Liberty Mutual Holding Company Inc.

First Quarter 2007

Consolidated Financial Statements

Liberty Mutual Holding Company Inc.

Consolidated Statements of Income

(dollars in millions)

(Unaudited)

	Three Months Ended March 31, 2007	Three Months Ended March 31, 2006
Revenues		
Premiums earned	$ 5,211	$ 4,666
Net investment income	673	560
Fee and other revenues	179	197
Net realized investment gains	80	25
Total revenues	6,143	5,448
Claims, Benefits and Expenses		
Benefits, claims and claim adjustment expenses	3,870	3,503
Insurance operating costs and expenses	903	784
Amortization of deferred policy acquisition costs	758	665
Other expenses	112	92
Total claims, benefits and expenses	5,643	5,044
Income before income tax expense	500	404
Federal and foreign income tax expense	150	112
Net income	$ 350	$ 292

See accompanying notes to the unaudited consolidated financial statements.

Liberty Mutual Holding Company Inc.

Consolidated Balance Sheets

(dollars in millions)

(Unaudited)

	March 31, 2007	December 31, 2006
Assets:		
Investments		
Fixed maturities, available for sale, at fair value (amortized cost of $42,226 and $40,981)	$ 42,361	$ 41,102
Equity securities, available for sale, at fair value (cost of $1,894 and $1,664)	2,837	2,619
Trading securities, at fair value (cost of $14 and $14)	23	22
Other investments	1,783	1,646
Short-term investments	1,161	1,550
Mortgage loans	382	322
Total investments	48,547	47,261
Cash and cash equivalents	4,283	3,512
Premium and other receivables (net of allowance of $96 and $101)	6,507	6,075
Reinsurance recoverables (net of allowance of $309 and $315)	15,308	15,564
Deferred income taxes (net of valuation allowance of $104 and $101)	1,471	1,490
Deferred policy acquisition costs	1,743	1,662
Goodwill and intangible assets	924	907
Prepaid reinsurance premiums	1,398	1,230
Property, plant and equipment, net	1,671	1,660
Other assets	3,223	3,088
Separate account assets	3,049	3,049
Total assets	$ 88,124	$ 85,498
Liabilities:		
Unpaid claims and claim adjustment expenses and future policy benefits:		
Property and casualty	$ 39,045	$ 38,606
Life	5,687	5,591
Other policyholder funds and benefits payable	2,657	2,658
Unearned premiums	9,967	9,343
Funds held under reinsurance treaties	1,830	1,823
Short-term debt	193	171
Long-term debt	4,173	3,175
Other liabilities	10,205	10,187
Separate account liabilities	3,049	3,049
Total liabilities	76,806	74,603
Policyholders' equity:		
Unassigned equity	10,453	10,092
Accumulated other comprehensive income	865	803
Total policyholders' equity	11,318	10,895
Total liabilities and policyholders' equity	$ 88,124	$ 85,498

See accompanying notes to the unaudited consolidated financial statements.

Liberty Mutual Holding Company Inc.

Consolidated Statements of Changes in Policyholders' Equity

(dollars in millions)

(Unaudited)

	Three Months Ended March 31, 2007	Three Months Ended March 31, 2006
Balance at beginning of the period	$ 10,895	$ 8,858
Net income	350	292
Other comprehensive income (loss), net of taxes:		
Unrealized gains (losses) on securities	25	(375)
Foreign currency translation and other adjustments	37	17
Total other comprehensive income (loss), net of taxes	62	(358)
Total comprehensive income (loss)	412	(66)
Cummulative effect of accounting change (Note 1)	11	-
Balance at end of the period	$ 11,318	$ 8,792

See accompanying notes to the unaudited consolidated financial statements

Liberty Mutual Holding Company Inc.

Consolidated Statements of Cash Flows

(dollars in millions)

(Unaudited)

	Three Months Ended Ended March 31, 2007	2006
Cash flows from operating activities:		
Net income	$ 350	$ 292
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	45	53
Realized investment gains	(80)	(25)
Undistributed private equity investment gains	(62)	(44)
Premium, other receivables, and reinsurance recoverables	(138)	(703)
Deferred policy acquisition costs and distribution costs	(76)	(204)
Liabilities for insurance reserves	1,087	1,122
Taxes payable, net of deferred	5	65
Other, net	(122)	(58)
Total adjustments	659	206
Net cash provided by operating activities	1,009	498
Cash flows from investing activities:		
Purchases of investments	(5,381)	(5,378)
Sales and maturities of investments	4,356	3,907
Property and equipment purchased, net	(112)	(583)
Other investing activities	(20)	433
Net cash used in investing activities	(1,157)	(1,621)
Cash flows from financing activities:		
Net activity in policyholder accounts	(26)	12
Debt financing, net	1,010	41
Net securities lending activity and other financing activities	(65)	301
Net cash provided by financing activities	919	354
Net increase (decrease) in cash and cash equivalents	771	(769)
Cash and cash equivalents, beginning of period	3,512	3,155
Cash and cash equivalents, end of period	$ 4,283	$ 2,386

See accompanying notes to the unaudited consolidated financial statements

(1) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The accompanying consolidated financial statements include the accounts of Liberty Mutual Holding Company Inc. and its subsidiaries (collectively "LMHC" or the "Company"). Certain reclassifications have been made to the 2006 consolidated financial statements to conform with the 2007 presentation. All material intercompany transactions and balances have been eliminated.

The accompanying consolidated financial statements have been prepared in conformity with accounting principles generally accepted in the United States ("GAAP"). The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. The Company's principal estimates include (1) unpaid losses and loss expense reserves, including asbestos and environmental reserves, (2) allowance for uncollectible reinsurance and policyholder receivables, (3) other than temporary impairments in the fair value of the investment portfolio, (4) deferred acquisition costs, (5) the valuation of goodwill and intangible assets, and (6) valuation allowance on deferred taxes. While management believes that the amounts included in the consolidated financial statements reflect their best estimates and assumptions, these amounts could ultimately be materially different from the amounts currently provided for in the consolidated financial statements.

Adoption of New Accounting Standards

In June 2006, the FASB issued Interpretation No. 48, "*Accounting for Uncertainty in Income Taxes, an Interpretation of FASB Statement No. 109*" ("FIN 48"). FIN 48 requires companies to recognize the tax benefits of uncertain tax positions only where the position is "more likely than not" to be sustained assuming examination by tax authorities. The amount recognized is the amount that represents the largest amount of tax benefit that is greater than 50% likely of being ultimately realized. A liability is recognized for any benefit claimed, or expected to be claimed, in a tax return in excess of the benefit recorded in the financial statements, along with any interest and penalty (if applicable) on the excess. FIN 48 requires a tabular reconciliation of the change in the aggregate unrecognized tax benefits claimed, or expected to be claimed, in tax returns and disclosure relating to accrued interest and penalties for unrecognized tax benefits. Discussion is also required for those uncertain tax positions where it is reasonably possible that the estimate of the tax benefit will change significantly in the next 12 months.

The Company adopted the provisions of FIN 48 on January 1, 2007. As a result of the adoption, the Company recognized a decrease of approximately $11 in the liability for unrecognized tax benefits, which was accounted for as an increase to retained earnings.

As of the date of adoption of FIN 48, the total amount of unrecognized tax benefits was approximately $107, including approximately $85 related to tax positions that would impact the annual effective rate. The Company recognizes interest and penalties related to unrecognized tax benefits in Federal and foreign income tax expense and had approximately $39 accrued as of January 1, 2007. The Company does not expect any material changes to the unrecognized benefits within 12 months of the reporting date.

The IRS is currently reviewing the Company's federal tax returns for the 1999 through 2003 tax years. Any adjustments that might result from the IRS examination of these income tax returns are not expected to have a material impact on the financial position, liquidity or results of operations of the Company.

In September 2005, the Accounting Standards Executive Committee of the American Institute of Certified Public Accountants ("AcSEC") issued Statement of Position No. 05-1, *"Accounting by Insurance Enterprises for Deferred Acquisition Costs in Connection with Modifications or Exchanges of Insurance Contracts"* ("SOP 05-1"). This SOP provides guidance on accounting by insurance enterprises for deferred acquisition costs on internal replacements of insurance and investment contracts other than those specifically described in FASB Statement No. 97, *"Accounting and Reporting by Insurance Enterprises for Certain Long-Duration Contracts and for Realized Gains and Losses from the Sale of Investments"* ("FAS 97"). As defined by the SOP, an internal replacement is a modification in product benefits, features, rights, or coverage that occurs by exchange of a contract for a new contract, or by amendment, endorsement, rider, or by election of a feature or coverage within an existing contract. The Company adopted SOP 05-1 on January 1, 2007. The adoption of SOP 05-1 did not have a material impact to the Company's consolidated financial statements.

In February 2006, the FASB released Statement of Financial Accounting Standards No. 155, "*Accounting for Certain Hybrid Financial Instruments - an Amendment of FASB Statements No. 133 and 140*" ("SFAS 155"). SFAS 155 nullifies the guidance in the FASB's Derivatives Implementation Group Issue D1 "*Application of Statement 133 to Beneficial Interests in Securitized Assets*", which had deferred the bifurcation requirements of Statement of Financial Accounting Standards No. 133, "*Accounting for Derivative Instruments and Hedging Activities*" ("SFAS 133"), for certain beneficial interests in securitized financial assets. SFAS 155 requires beneficial interests in securitized financial assets be analyzed to determine whether they are freestanding derivatives or hybrid instruments that contain an embedded derivative requiring bifurcation. SFAS 155 is effective for all financial instruments acquired, issued or subject to a re-measurement (new basis) event occurring after the beginning of an entity's fiscal year that begins after September 15, 2006. The Company is required to adopt SFAS 155 effective January 1, 2007. In January 2007, the FASB issued Derivative Implementation Group Issue No. B40, "*Embedded Derivatives: Application of Paragraph 13(b) to Securitized Interests in Prepayable Financial Assets"* ("DIG B40"). DIG B40 provided limited exemption from bifurcation of embedded derivatives as required by paragraph 13(b) of SFAS 133. The Company adopted SFAS 155 on January 1, 2007. Management has concluded the exemption applies for the Company's investment in its mortgage backed securities and as a result, adoption of SFAS 155 did not have a material impact to the Company's consolidated financial statements.

(dollars in millions)

Future Adoption of New Accounting Standards

In September 2006, the FASB issued SFAS No. 157, "*Fair Value Measurements*" ("SFAS 157"). This statement defines fair value, establishes a framework for measuring fair value under accounting principles generally accepted in the United States, and enhances disclosures about fair value measurements. SFAS 157 provides guidance on how to measure fair value when required under existing accounting standards. The statement establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value into three broad levels ("Level 1, 2 and 3"). Level 1 inputs are observable inputs that reflect quoted prices for identical assets or liabilities in active markets the Company has the ability to access at the measurement date. Level 2 inputs are observable inputs, other than quoted prices included in Level 1, for the asset or liability. Level 3 inputs are unobservable inputs reflecting the reporting entity's estimates of the assumptions that market participants would use in pricing the asset or liability (including assumptions about risk). Quantitative and qualitative disclosures will focus on the inputs used to measure fair value for both recurring and non-recurring fair value measurements and the effects of the measurements in the financial statements. The Company is required to adopt SFAS 157 effective January 1, 2008. The Company is in the process of evaluating the impact of adoption.

In September 2006, the FASB issued SFAS No. 158, "*Employers' Accounting for Defined Benefit Pension and Other Postretirement Plans, an Amendment of FASB Statements No. 87, 88, 106 and 132(R)*" ("SFAS 158"). This statement requires an entity to: (a) recognize an asset for the funded status of defined benefit plans that are over-funded and a liability for plans that are under-funded, measured as of the employer's fiscal year end; and (b) recognize changes in the funded status of defined benefit plans, other than for the net periodic benefit cost included in net income, in accumulated other comprehensive income. For pension plans the funded status must be based on the projected benefit obligation, which includes an assumption for future salary increases. For postretirement plans the funded status is based on the accumulated postretirement benefit obligation. The Company is required to adopt SFAS 158 effective December 31, 2007. The actual impact to the Company will depend on the discount rate, other valuation assumptions, and the actual value of plan assets as of December 31, 2007. The impact is expected to be less than 5% of equity.

In February 2007, the FASB issued SFAS No. 159, "*The Fair Value Option for Financial Assets and Financial Liabilities, Including an Amendment of SFAS 115*" ("SFAS 159"). SFAS 159 permits all entities to choose, at specified election dates, to measure eligible items at fair value (the "fair value option"). An entity shall report unrealized gains and losses on items for which the fair value option has been elected in earnings at each subsequent reporting date eliminating complex hedge accounting provisions. The decision about whether to elect the fair value option is applied on an instrument by instrument basis and is irrevocable unless a new election date occurs and is applied only to an entire instrument. SFAS 159 also provides guidance on disclosure requirements designed to facilitate comparisons between entities that choose different measurement attributes for similar types of assets and liabilities. SFAS 159 is effective for the Company January 1, 2008. The Company is in the process of evaluating the impact of adoption.

In September 2006, the Emerging Issues Task Force (EITF) released, issue No. 06-4, "*Accounting for Deferred Compensation and Postretirement Benefit Aspects of Endorsement Split-Dollar Life Insurance Arrangements*" ("EITF 06-4"). This issue requires a company to recognize a liability for future life insurance benefits in accordance with SFAS 106 or Opinion 12. EITF 06-4 is effective for the Company for fiscal years beginning after December 15, 2007. The Company is in the process of evaluating the impact of adoption but it is not expected to be material.

Accumulated Other Comprehensive Income

Other comprehensive income consists principally of unrealized gains and losses on certain investments in debt and equity securities, foreign currency translation adjustments, and minimum pension liability.

The components of accumulated other comprehensive income, net of related deferred acquisition costs and taxes, are as follows:

	March 31, 2007	**December 31, 2006**
Unrealized gains on securities	$669	$644
Foreign currency translation & other adjustments	216	179
Minimum pension liability	(20)	(20)
Accumulated other comprehensive income	$865	$803

(2) ACQUISITIONS AND GOODWILL

On September 5, 2006, and during the course of the fourth quarter of 2006, the Company, through its Spanish subsidiary, Liberty Seguros Compania de Seguros y Reaseguros S.A. ("Liberty Seguros"), acquired 90.425% of Şeker Sigorta A.Ş., a mid-sized insurer located in Istanbul, Turkey. Goodwill recognized from the transaction was $74. The Company is in the process of finalizing the fair value of the acquired business. Therefore, the allocation of the purchase price is subject to refinement. The results of operations for the acquired business, which are not material, are included in the financial statements subsequent to September 2006.

(dollars in millions)

(3) REINSURANCE

The Company is party to retroactive reinsurance arrangements where a significant portion of the consideration was retained on a "funds held" basis and interest is credited on the balance at a weighted average rate of approximately 7.7% annually. These contracts resulted in deferred gains (including experience related profit accruals of $195 that are amortized into income using the effective interest method over the estimated settlement periods. At March 31, 2007, and December 31, 2006, deferred gains related to these reinsurance arrangements were $829 and $839, respectively, and are included in other liabilities within the consolidated balance sheets. Interest credited to the funds held balances was $28 and $26 for the three months ended March 31, 2007, and 2006, respectively. Deferred gain amortization was $16 for the three months ended March 31, 2007, and 2006. Reinsurance recoverables related to these transactions, including experience related profit accruals, were $2,257 and $2,258 as of March 31, 2007, and December 31, 2006, respectively.

Additionally, the Company has an aggregate stop loss program covering substantially all of Commercial Markets voluntary workers compensation business from the fourth quarter 2000 through the fourth quarter 2002 accident year periods. Under these contracts, losses in excess of a specified loss ratio are reinsured up to a maximum loss ratio and were accounted for as prospective reinsurance at inception. However, due to a material contract change at the January 1, 2002 renewal, premium and loss activity subsequent to December 31, 2001 is now accounted for as retroactive reinsurance for coverage provided from the fourth quarter 2000 through the fourth quarter 2001 covered accident year periods.

In 2006, Liberty Mutual Insurance Company ("LMIC") entered into multi-year property catastrophe reinsurance agreements with Mystic Re Ltd. ("Mystic Re"), a Cayman Islands domiciled reinsurer, to provide $525 of additional reinsurance coverage for LMIC and its affiliates in the event of a Northeast hurricane. The reinsurance agreements are fully collateralized by proceeds received by Mystic Re from the issuance of catastrophe bonds and provide coverage for hurricane-related losses from Washington, D.C., to Maine based on industry insured losses as reported by Property Claim Services. The Company has not recorded any recoveries under this program. Mystic Re has no other reinsurance in force.

(4) DEBT OUTSTANDING

Debt outstanding at March 31, 2007, and December 31, 2006, includes the following:

Short-term debt:

	2007	2006
Revolving credit facilities	$ 72	$ 50
Current maturities of long-term debt	121	121
Total short-term debt	$193	$171

Long-term debt:

	2007	2006
6.75% Notes, due 2008	$ 15	$ 15
5.00% Notes, due 2008	4	4
8.00% Notes, due 2013	260	260
5.75% Notes, due 2014	500	500
6.70% Notes, due 2016	250	250
7.00% Subordinated Notes, due 2017	300	-
8.50% Surplus Notes, due 2025	150	150
7.875% Surplus Notes, due 2026	250	250
7.63% Notes, due 2028	3	3
7.00% Notes, due 2034	250	250
6.50% Notes, due 2035	500	500
7.50% Notes, due 2036	500	500
7.80% Subordinated Notes, due 2037	700	-
7.697% Surplus Notes, due 2097	500	500
7.10% - 7.86% Medium Term Notes, with various maturities	27	27
	4,209	3,209
Unamortized discount	(36)	(34)
Total long-term debt excluding current maturities	$4,173	$3,175

(dollars in millions)

Short-term Debt
The Company issues commercial paper to meet short-term operating needs. The total facility was $600 at March 31, 2007, and December 31, 2006, and is supported by a $750 line of credit facility. Commercial paper issued and outstanding at March 31, 2007 and December 31, 2006 was $0.

Long-term Debt
Payments of interest and principal of the surplus notes are expressly subordinate to all policyholder claims and other obligations of LMIC. Accordingly, interest and principal payments are contingent upon prior approval of the Commissioner of Insurance of the Commonwealth of Massachusetts.

On March 7, 2007, LMGI issued junior subordinated notes (the "Notes") with a face amount of $1,000, consisting of $700 Series A junior subordinated notes (the "Series A Notes") and $300 Series B junior subordinated notes (the "Series B Notes"). The Notes are scheduled for redemption on March 15, 2037; the final maturity of the Series A Notes is March 7, 2087; and the final maturity of the Series B Notes is March 7, 2067. LMGI may redeem (a) the Series B Notes in whole or in part, on March 15, 2017 and on each interest payment date thereafter at their principal amount plus accrued and unpaid interest to the date of redemption, or (b) prior to March 15, 2037 for the Series A Notes or March 15, 2017 for the Series B Notes, (i) in whole or in part at any time at their principal amount or, if greater, a make-whole price, or (ii) in certain circumstances, in whole at their principal amount plus accrued and unpaid interest to the date of redemption or, if greater, a special event make-whole price. Interest is payable semi-annually at a fixed rate of 7.800% for the Series A Notes and 7.000% for the Series B Notes up to, but excluding, the final fixed rate interest payment date. In the event the Notes are not redeemed on or before the final fixed rate interest payment date, interest will accrue at an annual rate of three-month LIBOR plus 3.576% for the Series A Notes and three-month LIBOR plus 2.905% for the Series B Notes, payable quarterly in arrears. LMGI has the right to defer interest payments on the Notes for a period up to ten years. Interest compounds during periods of deferral. In connection with the issuance of the Notes, LMGI entered into a replacement capital covenant ("RCC"). As part of the RCC, LMGI agreed that it will not repay, redeem, defease or purchase the Notes on or before the relevant RCC termination date unless, subject to certain limitations, it has received proceeds from the sale of specified capital securities. The RCC will terminate upon the occurrence of certain events, including an acceleration of the Notes, and may not be enforced by the holders of the Series A Notes or the Series B Notes. The RCC is for the benefit of holders of the specified series of LMGI's indebtedness (initially LMGI's 7.50% senior notes due 2036).

(5) BENEFIT PLANS

The net benefit costs for the three months ended March 31, 2007, and 2006, include the following components:

Three months ended March 31,	**Pension Benefits**		**Supplemental * Pension Benefits**		**Postretirement Benefits**	
	2007	**2006**	**2007**	**2006**	**2007**	**2006**
Components of net periodic benefit costs						
Service costs	$36	$37	$2	$3	$5	$4
Interest costs	49	45	3	3	7	7
Expected return on plan assets	(54)	(48)	-	-	-	-
Amortization of unrecognized:						
Net loss	10	14	1	2	-	-
Prior service cost	-	1	1	-	(1)	(1)
Net transition (assets)/obligation	(2)	(2)	-	-	2	2
Net periodic benefit costs	$39	$47	$7	$8	$13	$12

* The Company sponsors supplemental retirement plans to provide pension benefits above the levels provided by the pension plans without regard to the statutory earnings limitations of qualified defined benefit pension plans. The supplemental plans are unfunded.

(6) COMMITMENTS AND CONTINGENT LIABILITIES

Various lawsuits against the Company have arisen in the normal course of business. Contingent liabilities arising from litigation, income taxes, and other matters are not considered material in relation to the financial position of the Company.

The Company has been in various insurance coverage disputes with Armstrong World Industries ("Armstrong") for over twenty years relating to asbestos liabilities and insurance covering the period of 1973 to 1981. In July 2004, the Company prevailed in a favorable arbitration ruling before an appellate panel regarding Armstrong's available insurance coverage. Armstrong filed a Chapter 11 Bankruptcy petition in the United States Bankruptcy Court for the District of Delaware in December 2000. A plan of reorganization was confirmed in August 2006, and Armstrong formally emerged from bankruptcy as of October 2, 2006. A declaratory judgment action, filed against the Company by Armstrong in 2002, is pending in the United States District Court for the Eastern District of Pennsylvania seeking coverage for asbestos claims under insurance policies issued to Armstrong during the period of 1973 to 1981, including, but not limited to, damages and a declaration regarding the availability, applicability, and scope of alleged non-product coverage not subject to the aggregate limits of the policies. Armstrong contends that a significant portion of its asbestos liability arises from operations that would entitle Armstrong to insurance coverage under the disputed policies without regard to the aggregate limit of liability. The Pennsylvania action is currently in the initial pleading stages and is inactive by agreement of the parties. Armstrong also filed, in the same Pennsylvania District Court, a motion to vacate the 2004 appellate arbitration award that was favorable to the Company. The Company has filed a cross-motion seeking to confirm the award. Both motions remain pending at this time. The Company intends to vigorously defend its position in all coverage litigation that may follow the bankruptcy proceedings, including any argument that coverage issues were finally determined in the bankruptcy proceedings. Management believes that the ultimate liability, if any, to Armstrong will not be resolved for at least one year and very likely may not be known for several years. In the opinion of management, the outcome of these pending matters is difficult to predict and an adverse outcome could have a material adverse effect on the Company's business, financial condition, and results of operations.

As of March 31, 2007, the Company had unfunded capital commitments to private equity, commercial mortgages, and energy investments of $1,650.

As of March 31, 2007, the Company had commitments to purchase various mortgage-backed securities settling subsequent to March 31, 2007, at a cost of $155 with a fair value of $156, which are included as fixed maturities in the consolidated balance sheets.