

**THE STATE OF NEW HAMPSHIRE**

**MERRIMACK, SS**

**SUPERIOR COURT**

**Docket No. 03-E-0106**

**In the Matter of the Liquidation of  
The Home Insurance Company**

**LIQUIDATOR'S FIFTY-SECOND REPORT**

I, Roger A. Sevigny, Insurance Commissioner for the State of New Hampshire, as Liquidator ("Liquidator") of The Home Insurance Company ("Home"), hereby submit this Fifty-Second Report on the liquidation of Home, as of March 14, 2014, in accordance with RSA 402-C:25 and the Order Concerning Liquidator's Reports issued January 19, 2005.

1. Proofs of claim. The claim filing deadline in the Home liquidation was June 13, 2004. The Liquidator received 14 new proofs of claim for Home between the last Liquidator's report and March 1, 2014. As reflected in the chart set forth below, the proofs of claim submitted now total 20,611. The proof of claim count includes as a single proof of claim (a) multiple proofs received from a claimant that appear to assert the same claim, and (b) claims filed on behalf of mass tort claimants against a single insured. It is difficult to summarize the proofs of claim in advance of the claim determination process because (a) those proofs of claim that quantify the claim may be overstated or understated, (b) most proofs of claim do not quantify the amount claimed, and (c) an individual proof of claim may involve many different claims and claimants.

2. Claim determinations and reports. The process of determining proofs of claim continues. Since the last Liquidator's report, the Liquidator has issued partial or final notices of determination addressing 252 proofs of claim for Home pursuant to the Restated and Revised

Order Establishing Procedures Regarding Claims entered January 19, 2005 (“Claims Procedures Order”). As of March 1, 2014, the Liquidator has issued 19,434 determinations totaling approximately \$2.1 billion, of which 18,860 determinations involving a total amount of approximately \$ 2.1 billion have been approved by the Court. The 19,434 determinations are comprised of 16,713 final and 2,721 partial determinations. Partial determinations address proofs of claim shown to include a verified paid loss along with a remaining potential or claimed unliquidated exposure.

The Liquidator continues to file reports of claims and recommendations when a sufficient number of claim determinations have passed the 60-day period for objections under RSA 402-C:41, I. Since the last Liquidator’s report, the Liquidator has submitted two reports of claims and recommendations to the Court reflecting a total of approximately \$28.5 million in determinations. The Liquidator also submitted a motion for approval of a settlement agreement with the Arizona Property & Casualty Insurance Guaranty Fund, which was approved on January 29, 2014.

3. Late-filed claims. The Order of Liquidation established June 13, 2004 as the deadline for filing claims in Home’s liquidation proceeding. Pursuant to the New Hampshire Insurers Rehabilitation and Liquidation Act (“Act”), claims filed after the claim filing deadline are allowed to participate in past or future distributions from the estate provided that the late filing of the claim is “excused”. RSA 402-C:37, II. The Act provides a non-exclusive list of five examples of “good cause” for a late filing to be excused, including that the claim was filed within 30 days after the claimant learned of the existence of a claim. RSA 402-C:37, II(a)-(e). “Unexcused” late filed claims are not permitted to receive the first distribution of the estate, but

may receive subsequent distributions. RSA 402-C:37, III. (In both cases, payment is permitted only if it will not prejudice the orderly administration of the liquidation. RSA 402-C:37, II, III.)

All proofs of claim received by the Liquidator are reviewed to determine whether the claim is timely filed or, if late, whether the late filing of the claim is to be “excused”. Claimants with late filed claims which are found to be “unexcused” are informed of that determination and that they will not receive the first distribution in the Liquidator’s notice of claim determination.

4. Requests for review and objections. A notice of determination is sent to a claimant when the Liquidator determines a claim. Each notice of determination includes instructions on how to dispute the determination under New Hampshire statutes and the Claim Procedures Order. Since inception 805 claimants have filed requests for review; 492 of these have been sent notices of redetermination or have withdrawn the request for review. Included among the requests for review are two requests filed by guaranty funds concerning the priority of certain claim expenses and defense costs plus 14 requests for review filed by guaranty funds concerning the priority of certain unallocated loss adjustment expenses. Claimants have filed 55 objections with the Court to commence disputed claim proceedings. As of March 1, 2014, there are three disputed claim proceedings pending before the Referee or Court, including one (2005-HICIL-4) that has been stayed. The disputed claims procedures order provides for review of the Referee’s reports by motion to recommit. One claim-related order is on appeal to the New Hampshire Supreme Court, but the claimant Arizona Fund will withdraw that appeal in light of the Court’s January 29, 2014 order approving the settlement with that claimant.

5. Financial reports. The unaudited December 31, 2013 financial statements for Home are attached as Exhibit A to this report. The December 31, 2013 Home statements reflect \$1,191,243,074 in assets under the Liquidator’s direct control at December 31, 2013, and

\$81,022,342 in reinsurance collections, net investment income, and other receipts and \$20,053,376 in operating disbursements from January 1 through December 31, 2013.

6. 2013 Budget. A comparison of the actual and budgeted general and administrative expenses of the Home liquidation, on an incurred basis, through December 31, 2013 is attached as Exhibit B. As of December 31, 2013, actual expenses were below budget by approximately \$706,000 or 3.8%, with favorable variances in most categories. Below is a comparison of the annual budgeted and actual operating expenses (in millions) beginning January 1, 2004:

Year	Budget	Actual
2004	\$33.8	\$26.9
2005	\$26.8	\$26.2
2006	\$25.6	\$23.5
2007	\$22.8	\$21.5
2008	\$21.4	\$20.6
2009	\$20.6	\$20.0
2010	\$19.9	\$20.3
2011	\$18.9	\$18.2
2012	\$18.6	\$18.2
2013	\$18.4	\$17.7
2014	\$17.6	

The Liquidator filed a copy of the 2013 Expected Actual Expense Budget together with the 2013 and 2014 Budget on November 12, 2013 as Exhibit 8 to the Liquidator's Filing Regarding Status Report.

7. Investment update. A summary of Home's holdings of bonds and short-term investments as of December 31, 2013 is attached as Exhibit C, and a report listing the individual holdings of Home as of that date is attached as Exhibit D (the groupings on Exhibit C differ from those on Exhibit D). The book value of Home's bonds and short-term investments managed by Conning Asset Management ("Conning") at December 31, 2013, was approximately

\$1.152 billion compared to their market value of \$1.160 billion. This represented an unrealized gain of approximately \$8.0 million. Short-term holdings in the Conning-managed portfolio at December 31, 2013 were \$29 million at market value. The portfolio is expected to generate approximately \$32 million of cash from net investment income in 2014, as continuing reductions in yields on reinvested assets are expected to have an impact on future investment income.

The average credit rating for the Conning-managed portfolio holdings is Aa3 by Moody's and A+ by S&P. The Liquidator continues to maintain, outside of Conning's control, investments in US Treasury bills and notes. As of December 31, 2013, such investments for Home had a market value of approximately \$9.6 million. These assets, along with sweep bank accounts, will be used to fund operating requirements.

As of March 13, 2014, the Conning-managed portfolio had an unrealized gain (market value above book value) of \$15 million as a decrease in interest rates caused an increase in the gain from December 31, 2013. As of March 13, 2014, the Liquidator and Conning believe that all securities in the portfolio will pay full amounts of principal in spite of fluctuating market values.

Market values of the portfolio can fluctuate widely as credit spreads change and as indicators of a recession coincide with the inflationary effects of large new issuances of government debt. Additional pressures on market values may result from the European sovereign debt crisis and fears about its impact on the international banking system, and uncertainties about the continuation and magnitude of the Federal Reserve's low interest rate policies. Market value sensitivities analysis performed by Conning indicated that market values could potentially fluctuate \$34 million downwards and \$26 million upwards if interest rates increased or decreased 100 basis points, respectively, based on the portfolio values as of

December 31, 2013. Consistent with the investment guidelines, the Liquidator and Conning continue to focus on (a) preservation of capital on investments, (b) maintaining a high quality portfolio, and (c) consistent with objectives (a) and (b), maximizing current income.

8. Early access distributions to guaranty funds. As described in the Liquidator's previous reports, the Liquidator has made early access distributions to guaranty funds in almost all years from 2005 through 2013. The Liquidator makes a distribution only after obtaining approval from the Court and the required "claw back" agreements with the guaranty funds requiring the return of any amounts advanced that are necessary to pay creditors whose claims fall in the same or a higher priority class. See RSA 402-C:29, III. The Court issued an order approving a ninth early access distribution on February 26, 2013. The cash payments from the Home liquidation to guaranty funds for these nine early access distributions totaled \$232 million after claw backs. Early access distributions are generally subject to deductions for deposits, deductible reimbursements, recoveries from guaranty fund statutory net worth insureds, Second Injury Fund reimbursements, Class I and Class V claim expenses, questioned claim items and to an early access distribution cap. They are also subject to the "claw back" agreements with the guaranty funds.

The Liquidator has made early access distributions to guaranty funds in almost all years from 2005 through 2013. However, in connection with the analysis performed in anticipation of the ninth early access distribution, 38 guaranty funds were found to have exceeded the established 40% distribution cap based on guaranty fund paid loss and expense and case reserves. Given the large number of guaranty funds affected by the cap and in light of the decrease in guaranty fund claim volume over the last few years, the Liquidator has decided not to

seek the Court's approval for an early access distribution at this time. An analysis will be performed each year to assess when the next early access distribution is to be made.

9. Interim distribution and litigation with the United States. The Liquidator's principal goals in this liquidation have been to determine claims and collect assets for the ultimate purpose of distributing assets to the creditors of Home. While there are substantially more claims to determine and assets to collect, the Liquidator believes that it is reasonable to make an interim distribution of fifteen (15) percent on Class II claims that have been allowed by the Court. Accordingly, on February 10, 2012, the Liquidator filed a Motion for Approval of Interim Distribution to Claimants With Allowed Class II Claims (the "Interim Distribution Motion"). The Court granted the Interim Distribution Motion in an Order dated March 13, 2012. One paragraph of the Order regarding interim distributions to claimants with subsequently allowed Class II claims was amended on July 2, 2012.

Among other things, the interim distribution is subject to receipt of a waiver of federal priority claims from the United States in a form acceptable to the Liquidator. Under the Federal Priority Statute, 31 U.S.C. § 3713, claims of the United States are to be paid first in insolvency proceedings on pain of personal liability of the person responsible – in insurer liquidations, the liquidator. In light of the McCarran-Ferguson Act, policy-level claims afforded priority under state insurer liquidation statutes have priority over non-policy federal claims notwithstanding the Priority Statute. United States Dep't. of the Treasury v. Fabe, 508 U.S. 491, 493, 508-09 (1993); Ruthardt v. United States, 303 F.3d 375, 381-84 (1st Cir. 2002), cert. denied, 538 U.S. 1031 (2003). However, claims of the United States are not subject to state court ordered time limits. Ruthardt, 303 F.3d at 384-86; Garcia v. Island Program Designer, Inc., 4 F.3d 57, 62 (1st Cir.

1993). The Liquidator thus may face potential personal liability in the event “late-filed” federal policy-level claims cannot be paid because assets were previously distributed to other creditors.

The Liquidator accordingly requested a waiver from the United States Department of Justice (“DOJ”) on April 12, 2012. The Liquidator followed up on this request on numerous occasions and promptly responded to DOJ requests for information over the next year and several months as summarized in prior Liquidator’s reports. In September 2013, the Liquidator’s request had been pending with DOJ for sixteen months, DOJ’s review process was unclear, and the Liquidator could not predict when, if ever, DOJ would act on the request. Without resolution of the issues presented by the position of the United States with respect to the Federal Priority Statute, the Liquidator is unable – over ten years after Home was ordered liquidated – to distribute assets to policyholders and others holding policy-level claims even though all known federal claims have been provided for and a conservative reserve for unknown claims including federal claims established.

In the circumstances, on September 9, 2013, the Liquidator filed a lawsuit in the United States District Court in New Hampshire against the United States and its Attorney General seeking (1) a declaration that making the court-approved interim distribution does not violate federal law and expose the Liquidator to potential personal liability under the Federal Priority Statute, and (2) an order directing the United States to act on the Liquidator’s request for waiver.

Roger A. Sevigny, in his official capacity as Insurance Commissioner of the State of New Hampshire, as Liquidator of The Home Insurance Company v. United States of America and Eric H. Holder, Jr., in his official capacity as Attorney General of the United States, No. 1:13-cv-401 (D.N.H. ). On December 4, 2013, the United States responded by filing a motion to dismiss the complaint. The Liquidator filed his opposition to the motion on January 10, 2014, and the

United States filed its reply on February 12, 2014. The United States' motion to dismiss is now fully briefed and we await the Court's ruling. Copies of the Liquidator's complaint, the United States' motion to dismiss including its supporting memorandum, the Liquidator's opposition to the motion to dismiss, and the United States' reply have been posted in the Related Cases Section of the Home liquidation website, [www.hicilclerk.org](http://www.hicilclerk.org).

On February 24, 2014, the United States Environmental Protection Agency ("EPA") requested that the Liquidator provide it with copies of insurance policies for certain Home policyholders that the EPA has identified as having connections with four Superfund sites. The Liquidator is in the process of identifying and retrieving policies to provide to the EPA. The United States' memorandum in support of its motion to dismiss states in note 3 that the EPA has identified 7,000 possible claims against Home policyholders as potentially responsible parties at Superfund sites. The motion to dismiss also states that the EPA is working to refine the list of potential claims and expects to provide the Liquidator a complete refined list by December 2014.

10. Milliman reserve study. As noted in the Liquidator's Forty-Ninth Report, the Liquidator engaged the actuarial firm Milliman, Inc. to estimate Home's unpaid direct liabilities. Milliman completed its analysis of unpaid loss and ALAE as of December 31, 2012, and a copy of the Executive Summary of the Milliman report was attached as an exhibit to the Liquidator's Fifty-First Report. Milliman previously prepared an analysis of unpaid loss and ALAE as of December 31, 2010, which was used in the Liquidator's Motion for Approval of Interim Distribution to Claimants with Allowed Class II Claims filed February 13, 2012 ("Interim Distribution Motion"). The earlier actuarial Central Estimate of ultimate Class II unpaid loss and ALAE was \$4.112 billion, and the estimate of ultimate unpaid Class II liabilities at the 95% confidence level was \$6.584 billion. See Interim Distribution Motion ¶¶ 18, 20. The present

actuarial Central Estimate of ultimate Class II unpaid loss and ALAE is \$4.372 billion, and the estimate of unpaid Class II liabilities at the 95% confidence level is \$6.602 billion.

11. Remaining POC/remaining estimated Class II liability update. The following table summarizes the number of remaining POCs and the remaining estimated Class II liabilities to be determined.

a. POC Count All Priority Classes as of 03/03/14:		
i. Filed POC's	20,611	(1)
ii. POCs finally determined	(16,021)	(2)
iii. Remaining POC count	4,590	
b. Breakdown of Remaining POC Count as of 03/03/14		
i. Insureds/claimants	4,285	
ii. Guaranty Funds	61	
iii. Insurer	235	
iv. Government/other	9	
v. Total	4,590	
c. Milliman Selected Estimate of Undiscounted Unpaid Class II Liabilities and Liquidator's Breakdown Between Resolved/Unresolved and to be handled by Guaranty Funds ("GFs")/Liquidator (\$ billion)		
i. Milliman Class II selected estimate	4.4	(3)
ii. Court-approved Class II Determinations – 03/03/14	(1.8)	
iii. Estimated undetermined Class II liabilities remaining	2.6	
iv. Estimated undetermined Class II to be handled by GFs	.8	
v. Estimate undetermined Class II to be handled by Liquidator	1.8	

(1) POC counts include single POCs that may encompass multiple underlying claims and multiple POCs that may concern single underlying claims.

(2) The number of POCs finally resolved by Court approvals.

(3) Milliman's actuarial Central Estimate of Home's undiscounted unpaid Class II liabilities based on their analysis as of December 31, 2012 described in paragraph 10 of this report.

12. Reinsurance. The collection of reinsurance is the principal remaining asset-marshaling task of the Liquidator. The Liquidator has billed and collected reinsurance throughout the liquidation, and he has entered into commutations with certain reinsurers of Home to resolve relationships with those reinsurers for agreed payments. The amounts the

Liquidator has received through reinsurance collections, including commutations, as well as estimates of future collections are included in the “Estimated Ultimate Asset Collection” number provided in the Liquidator’s Filing Regarding Status Report filed annually in November.

Commutations with reinsurers (by the Liquidator or previously by Home) and the insolvency of certain reinsurers have reduced the potential for future reinsurance recoveries. The Liquidator also engaged Milliman to estimate ceded reinsurance on Home’s direct (policy) obligations. As set forth in the Executive Summary attached to the Liquidator’s Fifty-First Report, Milliman’s estimate of the undiscounted unpaid ceded reinsurance on Class I and II claims as of December 31, 2012, based on the actuarial Central Estimates of Class I and II claims, after adjustment for commutations and known reinsurer insolvencies, is approximately \$563 million. This estimate is one of a range of reasonably possible outcomes and is subject to wide variability. It has not been reduced to reflect reinsurance collected or commuted since December 31, 2012. Moreover, it does not include necessary reductions to provide for collectability issues, including (1) offsets available to reinsurers for claims against Home, (2) reinsurance coverage disputes, and (3) subsequent reinsurer insolvencies. These collectability issues will reduce the amount collected by the Liquidator, in certain instances materially.

The Liquidator reports, in accordance with the Court’s December 23, 2004 order, that since the last report he has completed one ceded commutation that is described in the confidential appendix submitted with this report. The Liquidator also completed the commutation agreement with Sentry Insurance a Mutual Company that is the subject of the motion for approval filed March 11, 2014.

13. Distributions to Class I Creditors. The Liquidator has recommended in various of his reports of claims and recommendations that the Court approve certain claims by guaranty associations for administrative expenses from inception to September 30, 2010, which are Class I claims under RSA 402-C:44 pursuant to RSA 404-B:11, II, as well as a few other Class I claims and the 10% part of allowed guaranty fund defense expense payments assigned to Class I under the Settlement Agreement with 56 guaranty funds approved by Order dated July 15, 2013. The Court has approved the claim reports, and the Liquidator accordingly has at various times made distributions to the Class I creditors presently totaling \$47.2 million (after deduction of setoffs). The distribution to creditors with allowed Class I claims which have been approved by the Court since the last Class I distribution will be made later this year.

14. Significant litigation.

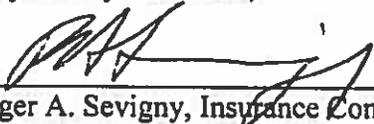
Interim Distribution Litigation with United States. See the report in paragraph 9 above.

Massachusetts Second Injury and COLA Reimbursement. The Liquidator commenced an administrative proceeding before the Massachusetts Department of Industrial Accidents (the "DIA") seeking second-injury reimbursement from the Workers' Compensation Trust Fund, as well as cost of living adjustment reimbursement for payments to Massachusetts workers' compensation claimants. In a decision filed on February 6, 2012, Judge Taub, ruling on the COLA reimbursement claim, found in favor of the Trust Fund holding that Home lacked standing to bring the claim and that even if Home had standing it had not, after it went into liquidation, actually paid benefits to the workers' compensation claimants and thus was not entitled to recovery as to post-liquidation amounts. Home filed notice of appeal to the DIA Reviewing Board on February 15, 2012. The matter is now briefed and awaiting decision from the Reviewing Board, which heard oral argument on April 3, 2013.

15. Asset dispositions (including compromises) and assumptions of obligations. In accordance with paragraph 5 of the Order Establishing Procedures for Review of Certain Agreements to Assume Obligations or Dispose of Assets entered April 29, 2004, and paragraph 5 of the Liquidator's Eleventh Report, the Liquidator submits a confidential schedule of asset dispositions (including compromises) and obligation assumptions since the last report which is filed under seal as an appendix to this report.

16. Ancillary proceedings in the United States. Ancillary receiverships for Home remain pending in Oregon, New York, and Massachusetts.

Respectfully submitted,

  
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Roger A. Sevigny, Insurance Commissioner  
of the State of New Hampshire, as Liquidator  
of The Home Insurance Company

March 21, 2014

**CERTIFICATE OF SERVICE**

I hereby certify that on March 24, 2014, a copy of the Liquidator's Fifty- Second Report, without the confidential appendix, was served upon the persons named on the attached Service List, by first class mail, postage prepaid.

Dated: March 24, 2014



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Eric A. Smith  
NH Bar ID No. 16952

THE STATE OF NEW HAMPSHIRE

MERRIMACK, SS.

SUPERIOR COURT

In the Matter of the Liquidation of  
The Home Insurance Company  
Docket No. 03-E-0106

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**Exhibits:**

**A – 12/31/13 Unaudited Financial Statement - Home**

**B – Comparison of actual and budgeted general and administrative expenses through  
12/31/13**

**C – Holdings of bonds and short- term investments as of 12/31/13 - Home**

**D – Individual holdings report as of 12/31/13 – Home**

**Confidential Appendix**

**THE HOME INSURANCE COMPANY IN LIQUIDATION**

**Financial Statements (Modified Cash Basis)**

**December 31, 2013 and December 31, 2012  
(Unaudited)**

## The Home Insurance Company In Liquidation

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

	December 31, 2013	December 31, 2012
<b>Assets</b>		
Unrestricted bonds, short-term investments and cash at cost:		
Bonds (Note 2)	\$1,131,742,151	\$1,038,741,623
Short-term investments	9,496,599	18,234,956
Cash and cash equivalents	44,953,662	78,121,068
<b>Total unrestricted bonds, short-term investments and cash at cost</b>	<b>1,186,192,412</b>	<b>1,135,097,647</b>
Common stocks, marketable, at market value (Note 2)	224,628	233,460
Interest income due and accrued	6,744,455	6,789,115
<b>Total unrestricted liquid assets</b>	<b>1,193,161,495</b>	<b>1,142,120,222</b>
Unrestricted illiquid assets: ( Note 1)		
Limited partnership interests	925,034	961,085
<b>Total unrestricted illiquid assets</b>	<b>925,034</b>	<b>961,085</b>
Restricted liquid assets - cash (Note 5)	321,891	404,373
<b>Total assets, excluding certain amounts</b>	<b>1,194,408,420</b>	<b>1,143,485,680</b>
<b>Liabilities</b>		
Incurred but unpaid administrative expenses and investment expenses (Note 3)	3,156,096	2,150,058
Checks payable (Note 1)	9,250	3,799
<b>Total liabilities</b>	<b>3,165,346</b>	<b>2,153,857</b>
<b>Net assets, excluding certain amounts</b>	<b>\$1,191,243,074</b>	<b>\$1,141,331,823</b>

See accompanying notes.

## 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, 2013 To <u>December 31, 2013</u>	January 1, 2012 To <u>December 31, 2012</u>
<b>Cash and marketable securities received:</b>		
Reinsurance collections - unrestricted	\$ 43,419,111	\$ 31,302,940
Net investment income	27,499,552	33,410,249
Salvage, subrogation and other claim recoveries	7,738,078	1,143,747
Agents' balances	2,306,712	2,287,304
Miscellaneous income	17,998	196,851
Realized capital gains on sale of fixed-income securities (Note 1)	12,219	692,839
Repatriation of Canadian Funds	-	4,027,061
Receivable collected from USI Re (Note 4)	-	128
All other	<u>28,672</u>	<u>22,844</u>
<b>Total cash receipts</b>	<b><u>81,022,342</u></b>	<b><u>73,083,963</u></b>
 <b>Cash operating disbursements:</b>		
Human resources costs (Note 3)	10,456,513	13,144,165
Consultant and outside service fees	3,009,409	3,616,585
General office and rent expense	1,448,222	1,538,176
Realized capital losses on sale of fixed-income securities (Note 1)	1,034,061	553,187
Legal and audit fees	1,025,418	1,148,554
Investment expenses	899,386	886,947
Losses and loss expenses paid (Note 1)	831,810	339,012
Administration costs	268,096	269,190
Computers and equipment cost	227,407	167,035
Capital contribution	33,005	17,366
All other	<u>820,049</u>	<u>260,626</u>
<b>Total cash operating disbursements</b>	<b><u>20,053,376</u></b>	<b><u>21,940,843</u></b>
Excess of receipts over operating disbursements	<b>60,968,966</b>	<b>51,143,120</b>
 Distributions to state guaranty associations (Note 7)	9,554,234	10,867,471
Deductible reimbursements (Note 8)	402,449	300,806
Class I Distributions (Note 9)	-	11,967,945
Excess of receipts over operating disbursements, distributions and deductible reimbursements	<u>51,012,283</u>	<u>28,006,898</u>
Beginning cash and fixed-income securities, at cost	<u>1,135,502,020</u>	<u>1,107,495,122</u>
<b>Ending cash and fixed-income securities, at cost</b>	<b><u>\$ 1,186,514,303</u></b>	<b><u>\$ 1,135,502,020</u></b>

See accompanying notes.

## The Home Insurance Company in Liquidation

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

	January 1, 2013 To December 31, 2013	January 1, 2012 To December 31, 2012
Net Assets, beginning of period	\$1,141,331,823	\$1,112,746,888
Excess of unrestricted and restricted receipts over operating disbursements, distributions and deductible reimbursements	51,012,283	28,006,898
Other changes in net assets:		
Fair value of marketable common stocks, liquid	(8,832)	60,082
Limited partnership interests, illiquid	(36,051)	82,417
Interest income due and accrued	(44,660)	(1,281,909)
Due from USI Reinsurance	-	(128)
Incurred but unpaid administrative and investment expenses (Note 3)	(1,006,038)	1,714,631
Checks payable	(5,451)	2,944
Net Assets, end of period	<u>\$1,191,243,074</u>	<u>\$1,141,331,823</u>

See accompanying notes.

The Home Insurance Company in Liquidation ("Home")  
(Modified Cash Basis)  
(Unaudited)

Notes to Financial Statements

December 31, 2013

**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 which also are entitled to administrative expense priority. 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.

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 July 2012, the Liquidator received \$4.0 million, representing the balance of the funds held in Canada for its former Canadian branch.

The Home Insurance Company in Liquidation ("Home")  
(Modified Cash Basis)  
(Unaudited)

Notes to Financial Statements (continued)

2) Investments

The cost and estimated fair values of unrestricted fixed-income securities and common stock by major category are summarized as follows:

	December 31, 2013			
	Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Fixed-income securities:				
U.S. Treasury notes	\$ 86,395	\$ 1,342	\$ -	\$ 87,737
Government agencies	111,978,880	27,584	(239,465)	111,766,999
Corporate	722,082,869	9,394,086	(9,755,943)	721,721,012
Mortgage-backed	198,718,095	3,401,826	(2,826,878)	199,293,043
Asset-backed	<u>98,875,912</u>	<u>248,389</u>	<u>(1,274,320)</u>	<u>97,849,981</u>
Total	<u>\$1,131,742,151</u>	<u>\$ 13,073,227</u>	<u>\$ (14,096,606)</u>	<u>\$1,130,718,772</u>
Total Common Stock	\$ 1,907,545	\$ -	\$ (1,682,917)	\$ 224,628

The amortized cost of unrestricted fixed-income securities is \$1,122,668,929 at December 31, 2013. Based on such amortized cost, gross unrealized gains are \$15,804,797 and gross unrealized losses are \$7,754,954.

	December 31, 2012			
	Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Fixed-income securities:				
U.S. Treasury notes	\$ 45,616,038	\$ 303,621	\$ -	\$ 45,919,659
Government agencies	62,785,880	1,038,840	(297,320)	63,527,400
Corporate	617,982,890	17,803,750	(2,336,553)	633,450,087
Mortgage-backed	164,225,942	8,042,941	-	172,268,883
Asset-backed	<u>148,130,873</u>	<u>881,882</u>	<u>(1,838,629)</u>	<u>147,174,126</u>
Total	<u>\$1,038,741,623</u>	<u>\$ 28,071,034</u>	<u>\$ (4,472,502)</u>	<u>\$1,062,340,155</u>
Total Common Stock	\$ 1,907,553	\$ -	\$ (1,674,093)	\$ 233,460

The amortized cost of unrestricted fixed-income securities was \$1,028,657,611 at December 31, 2012. Based on such amortized cost, gross unrealized gains were \$33,742,408 and gross unrealized losses were \$59,864.

The Home Insurance Company in Liquidation ("Home")  
 (Modified Cash Basis)  
 (Unaudited)

Notes to Financial Statements (continued)

**2) Investments (continued)**

The cost and fair values of unrestricted fixed-income securities by contractual maturity are as follows:

<u>Unrestricted fixed-income securities</u>		
	<u>Cost</u>	<u>Fair Value</u>
December 31, 2013		
One year or less	\$ 83,012,219	\$ 83,071,865
Over one year through five years	682,168,467	683,891,165
Over five years through twenty years	68,967,458	66,612,718
Mortgage-backed	198,718,095	199,293,043
Asset-backed	<u>98,875,912</u>	<u>97,849,981</u>
Total	<u>\$1,131,742,151</u>	<u>\$1,130,718,772</u>

<u>Unrestricted fixed-income securities</u>		
	<u>Cost</u>	<u>Fair Value</u>
December 31, 2012		
One year or less	\$ 168,713,837	\$ 168,175,822
Over one year through five years	480,725,409	496,369,979
Over five years through twenty years	76,945,562	78,351,345
Mortgage-backed	164,225,942	172,268,883
Asset-backed	<u>148,130,873</u>	<u>147,174,126</u>
Total	<u>\$1,038,741,623</u>	<u>\$1,062,340,155</u>

The Home Insurance Company in Liquidation ("Home")  
(Modified Cash Basis)  
(Unaudited)

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, 2013, are as follows:

Human resources costs	<b>\$2,352,165</b>
Consultant and outside service fees	<b>311,708</b>
Legal and auditing fees	<b>99,128</b>
General office and rent expense	<b>97,629</b>
Computer and equipment costs	<b>1,407</b>
Other administration costs	<b><u>66,807</u></b>
Total accrued expenses	<b><u>\$2,928,844</u></b>
Accrued investment expenses	<b><u>227,252</u></b>
Total accrued expenses	<b><u>\$3,156,096</u></b>

The amount of accrued expenses at December 31, 2012 was \$2,150,058 and net assets for 2013 decreased by \$1,006,038 due to the increase in the accrual.

Various full-time employees of Home are covered by employee incentive plans, which were approved by Merrimack County Superior Court of the State of New Hampshire (the Court) on December 20, 2012. The costs of these plans are primarily payable in 2014, but are based on 2013 service and are being accrued over the service period in 2013. Accrued administrative expense includes \$2,351,871 of incentive plan costs.

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

At December 31, 2011, Home had amounts receivable of \$128 from USI Re for administrative expenses incurred by Home on behalf of USI Re. Home was reimbursed for such expenses in 2012. The assets of USI Re have been collected and the claims against USI Re have been determined in their entirety. The Court approved a motion to distribute USI Re's assets to its creditors on April 10 2013. The distributed checks were issued May 29, 2013, and a motion regarding closure of USI Re was approved by the Court on December 2, 2013.

**The Home Insurance Company in Liquidation (“Home”)  
(Modified Cash Basis)  
(Unaudited)**

**Notes to Financial Statements (continued)**

**5) Restricted Funds**

A restricted asset of \$2,672,527 had been established during 2013 pending the outcome of a disputed claim proceeding between the US Department of Labor (US DOL) and the Liquidator over the proper priority for the US DOL’s claim for Longshore and Harbor Workers’ Compensation Act assessments. The restriction was removed in light of the Court’s October 8, 2013 decision upholding the assignment of the claim to Class III and fact that the US DOL did not appeal.

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 \$321,891 at the end of December 31, 2013.

**6) Securities on Deposit**

Investments on deposit at the original cost with various states were \$1,099,521, \$1,098,856, and \$73,947,287 at December 31, 2013, December 31, 2012 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.

Various states have withdrawn such deposits and related interest for use by the related state guaranty associations. The market value of these withdrawals in the amount of \$55,814,650 may be offset against future distributions to such guaranty associations.

The Home Insurance Company in Liquidation ("Home")  
(Modified Cash Basis)  
(Unaudited)

Notes to Financial Statements (continued)

**7) Early Access Distribution**

On February 26, 2013 the Court approved the ninth early access distribution to insurance guaranty associations based on guaranty association payments through September 30, 2012. The Liquidator paid \$9,554,234 through December 31, 2013.

On January 25, 2012 the Court approved the eighth early access distribution to insurance guaranty associations based on guaranty association payments through September 30, 2011. The Liquidator paid \$10,867,471 in May 2012 relating to this early access distribution. The total of all early access payments through December 31, 2013 was \$232 million.

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	\$ 232,018,572
Assets withdrawn from special deposits held by states to pay Home claims (market value, see note 6)	55,814,650
Other deemed Early Access advances paid in cash	<u>3,148,212</u>
Total	<u>\$ 290,981,434</u>

**8) Home Deductible Policies - Reimbursement**

On April 6, 2011, the Court approved an agreement between the Liquidator and the Guaranty Associations regarding Home Deductible policies (the Deductible Agreement). The Deductible Agreement provides that the Liquidator will reimburse the signatory Guaranty Associations for deductible amounts collected during liquidation. The Liquidator also charges a fee of 7.5% as reimbursement of the Home's expenses incurred in the collection process. Forty five Guaranty Associations have signed the Deductible Agreement to date. On March 13, 2012, the Liquidator paid \$300,806 after netting of the fee. On May 7, 2013, the Liquidator paid \$402,449 after netting of the fee.

The Home Insurance Company in Liquidation ("Home")  
(Modified Cash Basis)  
(Unaudited)

Notes to Financial Statements (continued)

**9) Allowed Claims**

As of December 31, 2013, the Liquidator has allowed, and the Court has approved, \$50,814,274 of Class I claims, \$1,764,438,150 of Class II claims, \$2,672,527 of Class III claims, \$183,655,875 of Class V claims and \$5,315 of Class VIII claims. Class I claims paid in 2012 included \$11,955,445 for the third distribution of Guaranty Associations' administrative costs and \$12,500 for other creditors. 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.

**10) Motion for Interim Distribution**

On February 10, 2012, the Liquidator submitted a motion to the Court seeking approval for a 15% interim distribution on allowed Class II claims. The cash distributed based on allowed claims as of December 31, 2011 would be approximately \$152.7 million. The interim distribution was approved by the Court on March 13, 2012 and is subject to a waiver of federal priority claims from the United States Department of Justice.

The Home Insurance Company in Liquidation  
 G&A Expenses (Actual vs Budget)  
 December 31, 2013

	YTD			
	Actual 2013	Full Year Budget	Variance 2013	Full Year Budget
<b>General &amp; Administrative Expense</b>				
Salary and Benefits	11,367,385	11,653,684	(286,299)	11,653,684
Travel	84,065	170,924	(86,859)	170,924
Rent	1,251,992	1,305,839	(53,846)	1,305,839
Equipment	189,330	260,000	(70,670)	260,000
Printing and Stationery	52,997	65,115	(12,118)	65,115
Postage	17,316	38,760	(21,444)	38,760
Telephone	178,348	204,320	(25,972)	204,320
Outside Services, including Special Deputy	3,146,745	3,398,840	(252,095)	3,398,840
Legal and Auditing	923,026	1,080,652	(157,626)	1,080,652
Bank Fees	184,564	162,505	22,059	162,505
Corporate Insurance	54,498	101,437	(46,939)	101,437
Miscellaneous Income/Expenses	5,689	7,200	(1,511)	7,200
<b>Total Expenses Incurred before expense recoveries &amp; UK Liquidation Expenses</b>	<b>17,455,956</b>	<b>18,449,275</b>	<b>(993,320)</b>	<b>18,449,275</b>
Expense Recoveries	(13,119)	-	(13,119)	-
UK Liquidation Expenses	300,000	-	300,000	-
<b>Total Expenses Incurred after expense recoveries &amp; UK Liquidation Expenses</b>	<b>17,742,837</b>	<b>18,449,275</b>	<b>(706,439)</b>	<b>18,449,275</b>

The Home Insurance Company in Liquidation  
 Portfolio Summary Report- Bonds and Short Term Investments  
 Securities Held as of December 31, 2013  
 (000's)

Comming Managed:

% of BV	Fixed Income	Book Value	Market Value	Unrealized Gain (Loss)	Eff Mat (Years)	Book Yield	Average Credit Quality	Earned Income 12/31/13
2.5%	Short Term Government	29,321	29,321	-	0.05	0.06	Aaa	30
0.0%	Agency	-	-	-	-	-	-	798
9.6%	Corporate	110,840	111,767	927	2.43	1.07	Aaa	1,613
59.5%	Corporate High Yield	685,848	690,324	4,476	3.11	2.41	A2	16,902
2.6%	Mortgage Backed	29,956	31,397	1,441	2.90	4.69	Ba2	1,612
15.5%	Asset Backed	178,498	180,019	1,521	5.64	2.95	Aaa	4,914
8.5%	CMBS	97,760	97,850	80	1.42	1.07	Aaa	1,280
1.7%		19,692	19,274	(418)	1.67	1.23	Aaa	243
100.0%	Total	1,151,915	1,159,952	8,037	3.19	2.23	Aa3	27,392

Other investments- Home Insurance

100% US Treasury Bills and Notes

9,574	9,587	13	0.14	0.05	Aaa	13
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Total Home Insurance (1)

1,161,489	1,169,539	8,050	3.16	2.21	Aa3	27,405
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(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, 2013, would be \$24.4 million.

**THE HOME INSURANCE COMPANY IN LIQUIDATION  
HOLDINGS REPORT  
AS OF DECEMBER 31, 2013**

CUSIP	DESCRIPTION	CPN MATURITY	QUANTITY	BOOK VALUE	MARKET VALUE
63743DAV3	NATIONAL RURAL UTILITIES	01/29/2014	10,000,000.00	9,999,222.20	9,999,222.20
69372BAF7	PACCAR FINANCIAL CORP	01/15/2014	10,000,000.00	9,999,727.80	9,999,727.80
177366101	CITIZENSSELECT PRIME MMK-A	0.010 01/15/2014	9,322,376.86	9,322,376.86	9,322,376.86
<b>TOTAL CASH EQUIVALENTS</b>			<b>29,322,376.86</b>	<b>29,321,326.86</b>	<b>29,321,326.86</b>
<b>SHORT TERM (OVER 90 DAYS)</b>					
912796BY4	US TREASURY BILL	02/13/2014	9,499,000.00	9,498,432.70	9,498,810.02
<b>TOTAL SHORT TERM</b>			<b>9,499,000.00</b>	<b>9,498,432.70</b>	<b>9,498,810.02</b>
<b>U S TREASURY</b>					
912810DV7	US TREASURY N/B	9.250 02/15/2016	74,000.00	75,502.07	87,736.62
<b>TOTAL U S TREASURY</b>			<b>74,000.00</b>	<b>75,502.07</b>	<b>87,736.62</b>
<b>GOVERNMENT AGENCIES</b>					
3134A4VG6	FREDDIE MAC	4.750 11/17/2015	20,000,000.00	20,626,171.80	21,825,870.00
3135G0ES8	FANNIE MAE	1.375 11/15/2016	20,000,000.00	20,379,948.60	20,334,402.00
3135G0SB0	FANNIE MAE	0.375 12/21/2015	20,000,000.00	19,981,885.00	19,992,622.00
3135G0XP3	FANNIE MAE	0.375 07/05/2016	20,000,000.00	19,889,607.80	19,871,054.00
3137EADJ5	FREDDIE MAC	1.000 07/28/2017	10,000,000.00	9,982,187.10	9,949,549.00
3137EADQ9	FREDDIE MAC	0.500 05/13/2016	20,000,000.00	19,979,894.00	19,993,502.00
<b>TOTAL GOVERNMENT AGENCIES</b>			<b>110,000,000.00</b>	<b>110,839,694.30</b>	<b>111,766,999.00</b>
<b>TOTAL GOVERNMENT &amp; AGENCIES</b>			<b>110,074,000.00</b>	<b>110,915,196.37</b>	<b>111,854,735.62</b>
<b>CORPORATE</b>					
00206RAY8	AT&T INC	2.400 08/15/2016	8,000,000.00	8,103,050.32	8,246,897.80
00915BAS5	AIR PRODUCTS & CHEMICALS	1.200 10/15/2017	10,000,000.00	9,992,225.10	9,801,188.00
02581FYA1	AMERICAN EXPR CENTURION	5.950 06/12/2017	3,000,000.00	3,225,609.08	3,393,783.60
02666QF40	AMERICAN HONDA FINANCE	3.500 03/16/2015	2,575,000.00	2,573,552.88	2,661,318.38
02666QM26	AMERICAN HONDA FINANCE	1.600 02/16/2018	6,725,000.00	6,721,807.78	6,560,349.14
031162AJ9	AMGEN INC	4.850 11/18/2014	7,000,000.00	6,955,094.58	7,261,910.60
03523TBN7	ANHEUSER-BUSCH INBEV WOR	1.375 07/15/2017	5,000,000.00	5,039,937.20	4,989,492.00
038222AE5	APPLIED MATERIALS INC	2.650 06/15/2016	3,000,000.00	3,056,993.10	3,115,807.80
03938LAW4	ARCELORMITTAL	5.000 02/25/2017	2,500,000.00	2,451,093.53	2,672,073.25
046353AB4	ASTRAZENECA PLC	5.900 09/15/2017	4,500,000.00	5,139,845.45	5,151,416.40
046353AF5	ASTRAZENECA PLC	1.950 09/18/2019	4,500,000.00	4,577,770.44	4,411,603.35
05367AAE3	AVIATION CAPITAL GROUP	4.625 01/31/2018	2,000,000.00	2,000,000.00	2,070,807.80
05531FAG8	B&T CORPORATION	3.200 03/15/2016	8,000,000.00	7,995,763.76	8,383,284.80
055451AG3	BHP BILLITON FIN USA LTD	5.500 04/01/2014	2,500,000.00	2,499,532.13	2,528,793.00
055451AH1	BHP BILLITON FIN USA LTD	6.500 04/01/2019	2,500,000.00	2,495,185.23	2,974,787.75
055451AT5	BHP BILLITON FIN USA LTD	2.050 09/30/2018	1,400,000.00	1,398,054.59	1,396,446.80
05565QB3	BP CAPITAL MARKETS PLC	1.846 05/05/2017	10,000,000.00	10,000,000.00	10,077,367.00
05567LT31	BNP PARIBAS	5.000 01/15/2021	8,000,000.00	9,101,961.44	8,738,589.60
06051GET2	BANK OF AMERICA CORP	2.000 01/11/2018	5,500,000.00	5,500,845.19	5,488,010.75
06366RMS1	BANK OF MONTREAL	1.450 04/09/2018	7,355,000.00	7,341,985.99	7,171,076.46
08406HCL1	BANK OF NEW YORK MELLON	2.100 08/01/2018	7,000,000.00	7,043,672.37	6,967,769.90
084159BE5	BANK OF NOVA SCOTIA	1.375 12/18/2017	9,645,000.00	9,636,451.93	9,490,714.72
071813AY5	BAXTER INTERNATIONAL INC	5.375 08/01/2018	8,600,000.00	7,485,927.04	7,499,461.86
07385TAJ5	BEAR STEARNS CO INC	5.700 11/15/2014	5,000,000.00	5,034,510.50	5,218,083.50
084664BX8	BERKSHIRE HATHAWAY FIN	0.950 08/15/2016	7,000,000.00	7,040,806.22	7,024,274.60
097014AL8	BOEING CAPITAL CORP	4.700 10/27/2019	4,000,000.00	4,485,061.20	4,489,837.60
097023AY1	BOEING CO	3.500 02/15/2015	3,000,000.00	3,016,320.39	3,097,750.50

**THE HOME INSURANCE COMPANY IN LIQUIDATION  
HOLDINGS REPORT  
AS OF DECEMBER 31, 2013**

CUSIP	DESCRIPTION	CPN	MATURITY	QUANTITY	BOOK VALUE	MARKET VALUE
097751BB6	BOMBARDIER INC	4.250	01/15/2018	2,400,000.00	2,466,181.37	2,508,000.00
110122AR9	BRISTOL-MYERS SQUIBB CO	5.450	05/01/2018	3,000,000.00	3,434,622.54	3,429,331.20
112585AB0	BROOKFIELD ASSET MAN INC	5.800	04/25/2017	2,000,000.00	2,207,173.38	2,188,840.40
12572XAA8	CME GROUP INDEX SERVICES	4.400	03/15/2018	5,100,000.00	5,564,568.23	5,488,171.20
126650AV2	CVS CORP	4.875	09/15/2014	3,000,000.00	3,002,813.13	3,090,742.50
134429AU3	CAMPBELL SOUP CO	3.375	08/15/2014	2,500,000.00	2,499,830.88	2,546,699.00
136069FA4	CANADIAN IMPERIAL BANK	1.550	01/23/2018	10,000,000.00	9,725,637.80	9,786,207.00
136375BU5	CANADIAN NATL RAILWAY	1.450	12/15/2016	4,800,000.00	4,778,332.94	4,839,395.52
141781BA1	CARGILL INC	1.900	03/01/2017	5,000,000.00	4,992,209.95	5,029,559.00
14912L2M2	CATERPILLAR FIN SERV CRP	4.750	02/17/2015	4,000,000.00	3,966,672.36	4,189,622.00
14912L5C1	CATERPILLAR FINANCIAL SE	1.750	03/24/2017	3,500,000.00	3,495,838.01	3,510,206.35
14912LZ46	CATERPILLAR FIN SERV CRP	4.600	01/15/2014	1,000,000.00	1,000,694.95	1,001,100.70
151020AD6	CELGENE CORP	2.450	10/15/2015	2,000,000.00	2,006,166.56	2,058,505.80
156700AQ9	CENTURYLINK INC	5.150	06/15/2017	2,500,000.00	2,556,044.50	2,683,258.25
166764AB6	CHEVRON CORP	2.355	12/05/2022	3,500,000.00	3,500,000.00	3,193,889.30
17275RAG7	CISCO SYSTEMS INC	2.900	11/17/2014	3,000,000.00	3,008,998.68	3,067,586.10
2027A0EM7	COMMONWEALTH BANK AUST	3.500	03/19/2015	5,000,000.00	4,994,573.00	5,170,811.50
20825CAT1	CONOCOPHILLIPS	4.800	01/15/2015	2,000,000.00	2,028,320.30	2,085,333.60
20826FAB2	CONOCOPHILLIPS COMPANY	1.050	03/12/2017	5,775,000.00	5,764,526.92	5,670,190.10
22160KAF2	COSTCO WHOLESALE CORP	1.700	12/15/2019	8,040,000.00	8,024,599.46	7,740,299.35
233851AK0	DAIMLER FINANCE NA LLC	2.950	01/11/2017	7,500,000.00	7,692,727.80	7,741,566.75
24422EQZ5	JOHN DEERE CAPITAL CORP	2.800	09/18/2017	1,000,000.00	1,037,922.25	1,044,170.30
24422ESB6	JOHN DEERE CAPITAL CORP	1.300	03/12/2018	8,200,000.00	8,184,025.09	8,046,424.66
25243YAM1	DIAGEO CAPITAL PLC	5.750	10/23/2017	2,200,000.00	2,510,098.25	2,510,867.48
25243YAR0	DIAGEO CAPITAL PLC	1.500	05/11/2017	5,000,000.00	5,055,197.20	5,007,080.50
25470XAH8	DISH DBS CORP	4.625	07/15/2017	2,500,000.00	2,498,181.18	2,612,500.00
256882AB7	DPL INC	6.500	01/15/2016	2,000,000.00	2,106,897.18	2,160,000.00
263534CF4	E.I. DU PONT DE NEMOURS	2.750	04/01/2016	7,050,000.00	7,044,201.38	7,351,706.16
291011AU8	EMERSON ELECTRIC	4.750	10/15/2015	8,000,000.00	8,227,789.08	8,572,409.60
316773CK4	FIFTH THIRD BANCORP	3.625	01/25/2016	3,816,000.00	4,020,200.95	4,001,913.99
31677QAY5	FIFTH THIRD BANK	1.150	11/18/2016	8,600,000.00	8,597,847.51	8,581,981.28
34540JAA7	FORD MOTOR CREDIT CO LLC	2.375	01/16/2018	1,925,000.00	1,918,818.02	1,944,122.37
35177PAS6	FRANCE TELECOM	4.375	07/08/2014	3,675,000.00	3,701,540.01	3,742,908.49
35671DAV7	FREEMPORT-MCMORAN C & G	1.400	02/13/2015	1,000,000.00	999,460.63	1,006,089.80
368710AG4	GENENTECH INC	4.750	07/15/2015	3,000,000.00	2,972,186.61	3,189,333.90
369550AV0	GENERAL DYNAMICS CORP	1.000	11/15/2017	5,000,000.00	4,976,373.85	4,854,021.00
36962G6P4	GENERAL ELEC CAP CORP	2.100	12/11/2019	2,725,000.00	2,723,174.03	2,660,706.35
36962GP65	GENERAL ELEC CAP CORP	4.875	03/04/2015	5,000,000.00	4,971,651.30	5,253,071.00
37045XAD8	GENERAL MOTORS FINL CO	4.750	08/15/2017	2,500,000.00	2,500,000.00	2,656,250.00
377372AA5	GLAXOSMITHKLINE CAP INC	4.375	04/15/2014	5,000,000.00	4,996,992.05	5,055,717.50
38141GRC0	GOLDMAN SACHS GROUP INC	2.375	01/22/2018	5,000,000.00	5,066,658.55	5,013,160.00
38144LAB6	GOLDMAN SACHS GROUP INC	6.250	09/01/2017	3,400,000.00	3,899,134.18	3,896,584.62
431282AK8	HIGHWOODS REALTY LIMITED	5.850	03/15/2017	2,500,000.00	2,748,613.18	2,745,895.25
437076BB7	HOME DEPOT INC	2.250	09/10/2018	2,825,000.00	2,821,250.04	2,872,055.74
438516AS5	HONEYWELL INTERNATIONAL	5.300	03/15/2017	2,205,000.00	2,460,081.04	2,463,945.72
44328MAB0	HSBC BANK PLC	3.500	06/28/2015	5,000,000.00	5,034,167.50	5,211,975.00
44841CAA2	HUTCH WHAMPOA INT 11 LTD	3.500	01/13/2017	5,000,000.00	5,061,810.30	5,210,264.00
459200HM6	IBM CORP	1.625	05/15/2020	5,455,000.00	5,417,629.65	5,127,700.00
459745GJ8	INTL LEASE FINANCE CORP	5.750	05/15/2016	2,500,000.00	2,574,195.75	2,681,250.00
46625HGY0	JPMORGAN CHASE & CO	6.000	01/15/2018	2,500,000.00	2,824,402.58	2,878,970.25
46625HX1	JPMORGAN CHASE & CO	3.450	03/01/2016	2,500,000.00	2,492,718.70	2,620,009.50
49455WAD8	KINDER MORGAN FINANCE	5.700	01/05/2016	1,500,000.00	1,554,765.00	1,605,000.00
532457BE7	ELI LILLY & CO	4.200	03/06/2014	4,000,000.00	3,999,928.72	4,025,873.60
548661CH8	LOWES COMPANIES INC	5.000	10/15/2015	4,000,000.00	4,010,057.84	4,310,700.80
57829WBS8	MASSMUTUAL GLOBAL FUNDIN	2.100	08/02/2018	8,000,000.00	7,986,440.96	7,939,042.40
58013MEE0	MCDONALDS CORP	5.350	03/01/2018	6,000,000.00	6,823,574.64	6,833,925.60
585055AP1	MEDTRONIC INC	4.500	03/15/2014	7,000,000.00	7,014,896.29	7,057,976.10
585055AU0	MEDTRONIC INC	2.625	03/15/2016	2,500,000.00	2,494,840.03	2,592,008.00
585515AD1	MELLON FUNDING CORP	5.000	12/01/2014	3,000,000.00	3,009,602.25	3,120,129.60
59156RBE7	METLIFE INC	1.584	12/15/2017	3,945,000.00	3,958,267.75	3,900,255.81
59217GAY5	MET LIFE GLOB FUNDING I	1.500	01/10/2018	2,500,000.00	2,499,027.00	2,449,559.25

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594918AV6	MICROSOFT CORP	1.625	12/08/2018	7,000,000.00	6,960,149.28	6,911,205.00
6325COBE0	NATIONAL AUSTRALIA BANK	3.750	03/02/2015	5,000,000.00	5,046,195.60	5,179,809.50
637071AJ0	NATIONAL OILWELL VARCO I	2.800	12/01/2022	5,925,000.00	5,905,801.28	5,453,169.74
637432DC6	NATIONAL RURAL UTILITIES	4.750	03/01/2014	5,230,000.00	5,226,007.84	5,268,169.63
63946CAD0	NBCUNIVERSAL ENTERPRISE	1.974	04/15/2019	7,590,000.00	7,489,742.63	7,387,806.20
64110DAC8	NETAPP INC	2.000	12/15/2017	825,000.00	821,667.75	822,624.41
665772CF4	NORTHERN STATES PWR-MINN	1.950	08/15/2015	1,000,000.00	999,334.58	1,019,196.50
66989HAA6	NOVARTIS CAPITAL CORP	4.125	02/10/2014	2,000,000.00	2,002,796.76	2,006,783.60
66989HAC2	NOVARTIS CAPITAL CORP	2.900	04/24/2015	5,000,000.00	4,989,943.76	5,166,720.50
674599CB9	OCCIDENTAL PETROLEUM COR	1.750	02/15/2017	8,000,000.00	8,044,695.44	8,115,132.80
68389XAF2	ORACLE CORP	3.750	07/08/2014	6,983,000.00	7,014,978.04	7,108,176.57
693476BG7	PNC FUNDING CORP	4.250	09/21/2015	4,337,000.00	4,426,140.36	4,585,231.23
69352JAN7	PPL ENERGY SUPPLY LLC	4.800	12/15/2021	2,500,000.00	2,682,664.83	2,410,312.25
704549AE4	PEABODY ENERGY CORP	7.375	08/01/2016	2,250,000.00	2,402,184.74	2,536,875.00
713448CB2	PEPSICO INC	1.250	08/13/2017	5,000,000.00	5,017,677.05	4,963,901.00
717081AR4	PFIZER INC	4.500	02/15/2014	2,200,000.00	2,204,269.89	2,210,394.34
718172AN9	PHILIP MORRIS INTL INC	1.825	03/20/2017	8,000,000.00	7,962,889.41	8,052,132.01
718172AS8	PHILIP MORRIS INTL INC	1.125	08/21/2017	6,800,000.00	6,746,320.39	6,889,933.84
724479AG5	PITNEY BOWES INC	5.000	03/15/2015	2,000,000.00	1,988,181.42	2,084,830.00
74005PBH6	PRAXAIR INC	1.250	11/07/2018	10,000,000.00	9,670,769.10	9,608,152.00
740189AK1	PRECISION CASTPARTS CORP	1.250	01/15/2018	6,775,000.00	6,786,759.09	6,837,118.59
742718BZ1	PROCTER & GAMBLE CO	4.850	12/15/2015	3,000,000.00	2,975,125.62	3,247,158.00
742718DQ9	PROCTER & GAMBLE CO/THE	3.150	09/01/2015	4,000,000.00	4,032,643.96	4,177,838.40
744448BX8	PUBLIC SERVICE COLORADO	5.500	04/01/2014	2,000,000.00	2,006,012.02	2,024,812.40
748356AA0	QUESTAR CORP	2.750	02/01/2016	2,225,000.00	2,223,437.92	2,291,830.32
767201AJ5	RIO TINTO FIN USA LTD	1.875	11/02/2015	10,000,000.00	9,935,767.80	10,163,595.00
771196AS1	ROCHE HLDGS INC	6.000	03/01/2019	3,859,000.00	4,283,187.86	4,286,709.87
77340RAH0	ROCKIES EXPRESS PIPELINE	3.900	04/15/2015	2,500,000.00	2,457,793.98	2,493,750.00
776696AD8	ROPER INDUSTRIES INC	1.850	11/15/2017	2,225,000.00	2,223,425.81	2,210,489.22
78442FEM8	SLM CORP	6.000	01/25/2017	2,500,000.00	2,474,266.13	2,711,375.25
801060AB0	SANOFI	1.250	04/10/2018	2,885,000.00	2,854,195.88	2,792,974.47
808513AH8	CHARLES SCHWAB CORP	0.850	12/04/2015	1,410,000.00	1,410,000.00	1,409,345.06
808513AJ4	CHARLES SCHWAB CORP	2.200	07/25/2018	4,450,000.00	4,448,856.75	4,450,680.41
822582AF9	SHELL INTERNATIONAL FIN	4.000	03/21/2014	8,000,000.00	7,999,894.24	8,060,438.40
824348AP1	SHERWIN-WILLIAMS CO	1.350	12/15/2017	6,250,000.00	6,243,510.06	6,092,940.00
828807BM8	SIMON PROPERTY GROUP LP	5.100	06/15/2015	7,150,000.00	7,414,878.54	7,607,150.98
842808AF4	SOUTHERN ELECTRIC GEN CO	2.200	12/01/2018	5,555,000.00	5,553,207.88	5,461,721.55
857477AH6	STATE STREET CORP	2.875	03/07/2016	7,092,000.00	7,070,353.83	7,379,029.55
863667AA9	STRYKER CORP	3.000	01/15/2015	7,000,000.00	7,003,958.62	7,184,020.21
872540AN9	TJX COS INC	4.200	08/15/2015	7,000,000.00	7,242,949.84	7,388,347.40
881609AY7	TESORO CORP	4.250	10/01/2017	900,000.00	900,000.00	936,000.00
88166FAC6	TEVA PHARMACEUT FIN BV	2.400	11/10/2016	3,300,000.00	3,378,030.58	3,393,049.77
88166CAA6	TEVA PHARMA FIN II/III	3.000	06/15/2015	8,000,000.00	8,031,973.92	8,255,575.20
883556BA9	THERMO FISHER SCIENTIFIC	2.250	08/15/2016	4,332,000.00	4,397,435.28	4,432,184.86
88579YAD3	3M COMPANY	1.375	09/29/2016	10,000,000.00	9,963,978.30	10,151,022.00
89114QAM0	TORONTO-DOMINION BANK	2.625	09/10/2018	5,000,000.00	5,151,479.35	5,130,790.50
89153VAD1	TOTAL CAPITAL INTL SA	0.750	01/25/2016	8,975,000.00	8,997,038.85	8,968,555.05
89233P5S1	TOYOTA MOTOR CREDIT CORP	2.050	01/12/2017	7,000,000.00	7,079,319.31	7,155,962.10
89233P7E0	TOYOTA MOTOR CREDIT CORP	1.375	01/10/2018	2,000,000.00	1,997,422.76	1,967,528.60
893528DH3	TRANS-CANADA PIPELINES	3.400	06/01/2015	875,000.00	874,686.94	909,077.93
90261XFA5	UBS AG STAMFORD CT	5.750	04/25/2018	8,350,000.00	9,719,093.64	9,561,652.64
904764AJ6	UNILEVER CAPITAL CORP	3.650	02/15/2014	4,000,000.00	4,002,531.72	4,014,200.00
91159HGR5	US BANCORP	4.200	05/15/2014	4,800,000.00	4,599,932.93	4,663,569.24
91159HGX2	US BANCORP	2.450	07/27/2015	3,000,000.00	2,989,728.75	3,084,680.10
913017BH1	UNITED TECHNOLOGIES CORP	4.875	05/01/2015	3,000,000.00	3,122,898.12	3,175,784.40
92276MAW5	VENTAS REALTY LP/CAP CRP	4.750	06/01/2021	5,003,000.00	5,322,174.24	5,249,121.58
92343VBD5	VERIZON COMMUNICATIONS	2.000	11/01/2016	6,000,000.00	5,978,172.66	6,135,244.80
92857WAX8	VODAFONE GROUP PLC	1.625	03/20/2017	4,500,000.00	4,461,487.85	4,495,590.90
928670AK4	VOLKSWAGEN INTL FIN NV	2.375	03/22/2017	6,000,000.00	5,978,979.77	6,115,332.00
931142BY8	WAL-MART STORES INC	4.500	07/01/2015	3,750,000.00	3,840,502.58	3,981,234.00
931142CJ0	WAL-MART STORES INC	5.800	02/15/2018	3,000,000.00	3,457,497.54	3,469,704.00

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931142DF7	WAL-MART STORES INC	1.125	04/11/2018	3,000,000.00	2,997,629.19	2,923,711.50
949746QU8	WELLS FARGO & COMPANY	3.678	08/15/2016	5,500,000.00	5,536,286.75	5,841,165.55
94974BFG0	WELLS FARGO & COMPANY	1.500	01/16/2018	5,880,000.00	5,871,490.41	5,814,841.37
959802AT6	WESTERN UNION CO/THE	3.350	05/22/2019	2,500,000.00	2,499,018.10	2,488,205.00
98212BAC7	WPX ENERGY INC	5.250	01/15/2017	1,000,000.00	1,013,979.40	1,070,000.00
<b>TOTAL CORPORATE</b>				<b>704,197,000.00</b>	<b>715,803,413.00</b>	<b>721,721,012.29</b>

**MORTGAGE BACKED**

12624PAC9	COMM 2012-CR3 A2	1.765	11/15/2045	5,400,000.00	5,501,635.07	5,374,285.76
17318UAB0	CGCMT 2012-GC8 A2	1.813	09/10/2045	5,400,000.00	5,498,890.63	5,405,695.38
3128L0DF6	FHLMC POOL A68202	6.000	11/01/2037	536,918.10	548,044.00	596,288.41
3128L0EF5	FHLMC POOL A68234	6.000	11/01/2037	1,357,239.00	1,368,425.62	1,517,072.35
3128MJAD2	FHLMC POOL G08003	6.000	07/01/2034	824,876.20	845,500.16	918,667.76
3128MJMC1	FHLMC POOL G08354	5.000	07/01/2039	4,510,638.45	4,563,292.35	4,863,087.11
3128PYU36	FHLMC POOL J18702	3.000	03/01/2027	13,548,330.20	14,068,615.48	13,812,408.83
31292JBR0	FHLMC POOL C01848	6.000	06/01/2034	1,104,853.67	1,143,868.82	1,230,476.75
312944AF8	FHLMC POOL J26588	4.000	12/01/2040	5,510,469.80	5,582,226.15	5,664,908.98
31297ECP9	FHLMC POOL A2-6378	6.000	09/01/2034	704,443.00	726,057.64	784,098.67
31297HX46	FHLMC POOL A2-9699	5.000	01/01/2035	480,864.25	481,152.13	521,100.57
31307AEK4	FHLMC POOL J21938	2.500	01/01/2028	18,150,838.80	18,858,222.73	18,043,953.96
31307FJM4	FHLMC POOL J26588	3.500	12/01/2028	9,967,016.04	10,518,759.27	10,405,998.31
3132GDMF8	FHLMC POOL Q00358	4.500	04/01/2041	9,354,887.21	9,820,255.43	9,930,679.58
3132GFXD4	FHLMC POOL Q02476	4.500	08/01/2041	6,418,469.30	6,735,370.18	6,813,525.44
31335H5U3	FHLMC POOL C90859	5.500	10/01/2024	1,101,968.50	1,130,946.67	1,215,645.03
31371PC57	FNMA POOL 257592	5.000	03/01/2039	1,793,857.39	1,814,318.58	1,954,930.36
31376KEL6	FNMA POOL 357539	5.500	04/01/2034	1,073,624.60	1,073,552.15	1,184,971.28
3138ABKG0	FNMA POOL AH6594	3.500	03/01/2026	10,450,933.25	10,945,111.59	10,962,587.95
3138NXE37	FNMA POOL AR1053	2.500	01/01/2028	18,521,724.60	19,258,586.06	18,372,189.65
31412RLY1	FNMA POOL 932843	3.500	12/01/2025	8,364,511.00	8,532,926.16	8,774,019.06
31413FGK2	FNMA POOL 944002	6.000	08/01/2037	2,275,982.45	2,261,804.29	2,550,779.11
31415Q4B9	FNMA POOL 986518	5.000	06/01/2038	845,461.93	851,815.70	703,620.57
31416XEL0	FNMA POOL AB1938	3.500	12/01/2025	14,263,997.36	14,845,084.51	14,925,376.13
31416YTY4	FNMA POOL AB3266	4.000	07/01/2041	6,882,755.60	7,043,117.82	7,098,151.44
31416YU89	FNMA POOL AB3306	4.000	07/01/2041	6,465,586.05	6,630,346.77	6,665,906.07
31419LD42	FNMA POOL AE9122	3.500	12/01/2025	4,427,989.10	4,529,660.20	4,644,752.73
31419LYR8	FNMA POOL AE9719	4.500	12/01/2040	13,753,666.80	14,239,198.61	14,604,164.67
36202D5C1	GNMA 2M POOL 3543	5.000	04/20/2034	1,466,244.20	1,464,447.51	1,599,518.61
36202EAK5	GNMA 2M POOL 3610	5.500	09/20/2034	1,284,762.70	1,292,923.44	1,395,941.36
36202EUT4	GNMA 2M POOL 4194	5.500	07/20/2038	2,475,934.20	2,481,350.31	2,723,448.39
36202EUU1	GNMA 2M POOL 4195	6.000	07/20/2038	2,119,479.90	2,161,207.16	2,359,804.97
36202EVN6	GNMA 2M POOL 4221	5.500	08/20/2038	1,617,155.60	1,604,521.57	1,775,787.24
36202EVP1	GNMA 2M POOL 4222	6.000	08/20/2038	1,264,163.10	1,279,570.09	1,405,529.66
61761DAB8	MSBAM 2012-C6 A2	1.868	11/15/2045	8,500,000.00	8,691,667.18	8,493,691.30
<b>TOTAL MORTGAGE BACKED</b>				<b>191,999,722.55</b>	<b>198,190,472.03</b>	<b>199,293,043.44</b>

**ASSET BACKED**

02005XAC2	ALLYA 2011-4 A3	0.790	09/15/2015	1,478,958.75	1,479,982.63	1,479,719.67
02582JFX3	AMXCA 2011-1 A	0.337	04/17/2017	9,000,000.00	9,000,000.00	9,000,161.10
048312AF9	ACETF 2003-1 A2	4.460	10/20/2016	554,439.83	540,679.61	560,861.57
048312AG7	ACETF 2003-1 A3	5.050	10/20/2020	5,800,000.00	6,226,228.46	6,206,321.52
05578XAC2	BMWOT 2013-A A3	0.670	11/27/2017	3,375,000.00	3,374,929.43	3,376,894.05
12616VAC6	CNH 2011-C A3	1.190	12/15/2016	5,424,848.80	5,426,783.76	5,445,485.97
126802CA3	CABMT 2012-1A A1	1.830	02/18/2020	6,800,000.00	6,598,539.42	6,696,845.76
14313PAC1	CARMX 2013-4 A3	0.800	07/16/2018	3,165,000.00	3,164,736.80	3,165,379.17
15200WAA3	CNP 2012-1 A1	0.901	04/15/2018	3,457,000.74	3,475,973.76	3,468,090.11
161571FK5	CHAIT 2012-A4 A4	1.580	08/16/2021	5,056,000.00	4,870,350.91	4,870,503.45
17305EBU8	CCCIT 2003-A7 A7	4.150	07/07/2017	3,000,000.00	3,140,396.37	3,159,527.10

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CUSIP	DESCRIPTION	CPN	MATURITY	QUANTITY	BOOK VALUE	MARKET VALUE
17305EEQ4	CCCIT 2009-A4 A4	4.900	06/23/2016	7,000,000.00	7,135,367.19	7,143,420.20
29366AAA2	ELL 2011-A A1	2.040	09/01/2023	4,778,791.32	4,891,576.43	4,753,452.26
34529PAD7	FORDO 2011-A A4	1.650	05/15/2016	5,802,171.00	5,802,867.84	5,835,499.25
34529WAD2	FORDO 2012-B A4	1.000	09/15/2017	6,500,000.00	6,523,079.23	6,535,722.70
36159JCS8	GEMNT 2012-1 A	1.030	01/15/2018	13,000,000.00	12,999,642.50	12,992,057.00
43811AAC0	HAROT 2011-3 A3	0.880	09/21/2015	3,788,385.92	3,789,871.32	3,795,460.73
44890FAB3	HALST 2012-A A2	0.680	01/15/2015	92,891.52	93,402.82	92,906.12
44918AAC0	HART 2011-C A3	0.830	12/15/2015	2,875,666.62	2,876,516.47	2,880,032.17
587728AC0	MBART 2011-1 A3	0.850	03/16/2015	1,347,277.40	1,349,122.77	1,348,490.62
78446WAB3	SLMA 2012-1 A2	0.615	11/25/2020	5,000,000.00	5,000,000.00	5,043,150.00
<b>TOTAL ASSET BACKED</b>				<b>96,896,429.70</b>	<b>97,759,847.72</b>	<b>97,849,980.52</b>
<b>TOTAL MARKETABLE SECURITIES</b>				<b>1,112,666,152.25</b>	<b>1,132,167,361.82</b>	<b>1,140,217,581.89</b>
<b>TOTAL MARKETABLE AND C/E</b>				<b>1,141,988,529.11</b>	<b>1,161,488,688.68</b>	<b>1,169,538,908.75</b>
<b>COMMON</b>						
22282E102	COVANTA HOLDING CORPORATION			12,655.00	279,492.31	224,626.25
34958N100	FORTICELL BIOSCIENCE, INC			1,926.00	1,627,706.00	1.93
	RIMCO ROYALTY MANAGEMENT, INC			346,302.00	346.30	0.00
<b>TOTAL COMMON</b>				<b>360,883.00</b>	<b>1,907,544.61</b>	<b>224,628.18</b>
<b>TOTAL MARKETABLE , C/E AND COMMON</b>				<b>1,142,349,412.11</b>	<b>1,163,396,233.29</b>	<b>1,169,763,536.93</b>
<b>EQUITY SECURITIES</b>						
910585406	UNITED MERCHANTS & MFR			214,166.00	25,800.00	0.00
910858414	UNITED MERCHANTS & MFR - WTS			53,542.00	0.00	0.00
178789103	CITIVEST INTERNATIONAL LTD			12,000.00	496,671.25	0.00
<b>COMMON STOCKS</b>				<b>279,708.00</b>	<b>522,471.25</b>	<b>0.00</b>
	RIMCO ROYALTY PARTNERS, L.P.			346,302.00	3,199,497.00	925,034.00
<b>LIMITED PARTNERS</b>				<b>346,302.00</b>	<b>3,199,497.00</b>	<b>925,034.00</b>
<b>TOTAL EQUITY SECURITIES</b>				<b>626,010.00</b>	<b>3,721,968.25</b>	<b>925,034.00</b>
<b>TOTAL</b>				<b>1,142,975,422.11</b>	<b>1,167,118,201.54</b>	<b>1,170,688,570.93</b>