#### THE STATE OF NEW HAMPSHIRE

**MERRIMACK, SS** 

**SUPERIOR COURT** 

Docket No. 217-2003-EQ-00106

In the Matter of the Liquidation of The Home Insurance Company

#### LIQUIDATOR'S SEVENTY-FIFTH REPORT

I, John R. Elias, Insurance Commissioner of the State of New Hampshire, as Liquidator ("Liquidator") of The Home Insurance Company ("Home"), hereby submit this Seventy-Fifth Report on the liquidation of Home, as of December 13, 2019 in accordance with RSA 402-C:25 and the Order Concerning Liquidator's Reports issued January 19, 2005.

#### The Home Insurance Company

- 1. <u>Home's background</u>. Home, domiciled in New Hampshire, was declared insolvent on June 11, 2003, and is one of the largest property-casualty insurer insolvencies in United States history. The Company and its predecessors began operations in 1853. The Court entered the operative Order of Liquidation on June 13, 2003. The Liquidator has created a stand-alone liquidation operation which presently consists of 39 full and part time employees with offices in New York City (Home's former corporate headquarters) and Bedford, New Hampshire. From the start in 2003, the Liquidator has been engaged in marshalling assets, principally reinsurance, and determining claims.
- 2. <u>Home's assets</u>. Home's unrestricted liquid assets as of September 30, 2019 total approximately \$810 million as set forth on the September 30, 2019 financial statement attached as Exhibit A. This figure does not include the \$625.3 million of net interim

distributions paid to non-guaranty association claimants on allowed Class II claims or the net \$256 million paid to insurance guaranty associations in early access distributions through September 30, 2019. These amounts are discussed in greater detail below. As of September 30, 2019, the Liquidator has marshalled approximately \$1.75 billion in assets net of the expenses of the liquidation and Class I distributions. This total includes the interim distribution amounts paid to non-guaranty association claimants, the early access distributions amounts paid to guaranty associations, and special deposits held by states.

3. Coordination with guaranty associations. The Liquidator works closely with the state insurance guaranty associations established in every state to handle and pay certain claims under policies issued by insolvent insurers subject to statutory limitations as provided in the associations' respective statutes. See, e.g., RSA 404-B. The New Hampshire Insurers Rehabilitation and Liquidation Act ("Act") provides for so-called "early access" distribution to guaranty associations. See RSA 402-C:29, III. Through December 1, 2019, the Liquidator has made, with the Court's approval, early access net distributions totaling \$256 million. (See Section 11 below.)

As a condition for receiving early access distributions, the guaranty associations entered into "claw back" agreements with the Liquidator requiring the return of any amounts advanced that exceed the eventual distribution percentage for their creditor class. In accordance with paragraph 4 of the Orders approving the interim distributions, a portion of early access distributions have become permanent and are no longer subject to claw back by the Liquidator. The Liquidator has calculated the amount of early access distributions no longer subject to claw back to date, and has sent letters to the affected guaranty associations to apprise them of the amount of the early access distribution which is now

deemed to be permanent. The Liquidator has also sent letters to those guaranty associations which have received reimbursement from special deposits in excess of the interim distribution percentage to advise them that previously paid early access distributions will not become permanent. (See Section 12 below.)

- 4. Proofs of claim. The claim filing deadline in the Home liquidation was

  June 13, 2004. The Liquidator received seven new proofs of claim between the last

  Liquidator's report and December 1, 2019. The proofs of claim submitted now total

  20,801. 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.
- 5. Claim amendment deadline motion. The Liquidator has concluded that to move this proceeding toward closure and protect the interests of the creditors with allowed Class II claims it is now necessary to establish a deadline by which claimants with open proofs of claim must finally amend their claims. The Liquidator accordingly filed a Motion for Approval of Claim Amendment Deadline on August 1, 2019 seeking to establish a deadline for the amendment of claims. As described in that motion, claims filed after the claim amendment deadline and potential claims (claims that cannot be specifically identified by the deadline) will be barred if the Motion for Approval of Claim Amendment Deadline is granted. Copies of the motion papers -- consisting of a motion for order of

notice, the proposed order of notice, the motion for approval of claim amendment deadline, the supporting affidavit, and the proposed order approving claim amendment deadline -- may be found on the liquidation's website, <a href="https://www.hicilclerk.org">www.hicilclerk.org</a>.

On August 23, 2019, the Liquidator received the Court's Order of Notice Regarding Liquidator's Motion for Approval of Claim Amendment Deadline dated August 19, 2019. Pursuant to that order, the deadline for filing objections to the Motion for Approval of Claim Amendment Deadline was November 18, 2019. On September 13, 2019, the Liquidator completed the mailing of 2,186 notices of the motion and objection deadline pursuant to the order of notice. Twelve objections were filed, one of which (the objection of U.S. Steel Corporation) has been withdrawn.

In response to the objections, on November 27, 2019, the Liquidator submitted to the Court his proposed schedule to respond to the filings. The Liquidator proposed to make responsive filings by December 13 and 31, 2019, the first responding to six filings and the second addressing the five remaining objections. The Liquidator will then request a status conference with the Court at the Court's convenience in January 2020 to determine next steps concerning the objections. The Liquidator submitted the first responsive filing to the Court on December 13, 2019.

The Liquidator's motion papers, the filing regarding the scheduling for the Liquidator's response to the objections, the objections and the Liquidator's response may be found on the liquidation's website <a href="https://www.hicilclerk.org">www.hicilclerk.org</a>.

6. <u>Claim determinations and reports</u>. 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 88 proofs of claim pursuant to the Restated and

Revised Order Establishing Procedures Regarding Claims entered January 19, 2005 ("Claims Procedures Order"). As of December 1, 2019, for all priority classes, the following table outlines activity from inception of the Liquidation:

	<u>12/01/14</u>	12/01/15	12/05/16	12/01/17	<u>12/1/18</u>	<u>12/1/19</u>
Proofs of Claim Filed	: 20,672	20,704.	20,733	20,768	20,775	20,802
POCs Resolved (Court App'd) (1)-(2)	15,729	17,494	18,337	18,839	19,570	19,749
Total \$ Court App'd Determinations:	\$2.18b	\$2.43b	\$2.73b	\$2.8 b	\$3.0 b	\$3.1b <sup>(3)</sup>
Total \$ Class II Court App'd Det:	\$1.94b	\$2.13b	\$2.41b	\$2.49b	\$2.6 b	\$2.73b <sup>(3)</sup>
Total Remaining Open POCs (4)	4,225	3,210	2,396	1,929	1,242	1,053

Breakdown of Open POC Count as of 12/05/16, 12/01/17, 12/01/18 & 12/1/19 (4)

		12/05/16	<u>12/01/17</u>	12/01/18	12/1/19
i.	Insureds <sup>(7)</sup> and Claimants	2,097	1,668	979	792
ii.	Contribution Claims	43	6	12	13 (5)
iii. 📴	Guaranty Associations	60	60	60	59
iv.	Insurer	189	186	182	180
٧.	Government/other	7	9 (6	9	9
	<u>Total</u>	<u>2,396</u>	<u>1,929</u>	<u>1,242</u>	1,053

<sup>(1)</sup> POC counts include single POCs that may encompass multiple underlying claims and multiple POCs that may concern single underlying claims. Multiple determinations may be issued for individual POCs.

<sup>(2)</sup> The number of POCs resolved includes POCs determined and approved by the Court as Class V determinations that are deferred as to amount. The number of deferred Class V determinations can change if a final determination as to amount is issued.

<sup>(3)</sup> The allowance total was adjusted to reflect credits for offsets.

<sup>(4)</sup> The number of open POCs excludes 304 POCs at 12/1/19 determined and approved by the Court as Class V determinations that are deferred as to amount. POCs with a filed Request for Review are considered open until the NODs are resolved.

<sup>(5)</sup> The number of open contribution POCs increased due to issuance of NODs on POCs that had not been counted as open in light of previous court-approved final determinations as to priority class only.

<sup>(6)</sup> In the course of a review of the open POCs, two records were moved from another category to this category.

<sup>(7)</sup> As of 12/1/19, the number of insureds with open POCs totaled 225. All entities falling within the coverage of the policy including the named insured, additional named insured and their successors are counted as one insured if they filed a consolidated POC or POCs. Where the insured, the additional named insured and/or the successors filed separate POCs, each of the entities is counted separately.

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 September 1, 2019, the Liquidator has submitted two reports of claims and recommendations to the Court reflecting a total of approximately \$16 million in determinations for all classifications. In addition, the Court has approved three Class II settlement agreements reflecting total allowances of \$44.7 million.

The Order of Liquidation established June 13, 2004 as the deadline for filing claims in Home's liquidation proceeding. Pursuant to the Act, claims filed after the claim filing deadline are allowed to participate in distributions of the estate provided the late filing of the claim is "excused" for good cause shown. See RSA 402-C:37, II. The Act provides a non-exclusive list of five examples of "good cause" for late filing to be excused, including that the "existence of a claim was not known to the claimant and that he filed within 30 days after he learned of it." Id. "Unexcused" late filed claims are not permitted to receive the first distribution from 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.

8. 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 the New Hampshire statutes and the Claim Procedures Order. Since inception, 1010 claimants have filed requests for review; 909 of these have been sent notices of redetermination or have withdrawn the request for review. Claimants have filed 61 objections with the Court to commence disputed claim proceedings. As of December 1, 2019, there are two disputed claim proceedings before the Referee. The Claims Procedures Order provides for review of the Referee's reports by motion to recommit.

- 9. <u>Financial reports</u>. The unaudited September 30, 2019 financial statements are attached as Exhibit A to this report. The September 30, 2019 statements reflect \$808,858,108 in net assets under the Liquidator's direct control and \$33,853,602 in reinsurance collections, net investment income, and other receipts, and \$11,737,937 in operating disbursements from January 1 through September 30, 2019.
- 10. <u>2019 Budget</u>. A comparison of the actual and budgeted general and administrative expenses of the Home liquidation, on an incurred basis, through September 30, 2019 is attached as Exhibit B. As of September 30, 2019, actual expenses were below budget by \$645,100 or 6.3% % 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	\$17.0
2015	\$17.2	\$16.2
2016	\$15.7	\$14.6
2017	\$14.5	\$13.7
2018	\$14.0	\$12.8
2019	\$13.5	
2020	\$13.2	

The Liquidator filed a copy of the 2019 Budget on October 15, 2018 as Exhibit 7 to the Liquidator's Filing Regarding Status Report. Additionally the Liquidator filed a copy of the 2020 Budget on November 14, 2019 as Exhibit 6 to the Liquidator Filing Regarding Status Report. As of December 1, 2019, the liquidation staff is 39 in number, which includes eight part time employees. In addition, there are five Information Technology consultants, and other consultants who periodically work for the estate.

11. Investment update. The Liquidator invests Home's assets in accordance with the Fourth Revised Investment Guidelines approved December 10, 2012. A summary of Home's holdings of bonds and short-term investments as of September 30, 2019 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 B differ from those on Exhibit D). The book value of Home's bonds and short-term investments managed by Conning Asset Management ("Conning") at September 30, 2019, was approximately \$784.8 million compared to their market value of \$792.7 million. This represented an unrealized gain

(book value above market value) of approximately \$7.9 million. Short-term holdings in the Conning-managed portfolio at September 30, 2019 were \$40.8 million at market value. The portfolio has generated approximately \$17.6 million of cash from net investment income through September 30, 2019 and is expected to generate \$21.7 million in 2019.

The average credit rating for the Conning-managed portfolio holdings is Aa3 by Moody's and AA- by S&P. The Liquidator continues to maintain, outside of Conning's control, investments in US Treasury bills. As of September 30, 2019, such investments for Home had a market value of approximately \$9.8 million. These assets, along with sweep bank accounts, will be used to fund operating requirements.

As of December 1, 2019, the Conning-managed portfolio had an unrealized gain of \$8.3 million, a \$1.2 million increase in the unrealized gain from June 30, 2019 due to a decrease in bond yields influenced by concerns about economic growth and the Federal Reserve's rate reduction of .25% in October, 2019. A market value sensitivity analysis performed by Conning indicated that market values of the portfolio could potentially fluctuate \$18 million downwards and \$18 million upwards if interest rates increased or decreased 100 basis points, respectively, based on the portfolio values as of September 30, 2019. 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. As of December 1, 2019, the Liquidator and Conning believe that all securities in the portfolio will pay full amounts of principal in spite of fluctuating market values.

12. <u>Early access distributions to guaranty associations</u>. The Liquidator made early access distributions to a total of 55 insurance guaranty associations from 2005

through 2016. The Liquidator makes an early access distribution only after obtaining approval from the Court and "claw back" agreements with the guaranty associations requiring the return of any amounts advanced that are necessary to make distributions to creditors whose claims fall in the same or a higher priority class. See RSA 402-C:29, III.

Early access distributions are generally subject to deductions for deposits, deductible reimbursements, recoveries from guaranty association statutory net worth insureds, amounts ascribed Class I and Class V priority, questioned claim items, and an early access distribution cap of 40% of the association's paid loss and expense and case reserves. Given the large number of guaranty associations affected by the cap and the decreasing association claim volume over the last few years, the tenth and eleventh early access distributions also reflected an additional cap of 75% of the association's cumulative paid claims in accordance with the Court's approval orders. The eleventh early access distribution also reflected a \$25,000 minimum payment threshold. A net total of \$256 million has been paid to guaranty associations in early access through June 30, 2019.

13. Interim Distributions. By Order dated March 13, 2012 (as amended July 2, 2012), the Court approved the first interim distribution of 15% to claimants with allowed Class II claims. The interim distribution was subject to receipt of a waiver of federal priority claims from the United States Department of Justice ("US DOJ"), which was received on November 5, 2014. By Order dated November 16, 2015 (as amended March 7, 2016), the Court approved the second interim distribution of 10% to claimants with allowed Class II claims (for a cumulative interim distribution percentage of 25%). The second interim distribution was also subject to receipt of a waiver of federal priority claims from the US DOJ, which was received on July 18, 2016.

The Liquidator paid first interim distributions totaling \$258.3 million to creditors with allowed Class II claims on December 5, 2014 and thereafter through July 31, 2016. In August 2016, the Liquidator paid second interim distributions totaling \$183.3 million to creditors with allowed Class II claims. It also included 25% first and second distribution amounts for those recent Class II claimant-creditors who had not previously received the first interim distribution.

By Order dated October 18, 2018, the Court approved the third interim distribution of 5% to claimants with allowed Class II claims (for a cumulative interim distribution percentage of 30%). The third interim distribution was also subject to receipt of a waiver of federal priority claims from the US DOJ. The Liquidator entered a Release Agreement with the United States in conjunction with a Settlement Agreement between the Federal Claimants and the Liquidator. The two agreements were subject to Court approval, which was given by Order dated March 26, 2019, and other conditions which were satisfied on April 10, 2019, thereby making the Settlement Agreement and the Release Agreement effective. The Release Agreement provided the necessary waiver of federal priority claims allowing the third interim distribution to proceed.

In April 2019, the Liquidator paid the third interim distribution totaling \$119.0 million to creditors with allowed Class II claims. This included the 30% distribution in the amount of \$8,113,243.80 on allowed United States claims which was paid to the United States on April 10, 2019 in accordance with the terms of the Settlement Agreement. It also included 30% distribution amounts for other recent Class II claimant-creditors who had not previously received the first and second interim distributions. As part of the interim distribution process, the Liquidator periodically issues distribution

checks to claimants with newly allowed Class II claims after each December 31 and June 30 as provided in the interim distribution approval orders.

The net cumulative interim distributions to non-guaranty association Class II creditors total \$625.3 million through December 1, 2019 (excluding distribution checks outstanding of \$0.2 million). This total does not include the amounts of prior early access distributions to guaranty associations that are deemed interim distributions no longer subject to claw back pursuant to the interim distribution approval orders (which are included in the early access total in section 12). Certain guaranty associations have had claims satisfied from special deposits and, accordingly, have not received interim distributions from the Home estate.

Milliman, Inc. to estimate Home's unpaid direct liabilities as of December 31, 2010,
December 31, 2012, and December 31, 2014. Milliman's report concerning unpaid loss and allocated loss adjustment expense ("ALAE") as of December 31, 2010, was used in the Liquidator's Motion for Approval of Interim Distribution to Claimants with Allowed Class II Claims filed February 13, 2012, and the executive summary was included in the motion papers. A copy of the executive summary of the Milliman report concerning unpaid loss and ALAE as of December 31, 2012 was attached as an exhibit to the Liquidator's Fifty-First Report. A copy of the executive summary of the Milliman report dated June 18, 2015 concerning unpaid loss and ALAE as of December 31, 2014 was attached as an exhibit to the Liquidator's Fifty-Seventh report.

Milliman's actuarial central estimate of ultimate Class II unpaid loss and ALAE as of December 31, 2010 was \$4.112 billion, and the estimate at the 95% confidence level

was \$6.584 billion. Milliman's actuarial central estimate of ultimate Class II unpaid loss and ALAE as of December 31, 2012 was \$4.372 billion, and the estimate at the 95% confidence level was \$6.602 billion. Milliman's actuarial central estimate of ultimate Class II unpaid loss and ALAE as of December 31, 2014 was \$4.034 billion, and the estimate at the 95% and 90% confidence levels was \$5.406 billion and \$4.970 billion respectively.

- 15. Multiple claims. RSA 402-C:40, IV provides that in the event several claims founded on one policy are filed, and the aggregate allowed amount of all claims to which the same limit of liability in the policy is applicable exceeds that limit, then each claim as allowed shall be reduced in the same proportion so that the total equals the policy limit. This presents a potential risk for allowed claims under such policies in the event that other claims subject to the same policy limit are allowed, as the allowances subject to the same limit would need to be reduced on a pro rata basis to adjust the total of such allowances to the applicable policy limit. Distributions will be based on the reduced allowances. The Liquidator will be unable to finally determine the extent to which a claim allowance may be subject to proration until all claims against the policy have been determined. The Liquidator is tracking claims against policies and will further address this issue, if warranted, in any future application to increase the interim distribution percentage. If at the time of a distribution there are allowed claims subject to the same limit that are required to be reduced pursuant to RSA 402-C:40, IV, the Liquidator will make the reductions and advise the claimants of the reasons for them.
- 16. Reinsurance. The collection of reinsurance is the principal remaining assetmarshaling 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 Liquidator reports, in accordance with the Court's December 23, 2004 order, that since the last report, on September 11, 2019, the Court granted the Liquidator's motion for approval of a ceded and assumed commutation with National Casualty Co.

- 17. <u>Distributions to Class I Creditors</u>. In his reports and recommendations regarding claims, the Liquidator has recommended that the Court approve certain claims by guaranty associations for expenses which are Class I claims under RSA 402-C:44 pursuant to RSA 404-B:11, II, certain 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 associations approved on 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. Most recently, a Class I distribution totaling \$8.6 million was issued to guaranty associations in September 2019, which brought total Class I distributions to \$94.7 million (after deduction of setoffs).
- 18. 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.
- 19. New York Office Surrender of Space; Manchester Office Lease
   Termination. Pursuant to the terms of the Lease Agreement for office space located at 61

Broadway in New York City, the Liquidator had a unilateral contraction option to surrender 7,500 square feet or approximately one-third of the Premises effective as of January 1, 2018. The Liquidator exercised the option and vacated the space on December 31, 2017. The Lease Agreement provides the Liquidator with a second unilateral contraction option for approximately half of the remaining space which option may be exercised at any time between January 1, 2021 and January 1, 2023. While the Lease expires by its terms on January 31, 2026, the Liquidator has an option to cancel the Lease as of January 1, 2021, as well as an option to extend the term of the Lease another five years until January 31, 2031. Both options to be effective require 12 months prior written notice.

The Lease Agreement for office space in Manchester, New Hampshire has been terminated effective as of August 31, 2019, and the Liquidator has vacated the space. The office has been relocated to new quarters in Bedford, New Hampshire which space has been let on a month to month basis.

20. <u>Mailing Address Change</u>: In view of the closure of Home's Manchester office, and as reflected on the liquidation's website (<u>www.hicilclerk.org</u>), the mailing address for all Proofs of Claim has been changed to the following:

The Home Insurance Company in Liquidation 61 Broadway, 6<sup>th</sup> Floor New York, New York 10006

21. <u>Document Storage</u>. The contract with Iron Mountain regarding storage of Home's records housed at Iron Mountain facilities as approved by the Court on November 2, 2016 extends until November 30, 2021, and provides for a further five year extension at the Liquidator's option. As of December 1, 2019, there are approximately

- 63,533 boxes of documents in storage at Iron Mountain, down from a high of 167,000 in 2004 when the record review process was commenced, resulting in considerable savings to Home's estate. Record destruction efforts remain ongoing so as to eliminate records which are no longer useful to the estate.
- 22. Ancillary proceedings in the United States and United Kingdom. Ancillary receiverships for Home remain pending in Oregon, New York, and Massachusetts. In addition, a provisional liquidation proceeding concerning Home's unincorporated branch in the United Kingdom ("UK Branch") remains pending. The Home's UK Branch wrote insurance and reinsurance as a participating member of the American Foreign Insurance Association ("AFIA"), and a Scheme of Arrangement with AFIA creditors was approved by the UK court in November 2005.

Respectfully submitted,

John R. Elias, Insurance

Commissioner of the State of

New Hampshire, as Liquidator of

The Home Insurance Company

I hereby certify that on December 2½, 2019, a copy of the Liquidator's Seventy-Fifth Report, without the confidential appendix, was served upon the persons named on the attached Service List, by first class mail, postage prepaid.

**CERTIFICATE OF SERVICE** 

Eric A. Smith

NH Bar ID No. 16952

#### Exhibits:

- A Unaudited Financial Statement as of 9/30/19
- B Comparison of actual and budgeted general and administrative expenses through 9/30/19
- C Holdings of bonds and short-term investments as of 9/30/19
- D Individual holdings report as of 9/30/19

Confidential Appendix

Dated: December 5 2019

#### THE STATE OF NEW HAMPSHIRE

#### MERRIMACK, SS.

#### SUPERIOR COURT

In the Matter of the Liquidation of The Home Insurance Company Docket No. 217-2003-EQ-00106

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### THE HOME INSURANCE COMPANY IN LIQUIDATION

Financial Statements (Modified Cash Basis)

September 30, 2019 and December 31, 2018 (Unaudited)

### The Home Insurance Company In Liquidation

# Statement of Restricted and Unrestricted Net Assets Excluding Certain Amounts (Modified-Cash Basis) (Unaudited)

	_	September 30, 2019	_	December 31, 2018
Assets				
Unrestricted fixed-income securities, short-term investments, and cash and cash equivalents, at cost:				
Fixed-income securities (Note 2)	\$	749,365,852	\$	749,762,900
Short-term investments	•	9,806,998	•	134,142,344
Cash and cash equivalents		46,372,849		20,635,841
Total unrestricted fixed-income, short-term investments, and	_		-	
cash and cash equivalents, at cost	\$	805,545,699	\$	904,541,085
Unrestricted liquid assets:				
Interest income due and accrued		4,356,738		4,296,062
Other liquid assets	_	2		2
Total unrestricted liquid assets	\$	809,902,439	\$	908,837,149
Unrestricted illiquid assets: ( Note 1)				
Limited partnership interests	_	592,358		592,358
Total unrestricted illiquid assets (Note 1)	\$	592,358	\$	592,358
Restricted liquid assets: (Note 4)				
Cash		195,667		195,667
Total restricted liquid assets (Note 4)	\$	195,667	\$	195,667
Total restricted and unrestricted assets, excluding				
certain amounts	\$_	810,690,464	\$	909,625,173
Liabilities				
Incurred but unpaid administrative expenses and				
investment expenses (Note 3)		1,605,326		1,790,276
Class I distribution checks outstanding (Note 8)		65,462		9,301
Class II distribution checks outstanding (Note 9)	_=	161,568		127,199
Total liabilities Restricted and unrestricted net assets, excluding certain	\$_	1,832,356	Φ.	1,926,776
amounts	\$	\$808,858,108	\$	\$907,698,397
	=			

See accompanying notes.

### Statement of Restricted and Unrestricted Cash Receipts and Disbursements (Modified-Cash Basis) (Unaudited)

	January 1, 2019 To September 30, 2019		January 1, 2018 To December 31, 2018
Cash and marketable securities received:		•	
Net investment income	\$ 17,601,092	\$	21,369,678
Reinsurance collections - unrestricted	11,231,607		18,530,389
Agents' balances	772,414		2,632,501
Salvage, subrogation and other claim recoveries	155,896		304,797
Realized capital gains on sale of fixed-income securities (Note 1)	3,875,497		203,535
Miscellaneous income	199,138		16,426
All other	17,958		957,654
Total cash receipts	\$ 33,853,602	\$	44,014,980
Cash operating disbursements:			
Human resources costs (Note 3)	6,057,203		7,250,789
Realized capital losses on sale of fixed-income securities (Note 1)	601,528		1,538,378
Consultant and outside service fees	1,733,691		2,119,665
General office and rent expense	948,494		1,234,118
Legal and audit fees	646,857		1,061,982
Investment expenses	548,958		738,890
Computers and equipment cost	202,555		183,485
Administration costs	127,415		191,348
Loss expenses paid (Note 1)	53,783		131,840
Capital contribution	7,100		38,475
All other	810,351		3,666
Total cash operating disbursements	\$ 11,737,937	\$	14,492,636
Excess of receipts over operating disbursements	\$ 22,115,665	_	29,522,344
Deductible reimbursements (Note 7)	338,600		398,185
Class I Distributions (Note 8)	8,598,825		5,433,359
Class II Distributions (Note 9)	132,798,602		30,139,875
Escrow Recovery (Note 9)	(20,624,976)	<u>.</u>	(528,166)
Cash disbursements and distributions in excess of receipts	\$ (98,995,386)	\$	(5,920,909)
Beginning restricted and unrestricted fixed-income securities, short-term investments, and cash and cash equivalents, at cost	904,736,752	_	910,657,661
Ending restricted and unrestricted fixed-income securities, short-term investments, and cash and cash	ä		
equivalents, at cost	\$ 805,741,366	<b>\$</b>	904,736,752

See accompanying notes.

# Statement of Changes in Restricted and Unrestricted Net Assets Excluding Certain Amounts (Modified-Cash Basis) (Unaudited)

	January 1, 2019 To September 30, 2019	January 1, 2018 To December 31, 2018
Restricted and unrestricted net assets, excluding certain amounts, beginning of year	\$ \$907,698,397	\$ \$915,176,237
Cash operating disbursements in excess of unrestricted and restricted cash receipts	(98,995,386)	(5,920,909)
Other changes in restricted and unrestricted net assets: Limited partnership interests, illiquid Prepaid expenses		(62,427) (837,350)
Interest income due and accrued Incurred but unpaid administrative and investment expenses (Note 3)	60,677 184,950	(711,752) 49,959
Class I distribution checks outstanding (Note 8) Class II distribution checks outstanding (Note 9)	(56,161) (34,369)	(9,301) 13,940
Restricted and unrestricted net assets, excluding certain amounts, end of year	\$ \$808,858,108	\$ \$907,698,397

See accompanying notes.

Notes to Financial Statements (Modified-Cash Basis) (Unaudited) September 30, 2019

#### 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 cash equivalents, 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 and the federal government, 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 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 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.

Proceeds received above or below original cost are treated as a gain or loss upon disposition of common stock.

This statement does not include any assets of Home's branches outside of the United States.

### Notes to Financial Statements (continued) (Modified-Cash Basis) (Unaudited)

#### 2) Investments

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

	_	S	epter	nber 30, 20	19	
8 	F	Cost	Unr	ross ealized Sains	Gross Unrealized Losses	Fair Value
Fixed-income securities: U.S. Treasury notes Government agencies Corporate Mortgage-backed Asset-backed Total	\$ <u>\$</u>	49,229,336 30,216,259 516,006,490 106,606,620 47,307,146 749,365,851	\$ <u>\$</u>	363,437 501,664 4,858,776 1,685,439 109,349 7,518,665	\$ (296,836) (1,590) (3,617,084) ( 830,448) (225,300) \$ (4,971,258	\$ 49,295,937 30,716,333 517,248,182 107,461,611 47,191,195 \$751,913,258
Total Common Stock	\$	1,628,052	\$	i.,	\$ (1,628,050)	\$ 2

The amortized cost of unrestricted fixed-income securities is \$744,005,041 at September 30, 2019. Based on such amortized cost, gross unrealized gains are \$8,619,681 and gross unrealized losses are \$711,463.

	D	ecemb	er 31, 20	18	
	 Cost		oss alized ains	Gross Unrealized Losses	Fair Value
Fixed-income securities: U.S. Treasury notes Government agencies Corporate Mortgage-backed Asset-backed Total	\$ 37,840,918 8,037,440 486,230,691 152,312,907 65,340,944 749,762,900	\$ <u>\$</u>	- 115,613 460,995 156,109 732,717	\$ (702,715) (157,960) (17,469,131) (4,604, 942) (907,239) \$(23,841,986)	\$ 37,138,203 7,879,480 468,877,174 148,168,959 64,589 815 \$726,653,631
Total Common Stock	\$ 1,628,052	<b>\$</b>	-	\$ (1,628,050)	\$ 2

The amortized cost of unrestricted fixed-income securities is \$745,146,469 at December 31, 2018. Based on such amortized cost, gross unrealized gains are \$586,200 and gross unrealized losses are \$19,079,038.

# Notes to Financial Statements (continued) (Modified-Cash Basis) (Unaudited)

#### 2) Investments (continued)

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

#### Unrestricted fixed-income securities

September 30, 2019	Cost	<u>Fair Value</u>
One year or less Over one year through	\$ 75,467,535	\$ 74,774,989
five years Over five years through	454,277,677	454,519,903
twenty years	65,706,872	67,965,560
Mortgage-backed	106,606,620	107,461,611
Asset-backed	47,307,146	<u>47,191,195</u>
Total	<u>\$ 749,365,851</u>	<u>\$ 751,913,258</u>

#### **Unrestricted fixed-income securities**

	Cost	Fair Value
December 31, 2018	Cost	ran value
One year or less	\$ 80,469,272	\$ 79,537,400
Over one year through five years	323,019,085	312,436,091
Over five years through	100 (00 (00	101.001.041
twenty years	128,620,692	121,921,364
Mortgage-backed	1 <b>52,312,907</b>	148,168,959
Asset-backed	65, 340,944	64,589, 816
Total	<u>\$ 749,762,900</u>	<u>\$ 726,653,631</u>

### Notes to Financial Statements (continued) (Modified-Cash Basis) (Unaudited)

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

Accrued expenses incurred in the normal course of Home's liquidation, but unpaid as of September 30, 2019, are as follows:

Human resources costs	\$	765,419
Consultant and outside service fees		308,182
Legal and auditing fees		215,804
Other administration costs		79,708
General office and rent expense		63,309
Total accrued administrative expenses		1,432,422
Accrued investment expenses	-	172,904
Total accrued expenses	<u>\$</u>	1,605,326

The amount of accrued expenses at December 31, 2018 was \$1,790,276 and net assets for 2019 increased by \$184,950 due to the decrease in the accrual.

Various full-time employees of Home are covered by employee incentive plans, which were approved by the Liquidation Court on December 7, 2018. The costs of these plans are primarily payable in 2019, but are based on 2018 service and are being accrued over the service period in 2019. Accrued administrative expense includes \$765,000 of incentive plan costs.

#### 4) 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 drawdowns 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 \$195,667 at September 30, 2019 and December 31, 2018.

### Notes to Financial Statements (continued) (Modified-Cash Basis) (Unaudited)

#### 5) Securities on Deposit

Investments on deposit at the original cost with various states and the federal government were \$767,360, \$768,672 and \$73,947,287 at June 30, 2019, December 31, 2018 and June 13, 2003, respectively. The federal deposit is the only deposit still held at September 30, 2019, and as described in Note 1, the Liquidator does not record the amount of this asset as such amount has not been settled and agreed to with the federal government.

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 \$55,744,793 may be offset against future distributions to such guaranty associations.

#### 6) Early Access Distribution

On November 2, 2016, the Liquidation Court approved the eleventh early access distribution to insurance guaranty associations based on guaranty association payments through July 30, 2016. The Liquidator paid \$14.7 million for the eleventh early access distribution through December 31, 2016. The total of all early access payments through September 30, 2019 was \$252.9 million.

As a condition for receiving early access distributions, the guaranty associations entered into "claw back" agreements with the Liquidator requiring the return of any amounts advanced that exceed the eventual distribution percentage for their creditor class. Pursuant to the "claw back" agreements, the Liquidator requested and received the return of \$5.9 million for the eleventh early access advance as of December 31, 2017. Such returns of "claw back" amounts are netted against the related early access advances in the financial statements. The distribution caps are (1) an amount equal to 40% of the total incurred costs projected by each guaranty association, and (2) an amount equal to 75% of each guaranty association's cumulative paid claims.

The Liquidator may periodically make additional early access distributions in the future, subject to the Liquidation Court's approval. Early access distributions and related advances are not recorded as assets in the accompanying statements of restricted and unrestricted net assets, excluding certain amounts, 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 among members of the same class of creditor of the Liquidating Company.

### Notes to Financial Statements (continued) (Modified-Cash Basis) (Unaudited)

#### 6) Early Access Distribution (continued)

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

Assets withdrawn from special deposits held by states to pay Home claims (market value, see note 5)

Other deemed Early Access advances paid in cash

Total

\$ 252,942,104

\$ 252,942,104

\$ 252,942,104

#### 7) Home Deductible Policies - Reimbursement

On April 6, 2011, the Liquidation 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-six Guaranty Associations have signed the Deductible Agreement to date. On March 6, 2019 and March 6, 2018, the Liquidator paid \$338,600 and \$398,185 respectively, after netting of the fee.

#### 8) Allowed Claims

As of September 30, 2019, the Liquidator has allowed, and the Liquidation Court has approved, \$94,963,311 of Class I claims, \$2,730,116,842 of Class II claims, \$2,672,527 of Class III claims, \$327,692,620 of Class V claims and \$53,887 of Class VIII claims. Class I claims paid in 2019 were \$8,598,825 and in 2018 were \$5,433,359 for the seventh distribution of Guaranty Associations' administrative costs. 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 allowed claims in each successive priority class under New Hampshire RSA 402-C: 44.

### Notes to Financial Statements (continued) (Modified-Cash Basis) (Unaudited)

#### 9) Interim Distribution

On February 10, 2012, the Liquidator submitted a motion to the Liquidation Court seeking approval for a 15% interim distribution on allowed Class II claims. The interim distribution was approved by order of the Liquidation Court on March 13, 2012 (as amended July 2, 2012), and was subject to receipt of a waiver of federal priority claims from the United States Department of Justice. The waiver was received on November 5, 2014.

Additionally, on September 28, 2015, the Liquidator submitted a motion to the Liquidation Court seeking approval for a second interim distribution of 10% on allowed Class II claims. The Liquidation Court issued an order approving the motion on November 16, 2015 (the Order). On March 7, 2016, the Order was amended so that claimants who had not received the first interim distribution would be paid the second interim distribution coincident with the first interim distribution. The second interim distribution was subject to a waiver from the United States Department of Justice. The waiver was received on July 18, 2016.

On September 28, 2018, the Liquidator submitted a motion to the Liquidating Court seeking approval for a third interim distribution of 5% on allowed Class II claims. The Liquidation Court issued an order approving the motion on October 18, 2018 subject to a waiver from the United States Department of Justice. The waiver was received on April 10, 2019.

As of September 30, 2019, cash paid relating to the interim distributions in 2019 and 2018 totaled \$132,798,602 and \$30,139,875 respectively, and \$264,212 and \$127,200 remains outstanding as a payable for outstanding checks issued in 2019 and in 2018 respectively. The total of all class II payments through September 30, 2019 was \$586,083,225. As of December 31, 2018, interim distributions to a creditor totaling \$59,962,476 had been transferred into escrow pursuant to an approved settlement agreement and approved escrow agreement. The escrow amount is net of a return payment to the Liquidator of \$528,166 based on an adjustment to the escrow calculation in 2018. The funds held by the escrow agent were subject to the jurisdiction of the Liquidation Court but were no longer under control of the Liquidation and were therefore not reflected on the Statement of the Restricted and Unrestricted Net Assets. In January 2019, the escrow was terminated and the funds were distributed to the creditor and to the Liquidator. The Liquidator received \$20.8 million from the escrow.

Notes to Financial Statements (continued)
(Modified-Cash Basis)
(Unaudited)

#### 10) Claim Amendment Deadline Motion

The Liquidator filed a Motion for Approval of a Claim Amendment Deadline on August 1, 2019 seeking to establish a deadline for the amendment of claims. As described in that motion, claims filed after the claim amendment deadline and potential claims (claims that cannot be specifically identified by the deadline) will be barred if the Motion for Approval of Claim Amendment Deadline is granted. Twelve objections were filed by the November 18, 2019 deadline for objections to the motion. On November 26, 2019, the Liquidator submitted to the Court his proposed schedule to respond to the filed objections. After the Liquidator has filed his responses to the objections, the Liquidator expects to request a status conference with the Court and the various objectors in order to determine next steps concerning the objections. The objections must be resolved before the Claims Amendment Deadline can be established.

The Home Insurance Company in Liquidation G&A Expenses (Actual vs Budget)
September 30, 2019

General & Administrative Expense	Actual 2019	Budget 2019	Variance 2019	Full Year Budget
Salary and Benefits	5,732,496	5,822,299	(89,803)	7,747,784
Travel	7,205	29,190	(21,985)	40,070
Rent	831,391	860,918	(29,527)	1,127,212
Equipment	191,862	183,000	8,862	246,000
Printing and Stationery	25,681	28,730	(3,049)	38,090
Postage	10,030	9,825	205	13,100
Telephone	89,283	142,200	(52,917)	189,600
Outside Services, including Special Deputy	1,733,947	1,882,850	(148,903)	2,510,050
Legal and Auditing	747,618	1,033,500	(285,882)	1,336,250
Bank Fees	115,888	117,000	(1,112)	156,000
Corporate Insurance	55,490	77,326	(21,836)	77,576
Miscellaneous Income/Expenses	2,047	1,200	847	1,600
Total Expenses Incurred	9,542,938	10,188,039	(645,100)	13,483,332

The Home Insurance Company in Liquidation Portfolio Summary Report- Bonds and Short Term Investments Securities Held as of September 30, 2019

Conning Managed:		(s,000)				Average	Earned	
	Book	Market	Unrealized	Eff Mat	Book	Credit	Income	
	Value	Value	Gain (Loss)	(Years)	Yield	Quality	9/30/19	
							42	
Short Term	40,791	40,791	110	0.19	2.06	Aaa	803	
ency	34,220	34,778	558	2.53	2.56	Aa2	205	
vernment	48,942	49,296	354	1.65	2.15	Aaa	1,069	
porate	507,902	513,186	5,285	2.64	2.54	<b>V</b> 2	662'6	
tgage Backed	102,346	103,828	1,482	3.65	2.61	Aaa	2,191	
et Backed	47,115	47,191	92	1.22	1.97	Aaa	927	
CMBS	3,481	3,634	153	6.03	2.87	Aaa	649	
Total	784,796	792,705	7,908	2.52	2.47	Aa3	15,643	
Other investments- Home Insurance								
US Treasury Bills and Notes	9,811	9,801	(10)	0.45	1.58	Aaa	114	
Total Home Insurance (1)	794,607	802,506	7,898	2.49	2.46	Aa3	15,757	<u>(7</u>

Investment balances do not include cash amounts invested in sweep accounts of Citizens Bank and
investments in common stocks and limited partnerships.
 On an annualized basis, the total estimated income generated by the portfolio, calculated based on holdings as of September 30, 2019,
would be \$19.5 million over the next 12 months.

	9			воок	MARKET
CUSIP	DESCRIPTION	CPN MATURITY	QUANTITY	VALUE	VALUE
23384EZB6	DAIMLER FINANCE NA LLC	12/11/2019	4,000,000.00	3,983,748.88	3,983,748.88
2546R2AP1	WALT DISNEY COMPANY	01/23/2020	2,500,000.00	2,484,562.50	2,484,562.50
	GLAXOSMITHKLINE LLC	10/09/2019	3,000,000.00	2,998,620.00	2,998,620.00
	HENKEL OF AMERICA INC	12/11/2019	4,000,000.00	3,984,222.24	3,984,222.24
	INTERCONTINENTALEXCHANGE LVMH MOET HENNESSY LOUIS	12/04/2019	5,000,000.00	4,982,222.20	4,982,222.20
	LVMH MOET HENNESSY LOUIS	01/02/2020 12/03/2019	2,250,000.00 5,000,000.00	2,238,433.13 4,981,975.00	2,238,433.13
	METLIFE SHORT TERM FUND	0.000 10/09/2019	4,000,000.00	3,997,991.12	4,981,975.00 3,997,991.12
71708EBD6	PFIZER INC	02/13/2020	725,000.00	719,453.75	719,453,75
	PFIZER INC	03/19/2020	3,275,000.00	3,243,605.49	3,243,605.49
	SCHLUMBERGER INVESTMENT	12/16/2019	4,000,000.00	3,982,520.00	3,982,520.00
	TOYOTA INDUSTRIES COMM DREYFUS GOVERN CASH MGMT-INS	11/05/2019 1.854 10/15/2019	2,100,000.00	2,095,753.34	2,095,753.34
202000200	DRETPUS GOVERN CASH MIGNIT-1145	1.034 10/15/2019	1,098,279.17	1,098,279.17	1,098,279.17
	TOTAL CASH EQUIVALENTS		40,948,279.17	40,791,386.82	40,791,386.82
	SHORT TERM (OVER 90 DAYS)	•			
	US TREASURY BILL	0.000 03/12/2020	9,881,000.00	9,811,422.26	9,800,766.27
912796TE9	US TREASURY BILL	08/01/2019	775,000.00	776,259.38	776,259.38
	TOTAL SHORT TERM		10,656,000.00	10,587,681.63	10,577,025.65
	U S TREASURY				
012929492	US TREASURY N/B	2 275 40/24/2020	20 000 000 00	00 000 054 00	00 440 005 00
	US TREASURY N/B	2.375 12/31/2020 2.125 01/31/2021	20,000,000.00 4,000,000.00	20,088,954.60 3,975,457.44	20,140,625.00 4,018,125.00
	US TREASURY N/B	1.375 02/29/2020	8,000,000.00	7,964,580.08	7,982,500.00
	US TREASURY N/B	2.000 08/15/2025	6,000,000.00	5,908,845.33	6,134,062.50
912828VZ0	US TREASURY N/B	2.000 09/30/2020	11,000,000.00	11,004,194.52	11,020,625.00
. ,	TOTAL U S TREASURY		49,000,000.00	48,942,031.97	49,295,937.50
	TOTAL GOVERNMENT & AGENCIES		49,000,000.00	48,942,031.97	49,295,937.50
	PROVINCIAL				
01306GAB9	PROVINCE OF ALBERTA	1.750 08/26/2020	4,000,000.00	3,973,255.04	3,991,108.00
	MANITOBA (PROVINCE OF)	2.050 11/30/2020	4,000,000.00	3,978,349.88	4,006,372.00
	ONTARIO (PROVINCE OF)	2.550 02/12/2021	4,000,000.00	4,006,675.96	4,035,920.00
748148RU9	PROVINCE OF QUEBEC TOTAL PROVINCIAL	3.500 07/29/2020	5,000,000.00	5,040,928.70	5,063,860.00
	TOTAL PROVINCIAL		17,000,000.00	16,999,209.58	17,097,260.00
	TAX MUNICIPAL				
	CONNECTICUT ST	3.500 04/15/2021	3,175,000.00	3,213,260.53	3,246,532.75
	DALLAS-FORT WORTH TX INTERNATI	1.887 11/01/2021	1,950,000.00	1,950,000.00	1,951,579.50
	SAN JOSE CA REDEV AGY SUCCESSO	3.076 08/01/2025	4,000,000.00	4,000,000.00	4,215,360.00
91412GU94	UNIV OF CALIFORNIA CA REVENUES TOTAL TAX MUNICIPAL	3.063 07/01/2025	4,000,000.00 13,125,000.00	4,027,617.08 13,190,877.61	4,205,600.00 13,619,072.25
	TOTAL TAX MONOIPAL	•	13,120,000.00	10,110,011.01	13,018,072.23
	CORPORATE	•			
00206RCN0	AT&T INC	3.400 05/15/2025	3,000,000.00	2,945,427.09	3,131,961.00
	CHUBB INA HOLDINGS INC	2.875 11/03/2022	8,000,000.00	8,157,631.25	8,199,640.00
	ALTRIA GROUP INC	2.850 08/09/2022	2,500,000.00	2,537,645.48	2,529,832.50
	AMAZON.COM INC	2.400 02/22/2023	3,925,000.00	3,957,262.54	3,990,327.70
	AMERICAN EXPRESS CREDIT	2.700 03/03/2022	5,000,000.00	4,994,409.35	5,081,545.00
	AMERICAN HONDA FINANCE	2.450 09/24/2020	3,000,000.00	2,993,705.70	3,014,424.00
	ANHEUSER-BUSCH INBEV FIN ANTHEM INC	3.300 02/01/2023 3.350 12/01/2024	2,696,000.00 1,340,000.00	2,748,028.73 1,339,683.41	2,798,811.96 1,391,071.42
JULI VERUI	ractional live	0.000 12/0//2024	1,070,000,00	1,000,000,71	1,001,011,72

CUSIP	DESCRIPTION	CPN MATURITY	QUANTITY	BOOK VALUE	MARKET VALUE
037833AR1	APPLE INC	2.850 05/06/2021	7,000,000.00	7,016,515.94	7,115,115.00
	APPLE INC	2.850 02/23/2023		5,084,998.80	5,138,585.00
	APPLE INC	2.500 02/09/2022	3,000,000.00	2,999,927.04	3,044,487.00
038222AF2	APPLIED MATERIALS INC	4.300 06/15/2021	4,000,000.00	4,113,288.40	4,155,660.00
	ATHENE GLOBAL FUNDING	4.000 01/25/2022	4,050,000.00	4,049,387.56	4,199,007.60
04685A2C4	ATHENE GLOBAL FUNDING	2.750 04/20/2020	5,000,000.00	4,998,256.90	5,015,220.00
	AVALONBAY COMMUNITIES	2.950 09/15/2022	1,200,000.00	1,231,566.74	1,228,178.40
	AVALONBAY COMMUNITIES	2.850 03/15/2023	1,000,000.00	1,029,535.85	1,024,774.00
	BB&T CORPORATION	2.750 04/01/2022	7,000,000.00	6,993,283.15	7,097,958.00
	BP CAPITAL MARKETS PLC	3.561 11/01/2021	8,550,000.00	8,700,734.36	8,799,369.30
05578AAA6		2.750 01/11/2023	4,000,000.00	3,977,027.96	4,057,384.00
	BANK OF AMERICA CORP	3.093 10/01/2025	4,000,000.00	3,994,230.57	4,113,784.00
	BANK OF AMERICA CORP	3.366 01/23/2026	3,000,000.00	3,000,000.00	3,129,048.00
	BANK OF MONTREAL	2.903 03/26/2022	3,250,000.00	3,263,475.74	3,262,077.00
	BANK OF NY MELLON CORP	2.600 02/07/2022	5,000,000.00	4,994,797.15	5,066,800.00
	BANK OF NY MELLON CORP	2.661 05/16/2023	2,605,000.00	2,605,000.00	2,635,718.16
	BANK OF NOVA SCOTIA	2.375 01/18/2023	6,000,000.00	6,067,785.60	6,041,658.00
	BERKSHIRE HATHAWAY ENERG	2.800 01/15/2023	3,125,000.00	3,125,000.00	3,191,759.38
	BERKSHIRE HATHAWAY INC	2.750 03/15/2023	5,000,000.00	5,098,034.90	5,118,770.00
	BOEING CAPITAL CORP	4.700 10/27/2019	4,000,000.00	4,006,415.52	4,006,792.00
	BOEING CO	1.875 06/15/2023	3,000,000.00	2,999,877.45	2,970,606.00
	BOSTON PROPERTIES LP BURLINGTN NORTH SANTA FE	3.850 02/01/2023	2,500,000.00	2,640,725.50	2,620,857.50
	CIGNA CORP	3.850 09/01/2023	5,000,000.00	5,275,991.35	5,301,510.00
	CVS HEALTH CORP	3.400 09/17/2021	1,425,000.00	1,425,000.00	1,454,256.68
	CAPITAL ONE FINANCIAL CO	4.100 03/25/2025	1,760,000.00	1,746,188.63	1,880,141.12
	CATERPILLAR FINANCIAL SE	3.450 04/30/2021 3.300 06/09/2024	3,000,000.00	3,030,798.09	3,055,281.00
	CATERPILLAR FINL SERVICE	2.650 05/17/2021	4,000,000.00	4,096,736.12	4,190,968.00
	CHEVRON CORP	2.355 12/05/2022	2,500,000.00	2,499,018.90	2,525,732.50
	CISCO SYSTEMS INC	2.200 02/28/2021	3,500,000.00	3,500,000.00	3,526,680.50
	CITIGROUP INC	4.500 01/14/2022	7,500,000.00 4,000,000.00	7,448,780.55	7,536,975.00
	COCA-COLA CO/THE	1.550 09/01/2021	5,000,000.00	4,123,606.92	4,201,892.00
	COSTCO WHOLESALE CORP	1.700 12/15/2019	8,040,000.00	4,965,589.20 8,039,443.07	4,974,950.00 8,033,592.12
	CRED SUIS GP FUN LTD	3.800 06/09/2023	2,000,000.00	2,096,814.86	2,088,648.00
	CREDIT SUISSE NEW YORK	3.000 10/29/2021	2,000,000.00	2,007,329.74	2,028,542.00
	DAIMLER FINANCE NA LLC	3.300 05/19/2025	3,000,000.00	3,032,033.13	3,090,090.00
	JOHN DEERE CAPITAL CORP	2.800 03/08/2023	7,000,000.00	7,115,830.08	7,171,906.00
	DIAGEO CAPITAL PLC	3.000 05/18/2020	4,000,000.00	4,008,172.84	4,020,284.00
	WALT DISNEY COMPANY/THE	3.000 09/15/2022	3,000,000.00	3,099,315.36	3,088,698.00
260543CH4	DOW CHEMICAL CO/THE	3.000 11/15/2022	3,600,000.00	3,587,769.18	3,675,376.80
26875PAK7	EOG RESOURCES INC	2.625 03/15/2023	4,000,000.00	3,978,265.12	4,068,104.00
26884AAY9	ERP OPERATING LP	4.750 07/15/2020	3,185,000.00	3,219,784.12	3,226,545.14
278642AE3	EBAY INC	2.600 07/15/2022	3,600,000.00	3,550,478.54	3,632,634.00
	EXXON MOBIL CORPORATION	2.709 03/06/2025	5,000,000.00	5,015,980.30	5,160,890.00
31677QBG3	FIFTH THIRD BANK	2.250 06/14/2021	1,283,000.00	1,261,592.59	1,286,759.19
341099CP2	DUKE ENERGY FLORIDA INC	3.100 08/15/2021	4,000,000.00	4,065,740.56	4,060,584.00
354613AJ0	FRANKLIN RESOURCES INC	2.800 09/15/2022	4,000,000.00	4,106,718.44	4,086,632.00
36164Q6M5	GE CAPITAL INTL FUNDING	3.373 11/15/2025	5,000,000.00	5,133,151.30	5,094,865.00
	GE CAPITAL INTL FUNDING	2.342 11/15/2020	3,683,000.00	3,687,551.82	3,672,779.68
	GENERAL DYNAMICS CORP	3.000 05/11/2021	2,600,000.00	2,595,095.00	2,644,249.40
	GENERAL ELEC CAP CORP	2.100 12/11/2019	1,725,000.00	1,724,960.00	1,723,716.60
	GENERAL MILLS INC	4.000 04/17/2025	2,250,000.00	2,248,222.82	2,423,295.00
	GOLDMAN SACHS GROUP INC	3.272 09/29/2025	4,000,000.00	3,995,563.28	4,131,412.00
	GOLDMAN SACHS BANK USA	2.720 05/24/2021	5,000,000.00	5,000,000.00	5,003,220.00
	HSBC HOLDINGS PLC	3.600 05/25/2023	3,000,000.00	3,138,404.43	3,117,243.00
	WELLTOWER INC	3.750 03/15/2023	3,400,000.00	3,560,283.41	3,556,695.80
	HEWLETT-PACKARD CO	4.050 09/15/2022	1,500,000.00	1,526,770.46	1,576,165.50
	HOME DEPOT INC	2.000 04/01/2021	7,500,000.00	7,432,245.60	7,518,637.50
	HONEYWELL INTERNATIONAL	2.150 08/08/2022	4,000,000.00	4,044,907.26	4,033,776.00
	HSBC BANK PLC	4.125 08/12/2020	3,000,000.00	3,037,751.10	3,053,844.00
45614UAM2	INTEL CORP	2.700 12/15/2022	5,000,000.00	5,108,916.65	5,121,525.00

CUSIP	DESCRIPTION	CPN	MATURITY	QUANTITY	BOOK	MARKET VALUE
459200JW2	IBM CORP		05/13/2021	2,325,000.00	2,324,884.96	2,353,892.78
46625HHU7	JPMORGAN CHASE & CO	4.250	10/15/2020	5,000,000.00	5,072,531.90	5,112,850.00
	JPMORGAN CHASE & CO		03/01/2021	2,500,000.00	2,478,682.50	2,514,577.50
	JACKSON NATL LIFE GLOBAL		06/27/2022	4,000,000.00	3,993,172.00	4,030,500.00
	KEY BANK NA		12/15/2019	3,200,000.00	3,196,296.99	3,202,352.00
	LLOYDS BANKING GROUP PLC		11/07/2023	3,000,000.00	3,000,000.00	3,009,219.00
55279HAL4	MANUF & TRADERS TRUST CO		05/18/2022	5,000,000.00	4,996,208.55	5,043,675.00
576260AD0	MASSMUTUAL GLOBAL FUNDIN MASTERCARD INC		01/11/2025	5,000,000.00	4,992,234.25	5,152,725.00
	MEDTRONIC INC		04/01/2024 03/15/2022	2,000,000.00	2,061,298.50	2,121,580.00
	MERCK & CO INC		03/15/2022	5,000,000.00 5,000,000.00	5,067,979.35	5,155,530.00
	MET LIFE GLOB FUNDING I		04/08/2022	5,000,000.00	4,975,904.00 4,999,033.85	5,065,950.00 5,060,410.00
	MICROSOFT CORP		08/08/2021	4,000,000.00	3,956,493.68	3,980,356.00
	MORGAN STANLEY		07/23/2025	4,000,000.00	4,135,138.28	4,304,044.00
	NATIONAL AUSTRALIA BK/NY		04/12/2023	4,000,000.00	3,992,017.08	4,097,700.00
	NATIONAL OILWELL VARCO I		12/01/2022	5,925,000.00	5,917,663.49	5,961,379.50
	NATIONAL RURAL UTIL COOP		11/15/2019	3,400,000.00	3,400,468.32	3,400,142.80
63859UBD4	NATIONWIDE BLDG SOCIETY		07/27/2021	4,000,000.00	3,997,303.68	3,995,532.00
641062AD6	NESTLE HOLDINGS INC	3.350	09/24/2023	2,200,000.00	2,315,821.99	2,308,044.20
	NESTLE HOLDINGS INC	3.100	09/24/2021	1,325,000.00	1,352,211.64	1,352,972.08
	NEW YORK LIFE GLOBAL FDG	2.300	06/10/2022	3,050,000.00	3,046,674.77	3,074,332.90
	NORTHROP GRUMMAN CORP		01/15/2025	3,500,000.00	3,499,818.81	3,602,392.50
	NOVARTIS CAPITAL CORP		09/21/2022	3,000,000.00	3,055,237.23	3,047,454.00
	OCCIDENTAL PETROLEUM COR		02/15/2023	3,750,000.00	3,760,463.03	3,767,812.50
	ORACLE CORP		07/08/2021	9,000,000.00	9,001,686.60	9,136,044.00
	PNC BANK NA		07/25/2023	5,000,000.00	5,312,961.31	5,264,995.00
	PNC BANK NA PACCAR FINANCIAL CORP		03/12/2021	3,000,000.00	3,000,000.00	3,002,676.00
	PEPSICO INC		02/25/2021 03/05/2022	5,550,000.00	5,593,589.37 7,023,072.07	5,571,356.40
717081DZ3			12/15/2021	7,000,000.00 2,000,000.00	2,013,752.72	7,154,196.00 2,013,980.00
717081EN9			09/15/2023	1,459,000.00	1,531,109.72	1,528,855.46
	PRAXAIR INC		02/21/2023	3,000,000.00	3,077,157.60	3,054,128.00
74256LAY5	PRINCIPAL LFE GLB FND II		01/10/2020	5,000,000.00	4,999,345.40	5,000,540.00
742718EU9 I	PROCTER & GAMBLE CO/THE		08/11/2022	3,000,000.00	3,022,452.36	3,037,008.00
	PROTECTIVE LIFE GLOBAL		06/28/2021	3,000,000.00	3,000,000.00	3,055,737.00
	PUBLIC SERVICE ELECTRIC		08/15/2024	5,000,000.00	5,186,097.60	5,212,905.00
	QUALCOMM INC		05/20/2022	5,000,000.00	5,091,589.05	5,128,415.00
	QUALCOMM INC		01/30/2023	2,285,000.00	2,282,832.36	2,324,254.02
	ROCHE HOLDING INC		09/29/2021	7,000,000.00	7,082,434:31	7,116,186.00
	SAN DIEGO G & E SCHLUMBERGER HLDGS CORP		08/15/2021 12/21/2025	4,450,000.00	4,512,800.09	4,512,348.95
	SHELL INTERNATIONAL FIN		08/21/2022	3,000,000.00 5,000,000.00	3,114,072.39	3,194,397.00
	SIMON PROPERTY GROUP LP		02/01/2023	5,000,000.00	4,974,942.30 5,052,240.95	5,064,630.00 5,098,725.00
	STANLEY BLACK & DECKER I		11/01/2022	4,000,000.00	4,000,702.72	4,078,924.00
	EQUINOR ASA		01/17/2023	4,000,000.00	4,029,693.76	4,081,848.00
	SUNTRUST BANK		01/29/2021	4,000,000.00	3,981,602.56	4,003,860.00
87236YAE8	TD AMERITRADE HOLDING CO		04/01/2022	3,000,000.00	3,053,905.53	3,063,249.00
	TARGET CORP		01/15/2022	3,000,000.00	3,093,309.00	3,079,470.00
89114QBX5	TORONTO-DOMINION BANK	2.550	01/25/2021	2,500,000.00	2,491,067.73	2,516,570.00
89153VAP4	TOTAL CAPITAL INTL SA	2.750	06/19/2021	5,000,000.00	5,030,761.30	5,066,835.00
	TRANS-CANADA PIPELINES		10/01/2020	3,000,000.00	3,038,609.76	3,045,906.00
	US BANK NA CINCINNATI		05/23/2022	5,000,000.00	5,091,841.25	5,085,615.00
	UNITED PARCEL SERVICE		05/16/2022	3,500,000.00	3,534,795.74	3,539,340.00
	UNITED TECHNOLOGIES CORP		06/01/2022	3,600,000.00	3,644,777.05	3,705,130.80
	UNITEDHEALTH GROUP INC		02/15/2023	3,500,000.00	3,577,075.08	3,569,062.00
92826CAC6 \			12/14/2022	7,000,000.00	7,131,905.67	7,206,801.00
	VORNADO REALTY LP WALMART INC		01/15/2025 06/23/2020	3,500,000.00 3,000,000.00	3,489,116.61 3,002,568.90	3,610,421.50 3,019,443.00
	WELLS FARGO & COMPANY		12/07/2020	1,546,000.00	1,538,337.48	1,554,554.02
	WESTPAC BANKING CORP		05/13/2021	5,000,000.00	4,952,316.05	5,002,345.00
96145DAB1 V			09/15/2024	2,600,000.00	2,594,808.58	2,641,691.00
				_,,_	_,,	_,,

CUSIP	DESCRIPTION	CPN MATURI	TY QUANTITY	BOOK VALUE	MARKET VALUE
	TOTAL CORPORATE		507,457,000.00	511,931,329.32	517,248,182.36
	MORTGAGE BACKED	9			
3128L0DF6	FHLMC POOL A68202	6.000 11/01/20	37 109,012.80	111,631.33	126,457.45
3128L0EF5	FHLMC POOL A68234	6.000 11/01/20		111,302.28	122,316.35
3128ME4A6	FHLMC POOL G16017	3.000 12/01/20		9,195,844,50	9,246,248.59
	FHLMC POOL G16034	2.500 01/01/20		9,574,904.43	9,667,584.44
	FHLMC POOL G08003	6.000 07/01/20	• • •	240,054.20	263,767.70
	FHLMC POOL G08354	5.000 07/01/20	• •	1,305,025.51	1,426,553.06
	FHLMC POOLG18631	2.500 01/01/20		9,653,170.61	9,758,684.35
	FHLMC POOL CO1949	3.000 03/01/20		3,896,040.78	3,890,821.12
	FHLMC POOL C01848 FHLMC POOL A95406	6.000 06/01/20		319,001.13	347,136.25
	FHLMC POOL A2-6378	4.000 12/01/20 6.000 09/01/20	,	2,056,264.22	2,164,360.14
	FHLMC POOL J21938	2.500 01/01/20	•	226,935.28 6,877,625.98	241,944.31 6,795,773.13
	FHLMC POOL J26568	3.500 12/01/20		3,660,440.84	3,638,626.61
	FHLMC POOL J27759	3.000 03/01/20		6,524,616.77	6,552,178.23
3132GDMF6	FHLMC POOL Q00358	4.500 04/01/20		3,793,474.33	3,860,029.23
3132GFXD4	FHLMC POOL Q02476	4.500 08/01/20		2,142,956.24	2,178,637.39
31335H5U3	FHLMC POOL C90859	5.500 10/01/20		227,440.87	242,067.98
	FNA 2017-M12 A2	3.184 06/25/20	27 3,425,000.00	3,480,921.38	3,633,788.00
	FNMA POOL 257592	5.000 03/01/20		495,082.20	542,287.33
	FNMA POOL 357539	5.500 04/01/20		315,945.50	356,681.05
	FNMA POOL AH6594	3.500 03/01/20		2,639,786.41	2,651,001.47
3138EM3Y5		3.500 03/01/20		2,301,076.95	2,341,013.00
	FNMA POOL AR1053 FNMA POOL AY1329	2.500 01/01/20:		5,021,845.28	4,950,145.68
	FNMA POOL AT 1329 FNMA POOL BM1099	3.000 03/01/203 3.000 03/01/203		7,188,495.64	7,088,375.11
	FNMA POOL 944002	6.000 08/01/20	• •	5,486,432.66 398,683.93	5,484,319.56 458,884.78
	FNMA POOL 986518	5.000 06/01/20		115,244.83	127,593.86
	FNMA POOL AB1938	3.500 12/01/20		3,925,599.39	3,964,829.02
	FNMA POOL AB3266	4.000 07/01/204		2,817,380.96	2,925,195.12
31416YU89	FNMA POOL AB3306	4.000 07/01/204		2,382,238.97	2,466,013.88
31419LD42	FNMA POOL AE9122	3.500 12/01/20		1,101,321.97	1,122,626.02
	FNMA POOL AE9719	4.500 12/01/204	40 5,572,335.60	5,759,083.73	6,052,547.89
	GNMA 2M POOL 3543	5.000 04/20/20		420,150.85	462,934.85
	GNMA 2M POOL 3610	5.500 09/20/20		374,945.13	415,031.83
	GNMA 2M POOL 4194	5.500 07/20/20:		552,774.25	621,753.08
	GNMA 2M POOL 4195	6.000 07/20/20	· · · · · · · · · · · · · · · · · · ·	496,326.31	552,548.92
	GNMA 2M POOL 4221	5.500 08/20/203	,	364,528.30	414,163.58
	GNMA 2M POOL 4222	6.000 08/20/203	7	271,836.72	306,691.07
	TOTAL MORTGAGE BACKED		103,547,184.62	105,826,430.66	107,461,611.43
4	ASSET BACKED				
	AMXCA 2017-1 A	1.930 09/15/202	• •	2,669,927.03	2,667,907.70
	BACCT 2017-A1 A1	1.950 08/15/202	• •	5,364,775.26	5,361,151.00
	COMET 2017-A3 A3	2.430 01/15/202	• •	4,464,031.18	4,520,999.99
	CARMX 2016-4 A4	1.600 06/15/202		4,975,683.80	4,979,663.82
	CCCIT 2014-A1 A1 CCCIT 2014-A5 A5	2.880 01/23/202 2.680 06/07/202		5,050,084.80	5,066,213.08 8 107 217 48
	CCCIT 2014-A5 A5 CCCIT 2017-A3 A3	1.920 04/07/202		8,053,980.24 5,002,801.85	8,107,217.46 4,997,032.91
	ELL 2011-A3 A3	2.040 09/01/202		1,369,767.13	1,341,809.52
	HAROT 2017-1 A3	1.720 07/21/202		947,900.53	944,518.47
	NAROT 2017-A A3	1.740 08/16/202		1.444.368.68	1,441,600.48
	TAOT 2019-B A3	2.570 08/15/202		5,065,689.35	5,062,041.49
	VZOT 2016-2A A	1.680 05/20/202		542,386.31	540,047.39
92348PAA0 \	VZOT 2017-2A A	1.920 12/20/202		2,163,765.48	2,160,991.29

CUSIP	DESCRIPTION	CPN MATURITY	QUANTITY	BOOK VALUE	MARKET VALUE
	TOTAL ASSET BACKED	H:	46,937,972.58	47,115,161.64	47,191,194.60
	TOTAL MARKETABLE SECURITIES		747,723,157.20	754,592,722.41	762,490,283.79
	TOTAL MARKETABLE AND C/E		788,671,436.37	795,384,109.23	803,281,670.61
	COMMON	40			
34958N100	FORTICELL BIOSCIENCE, INC RIMCO ROYALTY MANAGEMENT, INC		1,926.00 346,302.00	1,627,706.00 346.30	1.93 0.00
	TOTAL COMMON	•	348,228.00	1,628,052.30	1.93
	TOTAL MARKETABLE, CASH, C/E AND	COMMON	789,019,664.37	797,012,161.53	803,281,672.53
	EQUITY SECURITIES	#. #.			
910858414	UNITED MERCHANTS & MFR UNITED MERCHANTS & MFR - WTS CITIVEST INTERNATIONAL LTD		214,166.00 53,542.00 12,000.00	25,800.00 0.00 650,763.50	0.00 0.00 543,655.50
	COMMON STOCKS	•	279,708.00	676,563.50	543,655.50
	RIMCO ROYALTY PARTNERS, L.P.		346,302.00	3,199,497.00	592,358.00
	LIMITED PARTNERS	-	346,302.00	3,199,497.00	592,358.00
	TOTAL EQUITY SECURITIES		626,010.00	3,876,060.50	1,136,013.50
	TOTAL	-	789,645,674.37	800,888,222.03	804,417,686.03