

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 2018 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2018 or fiscal plan year beginning <u>01/01/2018</u> and ending <u>12/31/2018</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>MOTORISTS INSURANCE GROUP 401(K) PLAN</u>	1b Three-digit plan number (PN) ▶	003	
	1c Effective date of plan <u>01/01/2006</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>MOTORISTS MUTUAL INSURANCE COMPANY</u> <u>471 E. BROAD STREET</u> <u>COLUMBUS, OH 43215</u>	2b Employer Identification Number (EIN) <u>31-4259550</u>	2c Plan Sponsor's telephone number <u>304-941-1000</u>	2d Business code (see instructions) <u>524150</u>

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/14/2019	KIMBERLI LANHAM
	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

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

Form 5500 (2018)
v. 171027

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 or the plan name has changed since the last return/report filed for this plan, enter the plan sponsor's name, EIN, the plan name and the plan number from the last return/report: a Sponsor's name BRICKSTREET MUTUAL INSURANCE COMPANY c Plan Name BRICKSTREET MUTUAL INSURANCE COMPANY 401(K) PLAN	4b EIN 20-2394166 4d PN 001
5 Total number of participants at the beginning of the plan year	5 1874
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 a(2) Total number of active participants at the end of the plan year b Retired or separated participants receiving benefits..... c Other retired or separated participants entitled to future benefits d Subtotal. Add lines 6a(2) , 6b , and 6c e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits. f Total. Add lines 6d and 6e g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) h Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested	 6a(1) 1358 6a(2) 1305 6b 67 6c 377 6d 1749 6e 0 6f 1749 6g 1746 6h 0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2A 2E 2F 2G 2J 2K 2S 2T 3D b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:	

9a Plan funding arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
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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 2018 Form M-1 annual report. If the plan was not required to file the 2018 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) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Insurance Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500. ▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	OMB No. 1210-0110 2018 This Form is Open to Public Inspection
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For calendar plan year 2018 or fiscal plan year beginning 01/01/2018 and ending 12/31/2018	
A Name of plan MOTORISTS INSURANCE GROUP 401(K) PLAN	B Three-digit plan number (PN) ▶ 003
C Plan sponsor's name as shown on line 2a of Form 5500 MOTORISTS MUTUAL INSURANCE COMPANY	D Employer Identification Number (EIN) 31-4259550

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 NEW YORK 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
13-5582869	66915	GA31698	1746	01/01/2018	12/31/2018

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

(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	

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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	

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	0
5 Current value of plan's interest under this contract in separate accounts at year end	5	3270342

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

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

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

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

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

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

b Balance at the end of the previous year..... **7b** 3154089

c Additions: (1) Contributions deposited during the year	7c(1)	1627258	
(2) Dividends and credits	7c(2)	0	
(3) Interest credited during the year	7c(3)	85056	
(4) Transferred from separate account.....	7c(4)	0	
(5) Other (specify below)	7c(5)	0	

(6) Total additions..... **7c(6)** 1712314

d Total of balance and additions (add lines **7b** and **7c(6)**). **7d** 4866403

e Deductions:			
(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	1584417	
(2) Administration charge made by carrier	7e(2)	11644	
(3) Transferred to separate account.....	7e(3)	0	
(4) Other (specify below)	7e(4)	0	

(5) Total deductions..... **7e(5)** 1596061

f Balance at the end of the current year (subtract line **7e(5)** from line **7d**) **7f** 3270342

Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

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

9 Experience-rated contracts:

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

10 Nonexperience-rated contracts:

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

Specify nature of costs.

Part IV Provision of Information

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

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

SCHEDULE C (Form 5500) 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
		2018
		This Form is Open to Public Inspection.

For calendar plan year 2018 or fiscal plan year beginning 01/01/2018 and ending 12/31/2018		
A Name of plan MOTORISTS INSURANCE GROUP 401(K) PLAN	B Three-digit plan number (PN) ▶	003
C Plan sponsor's name as shown on line 2a of Form 5500 MOTORISTS MUTUAL INSURANCE COMPANY	D Employer Identification Number (EIN) 31-4259550	

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)

TRSC (FORMERLY DIVERSIFIED)

440 MAMARONECK AVE
HARRISON, NY 10528

(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?
99	OTHER	44538	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

GREAT-WEST LIFE & ANNUITY INSURANCE

8515 EAST ORCHARD ROAD
GREENWOOD VILLAGE, CO 80111

(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?
64 15	RECORDKEEPER	31516	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

EMPOWER RETIREMENT ADVISORY SERVICE

8515 EAST ORCHARD ROAD
GREENWOOD VILLAGE, CO 80111

(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	INVESTMENT MGMT	20597	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)

BAKER & HOSTETLER LLP

1900 EAST 9TH STREET STE 3200
CLEVELAND, OH 44114-3485

(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	ATTORNEY	805	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

QDRO CONSULTANTS CO LLC

3071 PEARL ROAD
MEDINA, OH 44256

(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	CONSULTING	600	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(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
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(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2018 This Form is Open to Public Inspection.
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For calendar plan year 2018 or fiscal plan year beginning 01/01/2018 and ending 12/31/2018

A Name of plan <u>MOTORISTS INSURANCE GROUP 401(K) PLAN</u>	B Three-digit plan number (PN) ►	<u>003</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>MOTORISTS MUTUAL INSURANCE COMPANY</u>	D Employer Identification Number (EIN) <u>31-4259550</u>	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: <u>PUTNAM STABLE VALUE</u>		
b Name of sponsor of entity listed in (a): <u>PUTNAM</u>		
c EIN-PN <u>04-3159710-702</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>3117736</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>T ROWE PRICE STABLE VALUE A</u>		
b Name of sponsor of entity listed in (a): <u>T ROWE PRICE</u>		
c EIN-PN <u>52-1309931-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>5481276</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>WILMINGTON/METLIFE STABLE CLASS J</u>		
b Name of sponsor of entity listed in (a): <u>METLIFE</u>		
c EIN-PN <u>26-0142858-094</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>3131097</u>
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

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

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

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

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

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2018 This Form is Open to Public Inspection
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For calendar plan year 2018 or fiscal plan year beginning 01/01/2018 and ending 12/31/2018		
A Name of plan MOTORISTS INSURANCE GROUP 401(K) PLAN	B Three-digit plan number (PN) ►	003
C Plan sponsor's name as shown on line 2a of Form 5500 MOTORISTS MUTUAL INSURANCE COMPANY	D Employer Identification Number (EIN) 31-4259550	

Part I	Asset and Liability Statement
---------------	--------------------------------------

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....	1b(1)	0	159042
(2) Participant contributions	1b(2)	0	0
(3) Other.....	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)	0	0
(2) U.S. Government securities	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other.....	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common.....	1c(4)(B)	0	0
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property).....	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans.....	1c(8)	1325867	3278278
(9) Value of interest in common/collective trusts	1c(9)	0	0
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)	0	0
(12) Value of interest in 103-12 investment entities.....	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	107558731	169775520
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)	21031813	17641615

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	0	0
(2) Employer real property	1d(2)	0	0
e Buildings and other property used in plan operation	1e	0	0
f Total assets (add all amounts in lines 1a through 1e)	1f	129916411	190854455

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	129916411	190854455
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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)	7023219	
(B) Participants	2a(1)(B)	9459398	
(C) Others (including rollovers)	2a(1)(C)	1530430	
(2) Noncash contributions	2a(2)	0	18013047
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	0	
(B) U.S. Government securities	2b(1)(B)	0	
(C) Corporate debt instruments	2b(1)(C)	0	
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans	2b(1)(E)	162674	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		162674
(2) Dividends: (A) Preferred stock	2b(2)(A)	0	6780966
(B) Common stock	2b(2)(B)	0	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	6780966	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		6780966
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	0	0
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)	0	0
(B) Other	2b(5)(B)	0	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		0
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		-17308387
c Other income.....	2c		150900
d Total income. Add all income amounts in column (b) and enter total	2d		7799200

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	26906980	
(2) To insurance carriers for the provision of benefits	2e(2)	0	
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		26906980
f Corrective distributions (see instructions)	2f		0
g Certain deemed distributions of participant loans (see instructions)	2g		167312
h Interest expense	2h		0
i Administrative expenses: (1) Professional fees.....	2i(1)	805	
(2) Contract administrator fees.....	2i(2)	20596	
(3) Investment advisory and management fees.....	2i(3)	31516	
(4) Other	2i(4)	45138	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		98055
j Total expenses. Add all expense amounts in column (b) and enter total	2j		27172347

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		-19373147
l Transfers of assets:			
(1) To this plan.....	2l(1)		80311191
(2) From this plan.....	2l(2)		

Part III Accountant's Opinion

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

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

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

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

☒ Yes ☐ No

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

(1) Name: RSM US LLP

(2) EIN: 42-0714325

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

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

Part IV Compliance Questions

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

During the plan year:

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

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

	Yes	No	Amount
4a		X	
4b		X	

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

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

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 _____. (See instructions.)

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 2018 This Form is Open to Public Inspection.
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For calendar plan year 2018 or fiscal plan year beginning 01/01/2018 and ending 12/31/2018

A Name of plan <u>MOTORISTS INSURANCE GROUP 401(K) PLAN</u>	B Three-digit plan number (PN) ▶ <u>003</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>MOTORISTS MUTUAL INSURANCE COMPANY</u>	D Employer Identification Number (EIN) <u>31-4259550</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>84-1455663</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year	3	

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

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

Part III	Amendments
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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) 2018
v. 171027

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

b The plan year immediately preceding the current plan year

c The second preceding plan year

14a**14b****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

b The corresponding number for the second preceding plan year

15a**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

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

16a**16b**

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

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

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

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

- a** Enter the percentage of plan assets held as:

Stock: _____ % Investment-Grade Debt: _____ % High-Yield Debt: _____ % Real Estate: _____ % Other: _____ %

- b** Provide the average duration of the combined investment-grade and high-yield debt:

☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

- c** What duration measure was used to calculate line 19(b)?

☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

Motorists Insurance Group 401(k) Plan

Financial Report
December 31, 2018

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Independent auditor's report	1-2
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Independent Auditor's Report

To the Board of Directors and Plan Administrator
Motorists Insurance Group 401(k) Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Motorists Insurance Group 401(k) Plan (the Plan), which comprise the statement of net assets available for benefits as of December 31, 2018, the related statement of changes in net assets available for benefits for the year ended December 31, 2018, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 4, which was certified or provided by Great-West Trust Company, LLC, the trustee of the Plan, except for comparing this information with the related information included in the financial statements. We have been informed by the Plan Administrator that the trustee holds the Plan's assets and executes transactions. The Plan Administrator has obtained a certification from the trustee as of December 31, 2018, and for the year ended December 31, 2018, that the information provided to the Plan Administrator by the trustee is complete and accurate.

Disclaimer of Opinion

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

Emphasis of Matter – Accrual Basis of Accounting

As discussed in Note 3 to the financial statements, the Plan retroactively adopted the accrual basis of accounting. Our disclaimer of opinion is not modified with respect to this matter.

Independent Auditor's Report (Continued)

Emphasis of Matter – Plan Merger

As discussed in Note 8 to the financial statements, the Motorists Mutual Insurance Group Board of Directors, the Plan's sponsor, voted on October 30, 2017, to merge the Motorists Mutual Incentive Savings Plan into the Motorists Insurance Group 401(k) Plan effective January 1, 2018. All net assets were transferred into of the Plan effective January 1, 2018. Our disclaimer of opinion is not modified with respect to this matter.

Other Matter

The supplemental schedule of assets (held at end of year) as of December 31, 2018 is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purposes of additional analysis and is not a required part of the financial statements. The supplemental schedule is the responsibility of the Plan's management. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule.

Report on Form and Content in Compliance with DOL Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified or provided by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

RSM VS LLP

Columbus, Ohio
October 11, 2019

Motorists Insurance Group 401(k) Plan

Statement of Net Assets Available for Benefits

December 31, 2018

Assets	
Investments, at fair value:	
Registered investment companies	\$ 169,775,519
Self-directed brokerage accounts	2,641,164
Pooled stable value account	14,846,360
Stable value account	154,091
Total investments	<u>187,417,134</u>
Receivables:	
Notes from participants	3,555,244
Employer contributions	159,042
Total receivables	<u>3,714,286</u>
Net assets available for benefits	<u><u>\$ 191,131,420</u></u>

See notes to the financial statements.

Motorists Insurance Group 401(k) Plan

Statement of Changes in Net Assets Available for Benefits Year Ended December 31, 2018

Additions:	
Investment income (loss):	
Interest and dividends	\$ 6,780,966
Net depreciation in fair value of investments	(17,157,488)
	<u>(10,376,522)</u>
Interest income on notes receivable from participants	<u>185,895</u>
Contributions:	
Employer	7,023,219
Participants	9,459,398
Rollover	1,530,430
Total contributions	<u>18,013,047</u>
Total additions	<u>7,822,420</u>
Deductions:	
Benefit payments	26,820,547
Administrative fees	98,055
Total deductions	<u>26,918,602</u>
Net decrease prior to transfer	(19,096,182)
Transfer in from Motorists Mutual Incentive Savings Plan (Note 8)	<u>156,677,661</u>
Net increase after transfer	<u>137,581,479</u>
Net assets available for benefits:	
Beginning as previously stated	129,916,411
Adjustment to accrual basis of accounting (Note 3)	(76,366,470)
Beginning as adjusted	<u>53,549,941</u>
Ending	<u><u>\$ 191,131,420</u></u>

See notes to the financial statements.

Motorists Insurance Group 401(k) Plan

Notes to the Financial Statements

Note 1. Description of the Plan

The following description of the Motorists Insurance Group 401(k) Plan (the Plan) is provided for general informational purposes only. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

Basis of accounting: The accompanying financial statements are prepared on the accrual basis of accounting.

General: The Plan, a defined contribution plan, was established for the purpose of providing a savings plan for the benefit of substantially all employees of Motorists Mutual Insurance Company (the Company) and its subsidiaries. Full-time employees are immediately eligible to participate after their employment date. Temporary employees, seasonal employees, and interns must complete 1,000 hours of service to become eligible for the Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions: Each eligible employee (participant), as defined in the Plan, may elect to contribute, through payroll deduction, a percentage of their compensation limited to the maximum allowable under the Internal Revenue Code for such Plan year. Eligible employees are automatically enrolled in the Plan with an elective pre-tax deferral rate of 4% of compensation, increasing each year by 1% until such elective deferral rate is 10% of compensation, unless the participant affirmatively elects out of the automatic deferral feature or elects a different deferral rate. Participants may increase or decrease their contribution amount at any time. Participants may also make Roth deferral contributions. Participants may be eligible to contribute rollover amounts received as a lump-sum distribution from a qualified retirement plan of another employer if transferred to this Plan directly, or by the participant within 60 days of receipt of the distribution from the previous plan. Such amount shall have no effect on the limits for maximum benefits and contributions as defined by the Plan. Company matching contributions are made in an amount equal to 100% of the first 7% of employee contributions.

Additional discretionary amounts may be contributed by the Company at the option of the Company's board of directors. There were no discretionary contributions in 2018. All contributions are invested in the investment options at the direction of the participant. Contributions are subject to certain limitations.

Participant accounts: Each participant's account is credited with the participant's contribution and allocations of the Company's contributions and Plan earnings and is charged with an allocation of administration expenses, if applicable. The allocation of the Company's contributions follows the participant's directed investment options. Plan earnings are allocated based upon the participant's shares in each investment account.

Vesting and forfeitures: Participants are immediately vested in their contributions, Company matching contributions and additional discretionary amounts contributed by the Plan, plus actual earnings thereon.

Investment options: Upon enrollment in the Plan, participants may elect to allocate contributions between the fund options available under the Plan in increments of 1%. Earnings on all funds, including appreciation and depreciation in the fair value of investments, are determined daily by using the quoted market value of shares in each investment account. Participants may transfer account contributions on a daily basis, and may transfer account balances in 1% increments on a daily basis. Through the self-directed brokerage account option, participants may invest in most listed stocks, options (if approved for options trading), corporate bonds, zero-coupon bonds, U.S. Treasury securities, mortgage securities, U.S. Government agency bonds, certificates of deposit, unit investment trusts, foreign securities, and other mutual funds (subject to the limitations of the Plan).

Motorists Insurance Group 401(k) Plan

Notes to the Financial Statements

Note 1. Description of the Plan (Continued)

If a participant does not make an investment option election, contributions are automatically allocated in accordance with the default investment alternatives established under the Plan. These default investments would be made in accordance with specific rules under which the fiduciaries of the Plan, including the Employer, the Trustee and the Plan Administrator, are relieved of any legal liability for any losses resulting from the default investments.

Notes receivable from participants: Participants may borrow from their fund accounts once every twelve months with a maximum of two outstanding loans at any one time. The minimum loan is \$1,000 with the maximum loan not to exceed the lesser of \$50,000 or 50% of the vested account value. The loan amount will process as a reduction of the elected investment funds on a pro-rata basis. Loan terms may extend to a maximum of five years or up to fifteen years for the purchase of a primary residence. The loans have a fixed interest rate of 1% over the prime interest rate. As of December 31, 2018, the prime interest rate was 5.50%. The interest rate is fixed for the life of the loan. Principal and interest is paid ratably through payroll deduction.

Payment of benefits: Upon termination of service due to retirement, death or disability, participants may receive the vested value of their account in a lump sum or partial distribution. Regular installments over a period not to exceed fifteen years may also be elected. If service terminates for other reasons and the vested account balance exceeds \$1,000, a participant must consent to receive a lump sum or partial distribution. Benefit payments may be deferred until age 70-1/2 or retirement, if later.

Plan termination: Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their accounts.

Note 2. Summary of Significant Accounting Policies

Use of estimates: The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make certain estimates and assumptions that affect the reported amounts of net assets available for benefits and changes therein. Actual results could differ from those estimates.

Investment valuation and income recognition: Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 5 for discussion of fair value measurements.

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

Notes receivable from participants: Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent loans are treated as distributions based upon the terms of the plan document.

Contributions: Participant contributions and Company matching contributions are recognized when the participant contributions are withheld from the participant's earnings. Additional discretionary contributions approved by the Company's board of directors are recognized in the year of service.

Payments of benefits: Distributions are recognized when paid.

Motorists Insurance Group 401(k) Plan

Notes to the Financial Statements

Note 2. Summary of Significant Accounting Policies (Continued)

Administrative expenses: Administrative expenses are paid by the Company, except for participant fees related to distribution and loan withdrawals, which are paid by the participant.

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

Subsequent events: The Company has evaluated subsequent events for potential recognition and/or disclosure through October 11, 2019, the date the financial statements were available to be issued.

Note 3. Accounting Change

On January 1, 2018, the Plan elected to change its method of accounting from the modified cash basis to the accrual basis of accounting. The new method of accounting was adopted as management believes this more accurately reflects the net assets as of year end. The effect of this retrospective change in accounting method decreased beginning net assets available for benefits by \$76,366,470. The change related to the timing of a portion of the transfer in from the Motorists Mutual Incentive Savings Plan (Note 8).

Note 4. Information Certified and Provided by Great-West Trust Company, LLC

The following is a summary of the Plan's asset information as of and for the year ended December 31, 2018, included throughout the Plan's financial statements and supplemental schedule, that was prepared by or derived from information provided by the trustee and furnished to the Plan Administrator. The Plan Administrator has obtained certifications from the trustee that information provided to the Plan Administrator by the trustee related to the following assets is complete and accurate. Accordingly, as permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under, the Plan Administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to information which appears throughout the financial statements and supplemental schedules related to the following assets:

Investments, at fair value:

Registered investment companies	\$ 169,775,519
Self-directed brokerage accounts	2,641,164
Pooled stable value account	14,846,360
Stable value account	154,091
	<u>\$ 187,417,134</u>

Notes from participants	<u>\$ 3,555,244</u>
-------------------------	---------------------

The trustee also certified to the completeness and accuracy of the net depreciation in fair value of investments of (\$17,157,488), interest and dividend income of \$6,780,966, and interest income on notes receivable from participants of \$185,895 for the year ended December 31, 2018.

Motorists Insurance Group 401(k) Plan

Notes to the Financial Statements

Note 5. Fair Value Measurements

Financial Accounting Standards Board (FASB) guidance establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under FASB guidance 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. There have been no changes in the methodologies used at December 31, 2018:

Shares of registered investment companies: Valued by published market sources at the net asset value (NAV) of shares held by the Plan at year-end.

Self-directed brokerage accounts: Valued at the closing price reported on the active market on which the individual securities are traded.

Shares of pooled stable value account and stable value account: The pooled stable value account is comprised of stable value funds and fully-benefit responsive investment contracts that are valued at the NAV of units of the pooled stable value account. The stable value account is valued at NAV. The net asset value is used as a practical expedient to estimate fair value. This practical expedient would not be used if it is determined to be probable that the fund will sell the investment for an amount different from the reported net asset value.

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

Motorists Insurance Group 401(k) Plan

Notes to the Financial Statements

Note 5. Fair Value Measurements (Continued)

The following table set forth by level, within the fair value hierarchy, the Plan's assets measured at fair value as of December 31, 2018:

	Level 1	Level 2	Level 3	Total
Registered investment companies	\$ 169,775,519	\$ -	\$ -	\$ 169,775,519
Self-directed brokerage accounts	2,641,164	-	-	2,641,164
Total assets in fair value hierarchy	\$ 172,416,683	\$ -	\$ -	172,416,683
Investments measured at net asset value ^(a)				15,000,451
Investments at fair value				\$ 187,417,134

- (a) In accordance with Subtopic 820-10, certain investments that were measured at net asset value per share (or its equivalent) 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 line items presented in the statement of net assets available for benefits.

Changes in Fair Value Levels

To assess the appropriate classification of investments within the fair value hierarchy, the availability of market data is monitored. Changes in economic conditions or valuation techniques may require the transfer of investments from one fair value level to another. In such instances, the transfer is reported at the beginning of the reporting period.

The Plan evaluates the significance of transfers between levels based upon the nature of the investment and size of the transfer relative to total net assets available for benefits. For the year ended December 31, 2018, there were no significant transfers between fair value levels.

Investments Measured Using Net Asset Value per Share Practical Expedient

The following tables set forth additional disclosures of Plan's investments whose fair value is estimated using NAV per share (or its equivalent) as of December 31, 2018:

	Fair Value	Unfunded Commitment	Redemption Frequency	Redemption Notice Period
Pooled stable value account ^(b)	\$ 14,846,360	\$ -	Daily	None
Stable value account	154,091	-	Daily	None

- (b) The pooled stable value account seeks capital preservation with income in excess of money market funds. To achieve this, the account invests in a diversified portfolio of high quality fixed-income securities including U.S. Treasury and Agency, corporate, mortgage, guaranteed investment contracts, and asset backed securities. The account benefits from insurance "wrap" agreements which permit accounts to be carried at "book value" rather than "market value", thus allowing for market movements to be smoothed over time.

Note 6. Tax Status

The IRS has determined and informed the Company by a letter dated March 31, 2014, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). Although the Plan has been amended since receiving the determination letter, the Plan Administrator believes the Plan is designed and is being operated in compliance with the applicable provisions of the IRC.

Motorists Insurance Group 401(k) Plan

Notes to the Financial Statements

Note 7. Parties-in-Interest and Related Party Transactions

Parties-in-interest are defined under United States Department of Labor Regulations as any fiduciary of the Plan, any party rendering service to the Plan, the employers and certain others. During the year ended December 31, 2018, fees for these services were \$98,055.

Note 8. Plan Mergers

Effective January 1, 2018, the Motorists Mutual Incentive Savings Plan merged into the Plan. Net assets of \$156,677,661 were transferred into the Plan in January 2018. As such, the transferred assets have been disclosed as a transfer in from the Motorists Mutual Incentive Saving Plans on the statement of changes in net assets available for benefits for the year ended December 31, 2018.

Note 9. Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500 for the year ended December 31, 2018:

Net assets available for benefits per the financial statements	\$ 191,131,420
Less: deemed distributions, current year	(276,965)
Net assets available for benefits per the Form 5500	<u><u>\$ 190,854,455</u></u>

The Form 5500 includes notes receivables from participants as investments.

The following is a reconciliation of interest income per the financial statements to the Form 5500 for the year ended December 31, 2018:

Total interest income per the financial statements	\$ 185,895
Less: Interest income on deemed loans	(23,221)
Interest income per the Form 5500	<u><u>\$ 162,674</u></u>

The following is a reconciliation of distributions per the financial statements to the Form 5500 for the year ended December 31, 2018:

Distributions per the financial statements	\$ 26,820,547
Plus: Distributed loans, current year	253,745
Distributions per the Form 5500	<u><u>\$ 27,074,292</u></u>

The following is a reconciliation of the Transfer in from Motorists Mutual Incentive Savings Plan per the financial statements to the Form 5500 for the year ended December 31, 2018:

Total transfer in per the financial statements	\$ 156,677,661
Less: adjustment to accrual basis of accounting	(76,366,470)
Transfer in per the Form 5500	<u><u>\$ 80,311,191</u></u>

Supplemental Schedule

Motorists Insurance Group 401(k) Plan

EIN 31-4259550

Plan No. 002

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

December 31, 2018

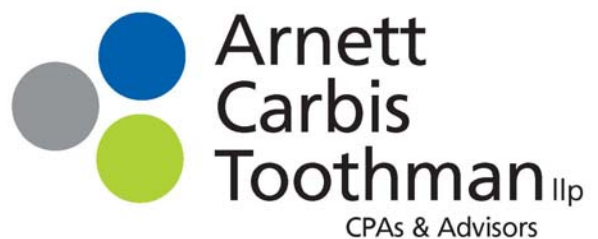
(a)	(b)	(c)	(e)
	Identity of Issue, Borrower, Lessor or Similar Party	Description of Investments	2018 Current Value
		Shares of registered investment companies:	
	Brown Capital	Mgmt Small Co Instl	\$ 3,133,364
	Carillon Eagle	Mid Cap Growth I	4,681,018
	Cohen & Steers	Real Estate Securities A	421,323
	Fidelity	Otc Portfolio	6,378,871
	Harbor	Small Cap Value Instl	2,057,583
	Hartford	Intl Opportunities Y	8,941,770
	Jhancock	Bond R6	11,059,909
	Jpmorgan	Us Equity R5	5,181,074
	Mfs	New Discovery Value R3	1,740,052
	Mfs	Value Fund Class R3	8,817,792
	T. Rowe Price	Blue Chip Growth	25,521,857
	T. Rowe Price	Mid-Cap Value	5,620,439
	Vanguard	500 Index Fund - Admiral	13,804,208
	Vanguard	Extended Market Idx Instl	8,735,787
	Vanguard	Target Retirement 2015 Inv	3,151,903
	Vanguard	Target Retirement 2020 Inv	10,022,766
	Vanguard	Target Retirement 2025 Inv	8,045,459
	Vanguard	Target Retirement 2030 Inv	10,545,535
	Vanguard	Target Retirement 2035 Inv	5,261,977
	Vanguard	Target Retirement 2040 Inv	6,757,983
	Vanguard	Target Retirement 2045 Inv	3,749,062
	Vanguard	Target Retirement 2050 Inv	4,545,100
	Vanguard	Target Retirement 2055 Inv	1,042,127
	Vanguard	Target Retirement 2060 Inv	218,216
	Vanguard	Target Retirement 2060 Inv	4,408
	Vanguard	Target Retirement Income Inv	1,893,487
	Vanguard	Total Bond Market Index Inst	6,768,880
	Vanguard	Total Intl Stock Index Admiral	1,673,569
		Total registered investment companies	169,775,519
		Shares of pooled stable value account:	
	Transamerica	Pooled Stable Value Account	14,846,360
		Stable value account:	
	New York Life Insurance Company	Anchor Account IV	154,091
	Charles Schwab	Self-directed brokerage accounts	2,641,164
* Loans to participants		Due various dates through November 2033, interest rates ranging from 3.25% to 9.67%	3,555,244
			<u>\$ 190,972,378</u>

* Indicates party-in-interest.

Note: Column (d) (Cost) has been omitted as it is not required under ERISA.

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

***Financial Report
December 31, 2017***



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INDEPENDENT AUDITOR'S REPORT

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

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of BrickStreet Mutual Insurance Company 401(k) Plan (the Plan), which comprise the statements of net assets available for benefits on a modified cash basis as of December 31, 2017, and 2016, and the related statements of changes in net assets available for benefits on a modified cash basis for the years then ended and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with the modified cash basis of accounting described in Note 1; this includes determining that the modified cash basis of accounting is an acceptable basis for the preparation of the financial statements in the circumstances. Management is also responsible for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 5, which was certified by Great-West Trust Company, LLC, the trustee of the Plan, except for comparing this information with the related information included in the financial statements. We have been informed by the Plan Administrator that the trustee holds the Plan's assets and executes transactions. The Plan Administrator has obtained certifications from the trustee as of December 31, 2017, and 2016, and for the years then ended that the information provided to the Plan Administrator by the trustee is complete and accurate.

Disclaimer of Opinion

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

Basis of Accounting

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

Other Matter

The supplemental schedule of assets (held at end of year) on a modified cash basis as of December 31, 2017, is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. The supplemental schedule is the responsibility of the Plan's management. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule.

Report on Form and Content in Compliance with DOL Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Arnett Carlos Toothman LLP

Charleston, West Virginia
October 12, 2018

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

**STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS ON A MODIFIED CASH BASIS
December 31, 2017 and 2016**

	2017	2016
ASSETS		
Investments, at fair value	\$ 128,590,544	\$ 40,412,331
Receivables:		
Notes receivable from participants	1,325,867	1,414,640
Total assets	129,916,411	41,826,971
LIABILITIES	-	-
NET ASSETS AVAILABLE FOR BENEFITS	\$ 129,916,411	\$ 41,826,971

See Notes to Financial Statements

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

**STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE
FOR BENEFITS ON A MODIFIED CASH BASIS
Years ended December 31, 2017 and 2016**

	2017	2016
Additions to net assets attributed to:		
Net appreciation in fair value of investments	\$ 6,384,576	1,553,231
Investment income	1,243,375	1,119,167
Interest income on notes receivable from participants	59,901	48,488
	<u>7,687,852</u>	<u>2,720,886</u>
Employer contributions	2,676,210	2,149,407
Participant contributions	3,220,965	2,628,752
Rollovers from other qualified plans	540,657	712,156
Total contributions	<u>6,437,832</u>	<u>5,490,315</u>
Total additions	<u>14,125,684</u>	<u>8,211,201</u>
Deductions to net assets attributed to:		
Benefits paid to participants	2,393,718	1,426,737
Administrative expenses	8,996	9,194
Total deductions	<u>2,402,714</u>	<u>1,435,931</u>
Net Increase	11,722,970	6,775,270
Net assets available for benefits:		
Beginning of year	41,826,971	35,051,701
Plan assets transferred from other plans	76,366,470	-
End of year	<u><u>\$ 129,916,411</u></u>	<u><u>\$ 41,826,971</u></u>

See Notes to Financial Statements

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

Note 1. Description of Plan and Significant Accounting Policies

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

General: The Plan, which was established January 1, 2006, and was restated effective January 1, 2017, to allow for an increase in contributions of 1% per year up to a maximum of 7% for those participants who become enrolled under the automatic deferral provisions of the Plan. The Plan has been since restated effective January 1, 2018 (refer to Note 8). All employees of the Plan Sponsor (excluding intern and temporary employees who work less than 1000 hours) who have 60 days of service, are eligible to participate in the Plan. Employees who do not complete a waiver of non-participation are automatically enrolled in the Plan upon meeting the above eligibility requirements at a deferral rate of 4%. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions: Participants may elect to defer a percentage of their compensation as defined in the Plan document limited to the maximum percentage allowable under the Internal Revenue Code for such Plan year. The Plan also allows for participant Roth elective deferrals. Rollover contributions are permitted from other qualified plans. The employer's matching contribution is an enhanced safe harbor contribution which is an amount equal to 100% of the participant's deferral contributions up to 7% of participants' compensation for the years ended December 31, 2017 and 2016. The Plan allows for a discretionary employer contribution. The Plan Sponsor elected to not make a discretionary contribution for the year ended December 31, 2017 or 2016.

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

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

If a participant does not make an investment option election, contributions are automatically allocated to in accordance with the default investment alternatives established under the Plan. These default investments would be made in accordance with specific rules under which the fiduciaries of the Plan, including the Employer, the Trustee and the Plan Administrator, are relieved of any legal liability for any losses resulting from the default investments.

Vesting: Participants are immediately vested in their deferral contributions, rollover contributions and employer contributions.

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

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

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

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

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

- Lump sum, or
- Partial withdrawals.

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

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

Forfeitures: Any forfeitures the Plan may realize would be used to pay Plan administrative expenses, and then used to reduce employer contributions. As of December 31, 2017 and 2016, forfeited non-vested accounts amounted to \$3,722 and \$1,980, respectively.

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

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

Investment valuation and income recognition: The Plan's investments are stated at fair value which is based upon the quoted market price as of the last day of the Plan year. Mutual funds are stated at fair value as determined by quoted market prices, which represents the net asset value of shares held by the Plan at year end.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded when received. Dividends are recorded on the ex-dividend date.

Payment of benefits: Benefit payments are recorded upon distribution.

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

Subsequent events: The Plan has evaluated subsequent events through October 12, 2018, the date the financial statements were available to be issued.

Note 2. Income Tax Status

The Plan has adopted the Great-West Trust Company Defined Contribution Volume Submitter Plan and Trust. Great-West Trust Company, LLC, has received a determination letter dated March 31, 2014, that

BRICKSTREET MUTUAL INSURANCE COMPANY 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

the volume submitter plan qualifies under Internal Revenue Code Section 401(a). The determination letter has been relied upon by this Plan. The Plan has been restated since the receipt of the aforementioned determination letter. The Plan Administrator believes the Plan is designed and is being operated in compliance with the applicable provisions of the Internal Revenue Code.

Plan management evaluates tax positions taken by the Plan to determine if any uncertain tax positions exist that compromise the Plan's tax exempt status that could result in tax obligations requiring recognition or disclosure in the Plan's financial statements. Management evaluated the Plan's tax positions and concluded that the Plan had maintained its tax exempt status and had taken no uncertain tax positions that require recognition or disclosure in the financial statements. Therefore, no provision or liability for income taxes has been included in the financial statements. With few exceptions, the Plan is no longer subject to income tax examinations by the U.S. federal, state, or local tax authorities for years before 2014.

Note 3. Plan Termination

Although it has not expressed any intent to do so, the Plan Sponsor has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100 percent vested in their accounts.

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

Parties-in-interest are defined under United States Department of Labor Regulations as any fiduciary of the Plan, any party rendering service to the Plan, the employers and certain others. During the years ended December 31, 2017, and 2016, fees for these services were \$8,996 and \$9,194, respectively. Certain other administrative expenses for legal, auditing, and other professional services are paid directly by the Plan Sponsor and certain administrative functions are performed by officers or employees of the Plan Sponsor at no cost to the Plan.

Note 5. Information Certified by the Trustee

The following is a summary of the Plan's asset information as of and for the years ended December 31, 2017 and 2016, included throughout the Plan's financial statements and supplemental schedule, that was prepared by or derived from information provided by the Great-West Trust Company, LLC, the Plan's trustee, and furnished to the Plan Administrator. The Plan Administrator has obtained certifications from the trustee that information provided to the Plan Administrator by the trustee related to the following assets is complete and accurate. Accordingly, as permitted by 29 CFR 2520.103-8 of the United States Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA, the Plan Administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to information which appears throughout the financial statements and supplemental schedule.

Assets certified by the Plan's current trustee as of December 31, 2017, and 2016, are as follows:

	2017	2016
Mutual Funds (at fair value)	\$ 128,590,544	\$ 40,412,331
Notes receivable from participants	1,325,867	1,414,640
Total investments certified	\$ 129,916,411	\$ 41,826,971

For the years ended December 31, 2017, and 2016, Great-West Trust Company, LLC, certified the net appreciation in the fair value of investments in the amount of \$6,384,576 and \$1,553,231, respectively. Additionally, the Great-West Trust Company, LLC certified the investment income for the years ended December 31, 2017 and 2016 to be \$1,243,375 and \$1,119,167, respectively, and interest income related to notes receivable from participants to be \$59,901 and \$48,488, respectively.

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

Note 6. Fair Value Measurement

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

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

Level 2: Inputs to the valuation methodology include:

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

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

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

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

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

Mutual Funds: Valued at the net asset value (NAV) of shares held by the Plan based on quoted market prices at year end.

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

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2017 and 2016:

Assets at Fair Value as of December 31, 2017				
	Level 1	Level 2	Level 3	Total
Mutual Funds	\$ 128,590,544	\$ -	\$ -	\$ 128,590,544
Total assets at fair value	\$ 128,590,544	\$ -	\$ -	\$ 128,590,544

Assets at Fair Value as of December 31, 2016				
	Level 1	Level 2	Level 3	Total
Mutual Funds	\$ 40,412,331	\$ -	\$ -	\$ 40,412,331
Total assets at fair value	\$ 40,412,331	\$ -	\$ -	\$ 40,412,331

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

Note 7. Risks and Uncertainties

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

Note 8. Subsequent Events

Effective April 24, 2017, BrickStreet Mutual Insurance Company, the Plan Sponsor, entered into a joint venture affiliation arrangement with the Motorists Mutual insurance Company with interlocking governing Boards and common members of management. On October 30, 2017, the governing Board of the Plan Sponsor resolved to change the name of the Plan to Motorists Insurance Group 401(k) Plan effective January 1, 2018. Further, the respective governing Boards of the BrickStreet Mutual Insurance Company and Motorists Mutual Insurance Company resolved to merge the assets and participants of the Motorists Mutual Incentive Savings Plan into the Plan effective January 1, 2018, resulting in the termination of the Motorists Mutual Incentive Savings Plan. Additionally, effective January 1, 2018, management restated the Plan to adopt the Great-West Trust Company Defined Contribution Prototype Plan and Trust Nonstandardized 401(k) Plan. Consequent to these actions by the management and governing Boards of the Plan Sponsor and Motorists Mutual insurance Company, assets of approximately \$154.3 million in the form of cash and investments formerly of the Motorists Mutual Incentive Savings Plan have been transferred into the Plan. On December 29, 2017, the Plan received \$76,366,470 of in-kind investments transferred from the Motorists Mutual Incentive Savings Plan in preparation for the January 1, 2018, merger. On January 3, 2018, approximately \$78 million in cash was transferred to the Plan for the liquidation of the Motorists Mutual Incentive Savings Plan to conclude the merger transaction.

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

SUPPLEMENTAL INFORMATION
SCHEDULE H, LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR)
ON A MODIFIED CASH BASIS
December 31, 2017

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current Value
	<u>Mutual Funds</u>			
	T. Rowe	Price Mid-Cap Value Fund	**	\$ 6,062,458
	T. Rowe	Price Blue Chip Growth Fund	**	3,304,512
	Vanguard	Target Retirement 2015 Fund Investor Shares	**	1,715,012
	Vanguard	Target Retirement 2020 Fund Investor Shares	**	11,840,019
	Vanguard	Target Retirement 2025 Fund Investor Shares	**	8,184,641
	Vanguard	Target Retirement 2030 Fund Investor Shares	**	9,182,501
	Vanguard	Target Retirement 2035 Fund Investor Shares	**	4,688,817
	Vanguard	Target Retirement 2040 Fund Investor Shares	**	6,562,385
	Vanguard	Target Retirement 2045 Fund Investor Shares	**	3,486,135
	Vanguard	Target Retirement 2050 Fund Investor Shares	**	4,453,117
	Vanguard	Target Retirement 2055 Fund Investor Shares	**	844,052
	Vanguard	Target Retirement 2060 Fund Investor Shares	**	164,668
	Vanguard	Target Funds	**	3,117,669
	Vanguard	Total Intl Stock Index Admiral	**	443,183
	Vanguard	500 Index Fund- Admiral	**	7,441,046
	Vanguard	Extended Market Index Fund Institutional Shares	**	3,658,845
	Vanguard	Total Bond Market Index Fund Institutional Shares	**	5,417,325
	Brown Capital Management	Small Company Fund Institutional Shares		137,532
	Cohen & Steers	Real Estate Securities Fund, Inc. Class A	**	671
	John Hancock	Bond Fund Class R6	**	657,574
	Carillon Eagle	Mid Cap Growth Fund Class I	**	1,819,112
	Hartford	International Opportunities Y	**	13,052,003
	MFS	New Discovery Value Fund Class R3	**	778,252
	MFS	Value Fund Class R3		2,713,759
	Pooled	Stable Value Fund		17,413,332
	Schwab	SDB		3,412,942
	Schwab	SDB Roth		205,539
	Fidelity	OTC Portfolio	**	7,833,443
	Total Mutual Funds			<u>128,590,544</u>
	<u>Notes Receivable from Participants</u>			
*	Various Plan Participants	Interest rates ranging from 3.25% - 5.25% with various maturity dates through December 2022	**	1,325,867
	Notes Receivable from Participants			<u>1,325,867</u>
	Total Assets Held			<u>\$ 129,916,411</u>

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

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

SCHEDULE OF ASSETS (HELD AT END OF YEAR)

Motorists Insurance Group 401(k) Plan
01-JAN-18 to 31-DEC-18

12-JAN-19 17:22:20

INVESTMENT OPTION	MATURITY DATE	INTEREST RATE	COST OF ASSETS	CURRENT VALUE
1VTINX			2,007,243.92	1,893,487.43
1VTXVX			3,461,346.90	3,151,903.42
1VTWNX			10,985,563.22	10,022,766.10
1VTTVX			8,709,435.18	8,045,459.15
1VTHRX			11,551,201.58	10,545,535.33
1VTTHX			5,783,070.88	5,261,977.45
1VFORX			7,490,263.17	6,757,982.56
1VTIVX			4,172,180.88	3,749,061.56
1VFIFX			5,064,190.10	4,545,099.84
1VFFVX			1,158,229.34	1,042,127.16
1VLXVX			4,758.33	4,407.51
1VTTSX			242,563.12	218,216.28
1HAOYX			11,345,180.55	8,941,770.34
1VTIAX			1,889,176.39	1,673,569.80
1CSEIX			437,630.29	421,323.42
1BCSSX			3,498,141.00	3,133,364.30
1HASCX			2,684,962.00	2,057,582.87
1NDVTX			2,107,178.70	1,740,051.50
1HAGIX			5,381,279.89	4,681,017.62
1TRMCX			6,880,130.58	5,620,439.07
1VIEIX			9,864,010.94	8,735,787.28
1FD-OTC			7,148,032.40	6,378,871.08
1JUSRX			6,270,194.51	5,181,074.02
1MEIHX			10,188,122.86	8,817,791.62
1TR-BCG			26,368,833.84	25,521,856.72
1VFIAx			13,367,625.93	13,804,207.73
1JHBSX			11,469,051.73	11,059,908.58
1VBTIX			6,912,313.70	6,768,879.67
1NYLA35			154,090.88	154,090.88
1BRKPSV			14,058,890.77	14,336,431.83
1SDBSCH			2,478,764.21	2,478,764.21
1SDBSCR			162,399.52	162,399.52
			203,296,057.31	186,907,205.85
PARTICIPANT LOANS	VARIOUS	3.250-9.670	3,277,795.95	3,278,278.14
FORFEITURES			500,040.56	509,928.65

SCHEDULE OF ASSETS (HELD AT END OF YEAR)

Motorists Insurance Group 401(k) Plan
01-JAN-18 to 31-DEC-18

12-JAN-19 17:22:20

INVESTMENT OPTION	MATURITY DATE	INTEREST RATE	COST OF ASSETS	CURRENT VALUE
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LEGEND

INVESTMENT OPTION:

1VTINX Vanguard Target Retirement Income Inv
 1VTWNX Vanguard Target Retirement 2020 Inv
 1VTHR3 Vanguard Target Retirement 2030 Inv
 1VFORX Vanguard Target Retirement 2040 Inv
 1VFIFX Vanguard Target Retirement 2050 Inv
 1VLXVX Vanguard Target Retirement 2065 Inv
 1HAOYX Hartford Intl Opportunities Y
 1CSEIX Cohen & Steers Real Estate Securities A
 1HASCX Harbor Small Cap Value Instl
 1HAGIX Carillon Eagle Mid Cap Growth I
 1VIEIX Vanguard Extended Market Idx Instl
 1JUSRX JPMorgan US Equity R5
 1TR-BCG T. Rowe Price Blue Chip Growth
 1JHBSX JHancock Bond R6
 1NYLA35 New York Life Ins Co Anchor Account IV
 1SDBSCH Schwab SDB

1VTXVX Vanguard Target Retirement 2015 Inv
 1VTVVX Vanguard Target Retirement 2025 Inv
 1VTTHX Vanguard Target Retirement 2035 Inv
 1VTIVX Vanguard Target Retirement 2045 Inv
 1VFFVX Vanguard Target Retirement 2055 Inv
 1VTTX Vanguard Target Retirement 2060 Inv
 1VTIAX Vanguard Total Intl Stock Index Admiral
 1BCSSX Brown Capital Mgmt Small Co Instl
 1NDVTX MFS New Discovery Value R3
 1TRMCX T. Rowe Price Mid-Cap Value
 1FD-OTC Fidelity OTC Portfolio
 1MEIHX MFS Value R3
 1VFIAX Vanguard 500 Index Fund - Admiral
 1VBTIX Vanguard Total Bond Market Index Inst
 1BRKPSV Pooled Stable Value
 1SDBSCR Schwab SDB Roth

COST OF ASSETS: The original cost of the assets in each investment option as of the last day of the plan year

CURRENT VALUE: The value of all assets in each investment option as of the last day of the plan year