

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 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 2016 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information		
For calendar plan year 2016 or fiscal plan year beginning <u>12/01/2016</u> and ending <u>11/30/2017</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.) ☒ 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>FARMERS GROUP, INC. EMPLOYEES' PENSION PLAN</u>	1b	Three-digit plan number (PN) ▶ <u>001</u>
		1c	Effective date of plan <u>12/01/1943</u>
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) <u>FARMERS GROUP, INC.</u> <u>P.O. BOX 4363</u> <u>WOODLAND HILLS, CA 91365-4363</u>	2b	Employer Identification Number (EIN) <u>95-0725935</u>
		2c	Plan Sponsor's telephone number <u>800-451-0797</u>
		2d	Business code (see instructions) <u>524290</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.	09/13/2018	ANTHONY J. MORRIS
	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 ☒ 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 35424
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) 21364
a(2) Total number of active participants at the end of the plan year	6a(2) 20627
b Retired or separated participants receiving benefits.....	6b 6518
c Other retired or separated participants entitled to future benefits	6c 7840
d Subtotal. Add lines 6a(2) , 6b , and 6c	6d 34985
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	6e 705
f Total. Add lines 6d and 6e	6f 35690
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	6g
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	6h 1570
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: 1A 1C 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) ☒ Trust	(3) ☒ 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)** ☒ **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)** ☒ 1 **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 2016 Form M-1 annual report. If the plan was not required to file the 2016 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 A (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <hr/> <small>Department of Labor Employee Benefits Security Administration</small> <hr/> <small>Pension Benefit Guaranty Corporation</small>	Insurance Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500. ► Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	OMB No. 1210-0110 <hr/> 2016 <hr/> This Form is Open to Public Inspection
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For calendar plan year 2016 or fiscal plan year beginning **12/01/2016** and ending **11/30/2017**

A Name of plan FARMERS GROUP, INC. EMPLOYEES' PENSION PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 FARMERS GROUP, INC.	D Employer Identification Number (EIN) 95-0725935	

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

(a) Name of insurance carrier

AXA EQUITABLE LIFE INSURANCE COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
13-5570651	62944	AC502	175	12/01/2016	11/30/2017

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

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

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

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

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

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

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

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

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	(c) Amount	(d) Purpose	

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

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

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

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

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

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

Part II Investment and Annuity Contract Information

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

4 Current value of plan's interest under this contract in the general account at year end **4** 485362**5** Current value of plan's interest under this contract in separate accounts at year end..... **5****6** Contracts With Allocated Funds:**a** State the basis of premium rates ▶**b** Premiums paid to carrier **6b****c** Premiums due but unpaid at the end of the year **6c****d** If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount **6d**
Specify nature of costs ▶**e** Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity
(3) ☐ other (specify) ▶**f** If contract purchased, in whole or in part, to distribute benefits from a terminating plan, check here ▶ ☐**7** Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)**a** Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee
(3) ☐ guaranteed investment (4) ☒ other ▶ GROUP ANNUITY**b** Balance at the end of the previous year **7b** 512074**c** Additions: (1) Contributions deposited during the year **7c(1)**
(2) Dividends and credits..... **7c(2)**
(3) Interest credited during the year..... **7c(3)** 14811
(4) Transferred from separate account **7c(4)**
(5) Other (specify below) **7c(5)**(6) Total additions **7c(6)** 14811**d** Total of balance and additions (add lines **7b** and **7c(6)**). **7d** 526885**e** Deductions:(1) Disbursed from fund to pay benefits or purchase annuities during year **7e(1)** 34324
(2) Administration charge made by carrier..... **7e(2)** 7199
(3) Transferred to separate account **7e(3)**
(4) Other (specify below) **7e(4)**(5) Total deductions **7e(5)** 41523**f** Balance at the end of the current year (subtract line **7e(5)** from line **7d**)..... **7f** 485362

Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

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

9 Experience-rated contracts:

a Premiums: (1) Amount received	9a(1)		
(2) Increase (decrease) in amount due but unpaid	9a(2)		
(3) Increase (decrease) in unearned premium reserve	9a(3)		
(4) Earned ((1) + (2) - (3))		9a(4)	0
b Benefit charges (1) Claims paid	9b(1)		
(2) Increase (decrease) in claim reserves	9b(2)		
(3) Incurred claims (add (1) and (2))		9b(3)	0
(4) Claims charged		9b(4)	
c Remainder of premium: (1) Retention charges (on an accrual basis) --			
(A) Commissions	9c(1)(A)		
(B) Administrative service or other fees	9c(1)(B)		
(C) Other specific acquisition costs	9c(1)(C)		
(D) Other expenses	9c(1)(D)		
(E) Taxes	9c(1)(E)		
(F) Charges for risks or other contingencies	9c(1)(F)		
(G) Other retention charges	9c(1)(G)		
(H) Total retention		9c(1)(H)	0
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.)		9c(2)	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement		9d(1)	
(2) Claim reserves		9d(2)	
(3) Other reserves		9d(3)	
e Dividends or retroactive rate refunds due. (Do not include amount entered in line 9c(2).)		9e	

10 Nonexperience-rated contracts:

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

Part IV Provision of Information

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

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

SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2016 This Form is Open to Public Inspection
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For calendar plan year 2016 or fiscal plan year beginning 12/01/2016 and ending 11/30/2017

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan <u>FARMERS GROUP, INC. EMPLOYEES' PENSION PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>FARMERS GROUP, INC.</u>	D Employer Identification Number (EIN) <u>95-0725935</u>
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I	Basic Information
1 Enter the valuation date: Month <u>12</u> Day <u>01</u> Year <u>2016</u>	
2 Assets:	
a Market value	2a <u>3143338650</u>
b Actuarial value	2b <u>3143338650</u>
3 Funding target/participant count breakdown	(1) Number of participants (2) Vested Funding Target (3) Total Funding Target
a For retired participants and beneficiaries receiving payment.....	<u>6827</u> <u>961319954</u> <u>961319954</u>
b For terminated vested participants.....	<u>7233</u> <u>292191636</u> <u>292191636</u>
c For active participants.....	<u>21364</u> <u>1171409435</u> <u>1282546068</u>
d Total.....	<u>35424</u> <u>2424921025</u> <u>2536057658</u>
4 If the plan is in at-risk status, check the box and complete lines (a) and (b)..... ☐	
a Funding target disregarding prescribed at-risk assumptions	4a
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b
5 Effective interest rate	5 <u>6.16 %</u>
6 Target normal cost.....	6 <u>104967969</u>

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE		<u>08/21/2018</u>
	Signature of actuary	Date
<u>KAREN CHEUNG</u>	Type or print name of actuary	<u>17-07727</u>
<u>TOWERS WATSON DELAWARE INC.</u>	Firm name	Most recent enrollment number
<u>300 SOUTH GRAND AVE., SUITE 2000</u> <u>LOS ANGELES, CA 90071</u>	Address of the firm	<u>213-337-5808</u>
		Telephone number (including area code)

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

For Paperwork Reduction Act Notice, see the Instructions for Form 5500 or 5500-SF.

**Schedule SB (Form 5500) 2016
v. 160205**

Part II Beginning of Year Carryover and Prefunding Balances		
	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	155005248	0
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9 Amount remaining (line 7 minus line 8)	155005248	0
10 Interest on line 9 using prior year's actual return of <u>4.88</u> %	7564256	0
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		205890494
b(1) Interest on the excess, if any, of line 38a over line 38b from prior year Schedule SB, using prior year's effective interest rate of <u>6.36</u> %		13094635
b(2) Interest on line 38b from prior year Schedule SB, using prior year's actual return		0
c Total available at beginning of current plan year to add to prefunding balance		218985129
d Portion of (c) to be added to prefunding balance		0
12 Other reductions in balances due to elections or deemed elections	0	0
13 Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	162569504	0

Part III Funding Percentages		
14 Funding target attainment percentage	14	117.53%
15 Adjusted funding target attainment percentage	15	123.94%
16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	123.86%
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls					
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
11/29/2017	253598	0			
12/15/2017	25000000	0			
01/17/2018	78000000	0			
08/10/2018	363000000	0			
Totals ▶			18(b)	466253598	18(c) 0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
a Contributions allocated toward unpaid minimum required contributions from prior years	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	238962
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	424496909
20 Quarterly contributions and liquidity shortfalls:		
a Did the plan have a "funding shortfall" for the prior year? ☐ Yes ☒ No		
b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☐ Yes ☐ No		
c If line 20a is "Yes," see instructions and complete the following table as applicable:		
Liquidity shortfall as of end of quarter of this plan year		
(1) 1st	(2) 2nd	(3) 3rd

Part V	Assumptions Used to Determine Funding Target and Target Normal Cost		
21 Discount rate:			
a Segment rates:		1st segment: 4.43%	2nd segment: 5.91%
		3rd segment: 6.65%	☐ N/A, full yield curve used
b Applicable month (enter code)			21b 4
22 Weighted average retirement age			22 60
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute			
Part VI	Miscellaneous Items		
24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment. ☐ Yes ☒ No			
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment. ☒ Yes ☐ No			
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment. ☒ Yes ☐ No			
27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment.			27
Part VII	Reconciliation of Unpaid Minimum Required Contributions For Prior Years		
28 Unpaid minimum required contributions for all prior years			28 0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a)			29 0
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)			30 0
Part VIII	Minimum Required Contribution For Current Year		
31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6)			31a 104967969
b Excess assets, if applicable, but not greater than line 31a			31b 104967969
32 Amortization installments:		Outstanding Balance	Installment
a Net shortfall amortization installment		0	0
b Waiver amortization installment		0	0
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount			33
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)			34 0
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement	0	0	0
36 Additional cash requirement (line 34 minus line 35)			36 0
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)			37 424496909
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)			38a 424496909
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances			38b 0
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)			39 0
40 Unpaid minimum required contributions for all years			40 0
Part IX	Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)		
41 If an election was made to use PRA 2010 funding relief for this plan:			
a Schedule elected ☐ 2 plus 7 years ☐ 15 years			
b Eligible plan year(s) for which the election in line 41a was made ☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011			
42 Amount of acceleration adjustment			42 0
43 Excess installment acceleration amount to be carried over to future plan years			43 0

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
		2016
		This Form is Open to Public Inspection.

For calendar plan year 2016 or fiscal plan year beginning 12/01/2016 and ending 11/30/2017	
A Name of plan FARMERS GROUP, INC. EMPLOYEES' PENSION PLAN	B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 FARMERS GROUP, INC.	D Employer Identification Number (EIN) 95-0725935

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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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)

TOWERS WATSON

23-1159360

(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?
16 64 15 50 11	RECORDKEEPER	2344324	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

VOYA

02-0488491

(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?
28 51	NONE	1872709	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

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

THE BOSTON CO. ASSET MANAGEMENT LLC

04-3404987

(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?
28 51	NONE	828308	Yes ☒ No ☐	Yes ☒ No ☐	0	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)

PRUDENTIAL INSURANCE CO OF AMERICA

22-1211670

(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?
28 51	NONE	446192	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

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

MELLON BANK OF NEW YORK

13-5160382

(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?
18 21 50	CUSTODIAN, TRUSTEE	302294	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

STATE STREET GLOBAL ADVISORS

04-1867445

(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?
28 51	NONE	175000	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)

PRICEWATERHOUSECOOPERS

13-4008324

(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?
10 50	NONE	138411	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

PACIFIC INVESTMENT MANAGEMENT

33-0629048

(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?
28 51	NONE	114402	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

GIBSON, DUNN & CRUTCHER LLP

95-1611234

(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?
29 50	NONE	12659	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
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(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 H (Form 5500) <small>Internal Revenue Service</small> <hr/> <small>Department of Labor</small> <small>Employee Benefits Security Administration</small> <hr/> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	<small>OMB No. 1210-0110</small> 2016 This Form is Open to Public Inspection
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For calendar plan year 2016 or fiscal plan year beginning 12/01/2016 and ending 11/30/2017		
A Name of plan FARMERS GROUP, INC. EMPLOYEES' PENSION PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 FARMERS GROUP, INC.	D Employer Identification Number (EIN) 95-0725935	

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....	1b(1)	225000000	466000000
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)	61923199	60309893
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)	2213219	6117168
(2) U.S. Government securities	1c(2)	270358242	449213751
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	877181491	800122433
(B) All other.....	1c(3)(B)	779702595	928302081
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	10163650	474923
(B) Common.....	1c(4)(B)	304357132	362337968
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property).....	1c(6)	513645163	539222392
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans.....	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)		
(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)	72190205	123694816
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)	512074	485362
(15) Other	1c(15)	71069545	46195315

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	3188316515	3782476102

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h	2383860	3084000
i Acquisition indebtedness	1i		
j Other liabilities	1j	39280655	47327797
k Total liabilities (add all amounts in lines 1g through 1j)	1k	41664515	50411797

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	3146652000	3732064305
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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) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	466253598	
(B) Participants	2a(1)(B)	0	
(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)		466253598
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	10	
(B) U.S. Government securities	2b(1)(B)	7784850	
(C) Corporate debt instruments	2b(1)(C)	80442010	
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans	2b(1)(E)	0	
(F) Other	2b(1)(F)	8763402	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		96990272
(2) Dividends: (A) Preferred stock	2b(2)(A)	0	
(B) Common stock	2b(2)(B)	6814850	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	53984	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		6868834
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	3315400154	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	3237997565	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		77402589
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)	25529037	
(B) Other	2b(5)(B)	95442452	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		120971489

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(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)		1154290
c Other income.....	2c		5687826
d Total income. Add all income amounts in column (b) and enter total.....	2d		775328898

Expenses**e** Benefit payment and payments to provide benefits:

(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	176508659	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		176508659
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)	2341630	
(2) Contract administrator fees.....	2i(2)	0	
(3) Investment advisory and management fees.....	2i(3)	7568155	
(4) Other	2i(4)	3498149	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		13407934
j Total expenses. Add all expense amounts in column (b) and enter total	2j		189916593

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		585412305
l Transfers of assets:			
(1) To this plan.....	2l(1)		0
(2) From this plan.....	2l(2)		0

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: PRICEWATERHOUSECOOPERS

(2) EIN: 13-4008324

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.)	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		20000000
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			
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 Defined Benefit Plan or Money Purchase Pension Plan Only: Were any distributions made during the plan year to an employee who attained age 62 and had not separated from service?	4o			

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
If "Yes" is checked, enter the My PAA confirmation number from the PBGC premium filing for this plan year 4067423. (See instructions.)

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 sections 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 2016 This Form is Open to Public Inspection.
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For calendar plan year 2016 or fiscal plan year beginning 12/01/2016 and ending 11/30/2017

A Name of plan <u>FARMERS GROUP, INC. EMPLOYEES' PENSION 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>FARMERS GROUP, INC.</u>	D Employer Identification Number (EIN) <u>95-0725935</u>

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>23-1945930</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	<u>900</u>

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

For Paperwork Reduction Act Notice, see the Instructions for Form 5500.

Schedule R (Form 5500) 2016
v. 160205

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
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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: <u>10.0</u> % Investment-Grade Debt: <u>65.0</u> % High-Yield Debt: <u>4.0</u> % Real Estate: <u>18.0</u> % Other: <u>3.0</u> % 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
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20a Is the plan a 401(k) plan? If "No," skip b	☐ Yes ☐ No
20b How did the plan satisfy the nondiscrimination requirements for employee deferrals under section 401(k)(3) for the plan year? Check all that apply:	☐ Design-based safe harbor ☐ "Prior year" ADP test ☐ "Current year" ADP test ☐ N/A
21a What testing method was used to satisfy the coverage requirements under section 410(b) for the plan year? Check all that apply:	☐ Ratio percentage test ☐ Average benefit test ☐ N/A
21b Did the plan satisfy the coverage and nondiscrimination requirements of sections 410(b) and 401(a)(4) for the plan year by combining this plan with any other plan under the permissive aggregation rules?	☐ Yes ☐ No
22a If the plan is a master and prototype plan (M&P) or volume submitter plan that received a favorable IRS opinion letter or advisory letter, enter the date of the letter / / and the serial number .	
22b If the plan is an individually-designed plan that received a favorable determination letter from the IRS, enter the date of the most recent determination letter / / .	

Farmers Group, Inc.

Employees' Pension Plan

**Financial Statements and Supplemental Schedules
November 30, 2017 and 2016**

Farmers Group, Inc.
Employees' Pension Plan
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 Note: Other schedules required by 29 CFR Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.	



Report of Independent Auditors

To the Administrator of the Farmers Group, Inc. Employees' Pension Plan

We have audited the accompanying financial statements of the Farmers Group, Inc. Employees' Pension Plan (the "Plan"), which comprise the statements of net assets available for benefits as of November 30, 2017 and 2016, 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 the financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on the financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. 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 our 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, we consider internal control relevant to the entity'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 entity'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 the Plan as of November 30, 2017 and 2016 and the changes in net assets available for benefits for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Other Matter

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) as of November 30, 2017, assets (acquired and disposed of within year) for the year ended November 30, 2017, and reportable transactions for the year ended November 30, 2017 are presented for the purpose of additional analysis and are not a required part of the financial statements but are supplementary 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 audits 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 auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

PricewaterhouseCoopers LLP

Los Angeles, California
September 11, 2018

Farmers Group, Inc.
Employees' Pension Plan
Statements of Net Assets Available for Benefits
November 30, 2017 and 2016

	2017	2016
Assets		
Investments, at fair value (Note 5)		
Common stocks	\$ 256,098,305	\$ 304,357,132
Preferred stocks	474,923	10,163,650
Corporate bonds	1,728,424,435	1,656,883,927
U.S. government and agencies securities	449,213,751	270,358,242
Other government securities	46,195,315	71,069,545
Collateralized mortgage obligations	79	159
Short-term investment funds	123,694,816	72,190,205
Commingled funds	106,239,663	-
Real estate - commingled investment vehicles	539,222,392	513,645,163
Cash and cash equivalents	6,117,168	2,213,218
	<u>3,255,680,847</u>	<u>2,900,881,241</u>
Investment contracts with insurance company, at contract value	485,362	512,074
Total investments	<u>3,256,166,209</u>	<u>2,901,393,315</u>
Receivables		
Employer contribution receivable	466,000,000	225,000,000
Accrued interest and dividends	28,717,220	26,392,222
Due from broker for securities sold	31,592,673	35,530,978
Total receivables	<u>526,309,893</u>	<u>286,923,200</u>
Total assets	<u>3,782,476,102</u>	<u>3,188,316,515</u>
Liabilities		
Accounts payable and other liabilities	7,697,259	3,920,755
Due to broker for securities purchased	37,866,755	33,165,432
Futures and Swaps (Note 6)	4,847,783	4,578,328
Total liabilities	<u>50,411,797</u>	<u>41,664,515</u>
Net assets available for benefits	<u>\$ 3,732,064,305</u>	<u>\$ 3,146,652,000</u>

The accompanying notes are an integral part of these financial statements.

Farmers Group, Inc.
Employees' Pension Plan
Statements of Changes in Net Assets Available for Benefits
Years Ended November 30, 2017 and 2016

	2017	2016
Additions		
Investment income		
Net change in fair value of investments	\$ 182,276,482	\$ 29,892,998
Interest	119,839,720	100,222,823
Dividends	<u>6,959,098</u>	<u>11,610,758</u>
Total investment income	309,075,300	141,726,579
Employer Contributions (Note 3)	<u>466,253,598</u>	<u>225,000,000</u>
Total additions	<u>775,328,898</u>	<u>366,726,579</u>
 Deductions		
Benefits paid to participants (Note 12)	(176,508,659)	(155,062,802)
Administrative expenses	<u>(13,407,934)</u>	<u>(11,456,341)</u>
Total deductions	<u>(189,916,593)</u>	<u>(166,519,143)</u>
Changes in net assets available for benefits	585,412,305	200,207,436
 Net assets available for benefits		
Beginning of year	<u>3,146,652,000</u>	<u>2,946,444,564</u>
End of year	<u>\$ 3,732,064,305</u>	<u>\$ 3,146,652,000</u>

The accompanying notes are an integral part of these financial statements.

Farmers Group, Inc.
Employees' Pension Plan
Notes to Financial Statements
November 30, 2017 and 2016

1. Plan Description

The following brief description of the Farmers Group, Inc. Employees' Pension Plan (the "Plan") is provided for general information purposes only. Participants should refer to the Plan document for more complete information.

General

The Plan is a defined benefit pension plan for employees of Farmers Group, Inc. ("FGI") and its subsidiaries as well as Farmers Exchanges and Farmers Services (prior to 2017). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"), as amended. Bank of New York ("BNY-Mellon") acts as the Plan's trustee and custodian.

Prior to January 1, 2018, all part-time and full-time salaried employees of FGI and affiliated companies were eligible for participation in the Plan immediately upon hire. On August 28, 2017, the Plan was amended to implement a one year service requirement for employees hired on or after January 1, 2018 prior to participating in the Plan.

FGI has the authority and responsibility for the design of the Plan, including the right to amend the Plan. The Plan administrator, Willis Towers Watson, is appointed by FGI and has the responsibility and authority to control the operation and administration of the Plan in accordance with its terms. Willis Towers Watson as the record keeper provides administrative services and is paid a fee for these services. The authority to manage, acquire, or dispose of any or all of the Plan's assets has been delegated to the FGI Pension and Benefit Committee, the Plan's oversight entity. The FGI Pension and Benefit Committee is responsible for establishing reasonable valuation methodology.

The Plan historically provided benefits to all participants based on final 60-month average earnings and years of service. For employees who were age 40 or older, or had at least 10 years of service as of December 31, 2008, the final average earnings benefit was not changed. For employees who were under 40 with less than 10 years of service as of December 31, 2008, the current final average earnings benefit was frozen, and future defined pension benefits will be based on a cash balance formula. Current employees who were vested and under 40 and not grandfathered into the final average earnings benefit will receive higher pay credit rates than those not vested and future new employees.

Effective January 1, 2009, the Farmers Group Inc. Employees' Pension Plan was amended and restated to include a hypothetical cash balance feature in the plan. The cash balance component of the plan is designed to provide retirement or death benefits to all eligible employees (as defined by the Plan) and is also intended to comply with the terms of ERISA. As part of the pension plan, the cash balance feature is also administered by the FGI Pension and Benefits Committee, which is authorized by the FGI Board of Directors.

Participation in the cash balance program is automatic once an employee becomes eligible. Under the Plan, amounts are credited by FGI to eligible employee accounts on a quarterly basis. Pay credits are based on a percentage of an employee's eligible compensation as defined by the plan document. Participating employees also receive interest credits at the end of every quarter as defined by the plan.

The annual interest rate on the cash balance plan is an interest rate equal to the average of the one-year treasury constant maturity rates issued monthly for the 12-month period ending in October of the prior plan year plus one percent, with a minimum rate of five percent. The annual

Farmers Group, Inc.
Employees' Pension Plan
Notes to Financial Statements
November 30, 2017 and 2016

interest crediting rate used in the valuation is five percent for the years ended November 30, 2017 and 2016.

The funding level is initially determined by the plan actuary which includes the cash balance and traditional average pay benefits to determine the contributions to fund the plan. The Plan's funding policy is for FGI to contribute an amount which will meet or exceed the annual ERISA minimum funding requirement.

On October 20, 2016, the Plan announced that as of December 31, 2018, plan benefits would be frozen and no future accruals would be credited to participants. Participants in the final average earnings formula will have their years of service and 60 month average earnings frozen as of that date. Participants in the cash balance formula will not receive pay credits after that date.

In November 2016, the Plan was amended to remove Farmers Services as a participating employer of the Plan effective January 1, 2017.

On August 28, 2017, the Plan was amended to implement a one year service requirement for participation in the Plan for individuals hired on or after January 1, 2018.

Pension Benefits

At normal retirement age of 65, a participant is entitled to a monthly pension benefit based on years of service and salary. A participant who is at least age 55 with five years of service may commence a reduced early retirement benefit. Participants with at least 30 years of service may commence an unreduced retirement benefit at age 62 or a reduced benefit as early as age 55.

The normal benefit under the Plan is in the form of a life annuity which provides for monthly payments determined at the participant's normal retirement date. Payments do not start until the participant terminates employment and end with the last monthly payment due upon death.

Under certain conditions and restrictions, a participant may elect such optional annuity forms as joint and survivor annuity and life annuity – period certain, each of which provides benefits to either or both a participant and/or the participant's beneficiary. Unless the participant elects otherwise, the benefit is payable as a joint and survivor annuity if the participant has been married prior to normal retirement date. If a participant elects other than a joint and survivor annuity, the participant and legal spouse must sign a waiver of the survivor benefit.

By amendment, lump sum distribution and 10 year certain life annuity options were made available to all employees terminating on or after December 31, 2015. On August 17, 2016, the plan was further amended to incorporate Internal Revenue Service (IRS) required plan language which expands on the requirements for plans as part of the newly created Internal Revenue Code Section 436. The plan was amended in May 2016 to allow for a temporary lump sum distribution window for certain vested participants who had previously been terminated. The window was open from June 1, 2016 to July 15, 2016. Participants under the cash balance provision may elect a lump-sum payment option.

Terminated vested participants whose pensions' cash values are over \$1,000 and under \$5,000 are eligible for lump-sum distributions following their terminations. For participants whose pensions' cash values are \$1,000 or under, a lump-sum payout is mandatory.

Farmers Group, Inc.
Employees' Pension Plan
Notes to Financial Statements
November 30, 2017 and 2016

Vesting

Full vesting under the Plan is attained by those participants who have three years of service. Fully vested participants are eligible to receive benefits after attaining retirement age.

Participants who terminate employment prior to fulfilling the vesting requirement forfeit their rights to benefits under the Plan. Subject to certain requirements, a former participant who is subsequently readmitted shall receive credit for prior years of service.

2. Summary of Significant Accounting Policies

Basis of Accounting

The accompanying financial statements have been prepared on the accrual basis of accounting.

Investment Valuation and Income Recognition

Investments are reported at fair value except for the investment contract with insurance company. Fair value is the price that would be received to sell an asset or transfer a liability at the measurement date. See note 5 for a discussion of fair value measurement. Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis and dividend income is recorded on the ex-dividend date. The Plan presents, in the Statements of Changes in Net Assets Available for Benefits, the net change in the fair value of its investments which consists of the realized gains or losses and the unrealized appreciation or depreciation on those investments.

The investment contract with insurance company is held by The Equitable Life Assurance Society under a group annuity contract to provide retirement benefits for those employees participating in the Plan prior to December 1, 1961, and is stated at contract value, which represents cost, plus interest income, less distributions for benefits and administrative expenses to date.

The Plan's immediate participation guarantee contract was entered into prior to March 20, 1992. Such contract is permitted to be carried at contract value.

Offsetting Assets and Liabilities

Accounting principles generally accepted in the United States of America ("U.S. GAAP") permits entities to present derivative receivables and derivative payables with the same counterparty and the related cash collateral receivables and payables on a net basis on the balance sheet when a legally enforceable master netting agreement exists. U.S. GAAP also permits securities sold and purchased under repurchase agreements to be presented net when specified conditions are met, including the existence of a legally enforceable master netting agreement.

A master netting agreement is a single contract with a counterparty that permits multiple transactions governed by that contract to be terminated and settled through a single payment in the event of a default (e. g., bankruptcy, failure to make a required payment or securities transfer or deliver collateral or margin when due after expiration of any grace period). Upon the exercise of termination rights by the nondefaulting party, (i) all the transactions are terminated, (ii) all transactions are valued and the positive value or "in the money" transactions are netted against the negative value or "out of money" transactions and (iii) the only remaining payment obligation is of one of the parties to pay the netted termination amount.

During 2017 and 2016, the plan did not enter into any over the counter derivative or repurchase transactions that would have used a master netting agreement. Had the plan entered into such

Farmers Group, Inc.
Employees' Pension Plan
Notes to Financial Statements
November 30, 2017 and 2016

transactions, it would have elected to net such balances when the specified conditions were met, consistent with prior years.

Administrative Expenses Policy

Administrative expenses are paid for by the Plan and recorded on the accrual basis of accounting.

Use of Estimates

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, and changes therein, disclosure of contingent assets and liabilities, and the actuarial present value of accumulated plan benefits at the date of the financial statements. Actual results could differ from those estimates.

Accounting Guidance

There were no new accounting pronouncements that impacted the Plan in the year being presented.

3. Funding Policy

The Plan sponsor, FGI, has agreed to make sufficient contributions to the Plan so that all employees' benefits will be fully provided at the time of retirement. The Plan met the minimum funding requirements of the ERISA Pension Protection Act for the current and prior Plan years.

4. Plan Termination

Although it has not expressed any intention to do so, FGI has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. Upon the termination of the Plan, partially or in its entirety, the rights of all affected participants to benefits accrued to the date of such termination, to the extent vested as of such date, are nonforfeitable. However, upon termination or partial termination of the Plan, FGI's obligation to make further contributions to the Plan on behalf of affected participants shall cease, except for any additional contribution that may be necessary to meet the minimum funding for vested retirement benefits. Vested benefits at termination or partial termination are payable only from the Plan. The termination of this Plan shall not cause or permit any part of the Plan assets to be diverted to purposes other than for the exclusive benefit of the beneficiaries of the Plan.

Certain benefits under the Plan are insured by the Pension Benefit Guaranty Corporation ("PBGC"), a U.S. government agency, if the Plan terminates. Generally, the PBGC guarantees most vested normal age retirement benefits, early retirement benefits, and certain disability and survivor's pensions. However, the PBGC does not guarantee all types of benefits under the Plan and the amount of benefit protection is subject to certain limitations. Vested benefits under the Plan are guaranteed at the level in effect on the date of the Plan's termination. However, there is a statutory ceiling, which is adjusted periodically, on the amount of an individual's monthly benefits that the PBGC guarantees.

That ceiling applies to those pensioners who elect to receive their benefits in the form of a single-life annuity and are at least 65 years old at the time of retirement or plan termination (whichever comes later). For younger annuitants or for those who elect to receive their benefits in some form more valuable than a single-life annuity, the corresponding ceilings are actuarially adjusted downward.

Farmers Group, Inc.
Employees' Pension Plan
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November 30, 2017 and 2016

Whether all participants receive their benefits should the Plan terminate at some future time will depend on the sufficiency, at that time, of the Plan's net assets to provide for accumulated benefit obligations and may also depend on the financial condition of the Plan sponsor and the level of benefits guaranteed by the PBGC.

5. Fair Value Measurement

ASC-820-10 defines fair value, establishes a framework for measuring fair value and requires a fair value hierarchy based on the source of the inputs used to estimate fair value, and requires disclosures about fair value measurements. This framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy are described below:

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

Level 2 Inputs to the valuation methodology include:

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

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

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

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

Following is a description of the valuation methodologies used for assets measured at fair value at November 30, 2017 and 2016.

Common and Preferred Stocks

Investments in stocks listed on a national securities exchange and over-the-counter securities are valued at the last reported sale price on the valuation date or, if no sales are reported for that day, the last published sale price.

Corporate Bonds, U.S. Government and Agencies Securities and Other Government Securities

Valued by pricing services based on yields currently available on comparable issues with similar credit ratings and broker quotes from dealers who are market makers in these investments.

Farmers Group, Inc.
Employees' Pension Plan
Notes to Financial Statements
November 30, 2017 and 2016

Collateralized Mortgage Obligation ("CMO")

In 2016 and 2017, there was one CMO held whose value was based upon models with significant non-observable inputs or assumptions based on broker quotes.

Short-Term Investment funds

Valued at the net asset value of shares held by the Plan at year end.

Commingled Funds

Valued at the net asset value of shares held by the Plan at year end. The NAV is used as a practical expedient to estimate fair value. The NAV is based on the fair value of the underlying investments held by the fund less its liabilities. This practical expedient is not used when it is determined to be probable that the fund will sell the investment for an amount different than the reported NAV. Participant transactions (purchases and sales) may occur daily. Were the Plan to initiate a full redemption of the fund, the investment advisor reserves the right to temporarily delay withdrawal from the trust in order to ensure that securities liquidation will be carried out in an orderly manner.

Real Estate Commingled Investments

Valued at the net asset value of shares held by the Plan at year end.

Derivatives

Swaps are valued by a pricing service based on broker quotes in non-active markets and are assigned to level 2.

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

Farmers Group, Inc.
Employees' Pension Plan
Notes to Financial Statements
November 30, 2017 and 2016

The following tables set forth by level, within the fair value hierarchy, the Plan's assets and liabilities at fair value as of November 30.

Assets at fair value at November 30, 2017					
	Quoted Prices (Level 1)	Other Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Investments Measured at NAV	Total ^(a)
Common stocks	\$ 256,098,305	\$ -	\$ -		\$ 256,098,305
Preferred Stocks	474,923	-	-	-	474,923
Notes & debentures:					-
Corporate bonds	-	1,728,424,435	-	-	1,728,424,435
U.S. government and agencies	-	449,213,751	-	-	449,213,751
Other government	-	46,195,315	-	-	46,195,315
CMO	-	-	79	-	79
Total notes & debentures	-	2,223,833,501	79	-	2,223,833,580
Cash	6,117,168	-	-	-	6,117,168
Short-term investments^(a)	-	-	-	123,694,816	123,694,816
Commingled Funds^(a)	-	-	-	106,239,663	106,239,663
Real estate - commingled investment vehicles at net asset value^(a)	-	-	-	539,222,392	539,222,392
Total investments, excluding investments contracts with insurance company, at fair value	\$ 262,690,396	\$ 2,223,833,501	\$ 79	\$ 769,156,871	\$ 3,255,680,847
Liabilities at fair value at November 30, 2017					
	Quoted Prices (Level 1)	Other Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Investments Measured at NAV	Total
Derivatives:					
Swaps & Futures	\$ -	\$ 4,847,783	\$ -	\$ -	\$ 4,847,783
Total derivatives	\$ -	\$ 4,847,783	\$ -	\$ -	\$ 4,847,783

(a) In accordance with Subtopic 820-10, certain investments that are measured at fair value using the net asset value per share (or its equivalent) practical expedient have not been classified in the fair value hierarchy. The fair value amounts presented in this table are intended to permit reconciliation of the fair value hierarchy to the amounts presented in the statement of financial position.

Farmers Group, Inc.
Employees' Pension Plan
Notes to Financial Statements
November 30, 2017 and 2016

Assets at fair value at November 30, 2016					
	Quoted Prices (Level 1)	Other Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Investments Measured at NAV	Total
Common stocks	\$ 304,357,132	\$ -	\$ -	\$ -	\$ 304,357,132
Preferred Stocks	10,163,650	-	-	-	10,163,650
Notes & debentures:					
Corporate bonds	-	1,656,883,927	-	-	1,656,883,927
U.S. government and agencies	-	270,358,242	-	-	270,358,242
Other government	-	71,069,545	-	-	71,069,545
CMO	-	-	159	-	159
Total notes & debentures	-	1,998,311,714	159	-	1,998,311,873
Cash	2,213,218	-	-	-	2,213,218
Short-term investments^(a)	-	-	-	72,190,205	72,190,205
Real estate - commingled investment vehicles at net asset value^(a)	-	-	-	513,645,163	513,645,163
Total investments, excluding investments contracts with insurance company, at fair value	<u>\$ 316,734,000</u>	<u>\$ 1,998,311,714</u>	<u>\$ 159</u>	<u>\$ 585,835,368</u>	<u>\$ 2,900,881,241</u>
Liabilities at fair value at November 30, 2016					
	Quoted Prices (Level 1)	Other Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Investments Measured at NAV	Total
Derivatives:					
Swaps & Futures	\$ -	\$ 4,578,328	\$ -	\$ -	\$ 4,578,328
Total derivatives	<u>\$ -</u>	<u>\$ 4,578,328</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 4,578,328</u>

(a) In accordance with Subtopic 820-10, certain investments that are measured at fair value using the net asset value per share (or its equivalent) practical expedient have not been classified in the fair value hierarchy. The fair value amounts presented in this table are intended to permit reconciliation of the fair value hierarchy to the amounts presented in the statement of financial position.

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Unrealized Appreciation/Depreciation

The following table sets forth a summary of changes in fair value of the Plan's Level 3 assets for the years ended November 30, 2016 and 2017, respectively.

	CMO	Corporate Bonds	Total
Balance at November 30, 2015	\$ 233	\$ 92,421	\$ 92,654
Purchases ^(a)	-	-	-
Sales ^(a)	(5)	(88,340)	(88,345)
Transfers in ^(b)	-	-	-
Transfers out ^(c)	-	-	-
Amortization / accretion ^(d)	-	-	-
Gain/(loss)	-	-	-
Realized (loss)	(67)	-	(67)
Unrealized appreciation/(depreciation) ^(e)	(2)	(4,081)	(4,083)
Balance at November 30, 2016	<u>\$ 159</u>	<u>\$ -</u>	<u>\$ 159</u>
Purchases ^(a)	-	-	-
Sales ^(a)	(3)	-	(3)
Transfers in ^(b)	-	-	-
Transfers out ^(c)	-	-	-
Amortization / accretion ^(d)	-	-	-
Gain/(loss)	-	-	-
Realized (loss)	(71)	-	(71)
Unrealized appreciation/(depreciation) ^(e)	(6)	-	(6)
Balance at November 30, 2017	<u>\$ 79</u>	<u>\$ -</u>	<u>\$ 79</u>
Changes in unrealized appreciation/(depreciation) relating to assets still held as of November 30, 2016	<u>\$ (2)</u>	<u>\$ (4,081)</u>	<u>\$ (4,083)</u>
Changes in unrealized appreciation/(depreciation) relating to assets still held as of November 30, 2017	<u>\$ (6)</u>	<u>\$ -</u>	<u>\$ (6)</u>

(a) Normal trading activities.

(b) Transferred into level 3 because of lack of observable market data for these securities.

(c) Transferred out of level 3 because observable market data became available for these securities.

(d) Amortization of premiums and accretion of discounts for securities during the year.

(e) Unrealized gains (losses) are reported in net change in fair value of investments on the Statements of Change in Net Assets Available for Benefits.

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The following table presents additional information about valuation methodologies and inputs used for investments that are measured at fair value and categorized within Level 3 as of November 30, 2017 and 2016, respectively:

2017

<u>Investments</u>	<u>Fair Value</u>	<u>Valuation Technique</u>	<u>Unobservable Inputs</u>	<u>Rate of Input Values</u>
CMO	\$ 79	Broker Quotes	Price	1332

2016

<u>Investments</u>	<u>Fair Value</u>	<u>Valuation Technique</u>	<u>Unobservable Inputs</u>	<u>Rate of Input Values</u>
CMO	\$ 159	Broker Quotes	Price	1448

The Plan uses the Net Asset Value ("NAV") as a practical expedient to determine the fair value of all the underlying investments which (a) do not have a readily determinable fair value and (b) prepare their financial statements consistent with the measurement principles of an investment company or have the attributes of an investment company.

<u>Strategy</u>	<u>NAV in Funds</u>	<u># of Funds</u>	<u>Remaining Life</u>	<u>\$Amount of Unfunded Commitments</u>	<u>Timing to Draw Down Commitments</u>	<u>Redemption Terms</u>	<u>Redemption Restrictions</u>	<u>Redemption Restrictions in Place at Year End</u>
Real estate and infrastructure	539,222,392	2	N.A.	-	N.A.	3-months prior to valuation date	Subject to availability of cash	Yes
Equity Fund	106,239,663	1	N.A.	-	N.A.	None	None	No

6. Derivative Instruments

ASC 815-10-50 provides users of financial statements with an enhanced understanding of the use of derivative instruments by the Plan and how these derivatives affect the financial position, financial performance and cash flows of the Plan. This requires qualitative disclosures about the objectives and strategies for using the derivative instruments, quantitative disclosures about the fair value of, and gains and losses on, derivative instruments, as well as disclosures about credit-risk related contingent features in derivative agreements.

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The Plan may use futures contracts to manage exposure to the relevant markets. The Plan enters into futures contracts only on exchanges or boards of trade where the exchange or board of trade acts as the counterparty to the transaction. Thus, credit risk on such transactions is limited to the failure of the exchange or board of trade. Losses in value may arise from changes in the value of the underlying instruments or if there is an illiquid secondary market for the contracts. Upon entering a futures contract, the Plan is required to deposit either in cash or securities an amount ("initial margin") equal to a certain percentage of the nominal value of the contract. Subsequent payments are made or received by the Plan periodically, depending on the daily fluctuation in the value of the underlying securities, and are recorded as unrealized gains or losses by the Plan in the net change in fair value of investment on the Statements of Changes in Net Assets Available for Benefits. A gain or loss is realized when the contract is closed or expires.

The Plan may enter into swap agreements to manage its exposure to the financial markets. A swap is an agreement between the Plan and a counterparty to exchange the return generated by one instrument for the return generated by another instrument. The Plan may enter into interest rate, total return, currency, cross-currency and credit default and other forms of swap agreements to manage its exposure to interest rate, currency and credit risk.

Interest rate swap agreements involve the exchange by the Plan with another party of their respective commitments to pay or receive interest, e.g., an exchange of floating rate payments for fixed rate payments with respect to a notional amount of principal.

Centrally cleared swaps transacted on a multilateral or trade facility platform, such as a registered exchange, are valued at the daily settlement price determined by the respective exchange. For centrally cleared credit default swaps, the clearing facility requires its members to provide actionable price levels across complete term structures. These levels, along with external third party prices, are used to produce daily settlement prices. These securities are categorized as Level 2 in the fair value hierarchy table.

The Plan may be required to deposit collateral with the counterparty if the market value of the contract falls below a stipulated amount in the contract. Periodic cash settlements are reported as realized gains or losses as recorded in the net appreciation in fair value of investments in the Statement of Changes in Net Assets Available for Benefits.

Entering into a swap contract involves, to varying degrees, elements of credit, legal, market, documentation, and interest rate risk in excess of the amounts reported in the Statement of Net Assets Available for Benefits. Swaps are not actively traded on exchanges. Such risks involve the possibility that there will be no liquid market for these agreements, that the counterparty to the agreements may default on its obligation to perform or disagree as to the meaning of the contractual terms in the agreements, or that there may be unfavorable changes in interest rates. Notional principal amounts are used to express the extent of involvement in the transactions, and are deliverable by the counterparty under the contracts in the event of default of the underlying issuer. In addition to credit exposure to the underlying issuer implicit in the contract, credit risk is applicable to any amounts receivable from the counterparty. To reduce credit risk from potential counterparty default, the Plan enters into swap contracts with counterparties whose creditworthiness has been reviewed by the investment advisor.

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The following tables provide information about fair values and the location of derivatives not accounted as hedging instruments within the Statements of Net Assets Available for Benefits as of November 30, 2017 and 2016, respectively.

		Derivatives at fair value at November 30, 2017	
		Number of Contracts	Unrealized Appreciation/ (Depreciation)
Description			
Long futures¹			
US 10YR ULTRA FUTURE (CBT)EXP MAR 18		1,000	\$ (1,015,625)
US ULTRA BOND (CBT)EXP MAR 18		500	\$ (1,019,531)
Total long futures			\$ (2,035,156)
		Derivatives at fair value at November 30, 2017	
		Notional Amount	Unrealized Appreciation/ (Depreciation)
Description			
Counter Party			
Interest Rate SWAP contracts¹			
CCP_IRS P US0003M LIBORR 2.6805% 2045 SEPT 15		50,000,000	411,975
CCP_IRS P US0003M LIBORR 2.7% 2045 SEPT 16		50,000,000	612,517
CCP_IRS P US0003M LIBORR 2.704% 2045 AUG 06		50,000,000	655,834
CCP_IRS P US0003M LIBORR 2.72% 2045 SEPT 14		95,000,000	1,555,437
CCP_IRS P US0003M LIBORR 2.88% 2045 JUL 13		30,000,000	1,501,147
CCP_IRS P US0003M LIBORR 2.89% 2045 JUN 17		25,000,000	1,316,144
CCP_IRS P US0003M R 2.2301%28 SEP 2027		100,000,000	(1,754,055)
CCP_IRS P US0003M R 2.227%28 SEP 2027		100,000,000	(1,781,550)
CCP_IRS P USD-LIBOR-BBA 3M CMREC 1.75% 2047 JUN 21		4,200,000	(803,952)
CCP_IRS R USD-LIBOR-BBA 3M CMPAY 2.00% 2019 DEC 20		7,300,000	(229)
Total Interest Rate SWAPs		511,500,000	1,713,268
Variation Margin		-	(4,525,895)
Fair Value of SWAPs		-	(2,812,627)
		November 30, 2016	
		Notional Amount	Unrealized Appreciation/ (Depreciation)
Description			
Counter Party			
Interest Rate SWAP contracts¹			
CCP_IRS LIB 3M 100BPS R 2.25%2046 DEC 21 CME		13,000,000	(779,635)
CCP_IRS P US0003M R .09683%2018 DEC 15 LCH		18,700,000	137,492
CCP_IRS P US0003M LIBORR 2.7% 2045 SEPT 16		50,000,000	2,007,316
CCP_IRS P US0003M LIBORR 2.6805% 2045 SEPT 15		50,000,000	1,796,413
CCP_IRS P US0003M LIBORR 2.72% 2045 SEPT 14		95,000,000	4,224,898
CCP_IRS P US0003M LIBORR 2.704% 2045 AUG 06		50,000,000	2,051,072
CCP_IRS P US0003M LIBORR 2.88% 2045 JUL 13		30,000,000	2,391,610
CCP_IRS P US0003M LIBORR 2.89% 2045 JUN 17		25,000,000	2,061,357
Total Interest Rate SWAPs		331,700,000	13,890,523
Variation Margin		-	(18,468,851)
Fair Value of SWAPs		-	(4,578,328)

⁽¹⁾ These investments are used to manage interest rate risk.

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The following tables provide information about the effect of derivatives on the Plan's Statement of Changes in Net Assets Available for Benefits for the years ended November 30, 2017 and 2016.

Realized gain/(loss) on derivatives recognized

	2017	2016
Futures contracts	\$ 327,344	\$ -
Swap agreements	(13,942,956)	7,100,305
Total	<u>\$ (13,615,612)</u>	<u>\$ 7,100,305</u>

Unrealized appreciation/(depreciation) on derivatives recognized

	2017	2016
Futures contracts	\$ (2,035,156)	\$ -
Swap agreements	(2,812,627)	(4,578,328)
Total	<u>\$ (4,847,783)</u>	<u>\$ (4,578,328)</u>

7. Actuarial Present Value of Accumulated Plan Benefits

Accumulated plan benefits are those future periodic payments, including lump-sum distributions that are attributable to the service that participants have rendered under the Plan's provisions.

Accumulated plan benefits include benefits expected to be paid to (1) retired or terminated participants or their beneficiaries; (2) beneficiaries of deceased participants; and (3) present participants or their beneficiaries. The accumulated plan benefits for active participants are based on their current and historical compensation available on the date on which the benefit information is presented (the valuation date). Benefits payable under all circumstances (retirement, death, disability, and termination of employment) are included to the extent they are attributable to participant service rendered through the valuation date.

The actuarial present value of accumulated plan benefits is determined by a third party actuary and is the amount that results from applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements such as for death, disability, withdrawal, or retirement) between the valuation date and the expected date of payment.

The significant current and prior year actuarial assumptions used in the valuation were as of November 30, 2016 and 2015, respectively, the date of the latest and previous actuarial information available, were: (1) life expectancy of participants (separate RP-2014 employee and annuitant tables with generational mortality projected using modified scale MP-2014 with 15-year convergence period and a 0.75% ultimate rate); (2) age-graded retirement rates based on service ranging from 15% at age 55 for members under the cash balance provisions, 9% at age 55 for grandfathered members with less than 30 years of service and 11% at age 55 for grandfathered members with 30 years or more of service, to 100% at age 70 for all members (see table on the following page); and (3) assumed interest rate of 4.57% and 4.83% for 2016 and 2015,

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respectively. Were the Plan to terminate, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated plan benefits.

Retirement rates varying by age

Sample rates per 1,000 employees:

Age	Applicable to member under the cash balance provision	Applicable to grandfathered members with less than 30 years of service	Applicable to grandfathered members with at least 30 years of service
55	150	90	110
60	180	100	125
62	180	200	300
63	180	200	300
65	350	350	350
70	1,000	1,000	1,000

The valuation as of November 30, 2016 reflected an amendment to the Farmers Group, Inc. Employees' Pension Plan to freeze accruals as of December 31, 2018 for all participants. This does not impact the present value of accumulated plan benefits as of November 30, 2016.

The computations of the actuarial present value of accumulated plan benefits were made as of December 1, 2016. Had the valuation been performed as of November 30, 2016 there would be no material differences.

The actuarial present value of accumulated plan benefits at November 30, 2016 is as follows:

Actuarial Present Value of Accumulated Plan Benefits

Vested benefits

Participants currently receiving payments	\$1,138,879,016
Other participants	<u>2,029,186,363</u>
	3,168,065,379

Non-vested benefits

Total actuarial present value of accumulated Plan benefits	<u>118,060,945</u>
	<u>\$3,286,126,324</u>

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Changes in the actuarial present value of accumulated plan benefits for the year ended November 30, 2016 are results of the following:

Actuarial present value of accumulated Plan	
benefits at beginning of year	<u>\$3,052,450,087</u>
Increase / (Decrease) during the Plan year attributable to	
Benefits accumulated and actuarial experience	118,242,606
Interest due to decrease in discount period	149,740,513
Benefits paid	(155,062,802)
Assumption changes ¹	120,755,920
Plan amendments	<u>0</u>
Net increase / (Decrease)	<u>233,676,237</u>
Actuarial present value of accumulated Plan	
benefits at end of year	<u>\$3,286,126,324</u>

⁽¹⁾ The discount rate was changed from 4.83% to 4.57%.

8. Plan Tax Status

It is the opinion of the Plan administrator that the Plan is designed and is currently being operated in compliance with the applicable requirements of the Internal Revenue Code. Accounting principles generally accepted in the United States of America require management to evaluate the tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of November 30, 2017 and 2016, there are no uncertain positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements. The Plan is subject to routine audits by the taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for the years prior to 2014.

9. Risks and Uncertainties

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

The Plan invests in securities with contractual cash flows, such as collateralized mortgage obligations. The value, liquidity and related income of these securities are sensitive to changes in economic conditions, including real estate value, delinquencies and/or defaults, and may be adversely affected by shifts in the market's perception of the issuers and changes in interest rates.

Plan contributions and the actuarial present value of accumulated plan benefits are prepared based on certain assumptions pertaining to interest rates, inflation rates and employee demographics, all of which are subject to change. Due to uncertainties inherent in the estimations and assumptions

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process, it is at least reasonably possible that changes in these estimates and assumptions in the near term will be material to the financial statements.

10. Party-in-Interest Transactions

In 2017 and 2016, the Plan's investments included \$123,694,816 and \$72,190,205, respectively, of short-term funds managed by Dreyfus, a subsidiary of Bank of New York Mellon. As of November 30, 2016, the Plan's investments included \$4,849,965 of corporate bonds and \$398,897 of common stock in Bank of New York Mellon as well as \$82,084 of common stock in Willis Towers Watson. Bank of New York Mellon is the Plan's Trustee and Custodian of the Plan assets and Willis Towers Watson is the Plan's record keeper. Therefore, these investments represent exempt party-in-interest transactions

11. Contingencies

Occasionally, the Plan is party to lawsuits arising from normal activities. The Plan vigorously defends its position in each case, and it is not possible to determine with certainty the outcome of such matters. The Plan has no pending lawsuits which present a material exposure to the plan.

12. Benefits Paid to Participants

Farmers Group, Inc. Employees' Pension Plan was amended on May 20, 2016 to provide a temporary early distribution option for certain vested participants who had previously been terminated. Eligible participants were notified in May 2016 and were extended the option to receive his or her benefits in the form of a lump-sum payment, a single life annuity, a 50% qualified joint and survivor annuity or a 75% qualified joint and survivor annuity. Lump-sum payments were calculated with a benefit commencement date of August 1, 2016 and checks were issued on August 9, 2016 to participants who elected the lump sum payment under the Farmers Pension Payment Offer. The total of the lump sum paid in 2016 was \$16,990,562 paid to 519 participants.

13. Subsequent Events

The Plan has evaluated subsequent events through September 11, 2018, the date the financial statements were available to be issued, and have determined that there were no significant events that would require disclosure.

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 26 Schedule of Active Participant Data as of December 1, 2016

Attained Age	Years of Credited Service									
	<1	1 to 4	5 to 9	10 to 14	15 to 19	20 to 24	25 to 29	30 to 34	35 to 39	40 & up
<25	Count	488	276	5	0	0	0	0	0	0
	Average Earnings	43,040	45,205		0	0	0	0	0	0
25 to 29	Count	775	1,185	403	1	0	0	0	0	0
	Average Earnings	46,476	52,718	58,421		0	0	0	0	0
30 to 34	Count	496	1,048	1,246	724	0	0	0	0	0
	Average Earnings	53,661	60,697	64,551	71,846	0	0	0	0	0
35 to 39	Count	293	707	1,021	1,133	377	0	0	0	0
	Average Earnings	60,489	70,943	69,354	78,368	82,665	0	0	0	0
40 to 44	Count	159	433	732	602	600	63	0	0	0
	Average Earnings	62,752	79,948	75,737	77,252	90,794	106,363	0	0	0
45 to 49	Count	123	324	653	456	517	274	214	0	0
	Average Earnings	63,921	73,418	80,357	82,690	91,142	104,217	88,821	0	0
50 to 54	Count	85	240	593	322	375	147	453	304	0
	Average Earnings	74,740	81,700	85,751	83,939	86,691	103,254	103,335	85,427	0
55 to 59	Count	64	187	466	267	293	80	178	359	253
	Average Earnings	72,312	75,649	79,689	79,185	86,319	99,082	94,431	94,528	76,916
60 to 64	Count	25	90	287	130	164	61	67	87	113
	Average Earnings	60,943	73,672	82,578	71,941	91,417	111,448	81,222	95,318	90,958
65 to 69	Count	7	15	85	53	46	15	14	13	14
	Average Earnings			72,143	74,377	81,620				
70 & up	Count	2	1	12	13	4	3	2	1	1
	Average Earnings									

Average age = 42.3 Average service = 10.2

Note: Pension benefit prior to 1/1/2009 is accrued based on the Final Average Pay formula.

With the exception of a selected group of grandfathered employee, employees accrue pension benefit under the cash balance formula starting 1/1/2009.

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Schedule SB, Line 26

Schedule of Active Participant Data for Cash Balance Plans as of December 1, 2016

Attained Age		Years of Credited Service									
		<1	1 to 4	5 to 9	10 to 14	15 to 19	20 to 24	25 to 29	30 to 34	35 to 39	40 & up
<25	Count	488	276	5	0	0	0	0	0	0	0
	Average Cash Balance	381	1,689		0	0	0	0	0	0	0
25 to 29	Count	775	1,185	403	1	0	0	0	0	0	0
	Average Cash Balance	426	2,926	7,327		0	0	0	0	0	0
30 to 34	Count	496	1,048	1,246	724	0	0	0	0	0	0
	Average Cash Balance	472	3,673	9,335	14,289	0	0	0	0	0	0
35 to 39	Count	293	707	1,021	1,131	362	0	0	0	0	0
	Average Cash Balance	552	4,466	11,746	20,613	39,917	0	0	0	0	0
40 to 44	Count	159	433	732	602	407	2	0	0	0	0
	Average Cash Balance	682	6,477	16,345	23,414	49,222		0	0	0	0
45 to 49	Count	123	324	650	381	233	8	4	0	0	0
	Average Cash Balance	850	5,798	21,453	27,402	53,786			0	0	0
50 to 54	Count	85	240	592	187	16	10	6	2	0	0
	Average Cash Balance	1,249	8,583	26,881	25,712					0	0
55 to 59	Count	64	187	464	155	13	3	4	6	5	0
	Average Cash Balance	1,167	8,638	29,230	27,893						0
60 to 64	Count	25	90	287	71	7	4	3	4	1	1
	Average Cash Balance	958	9,810	33,504	27,414						
65 to 69	Count	7	15	85	37	1	1	2	0	0	0
	Average Cash Balance			30,225	32,275				0	0	0
70 & up	Count	2	1	11	10	0	0	0	1	0	0
	Average Cash Balance					0	0	0		0	0

Average age = 39.2 Average service = 6.5

Note: Pension benefit prior to 1/1/2009 is accrued based on the Final Average Pay formula.

With the exception of a selected group of grandfathered employee, employees accrue pension benefit under the cash balance formula starting 1/1/2009.

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Schedule SB, Part V Statement of Actuarial Assumptions/Methods

Economic Assumptions

Annual interest crediting rate on cash balance account	5.00%	
Interest rate basis:		
Applicable month	August 2016	
Interest rate basis	3-Segment rates	
Interest rates:	Reflecting Corridors	Not Reflecting Corridors
First segment rate	4.43%	1.51%
Second segment rate	5.91%	3.83%
Third segment rate	6.65%	4.82%
Effective interest rate	6.16%	4.24%
Annual rates of increase		
Weighted average salaries	4.35%	

Demographic Assumptions

Mortality													
Healthy	Separate rates for non-annuitants (based on RP-2000 "Employees" table without collar or amount adjustments, projected to 2031 using Scale AA and annuitants (based on RP-2000 "Healthy Annuitants" table without collar or amount adjustments, projected to 2023 using Scale AA).												
Disabled	Same as healthy mortality tables.												
Termination	Rates varying by service												
	Sample rates per 1,000 employees:												
	<table><tr><th>Years of Service</th><th>Male and Female</th></tr><tr><td>0-4</td><td>180</td></tr><tr><td>5-9</td><td>110</td></tr><tr><td>10-14</td><td>70</td></tr><tr><td>15-19</td><td>60</td></tr><tr><td>20 and over</td><td>40</td></tr></table>	Years of Service	Male and Female	0-4	180	5-9	110	10-14	70	15-19	60	20 and over	40
Years of Service	Male and Female												
0-4	180												
5-9	110												
10-14	70												
15-19	60												
20 and over	40												

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Disability	40% of 1987 Standard Table				
	Rates varying by age and sex representative rates per 1,000 employees:				
	Age	Male	Female		
	30	0.256	0.364		
	40	0.556	0.812		
	50	2.028	2.184		
	60	5.888	4.376		
Retirement	Rates varying by age				
	Rates per 1,000 participants:				
		Participants with Final Average Pay Pension Benefit		Participants with Cash Balance Pension Benefit	
	Age	Less than 30 years of service	30 years or more of service	Age	
	55-59	90	110	55-59	150
	60-61	100	125	60-61	180
	62-64	200	300	62-64	180
	65-69	350	350	65-69	350
	70	1,000	1,000	70	1,000
Benefit commencement date					
► Preretirement death benefit	The later of the death of the active participant or date the participant would have attained age 55 with 5 years of service or age 65.				
► Deferred vested benefit – final average pay benefit	The later of age 62 or termination of employment				
► Deferred vested benefit – cash balance benefit	Age 62				
► Disability benefit	Upon disablement (prior to January 1, 2012)				
► Retirement benefit	Upon retirement from active				
Form of payment	Single		Married		
► Annuity benefit	45% as life annuity		11.25% as J&S 100%		
	55% as lump sum		4.5% as J&S 75%		
			11.25% as J&S 50%		
			18% as life annuity		
			55% as lump sum		
► Cash balance benefit	25% as life annuity		25% as life annuity		
	75% as lump sum		75% as lump sum		

Plan Name: Farmers Group, Inc. Employees' Pension Plan
 EIN / PN: 95-0725935/001
 Plan Sponsor: Farmers Group, Inc.
 Valuation Date: December 1, 2016

SCHEDULE SB ATTACHMENTS

Percent married	80% of males; 40% of females
Spouse age	Wife three years younger than husband
Covered pay	Monthly rate of pay as of the valuation date

Actuarial Methods

Valuation date	First day of plan year
Funding target	Present value of accrued benefits as required by regulations under IRC §430
Target normal cost	Present value of benefits expected to accrue during the plan year plus plan-related expenses expected to be paid from plan assets during the plan year as required by regulations under IRC §430.
Actuarial value of assets for determining minimum required contributions	Market value
Funding policy	The company's funding policy is to contribute an amount of least equal to the minimum required contribution. Farmers Group, Inc. may increase its contributions above the minimum, if appropriate to its tax and cash position and the plan's funded status.

Changes in Assumptions and Methods Since Prior Valuation

Discount rate	The segment interest rates used to calculate the funding target and target normal cost were updated from August 2015 to August 2016. The segment rates used to determine minimum funding requirements and benefit restrictions were revised by applying the interest rate relief corridors of, but, as required such rates have not been reflected in Section 2.5 Calculation of estimated maximum deductible contribution.
Mortality	The required mortality table used to calculate the funding target and target normal cost was updated to include one additional year of projected mortality improvements.

Benefits Not Valued

All benefits described in Appendix B of this report were valued. Willis Towers Watson has reviewed the plan provisions with Farmers Group, Inc. and, based on that review, is not aware of any significant benefits required to be valued that were not.

Plan Name:	Farmers Group, Inc. Employees' Pension Plan
EIN / PN:	95-0725935/001
Plan Sponsor:	Farmers Group, Inc.
Valuation Date	December 1, 2016

SCHEDULE SB ATTACHMENTS

Assumptions Rationale - Significant Economic Assumptions

Discount rate	The basis chosen was selected by the plan sponsor from among choices prescribed by law, all of which are based on observed market data over certain periods of time.
Cash Balance Interest crediting rate	The plan credits interest to cash balance accounts using an interest rate equal to the average of the one-year constant maturity rates issued monthly for the 12-month period ending in October of the prior Plan Year plus one percent, with a minimum rate of 5%. Our long term estimate of the 30-year Treasury rate is below the minimum rate of 5%. Currently, the average of the one year constant maturity rates issued monthly for the 12 month period ending in October of the prior Plan Year plus one percent is significantly below 5%. The average of the one year constant maturity rates from November 2015 to October 2016 plus one percent is 1.57%.
Annuity conversion rate for hybrid plans	As required by IRC 430, annuity benefits are valued by converting accounts to annuities using the current IRC 430 interest rates, so that the interest rates assumed are effectively the same as described above for the discount rate.
Rates of increase in compensation	Assumed compensation increases were based on an experience study conducted in 2015.
Administrative expenses	Administrative expenses are estimated by determining the expected actual expenses for the coming year, reflecting items like expected PBGC premiums.

Assumptions Rationale - Significant Demographic Assumptions

Healthy Mortality	Assumptions used for funding purposes are as prescribed by IRC §430(h).
Termination	Termination rates were based on an experience study conducted in 2009, with annual consideration of whether any conditions have changed that would be expected to produce different results in the future. An experience study was conducted in 2015 and the rates were confirmed to be the company's current best estimate.
Retirement	Retirement rates were based on an experience study conducted in 2015, with annual consideration of whether any conditions have changed that would be expected to produce different results in the future.

Plan Name:	Farmers Group, Inc. Employees' Pension Plan
EIN / PN:	95-0725935/001
Plan Sponsor:	Farmers Group, Inc.
Valuation Date	December 1, 2016

Farmers Group, Inc.
Employees' Pension Plan
Schedule H line 4j - Schedule of Reportable Transactions
November 30, 2017

(a) Identity of Party Involved	(b) Number of Transactions	(c) Description of Asset	(d) Purchase Price	(e) Selling Price	(f) Lease Rental	(g) Expense Incurred with Transaction	(h) Cost of Asset	(i) Current Value of Asset on Transaction Date	(j) Net Gain / (Loss)
US GOVERNMENT	70	U S TREASURY BOND2.250% 08/15/2046 DD 08/15/16	151,889,081	-			151,889,081	151,889,081	-
US GOVERNMENT	77	U S TREASURY BOND2.250% 08/15/2046 DD 08/15/16	-	169,893,804			169,063,657	169,893,804	830,147
US GOVERNMENT	124	U S TREASURY BOND2.875% 11/15/2046 DD 11/15/16	347,065,882	-			347,065,882	347,065,882	-
US GOVERNMENT	131	U S TREASURY BOND2.875% 11/15/2046 DD 11/15/16	-	347,799,192			347,555,343	347,799,192	243,849
US GOVERNMENT	84	U S TREASURY BOND3.000% 02/15/2047 DD 02/15/17	222,121,964	-			222,121,964	222,121,964	-
US GOVERNMENT	85	U S TREASURY BOND3.000% 02/15/2047 DD 02/15/17	-	222,915,830			222,121,964	222,915,830	793,866
US GOVERNMENT	66	U S TREASURY BOND3.000% 05/15/2047 DD 05/15/17	-	309,180,060			310,212,679	309,180,060	(1,032,619)
US GOVERNMENT	180	U S TREASURY BOND3.000% 05/15/2047 DD 05/15/17	310,212,679	-			310,212,679	310,212,679	-
BANK OF NEW YORK MELLON	873	DREYFUS GOVT CAS MGMT INST 289VAR RT 12/31/2075 DD 06/03/97	1,606,240,821	-			1,606,240,821	1,606,240,821	-
BANK OF NEW YORK MELLON	535	DREYFUS GOVT CAS MGMT INST 289VAR RT 12/31/2075 DD 06/03/97	-	1,554,736,210			1,554,736,210	1,554,736,210	-
SSGA US TILTED STRATEGY NL	2	SSGA US TILTED STRATEGY NL	159,920,778	-			159,920,778	159,920,778	-
SSGA US TILTED STRATEGY NL	1	SSGA US TILTED STRATEGY NL	-	63,000,000			61,460,999	63,000,000	1,539,001

SCHEDULE SB (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2016 This Form is Open to Public Inspection
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For calendar plan year 2016 or fiscal plan year beginning 12/01/2016 and ending 11/30/2017

► **Round off amounts to nearest dollar.**

► **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan FARMERS GROUP, INC. EMPLOYEES' PENSION PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF Farmers Group, Inc.	D Employer Identification Number (EIN) 95-0725935	
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B		
F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500		

Part I Basic Information				
1 Enter the valuation date: Month <u>12</u> Day <u>01</u> Year <u>2016</u>				
2 Assets:				
a Market value			2a	3,143,338,650
b Actuarial value			2b	3,143,338,650
3 Funding target/participant count breakdown		(1) Number of participants	(2) Vested Funding Target	(3) Total Funding Target
a For retired participants and beneficiaries receiving payment		6,827	961,319,954	961,319,954
b For terminated vested participants		7,233	292,191,636	292,191,636
c For active participants		21,364	1,171,409,435	1,282,546,068
d Total		35,424	2,424,921,025	2,536,057,658
4 If the plan is in at-risk status, check the box and complete lines (a) and (b) ☐				
a Funding target disregarding prescribed at-risk assumptions			4a	
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor			4b	
5 Effective interest rate			5	6.16%
6 Target normal cost			6	104,967,969

Statement by Enrolled Actuary
 To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE	Karen Cheung <i>KC</i> Signature of actuary	08/21/2018 Date
Karen Cheung Type or print name of actuary		1707727 Most recent enrollment number
TOWERS WATSON DELAWARE INC. Firm name		213-337-5808 Telephone number (including area code)
300 SOUTH GRAND AVE., SUITE 2000 LOS ANGELES CA 90071 Address of the firm		

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

Part II Beginning of Year Carryover and Prefunding Balances		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year).....	155,005,248	0
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year).....	0	0
9	Amount remaining (line 7 minus line 8).....	155,005,248	0
10	Interest on line 9 using prior year's actual return of <u>4.88%</u>	7,564,256	0
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38a from prior year).....		205,890,494
	b(1) Interest on the excess, if any, of line 38a over line 38b from prior year Schedule SB, using prior year's effective interest rate of <u>6.36%</u>		13,094,635
	b(2) Interest on line 38b from prior year Schedule SB, using prior year's actual return.....		0
	c Total available at beginning of current plan year to add to prefunding balance.....		218,985,129
	d Portion of (c) to be added to prefunding balance.....		0
12	Other reductions in balances due to elections or deemed elections.....	0	0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12).....	162,569,504	0

Part III Funding Percentages			
14	Funding target attainment percentage.....	14	117.53%
15	Adjusted funding target attainment percentage.....	15	123.94%
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement.....	16	123.86%
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage.	17	%

Part IV Contributions and Liquidity Shortfalls					
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
11/29/2017	253,598	0			
12/15/2017	25,000,000	0			
01/17/2018	78,000,000	0			
08/10/2018	363,000,000	0			
Totals ►			18(b)	466,253,598	18(c) 0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:

a Contributions allocated toward unpaid minimum required contributions from prior years.....	19a	
b Contributions made to avoid restrictions adjusted to valuation date.....	19b	238,962
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date.....	19c	424,496,909

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? ☐ Yes ☒ No

b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☐ Yes ☐ No

c If line 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of quarter of this plan year			
(1) 1st	(2) 2nd	(3) 3rd	(4) 4th

Part V Assumptions Used to Determine Funding Target and Target Normal Cost

21 Discount rate:			
a Segment rates:	1st segment: 4.43 %	2nd segment: 5.91 %	3rd segment: 6.65 %
			☐ N/A, full yield curve used
b Applicable month (enter code)			21b 4
22 Weighted average retirement age			22 60
23 Mortality table(s) (see instructions)	☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute		

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment	☐ Yes ☒ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment	☒ Yes ☐ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment	☒ Yes ☐ No
27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment	27

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

28 Unpaid minimum required contributions for all prior years	28	
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a)	29	
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	30	0

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):												
a Target normal cost (line 6)	31a	104,967,969										
b Excess assets, if applicable, but not greater than line 31a	31b	104,967,969										
32 Amortization installments:	<table border="1"> <thead> <tr> <th></th> <th>Outstanding Balance</th> <th>Installment</th> </tr> </thead> <tbody> <tr> <td>a Net shortfall amortization installment</td> <td>0</td> <td>0</td> </tr> <tr> <td>b Waiver amortization installment</td> <td>0</td> <td>0</td> </tr> </tbody> </table>				Outstanding Balance	Installment	a Net shortfall amortization installment	0	0	b Waiver amortization installment	0	0
	Outstanding Balance	Installment										
a Net shortfall amortization installment	0	0										
b Waiver amortization installment	0	0										
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33											
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)	34	0										
		Carryover balance	Prefunding balance									
35 Balances elected for use to offset funding requirement		0	0									
36 Additional cash requirement (line 34 minus line 35)	36	0										
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	424,496,909										
38 Present value of excess contributions for current year (see instructions)												
a Total (excess, if any, of line 37 over line 36)	38a	424,496,909										
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0										
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0										
40 Unpaid minimum required contributions for all years	40	0										

Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)

41 If an election was made to use PRA 2010 funding relief for this plan:			
a Schedule elected	☐ 2 plus 7 years ☐ 15 years		
b Eligible plan year(s) for which the election in line 41a was made	☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011		
42 Amount of acceleration adjustment	42	0	
43 Excess installment acceleration amount to be carried over to future plan years	43	0	

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 22
Description of Weighted Average Retirement Age
as of December 1, 2016

The expected retirement age was calculated for all active participants age 55 and younger. It is weighted in proportion to the probability that the individual would remain an active participant to each age and then retire at that age. The plan's overall weighted average retirement age of 60 (rounded to the nearest age) is the arithmetic average.

Retirement Rates

<u>Age</u>	<u>Participants with Cash Balance Benefit</u>	<u>Participants with Final Average Pay Benefit - Less Than 30 Years of Service</u>	<u>Participants with Final Average Pay Benefit - 30 Years or More of Service</u>
55	15.00%	9.00%	11.00%
56	15.00%	9.00%	11.00%
57	15.00%	9.00%	11.00%
58	15.00%	9.00%	11.00%
59	15.00%	9.00%	11.00%
60	18.00%	10.00%	12.50%
61	18.00%	10.00%	12.50%
62	18.00%	20.00%	30.00%
63	18.00%	20.00%	30.00%
64	18.00%	20.00%	30.00%
65	35.00%	35.00%	35.00%
66	35.00%	35.00%	35.00%
67	35.00%	35.00%	35.00%
68	35.00%	35.00%	35.00%
69	35.00%	35.00%	35.00%
70	100.00%	100.00%	100.00%

Weighted Average Retirement Age: 60

Plan Name: Farmers Group, Inc. Employees' Pension Plan
EIN / PN: 95-0725935/001
Plan Sponsor: Farmers Group, Inc.
Valuation Date: December 1, 2016

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 19
Discounted Employer Contributions
as of December 1, 2016

A contribution of \$253,598 was made on 11/29/2017 by the plan sponsor to correct for overpayments that could not be recovered from plan participants.

Date	Applicable Plan Year	Contribution	Interest Rate Used to Discount During Timely Contribution Period	Timely Contribution Period	Interest Rate Used to Discount During Late Contribution Period	Late Contribution Period	Interest Adjusted Contribution
11/29/2017	2016	253,598	6.16%	.99444	N/A	N/A	238,962
12/15/2017	2016	25,000,000	6.16%	1.03889	N/A	N/A	23,494,679
01/17/2018	2016	78,000,000	6.16%	1.12778	N/A	N/A	72,914,930
08/10/2018	2016	363,000,000	6.16%	1.69167	N/A	N/A	328,087,300
Total		466,253,598					424,735,871

Plan Name: Farmers Group, Inc. Employees' Pension Plan
EIN / PN: 95-0725935/001
Plan Sponsor: Farmers Group, Inc.
Valuation Date: December 1, 2016

SCHEDULE SB ATTACHMENTS

Schedule SB, Part V Summary of Plan Provisions

Plan Provisions

Covered employees	All employees over age 18, except contract employees, temporary employees, and agents.
Participation date	Before January 1, 2009: Age 21 and one year of service. Participation is made retroactive to the first of the month following the later of the date of hire or attainment of age 21. After December 31, 2008: Completion of one hour of service for employees regularly scheduled to work at least 20 hours per week.

Definitions

Continuous service	One month of service for each month in which the participant works at least one hour.
Vesting service	Before January 1, 2009: The period of service earned after attaining age 18. Certain pre-break service is also included. After December 31, 2008: Vesting service from before January 1, 2009 plus continuous service after December 31, 2008.
Credited service	The period of continuous participation from age 21. Certain pre-break service also counts as credited service. Credited service is limited to a maximum of 35 years.
Pensionable pay	Base monthly earnings not including overtime, commission, or STIP bonus.
Average monthly compensation	1/60th of aggregate pensionable pay during the last sixty months of service ending in the last complete month of service. Average monthly compensation will be frozen effective December 31, 2018.
Normal retirement date (NRD)	First of month in which the participant attains age 65.
Category	Category A: Vested participants with ten or more years of service or is age 40 or older as of December 31, 2008 Category B: Vested participants younger than age 40 with less than 10 years of service as of December 31, 2008 Category C: Non-vested participants as of December 31, 2008.

Plan Name:	Farmers Group, Inc. Employees' Pension Plan
EIN / PN:	95-0725935/001
Plan Sponsor:	Farmers Group, Inc.
Valuation Date	December 1, 2016

SCHEDULE SB ATTACHMENTS

Pay Credits No pay credits are awarded before December 31, 2008. Beginning on January 1, 2009 pay credit to the cash balance account is determined based on the following:

► Category A participant:	No pay credits.		
► Category B participant:	Age Plus Vesting Service	Pay Credits Up to SSWB	Pay Credits Over SSWB
	<40	5.00%	7.00%
	40 to 49	6.50%	9.00%
	50 to 59	8.00%	11.00%
	60 to 69	10.00%	14.00%
	70 to 79	12.00%	17.00%
	>80	15.00%	20.00%
► Category C participant and former AIG employees:	Age Plus Vesting Service	Pay Credits Up to SSWB	Pay Credits Over SSWB
	<40	2.50%	3.50%
	40 to 49	3.25%	4.50%
	50 to 59	4.00%	5.50%
	60 to 69	5.00%	7.00%
	70 to 79	6.00%	8.50%
	>80	7.50%	10.00%

Pay credits will cease effective December 31, 2018.

Annuity starting date

The day in which a participant elects for benefit payments to begin.

Investment credits

The annual interest rate is an interest rate equal to the average of the one year constant maturity rates issued monthly for the 12 month period ending in October of the prior Plan Year plus one percent, with a minimum rate of 5%.

Investment credits are calculated quarterly based on the cash balance account balance at the beginning of each quarter. The interest given each quarter to the beginning of quarter balance is based on the quarterly effective interest rate that gives an annual effective yield equal to the annual rate. This rate is determined at the beginning of each year.

Cash balance account

Category A: Not applicable

Category B, Category C, former AIG employees: Sum of pay and investment credits allocated

Plan Name:	Farmers Group, Inc. Employees' Pension Plan
EIN / PN:	95-0725935/001
Plan Sponsor:	Farmers Group, Inc.
Valuation Date	December 1, 2016

SCHEDULE SB ATTACHMENTS

Monthly pension benefit	<p>Category A: One-twelfth the product of Credited Service and the following percentages of Average Monthly compensation:</p> <p>a) 1.30% of the first \$2,000</p> <p>b) 1.75% on the excess, if any, over \$2,000</p> <p>The \$2,000 figure is indexed annually for changes in the consumer price index.</p> <p>Category B & C: Frozen monthly pension benefit calculated under Category A's formula with service and average monthly compensation frozen as of December 31, 2008 plus the cash balance account on the annuity starting date converted into a life annuity using stipulated 417(e) assumptions.</p> <p>Former AIG employees: Frozen June 30, 2009 benefit plus the cash balance account on the annuity starting date converted into a life annuity using stipulated 417 (e) assumptions.</p>
Monthly postretirement spouse benefit	<p>If the participant completed 5 years of service, the spouse is entitled to an early retirement reduction to receive benefits as early as the participant's 55th birthday. Otherwise, the spouse is entitled to receive benefits when the deceased participant would have attained age 65.</p>

Eligibility for Benefits

Normal retirement	Retirement on NRD.
Early retirement	Retirement before NRD and on or after both attaining age 55 and completing 5 years of vesting service.
Postponed retirement	Retirement after NRD.
Deferred vested	Termination for reasons other than death or retirement after completing three years of vesting service.
Preretirement spouse benefit	Death while eligible for normal, early, postponed, or deferred vested retirement benefits, with a surviving spouse.

Benefits Paid Upon the Following Events

Normal retirement	Monthly pension benefit determined as of NRD.
Early retirement	<p>Category A monthly benefit and Category B & C frozen monthly benefit: Monthly pension benefit determined as of early retirement date, reduced as follows:</p> <p>Less than 15 years of service at retirement:</p> <ul style="list-style-type: none">▶ 6% per year prior to age 65▶ 4% per year prior to age 60 <p>15 to 29 years of service at retirement:</p> <ul style="list-style-type: none">▶ 3% per year prior to age 65▶ 4% per year prior to age 60 <p>30 or more years of service at retirement:</p> <ul style="list-style-type: none">▶ 4% per year prior to age 62▶ No reduction for early retirement between age 62 and age 65. <p>Frozen June 30, 2009 monthly benefit for former AIG employees are reduced based on AIG/21st Century early retirement factor table.</p> <p>Category B & C cash balance benefit: Monthly pension benefit reduced actuarially using 417(e) assumptions.</p>

Plan Name:	Farmers Group, Inc. Employees' Pension Plan
EIN / PN:	95-0725935/001
Plan Sponsor:	Farmers Group, Inc.
Valuation Date	December 1, 2016

SCHEDULE SB ATTACHMENTS

Postponed retirement	Monthly pension benefit on the actual retirement date.
Termination with deferred vested benefit	Monthly pension benefit determined as of date of benefit commencement.
Death with preretirement spouse benefits	Monthly preretirement spouse benefit payable. In-service death is company-paid; death after termination or retirement is paid by the elected form of payment.

Other Plan Provisions

Forms of payment	<p>Category A monthly benefit and Category B & C frozen monthly benefit: Monthly pension benefits are paid as a life annuity if a participant has no spouse as of the date payments begin. Otherwise, benefits are paid in the form of a 50% Joint and Survivor annuity option. If the participant elects and the spouse consents, the benefit can be taken as another actuarially equivalent optional form offered by the plan. Optional forms are a 75% joint and survivor annuity, 100% joint and survivor annuity, a five-year certain and life annuity, a ten-year certain and life annuity, or a life annuity.</p> <p>Category B & C cash balance benefit: In addition to the above, the Cash Balance portion of the benefit can also be paid as a lump sum or 10 year certain only. Otherwise, it must be taken as the same form of payment elected above.</p>
Maximum on benefits and pay	All benefits and pay for any calendar year may not exceed the maximum limitations for that year as defined in the Internal Revenue Code. The plan provides for increasing the dollar limits automatically as such changes become effective.

Future Plan Changes

Farmers Group, Inc. Employees' Pension Plan was amended in August 2017 to add a one year wait for participation effective January 1, 2018. This has no impact on the liability for 2017. Willis Towers Watson is not aware of any additional future plan changes which are required to be reflected.

Changes in Plan Provisions Since Prior Year

Plan provisions were amended to reflect any current year changes in the Internal Revenue Code maximum on benefits and pay for the pension plan and to satisfy requirements under the Pension Protection Act.

Plan Name:	Farmers Group, Inc. Employees' Pension Plan
EIN / PN:	95-0725935/001
Plan Sponsor:	Farmers Group, Inc.
Valuation Date	December 1, 2016

Farmers Group, Inc.

Employees' Pension Plan

Schedule H line 4i - Schedule of Assets (Held at End of Year)

November 30, 2017

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment	(c) Rate of Interest	(c) Date of Maturity	(c) Par Value/Shares	(d) Cost	(e) Current Value
	CASH	Cash and Cash Equivalents			-	6,111,644	6,117,168
	P B CMO TR 91 SER 14 14-H IO	Collateralized Mortgage Obligation	1204.650	3/20/2021	6	87	79
	ABN AMRO GROUP NV	Common Stock	0.000		75,626	1,682,833	2,247,554
	ABB LTD	Common Stock	0.000		48,926	1,118,597	1,255,101
	ACS ACTIVIDADES DE CONSTRUCCIO	Common Stock	0.000		31,891	1,139,331	1,235,820
	ADDTCH AB	Common Stock	0.000		38,828	807,069	847,941
	ADECCO GROUP AG	Common Stock	0.000		16,434	997,300	1,245,165
	AEON DELIGHT CO LTD	Common Stock	0.000		5,200	193,529	197,489
	AIA GROUP LTD	Common Stock	0.000		278,800	1,758,967	2,259,614
	ALLIANZ SE	Common Stock	0.000		9,993	1,480,390	2,360,988
	ALMIRALL SA	Common Stock	0.000		22,574	227,602	226,903
	ALPS ELECTRIC CO LTD	Common Stock	0.000		69,100	1,847,015	2,207,520
	AMANO CORP	Common Stock	0.000		19,100	473,008	500,435
	ANGLO AMERICAN PLC	Common Stock	0.000		53,282	849,205	980,181
	ANIMA HOLDING SPA	Common Stock	0.000		129,326	1,042,893	896,684
	APERAM SA	Common Stock	0.000		43,072	1,904,426	2,205,522
	ARKEMA SA	Common Stock	0.000		8,743	840,739	1,071,661
	ARROW GLOBAL GROUP PLC	Common Stock	0.000		36,180	210,728	183,289
	ASANTE INC	Common Stock	0.000		5,500	96,963	95,742
	ASCENDAS REAL ESTATE INVESTMEN	Common Stock	0.000		456,400	838,519	894,503
	ASR NEDERLAND NV	Common Stock	0.000		24,116	962,755	984,849
	ASTELLAS PHARMA INC	Common Stock	0.000		74,600	1,046,423	950,624
	ATOS SE	Common Stock	0.000		9,832	749,040	1,456,606
	AUSTRALIA & NEW ZEALAND BANKIN	Common Stock	0.000		59,954	1,233,081	1,295,331
	AUTO TRADER GROUP PLC	Common Stock	0.000		113,466	599,436	516,534
	AZBIL CORP	Common Stock	0.000		13,600	581,332	590,644
	B&M EUROPEAN VALUE RETAIL SA	Common Stock	0.000		88,447	465,470	457,235
	BANCO SANTANDER SA	Common Stock	0.000		507,036	2,431,358	3,411,557
	BGEO GROUP PLC	Common Stock	0.000		20,979	917,395	932,030
	BHP BILLITON LTD	Common Stock	0.000		53,400	843,407	1,106,704
	BNP PARIBAS SA	Common Stock	0.000		39,358	2,643,407	2,983,715
	BPOST SA	Common Stock	0.000		59,343	1,594,683	1,834,391
	BREDERODE SA	Common Stock	0.000		18,348	1,071,153	1,014,010
	BRITISH AMERICAN TOBACCO MALAY	Common Stock	0.000		116,700	1,177,469	1,066,694
	BRITVIC PLC	Common Stock	0.000		96,418	971,035	1,050,656
	BROADLEAF CO LTD	Common Stock	0.000		30,000	255,527	309,370
	C UYEMURA & CO LTD	Common Stock	0.000		1,800	109,970	140,584
	CAIRN ENERGY PLC	Common Stock	0.000		246,872	622,397	706,787
	CALEDONIA INVESTMENTS PLC	Common Stock	0.000		33,000	1,176,000	1,212,356
	CARLSBERG BREWERY MALAYSIA BHD	Common Stock	0.000		141,200	500,732	523,436
	CHALLENGER LTD/AUSTRALIA	Common Stock	0.000		86,566	838,681	919,375
	CHR HANSEN HOLDING A/S	Common Stock	0.000		20,647	1,495,933	1,877,241
	CHUBU ELECTRIC POWER CO INC	Common Stock	0.000		77,100	990,477	977,659
	CIA DE DISTRIBUCION INTEGRAL L	Common Stock	0.000		17,490	416,970	420,421
	CIE DE SAINT-GOBAIN	Common Stock	0.000		18,074	794,767	1,031,516
	CIE GENERALE DES ETABLISSEMENT	Common Stock	0.000		9,218	897,237	1,339,263
	CIE PLASTIC OMNIUM SA	Common Stock	0.000		22,244	949,275	964,893
	CINEWORLD GROUP PLC	Common Stock	0.000		73,249	673,974	545,344
	CKD CORP	Common Stock	0.000		47,100	924,168	1,026,557
	COMPASS GROUP PLC	Common Stock	0.000		45,415	963,072	921,525
	COMPUTER MODELLING GROUP LTD	Common Stock	0.000		86,700	662,888	663,558
	CONTINENTAL AG	Common Stock	0.000		4,590	860,768	1,224,558
	CONVATEC GROUP PLC	Common Stock	0.000		225,010	833,739	590,894
	DAIWA SECURITIES GROUP INC	Common Stock	0.000		122,000	787,015	760,967
	DENSO CORP	Common Stock	0.000		31,500	1,527,750	1,774,787
	DEUTSCHE POST AG	Common Stock	0.000		22,245	714,034	1,058,035
	DEXTERIALS CORP	Common Stock	0.000		3,900	48,023	47,537
	DIAGEO PLC	Common Stock	0.000		84,456	2,460,986	2,936,408
	DIC CORP	Common Stock	0.000		23,600	853,777	880,479
	DOMINO'S PIZZA GROUP PLC	Common Stock	0.000		219,867	906,926	968,465
	DTS CORP	Common Stock	0.000		16,900	465,816	561,043
	ELEMENTIS PLC	Common Stock	0.000		237,825	868,045	876,942
	ELIOR GROUP SA	Common Stock	0.000		38,635	1,034,701	850,156
	ENAGAS SA	Common Stock	0.000		21,715	603,926	638,364
	ENEL SPA	Common Stock	0.000		291,623	1,315,256	1,896,795
	EN-JAPAN INC	Common Stock	0.000		32,500	1,186,908	1,472,454
	ENTERTAINMENT ONE LTD	Common Stock	0.000		265,404	926,162	1,098,630
	EURONEXT NV	Common Stock	0.000		15,748	957,363	962,703
	EUSKALTEL SA	Common Stock	0.000		88,187	793,256	784,207
	EVOLUTION MINING LTD	Common Stock	0.000		204,966	357,580	379,664
	EVONIK INDUSTRIES AG	Common Stock	0.000		35,397	1,202,320	1,322,724
	EVRY AS	Common Stock	0.000		153,788	617,124	606,637
	FERGUSON PLC	Common Stock	0.000		13,895	797,563	1,002,518
	FFP	Common Stock	0.000		3,874	476,700	449,907
	FIAT CHRYSLER AUTOMOBILES NV	Common Stock	0.000		90,088	941,546	1,548,945
	FRESENIUS SE & CO KGAA	Common Stock	0.000		22,997	1,813,296	1,661,955
	GALAPAGOS NV	Common Stock	0.000		12,354	1,265,237	1,138,210
	GALP ENERGIA SGPS SA	Common Stock	0.000		93,456	1,132,835	1,766,759
	GAZTRANSPORT ET TECHNIGAZ SA	Common Stock	0.000		11,702	632,089	623,624
	GEORG FISCHER AG	Common Stock	0.000		604	743,504	795,943
	GN STORE NORD A/S	Common Stock	0.000		14,763	510,447	465,476
	GOCOMPARE.COM GROUP PLC	Common Stock	0.000		139,100	197,018	196,295
	GOLAR LNG LTD	Common Stock	0.000		18,241	413,942	450,735
	GOODWIN PLC	Common Stock	0.000		1,525	35,486	41,286
	GREAT EAGLE HOLDINGS LTD	Common Stock	0.000		143,000	759,144	768,994
	GURUNAVI INC	Common Stock	0.000		76,700	1,101,094	937,631
	HALMA PLC	Common Stock	0.000		50,086	755,659	867,826

Farmers Group, Inc.

Employees' Pension Plan

Schedule H line 4i - Schedule of Assets (Held at End of Year)

November 30, 2017

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment	(c) Rate of Interest	(c) Date of Maturity	(c) Par Value/Shares	(d) Cost	(e) Current Value
	HASEKO CORP	Common Stock	0.000		72,500	962,337	1,129,239
	HAW PAR CORP LTD	Common Stock	0.000		33,100	296,495	280,134
	HEINEKEN NV	Common Stock	0.000		18,976	1,564,768	1,936,562
	HINOKIYA HOLDINGS CO LTD	Common Stock	0.000		4,800	99,566	99,942
	HIROSHIMA BANK LTD/THE	Common Stock	0.000		114,500	927,465	903,476
	HISPANIA ACTIVOS INMOBILIARIOS	Common Stock	0.000		50,947	912,668	900,569
	HITACHI HIGH-TECHNOLOGIES CORP	Common Stock	0.000		13,100	476,613	543,760
	HITACHI LTD	Common Stock	0.000		343,000	2,272,862	2,556,906
	HOGY MEDICAL CO LTD	Common Stock	0.000		29,000	2,071,335	2,096,510
	HOWDEN AFRICA HOLDINGS LTD	Common Stock	0.000		204,278	550,688	497,874
	HOWDEN JOINERY GROUP PLC	Common Stock	0.000		16,043	98,341	97,790
	ICHIGO INC	Common Stock	0.000		215,300	733,913	800,365
	ICON PLC	Common Stock	0.000		7,248	820,363	846,639
	IGG INC	Common Stock	0.000		356,000	476,503	348,698
	ILUKA RESOURCES LTD	Common Stock	0.000		61,599	456,557	433,960
	IMI PLC	Common Stock	0.000		50,215	831,807	853,748
	IMPERIAL BRANDS PLC	Common Stock	0.000		54,012	2,400,172	2,240,558
	INDIVIOR PLC	Common Stock	0.000		144,435	661,844	724,968
	INFINEON TECHNOLOGIES AG	Common Stock	0.000		49,402	522,772	1,366,584
	INTRUM JUSTITIA AB	Common Stock	0.000		17,273	605,908	596,911
	IOOF HOLDINGS LTD	Common Stock	0.000		79,210	684,455	670,475
	ISHARES MSCI EAFE ETF	Common Stock	0.000		2,675	176,225	187,544
	ISHARES MSCI EAFE SMALL-CAP	Common Stock	0.000		2,311	144,632	147,026
	ITALGAS SPA	Common Stock	0.000		127,229	761,923	807,052
	ITOCHU CORP	Common Stock	0.000		59,700	952,472	1,038,168
	ITOCHU TECHNO-SOLUTIONS CORP	Common Stock	0.000		16,300	607,563	688,240
	IWG PLC	Common Stock	0.000		191,736	792,436	511,301
	JAPAN AIRLINES CO LTD	Common Stock	0.000		32,200	1,045,762	1,184,355
	JAPAN AVIATION ELECTRONICS IND	Common Stock	0.000		42,000	654,746	756,266
	JAPAN HOTEL REIT INVESTMENT CO	Common Stock	0.000		1,407	893,184	983,221
	JCU CORP	Common Stock	0.000		2,200	99,335	112,453
	JTEKT CORP	Common Stock	0.000		39,800	641,310	686,066
	JULIUS BAER GROUP LTD	Common Stock	0.000		37,689	1,815,174	2,218,468
	JUPITER FUND MANAGEMENT PLC	Common Stock	0.000		125,446	931,143	1,016,313
	JUST EAT PLC	Common Stock	0.000		52,060	472,856	562,711
	KAKAKU.COM INC	Common Stock	0.000		100,000	1,291,560	1,585,273
	KANADEN CORP	Common Stock	0.000		28,300	305,506	350,763
	KDDI CORP	Common Stock	0.000		48,800	961,132	1,402,011
	KINDRED GROUP PLC	Common Stock	0.000		97,508	1,117,265	1,302,220
	KITO CORP	Common Stock	0.000		7,800	97,664	119,330
	LADBROKES CORAL GROUP PLC	Common Stock	0.000		451,922	737,942	819,737
	LANDIS+GYR GROUP AG	Common Stock	0.000		5,800	428,813	424,981
	LENZING AG	Common Stock	0.000		3,782	555,334	450,631
	LEONARDO SPA	Common Stock	0.000		76,250	1,049,559	912,804
	LONZA GROUP AG	Common Stock	0.000		7,026	1,246,867	1,839,589
	MACQUARIE GROUP LTD	Common Stock	0.000		24,258	1,529,121	1,808,951
	MAIRE TECNIMONT SPA	Common Stock	0.000		100,085	553,750	460,877
	MAISONS DU MONDE SA	Common Stock	0.000		17,680	782,762	731,818
	MANDARIN ORIENTAL INTERNATIONAL	Common Stock	0.000		223,600	497,485	487,448
	MAPLETREE INDUSTRIAL TRUST	Common Stock	0.000		901,500	1,245,208	1,318,452
	MAPLETREE LOGISTICS TRUST	Common Stock	0.000		1,384,100	1,254,943	1,304,979
	MATSUMOTO YUSHI-SEIYAKU CO LTD	Common Stock	0.000		4,900	538,315	621,777
	MATSUMOTOKIYOSHI HOLDINGS CO L	Common Stock	0.000		16,500	1,096,107	1,368,303
	MCMILLAN SHAKESPEARE LTD	Common Stock	0.000		49,178	564,510	664,536
	MEARS GROUP PLC	Common Stock	0.000		23,915	159,953	135,641
	MEDIKIT CO LTD	Common Stock	0.000		1,800	91,204	88,950
	MEGGITT PLC	Common Stock	0.000		131,926	924,804	865,049
	MELCO INTERNATIONAL DEVELOPMEN	Common Stock	0.000		355,000	1,007,491	1,020,428
	MELROSE INDUSTRIES PLC	Common Stock	0.000		298,141	848,412	806,754
	MERLIN PROPERTIES SOCIMI SA	Common Stock	0.000		65,605	894,805	864,377
	MINEBEA MITSUMI INC	Common Stock	0.000		120,600	1,589,843	2,387,105
	MISAWA HOMES CO LTD	Common Stock	0.000		46,500	397,095	413,038
	MITSUBISHI ELECTRIC CORP	Common Stock	0.000		90,100	1,167,457	1,491,535
	MODEC INC	Common Stock	0.000		32,400	816,592	778,839
	MONADELPHOUS GROUP LTD	Common Stock	0.000		23,745	294,339	337,447
	MONCLER SPA	Common Stock	0.000		46,493	1,152,285	1,276,689
	MONEYSUPERMARKET.COM GROUP PLC	Common Stock	0.000		243,752	1,040,798	1,105,349
	MORGAN ADVANCED MATERIALS PLC	Common Stock	0.000		93,690	391,624	401,777
	MORINAGA & CO LTD/JAPAN	Common Stock	0.000		22,600	1,239,647	1,137,018
	NAKANO REFRIGERATORS CO LTD	Common Stock	0.000		2,800	98,202	99,209
	NEXTEER AUTOMOTIVE GROUP LTD	Common Stock	0.000		385,000	660,231	828,148
	NIHON KOHDEN CORP	Common Stock	0.000		4,500	98,172	103,548
	NINTENDO CO LTD	Common Stock	0.000		3,800	582,722	1,534,873
	NIPPON ELECTRIC GLASS CO LTD	Common Stock	0.000		15,200	586,976	592,217
	NISHIMATSU CONSTRUCTION CO LTD	Common Stock	0.000		20,000	575,778	581,743
	NMC HEALTH PLC	Common Stock	0.000		11,894	439,105	458,698
	NN GROUP NV	Common Stock	0.000		58,458	1,948,587	2,572,367
	NOVARTIS AG	Common Stock	0.000		30,718	2,530,888	2,633,999
	NUFLARE TECHNOLOGY INC	Common Stock	0.000		19,900	1,085,581	1,321,272
	OBIC BUSINESS CONSULTANTS CO L	Common Stock	0.000		21,300	1,094,517	1,081,131
	OC OERLIKON CORP AG	Common Stock	0.000		46,688	723,538	760,739
	OOHIMEDIA LTD	Common Stock	0.000		153,701	530,211	505,234
	ORANGE SA	Common Stock	0.000		146,414	2,373,582	2,527,871
	ORIFLAME HOLDING AG	Common Stock	0.000		25,484	884,499	1,004,811
	OVERSEAS EDUCATION LTD	Common Stock	0.000		1,455,400	401,931	394,373
	PCA CORP	Common Stock	0.000		9,800	144,145	154,043
	PHILIPS LIGHTING NV	Common Stock	0.000		17,439	705,842	661,750
	PLAYTECH PLC	Common Stock	0.000		58,408	668,799	664,928

Farmers Group, Inc.

Employees' Pension Plan

Schedule H line 4i - Schedule of Assets (Held at End of Year)

November 30, 2017

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment	(c) Rate of Interest	(c) Date of Maturity	(c) Par Value/Shares	(d) Cost	(e) Current Value
	PRUDENTIAL PLC	Common Stock	0.000		94,696	1,885,055	2,382,964
	RECRUIT HOLDINGS CO LTD	Common Stock	0.000		37,600	756,178	889,390
	RENAULT SA	Common Stock	0.000		12,166	1,101,840	1,238,533
	RENGO CO LTD	Common Stock	0.000		116,500	692,055	758,934
	RHEINMETALL AG	Common Stock	0.000		8,559	963,621	1,090,949
	ROCHE HOLDING AG	Common Stock	0.000		11,741	3,055,396	2,967,683
	ROTORK PLC	Common Stock	0.000		27,965	97,564	97,893
	ROYAL DUTCH SHELL PLC	Common Stock	0.000		56,889	1,350,778	1,839,331
	ROYAL UNIBREW A/S	Common Stock	0.000		15,799	862,771	903,892
	RPC GROUP PLC	Common Stock	0.000		66,238	876,150	828,487
	RUBIS SCA	Common Stock	0.000		9,483	597,783	675,710
	SANDS CHINA LTD	Common Stock	0.000		389,200	1,794,955	1,891,135
	SANWA HOLDINGS CORP	Common Stock	0.000		65,500	750,590	866,856
	SAWAI PHARMACEUTICAL CO LTD	Common Stock	0.000		17,000	964,193	834,011
	SCHOELLER-BLECKMANN OILFIELD E	Common Stock	0.000		4,887	398,525	460,334
	SENIOR PLC	Common Stock	0.000		263,310	980,008	934,915
	SEVEN & I HOLDINGS CO LTD	Common Stock	0.000		46,300	1,694,974	1,905,290
	SHIKOKU ELECTRIC POWER CO INC	Common Stock	0.000		74,500	870,257	1,003,941
	SHIONOGI & CO LTD	Common Stock	0.000		19,600	731,535	1,096,255
	SHIRE PLC	Common Stock	0.000		33,178	1,922,463	1,644,431
	SHOWA DENKO KK	Common Stock	0.000		24,500	825,195	911,867
	SHOWA SHELL SEKIYU KK	Common Stock	0.000		123,900	1,134,831	1,585,495
	SILTRONIC AG	Common Stock	0.000		2,946	474,060	438,380
	SITOY GROUP HOLDINGS LTD	Common Stock	0.000		2,148,000	466,008	442,790
	SK KAKEN CO LTD	Common Stock	0.000		12,000	976,223	1,201,019
	SKY NETWORK TELEVISION LTD	Common Stock	0.000		438,353	829,432	749,041
	SMITHS GROUP PLC	Common Stock	0.000		33,908	506,776	680,691
	SOCIETA INIZIATIVE AUTOSTRADAL	Common Stock	0.000		42,497	677,561	751,962
	SODASTREAM INTERNATIONAL LTD	Common Stock	0.000		13,233	871,812	931,339
	SOFINA SA	Common Stock	0.000		3,506	532,135	540,314
	SOFTWARE SERVICE INC	Common Stock	0.000		15,700	729,271	749,189
	SONY CORP	Common Stock	0.000		66,700	1,855,662	3,100,011
	SPECTRIS PLC	Common Stock	0.000		23,010	748,412	779,933
	SPECTRUM ASA	Common Stock	0.000		84,993	387,329	393,707
	SPIRE HEALTHCARE GROUP PLC	Common Stock	0.000		173,768	523,118	580,290
	SSE PLC	Common Stock	0.000		134,157	2,537,608	2,486,126
	SSGA US TILTED STRATEGY NL	Common Stock	0.000		4,455,240	98,459,778	106,239,663
	STANDARD CHARTERED PLC	Common Stock	0.000		186,907	1,794,817	1,868,201
	STOREBRAND ASA	Common Stock	0.000		91,846	780,849	735,677
	STROEER SE & CO KGAA	Common Stock	0.000		14,646	970,324	1,111,006
	SULZER AG	Common Stock	0.000		4,651	549,644	544,697
	SUMITOMO DENSETSU CO LTD	Common Stock	0.000		33,000	607,708	717,180
	SUMITOMO MITSUI FINANCIAL GROU	Common Stock	0.000		68,600	2,653,125	2,787,402
	SUMITOMO OSAKA CEMENT CO LTD	Common Stock	0.000		232,000	1,021,232	1,090,496
	SUN HUNG KAI PROPERTIES LTD	Common Stock	0.000		93,000	1,422,076	1,519,398
	SUZUKI MOTOR CORP	Common Stock	0.000		32,700	1,129,951	1,764,961
	TAG IMMOBILIEN AG	Common Stock	0.000		68,353	1,147,601	1,253,888
	TAKARA LEBEN CO LTD	Common Stock	0.000		152,400	744,165	693,192
	TALANX AG	Common Stock	0.000		17,289	696,639	712,232
	TELECOM ITALIA SPA/MILANO	Common Stock	0.000		1,954,923	1,860,897	1,638,660
	TELENOR ASA	Common Stock	0.000		44,996	753,315	1,011,762
	TELEPERFORMANCE	Common Stock	0.000		5,030	752,264	745,792
	TGS NOPEC GEOPHYSICAL CO ASA	Common Stock	0.000		37,168	871,161	898,964
	THALES SA	Common Stock	0.000		5,737	349,095	580,896
	THK CO LTD	Common Stock	0.000		22,200	754,541	814,360
	TIS INC	Common Stock	0.000		19,300	568,632	658,827
	TOKAI CARBON CO LTD	Common Stock	0.000		66,800	627,362	708,562
	TOKYO SEIMITSU CO LTD	Common Stock	0.000		14,500	515,468	603,168
	TOKYO STEEL MANUFACTURING CO L	Common Stock	0.000		64,200	524,167	558,785
	TOMTOM NV	Common Stock	0.000		42,722	463,883	462,226
	TORIDOLL HOLDINGS CORP	Common Stock	0.000		35,800	1,071,227	1,158,089
	TOYO TIRE & RUBBER CO LTD	Common Stock	0.000		50,700	1,125,395	1,037,514
	TRANCOM CO LTD	Common Stock	0.000		14,400	789,025	941,942
	TSUTSUMI JEWELRY CO LTD	Common Stock	0.000		8,400	147,912	162,062
	TYMAN PLC	Common Stock	0.000		136,194	585,548	625,438
	ULTRA ELECTRONICS HOLDINGS PLC	Common Stock	0.000		48,574	1,135,628	840,313
	ULVAC INC	Common Stock	0.000		16,100	1,003,457	1,083,356
	UNILEVER PLC	Common Stock	0.000		49,235	2,131,057	2,775,179
	UNIPER SE	Common Stock	0.000		31,612	866,198	942,126
	UNIPOL GRUPPO SPA	Common Stock	0.000		200,478	914,930	920,782
	UNITED CORPS LTD	Common Stock	0.000		4,089	319,391	322,759
	UPM-KYMMENE OYJ	Common Stock	0.000		37,895	772,178	1,142,706
	VALMET OYJ	Common Stock	0.000		30,102	583,391	555,610
	VENTURE CORP LTD	Common Stock	0.000		42,300	546,769	659,465
	VICTREX PLC	Common Stock	0.000		1,958	62,497	63,717
	VINCI SA	Common Stock	0.000		14,746	960,685	1,509,273
	VOLVO AB	Common Stock	0.000		51,982	697,015	992,991
	WATTS CO LTD	Common Stock	0.000		15,200	162,692	160,279
	WEATHERNEWS INC	Common Stock	0.000		23,500	744,866	722,398
	WEBJET LTD	Common Stock	0.000		57,903	489,856	416,273
	WESTSHORE TERMINALS INVT CORP	Common Stock	0.000		15,140	293,357	292,858
	WIRECARD AG	Common Stock	0.000		7,873	718,654	840,733
	WOODSIDE PETROLEUM LTD	Common Stock	0.000		48,265	1,285,412	1,135,852
	WOOLWORTHS GROUP LTD	Common Stock	0.000		56,855	1,068,046	1,161,475
	WORKMAN CO LTD	Common Stock	0.000		6,600	200,453	209,079
	Z ENERGY LTD	Common Stock	0.000		64,357	342,965	344,045
	ZEON CORP	Common Stock	0.000		146,000	1,698,481	2,026,165
	21ST CENTURY FOX AMERICA INC	Corporate Bond	6.550	3/15/2033	4,600,000	5,861,246	5,807,684

Farmers Group, Inc.

Employees' Pension Plan

Schedule H line 4i - Schedule of Assets (Held at End of Year)

November 30, 2017

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment	(c) Rate of Interest	(c) Date of Maturity	(c) Par Value/Shares	(d) Cost	(e) Current Value
	21ST CENTURY FOX AMERICA INC	Corporate Bond	6.200	12/15/2034	2,250,000	2,838,128	2,769,120
	21ST CENTURY FOX AMERICA INC	Corporate Bond	6.150	2/15/2041	3,500,000	3,601,290	4,343,640
	21ST CENTURY FOX AMERICA INC	Corporate Bond	4.750	9/15/2044	4,750,000	4,787,258	4,990,113
	ABBOTT LABORATORIES	Corporate Bond	4.750	11/30/2036	12,500,000	12,420,000	13,672,875
	ABBOTT LABORATORIES	Corporate Bond	4.750	4/15/2043	1,900,000	1,927,512	2,064,483
	ABBVIE INC	Corporate Bond	4.500	5/14/2035	3,800,000	3,799,012	4,066,304
	ABBVIE INC	Corporate Bond	4.300	5/14/2036	6,940,000	6,878,548	7,246,193
	ABBVIE INC	Corporate Bond	4.450	5/14/2046	4,000,000	4,100,240	4,209,840
	AGRIUM INC	Corporate Bond	4.125	3/15/2035	5,250,000	5,203,275	5,348,595
	AGRIUM INC	Corporate Bond	4.900	6/1/2043	949,000	1,003,786	1,042,894
	ALABAMA POWER CO	Corporate Bond	5.600	3/15/2033	680,000	693,190	813,654
	ALABAMA POWER CO	Corporate Bond	6.125	5/15/2038	1,200,000	1,486,200	1,556,772
	ALABAMA POWER CO	Corporate Bond	6.000	3/1/2039	2,500,000	3,086,250	3,260,475
	ALIBABA GROUP HOLDING LTD	Corporate Bond	4.400	12/6/2057	7,500,000	7,485,975	7,629,900
	ALLERGAN FUNDING SCS	Corporate Bond	4.550	3/15/2035	5,000,000	4,978,500	5,145,550
	ALLERGAN FUNDING SCS	Corporate Bond	4.850	6/15/2044	1,962,000	2,064,530	2,059,080
	AMAZON.COM INC 144A	Corporate Bond	3.875	8/22/2037	3,700,000	3,690,787	3,859,470
	AMAZON.COM INC 144A	Corporate Bond	4.250	8/22/2057	3,700,000	3,669,734	3,890,920
	AMERICAN INTERNATIONAL GROUP I	Corporate Bond	4.700	7/10/2035	3,000,000	2,981,910	3,238,140
	AMERICAN INTERNATIONAL GROUP I	Corporate Bond	4.500	7/16/2044	1,750,000	1,771,276	1,831,253
	AMERICAN INTERNATIONAL GROUP I	Corporate Bond	8.175	5/15/2068	3,070,000	4,129,150	4,205,900
	AMERICAN INTERNATIONAL GROUP I	Corporate Bond	4.800	7/10/2045	2,250,000	2,462,018	2,456,168
	AMERISOURCEBERGEN CORP	Corporate Bond	4.300	12/15/2047	3,100,000	3,084,934	3,086,453
	AMGEN INC	Corporate Bond	4.950	10/1/2041	1,278,000	1,172,355	1,436,843
	AMGEN INC	Corporate Bond	5.375	5/15/2043	3,330,000	3,879,814	3,819,943
	AMGEN INC	Corporate Bond	4.563	6/15/2048	3,729,000	3,835,277	4,022,211
	AMGEN INC	Corporate Bond	4.400	5/1/2045	2,072,000	2,186,250	2,188,281
	ANADARKO PETROLEUM CORP	Corporate Bond	6.450	9/15/2036	6,100,000	7,437,645	7,360,443
	ANADARKO PETROLEUM CORP	Corporate Bond	6.200	3/15/2040	2,000,000	2,277,775	2,370,180
	ANDEAVOR LOGISTICS LP	Corporate Bond	6.875	12/31/2049	3,000,000	3,000,000	3,036,900
	ANHEUSER-BUSCH INBEV FINANCE I	Corporate Bond	4.700	2/1/2036	10,000,000	11,094,585	11,080,700
	ANHEUSER-BUSCH INBEV FINANCE I	Corporate Bond	4.900	2/1/2046	15,000,000	15,538,574	16,934,100
	ANHEUSER-BUSCH INBEV WORLDWIDE	Corporate Bond	4.439	10/6/2048	11,500,000	11,651,570	12,191,495
	ANTHEM INC	Corporate Bond	5.100	1/15/2044	3,614,000	4,156,079	4,094,011
	ANTHEM INC	Corporate Bond	4.375	12/1/2047	2,280,000	2,279,977	2,343,977
	ANTHEM INC	Corporate Bond	4.625	5/15/2042	4,400,000	4,778,092	4,707,428
	AON PLC	Corporate Bond	4.600	6/14/2044	1,550,000	1,669,676	1,657,555
	APACHE CORP	Corporate Bond	5.100	9/1/2040	9,211,000	9,424,269	9,712,447
	APACHE CORP	Corporate Bond	5.250	2/1/2042	2,800,000	2,753,165	2,976,736
	APPLE INC	Corporate Bond	3.850	5/4/2043	5,000,000	4,951,642	5,086,100
	APPLE INC	Corporate Bond	4.650	2/23/2046	4,580,000	4,553,573	5,229,994
	APPLE INC	Corporate Bond	3.850	8/4/2046	4,000,000	3,989,400	4,037,680
	APPLE INC	Corporate Bond	4.250	2/9/2047	3,000,000	3,001,160	3,204,870
	APPLE INC	Corporate Bond	3.750	11/13/2047	5,000,000	4,959,000	4,991,150
	APPLIED MATERIALS INC	Corporate Bond	5.100	10/1/2035	3,000,000	2,989,890	3,569,700
	ARCH CAPITAL FINANCE LLC	Corporate Bond	5.031	12/15/2046	3,918,000	4,009,861	4,420,836
	ARIZONA PUBLIC SERVICE CO	Corporate Bond	4.700	1/15/2044	2,951,000	2,939,196	3,307,982
	ASTRAZENCA PLC	Corporate Bond	4.375	11/16/2045	3,836,000	3,782,373	4,054,537
	AT&T INC	Corporate Bond	5.350	9/1/2040	162,000	149,904	169,326
	AT&T INC	Corporate Bond	4.800	6/15/2044	10,453,000	10,603,474	10,151,326
	AT&T INC	Corporate Bond	4.350	6/15/2045	4,429,000	3,461,186	4,004,746
	AT&T INC	Corporate Bond	4.750	5/15/2046	2,000,000	1,992,880	1,898,460
	AT&T INC	Corporate Bond	4.550	3/9/2049	3,781,000	3,925,351	3,489,598
	AT&T INC	Corporate Bond	5.450	3/1/2047	8,000,000	8,601,820	8,449,360
	AT&T INC	Corporate Bond	5.700	3/1/2057	7,600,000	7,554,476	8,151,228
	AT&T INC	Corporate Bond	4.900	8/14/2037	2,000,000	1,996,440	1,993,560
	AT&T INC	Corporate Bond	5.300	8/14/2058	15,000,000	14,964,900	14,781,750
	ATMOS ENERGY CORP	Corporate Bond	5.500	6/15/2041	2,000,000	2,006,067	2,478,460
	BALTIMORE GAS & ELECTRIC CO	Corporate Bond	6.350	10/1/2036	3,569,000	4,031,993	4,707,939
	BANCO NACIONAL DE COMERCIO 144A	Corporate Bond	4.375	10/14/2025	2,500,000	2,492,975	2,593,750
	BANK OF AMERICA CORP	Corporate Bond	5.000	1/21/2044	8,000,000	8,815,238	9,384,160
	BANK OF AMERICA CORP	Corporate Bond	4.183	11/25/2027	13,000,000	13,161,609	13,479,310
	BANK OF AMERICA CORP	Corporate Bond	4.443	1/20/2048	8,220,000	8,380,650	9,048,905
	BARCLAYS PLC	Corporate Bond	4.950	1/10/2047	6,550,000	6,724,309	7,148,474
	BAT CAPITAL CORP 144A	Corporate Bond	4.390	8/15/2037	4,500,000	4,500,000	4,649,175
	BAT CAPITAL CORP 144A	Corporate Bond	4.540	8/15/2047	5,000,000	5,000,000	5,168,900
	BAXALTA INC	Corporate Bond	5.250	6/23/2045	4,000,000	4,506,655	4,518,640
	BECTON DICKINSON AND CO	Corporate Bond	4.875	5/15/2044	844,000	960,210	882,723
	BECTON DICKINSON AND CO	Corporate Bond	4.669	6/6/2047	5,500,000	5,697,880	5,791,160
	BLACKSTONE HOLDINGS FINAN 144A	Corporate Bond	4.000	10/2/2047	4,800,000	4,689,216	4,681,344
	BRASKEM NETHERLANDS FINAN 144A	Corporate Bond	4.500	1/10/2028	3,600,000	3,563,820	3,582,900
	BROOKFIELD FINANCE INC	Corporate Bond	4.700	9/20/2047	3,000,000	2,976,570	3,084,480
	BROOKLYN UNION GAS CO/THE 144A	Corporate Bond	4.504	3/10/2046	2,580,000	2,580,000	2,871,592
	BURLINGTON NORTHERN SANTA FE L	Corporate Bond	6.150	5/1/2037	4,267,000	5,543,260	5,622,541
	CANADIAN NATIONAL RAILWAY CO	Corporate Bond	6.200	6/1/2036	1,275,000	1,263,592	1,696,515
	CANADIAN NATIONAL RAILWAY CO	Corporate Bond	3.500	11/15/2042	3,000,000	2,982,900	2,899,950
	CARDINAL HEALTH INC	Corporate Bond	4.900	9/15/2045	2,760,000	2,757,185	2,908,847
	CBS CORP	Corporate Bond	4.900	8/15/2044	4,700,000	4,636,033	4,818,017
	CBS CORP	Corporate Bond	4.600	1/15/2045	3,700,000	3,651,937	3,663,000
	CELGENE CORP	Corporate Bond	4.625	5/15/2044	3,889,000	4,169,902	4,027,371
	CELGENE CORP	Corporate Bond	5.000	8/15/2045	4,561,000	5,070,406	5,019,837
	CELULOSA ARAUCO Y CONSTIT 144A	Corporate Bond	5.500	11/2/2047	2,000,000	2,046,400	2,051,200
	CENOVUS ENERGY INC 144A	Corporate Bond	5.400	6/15/2047	2,933,000	2,929,862	2,981,277
	CENTERPOINT ENERGY HOUSTON ELE	Corporate Bond	6.950	3/15/2033	764,000	928,751	1,056,329
	CHARTER COMMUNICATIONS OPERATI	Corporate Bond	6.384	10/23/2035	5,400,000	5,400,000	6,215,346
	CHARTER COMMUNICATIONS OPERATI	Corporate Bond	6.484	10/23/2045	3,000,000	3,533,550	3,449,880
	CISCO SYSTEMS INC	Corporate Bond	5.500	1/15/2040	5,269,000	5,329,221	6,821,774
	CITIGROUP INC	Corporate Bond	6.000	10/31/2033	8,000,000	9,543,280	9,665,520

Farmers Group, Inc.

Employees' Pension Plan

Schedule H line 4i - Schedule of Assets (Held at End of Year)

November 30, 2017

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment	(c) Rate of Interest	(c) Date of Maturity	(c) Par Value/Shares	(d) Cost	(e) Current Value
	CITIGROUP INC	Corporate Bond	4.125	7/25/2028	11,600,000	11,793,811	11,891,624
	CITIGROUP INC	Corporate Bond	4.281	4/24/2048	3,000,000	3,089,040	3,162,690
	COMCAST CORP	Corporate Bond	7.050	3/15/2033	3,419,000	4,730,631	4,709,843
	COMCAST CORP	Corporate Bond	4.400	8/15/2035	2,000,000	1,998,780	2,152,920
	COMCAST CORP	Corporate Bond	4.000	8/15/2047	7,250,000	7,187,288	7,263,340
	COMCAST CORP	Corporate Bond	4.250	1/15/2033	5,955,000	6,347,524	6,347,435
	COMCAST CORP 144A	Corporate Bond	3.969	11/1/2047	5,000,000	4,967,700	5,011,700
	COMCAST CORP 144A	Corporate Bond	3.999	11/1/2049	2,491,000	2,540,871	2,479,193
	COMISION FEDERAL DE ELECT REGS	Corporate Bond	5.750	2/14/2042	5,000,000	4,875,000	5,262,500
	CONCHO RESOURCES INC	Corporate Bond	4.875	10/1/2047	5,020,000	5,231,902	5,308,399
	CONOCOPHILLIPS CO	Corporate Bond	4.150	11/15/2034	3,250,000	3,262,968	3,402,588
	CONSOLIDATED EDISON CO OF NEW	Corporate Bond	5.700	12/1/2036	2,500,000	2,875,320	3,104,750
	CONSOLIDATED EDISON CO OF NEW	Corporate Bond	5.500	12/1/2039	1,500,000	1,494,479	1,876,485
	COOPERATIEVE RABOBANK UA	Corporate Bond	5.250	8/4/2045	9,370,000	9,441,219	11,110,478
	CORNING INC	Corporate Bond	4.375	11/15/2057	4,000,000	3,998,480	3,936,880
	CORP NACIONAL DEL COBRE D 144A	Corporate Bond	4.500	9/16/2025	2,500,000	2,439,020	2,676,725
	CORP NACIONAL DEL COBRE D 144A	Corporate Bond	4.500	8/1/2047	3,000,000	2,916,240	3,131,760
	COX COMMUNICATIONS INC 144A	Corporate Bond	4.600	8/15/2047	2,700,000	2,683,422	2,693,358
	CREDIT SUISSE GROUP AG 144A	Corporate Bond	4.282	1/9/2028	3,100,000	3,190,334	3,216,095
	CREDIT SUISSE GROUP FUNDING GU	Corporate Bond	4.875	5/15/2045	2,000,000	1,993,460	2,254,700
	CREDIT SUISSE USA INC	Corporate Bond	7.125	7/15/2032	1,071,000	1,245,826	1,476,266
	CSX CORP	Corporate Bond	4.250	11/1/2066	3,800,000	3,790,538	3,725,292
	CVS HEALTH CORP	Corporate Bond	5.125	7/20/2045	5,000,000	5,450,650	5,497,650
	DELL INTERNATIONAL LLC / 144A	Corporate Bond	8.100	7/15/2036	6,500,000	6,495,255	8,030,685
	DEUTSCHE TELEKOM INTERNAT 144A	Corporate Bond	4.875	3/6/2042	2,587,000	2,714,410	2,887,299
	DEUTSCHE TELEKOM INTERNATIONAL	Corporate Bond	8.750	6/15/2030	4,000,000	5,380,208	5,854,960
	DEUTSCHE TELEKOM INTERNATIONAL	Corporate Bond	9.250	6/1/2032	654,000	906,122	1,020,489
	DISCOVERY COMMUNICATIONS LLC	Corporate Bond	4.875	4/1/2043	5,000,000	4,964,550	4,793,100
	DISCOVERY COMMUNICATIONS LLC	Corporate Bond	5.200	9/20/2047	3,440,000	3,435,838	3,406,632
	DOMINION ENERGY INC	Corporate Bond	4.900	8/1/2041	3,000,000	2,954,335	3,375,750
	DOMINION ENERGY INC	Corporate Bond	5.250	8/1/2033	645,000	743,227	744,820
	DOW CHEMICAL CO/THE	Corporate Bond	4.250	10/1/2034	3,000,000	2,929,080	3,131,640
	DOW CHEMICAL CO/THE	Corporate Bond	4.625	10/1/2044	3,000,000	3,028,770	3,212,340
	DTE ELECTRIC CO	Corporate Bond	6.625	6/1/2036	3,537,000	4,230,094	4,789,912
	DUKE ENERGY CAROLINAS LLC	Corporate Bond	6.000	1/15/2038	705,000	704,525	923,458
	DUKE ENERGY CAROLINAS LLC	Corporate Bond	6.050	4/15/2038	500,000	498,690	664,750
	DUKE ENERGY CAROLINAS LLC	Corporate Bond	5.300	2/15/2040	1,215,000	1,191,472	1,505,239
	DUKE ENERGY CAROLINAS LLC	Corporate Bond	3.700	12/1/2047	4,500,000	4,493,430	4,525,830
	DUKE ENERGY CAROLINAS LLC	Corporate Bond	3.950	8/15/2047	3,200,000	3,187,136	3,226,688
	DUKE ENERGY INDIANA LLC	Corporate Bond	6.450	4/1/2039	1,000,000	997,154	1,383,710
	DUKE ENERGY INDIANA LLC	Corporate Bond	6.120	10/15/2035	4,000,000	5,207,080	5,198,320
	ELI LILLY & CO	Corporate Bond	3.950	5/15/2047	2,700,000	2,685,393	2,842,263
	EMPRESA NACIONAL DEL PETR 144A	Corporate Bond	4.500	9/14/2047	3,000,000	2,893,300	2,847,000
	EMPRESA NACIONAL DEL PETR REGS	Corporate Bond	4.500	9/14/2047	5,000,000	4,782,500	4,745,000
	ENBRIDGE ENERGY PARTNERS LP	Corporate Bond	5.500	9/15/2040	4,260,000	4,202,358	4,553,258
	ENBRIDGE INC	Corporate Bond	5.500	7/15/2077	5,345,000	5,345,000	5,331,638
	ENEL FINANCE INTERNATIONA 144A	Corporate Bond	4.750	5/25/2047	7,250,000	7,756,558	7,527,458
	ENERGY TRANSFER PARTNERS LP	Corporate Bond	7.500	7/1/2038	2,497,000	3,067,390	3,080,849
	ENERGY TRANSFER PARTNERS LP	Corporate Bond	6.500	2/1/2042	2,475,000	2,835,682	2,776,579
	ENERGY TRANSFER PARTNERS LP	Corporate Bond	6.250	12/31/2049	1,800,000	1,800,000	1,773,000
	ENERGY ARKANSAS INC	Corporate Bond	4.950	12/15/2044	5,000,000	4,964,400	5,196,750
	ENERGY LOUISIANA LLC	Corporate Bond	4.950	1/15/2045	4,228,000	4,101,414	4,410,100
	ENTERPRISE PRODUCTS OPERATING	Corporate Bond	5.700	2/15/2042	4,989,000	5,719,938	5,913,861
	ENTERPRISE PRODUCTS OPERATING	Corporate Bond	4.850	3/15/2044	4,900,000	4,940,964	5,206,250
	ENTERPRISE PRODUCTS OPERATING	Corporate Bond	5.250	8/16/2077	3,750,000	3,750,000	3,751,988
	EXELON GENERATION CO LLC	Corporate Bond	5.750	10/1/2041	656,000	607,977	705,666
	EXPRESS SCRIPTS HOLDING CO	Corporate Bond	4.800	7/15/2046	6,760,000	6,661,496	7,002,211
	EXXON MOBIL CORP	Corporate Bond	3.567	3/6/2045	1,500,000	1,500,000	1,467,840
	EXXON MOBIL CORP	Corporate Bond	4.114	3/1/2046	2,919,000	2,919,000	3,135,006
	FEDERAL REALTY INVESTMENT TRUS	Corporate Bond	4.500	12/1/2044	6,241,000	6,446,323	6,626,319
	FEDEX CORP	Corporate Bond	3.900	2/1/2035	3,500,000	3,553,970	3,531,115
	FEDEX CORP	Corporate Bond	4.400	1/15/2047	3,500,000	3,463,110	3,629,290
	FIRSTENERGY CORP	Corporate Bond	7.375	11/15/2031	1,565,000	2,065,722	2,086,255
	FIRSTENERGY CORP	Corporate Bond	4.850	7/15/2047	1,500,000	1,490,535	1,618,065
	FLORIDA POWER & LIGHT CO	Corporate Bond	5.960	4/1/2039	1,300,000	1,299,051	1,726,946
	FLORIDA POWER & LIGHT CO	Corporate Bond	5.690	3/1/2040	1,500,000	1,497,990	1,965,195
	FLORIDA POWER & LIGHT CO	Corporate Bond	5.250	2/1/2041	1,206,000	1,181,312	1,487,987
	FLORIDA POWER & LIGHT CO	Corporate Bond	3.700	12/1/2047	4,250,000	4,219,732	4,345,753
	FORD MOTOR CO	Corporate Bond	5.291	12/8/2046	7,000,000	7,379,820	7,450,380
	GE CAPITAL INTERNATIONAL FUNDI	Corporate Bond	4.418	11/15/2035	10,000,000	7,156,557	10,666,500
	GENENTECH INC	Corporate Bond	5.250	7/15/2035	4,500,000	5,338,305	5,391,630
	GENERAL ELECTRIC CO	Corporate Bond	6.150	8/7/2037	1,475,000	1,384,999	1,917,058
	GENERAL ELECTRIC CO	Corporate Bond	4.125	10/9/2042	3,749,000	3,750,603	3,825,892
	GENERAL ELECTRIC CO	Corporate Bond	5.875	1/14/2038	2,250,000	2,885,265	2,843,010
	GENERAL MOTORS CO	Corporate Bond	5.000	4/1/2035	4,500,000	4,444,155	4,670,235
	GENERAL MOTORS CO	Corporate Bond	5.150	4/1/2038	3,250,000	3,247,953	3,403,888
	GENERAL MOTORS CO	Corporate Bond	5.400	4/1/2048	3,250,000	3,247,628	3,465,118
	GEORGIA POWER CO	Corporate Bond	5.950	2/1/2039	900,000	896,759	1,123,628
	GEORGIA POWER CO	Corporate Bond	4.750	9/1/2040	2,979,000	2,831,314	3,228,640
	GEORGIA POWER CO	Corporate Bond	4.300	3/15/2042	2,700,000	2,849,958	2,798,766
	GILEAD SCIENCES INC	Corporate Bond	4.600	9/1/2035	7,680,000	7,654,272	8,477,722
	GILEAD SCIENCES INC	Corporate Bond	4.000	9/1/2036	2,560,000	2,545,408	2,643,686
	GLAXOSMITHKLINE CAPITAL INC	Corporate Bond	6.375	5/15/2038	4,499,000	4,951,510	6,211,274
	GOLDMAN SACHS GROUP INC/THE	Corporate Bond	6.750	10/1/2037	6,739,000	8,138,314	8,888,808
	GOLDMAN SACHS GROUP INC/THE	Corporate Bond	4.800	7/8/2044	5,000,000	5,215,783	5,638,900
	GOLDMAN SACHS GROUP INC/THE	Corporate Bond	5.150	5/22/2045	5,000,000	5,142,281	5,670,200
	GRUPO BIMBO SAB DE CV 144A	Corporate Bond	4.700	11/10/2047	5,000,000	4,988,800	5,000,000
	GUARDIAN LIFE INSURANCE C 144A	Corporate Bond	4.875	6/19/2064	4,000,000	3,986,600	4,501,080

Farmers Group, Inc.

Employees' Pension Plan

Schedule H line 4i - Schedule of Assets (Held at End of Year)

November 30, 2017

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment	(c) Rate of Interest	(c) Date of Maturity	(c) Par Value/Shares	(d) Cost	(e) Current Value
	HCA INC	Corporate Bond	5.500	6/15/2047	4,680,000	4,680,000	4,738,500
	HESS CORP	Corporate Bond	5.600	2/15/2041	2,000,000	2,010,885	2,083,220
	HESS CORP	Corporate Bond	5.800	4/1/2047	1,810,000	1,804,842	1,941,478
	HEWLETT PACKARD ENTERPRISE CO	Corporate Bond	6.350	10/15/2045	3,100,000	3,300,291	3,174,431
	HOME DEPOT INC/THE	Corporate Bond	3.500	9/15/2056	5,000,000	4,904,850	4,598,900
	HSBC BANK USA NA/NEW YORK NY	Corporate Bond	5.625	8/15/2035	2,600,000	3,081,156	3,220,828
	HSBC HOLDINGS PLC	Corporate Bond	4.375	11/23/2026	1,900,000	1,899,848	1,979,553
	HSBC HOLDINGS PLC	Corporate Bond	6.500	5/2/2036	4,000,000	5,221,680	5,173,240
	HSBC HOLDINGS PLC	Corporate Bond	5.250	3/14/2044	1,500,000	1,746,510	1,756,035
	HSBC HOLDINGS PLC	Corporate Bond	4.041	3/13/2028	4,000,000	4,109,600	4,156,280
	HUMANA INC	Corporate Bond	4.800	3/15/2047	5,730,000	5,724,557	6,277,272
	INTEL CORP	Corporate Bond	4.250	12/15/2042	4,425,000	4,413,805	4,946,044
	INTEL CORP	Corporate Bond	4.100	5/19/2046	3,000,000	2,983,080	3,187,380
	INTERNATIONAL BUSINESS MACHINE	Corporate Bond	4.700	2/19/2046	3,051,000	3,027,690	3,516,400
	INTERNATIONAL PAPER CO	Corporate Bond	4.800	6/15/2044	3,755,000	3,764,865	4,041,507
	INTERNATIONAL PAPER CO	Corporate Bond	5.000	9/15/2035	5,500,000	6,021,717	6,126,285
	INTERSTATE POWER & LIGHT CO	Corporate Bond	4.700	10/15/2043	3,350,000	3,329,163	3,704,028
	ITC MIDWEST LLC 144A	Corporate Bond	6.150	1/31/2038	775,000	772,773	984,607
	JOHNSON & JOHNSON	Corporate Bond	3.400	1/15/2038	8,920,000	8,893,508	8,945,154
	JOHNSON & JOHNSON	Corporate Bond	4.375	12/5/2033	3,046,000	3,481,091	3,437,868
	JOHNSON & JOHNSON	Corporate Bond	3.500	1/15/2048	3,900,000	3,885,297	3,890,523
	JOHNSON CONTROLS INTERNATIONAL	Corporate Bond	6.000	1/15/2036	5,250,000	5,850,915	6,452,093
	JOHNSON CONTROLS INTERNATIONAL	Corporate Bond	5.125	9/14/2045	2,750,000	2,885,135	3,149,273
	JPMORGAN CHASE & CO	Corporate Bond	6.400	5/15/2038	2,625,000	2,683,866	3,543,041
	JPMORGAN CHASE & CO	Corporate Bond	5.500	10/15/2040	4,836,000	4,810,131	5,973,427
	JPMORGAN CHASE & CO	Corporate Bond	5.625	8/16/2043	3,500,000	3,473,470	4,272,555
	JPMORGAN CHASE & CO	Corporate Bond	4.950	6/1/2045	2,000,000	1,985,760	2,257,600
	JPMORGAN CHASE & CO	Corporate Bond	4.250	10/1/2027	2,500,000	2,625,775	2,634,325
	JPMORGAN CHASE & CO	Corporate Bond	3.882	7/24/2038	5,000,000	5,000,000	5,079,700
	JPMORGAN CHASE & CO	Corporate Bond	4.032	7/24/2048	3,250,000	3,250,000	3,287,635
	KAZMUNAYGAS NATIONAL CO J 144A	Corporate Bond	4.750	4/19/2027	8,000,000	7,904,250	8,340,000
	KELLOGG CO	Corporate Bond	4.500	4/1/2046	5,000,000	4,950,150	5,225,950
	KENTUCKY UTILITIES CO	Corporate Bond	5.125	11/1/2040	5,624,000	5,650,362	6,849,470
	KIMCO REALTY CORP	Corporate Bond	4.250	4/1/2045	6,101,000	6,036,634	5,885,391
	KINDER MORGAN ENERGY PARTNERS	Corporate Bond	5.800	3/15/2035	4,000,000	4,291,240	4,398,800
	KINDER MORGAN ENERGY PARTNERS	Corporate Bond	5.400	9/1/2044	3,000,000	2,991,660	3,103,800
	KINDER MORGAN INC/DE	Corporate Bond	5.300	12/1/2034	10,000,000	10,042,200	10,582,500
	KRAFT HEINZ FOODS CO	Corporate Bond	5.000	7/15/2035	2,000,000	1,980,980	2,174,900
	KRAFT HEINZ FOODS CO	Corporate Bond	6.875	1/26/2039	7,000,000	9,180,780	8,990,660
	KRAFT HEINZ FOODS CO	Corporate Bond	5.000	6/4/2042	864,000	939,522	908,824
	KROGER CO/THE	Corporate Bond	5.150	8/1/2043	3,200,000	3,334,880	3,360,672
	KROGER CO/THE	Corporate Bond	3.875	10/15/2046	5,000,000	4,998,150	4,471,750
	KROGER CO/THE	Corporate Bond	4.650	1/15/2048	2,400,000	2,382,624	2,398,584
	KROGER CO/THE	Corporate Bond	4.450	2/1/2047	4,060,000	4,054,600	3,942,463
	LEHMAN BRTH HLD (RIC) ESCROW	Corporate Bond	0.000	7/19/2017	2,175,000	2,154,427	-
	LIBERTY MUTUAL GROUP INC 144A	Corporate Bond	4.850	8/1/2044	8,500,000	8,709,548	9,328,920
	LOCKHEED MARTIN CORP	Corporate Bond	3.600	3/1/2035	6,750,000	6,632,255	6,656,783
	LOEWS CORP	Corporate Bond	4.125	5/15/2043	3,450,000	3,510,637	3,476,738
	LOWE'S COS INC	Corporate Bond	4.250	9/15/2044	3,000,000	2,991,900	3,180,270
	LOWE'S COS INC	Corporate Bond	4.375	9/15/2045	5,000,000	4,881,600	5,402,300
	LYONDELLBASELL INDUSTRIES NV	Corporate Bond	4.625	2/26/2055	3,800,000	3,624,630	3,860,724
	MACY'S RETAIL HOLDINGS INC	Corporate Bond	4.500	12/15/2034	4,346,000	4,173,778	3,581,017
	MARATHON OIL CORP	Corporate Bond	6.800	3/15/2032	1,620,000	1,921,240	1,948,747
	MARKEL CORP	Corporate Bond	4.300	11/1/2047	3,473,000	3,460,469	3,463,692
	MASCO CORP	Corporate Bond	4.500	5/15/2047	2,300,000	2,291,835	2,317,480
	MASSACHUSETTS MUTUAL LIFE 144A	Corporate Bond	5.375	12/1/2041	5,260,000	6,327,727	6,300,428
	MCDONALD'S CORP	Corporate Bond	6.300	10/15/2037	1,800,000	1,939,068	2,358,108
	MCDONALD'S CORP	Corporate Bond	4.875	7/15/2040	1,654,000	1,581,014	1,880,631
	MEDTRONIC INC	Corporate Bond	4.375	3/15/2035	5,038,000	5,046,546	5,527,845
	MEDTRONIC INC	Corporate Bond	6.500	3/15/2039	1,600,000	1,596,117	2,176,384
	MEDTRONIC INC	Corporate Bond	4.625	3/15/2044	2,322,000	2,306,628	2,588,287
	METLIFE INC	Corporate Bond	6.400	12/15/2066	3,250,000	3,518,125	3,720,860
	MEXICHEM SAB DE CV 144A	Corporate Bond	5.500	1/15/2048	4,000,000	3,914,960	3,890,000
	MEXICO CITY AIRPORT TRUST 144A	Corporate Bond	5.500	10/31/2046	6,000,000	5,917,860	5,990,700
	MICROSOFT CORP	Corporate Bond	4.500	10/1/2040	10,000,000	9,420,328	11,465,300
	MICROSOFT CORP	Corporate Bond	4.450	11/3/2045	4,600,000	4,584,130	5,251,268
	MICROSOFT CORP	Corporate Bond	3.950	8/8/2056	7,250,000	7,069,113	7,493,890
	MICROSOFT CORP	Corporate Bond	4.100	2/6/2037	5,340,000	5,328,412	5,843,402
	MISSISSIPPI POWER CO	Corporate Bond	4.250	3/15/2042	800,000	785,000	768,880
	MISSISSIPPI POWER CO	Corporate Bond	4.750	10/15/2041	3,750,000	3,801,675	3,725,513
	MONSANTO CO	Corporate Bond	3.600	7/15/2042	2,000,000	1,997,080	1,787,560
	MONSANTO CO	Corporate Bond	4.650	11/15/2043	3,232,000	3,230,416	3,456,042
	MONSANTO CO	Corporate Bond	4.200	7/15/2034	4,000,000	4,106,520	4,137,480
	MORGAN STANLEY	Corporate Bond	3.950	4/23/2027	2,000,000	1,992,800	2,025,440
	MORGAN STANLEY	Corporate Bond	4.300	1/27/2045	2,500,000	2,532,528	2,632,850
	MORGAN STANLEY	Corporate Bond	3.971	7/22/2038	7,600,000	7,600,000	7,720,232
	MPLX LP	Corporate Bond	5.200	3/1/2047	2,476,000	2,507,099	2,615,176
	MYLAN NV	Corporate Bond	5.250	6/15/2046	4,200,000	4,346,328	4,480,854
	NATIONWIDE BUILDING SOCIE 144A	Corporate Bond	4.125	10/18/2032	5,000,000	5,002,570	4,995,000
	NBCUNIVERSAL MEDIA LLC	Corporate Bond	4.450	1/15/2043	1,039,000	1,087,417	1,098,150
	NEVADA POWER CO	Corporate Bond	5.450	5/15/2041	5,000,000	5,099,173	5,981,150
	NEW ENGLAND POWER CO 144A	Corporate Bond	3.800	12/5/2047	5,250,000	5,214,615	5,296,620
	NEWMONT MINING CORP	Corporate Bond	4.875	3/15/2042	3,972,000	4,073,087	4,301,755
	NEXTERA ENERGY CAPITAL HOLDING	Corporate Bond	4.800	12/1/2077	3,800,000	3,800,000	3,826,733
	NIAGARA MOHAWK POWER CORP 144A	Corporate Bond	4.278	10/1/2034	3,000,000	2,999,970	3,243,480
	NISOURCE INC	Corporate Bond	4.800	2/15/2044	5,000,000	5,077,500	5,539,750
	NOBLE ENERGY INC	Corporate Bond	5.250	11/15/2043	8,300,000	8,530,989	8,939,847
	NORDSTROM INC	Corporate Bond	5.000	1/15/2044	4,533,000	4,756,671	4,279,469

Farmers Group, Inc.

Employees' Pension Plan

Schedule H line 4i - Schedule of Assets (Held at End of Year)

November 30, 2017

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment	(c) Rate of Interest	(c) Date of Maturity	(c) Par Value/Shares	(d) Cost	(e) Current Value
	NORFOLK SOUTHERN CORP	Corporate Bond	4.837	10/1/2041	4,000,000	4,354,720	4,561,000
	NORFOLK SOUTHERN CORP 144A	Corporate Bond	3.942	11/1/2047	2,412,000	2,217,111	2,447,360
	NORFOLK SOUTHERN CORP 144A	Corporate Bond	4.050	8/15/2052	2,656,000	2,708,244	2,695,282
	NORTHERN STATES POWER CO/MN	Corporate Bond	6.200	7/1/2037	540,000	537,107	728,692
	NORTHERN STATES POWER CO/MN	Corporate Bond	4.850	8/15/2040	4,283,000	4,173,457	4,998,989
	NORTHROP GRUMMAN CORP	Corporate Bond	4.030	10/15/2047	5,500,000	5,491,420	5,603,785
	NORTHWESTERN MUTUAL LIFE 144A	Corporate Bond	3.850	9/30/2047	3,000,000	2,993,610	2,929,500
	OGLETHORPE POWER CORP	Corporate Bond	5.375	11/1/2040	1,055,000	1,226,870	1,230,974
	OGLETHORPE POWER CORP	Corporate Bond	5.250	9/1/2050	1,500,000	1,497,026	1,691,025
	OHIO EDISON CO	Corporate Bond	6.875	7/15/2036	1,600,000	2,087,600	2,165,184
	OHIO POWER CO	Corporate Bond	6.600	3/1/2033	1,531,000	1,972,326	2,003,803
	ONE GAS INC	Corporate Bond	4.658	2/1/2044	2,951,000	2,950,970	3,319,196
	ONEOK INC	Corporate Bond	6.000	6/15/2035	3,000,000	3,366,390	3,383,250
	ONEOK INC	Corporate Bond	4.950	7/13/2047	4,000,000	3,950,120	4,033,680
	ONEOK PARTNERS LP	Corporate Bond	6.850	10/15/2037	1,353,000	1,536,297	1,671,023
	ORACLE CORP	Corporate Bond	3.900	5/15/2035	2,250,000	2,234,813	2,338,583
	ORACLE CORP	Corporate Bond	6.500	4/15/2038	1,230,000	1,227,960	1,701,053
	ORACLE CORP	Corporate Bond	5.375	7/15/2040	6,518,000	6,517,434	8,017,010
	ORACLE CORP	Corporate Bond	4.500	7/8/2044	2,051,000	2,082,003	2,277,410
	ORACLE CORP	Corporate Bond	4.000	7/15/2046	3,810,000	3,809,314	3,940,493
	ORACLE CORP	Corporate Bond	3.800	11/15/2037	5,750,000	5,728,380	5,878,398
	ORACLE CORP	Corporate Bond	4.000	11/15/2047	1,500,000	1,492,965	1,548,615
	PACIFIC GAS & ELECTRIC CO	Corporate Bond	6.050	3/1/2034	3,000,000	3,833,430	3,724,440
	PACIFIC GAS & ELECTRIC CO	Corporate Bond	5.400	1/15/2040	2,248,000	2,385,716	2,664,644
	PACIFIC GAS & ELECTRIC CO	Corporate Bond	4.500	12/15/2041	3,000,000	2,989,650	3,145,140
	PACIFIC GAS & ELECTRIC CO	Corporate Bond	5.125	11/15/2043	2,500,000	2,496,175	2,895,875
	PACIFIC GAS & ELECTRIC CO	Corporate Bond	5.800	3/1/2037	1,750,000	2,140,583	2,156,333
	PACIFIC GAS & ELECTRIC CO 144A	Corporate Bond	3.950	12/1/2047	2,800,000	2,787,792	2,741,648
	PACIFICORP	Corporate Bond	5.250	6/15/2035	1,125,000	1,059,704	1,353,881
	PACIFICORP	Corporate Bond	6.250	10/15/2037	900,000	898,911	1,202,031
	PECO ENERGY CO	Corporate Bond	5.700	3/15/2037	1,400,000	1,393,129	1,722,980
	PEPSICO INC	Corporate Bond	4.600	7/17/2045	2,500,000	2,491,125	2,831,975
	PEPSI-COLA METROPOLITAN BOTTLI	Corporate Bond	7.000	3/1/2029	1,500,000	1,371,534	2,016,870
	PERUSAHAAN LISTRIK NEGARA 144A	Corporate Bond	5.250	5/15/2047	5,000,000	4,925,700	5,190,950
	PERUSAHAAN LISTRIK NEGARA 144A	Corporate Bond	4.125	5/15/2027	4,000,000	3,959,600	3,984,280
	PERUSAHAAN LISTRIK NEGARA REGS	Corporate Bond	5.250	5/15/2047	3,000,000	3,157,500	3,114,570
	PETROBRAS GLOBAL FINANCE BV	Corporate Bond	7.375	1/17/2027	5,000,000	5,497,700	5,510,000
	PETRO-CANADA	Corporate Bond	6.800	5/15/2038	4,010,000	5,334,429	5,414,302
	PETROLEOS DEL PERU SA 144A	Corporate Bond	5.625	6/19/2047	4,000,000	4,000,000	4,250,000
	PETROLEOS DEL PERU SA REGS	Corporate Bond	5.625	6/19/2047	2,500,000	2,650,000	2,656,250
	PETROLEOS MEXICANOS	Corporate Bond	6.875	8/4/2026	4,000,000	3,992,600	4,564,000
	PETROLEOS MEXICANOS	Corporate Bond	6.750	9/21/2047	10,000,000	10,000,000	10,574,000
	PETROLEOS MEXICANOS	Corporate Bond	6.375	1/23/2045	7,300,000	7,285,400	7,446,000
	PFIZER INC	Corporate Bond	7.200	3/15/2039	2,000,000	2,314,938	3,010,680
	PHILIP MORRIS INTERNATIONAL IN	Corporate Bond	6.375	5/16/2038	3,355,000	3,505,897	4,471,980
	PHILLIPS 66 PARTNERS LP	Corporate Bond	4.900	10/1/2046	5,250,000	5,370,513	5,417,265
	PIEDMONT NATURAL GAS CO INC	Corporate Bond	3.640	11/1/2046	2,000,000	1,997,560	1,922,220
	POLAR TANKERS INC 144A	Corporate Bond	5.951	5/10/2037	1,700,000	1,797,776	1,956,666
	PPL CAPITAL FUNDING INC	Corporate Bond	4.700	6/1/2043	950,000	994,888	1,040,174
	PRINCIPAL LIFE GLOBAL FUN 144A	Corporate Bond	6.125	10/15/2033	3,880,000	4,561,600	4,875,375
	PROCTER & GAMBLE CO/THE	Corporate Bond	3.500	10/25/2047	3,750,000	3,701,213	3,698,250
	PROGRESSIVE CORP/THE	Corporate Bond	6.250	12/1/2032	564,000	610,693	721,773
	PROGRESSIVE CORP/THE	Corporate Bond	4.350	4/25/2044	2,600,000	2,591,784	2,868,346
	PUBLIC SERVICE CO OF COLORADO	Corporate Bond	6.500	8/1/2038	455,000	453,231	634,793
	PUBLIC SERVICE ELECTRIC & GAS	Corporate Bond	5.700	12/1/2036	2,500,000	2,490,094	3,137,400
	PUBLIC SERVICE ELECTRIC & GAS	Corporate Bond	5.500	3/1/2040	1,180,000	1,202,168	1,496,818
	PUGET SOUND ENERGY INC	Corporate Bond	5.638	4/15/2041	2,325,000	2,324,884	2,964,119
	QUALCOMM INC	Corporate Bond	4.650	5/20/2035	3,500,000	3,484,670	3,639,895
	QUALCOMM INC	Corporate Bond	4.300	5/20/2047	1,500,000	1,499,760	1,441,935
	REYNOLDS AMERICAN INC	Corporate Bond	6.150	9/15/2043	5,000,000	5,755,450	6,316,900
	ROCKWELL COLLINS INC	Corporate Bond	4.350	4/15/2047	3,820,000	3,803,459	4,079,072
	ROGERS COMMUNICATIONS INC	Corporate Bond	7.500	8/15/2038	492,000	599,016	687,260
	ROGERS COMMUNICATIONS INC	Corporate Bond	5.450	10/1/2043	5,200,000	5,348,982	6,178,276
	SAN DIEGO GAS & ELECTRIC CO	Corporate Bond	6.125	9/15/2037	965,000	962,148	1,277,535
	SAN DIEGO GAS & ELECTRIC CO	Corporate Bond	4.500	8/15/2040	2,026,000	2,004,083	2,305,325
	SAN DIEGO GAS & ELECTRIC CO	Corporate Bond	3.950	11/15/2041	3,000,000	2,995,803	3,054,360
	SANTANDER UK GROUP HOLDIN 144A	Corporate Bond	5.625	9/15/2045	2,948,000	2,930,666	3,510,243
	SC JOHNSON & SON INC 144A	Corporate Bond	4.350	9/30/2044	3,500,000	3,484,320	3,740,485
	SHELL INTERNATIONAL FINANCE BV	Corporate Bond	4.125	5/11/2035	9,500,000	9,420,770	10,165,000
	SHELL INTERNATIONAL FINANCE BV	Corporate Bond	5.500	3/25/2040	2,729,000	2,835,761	3,368,323
	SHELL INTERNATIONAL FINANCE BV	Corporate Bond	4.550	8/12/2043	5,000,000	5,370,500	5,502,550
	SHERWIN-WILLIAMS CO/THE	Corporate Bond	4.550	8/1/2045	3,839,000	3,815,966	4,007,417
	SIEMENS FINANCIERINGSMAAT 144A	Corporate Bond	3.300	9/15/2046	2,305,000	2,129,636	2,123,758
	SOUTH CAROLINA ELECTRIC & GAS	Corporate Bond	5.450	2/1/2041	4,000,000	4,131,608	4,588,800
	SOUTH CAROLINA ELECTRIC & GAS	Corporate Bond	5.800	1/15/2033	1,650,000	1,922,349	1,876,446
	SOUTH CAROLINA ELECTRIC & GAS	Corporate Bond	5.300	5/15/2033	3,000,000	3,405,330	3,348,570
	SOUTHERN CALIFORNIA EDISON CO	Corporate Bond	5.950	2/1/2038	1,260,000	1,254,483	1,663,981
	SOUTHERN CALIFORNIA EDISON CO	Corporate Bond	5.500	3/15/2040	725,000	716,478	925,325
	SOUTHERN CALIFORNIA EDISON CO	Corporate Bond	4.500	9/1/2040	4,359,000	4,174,415	4,894,111
	SOUTHERN CO GAS CAPITAL CORP	Corporate Bond	5.875	3/15/2041	5,045,000	5,735,409	6,164,385
	SOUTHERN CO GAS CAPITAL CORP	Corporate Bond	4.400	5/30/2047	2,000,000	1,995,300	2,101,940
	SOUTHERN COPPER CORP	Corporate Bond	5.250	11/8/2042	1,750,000	1,920,625	1,953,840
	SPIRE INC	Corporate Bond	4.700	8/15/2044	4,000,000	3,996,200	4,319,600
	STANDARD CHARTERED PLC 144A	Corporate Bond	5.700	3/26/2044	3,500,000	3,805,620	4,140,955
	STARBUCKS CORP	Corporate Bond	3.750	12/1/2047	3,100,000	3,091,661	3,086,856
	STATOIL ASA	Corporate Bond	5.100	8/17/2040	4,000,000	3,933,460	4,708,600
	STATOIL ASA	Corporate Bond	4.250	11/23/2041	3,000,000	3,336,480	3,180,450
	SUNCOR ENERGY INC	Corporate Bond	4.000	11/15/2047	1,400,000	1,392,972	1,402,086

Farmers Group, Inc.

Employees' Pension Plan

Schedule H line 4i - Schedule of Assets (Held at End of Year)

November 30, 2017

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment	(c) Rate of Interest	(c) Date of Maturity	(c) Par Value/Shares	(d) Cost	(e) Current Value
	SUNOCO LOGISTICS PARTNERS OPER	Corporate Bond	5.300	4/1/2044	500,000	531,770	485,880
	SUNOCO LOGISTICS PARTNERS OPER	Corporate Bond	5.350	5/15/2045	5,000,000	4,966,550	4,902,600
	SUNOCO LOGISTICS PARTNERS OPER	Corporate Bond	5.400	10/1/2047	5,250,000	5,239,815	5,239,763
	TAMPA ELECTRIC CO	Corporate Bond	6.150	5/15/2037	3,576,000	4,030,507	4,560,187
	TAMPA ELECTRIC CO	Corporate Bond	4.100	6/15/2042	2,000,000	1,994,480	2,050,580
	TARGET CORP	Corporate Bond	3.625	4/15/2046	4,000,000	3,976,800	3,774,600
	TARGET CORP	Corporate Bond	4.000	7/1/2042	4,000,000	4,018,240	4,040,240
	TEACHERS INSURANCE & ANNU 144A	Corporate Bond	4.900	9/15/2044	1,000,000	999,070	1,132,570
	TEACHERS INSURANCE & ANNU 144A	Corporate Bond	4.270	5/15/2047	6,000,000	5,980,800	6,212,040
	TELECOM ITALIA CAPITAL SA	Corporate Bond	6.375	11/15/2033	2,567,000	2,927,164	2,964,885
	TELECOM ITALIA CAPITAL SA	Corporate Bond	6.000	9/30/2034	1,817,000	2,009,484	2,028,226
	TELECOM ITALIA CAPITAL SA	Corporate Bond	7.200	7/18/2036	280,000	344,400	347,550
	TELEFONICA EMISIONES SAU	Corporate Bond	5.213	3/8/2047	6,500,000	6,814,574	7,108,985
	TEVA PHARMACEUTICAL FINANCE CO	Corporate Bond	6.150	2/1/2036	3,820,000	4,215,523	3,824,049
	THERMO FISHER SCIENTIFIC INC	Corporate Bond	4.100	8/15/2047	4,000,000	3,953,000	4,030,120
	TIME WARNER CABLE LLC	Corporate Bond	6.550	5/1/2037	663,000	849,442	759,646
	TIME WARNER CABLE LLC	Corporate Bond	5.875	11/15/2040	6,785,000	6,806,272	7,304,935
	TIME WARNER INC	Corporate Bond	6.500	11/15/2036	643,000	805,711	789,405
	TIME WARNER INC	Corporate Bond	4.650	6/1/2044	7,000,000	7,037,060	6,994,820
	TOLEDO EDISON CO/THE	Corporate Bond	6.150	5/15/2037	3,120,000	3,863,278	3,976,502
	TRANSCANADA PIPELINES LTD	Corporate Bond	4.625	3/1/2034	1,000,000	995,490	1,103,270
	TRANSCANADA PIPELINES LTD	Corporate Bond	5.600	3/31/2034	2,850,000	2,685,386	3,440,093
	TRINITY ACQUISITION PLC	Corporate Bond	6.125	8/15/2043	4,000,000	4,277,000	4,954,240
	TTX CO 144A	Corporate Bond	4.200	7/1/2046	8,500,000	8,488,780	8,594,350
	TYSON FOODS INC	Corporate Bond	4.550	6/2/2047	2,000,000	1,988,320	2,142,820
	UNITED PARCEL SERVICE INC	Corporate Bond	6.200	1/15/2038	2,000,000	2,703,100	2,703,480
	UNITED PARCEL SERVICE INC	Corporate Bond	4.875	11/15/2040	3,000,000	3,014,061	3,544,410
	UNITED PARCEL SERVICE INC	Corporate Bond	3.750	11/15/2047	9,250,000	9,226,783	9,344,350
	UNITED TECHNOLOGIES CORP	Corporate Bond	5.700	4/15/2040	7,000,000	7,771,923	8,815,380
	UNITEDHEALTH GROUP INC	Corporate Bond	4.625	7/15/2035	3,750,000	3,749,550	4,282,988
	UNITEDHEALTH GROUP INC	Corporate Bond	4.625	11/15/2041	4,750,000	4,703,969	5,350,495
	UNITEDHEALTH GROUP INC	Corporate Bond	3.750	10/15/2047	5,300,000	5,251,028	5,267,564
	VALE SA	Corporate Bond	5.625	9/11/2042	3,800,000	4,089,750	4,125,584
	VERIZON COMMUNICATIONS INC	Corporate Bond	4.400	11/1/2034	6,010,000	5,966,488	6,042,634
	VERIZON COMMUNICATIONS INC	Corporate Bond	3.850	11/1/2042	3,708,000	3,331,012	3,280,431
	VERIZON COMMUNICATIONS INC	Corporate Bond	4.862	8/21/2046	18,000,000	16,390,366	18,387,360
	VERIZON COMMUNICATIONS INC	Corporate Bond	4.522	9/15/2048	9,447,000	7,666,932	9,193,065
	VERIZON COMMUNICATIONS INC	Corporate Bond	5.500	3/16/2047	5,340,000	5,329,854	5,967,343
	VERIZON COMMUNICATIONS INC	Corporate Bond	4.500	8/10/2033	5,500,000	5,484,490	5,682,710
	VIACOM INC	Corporate Bond	4.375	3/15/2043	2,500,000	2,182,150	2,090,275
	VIRGINIA ELECTRIC & POWER CO	Corporate Bond	6.000	5/15/2037	4,098,000	4,544,548	5,299,493
	VODAFONE GROUP PLC	Corporate Bond	6.150	2/27/2037	3,000,000	3,230,046	3,674,010
	VULCAN MATERIALS CO	Corporate Bond	4.500	6/15/2047	4,000,000	3,984,960	4,034,040
	WALT DISNEY CO/THE	Corporate Bond	4.125	6/1/2044	2,530,000	2,552,365	2,688,479
	WEA FINANCE LLC / WESTFIE 144A	Corporate Bond	4.750	9/17/2044	3,300,000	3,289,539	3,423,552
	WELLS FARGO & CO	Corporate Bond	5.375	2/7/2035	1,850,000	1,656,507	2,216,263
	WELLS FARGO & CO	Corporate Bond	5.375	11/2/2043	2,500,000	2,847,520	2,933,000
	WELLS FARGO & CO	Corporate Bond	4.750	12/7/2046	13,000,000	13,627,129	14,226,420
	WELLS FARGO BANK NA	Corporate Bond	6.600	1/15/2038	7,500,000	8,550,918	10,332,675
	WESTERN GAS PARTNERS LP	Corporate Bond	5.450	4/1/2044	2,750,000	2,969,120	2,870,148
	WESTLAKE CHEMICAL CORP	Corporate Bond	4.375	11/15/2047	3,750,000	3,711,713	3,788,063
	WILLIAMS PARTNERS LP	Corporate Bond	5.400	3/4/2044	6,000,000	6,245,758	6,589,560
	WISCONSIN ELECTRIC POWER CO	Corporate Bond	5.700	12/1/2036	1,309,000	1,328,506	1,636,145
	WISCONSIN POWER & LIGHT CO	Corporate Bond	6.375	8/15/2037	470,000	467,473	630,801
	WISCONSIN PUBLIC SERVICE CORP	Corporate Bond	4.752	11/1/2044	4,000,000	4,000,000	4,703,400
	WPP FINANCE 2010	Corporate Bond	5.125	9/7/2042	4,250,000	4,270,910	4,426,418
	WYETH LLC	Corporate Bond	5.950	4/1/2037	5,200,000	5,460,861	6,893,432
	XTO ENERGY INC	Corporate Bond	6.750	8/1/2037	2,312,000	3,471,803	3,256,221
	AXA EQ ANNUITY FD	Investment Contracts	2.520	12/31/2035	485,362	485,362	485,362
	CHILE GOVERNMENT INTERNATIONAL	Other Govt. Bond	3.860	6/21/2047	750,000	748,808	765,000
	COLOMBIA GOVERNMENT INTERNATIO	Other Govt. Bond	5.000	6/15/2045	7,500,000	7,337,100	7,837,500
	MEXICO GOVERNMENT INTERNATIONA	Other Govt. Bond	4.750	3/8/2044	3,000,000	2,820,000	3,048,000
	MEXICO GOVERNMENT INTERNATIONA	Other Govt. Bond	4.350	1/15/2047	4,000,000	3,989,400	3,872,000
	PANAMA GOVERNMENT INTERNATIONA	Other Govt. Bond	3.875	3/17/2028	1,500,000	1,485,225	1,571,250
	PANAMA GOVERNMENT INTERNATIONA	Other Govt. Bond	9.375	4/1/2029	7,500,000	10,963,374	11,381,250
	PANAMA GOVERNMENT INTERNATIONA	Other Govt. Bond	4.500	5/15/2047	5,000,000	4,987,950	5,375,000
	PHILIPPINE GOVERNMENT INTERNAT	Other Govt. Bond	3.700	2/2/2042	2,000,000	2,000,000	1,990,940
	SAUDI GOVERNMENT INTERNAT 144A	Other Govt. Bond	4.500	10/26/2046	5,000,000	4,900,750	4,994,800
	SAUDI GOVERNMENT INTERNAT 144A	Other Govt. Bond	4.625	10/4/2047	2,500,000	2,484,750	2,552,575
	URUGUAY GOVERNMENT INTERNATION	Other Govt. Bond	4.125	11/20/2045	2,800,000	2,779,000	2,807,000
	DRAEGERWERK AG & CO KGAA	Preferred Stock	0.000		5,661	631,069	474,923
	PRISA (PRUDENTIAL REAL ESTATE	Real Estate	0.000		1,796	100,131,011	105,426,110
	UBS (US) TRUMBULL PROPERTY	Real Estate	0.000		39,730	417,092,831	433,796,283
*	DREYFUS GOVT CAS MGMT INST 289	Short Term Investment	0.000		123,694,816	123,694,816	123,694,816
	FHLMC MULTICLASS MTG 2382 DZ	US Government and Agencies	5.500	11/15/2031	4,267	4,353	4,634
	FHLMC MULTICLASS MTG 3009 WZ	US Government and Agencies	5.500	7/15/2035	47,639	54,904	53,389
	FHLMC MULTICLASS MTG 3041 ZA	US Government and Agencies	5.900	9/15/2035	30,696	38,903	42,459
	FHLMC MULTICLASS MTG 3108 PZ	US Government and Agencies	6.000	2/15/2036	42,719	52,981	57,523
	FHLMC MULTICLASS MTG 4031 ZP	US Government and Agencies	4.000	4/15/2042	895,296	964,451	954,538
	FHLMC MULTICLASS MTG 4257 DZ	US Government and Agencies	2.500	10/15/2043	1,107,358	919,599	964,985
	FHLMC MULTICLASS MTG 4367 MZ	US Government and Agencies	4.000	7/15/2044	6,854,265	7,665,159	7,258,941
	FHLMC MULTICLASS MTG 4398 ZX	US Government and Agencies	4.000	9/15/2054	7,917,206	8,748,063	8,432,141
	FHLMC MULTICLASS MTG 4440 ZX	US Government and Agencies	4.000	1/15/2045	6,696,443	7,554,172	7,111,489
	FHLMC MULTICLASS MTG 4447 XZ	US Government and Agencies	4.000	1/15/2045	88,989	93,365	93,918
	FHLMC MULTICLASS MTG 4447 ZX	US Government and Agencies	4.000	1/15/2045	87,877	92,198	93,809
	FHLMC MULTICLASS MTG 4464 MN	US Government and Agencies	3.000	4/15/2045	1,081,665	1,091,130	1,013,769
	FHLMC MULTICLASS MTG 4528 ZK	US Government and Agencies	4.000	11/15/2045	56,323	57,442	55,745
	FHLMC MULTICLASS MTG 4588 ZL	US Government and Agencies	3.000	11/15/2045	157,547	144,370	141,389

Farmers Group, Inc.

Employees' Pension Plan

Schedule H line 4i - Schedule of Assets (Held at End of Year)

November 30, 2017

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment	(c) Rate of Interest	(c) Date of Maturity	(c) Par Value/Shares	(d) Cost	(e) Current Value
	FHLMC MULTICLASS MTG 4592 ZA	US Government and Agencies	3.000	5/15/2046	535,130	522,472	474,602
	FHLMC MULTICLASS MTG 4602 MZ	US Government and Agencies	3.000	11/15/2045	364,266	337,195	328,324
	FHLMC MULTICLASS MTG 4615 GZ	US Government and Agencies	2.500	9/15/2046	7,206,955	6,556,754	6,158,703
	FHLMC MULTICLASS MTG 4616 Z	US Government and Agencies	3.500	9/15/2046	7,288,012	7,823,076	7,284,587
	FHLMC MULTICLASS MTG 4616 ZE	US Government and Agencies	3.000	9/15/2046	156,515	152,159	141,042
	FHLMC MULTICLASS MTG 4622 JZ	US Government and Agencies	3.000	10/15/2046	1,613,761	1,590,269	1,537,737
	FHLMC MULTICLASS MTG 4622 TZ	US Government and Agencies	3.500	10/15/2046	6,968,436	7,368,911	6,839,590
	FHLMC MULTICLASS MTG 4630 ZM	US Government and Agencies	4.000	7/15/2055	4,162,966	4,223,770	4,400,338
	FHLMC MULTICLASS MTG 4642 TZ	US Government and Agencies	3.000	12/15/2045	231,265	213,432	207,970
	FNMA POOL #0464400	US Government and Agencies	5.970	1/1/2040	121,870	130,401	135,580
	FNMA POOL #0AM1887	US Government and Agencies	3.290	12/1/2032	912,279	970,116	911,394
	FNMA POOL #0AM2922	US Government and Agencies	3.750	4/1/2043	0	0	0
	FNMA POOL #0AN5249	US Government and Agencies	3.745	4/1/2042	989,142	1,050,351	1,026,383
	FNMA POOL #0AN5436	US Government and Agencies	3.880	5/1/2047	775,278	831,516	813,151
	FNMA POOL #0AN5879	US Government and Agencies	3.420	7/1/2037	3,290,797	3,377,180	3,318,802
	FNMA GTD REMIC P/T 06-48 DZ	US Government and Agencies	6.000	6/25/2036	9,902	12,328	13,914
	FNMA GTD REMIC P/T 06-62 PZ	US Government and Agencies	6.000	7/25/2036	13,758	17,591	19,523
	FNMA GTD REMIC P/T 10-134 CG	US Government and Agencies	4.500	12/25/2040	4,879,754	5,694,063	5,481,916
	FNMA GTD REMIC P/T 11-96 BE	US Government and Agencies	3.500	10/25/2041	1,000,000	1,062,656	1,012,900
	FNMA GTD REMIC P/T 12-115 DY	US Government and Agencies	2.500	10/25/2042	375,000	360,000	343,069
	FNMA GTD REMIC P/T 12-148 CE	US Government and Agencies	3.000	1/25/2043	116,000	117,994	111,753
	FNMA GTD REMIC P/T 12-16 YZ	US Government and Agencies	4.000	3/25/2042	2,023,694	2,342,101	2,224,283
	FNMA GTD REMIC P/T 12-19 JZ	US Government and Agencies	3.500	3/25/2042	128,370	130,346	127,181
	FNMA GTD REMIC P/T 12-29 AZ	US Government and Agencies	4.000	4/25/2042	1,665,109	1,818,102	1,736,309
	FNMA GTD REMIC P/T 15-23 NP	US Government and Agencies	3.000	4/25/2045	1,498,875	1,513,278	1,451,016
	FNMA GTD REMIC P/T 15-67 AV	US Government and Agencies	3.500	1/25/2036	2,000,000	2,146,875	2,045,700
	FNMA GTD REMIC P/T 16-20 PL	US Government and Agencies	2.500	12/25/2041	1,358,000	1,273,655	1,193,275
	FNMA GTD REMIC P/T 16-22 Z	US Government and Agencies	3.000	6/25/2044	157,681	152,338	139,229
	FNMA GTD REMIC P/T 16-73 PZ	US Government and Agencies	3.000	10/25/2046	520,894	495,405	458,855
	FNMA GTD REMIC P/T 16-79 AZ	US Government and Agencies	3.000	11/25/2046	1,717,811	1,654,253	1,601,515
	FNMA GTD REMIC P/T 17-3 PZ	US Government and Agencies	3.000	2/25/2047	250,636	207,831	205,591
	GNMA GTD REMIC P/T 09-72 MZ	US Government and Agencies	5.500	8/16/2039	53,467	66,448	65,042
	GNMA GTD REMIC P/T 10-123 IA	US Government and Agencies	2.084	10/16/2052	17,164	1,006	883
	GNMA GTD REMIC P/T 13-149 BZ	US Government and Agencies	3.250	10/16/2043	1,441,812	1,438,256	1,400,922
	GNMA GTD REMIC P/T 15-127 AS	US Government and Agencies	0.896	6/20/2043	1,168,861	41,823	33,815
	GNMA GTD REMIC P/T 15-166 SA	US Government and Agencies	1.083	6/20/2042	1,360,904	48,695	34,812
	GNMA GTD REMIC P/T 15-180 SA	US Government and Agencies	1.033	6/20/2042	1,482,485	52,119	37,625
	GNMA GTD REMIC P/T 15-99 LZ	US Government and Agencies	4.000	7/20/2045	148,184	151,128	147,567
	GNMA GTD REMIC P/T 16-109 GZ	US Government and Agencies	3.500	8/20/2046	156,698	150,001	153,948
	GNMA GTD REMIC P/T 16-115 DZ	US Government and Agencies	1.750	8/20/2046	180,636	102,708	105,280
	GNMA GTD REMIC P/T 16-116 KZ	US Government and Agencies	3.000	9/20/2046	4,892,483	4,870,226	4,511,847
	GNMA GTD REMIC P/T 16-117 LZ	US Government and Agencies	3.000	9/20/2046	260,965	238,228	227,141
	GNMA GTD REMIC P/T 16-135 QZ	US Government and Agencies	3.000	10/20/2046	1,232,201	1,185,302	1,155,103
	GNMA GTD REMIC P/T 16-136 AZ	US Government and Agencies	3.000	10/20/2046	1,710,635	1,660,955	1,578,197
	GNMA GTD REMIC P/T 16-168 GD	US Government and Agencies	2.500	12/20/2046	122,000	96,533	99,431
	GNMA GTD REMIC P/T 16-170 ZG	US Government and Agencies	2.500	4/20/2046	593,512	518,929	492,110
	GNMA GTD REMIC P/T 16-170 ZP	US Government and Agencies	2.500	7/20/2045	100,425	90,856	87,248
	GNMA GTD REMIC P/T 17-114 AZ	US Government and Agencies	3.500	7/20/2047	723,559	700,044	691,441
	GNMA GTD REMIC P/T 17-114 CZ	US Government and Agencies	3.500	7/20/2047	370,504	358,463	353,598
	GNMA GTD REMIC P/T 17-130 JZ	US Government and Agencies	3.500	8/20/2047	68,597	65,124	65,443
	GNMA GTD REMIC P/T 17-52 ZJ	US Government and Agencies	3.000	4/20/2047	249,300	217,515	213,296
	U S TREASURY BD CPN STRIP	US Government and Agencies	0.000	5/15/2045	105,000,000	47,234,614	47,190,150
	U S TREASURY BD CPN STRIP	US Government and Agencies	0.000	11/15/2046	5,350,000	2,299,912	2,305,850
	U S TREASURY BD PRIN STRIP	US Government and Agencies	0.000	2/15/2044	100,000,000	47,446,000	47,109,000
	U S TREASURY BD PRIN STRIP	US Government and Agencies	0.000	8/15/2047	22,200,000	9,421,926	9,435,444
	U S TREASURY BOND	US Government and Agencies	4.500	8/15/2039	15,000,000	21,711,914	19,381,650
	U S TREASURY BOND	US Government and Agencies	4.250	11/15/2040	15,000,000	21,093,164	18,813,300
	U S TREASURY BOND	US Government and Agencies	2.875	5/15/2043	7,800,000	7,972,453	7,886,502
	U S TREASURY BOND	US Government and Agencies	2.875	8/15/2045	15,000,000	17,055,469	15,128,400
	U S TREASURY BOND	US Government and Agencies	2.500	2/15/2046	24,168,000	25,400,149	22,588,621
	U S TREASURY BOND	US Government and Agencies	5.500	8/15/2047	10,277,200	10,068,133	10,102,179
	U S TREASURY BOND	US Government and Agencies	5.250	11/15/2028	16,900,000	21,923,129	21,438,664
	U S TREASURY BOND	US Government and Agencies	4.500	2/15/2036	31,277,000	40,794,493	40,027,366
	U S TREASURY NOTE	US Government and Agencies	0.625	6/30/2018	7,822,000	7,783,415	7,783,829
	U S TREASURY NOTE	US Government and Agencies	0.875	4/15/2019	20,980,000	21,004,745	20,730,967
	U S TREASURY NOTE	US Government and Agencies	2.250	11/15/2027	421,000	416,480	414,799
	U S TREASURY NOTE	US Government and Agencies	1.500	10/31/2019	6,000	5,974	5,967
	U S TREASURY NOTE	US Government and Agencies	1.375	9/30/2019	35,118,000	35,073,792	34,860,234
	U S TREASURY NOTE	US Government and Agencies	1.750	11/15/2020	33,828,000	33,793,734	33,678,819
	U S TREASURY NOTE	US Government and Agencies	1.750	11/30/2019	855,000	855,000	854,299
					\$ 2,342,813,496	\$ 3,118,707,441	\$ 3,256,166,209

* Party-in-interest

Farmers Group, Inc.

Employees' Pension Plan

Schedule H line 4i - Schedule of Assets (Acquired and Disposed of Within Year)

November 30, 2017

(a) Identity of Issuer, Borrower, Lessor or Similar Party	(b) Description of Investment	(b) Rate of Interest	(b) Date of Maturity	(b) Par Value	(c) Cost of Acquisitions	(d) Proceeds of Dispositions
FAIRFAX FINANCIAL HOLDINGS LTD	Common Stock			46	18,733	20,402
FEDERAL-MOGUL HOLDINGS CORP	Common Stock			700	7,318	7,000
E.ON SE	Common Stock			360,027	2,711,586	3,900,872
COMMERZBANK AG	Common Stock			160,659	1,091,624	1,090,801
ACS ACTIVIDADES DE CONSTRUCCIO	Common Stock			44,815	37,025	35,993
BANCO SANTANDER SA	Common Stock			101	5	5
BANCO SANTANDER SA	Common Stock			2	0	0
ACS ACTIVIDADES DE CONSTRUCCIO	Common Stock			24,840	11,432	11,272
A2A SPA	Common Stock			296,462	507,094	503,815
LONZA GROUP AG	Common Stock			4	0	54
HITACHI KOKUSAI ELECTRIC INC	Common Stock			29,600	810,780	872,815
SEIKO EPSON CORP	Common Stock			130,700	2,732,333	3,210,898
SINGAPORE EXCHANGE LTD	Common Stock			24,800	125,183	125,043
AEP TRANSMISSION CO LLC 144A	Corporate Bond	3.750	12/1/2047	2,600,000	2,593,734	2,610,478
ACTIVISION BLIZZARD INC	Corporate Bond	4.500	6/15/2047	1,500,000	1,478,310	1,551,840
ALIMENTATION COUCHE-TARD 144A	Corporate Bond	4.500	7/26/2047	2,350,000	2,348,849	2,415,401
AMAZON.COM INC	Corporate Bond	4.800	12/5/2034	3,000,000	3,252,690	3,441,210
ANHEUSER-BUSCH INBEV WORL 144A	Corporate Bond	4.439	10/6/2048	907	919	907
ARGENTINE REPUBLIC GOVERN 144A	Corporate Bond	7.125	6/28/2117	4,000,000	3,600,000	3,671,500
BRIGHTHOUSE FINANCIAL INC 144A	Corporate Bond	4.700	6/22/2047	3,815,000	3,788,905	3,779,807
CELGENE CORP	Corporate Bond	4.350	11/15/2047	3,725,000	3,715,054	3,704,513
CENOVUS ENERGY INC 144A	Corporate Bond	5.250	6/15/2037	3,816,000	3,812,527	3,647,413
COMMONWEALTH BANK OF AUST 144A	Corporate Bond	3.900	7/12/2047	4,000,000	3,985,240	4,034,440
GOLDMAN SACHS GROUP INC/THE	Corporate Bond	VAR RT	12/31/2049	4,000,000	4,000,000	4,005,200
GOODMAN US FINANCE FOUR L 144A	Corporate Bond	4.500	10/15/2037	3,000,000	2,995,200	3,081,750
GREAT PLAINS ENERGY INC	Corporate Bond	4.850	4/1/2047	3,200,000	3,195,840	3,252,000
GREAT-WEST LUFECO FINANCE 144A	Corporate Bond	4.150	6/3/2047	3,100,000	3,075,758	3,168,324
KSA SUKUK LTD 144A	Corporate Bond	3.628	4/20/2027	7,000,000	7,000,000	7,090,525
NORTHWELL HEALTHCARE INC	Corporate Bond	4.260	11/1/2047	3,725,000	3,725,000	3,782,950
OMAN GOVERNMENT INTERNATI 144A	Corporate Bond	6.500	3/8/2047	10,500,000	10,432,800	10,818,400
PARKER-HANNIFIN CORP 144A	Corporate Bond	4.100	3/1/2047	4,000,000	3,983,520	4,215,120
PERUSAHAAN PENERBIT SBSN 144A	Corporate Bond	4.150	3/29/2027	6,000,000	6,025,250	6,150,000
SIEMENS FINANCIERINGSMAAT 144A	Corporate Bond	4.200	3/16/2047	5,340,000	5,321,043	5,790,082
STARBUCKS CORP	Corporate Bond	4.300	6/15/2045	3,840,000	4,077,350	4,077,350
US 10YR ULTRA FUTURE (CBT)	Futures		12/1/2017	1,000	0	(429,688)
US ULTRA BOND (CBT)	Futures		12/1/2017	500	0	757,032
CCP_IRS_P LIB3M 100BPS R 2.25	SWAPs		12/21/2046	13,000,000	(0)	(1,117,733)
CCP_IRS_R USD-LIBOR-BBA 3M CM	SWAPs	1.750	6/1/2047	4,100,000	914,702	827,904
CCP_IRS_R USD-LIBOR-BBA 3M CM	SWAPs	1.750	6/1/2047	4,100,000	(0)	(0)
				\$ 104,786,163	\$ 91,375,805	\$ 94,105,694

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 25 Change in Method

The valuation software used to produce the actuarial information submitted on this schedule has been changed and such modification may be considered to be a method change. The percentage changes in funding target, target normal cost and plan assets due to the refinements in the software are each less than 2% (disregarding the effects of any changes that are automatically approved under final IRC 430 regulations), and the modifications to the software were designed to produce results no less accurate than the results produced by the software prior to the change. Therefore the change in funding method due to a change in valuation software receives automatic approval under IRS Announcement 2010-3.

Plan Name:	Farmers Group, Inc. Employees' Pension Plan
EIN / PN:	95-0725935/001
Plan Sponsor:	Farmers Group, Inc.
Valuation Date	December 1, 2016

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 24 Change in Actuarial Assumptions

For completeness, the following assumptions were updated as prescribed:

- The segment interest rates used to calculate the funding target and target normal cost were updated from August 2015 to August 2016. The segment rates used to determine minimum funding requirements and benefit restrictions were revised by applying the corridors of HATFA.
- The mortality table used to calculate the funding target and target normal cost was updated to include one additional year of projected mortality improvement, as required by IRC 430.

Plan Name:	Farmers Group, Inc. Employees' Pension Plan
EIN / PN:	95-0725935/001
Plan Sponsor:	Farmers Group, Inc.
Valuation Date	December 1, 2016