#### THE HOME INSURANCE COMPANY IN LIQUIDATION

Financial Statements (Modified Cash Basis)

December 31, 2009 and December 31, 2008 (Unaudited)

#### The Home Insurance Company In Liquidation

#### Statement of Net Assets (Modified Cash Basis) (Unaudited)

	December 31, 2009	December 31, 2008
Assets		
Unrestricted bonds, short-term investments and cash at cost:		
Bonds (Note 2)	\$917,276,479	\$780,430,643
Short-term investments	9,509,750	49,738,716
Cash and cash equivalents	50,365,241	98,735,353
Total unrestricted bonds, short-term investments and		
cash at cost	977,151,470	928,904,712
Common stocks, marketable, at market value (Note 2)	229,120	277,937
Interest income due and accrued	8,572,125	7,060,880
Receivable from US International Reinsurance Company (Note 4)	32,417	23,088
Total unrestricted liquid assets	985,985,132	936,266,617
Unrestricted illiquid assets: ( Note 1)		
Surplus notes	: -	146,800
Common stocks	87,065	101,995
Limited partnership interests	1,688,725	2,014,731
Total unrestricted illiquid assets	1,775,790	2,263,526
Restricted liquid assets - cash (Note 5)	429,225	417,852
Total assets, excluding certain amounts	988,190,147	938,947,995
Liabilities		
Incurred but unpaid administrative expenses and		
investment expenses (Note 3)	4,863,942	5,080,004
Notices of Determination approved for Class I creditors (Note 8)	-	2,932,508
Claims checks payable (Note 1)	19,148	241,897
Total liablilties	4,883,090	8,254,409
Net assets, excluding certain amounts	\$983,307,057	\$930,693,586

#### The Home Insurance Company in Liquidation

# Statements of Receipts and Disbursements, and Changes in Cash, Bonds, Short-Term Investments and Cash Equivalents (Modified Cash Basis) (Unaudited)

	_	January 1, 2009 To December 31, 2009	_	January 1, 2008 To December 31, 2008
Cash and marketable securities received:				
Reinsurance collections - unrestricted	\$	53,578,957	\$	81,976,956
Net investment income		38,584,120		42,279,695
Salvage, subrogation and other claim recoveries		3,047,638		1,392,218
Agents' balances		1,733,335		3,052,546
Realized capital gains on sale of bonds (Note 1)		1,233,527		2,482,643
Receivable collected from USI Re		124,690		112,391
Miscellaneous income		103,914		1,281,961
Repatriation of funds - Canadian Branch		•		3,330,950
Proceeds from distribution by subsidiary (Note 1)				1,570,697
Return of special deposits		-		86,395
Deposits with outside claim adjusters		_		30
All other		136,739		18,371
Total cash receipts		98,542,920	•	137,584,853
Cash operating disbursements:				
Human resources costs (Note 3)		13,294,606		13,729,509
Consultant and outside service fees		2,890,835		3,145,835
Realized capital losses on sale of bonds (Note 1)		2,713,430		5,805,941
General office and rent expense		2,484,211		2,744,142
Losses and loss expenses paid (Note 1)		1,702,299		735,735
Legal and audit fees		848,739		1,183,683
Investment expenses		755,962		671,771
Computers and equipment cost		468,542		527,214
Administration costs		222,637		208,533
Capital contribution		10,000		25,000
All other		30,948	_	36,004
Total cash operating disbursements	-	25,422,209	_	28,813,367
Excess of receipts over operating disbursements		73,120,711	_	108,771,486
Distributions to state guaranty associations (Note 8)		21,930,072		33,805,882
Class I Distributions		2,932,508		
Excess of receipts over disbursements and distributions		48,258,131	•	74,965,604
Book and an advantable and advantabl		000 202 564		854,356,960
Beginning cash and marketable securities, at cost		929,322,564	œ-	929,322,564
Ending cash and marketable securities, at cost	<b>»</b> _	977,580,695	Φ_	323,322,304

#### The Home Insurance Company in Liquidation

#### Statement of Changes in Net Assets (Modified Cash Basis) (Unaudited)

	January 1, 2009 To December 31, 2009	January 1, 2008 To December 31, 2008
Net Assets, beginning of period	\$930,693,586	\$859,513,686
Excess of unrestricted and restricted receipts over disbursements and distributions	48,258,131	74,965,604
Other changes in net assets:	(48,817)	276,859
Fair value of marketable common stocks, liquid Surplus notes, illiquid (Note 1)	(146,800)	-
Common stock, illiquid (Note 1)	(14,930)	(1,643,256)
Limited partnership interests, illiquid	(326,006)	110,736
Interest income due and accrued	1,511,245	(444,666)
Due from USI Reinsurance	9,329	(2,968)
Incurred but unpaid administrative and investment expenses (Note 3)	216,062	989,252
Notices of Determination approved for	0 000 500	(0.054.000)
Class I creditors (Note 8)	2,932,508	(2,851,898)
Claims checks payable	222,749	(219,763) \$930,693,586
Net Assets, end of period	\$983,307,057	φ <del>330,033,360</del>

#### Notes to Financial Statements

December 31, 2009

#### 1) Basis of Accounting

These financial statements are prepared using the modified cash basis of accounting which differs from accounting principles generally accepted in the United States. Only those assets that are within the possession of the Liquidator and other known amounts for which ultimate realization is expected to occur, primarily investments and cash, and certain receivables, are recorded. Liabilities that have been acknowledged by the Liquidator are prioritized into creditor classes in accordance with the New Hampshire Statute establishing creditor classes in insurer insolvencies, RSA 402-C:44. Only incurred but unpaid Class I (Administration Costs) liabilities, which are in a creditor class superior to all other classes, are presented in these financial statements.

These financial statements do not record the amounts of certain assets such as outstanding receivables, reinsurance recoverables, securities on deposit with various states, early access distributions, funds held and claims against others, and certain liabilities, including insurance claims, as such amounts have not been settled and agreed to with third parties.

The amount shown for losses and loss expenses paid primarily represents (1) loss expenses accorded administrative expense priority by the rehabilitation order and liquidation order, and (2) expenses relating to obtaining claim recoveries. Checks issued for such losses and loss expenses that are not cashed are reflected as liabilities.

Unrestricted illiquid assets represent investments in common stock and limited partnership interests which are not liquid since these are not publicly traded. In December 2008, Home received a \$1.6 million distribution from the ongoing voluntary dissolution of a subsidiary classified as unrestricted illiquid common stock. The carrying value was also decreased by \$1.6 million as a result of the distribution. In September 2009, Home received approximately \$215,000 as full payment for a surplus note with a carrying value of approximately \$147,000.

Realized capital gains and losses on sale of bonds are calculated based on original cost of the bonds. Proceeds received above or below cost on maturity of bonds are included as part of net investment income.

This statement does not include any assets of Home's branches outside of the United States. In December 2008, the Canadian Provisional Liquidator of Home's Canada Branch repatriated approximately \$3.3 million U.S. dollars to the Liquidator.

Notes to Financial Statements (continued)

#### 2) Marketable Securities

The carrying values and estimated fair values of marketable bonds and common stock by major category are summarized as follows:

	D	ecember 31, 20	009	
	Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Marketable Bonds:				
U.S. Treasury notes	\$ 91,451,099	\$ 3,185,069	\$ (8,594) \$	94,627,574
Government agencies	127,608,960	1,911,690	-	129,520,650
Corporate	492,442,784	15,213,334	(3,483,193)	504,172,925
Mortgage Backed	147,241,676	5,207,287	(519,159)	151,929,804
Asset Backed	58,531,960	2,627,139	(224,414)	60,934,685
Total Marketable Bonds	\$ 917,276,479	<u>\$ 28,144,519</u>	<u>\$ (4,235,360)</u> <u>\$</u>	941,185,638
Total Common Stock	\$ 1,907,248	\$ -	\$ (1,678,128)	\$ 229,120

The amortized cost of unrestricted marketable bonds is \$910,193,779. Based on such amortized cost, gross unrealized gains are \$32,586,300 and gross unrealized losses are \$1,594,441.

	<b>D</b> (	ecember 31, 20	08	
	Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Marketable Bonds:				
U.S. Treasury notes	\$ 101,230,702	\$ 6,855,262	\$ (88,342)	\$ 107,997,622
Government agencies	152,697,020	6,452,965	-	159,149,985
Corporate	285,741,224	2,269,299	(14,442,797)	273,567,726
Mortgage Backed	175,749,674	2,933,985	(4,859,025)	173,824,634
Asset Backed	65,012,023	<u> </u>	(4,277,210)	60,734,813
Total Marketable Bonds	<u>\$ 780,430,643</u>	<u>\$ 18,511,511</u>	\$(23,667,374)	<u>\$ 775,274,780</u>
Total Common Stock	\$ 1,907,248	\$ -	\$ (1,629,311)	\$ 277,937

The amortized cost of unrestricted marketable bonds is \$775,319,916. Based on such amortized cost, gross unrealized gains are \$19,383,654 and gross unrealized losses are \$19,428,790.

Notes to Financial Statements (continued)

#### 2) Marketable Securities (continued)

The carrying value and fair values of marketable bonds by contractual maturity are as follows:

	Unrestricted				
Marketable Bonds	Cost	Fair <u>Value</u>			
December 31, 2009					
One year or less Over one year through	\$ 74,679,591	\$ 74,187,819			
five years Over five years through	590,833,276	605,437,074			
twenty years	45,989,976	48,696,256			
Mortgage Backed	147,241,676	151,929,804			
Asset Backed	58,531,960	60,934,685			
Total	\$ 917,276,479	\$ 941,185,638			

	Unrestricted				
Marketable Bonds	Cost	Fair <u>Value</u>			
December 31, 2008					
One year or less Over one year through	\$ 29,390,073	\$ 28,916,647			
five years  Over five years through	446,697,558	447,648,127			
twenty years	63,581,315	64,150,559			
Mortgage Backed	175,749,674	173,824,634			
Asset Backed	65,012,023	60,734,813			
Total	<u>\$ 780,430,643</u>	<u>\$ 775,274,780</u>			

Notes to Financial Statements (continued)

#### 3) Incurred But Unpaid Administrative Expenses and Investment Expenses

Accrued administrative expenses incurred in the normal course of Home's liquidation, but unpaid as of December 31, 2009, are as follows:

Human resources costs	\$3,394,668
Consultant and outside service fees	807,579
Legal and auditing fees	191,230
General office and rent expense	173,724
Other administration costs	75,669
Computer and equipment costs	<u>20,235</u>
Total accrued administrative expenses	<u>\$4,663,105</u>
Accrued investment expenses	200,837
Total accrued expenses	<u>\$4,863,942</u>

The amount of accrued expenses at December 31, 2008 was \$5,080,004 and net assets for 2009 increased by \$216,062 due to the decrease in the accrual.

Substantially all full-time employees of Home are covered by various employee incentive plans, which were approved by Merrimack County Superior Court of the State of New Hampshire (the Court) on January 29, 2009. The costs of these plans are primarily payable in 2010, but are based on 2009 service and were being accrued over the service period in 2009. Accrued administrative expense includes \$3,394,668 of incentive plan costs.

#### 4) Receivable from US International Reinsurance Company (USI Re)

At December 31, 2009 and December 31, 2008, Home had amounts receivable of \$32,417 and \$23,088, respectively, from USI Re for administrative expenses incurred by Home on behalf of USI Re. Home was reimbursed \$124,690 and \$112,391 for such expenses in 2009 and 2008, respectively.

(Notes to Financial Statements (continued)

#### 5) Restricted Funds

The Liquidator has drawn down on letters of credit (LOC) upon receiving notices of cancellation or notices of non-renewal from the issuing bank. Such LOC draw downs relate to insurance losses not yet proven and/or settled and are recognized as restricted cash receipts. Restricted funds will be recognized as unrestricted reinsurance recoveries when such balances are proven and/or settled between the beneficial owner and the Liquidator. Restricted funds related to reinsurance recoveries total \$429,225 at the end of December 31, 2009.

#### 6) Securities on Deposit

Investments on deposit at the original cost with various states were \$1,838,354, \$1,815,931 and \$73,947,287 at December 31, 2009, December 31, 2008, and June 11, 2003, respectively. As described in Note 1, the Liquidator does not record the amount of these assets, as such amounts have not been settled and agreed to with the states.

Various states have withdrawn such deposits at par value of \$48,102,110, and market value as of December 31, 2009 of \$49,516,486, for use by the related state guaranty associations, and these amounts may be offset against future distributions to such guaranty associations.

#### 7) Early Access Distribution

On January 12, 2009, the Court approved a fifth early access distribution to insurance guaranty associations based on guaranty association payments through September 30, 2008. The Liquidator paid \$21,930,072 in March 2009 relating to this early access distribution. Early access payments through December 31, 2009 were \$187.6 million. The Liquidator may periodically make additional early access distributions in the future, subject to Court approval.

(Notes to Financial Statements (continued)

#### 7) Early Access Distribution (continued)

Early access distributions and related advances are not recorded as assets in the accompanying Statement of Net Assets although they represent payments in advance of distributions to other claimants. Early access distributions and related advances will ultimately be credited against amounts payable to Guaranty Associations to ensure pro rata distributions amongst members of the same class of creditor of Home. The following summary represents early access distributions and related advances that are not reflected in the Statement of Net Assets.

Early Access Distributions paid in cash	\$187,559,006
Assets withdrawn from special deposits held by states to pay Home claims (market value, see note 6)	49,516,486
Other deemed Early Access advances paid in cash	3,152,304
Total	<u>\$240,227,796</u>

#### 8) Allowed Claims

As of December 31, 2009, the Liquidator has allowed, and the Court has approved, \$17,622,716 of Class I claims, \$653,919,215 of Class II claims, \$83,619,526 of Class V claims and \$5,315 of Class VIII claims. Class I claims for Guaranty Association administrative costs of \$2,932,508 were paid on March 18, 2009. It is management's judgment that there will not be sufficient assets to make distributions on allowed claims below the Class II priority. Distributions on allowed claims will depend on the amount of assets available for distribution and the allowed claims in each successive priority class under New Hampshire RSA 402-C: 44.

#### US INTERNATIONAL REINSURANCE COMPANY IN LIQUIDATION

Financial Statements (Modified Cash Basis)

December 31, 2009 and December 31, 2008 (Unaudited)

#### **US International Reinsurance Company In Liquidation**

#### Statement of Net Assets (Modified Cash Basis) (Unaudited)

Assets		December 31, 2009	٠.	December 31, 2008
Unrestricted liquid bonds, short-term investments and cash at cost:				
Bonds, at cost (Note 3)	\$	1,540,653	\$	2,024,821
Short-term investments	•	2,509,290		2,065,503
Cash		1,075,019		1,087,982
Total unrestricted liquid bonds, short-term investments and				_ `
cash at cost		5,124,962		5,178,306
Interest income due and accrued		6,801		19,521
Total unrestricted liquid assets	~~~	5,131,763		5,197,827
<b>-</b>				
Restricted liquid assets:				343,487
Bonds, at cost (Note 3) Short-term investments		- 337,618		343,467
Total restricted liquid bonds and short-term investments		337,010		
at cost		337,618		343,487
				·
Interest income due and accrued		_		3,842
Total restricted liquid assets		337,618		347,329
Total assets, excluding certain amounts		5,469,381		5,545,156
Liabilities				
Incurred but unpaid administrative expenses (Note 6)		12,306		9,190
Payable to The Home Insurance Company in Liquidation (Note 2 & 5)		32,417		23,088
Net assets, excluding certain amounts	\$ <u></u>	5,424,658	\$	5,512,878

#### **US International Reinsurance Company In Liquidation**

# Statements of Receipts and Disbursements, and Changes in Cash, Bonds, Short-Term Investments and Cash Equivalents (Modified Cash Basis) (Unaudited)

Cash and marketable securities received:	January 1, 2009 To ecember 31, 2009	•	January 1, 2008 To December 31, 2008
Reinsurance collections	\$ 109,098	\$	13,928 208,818
Net investment income All other	34,854 912		200,610
Total cash and marketable securities received	 144,864	•	222,746
Cash operating disbursements:			
Consultant and outside service fees	59,621		66,716
Net payments to Home Insurance Company (Note 2)	124,690		112,391
All other	 19,766	_	8,023
Total cash operating disbursements	 204,077		187,130
(Deficiency) excess receipts over disbursements	 (59,213)		35,616
Beginning cash and marketable securities, at cost	 5,521,793		5,486,177
Ending cash and marketable securities, at cost	\$ 5,462,580	\$	5,521,793

#### **US International Reinsurance Company in Liquidation**

#### Statement of Changes in Net Assets (Modified Cash Basis) (Unaudited)

	January 1, 2009 To December 31, 2009	January 1, 2008 To December 31, 2008
Net Assets, beginning of period	\$5,512,878	\$5,454,924
(Deficiency) excess receipts over disbursements	(59,213)	35,616
Other changes in net assets: Interest income due and accrued Incurred but unpaid administrative expenses Payable to The Home Insurance Company in Liquidation	(16,562) (3,116) (9,329)	17,094 2,276 2,968
Net Assets, end of period	\$5,424,658	\$5,512,878

#### Notes to Financial Statements

December 31, 2009

#### 1) Basis of Accounting

These financial statements are prepared using the modified cash basis of accounting which differs from accounting principles generally accepted in the United States. Only those assets that are within the possession of the Liquidator and other known amounts for which ultimate realization is expected to occur, primarily investments and cash, and certain receivables, are recorded. Liabilities that have been acknowledged by the Liquidator are prioritized into creditor classes in accordance with the New Hampshire Statute establishing creditor classes in insurer insolvencies, RSA 402-C:44. Only incurred but unpaid Class I (Administration Costs) liabilities, which are in a creditor class superior to all other classes, are presented in these financial statements.

These financial statements do not record the amounts of certain assets such as outstanding receivables, reinsurance recoverables, securities on deposit with various states, funds held and claims against others, and certain liabilities, including insurance claims, as such amounts have not been settled and agreed to with third parties.

#### 2) Net Liabilities to Home Insurance Company

At December 31, 2009 and December 31, 2008, the Liquidator accrued liabilities of \$32,417 and \$23,088, respectively, to Home for USI Re's allocated share of various administrative expenses incurred. The amount paid to Home was \$124,690 and \$112,391 for such expenses in 2009 and 2008, respectively.

Notes to Financial Statements (continued)

#### 3) Marketable Securities

The carrying values and estimated fair values of marketable securities by major category are summarized as follows:

Unrestricted Marketable Bonds	Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value	
U.S. Treasury notes	\$ 1,540,653	<b>\$</b> -	\$ (13,767)	\$ 1,526,886	

	December 31, 2008							
Unrestricted Marketable Bonds		Cost	Unre	ross ealized ains	Un	Fross realized Fosses		Fair Value
U.S. Treasury notes	\$	2,024,821	\$	-	\$	(33,295)	\$	1,991,526
Restricted Marketable Bonds								
U.S. Treasury notes	\$	343,487	\$	-	\$	(3,375)	\$	340,112

#### Notes to Financial Statements (continued

#### 3) Marketable Securities (continued)

The carrying value and fair values of marketable bonds by contractual maturity are as follows:

	Unrestri	cted	Restricted			
Marketable Bonds	_Cost_	Fair <u>Value</u>	Cost	Fair <u>Value</u>		
December 31, 2009 One year or less	\$ 1,540,653 \$	1,526,886	<b>\$</b> -	<b>\$</b> -		
	Unrestri	Unrestricted		ricted		
Marketable Bonds	Cost	Fair <u>Value</u>	Cost	Fair <u>Value</u>		
December 31, 2008 One year or less	\$ 2,024,821 \$	1,991,526	\$ 343,487	\$ 340,112		

#### 4) Securities on Deposit

Investments on deposit with various states were \$502,451, \$490,759, and \$4,964,360 at December 31, 2009, December 31, 2008, and June 13, 2003, respectively. As described in Note 1, the Liquidator does not record the amount of these assets as such amounts have not been settled and agreed to with the states.

At December 31, 2009 and December 31, 2008, the Statement of Restricted and Unrestricted Net Assets reflect, for New Mexico, restricted short term investments of \$337,618 and bonds of \$343,487, respectively. These funds are held for the policyholders and creditors as such amounts have not been settled and agreed to with New Mexico.

#### 5) Incurred But Unpaid Administrative Expenses

USI Re incurred administrative expenses relating to outside service fees of \$32,417, in the normal course of liquidation, that were unpaid as of December 31, 2009.

Notes to Financial Statements (continued

#### 6) Allowed Claims

As of December 31, 2009, the Liquidator has allowed, and the Court has approved, \$6,925,298 of Class V claims. Distributions on allowed claims will depend on the amount of assets available for distribution and the allowed claims in each successive priority class under New Hampshire RSA 402-C: 44.

The Home Insurance Company in Liquidation US International Reinsurance Company in Liquidation G&A Expenses (Actual vs Budget)
December 31, 2009

	YTD			
	Actual	Budget	Variance	
General & Administrative Expense	2009	2009	2009	
Salary and Benefits	12,797,159	13,373,565	(576,406)	
Travel	73,575	129,158	(55,583)	
Rent	2,168,728	2,274,354	(105,626)	
Equipment	283,627	326,900	(43,273)	
Printing and Stationery	70,224	84,480	(14,256)	
Postage	39,343	47,644	(8,301)	
Telephone	220,349	364,200	(143,851)	
Disaster Recovery	0	10,000	(10,000)	
Outside Services, including Special Deputy	3,414,016	2,714,400	699,616	
Licensing Fees	(2,986)	1,000	(3,986)	
Legal and Auditing	801,530	1,186,500	(384,970)	
Bank Fees	173,895	153,000	20,895	
Corporate Insurance	112,029	116,505	(4,476)	
Miscellaneous Expenses	(41,370)	5,120	(46,490)	
Total US Expenses Incurred	20,110,117	20,786,826	(676,709)	
Miscellaneous Income	(68,607)	(200,000)	131,393	
Total US Incurred	20,041,510	20,586,826	(545,316)	

The Home Insurance Company in Liquidation
Portfolio Summary Report- Bonds and Short Term Investments

Conning Managed:	% of Av Fixed Income	4% Short Term 10% Government 18% Agency 47% Corporate 16% Mortgage Backed 0% Commercial Mortgage Backed 6% Asset Backed 100% Total	Other investments- Home Insurance 100% US Treasury Bills and Notes Total Home Insurance	Other investments- USI Re 100% US Treasury Bills and Notes Grand total (1)
	·	sacked .	lotes	otes
Securiti	Book Value	33,942 90,786 167,300 446,170 147,101 58,758 944,057	9,609	4,377
Securities Held as of December 31, 2009 (000's)	Market Value	33,942 94,528 170,316 463,378 151,930 - 60,935 975,029	9,639	4,379
cember 31, 2009	Unrealized Gain (Loss)	3,742 3,016 17,208 4,829 - 2,177 30,972	30	31,004
	Eff Mat (Years)	0.08 3.08 1.80 3.29 3.35 1.30 2.78	0.64	0.40
	Book Yield	0.08 3.23 3.06 4.27 5.14 - - 5.26 4.00	0.38	3.95
•	Average Credit Quality	Aaa Aaa Aaa A1 Aaa N/A Aa1 Aa2	Aaa Aa1	A Aaa
·	Earned Income 12/31/09	428 2,942 5,813 16,347 7,584 602 3,377 37,094	108	23

3

(1) Investment balances do not include cash amounts invested in sweep accounts of Citizens Bank and investments in common stocks and limited partnerships.(2) On an annualized basis, the total estimated income generated by the portfolio, calculated based on holdings as of December 31, 2009, would be \$ 36.9 million.

CUSIP	DESCRIPTION	CPN	MATURITY	QUANTITY	BOOK VALUE	MARKET VALUE
	52507.11 11017	<u> </u>	100 (10) (11)	Q 07 11 11 11 1		
3025Q1B10 313385SC1 313589SR5 313589SW	7 AMERICAN HONDA FINANCE D FPL FUELS INC IFED HOME LN DISCOUNT NOTE D FANNIE MAE DISCOUNT NOTE 4 FANNIE MAE DISCOUNT NOTE CITIZENSSELECT PRIME MMF TOTAL CASH EQUIVALENTS	0.030	01/22/2010 02/01/2010 01/22/2010 02/04/2010 02/09/2010 01/15/2010	5,000,000.00 5,000,000.00 7,500,000.00 7,500,000.00	4,999,591.65 4,999,354.15 4,999,883.35 7,499,504.18 7,499,431.28 3,944,729.04 33,942,493.65	4,999,591.65 4,999,354.15 4,999,883.35 7,499,504.18 7,499,431.28 3,944,729.04
	SHORT TERM (OVER 90 DAYS)	-				
912795U41	US TREASURY BILL		05/06/2010	9,543,000.00	9,530,739.89	9,539,373.66
	TOTAL SHORT TERM			9,543,000.00	9,530,739.89	9,539,373.66
	U S TREASURY					
	O TREADURI	-				
912810DV7	US TREASURY N/B	9.250	02/15/2016	74,000.00	78,328.15	99,674.30
*	US TREASURY N/B		08/15/2011	5,000,000.00	5,097,535.15	5,331,250.00
	US TREASURY N/B		08/15/2012	5,000,000.00	5,081,054.55	5,379,300.00
	US TREASURY N/B		05/31/2011	5,000,000.00	4,989,895.65	5,282,600.00
	US TREASURY N/B		11/30/2012	30,000,000.00 25,000,000.00	30,221,734.20	31,509,300.00 26,240,250.00
	US TREASURY N/B US TREASURY N/B		06/30/2013 08/31/2013	5,000,000.00	25,144,907.25 5,037,758.50	5,195,700.00
	US TREASURY N/B		09/30/2013	15,000,000.00	15,213,611.10	15,589,500.00
91202001010	03 INLAGORI MB	0.120	03/30/2013	15,000,000.00	10,210,011.10	10,000,000.00
	TOTAL U S TREASURY			90,074,000.00	90,864,824.55	94,627,574.30
	GOVERNMENT AGENCIES					
3133XHPH9	FEDERAL HOME LOAN BANK	4.875	11/18/2011	10,000,000.00	10,215,146.20	10,681,300.00
	FEDERAL HOME LOAN BANK		06/24/2011	10,000,000.00	9,983,735.60	10,331,300.00
	FEDERAL HOME LOAN BANK		10/18/2013	10,000,000.00	10,321,633.80	10,475,000.00
	FREDDIE MAC	4.875	11/15/2013	10,000,000.00	10,443,580.60	10,943,800.00
31359MHK2	FANNIE MAE	5.500	03/15/2011	10,000,000.00	10,257,307.80	10,568,800.00
31359MM26	FANNIE MAE	5.125	04/15/2011	10,000,000.00	10,237,550.20	10,562,500.00
31359MXJ7	FANNIE MAE		01/25/2010	35,000,000.00	34,999,953.45	35,076,650.00
	FREDDIE MAC		12/21/2012	10,000,000.00	10,174,512.30	10,634,400.00
	FANNIE MAE		12/11/2013	10,000,000.00	10,063,324.90	10,200,000.00
31398AWG3	FANNIE MAE	2.250	04/09/2012	10,000,000.00	10,019,573.00	10,046,900.00
	TOTAL GOVERNMENT AGENCIES			125,000,000.00	126,716,317.85	129,520,650.00
	TOTAL GOVERNMENT & AGENCIES			215,074,000.00	217,581,142.40	224,148,224.30
	CORPORATE					
00206RAF9	AT&T INC	4,950	01/15/2013	2,000,000.00	1,999,048.08	2,133,760.00
	ABBOTT LABORATORIES		11/30/2012	3,850,000.00	4,180,397.03	4,207,857.50
•	ALABAMA POWER CO		11/15/2013	3,000,000.00	3,205,756.44	3,287,370.00
013817AD3	ALCOA INC	6.500	06/01/2011	3,000,000.00	3,080,715.06	3,163,380.00
	AMERICAN EXPRESS		07/15/2013	3,000,000.00	3,007,726.53	3,130,140.00
	AMERICAN EXPR CENTURION		11/26/2010	4,250,000.00	4,249,191.65	4,396,965.00
	AMERIPRISE FINANCIAL INC		11/15/2010	3,000,000.00	2,995,545.27	3,099,690.00
031162AJ9	AMGEN INC	4.850	11/18/2014	7,000,000.00	6,776,252.94	7,536,060.00

CUSIP	DESCRIPTION	CPN MATURITY	QUANTITY	BOOK VALUE	MARKET VALUE
035229CH4	ANHEUSER-BUSCH COS INC	6.000 04/15/2011	5,000,000.00	5,102,590.62	5,272,450.00
	APACHE CORP	6.250 04/15/2012	3,000,000.00	3,101,973.39	3,270,840.00
	ASTRAZENECA PLC	5.400 09/15/2012	6,000,000.00	6,478,175.04	6,554,100.00
055451AD0	BHP BILLITON FIN USA LTD	5.125 03/29/2012	2,000,000.00	2,097,403.30	2,128,800.00
055451AG3	BHP BILLITON FIN USA LTD	5.500 04/01/2014	2,500,000.00	2,492,811.88	2,742,075.00
055451AH1	BHP BILLITON FIN USA LTD	6.500 04/01/2019	2,500,000.00	2,492,465.85	2,867,650.00
05565QBG2	BP CAPITAL MARKETS PLC	3.125 03/10/2012	4,000,000.00	3,999,822.56	4,120,200.00
05565QBL1	BP CAPITAL MARKETS PLC	3.625 05/08/2014	2,875,000.00	2,856,122.29	2,941,153.75
057224AX5	BAKER HUGHES INC	6.500 11/15/2013	3,000,000.00	3,264,834.66	3,386,310.00
06406HBE8	BANK OF NEW YORK MELLON	4.950 11/01/2012	4,000,000.00	3,980,837.72	4,307,920.00
	BARCLAYS BANK PLC	2.700 03/05/2012	5,000,000.00	5,069,808.10	5,108,750.00
	BAXTER INTERNATIONAL INC	4.000 03/01/2014	7,000,000.00	7,305,370.94	7,218,680.00
	BEAR STEARNS CO INC	5.700 11/15/2014	5,000,000.00	5,175,631.10	5,501,650.00
	BEAR STEARNS CO INC	5.850 07/19/2010	2,767,000.00	2,784,356.75	2,842,483.76
	BERKSHIRE HATHAWAY FIN	4.125 01/15/2010	3,000,000.00	2,999,954.90	3,002,910.00
	BOEING CAPITAL CORP	6.500 02/15/2012	4,000,000.00	4,223,326.76	4,374,720.00
	BOEING CO	3.500 02/15/2015	3,000,000.00	3,070,208.64	3,008,430.00
	CVS CORP	4.875 09/15/2014	3,000,000.00	3,017,147.19	3,178,230.00
	CAMPBELL SOUP COMPANY CAMPBELL SOUP CO	6.750 02/15/2011	3,000,000.00	3,069,109.26	3,191,940.00 2,541,075.00
	CANADIAN NATL RAILWAYS	3.375 08/15/2014 4.400 03/15/2013	2,500,000.00 5,150,000.00	2,498,802.13 5,263,304.94	5,368,823.50
	CATERPILLAR FIN SERV CRP	4.750 02/17/2015	4,000,000.00	3,863,567.40	4,198,840.00
	CATERPILLAR FIN SERV CRP	5.125 10/12/2011	2,000,000.00	1,996,374.22	2,122,780.00
	CATERPILLAR FIN SERV CRP	4.600 01/15/2014	1,000,000.00	1,068,748.58	1,053,230.00
	CHEVRON CORP	3.950 03/03/2014	7,000,000.00	7,318,858.09	7,308,140.00
	CISCO SYSTEMS INC	5.250 02/22/2011	4,000,000.00	3,997,331.28	4,197,320.00
	CISCO SYSTEMS INC	2.900 11/17/2014	3,000,000.00	3,047,566.14	2,994,540.00
17313YAG6	CITIGROUP FUNDING INC	2.125 07/12/2012	5,000,000.00	5,010,304.45	5,038,600.00
191216AL4	COCA-COLA CO/THE	3.625 03/15/2014	3,000,000.00	3,137,291.04	3,092,370.00
191219BV5	COCA-COLA ENTERPRISES	4.250 03/01/2015	3,570,000.00	3,744,550.62	3,749,999.40
	COMCAST CABLE COMMUNICAT	6.750 01/30/2011	3,000,000.00	2,985,309.24	3,166,110.00
	CONOCOPHILLIPS	4.600 01/15/2015	2,000,000.00	2,129,037.20	2,123,980.00
	CONOCO FUNDING CO	6.350 10/15/2011	5,000,000.00	5,132,957.78	5,439,800.00
	COSTCO WHOLESALE CORP	5.300 03/15/2012	5,000,000.00	5,065,685.85	5,393,800.00
	CREDIT SUISSE FB USA INC	6.500 01/15/2012	5,000,000.00	5,155,265.43	5,440,950.00 6,970,795.00
	JOHN DEERE CAPITAL CORP	4.950 12/17/2012	6,500,000.00	6,495,919.63	3,693,445.00
24702RAD3		4.700 04/15/2013 3.375 06/15/2012	3,500,000.00 2,040,000.00	3,556,863.70 2,087,352.54	2,109,604.80
24702RAH4	DIAGEO CAPITAL PLC	5.200 01/30/2013	5,000,000.00	5,129,680.80	5,352,750.00
	WALT DISNEY COMPANY	4.500 12/15/2013	7,000,000.00	7,059,380.84	7,435,750.00
	DUKE ENERGY CAROLINAS	5.750 11/15/2013	4,000,000.00	4,223,943.88	4,375,960.00
	EOG RESOURCES INC	6.125 10/01/2013	6,065,000.00	6,534,405.50	6,697,518.85
	EATON CORP	4.900 05/15/2013	7,000,000.00	7,004,946.62	7,407,190.00
	EMERSON ELECTRIC	4.750 10/15/2015	3,000,000.00	2,919,549.48	3,227,820.00
	FIRST UNION NATL BANK	7.875 02/15/2010	3,000,000.00	3,013,208.49	3,020,280.00
	FLORIDA POWER & LIGHT	4.850 02/01/2013	2,000,000.00	2,022,574.46	2,117,140.00
341099BZ1	FLORIDA POWER CORP	6.650 07/15/2011	2,000,000.00	2,075,268.32	2,143,780.00
	FRANCE TELECOM	4.375 07/08/2014	3,675,000.00	3,892,915.45	3,840,228.00
36186CBF9	GMAC INC	2.200 12/19/2012	5,000,000.00	5,002,643.20	5,030,650.00
	GENENTECH INC	4.750 07/15/2015	3,000,000.00	2,909,666.70	3,210,810.00
	GENERAL DYNAMICS CORP	5.375 08/15/2015	3,000,000.00	3,003,733.83	3,286,890.00
	GENERAL DYNAMICS CORP	5.250 02/01/2014	4,000,000.00	4,387,942.54	4,351,880.00
	GENERAL ELEC CAP CORP	4.875 03/04/2015	5,000,000.00	4,887,275.85	5,194,000.00 5,389,550.00
	GENERAL ELEC CAP CORP	6.000 06/15/2012	5,000,000.00 4,000,000.00	5,098,808.85 4,054,339,76	4,312,480.00
	GEORGIA POWER COMPANY GLAXOSMITHKLINE CAP INC	5.125 11/15/2012 4.375 04/15/2014	5,000,000.00	4,054,339.76 4,958,968.85	5,245,000.00
	GLAXOSMITHKLINE CAP INC	4.850 05/15/2013	2,169,000.00	2,325,495.32	2,328,313.05
	HARLEY-DAVIDSON FUNDING	5.250 12/15/2012	7,000,000.00	6,995,077.60	7,155,540.00
	HERSHEY CO	6.950 08/15/2012	2,000,000.00	2,088,119.20	2,229,280.00
428236AQ6	HEWLETT-PACKARD CO	4.500 03/01/2013	5,000,000.00	5,002,673.45	5,300,800.00

CUSIP	DESCRIPTION	CDI	N MATURIT	Y QUANTITY	BOOK VALUE	MARKET VALUE
	HEWLETT-PACKARD CO					2,040,920.00
	2 HONEYWELL INTERNATIONAL		0 08/15/201 0 03/01/201			3,036,090.00
	HONEYWELL INTERNATIONAL		5 02/15/201			4,167,280.00
	HSBC FINANCE CORP		5 11/27/201			2,178,060.00
	B IBM CORP		0 11/29/201		• • • •	3,223,020.00
	KEYSPAN GAS EAST		5 02/01/201			2,009,640.00
	6 KEYSPAN CORP		5 11/15/201			3,163,470.00
532457BE7	' ELI LILLY & CO	4.20	0 03/06/201	4 4,000,000.00	3,998,470.32	4,195,880.00
539473AA6	LLOYDS TSB BANK PLC	2.30	04/01/201	1 5,000,000.00	5,052,530.55	5,068,650.00
548661CH	B LOWES COMPANIES INC	5.000	0 10/15/201	5 4,000,000.00	4,033,814.78	4,331,560.00
55607EAD	MACQUARIE BANK LTD	2.600	01/20/201	2 5,000,000.00	5,060,650.75	5,105,250.00
585055AP1	MEDTRONIC INC	4.500	03/15/201	4 7,000,000.00	7,282,333.59	7,413,280.00
585515AD1	MELLON FUNDING CORP	5.000	12/01/2014	4 3,000,000.00	3,047,118.81	3,196,020.00
	MORGAN STANLEY	4.200	11/20/201	4 5,000,000.00	5,046,977.20	5,003,500.00
	NYSE EURONEXT		0 06/28/201		6,988,234.33	7,343,910.00
	NATIONAL RURAL UTILITIES		03/01/201		6,878,268.53	7,434,490.00
	NOVARTIS CAPITAL CORP		5 02/10/2014	• •	2,100,873.98	2,102,360.00
	5 NSTAR ELECTRIC CO		5 10/15/2013		5,045,477.35	5,339,150.00
	NUCOR CORP		5 10/01/201:		5,543,069.14	5,899,367.25
	OCCIDENTAL PETROLEUM		01/15/2012		7,540,114.89	7,659,050.00
	ORACLE CORP		07/08/2014		7,246,208.75	7,205,129.23
	PACCAR INC		02/15/2012	•	4,296,650.00	4,659,910.00
	PACIFICORP		11/15/201		3,127,118.43	3,284,280.00
	PEPSICO INC		02/15/2013		6,998,993.19	7,477,190.00
	PFIZER INC		02/15/2014		2,336,765.29	2,331,846.00
	PFIZER INC		03/15/2012		4,795,003.34	5,076,720.00
	PITNEY BOWES INC		03/15/2015		1,954,035.18	2,095,420.00
	3 PITNEY BOWES INC PRAXAIR INC		08/15/2014		2,990,563.02	3,142,800.00
			04/01/2012		2,093,647.06	2,197,720.00
	PROCTER & GAMBLE CO		12/15/2015		2,931,514.77	3,268,920.00
	PROCTER & GAMBLE CO/THE PUBLIC SERV CO OF COLO		) 09/01/2015 ; 10/01/2012		4,105,347.88 2,161,739.76	4,033,600.00 2,294,800.00
	PUBLIC SERVICE COLORADO		04/01/2014	· ·	2,094,515.24	2,171,440.00
	ROYAL BK OF SCOTLAND PLC		12/09/2011		5,108,095.55	5,121,900.00
78387GAS2			11/15/2010		4,996,809.75	5,197,700.00
	SLM CORP		10/01/2013		2,973,577.68	2,759,820.00
	SHELL INTERNATIONAL FIN		03/21/2014		7,998,132.40	8,348,240.00
	SUNTRUST BANK		11/16/2011		5,139,249.35	5,159,250.00
	TEXTRON FINANCIAL CORP		02/03/2011		2,989,647.30	3,028,470.00
	TRANS-CANADA PIPELINES		05/15/2012		2,172,853.22	2,269,620.00
	TRANS-CANADA PIPELINES		06/15/2013		3,609,339.23	3,841,687.50
	UNILEVER CAPITAL CORP		02/15/2014		4,080,765.76	4,119,560.00
911312AG1	UNITED PARCEL SERVICE	4.500	01/15/2013		7,110,608.75	7,442,400.00
	US BANCORP	4,200	05/15/2014		4,599,272.14	4,774,984.00
	UNITED TECHNOLOGIES CORP		05/15/2012		3,169,641.93	3,280,620.00
	UNITED TECHNOLOGIES CORP		05/01/2010		3,998,983.46	4,058,040.00
92343VAN4	VERIZON COMMUNICATIONS	5.250	04/15/2013	2,000,000.00	2,137,440.72	2,155,940.00
92344GAL0	VERIZON COMMUNICATIONS	7.250	12/01/2010		5,071,733.15	5,283,900.00
92857WAF7	VODAFONE GROUP PLC	5.000	12/16/2013	3,000,000.00	2,985,343.74	3,176,520.00
931142BV4	WAL-MART STORES	4.125	02/15/2011	3,000,000.00	3,004,983.03	3,107,550.00
931142BY8	WAL-MART STORES INC		07/01/2015		4,063,905.45	3,998,662.50
•	WELLS FARGO & COMPANY		09/01/2012		1,998,282.12	2,102,860.00
9612EMAA7	WESTPAC BANKING CORP	3.250	12/16/2011	5,000,000.00	5,139,992.30	5,162,150.00
	TOTAL CORPORATE			477,769,000.00	486,753,583.33	504,172,924.09
	MORTGAGE BACKED					
31281 UDER	FHLMC POOL A68202	6 000	11/01/2037	1,851,297.67	1,887,675.91	1,966,429.87
•	FHLMC POOL A68234		11/01/2037		6,125,709.83	6,463,862.92
JIZOLUEFO	I I ILWO I OOL MODER	0.000		0,000,717.20	0, 120,100.00	Q, .QQ,QQQL

CUSIP	DESCRIPTION	CDN	I MATURITY	( QUANTITY	BOOK VALUE	MARKET VALUE
	2 FHLMC POOL G08003		07/01/2034		3,219,374.89	3,363,086.59
	2 FILMO FOOL G08003		07/01/2039		14,719,052.24	14,939,028.22
	FHLMC POOL C01848		06/01/2034		3,841,647.20	3,979,701.52
	9 FHLMC POOL A2-6378		09/01/2034		2,691,785.52	2,795,098.98
	FHLMC POOL A2-9699		01/01/2035		2,779,966.46	2,855,192.99
	3 FHLMC POOL C90859		10/01/2024		4,249,591.57	4,394,142.47
	7 FNMA POOL 257592		03/01/2039		11,111,655.86	11,288,095.67
	5 FNMA POOL 357539		04/01/2034		4,002,391.68	4,210,983.56
	9 FHRR R001 AE		04/15/2015		4,921,240.95	5,078,065.16
	FNBR 2006-B2 AB		05/25/2014		3,064,976.88	3,165,190.90
31396NPF	7 FHRR R007 AC	5.875	05/15/2016		4,181,969.37	4,291,353.24
31396V2P2	2 FNBR 2007-B2 AB	5.500	12/25/2020	6,076,579.20	6,079,512.36	6,429,112.55
31397G7M	6 FHRR R011 AB	5.500	12/15/2020	5,726,080.10	5,765,016.18	6,015,575.82
31407K5D7	7 FNMA POOL 833444	6.000	09/01/2035	2,414,467.80	2,459,356.45	2,569,138.61
31413FGK	2 FNMA POOL 944002	6.000	08/01/2037	7,549,764.65	7,504,471.27	8,008,639.35
31415Q4B9	FNMA POOL 986518	5.000	06/01/2038	12,538,497.86	12,660,934.66	12,881,300.39
36202D5C1	I GNMA 2M POOL 3543	5.000	04/20/2034	4,194,270.50	4,188,836.57	4,338,175.92
36202EAK	5 GNMA 2M POOL 3610	5.500	09/20/2034	3,754,113.60	3,825,880.16	3,952,856.37
36202EUT4	4 GNMA 2M POOL 4194	5.500	07/20/2038	11,433,260.70	11,454,024.64	12,000,007.43
36202EUU	1 GNMA 2M POOL 4195	6.000	07/20/2038	9,260,041.35	9,434,038.27	9,816,755.04
36202EVN6	6 GNMA 2M POOL 4221	5.500	08/20/2038	7,496,225.60	7,439,904.58	7,867,813.50
36202EVP	I GNMA 2M POOL 4222	6.000	08/20/2038	6,013,742.90	6,083,103.37	6,375,289.12
466247TW	3 JPMMT 2005-A6 3A2	5.207	09/25/2035	3,416,612.52	3,408,768.05	2,884,908.00
	TOTAL MORTGAGE BACKED			145,969,833.42	147,100,884.92	151,929,804.19
	ASSET BACKED	-				
048312AF9	ACETF 2003-1 A2	4.460	10/20/2016	3,269,923.58	3,215,507.47	3,454,579.11
14041NCU	3 COMET 2006-A6 A6	5.300	02/18/2014	5,000,000.00	4,995,682.10	5,247,226.00
14041NDA6	3 COMET 2006-A10 A10	5.150	06/16/2014	3,000,000.00	2,987,510.37	3,168,042.60
161571AQ7	' CHAIT 2005-A7 A7	4.550	03/15/2013	5,000,000.00	4,978,316.70	5,182,162.00
161571AW	4 CHAIT 2005-A10 A10		12/17/2012		4,971,479.25	5,153,150.50
17305ECU7	CCCIT 2005-A7 A7	4.750	10/22/2012	7,500,000.00	7,477,606.05	7,727,763.00
	CCCIT 2006-A4 A4		05/10/2013		5,000,000.00	5,262,532.00
	DUNKN 2006-1 A2		06/20/2031	5,000,000.00	5,002,016.85	4,820,750.00
	JDOT 2007-A A4		04/15/2014		4,736,913.54	4,866,367.63
	MBNAS 2005-A6 A6		01/15/2013		4,973,568.50	5,101,215.00
	PERF 2005-1 A5		12/25/2014		3,250,000.00	3,440,431.80
	PEGTF 2001-1 A6		06/15/2015		4,145,468.16	4,435,590.00
	PECO 2001-A A1		12/31/2010		3,024,099.09	3,074,875.50
	TOTAL ASSET BACKED			58,761,187.28	58,758,168.08	60,934,685.14
	, e , car reem i arreitad			30,7 0 1,107.20	20,700,100.00	20,500,1000.17
	TOTAL MARKETABLE SECURITIES			907,117,020.70	919,724,518.61	950,725,011.38
	TOTAL MARKETABLE AND C/E			941,061,749.74	953,667,012.26	984,667,505.03
	COMMON					
		•				
22282E102	COVANTA HOLDING CORPORATION			12,639.00	279,195.51	228,639.51
34958N100	EXPLORATION DRILLING INTL			1,926.00	1,627,706.00	134.63
	RIMCO ROYALTY MANAGEMENT, INC			346,302.00	346.30	346.30
	TOTAL COMMON			360,867.00	1,907,247.81	229,120.44
	TOTAL MARKETABLE, C/E AND COMMO	ON		941,422,616.74	955,574,260.07	984,896,625.47

CUSIP	DESCRIPTION	CPN MATURITY	QUANTITY	BOOK VALUE	MARKET VALUE
	EQUITY SECURITIES				
178789103	UNITED MERCHANTS & MFR - WTS NEW CASTLE HOLDINGS		214,166.00 53,542.00 251,325.00 12,000.00 2,000.00	25,800.00 0.00 0.00 368,865.00 35,000,000.00	0.00 0.00 87,064.91 0.00 0.00
	COMMON STOCKS	_	533,033.00	35,394,665.00	87,064.91
	RIMCO ROYALTY PARTNERS, L.P.	_	346,302.00	3,199,497.00	1,688,725.00
	LIMITED PARTNERS		346,302.00	3,199,497.00	1,688,725.00
	TOTAL EQUITY SECURITIES	<u>-</u>	879,335.00	38,594,162.00	1,775,789.91
	TOTAL	. <del>-</del>	942,301,951.74	994,168,422.07	986,672,415.38