

Liberty Mutual Holding Company Inc.

First Quarter 2019

Consolidated Financial Statements

Liberty Mutual Holding Company Inc.

Consolidated Statements of Income

(dollars in millions)

(Unaudited)

	Three Months Ended March 31,	
	2019	2018
Revenues		
Premiums earned	\$ 9,534	\$ 9,250
Net investment income	567	619
Fee and other revenues	316	266
Net realized gains	250	155
Total revenues	10,667	10,290
Claims, Benefits and Expenses		
Benefits, claims and claim adjustment expenses	6,449	6,346
Operating costs and expenses	1,757	1,769
Amortization of deferred policy acquisition costs	1,346	1,283
Interest expense	110	111
Interest credited to policyholders	10	17
Total claims, benefits and expenses	9,672	9,526
Ironshore acquisition & integration costs	(6)	(14)
Restructuring costs	(2)	(3)
Unit linked life insurance	(61)	-
Income from continuing operations before income tax expense and non-controlling interest	926	747
Income tax expense	205	157
Consolidated net income from continuing operations	721	590
Discontinued operations (net of income tax benefit (expense) of \$13 and \$(16) for the three months ended March 31, 2019 and 2018, respectively)	(50)	59
Consolidated net income	671	649
Less: Net income attributable to non-controlling interest	-	1
Net income attributable to Liberty Mutual Holding Company Inc.	\$ 671	\$ 648
Net Realized Gains		
Other-than-temporary impairment losses	\$ (20)	\$ (9)
Other net realized (losses) gains	(49)	164
Valuation changes on equity investments, derivatives, other	319	-
Total net realized gains	\$ 250	\$ 155

See accompanying notes to the unaudited consolidated financial statements.

Liberty Mutual Holding Company Inc.

Consolidated Statements of Comprehensive Income (Loss)

(dollars in millions)

(Unaudited)

Three Months Ended
March 31,

	<u>2019</u>	<u>2018</u>
Consolidated net income	\$ 671	\$ 649
Other comprehensive income (loss), net of taxes:		
Unrealized gains (losses) on securities	940	(946)
Reclassification adjustment for losses included in consolidated net income	2	12
Foreign currency translation and other adjustments	67	86
Other comprehensive income (loss), net of taxes	<u>1,009</u>	<u>(848)</u>
Comprehensive income (loss)	<u>\$ 1,680</u>	<u>\$ (199)</u>

See accompanying notes to the unaudited consolidated financial statements.

Liberty Mutual Holding Company Inc.

Consolidated Balance Sheets

(dollars in millions)

(Unaudited)

	March 31, 2019	December 31, 2018
Assets:		
Investments		
Fixed maturities, available for sale, at fair value (amortized cost of \$59,206 and \$57,960)	\$ 60,086	\$ 57,706
Equity securities, at fair value	3,238	3,511
Short-term investments	388	416
Commercial mortgage loans	1,933	1,731
Other investments	6,463	6,437
Total investments	<u>72,108</u>	<u>69,801</u>
Cash and cash equivalents	6,046	5,466
Premium and other receivables	13,342	12,828
Accounts receivable	4,543	4,368
Reinsurance recoverables	15,213	15,145
Deferred income taxes	418	745
Deferred acquisition costs	3,434	3,397
Goodwill	5,579	5,584
Prepaid reinsurance premiums	1,741	1,454
Other assets	7,300	7,201
Total assets	<u>\$ 129,724</u>	<u>\$ 125,989</u>
Liabilities:		
Unpaid claims and claim adjustment expenses and future policy benefits:		
Property and casualty	\$ 58,830	\$ 58,594
Life	1,969	1,954
Other policyholder funds and benefits payable	15	19
Unearned premiums	21,515	21,081
Funds held under reinsurance treaties	451	425
Long-term debt	8,178	8,233
Accrued postretirement and pension benefits	3,518	3,545
Payable for investments purchased and loaned	3,649	2,228
Other liabilities	9,157	9,148
Total liabilities	<u>107,282</u>	<u>105,227</u>
Equity:		
Unassigned equity	24,584	24,114
Accumulated other comprehensive loss	(2,169)	(3,379)
Total policyholders' equity	<u>22,415</u>	<u>20,735</u>
Non-controlling interest	27	27
Total equity	<u>22,442</u>	<u>20,762</u>
Total liabilities and equity	<u>\$ 129,724</u>	<u>\$ 125,989</u>

See accompanying notes to the unaudited consolidated financial statements.

Liberty Mutual Holding Company Inc.

Consolidated Statements of Changes in Total Equity

(dollars in millions)

(Unaudited)

	Three Months Ended March 31,	
	2019	2018
Balance at beginning of the year	\$ 20,762	\$ 20,688
Comprehensive income (loss):		
Consolidated net income	671	649
Other comprehensive income (loss), net of taxes	1,009	(848)
Total comprehensive income (loss)	1,680	(199)
Balance at end of the period	<u>\$ 22,442</u>	<u>\$ 20,489</u>

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	
	March 31,	
	2019	2018
Cash flows from operating activities:		
Consolidated net income	\$ 671	\$ 649
Less - (loss) income from Liberty Life Assurance Company of Boston, net of tax expense	(50)	59
Income from operations excluding Liberty Life Assurance Company of Boston discontinued operations	721	590
Adjustments to reconcile consolidated net income to net cash provided by (used in) operating activities:		
Depreciation and amortization	205	204
Realized gains	(250)	(155)
Undistributed private equity investment gains	(70)	(156)
Premium, other receivables, and reinsurance recoverables	(1,034)	(749)
Deferred acquisition costs	(38)	(66)
Liabilities for insurance reserves	740	538
Taxes payable, net of deferred	190	128
Other, net	(229)	(298)
Total adjustments	(486)	(554)
Net cash provided by operating activities - excluding Liberty Life Assurance Company of Boston discontinued operations	235	36
Net cash provided by operating activities - Liberty Life Assurance Company of Boston discontinued operations	-	208
Net cash provided by operating activities	235	244
Cash flows from investing activities:		
Purchases of investments	(21,175)	(11,659)
Sales and maturities of investments	20,419	11,923
Property and equipment purchased, net	(219)	(368)
Cash paid for disposals and acquisitions	(7)	-
Other investing activities	1,677	185
Net cash provided by investing activities - excluding Liberty Life Assurance Company of Boston discontinued operations	695	81
Net cash used in investing activities - Liberty Life Assurance Company of Boston discontinued operations	-	(198)
Net cash provided by (used in) investing activities	695	(117)
Cash flows from financing activities:		
Net activity in policyholder accounts	(15)	(5)
Debt financing, net	(29)	(2)
Net security lending activity and other financing activities	(306)	351
Net cash (used in) provided by financing activities - excluding Liberty Life Assurance Company of Boston discontinued operations	(350)	344
Net cash (used in) financing activities - Liberty Life Assurance Company of Boston discontinued operations	-	(103)
Net cash (used in) provided by financing activities	(350)	241
Effect of exchange rate changes on cash - excluding Liberty Life Assurance Company of Boston discontinued operations	-	(26)
Effect of exchange rate changes on cash - Liberty Life Assurance Company of Boston discontinued operations	-	-
Effect of exchange rate changes on cash	-	(26)
Net increase in cash and cash equivalents - excluding Liberty Life Assurance Company of Boston discontinued operations	580	435
Net decrease in cash and cash equivalents - Liberty Life Assurance Company of Boston discontinued operations	-	(93)
Net increase in cash and cash equivalents	580	342
Cash and cash equivalents, beginning of year - excluding Liberty Life Assurance Company of Boston discontinued operations	5,466	4,827
Cash and cash equivalents, beginning of year - Liberty Life Assurance Company of Boston discontinued operations	-	798
Cash and cash equivalents, beginning of year	5,466	5,625
Cash and cash equivalents, end of period - excluding Liberty Life Assurance Company of Boston discontinued operations	6,046	5,262
Cash and cash equivalents, end of period - Liberty Life Assurance Company of Boston discontinued operations	-	705
Cash and cash equivalents, end of period	\$ 6,046	\$ 5,967

See accompanying notes to the unaudited consolidated financial statements.

Liberty Mutual Holding Company Inc.

Notes to Consolidated Financial Statements

(dollars in millions)

(Unaudited)

(1) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The accompanying consolidated financial statements include the accounts of Liberty Mutual Holding Company Inc., entities over which the Company exercises control including majority and wholly owned subsidiaries, and variable interest entities (“VIE”) when the Company is deemed the primary beneficiary (collectively “LMHC” or the “Company”). The minority ownership of consolidated affiliates is represented in equity as non-controlling interest. All material intercompany transactions and balances have been eliminated.

The accompanying consolidated financial statements have been prepared in conformity with U.S. generally accepted accounting principles (“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 claims and claim adjustment expense reserves, including asbestos and environmental liability reserves and loss sensitive premium attributable to prior years, (2) reinsurance recoverables and associated uncollectible allowance, (3) fair value determination and other-than-temporary impairments of the investment portfolio and direct investments in natural resources, (4) recoverability of deferred acquisition costs, (5) valuation of goodwill and intangible assets, (6) deferred income tax valuation allowance, and (7) pension and postretirement benefit obligations. While the amounts included in the consolidated financial statements reflect management’s best estimates and assumptions, these amounts ultimately could vary.

Adoption of Accounting Standards

Effective January 1, 2019, the Company adopted the FASB issued ASU 2014-09, *Revenue from Contracts with Customers* (“ASU 2014-09”). ASU 2014-09 was issued to clarify the principles for recognizing revenue, however, insurance contracts and financial instrument transactions are not within the scope of this guidance. The Company’s principal activities affected by the standard are related to claims servicing contracts. The Company adopted ASU 2014-09 on a modified retrospective basis. The adoption did not impact net income, but included an increase to deferred revenue with a corresponding increase to deferred costs of \$38.

Effective January 1, 2019, the Company adopted the FASB issued ASU 2016-01, *Financial Instruments—Overall (Subtopic 825-10): Recognition and Measurement of Financial Assets and Financial Liabilities* (“ASU 2016-01”). ASU 2016-01 requires equity investments (excluding those accounted for under the equity method or those that result in consolidation) to be measured at fair value, with changes in fair value recognized in net income. The Company adopted ASU 2016-01 on a modified retrospective basis. The adoption of this guidance resulted in the reclassification of \$(201) of accumulated unrealized losses related to equity securities from accumulated other comprehensive loss to unassigned equity. The guidance eliminates the available-for-sale balance sheet classification for equity securities and changes in unrealized gains and losses on equity securities are recognized in the statements of income.

Effective January 1, 2019, the Company adopted the FASB issued ASU 2017-07, *Compensation – Retirement Benefits (Topic 715): Improving the Presentation of Net Periodic Benefit Costs* (“ASU 2017-07”) which amends the guidance to improve the presentation of net periodic pension cost and net periodic postretirement cost (net benefit costs). Net benefit costs comprise several components that reflect different aspects of an employer's financial arrangements as well as the cost of benefits provided to employees. ASU 2017-07 requires that the employer service cost component be reported in the same lines as other employee compensation cost and requires disclosure of the line used to present the other components (non-service costs), if not presented separately and outside of a subtotal of income from operations. ASU 2017-07 also allows only the service cost component to be eligible for capitalization in assets when applicable. The Company adopted the presentation components of ASU 2017-07 retrospectively, and the capitalization of the service cost component prospectively. The adoption did not have a material impact on the Company’s financial statements.

Accounting Standards Not Yet Adopted

The Company will adopt the FASB issued ASU 2016-02, *Leases* (“ASU 2016-02”). The amendments will require a lessee to recognize a right-of-use asset and a lease liability on the balance sheet for leases with terms longer than 12 months. Leases will be classified as either finance or operating, with classification affecting the pattern of expense recognition in the statements of income. The amendments of ASU 2016-02 are effective for nonpublic business entities for fiscal years beginning after December 15, 2019, including interim periods within those fiscal years beginning after December 15, 2019. The Company is currently evaluating the impact of the adoption of ASU 2016-02. The adoption is expected to have a material impact on the Company’s financial statements.

The Company will adopt the FASB issued ASU 2016-13, *Financial Instruments – Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments* (“ASU 2016-13”). ASU 2016-13 replaces the current incurred loss model with an expected credit loss model, which measures credit losses on financial instruments measured at amortized cost, and will require companies to recognize an allowance for expected credit losses. In addition, ASU 2016-13 also amends the credit loss measurement guidance for available-for-sale debt securities and beneficial interests in securitized financial assets. This amendment removes certain factors to consider when determining whether credit losses should be recognized and will require companies to recognize expected credit losses through an allowance. ASU 2016-13 is effective for nonpublic business entities for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2021. The Company is currently

Liberty Mutual Holding Company Inc.

Notes to Consolidated Financial Statements

(dollars in millions)

(Unaudited)

evaluating the impact of the adoption of ASU 2016-13. The adoption is expected to have a material impact on the Company's financial statements.

There are no other accounting standards not yet adopted by the Company that are expected to have a material impact on the consolidated financial statements.

Securities Lending

The Company participates in a securities lending program to generate additional income, whereby certain domestic fixed maturity securities and equity securities are loaned for a short period of time from the Company's portfolio to qualifying third parties via a lending agent. Terms of the agreement are for borrowers of these securities to provide collateral of at least 102% of the market value of the loaned securities. Acceptable collateral may be in the form of cash or permitted securities as outlined in the securities lending agreement. The market value of the loaned securities is monitored and additional collateral is obtained if the market value of the collateral falls below 102% of the market value of the loaned securities. Under the terms of the securities lending program, the lending agent indemnifies the Company against borrower defaults. The loaned securities remain a recorded asset of the Company; however, the Company records a liability for the amount of cash collateral held, representing its obligation to return the collateral related to the loaned securities.

Net Investment Hedge Instruments

The Company has designated non-derivative foreign-currency denominated long-term debt and the related accrued interest as hedges of its net investment in certain foreign operations. Accordingly, the foreign currency translation of the debt instrument and accrued interest is recorded in accumulated other comprehensive loss, offsetting the foreign currency translation adjustment of the related net investment that is also recorded in accumulated other comprehensive loss. As of March 31, 2019, the Company had €1,250 million of outstanding long-term debt and approximately €19 million of accrued interest designated as non-derivative hedges of its net investment in certain foreign operations. As of March 31, 2019, the foreign currency translation of the debt instrument and accrued interest recorded in accumulated other comprehensive loss was \$(20). (See Note 5 for further discussion.)

Accumulated Other Comprehensive Loss

Accumulated other comprehensive loss consists principally of unrealized gains and losses on certain investments in debt securities, foreign currency translation adjustments, and pension and postretirement liability adjustments.

The components of accumulated other comprehensive loss excluding non-controlling interest, net of related deferred acquisition costs and taxes, are as follows:

	March 31, 2019	December 31, 2018
Unrealized gains (losses) on securities ⁽¹⁾	\$329	\$(814)
Foreign currency translation and other adjustments	(704)	(745)
Pension and post retirement liability funded status	(1,794)	(1,820)
Accumulated other comprehensive loss ⁽¹⁾	\$(2,169)	\$(3,379)

⁽¹⁾ Components of accumulated other comprehensive loss consist of reclassification of unrealized losses related to equity securities from accumulated other comprehensive loss to unassigned equity.

(See Note 1 for further discussion.)

The following tables present the consolidated other comprehensive income (loss) reclassification adjustments for the three months ended March 31, 2019 and 2018, respectively.

	Unrealized gains on securities	Change in pension and post retirement plans funded status	Foreign currency translation and other adjustments	Total
Three months ended March 31, 2019				
Unrealized change arising during the period	\$1,188	\$ -	\$45	\$1,233
Less: Reclassification adjustments included in consolidated net income	(2)	(33)	-	(35)
Total other comprehensive income before income tax expense	1,190	33	45	1,268
Less: Income tax expense	248	7	4	259
Total other comprehensive income, net of income tax expense	\$942	\$26	\$41	\$1,009

Liberty Mutual Holding Company Inc.

Notes to Consolidated Financial Statements

(dollars in millions)

(Unaudited)

	Unrealized losses on securities	Change in pension and post retirement plans funded status	Foreign currency translation and other adjustments ⁽¹⁾	Total
Three months ended March 31, 2018				
Unrealized change arising during the period	\$(1,187)	\$26	\$10	\$(1,151)
Less: Reclassification adjustments included in consolidated net income	(15)	(52)	-	(67)
Total other comprehensive (loss) income before income tax (benefit) expense	(1,172)	78	10	(1,084)
Less: Income tax (benefit) expense	(238)	16	(14)	(236)
Total other comprehensive (loss) income, net of income tax (benefit) expense	\$(934)	\$62	\$24	\$(848)

⁽¹⁾ Includes \$1 of non-controlling interest.

(2) ACQUISITIONS AND DISPOSITIONS

DISPOSITIONS

Pembroke Managing Agency Ltd., Visionary Underwriting Agency Ltd., and Ironshore Europe

On March 14, 2019, the Company concluded a strategic review of certain operations and reached an agreement to sell its investment in Pembroke Managing Agency Ltd., Visionary Underwriting Agency Ltd., Ironshore Europe Designated Activity Company, and Ironshore Corporate Capital 3 Ltd. to Hamilton Insurance Group. The transaction is expected to close in the third quarter, subject to regulatory approval and customary closing conditions. An immaterial loss has been recorded in realized gains which is reflected in the accompanying consolidated statements of income.

Liberty Sigorta A.S.

On January 22, 2018, the Company's Spanish subsidiary, Liberty Seguros Compania de Seguros y Reaseguros S.A., entered into an agreement to sell its entire 99.44% interest in its Turkish insurance affiliate, Liberty Sigorta A.S., to Talanx International. The transaction closed on May 3, 2018.

Liberty Life Assurance Company of Boston

On January 19, 2018, the Company announced the sale of the Liberty Life Assurance Company of Boston ("LLAC"), which provides group disability, group life, individual life and annuity products, to Lincoln Financial Group. The transaction closed on May 1, 2018 resulting in a gain of approximately \$412. Accordingly, for the three months ended March 31, 2018, the results of LLAC have been classified as discontinued operations in the consolidated statements of income.

In connection with the Company's May 2018 sale of LLAC to Lincoln Financial Group, the Company agreed, pursuant to the master transaction agreement, to indemnify Protective Life Corporation and Protective Life Insurance Company (together with certain of their respective affiliates, "Protective"), Lincoln and other parties against certain liabilities. In late 2018, Protective initiated informal discussions with the Company regarding potential indemnification claims (the "Initial Claims") and in 2019 the Company began an investigation and evaluation of such Initial Claims. This investigation is ongoing. On April 30, 2019, Protective delivered to the Company a formal demand for indemnification related to the Initial Claims and in addition, demands for indemnification including matters unrelated to the Initial Claims (the "New Claims"). The Company is in the very early stages of investigating the New Claims and whether they have any merit or significant monetary value. Based on the Company's investigation to date of the claims generally, the Company has accrued a reserve of \$50, net of tax, in the first quarter of 2019 presented in discontinued operations in the consolidated statements of income, which is primarily related to the Initial Claims, and may be adjusted up or down as the Company's investigation of all claims continues. The Company intends to vigorously defend all claims.

At this time, if the Initial Claims and all of the New Claims are ultimately determined to have merit and if the monetary value of those claims were equal to the amount alleged to be due, the aggregate potential liability represented by the claims would not have a material adverse effect on the financial condition of the Company, although such aggregate potential liability may be material relative to the Company's results of operations for a single reporting period, depending on the facts and circumstances at such time.

In addition, the Company is engaged in the customary process of determining post-closing adjustments to the purchase price for LLAC, however, the final outcome of that process is not expected to materially change the \$3,300 initial purchase price agreed in connection with the master transaction agreement.

Liberty Mutual Holding Company Inc.

Notes to Consolidated Financial Statements

(dollars in millions)

(Unaudited)

The following table summarizes the amounts related to discontinued operations in the consolidated statements of income, excluding the gain on sale of LLAC:

	Three Months Ended	
	March 31,	
	2019	2018
Revenues:		
Premiums earned	\$-	\$545
Net investment income	-	198
Fee and other revenues	-	88
Net realized gains	-	1
Total revenues	\$-	\$832
Claims, Benefits and Expenses:		
Benefits, claims and claim adjustment expenses	\$-	\$564
Operating costs and expenses	-	115
Amortization of deferred policy acquisition costs	-	19
Interest credited to policyholders	-	59
Total claims, benefits and expenses	\$-	\$757
Income before income tax expense	\$-	\$75
Income tax expense	-	16
Net income	\$-	\$59

(3) INVESTMENTS

The amortized cost, gross unrealized gains and losses and fair values of available for sale investments as of March 31, 2019 and December 31, 2018, are as follows:

	Amortized	Gross	Gross	Fair
	Cost	Unrealized	Unrealized	Value
		Gains	Losses	
March 31, 2019				
U.S. government and agency securities	\$6,373	\$69	\$(14)	\$6,428
Residential MBS ⁽¹⁾	7,434	64	(50)	7,448
Commercial MBS	3,294	56	(11)	3,339
Other MBS and ABS ⁽²⁾	4,780	23	(51)	4,752
U.S. state and municipal	8,650	343	(14)	8,979
Corporate and other	23,705	427	(133)	23,999
Foreign government securities	4,970	185	(14)	5,141
Total securities available for sale	\$59,206	\$1,167	\$(287)	\$60,086
December 31, 2018				
U.S. government and agency securities	\$6,497	\$47	\$(33)	\$6,511
Residential MBS ⁽¹⁾	5,710	31	(95)	5,646
Commercial MBS	2,965	27	(36)	2,956
Other MBS and ABS ⁽²⁾	4,595	16	(77)	4,534
U.S. state and municipal	8,452	181	(64)	8,569
Corporate and other	24,633	168	(533)	24,268
Foreign government securities	5,108	154	(40)	5,222
Total fixed maturities	57,960	624	(878)	57,706
Common stock	3,673	100	(293)	3,480
Preferred stock	29	2	-	31
Total equity securities	3,702	102	(293)	3,511
Total securities available for sale	\$61,662	\$726	\$(1,171)	\$61,217

⁽¹⁾ Mortgage-backed securities (“MBS”)

⁽²⁾ Asset-backed securities (“ABS”)

Liberty Mutual Holding Company Inc.

Notes to Consolidated Financial Statements

(dollars in millions)

(Unaudited)

Of the \$3,229 and \$3,480 of common stock as of March 31, 2019 and December 31, 2018, respectively, \$634 and \$598, respectively, related to securities associated with non-guaranteed unit linked products where the policyholder bears the investment risk.

As of March 31, 2019 and December 31, 2018, the fair values of fixed maturity securities and equity securities loaned were approximately \$1,719 and \$1,699, respectively. Cash and short-term investments received as collateral in connection with the loaned securities were approximately \$1,339 and \$1,628 as of March 31, 2019 and December 31, 2018, respectively. Investments other than cash and short-term investments received as collateral in connection with the loaned securities were approximately \$429 and \$115 as of March 31, 2019 and December 31, 2018, respectively.

The amortized cost and fair value of fixed maturities as of March 31, 2019, by contractual maturity are as follows:

	Amortized Cost	Fair Value
Due to mature:		
One year or less	\$2,371	\$2,376
Over one year through five years	20,529	20,742
Over five years through ten years	13,495	13,814
Over ten years	7,303	7,615
MBS and ABS of government and corporate agencies	15,508	15,539
Total fixed maturities	\$59,206	\$60,086

Actual maturities may differ from contractual maturities as borrowers may have the right to call or prepay obligations with or without call or prepayment penalties. Due to the potential for prepayment on MBS and ABS, they are not categorized by contractual maturity.

The following table summarizes the Company's gross realized gains and losses by asset type for the three months ended March 31, 2019 and 2018, respectively:

<i>Components of Net Realized (Losses) Gains</i>	2019	2018
Fixed maturities:		
Gross realized gains	\$123	\$64
Gross realized losses	(125)	(82)
Equities:		
Gross realized gains	358	3
Gross realized losses	(42)	(-)
Other:		
Gross realized gains	17	220
Gross realized losses	(81)	(50)
Total net realized gains	\$250	\$155

Included in the above realized gains are \$249 of unrealized gains related to equity securities still held at March 31, 2019.

As of March 31, 2019 and December 31, 2018, other-than-temporary impairment losses recognized through accumulated other comprehensive loss were \$(22) and \$(21), respectively.

During the three months ended March 31, 2019 and 2018, the Company recorded \$(20) and \$(9) of impairment losses, respectively. Included in the impairment losses are impairment charges for assets measured at fair value on a non-recurring basis which are summarized in the following table for the three months ended March 2019 and 2018:

	2019	2018
Natural resources	\$1	\$4
Real estate	1	-
Intangible assets	15	-
Total	\$17	\$4

Liberty Mutual Holding Company Inc.

Notes to Consolidated Financial Statements

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(Unaudited)

During the three months ended March 31, 2019 and 2018, proceeds from sales of fixed maturities available for sale were \$17,522 and \$9,300, respectively. The gross realized gains (losses) on sales of fixed maturities available for sale totaled \$115 and \$(117) in 2019 and \$59 and \$(69) in 2018. During the three months ended March 31, 2019 and 2018, proceeds from sales of equities at fair value were \$1,187 and \$77, respectively. The gross realized gains (losses) on sales of equities at fair value totaled \$33 and \$(42) in 2019 and \$3 and \$(1) in 2018.

The following tables summarize the gross unrealized losses and fair value of available for sale investments by the length of time that individual securities have been in a continuous unrealized loss position as of March 31, 2019 and December 31, 2018, and that are not deemed to be other-than-temporarily impaired:

March 31, 2019	Less Than 12 Months		12 Months or Longer			
	Unrealized Losses	Fair Value of	Unrealized Losses	Fair Value of		
		Investments with		Investments with		
		Unrealized		Unrealized	Unrealized	Unrealized
		Losses		Losses		
U.S. government and agency securities	\$(1)	\$479	\$(13)	\$1,127		
Residential MBS	(5)	454	(45)	2,980		
Commercial MBS	(1)	189	(10)	1,060		
Other MBS and ABS	(21)	1,005	(30)	1,779		
U.S. state and municipal	(1)	94	(13)	943		
Corporate and other	(46)	2,286	(87)	5,718		
Foreign government securities	(2)	224	(12)	828		
Total Securities Available for Sale	\$(77)	\$4,731	\$(210)	\$14,445		

December 31, 2018	Less Than 12 Months		12 Months or Longer			
	Unrealized Losses	Fair Value of	Unrealized Losses	Fair Value of		
		Investments with		Investments with		
		Unrealized		Unrealized	Unrealized	Unrealized
		Losses		Losses		
U.S. government and agency securities	\$(4)	\$827	\$(29)	\$1,749		
Residential MBS	(12)	738	(83)	3,187		
Commercial MBS	(5)	374	(31)	1,369		
Other MBS and ABS	(38)	1,812	(39)	1,555		
U.S. state and municipal	(4)	472	(60)	2,567		
Corporate and other	(293)	10,771	(240)	6,852		
Foreign government securities	(16)	754	(24)	913		
Total fixed maturities	(372)	15,748	(506)	18,192		
Common stock	(232)	2,184	(61)	881		
Preferred stock	-	4	-	-		
Total equity securities	(232)	2,188	(61)	881		
Total Securities Available for Sale	\$(604)	\$17,936	\$(567)	\$19,073		

Unrealized losses for fixed maturity securities decreased from \$878 as of December 31, 2018 to \$287 as of March 31, 2019. Unrealized losses less than 12 months for fixed maturity securities decreased from \$372 at December 31, 2018 to \$77 as of March 31, 2019. Unrealized losses 12 months or longer for fixed maturity securities decreased from \$506 as of December 31, 2018 to \$210 as of March 31, 2019. As of March 31, 2019, there were 2,973 securities that were in an unrealized loss position for 12 months or longer. The Company monitors the difference between the amortized cost and estimated fair value of fixed maturity securities to ascertain whether declines in value are temporary in nature. The Company currently does not have the intent to sell these securities and has determined it is not more likely than not that it would be required to sell these fixed maturity securities before they recover their fair value.

If the Company believes a decline in the value (including foreign exchange rates) of a particular fixed maturity security is temporary, the decline is recorded as an unrealized loss in policyholders' equity. If the decline is believed to be other-than-temporary, and the Company believes that it will not be able to collect all cash flows due on its fixed maturity securities, then the carrying value of the investment is

Liberty Mutual Holding Company Inc.

Notes to Consolidated Financial Statements

(dollars in millions)

(Unaudited)

written down to the expected cash flow amount and a realized loss is recorded as a credit impairment. A non-credit impairment loss is recognized in other comprehensive income, net of applicable taxes, as the difference between expected cash flows and fair value. The Company has concluded that the remaining gross unrealized losses of fixed maturity securities as of March 31, 2019 are temporary.

The Company reviews fixed maturity securities, equity securities and other investments for impairment on a quarterly basis. These investments are reviewed for both quantitative and qualitative considerations including, but not limited to: (a) the extent of the decline in fair value below book value, (b) the duration of the decline, (c) significant adverse changes in the financial condition or near term prospects of the investment or issuer, (d) significant change in the business climate or credit ratings of the issuer, (e) general market conditions and volatility, (f) industry factors, (g) the past impairment of the security holding or the issuer and (h) impact of foreign exchange rates on foreign currency denominated securities. For fixed maturity securities that the Company does not intend to sell or for which it is more likely than not that the Company would not be required to sell before an anticipated recovery in value, the Company separates impairments into credit loss and non-credit loss components. The determination of the credit loss component of the impairment charge is based on the Company's best estimate of the present value of the cash flows expected to be collected from the fixed maturity security compared to its amortized cost and is reported as part of net realized gains. The non-credit component, the residual difference between the credit impairment component and the fair value, is recognized in other comprehensive income. The factors considered in making an evaluation for credit versus non-credit other-than-temporary impairment include the following: (a) failure of the issuer of the security to make scheduled interest or principal payments (including the payment structure of the fixed maturity security and the likelihood the issuer will be able to make payments that increase in the future), (b) performance indicators of the underlying assets in the security (including default and delinquency rates), (c) vintage, (d) geographic concentration and (e) industry analyst reports, sector credit ratings, and volatility of the security's fair value. In addition, the Company's accounting policy for other-than-temporary impairment recognition requires an other-than-temporary impairment charge be recorded when it is determined the security will be sold or it is more likely than not that the Company will be required to sell the security before recovery of the security's amortized cost basis (all fixed maturity securities and certain preferred equity securities) or the Company does not have the intent and ability to hold certain equity securities for a period of time that is sufficient to allow for any anticipated recovery in fair value.

The Company is required to review its natural resource and other equity method investments when facts and circumstances indicate that carrying values may not be recoverable. In performing a quarterly review, the fair value of the Company's investment is estimated using indicators including, but not limited to, market comparables and analyses, commodity prices, and discounted cash flows and a realized loss is recognized for the excess, if any, of the investment's carrying value over its estimated fair value.

The Company is required to review its oil and gas properties when facts and circumstances indicate that net book values may not be recoverable. In performing a quarterly review, an undiscounted cash flow test is performed at the lowest level for which identifiable cash flows are independent of cash flows from other assets. If the sum of the undiscounted future net cash flows is less than the net book value of the property, an impairment loss is recognized for the excess, if any, of the property's net book value over its estimated fair value.

Variable Interest Entities

The Company invests in limited partnerships and other entities subject to VIE analysis under the VIE subsections of ASC 810, *Consolidation*. The Company analyzes each investment to determine whether it is a VIE, and if so, whether the Company is the primary beneficiary or a significant interest holder based on a qualitative and quantitative assessment. The Company evaluates the design of the entity, the risks to which the entity was designed to expose the variable interest holder and the extent of the Company's control of and variable interest in the VIE. As of March 31, 2019 and December 31, 2018, the Company has determined that it is not the primary beneficiary of any of its VIEs except for the Company's investment in its India joint venture, which is deemed immaterial.

The Company has variable interests in VIEs for which it is not the primary beneficiary and accounts for these VIEs under the equity method in accordance with ASC 323, *Investments-Equity Method and Joint Ventures*. The VIEs are principally private equity limited partnerships in which the Company has invested as a passive limited partner. The partnerships were deemed to be VIEs because the equity holders as a group lack the power to direct the activities that most significantly impact the respective entity's economic performance. The VIEs generate variability primarily from investment portfolio performance and that variability is passed to equity holders. The net carrying value of non-consolidated VIEs in which the Company has a variable interest was \$5,411 and \$5,394 as of March 31, 2019 and December 31, 2018, respectively, and the Company's maximum exposure to loss was \$7,901 and \$7,689 as of March 31, 2019 and December 31, 2018, respectively. The assets are included in other investments on the accompanying consolidated balance sheets. Maximum exposure to loss includes the carrying value and unfunded commitment of the VIE. The increase in the maximum exposure to loss from December 31, 2018 to March 31, 2019 is primarily related to new commitments to VIEs related to private credit.

Liberty Mutual Holding Company Inc.

Notes to Consolidated Financial Statements

(dollars in millions)

(Unaudited)

(4) REINSURANCE

In the ordinary course of business, the Company assumes reinsurance and also cedes reinsurance to other insurers to reduce overall risk, including exposure to large losses and catastrophic events. The Company is also a member of various involuntary pools and associations and serves as a servicing carrier for residual market organizations. The Company remains contingently liable in the event reinsurers are unable to meet their obligations for paid and unpaid reinsurance recoverables and unearned premiums ceded under reinsurance agreements.

The Company reported reinsurance recoverables of \$15,213 and \$15,145 as of March 31, 2019 and December 31, 2018, respectively, net of allowance for doubtful accounts of \$203 and \$204, respectively. Included in these balances are \$955 and \$937 of paid recoverables and \$14,461 and \$14,412 of unpaid recoverables (including retroactive reinsurance), respectively.

Amounts recoverable from reinsurers are estimated in a manner consistent with the claim liability associated with the reinsured business. The Company evaluates and monitors the financial condition of its reinsurers under voluntary reinsurance arrangements to minimize its exposure to significant losses from reinsurer insolvencies. The Company reports its reinsurance recoverables net of an allowance for estimated uncollectible reinsurance recoverables. The allowance is based upon the Company's ongoing review of amounts outstanding, length of collection periods, changes in reinsurer credit standing and other relevant factors. Accordingly, the establishment of reinsurance recoverables and the related allowance for uncollectible reinsurance recoverables is also an inherently uncertain process involving estimates. Changes in these estimates could result in additional charges to the accompanying consolidated statements of income.

In conjunction with the Ironshore acquisition and effective May 1, 2017, the Company entered into a reinsurance transaction with National Indemnity Company ("NICO"), a subsidiary of Berkshire Hathaway Inc., on a combined aggregate excess of loss agreement providing coverage for substantially all of Ironshore's reserves related to losses occurring prior to January 1, 2017. The first layer of the contract transfers \$400 of held reserves at inception, for which the Company established reinsurance recoverables on the consolidated balance sheets. The second layer of the contract provides adverse development coverage for 95% of \$500 above a retention equal to \$2,991, minus paid losses between January 1, 2017 and May 1, 2017, which retention approximates the total held reserves on the covered business on Ironshore's opening balance sheet. The Company paid NICO consideration of \$550, including interest accrued at the time of the settlement. The contract is accounted for on a prospective basis.

On July 17, 2014, Liberty Mutual Insurance Company ("LMIC") entered into a reinsurance transaction with NICO on a combined aggregate excess of loss agreement for substantially all of the Company's U.S. workers compensation, asbestos and environmental liabilities (the "NICO Reinsurance Transaction"), attaching at \$12,522 of combined aggregate reserves, with an aggregate limit of \$6,500 and sublimits of \$3,100 for asbestos and environmental liabilities and \$4,507 for certain workers compensation liabilities. At the closing of the NICO Reinsurance Transaction, but effective as of January 1, 2014, the Company ceded \$3,320 of existing undiscounted liabilities under this retroactive reinsurance agreement. NICO will provide \$3,180 of additional aggregate adverse development reinsurance. The Company paid NICO total consideration of \$3,046. With respect to the ceded asbestos and environmental business, NICO has been given authority to handle claims, subject to the Company's oversight and control. With respect to the ceded workers compensation business, the Company will continue to handle claims. This contract is accounted for on a retroactive basis.

In general terms, the covered business includes post December 31, 2013 development on: (1) asbestos and environmental liabilities arising under policies of insurance and reinsurance with effective dates prior to January 1, 2005; and (2) workers compensation liabilities arising out of policies on the books of the Company's former Commercial Insurance Strategic Business Unit as of December 31, 2013, as respects injuries or accidents occurring prior to January 1, 2014.

Since the NICO Reinsurance Transaction is accounted for as retroactive reinsurance in the Company's consolidated financial statements, to the extent there is unfavorable development of losses covered by this reinsurance, an additional reinsurance benefit is recognized in the consolidated statements of income until those benefits exceed the loss on the transaction. Reinsurance benefits will be deferred and are amortized into earnings over the period when underlying claims are settled.

During 2018, the Company had net reserve releases driven by favorable development in workers compensation, partially offset by unfavorable development in asbestos and environmental. The Company reported the net position of the contract as a loss of \$206 and \$210 as of March 31, 2019 and December 31, 2018, respectively.

The Company reported deferred gain amortization of zero and \$3 at March 31, 2019 and 2018, respectively. As of March 31, 2019 and December 31, 2018, deferred gains were zero.

Liberty Mutual Holding Company Inc.

Notes to Consolidated Financial Statements

(dollars in millions)

(Unaudited)

(5) DEBT OUTSTANDING

Debt outstanding as of March 31, 2019 and December 31, 2018 includes the following:

Long-term debt:

	2019	2018
Junior Subordinated Notes, due 2067 ⁽¹⁾ ⁽²⁾	\$300	\$300
5.00% Notes, due 2021	330	600
4.95% Notes, due 2022	473	750
4.25% Notes, due 2023	547	1,000
1.75% €500 million Notes, due 2024	561	572
8.50% Surplus Notes, due 2025	140	140
2.75% €750 million Notes, due 2026	842	857
7.875% Surplus Notes, due 2026	227	227
7.625% Notes, due 2028	3	3
4.569% Notes, due 2029	1,000	-
3.91% - 4.25% Federal Home Loan Bank Borrowings due 2032	300	300
7.00% Notes, due 2034	231	231
6.50% Notes, due 2035	471	471
7.50% Notes, due 2036	19	19
7.80% Junior Subordinated Notes, due 2087 ⁽²⁾	700	700
10.75% Junior Subordinated Notes, due 2088 ⁽³⁾	52	52
6.50% Notes, due 2042	750	750
4.85% Notes, due 2044	1,050	1,050
7.697% Surplus Notes, due 2097	260	260
	8,256	8,282
Unamortized discount	(40)	(11)
Total long-term debt excluding unamortized debt issuance costs	8,216	8,271
Unamortized debt issuance costs	(38)	(38)
Total long-term debt	\$8,178	\$8,233

⁽¹⁾ 7.00% fixed rate became 6.324% starting March 15, 2017 through a swap. Bondholders are paid 3-month LIBOR + 2.905%.

⁽²⁾ The par value call date and final fixed rate interest payment date is March 15, 2037, subject to certain requirements.

⁽³⁾ The par value call date and final fixed rate interest payment date is June 15, 2038, subject to certain requirements.

Debt Transactions and In-Force Credit Facilities

On January 28, 2019, LMGI exchanged \$1,000 par value of Senior Notes due 2029 (the “2029 Notes”) for \$270 of its 5.00% Notes due 2021, \$277 of its 4.95% Notes due 2022 and \$453 of its 4.25% Notes due 2023. LMGI paid an aggregate of \$40 cash consideration, including accrued and unpaid interest, for the existing notes accepted for exchange. Interest on the 2029 Notes is payable semi-annually at a fixed rate of 4.569%. The 2029 Notes mature on February 1, 2029.

On December 1, 2017, LMIC replaced its \$1,000 repurchase agreement with a \$250 repurchase agreement for a three-year period, which terminates December 1, 2020. At March 31, 2019, no funds were borrowed under the facility.

On November 24, 2017, LMIC entered into a \$250 repurchase agreement with an expiration date of November 24, 2020. At March 31, 2019, no funds were borrowed under the facility.

On March 5, 2015, LMGI amended and restated its unsecured revolving credit facility from \$750 to \$1,000 with an expiration date of March 5, 2020. To date, no funds have been borrowed under the facility.

LMIC, Peerless Insurance Company (“PIC”), Liberty Mutual Fire Insurance Company (“LMFIC”), Employers Insurance Company of Wausau (“EICOW”), Ironshore Specialty Insurance Company (“ISIC”) and Ironshore Indemnity Insurance (“IIP”) are members of the Federal Home Loan Bank. On March 21, 2012, LMFIC borrowed \$150 at a rate of 3.91% with a maturity date of March 22, 2032. On March 23, 2012 and April 2, 2012, LMIC borrowed \$127 at a rate of 4.24% with a maturity date of March 23, 2032 and \$23 at a rate of 4.25% with a maturity date of April 2, 2032, respectively. As of March 31, 2019, all of the outstanding Federal Home Loan Bank borrowings are fully collateralized.

On January 20, 2012, LMGI entered into two interest rate swap transactions having a notional amount of \$300 with respect to LMGI’s \$300 Junior Subordinated Notes due 2067. Pursuant to the terms of the swap agreements, commencing on March 15, 2017 and effective

Liberty Mutual Holding Company Inc.

Notes to Consolidated Financial Statements

(dollars in millions)

(Unaudited)

through March 15, 2037, LMGI has agreed with the counterparties to pay a fixed rate of interest on the notional amount and the counterparties have agreed to pay a floating rate of interest on the notional amount.

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.

(6) UNPAID CLAIMS AND CLAIM ADJUSTMENT EXPENSES

The Company establishes reserves for payment of claims and claim adjustment expenses that arise from the policies issued. As required by applicable accounting rules, no reserves are established until a loss, including a loss from a catastrophe, occurs. The Company's reserves are segmented into three major categories: reserves for reported claims (estimates made by claims adjusters); incurred but not reported claims reserves ("IBNR") representing reserves for unreported claims and supplemental reserves for reported claims; and reserves for the costs to settle claims. The Company establishes its reserves net of salvage and subrogation by line of business or coverage and year in which losses occur.

Establishing loss reserves, including loss reserves for catastrophic events that have occurred, is an estimation process. Many factors can ultimately affect the final settlement of a claim and, therefore, the necessary reserve. Changes in the law, results of litigation, medical costs, the costs of repair materials, and labor rates can all affect ultimate claim costs. In addition, time can be a critical part of reserving determinations since the longer the span between the incidence of a loss and the payment or settlement of the claim, the more variable the ultimate settlement can be. Accordingly, "short-tail" claims, such as property damage claims, tend to be easier to estimate than "long-tail" claims, such as workers compensation or general liability claims.

As information develops that varies from past experience, provides additional data, or augments data that previously was not considered sufficient for use in determining reserves, changes in the Company's estimate of ultimate liabilities may be required. The effects of these changes are reflected in current operating results.

In order to establish a reserve for IBNR claims, the actuarial teams within each of the strategic business units use their experience and knowledge of the lines of business to estimate the potential future development of the incurred claims. The Company uses a number of actuarial methods and assumptions to develop an estimate of ultimate claim liabilities. Generally, these are a combination of exposure and experience based actuarial methods and review of other pertinent and available information from claims, underwriting, product and finance. Exposure based actuarial methods consider historical loss ratios and adjust for rate changes, premium and loss trends, industry trends and other information. These methods are typically used when developing an actuarial central estimate for more recent policy periods when claims data is insufficient to produce a reliable indication. As claims data becomes more reliable for a given policy period, more consideration is given to experience methods which review and monitor actual paid and reported development.

A comprehensive actuarial reserve review is performed for each product line at least once a year. The process and methods used for each product line vary depending on the circumstances and include input from claims, underwriting, product and finance. Each quarter the actuarial central estimate for each product line is reviewed and updated based upon development and presented to the reserving committee to conclude on the Company's best estimate of ultimate claim liabilities.

Liberty Mutual Holding Company Inc.

Notes to Consolidated Financial Statements

(dollars in millions)

(Unaudited)

Activity in property and casualty unpaid claims and claim adjustment expenses of the Company are summarized as follows:

	2019	2018
Balance as of January 1	\$58,594	\$59,217
Less: unpaid reinsurance recoverables ⁽¹⁾	11,414	13,037
Net balance as of January 1	47,180	46,180
Incurred attributable to:		
Current year	6,389	6,342
Prior years ⁽²⁾	44	(9)
Discount accretion attributable to prior years	13	13
Total incurred	6,446	6,346
Paid attributable to:		
Current year	2,482	2,272
Prior years	3,786	3,904
Total paid	6,268	6,176
Amortization of deferred retroactive reinsurance gain	(1)	9
Net adjustment due to foreign exchange	18	145
Add: unpaid reinsurance recoverables ⁽¹⁾⁽³⁾	11,455	12,704
Balance as of March 31	<u>\$58,830</u>	<u>\$59,208</u>

⁽¹⁾ In addition to the unpaid reinsurance recoverable balances noted above, and as a result of retroactive reinsurance agreements, the Company has recorded retroactive reinsurance recoverable balances of \$2,950, \$3,326 as of March 31, 2019 and 2018, respectively.

⁽²⁾ Does not include (decreases) in allowance related to reinsurance recoverables due to prior year development of \$(6) and \$(1) as of March 31, 2019 and 2018, respectively.

⁽³⁾ Includes \$(11) related to Ironshore's ADC recovery adjustment for March 31, 2019 and 2018.

In 2019, the change in incurred attributable to prior years, excluding asbestos and environmental and amortization of deferred retroactive gain, is primarily attributable to unfavorable development in the commercial automobile, general liability and specialty lines of business, partially offset by favorable development in the personal automobile line of business. In 2018, the change in incurred attributable to prior years, excluding asbestos and environmental and amortization of deferred retroactive gain, is primarily attributable to favorable development in the personal automobile line of business.

Asbestos and Environmental Reserves

The Company's asbestos and environmental reserves for unpaid claims and claim adjustment expenses, net of reinsurance before the NICO Reinsurance Transaction and including uncollectible reinsurance, were \$1,044 and \$1,070 as of March 31, 2019 and December 31, 2018, respectively.

(7) INCOME TAXES

The income tax provision is calculated under the liability method of accounting. The Company recognizes deferred income tax assets and liabilities for the expected future tax effects attributable to temporary differences between the financial statement and tax return bases of assets and liabilities based on enacted tax rates and other provisions of the tax law. The effect of a change in tax laws or rates on deferred tax assets and liabilities is recognized in income in the period in which such change is enacted. Deferred tax assets are reduced by a valuation allowance if it is more likely than not that all or some portion of the deferred tax assets will not be realized.

The Company's effective tax rate on continuing operations differs from the U.S. Federal statutory rate of 21% primarily due to the impact of non-U.S. operations partially offset by tax-exempt investment income.

Liberty Mutual Holding Company Inc.

Notes to Consolidated Financial Statements

(dollars in millions)

(Unaudited)

A reconciliation of the beginning and ending amount of unrecognized tax benefits is as follows:

Balance at December 31, 2018	\$68
Additions based on tax positions related to current year	-
Additions for tax positions of prior years	-
Reductions for tax positions of prior years	-
Settlements	-
Translation	-
Balance at March 31, 2019	\$68

Included in the tabular roll forward of unrecognized tax benefits are interest and penalties in the amount of \$28 and \$28 as of March 31, 2019 and December 31, 2018, respectively.

Included in the balance at March 31, 2019, is \$58 related to tax positions that would impact the effective tax rate.

The Company recognizes interest and penalties related to unrecognized tax benefits in U.S. Federal, state, and foreign income tax expense. For the three months ended March 31, 2019 and 2018, the Company recognized \$0 and \$(1) of interest and penalties, respectively. The Company had approximately \$27 and \$26 of interest and penalties accrued as of March 31, 2019 and December 31, 2018, respectively.

The IRS has completed its review of the Company's U.S. Federal income tax returns through the 2012 tax year and for the 2014 tax year. The 2013 tax year is currently under review for a Tax Equity and Fiscal Responsibility Act of 1982 related exam. The Company has foreign entities that are open for examination in their local countries for tax years 2013-2018. Any adjustments that may result from the examinations 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.

The Company believes that the balance of unrecognized tax benefits could decrease by \$2 within the next twelve months as a result of potential settlements.

(8) BENEFIT PLANS

The net benefit costs for the three months ended March, 2019 and 2018, include the following components:

Three months ended March 31,	Pension Benefits		Supplemental Pension Benefits ⁽¹⁾		Postretirement Benefits	
	2019	2018	2019	2018	2019	2018
Components of net periodic benefit costs:						
Service costs	\$36	\$40	\$1	\$2	\$4	\$5
Interest costs	79	72	4	3	9	8
Expected return on plan assets	(129)	(126)	-	-	-	-
Settlement Charge	-	-	-	11	-	-
Amortization of unrecognized:						
Net loss	38	57	4	6	1	1
Prior service cost	(6)	(7)	(1)	(1)	(4)	(4)
Net periodic benefit costs ⁽²⁾	\$18	\$36	\$8	\$21	\$10	\$10

⁽¹⁾ The Company sponsors non-qualified supplemental pension plans to restore to selected highly compensated employees the pension benefits to which they would be entitled under the Company's U.S. tax qualified, defined benefit pension plan had it not been for limits imposed by the Internal Revenue Code. The supplemental plans are unfunded.

⁽²⁾ All components of net periodic benefit costs are reported in operating costs and expenses on the accompanying consolidated statements of income.

The settlement charge is due to a Supplemental Pension lump sum payment in excess of the settlement accounting threshold.

The Company has contributed \$3 to the qualified plans as of March 31, 2019 and expects to additionally contribute approximately \$204.

Liberty Mutual Holding Company Inc.

Notes to Consolidated Financial Statements

(dollars in millions)

(Unaudited)

(9) FAIR VALUE OF FINANCIAL INSTRUMENTS

Fair value is the price that would be received to sell an asset or would be paid to transfer a liability in an orderly transaction between market participants at the measurement date. In determining fair value, the Company primarily uses the market approach, which generally utilizes market transaction data for identical or similar instruments.

The hierarchy level assigned to each security in the Company's investments portfolio is based on the Company's assessment of the transparency and reliability of the inputs used in the valuation of each instrument at the measurement date. The highest priority is given to unadjusted quoted prices in active markets for identical assets (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). Securities are classified based on the lowest level of input that is significant to the fair value measurement. The Company recognizes transfers between levels at the end of each reporting period. The three hierarchy levels are defined as follows:

- Level 1 — Valuations based on unadjusted quoted market prices in active markets for identical assets or liabilities that the Company has the ability to access.
- Level 2 — Valuations based on observable inputs (other than Level 1 prices), such as quoted prices for similar assets or liabilities at the measurement date, quoted prices in markets that are not active, or other inputs that are observable, either directly or indirectly.
- Level 3 — Valuations based on inputs that are unobservable and significant to the overall fair value measurement and involve management judgment. The unobservable inputs reflect the Company's estimates of the assumptions that market participants would use in valuing the assets and liabilities.

The availability of observable inputs can vary from financial instrument to financial instrument and is affected by a wide variety of factors, including, for example, the type of financial instrument, whether the financial instrument is new and not yet established in the marketplace, and other characteristics particular to the financial instrument. To the extent that valuation is based on models or inputs that are less observable or unobservable in the market, the determination of fair value requires significantly more judgment. Accordingly, the degree of judgment exercised by management in determining fair value is greatest for instruments categorized in Level 3.

The Company is responsible for the determination of fair value and the supporting assumptions and methodologies. The Company gains assurance on the overall reasonableness and consistent application of valuation methodologies and inputs and compliance with accounting standards through the execution of various processes and controls designed to ensure that the Company's assets and liabilities are appropriately valued. For fair values received from third parties or internally estimated, the Company's processes are designed to determine that the valuation methodologies and inputs are appropriate and consistently applied, the assumptions are reasonable and consistent with the objective of determining fair value, and the fair values are accurately recorded. For example, on a continuing basis, the Company assesses the reasonableness of individual fair values that have stale security prices or that exceed certain thresholds as compared to previous fair values received from valuation service providers or brokers or derived from internal models. The Company performs procedures to understand and assess the methodologies, processes and controls of valuation service providers. In addition, the Company may validate the reasonableness of fair values by comparing information obtained from valuation service providers or brokers to other third party valuation sources for selected securities.

The Company used the following methods and assumptions in estimating the fair value of its financial instruments as well as the general classification of such financial instruments pursuant to the above fair value hierarchy:

Fixed Maturities

At each valuation date, the Company uses various valuation techniques to estimate the fair value of its fixed maturities portfolio. The primary method for valuing the Company's securities is through independent third-party valuation service providers. For positions where valuations are not available from independent third-party valuation service providers, the Company utilizes broker quotes and internal pricing methods to determine fair values. The Company obtains a single non-binding price quote from a broker familiar with the security who, similar to the Company's valuation service providers, may consider transactions or activity in similar securities, as applicable, among other information. The brokers providing price quotes are generally from the brokerage divisions of leading financial institutions with market making, underwriting and distribution expertise regarding the security subject to valuation. The evaluation and prioritization of these valuation sources is systematic and predetermined resulting in a single quote or price for each financial instrument. The following describes the techniques generally used to determine the fair value of the Company's fixed maturities by asset class:

U.S. Government and Agency Securities

U.S. government and agency securities consist primarily of bonds issued by the U.S. Treasury and mortgage pass-through agencies such as the Federal Home Loan Bank, the Federal National Mortgage Association and the Federal Home Loan Mortgage Corporation. As the fair values of the Company's U.S. Treasury securities are based on active markets and unadjusted market prices, they are classified within Level 1. The fair value of U.S. government agency securities is generally determined using observable market inputs that include quoted prices for identical or similar assets in markets that are not active, benchmark yields, reported trades, bids, offers and credit spreads. Accordingly, the fair value of U.S. government agency securities is primarily classified within Level 2.

Liberty Mutual Holding Company Inc.

Notes to Consolidated Financial Statements

(dollars in millions)

(Unaudited)

Mortgage-Backed Securities

The Company's portfolio of residential and commercial MBS is originated by both agencies and non-agencies, the majority of which are pass-through securities issued by U.S. government agencies. The fair value of MBS is generally determined using observable market inputs that include quoted prices for identical or similar assets in markets that are not active, benchmark yields, contractual cash flows, prepayment speeds, collateral performance and credit spreads. Accordingly, the fair value of MBS is primarily classified within Level 2.

Asset-Backed Securities

ABS include mostly investment-grade bonds backed by pools of loans with a variety of underlying collateral, including automobile loan receivables, credit card receivables, and collateralized loan obligation securities originated by a variety of financial institutions. The fair value of ABS is generally determined using observable market inputs that include quoted prices for identical or similar assets in markets that are not active, benchmark yields, contractual cash flows, prepayment speeds, collateral performance and credit spreads. Accordingly, the fair value of ABS is primarily classified within Level 2.

Municipal Securities

The Company's municipal portfolio is comprised of bonds issued by U.S. domiciled state and municipal entities. The fair value of municipal securities is generally determined using observable market inputs that include quoted prices for identical or similar assets in markets that are not active, benchmark yields, binding broker quotes, issuer ratings, reported trades and credit spreads. Accordingly, the fair value of municipal securities is primarily classified within Level 2.

Corporate Debt and Other Securities

Corporate debt securities consist primarily of investment-grade debt of a wide variety of corporate issuers and industries. The fair value of corporate and other securities is generally determined using observable market inputs that include quoted prices for identical or similar assets in markets that are not active, benchmark yields, new issuances, issuer ratings, reported trades of identical or comparable securities, bids, offers and credit spreads. Accordingly, the fair value of corporate and other securities is primarily classified within Level 2. In the event third-party vendor valuation is not available, prices are determined using non-binding price quotes from a broker familiar with the security. In this instance, the valuation inputs are generally unobservable and the fair value is classified within Level 3.

Foreign Government Securities

Foreign government securities include bonds issued or guaranteed by foreign governments. The fair value of foreign government securities is generally determined using observable market inputs that include quoted prices for identical or similar assets in markets that are not active, benchmark yields, binding broker quotes, issuer ratings, reported trades of identical or comparable securities and credit spreads. Accordingly, the fair value of foreign government securities is primarily classified within Level 2. In the event third-party vendor valuation is not available, prices are determined using non-binding price quotes from a broker familiar with the security. In this instance, the valuation inputs are generally unobservable and the fair value is classified within Level 3.

Equity Securities

Equity securities include common and preferred stocks. Common stocks with fair values based on quoted market prices in active markets are classified within Level 1. Common stocks with fair values determined using observable market inputs that include quoted prices for identical or similar assets in markets that are not active are classified within Level 2. The fair value of preferred stock is generally determined using observable market inputs that include quoted prices for identical or similar assets in markets that are not active. Accordingly, the fair value of preferred stock is primarily classified within Level 2.

Short-Term Investments

The fair value of short-term investments is generally determined using observable market inputs that include quoted prices for identical or similar assets in markets that are not active, benchmark yields, new issuances, issuer ratings, reported trades of identical or comparable securities, bids, offers and credit spreads. Accordingly, the fair value of short-term investments is primarily classified within Level 2 of the fair value hierarchy.

Other Investments

Other investments include primarily foreign cash deposits and equity investments in privately held businesses. Cash deposits are primarily valued using quoted prices for similar instruments in active markets; these assets are categorized within Level 2 of the fair value hierarchy. Equity investments in privately held businesses are valued using internal management estimates; they are categorized within Level 3 of the hierarchy. Loans, limited partnership and other equity method investments, which represent the remainder of the other investment balance on the accompanying consolidated balance sheet are not subject to these disclosures and therefore are excluded from the table in this note.

Other Assets and Other Liabilities

Other assets primarily consist of fixed maturities, short-term investments, and equity securities of captive companies sponsored by the Company. These assets are measured based on the methodology for individual securities as discussed above.

Liberty Mutual Holding Company Inc.

Notes to Consolidated Financial Statements

(dollars in millions)

(Unaudited)

Additionally, other assets and other liabilities classified within Level 2 and Level 3 represent the Company's derivatives which can be exchange-traded or traded over-the-counter ("OTC"). OTC derivatives are valued using market transactions and other market evidence whenever possible, including market-based inputs to models, model calibration to market clearing transactions, broker or dealer quotations or alternative pricing sources with reasonable levels of price transparency. When models are used, the selection of a particular model to value an OTC derivative depends on the contractual terms of, and specific risks inherent in the instrument, as well as the availability of pricing information in the market. The Company generally uses similar models to value similar instruments. Valuation models require a variety of inputs, including contractual terms, market prices and rates, yield curves, credit curves, measures of volatility, prepayment rates and correlations of such inputs. For OTC derivatives that trade in liquid markets, such as generic forwards, swaps and options, model inputs can generally be corroborated by observable market data by correlation or other means, and model selection does not involve significant management judgment.

Life Insurance Obligations

Life insurance obligations include certain variable annuity contracts that provide guaranteed minimum income benefits. These benefits are accounted for as embedded derivatives and are bifurcated from the host contract and carried at fair value. The fair value of these embedded derivatives are computed on a recurring basis using assumptions predominately classified as Level 3 (significant unobservable) inputs. While some inputs are observable in the market, such as risk free rates, volatility and historical equity returns, the underlying future policyholder behavior inputs are highly unobservable. The significant policyholder behavior assumptions include lapse and the underlying annuitization rate.

The following tables summarize the Company's assets and liabilities that are measured at fair value on a recurring basis as of March 31, 2019 and December 31, 2018:

	As of March 31, 2019			
<i>Assets, at Fair Value</i>	Level 1	Level 2	Level 3	Total
U.S. government and agency securities	\$ 6,292	\$ 136	\$ -	\$ 6,428
Residential MBS	-	7,383	65	7,448
Commercial MBS	-	3,033	306	3,339
Other MBS and ABS	-	4,745	7	4,752
U.S. state and municipal	-	8,845	134	8,979
Corporate and other	-	23,666	333	23,999
Foreign government securities	-	5,141	-	5,141
Total fixed maturities, available for sale	6,292	52,949	845	60,086
Common stock	3,155	45	29	3,229
Preferred stock	-	2	7	9
Total equity securities, at fair value	3,155	47	36	3,238
Short-term investments	-	361	27	388
Other investments	2	86	170	258
Other assets	-	2	22	24
Total assets	\$9,449	\$53,445	\$1,100	\$63,994
<i>Liabilities, at Fair Value</i>				
Life insurance obligations	\$-	\$-	\$(117)	\$(117)
Other liabilities	-	(39)	(2)	(41)
Total liabilities	\$-	\$(39)	\$(119)	\$(158)

Liberty Mutual Holding Company Inc.

Notes to Consolidated Financial Statements

(dollars in millions)

(Unaudited)

Assets, at Fair Value	As of December 31, 2018			
	Level 1	Level 2	Level 3	Total
U.S. government and agency securities	\$6,375	\$136	\$ -	\$6,511
Residential MBS	-	5,646	-	5,646
Commercial MBS	-	2,901	55	2,956
Other MBS and ABS	-	4,531	3	4,534
U.S. state and municipal	-	8,439	130	8,569
Corporate and other	-	23,973	295	24,268
Foreign government securities	-	5,222	-	5,222
Total fixed maturities, available for sale	\$6,375	50,848	483	57,706
Common stock	3,402	45	33	3,480
Preferred stock	4	20	7	31
Total equity securities, available for sale	3,406	65	40	3,511
Short-term investments	-	374	42	416
Other investments	1	87	172	260
Other assets	-	21	24	45
Total assets	\$9,782	\$51,395	\$761	\$61,938
Liabilities, at Fair Value				
Life insurance obligations	-	\$-	\$(120)	\$(120)
Other liabilities	-	(32)	-	(32)
Total liabilities	-	\$(32)	\$(120)	\$(152)

The following tables summarize the fair values of assets on a recurring basis classified as Level 3 within the fair value hierarchy:

	As of March 31, 2019			As of December 31, 2018		
	Purchases	Transfer in to Level 3	Transfer out of Level 3	Purchases	Transfer in to Level 3	Transfer out of Level 3
Assets, at Fair Value						
U.S. government and agency securities	\$-	\$-	\$-	\$-	\$-	\$-
Residential MBS	64	-	-	57	-	(72)
Commercial MBS	247	-	-	52	-	-
Other MBS and ABS	5	-	-	14	-	(41)
U.S. state and municipal	-	-	-	50	-	(72)
Corporate and other	69	17	-	181	3	-
Foreign government securities	-	-	-	-	-	-
Total fixed maturities	385	17	-	354	3	(185)
Common stock	2	-	-	4	-	(5)
Preferred stock	-	-	-	-	-	-
Total equity securities	2	-	-	4	-	(5)
Short-term investments	1	-	-	189	-	-
Other investments	-	-	-	28	-	(1)
Other assets	-	-	-	239	-	-
Total assets	\$388	\$17	\$-	\$814	\$3	\$(191)
Liabilities, at Fair Value						
Life insurance obligations	1	\$-	\$-	\$11	\$-	\$-
Other liabilities	-	-	-	-	-	-
Total liabilities	\$1	\$-	\$-	\$11	\$-	\$-

Transfers into and out of Level 3 were primarily due to changes in the observability of pricing inputs.

Liberty Mutual Holding Company Inc.

Notes to Consolidated Financial Statements

(dollars in millions)

(Unaudited)

The Company had no material assets or liabilities that were measured at fair value on a nonrecurring basis during the three months ended March 31, 2019.

The Company has not applied ASC 820 to non-financial assets and liabilities.

(10) 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.

As of March 31, 2019, the Company had unfunded commitments in traditional private equity partnerships, natural resources, real estate, and other of \$989, \$567 (\$429 of which is related to energy investments), \$718, and \$950, respectively.

As of March 31, 2019, the Company had commitments to purchase various residential MBS at a cost and fair value of \$1,717 and \$1,731, respectively.

(11) SUBSEQUENT EVENTS

The Company intends to issue a new hybrid security, redeem the Junior Subordinated notes due 2067, and complete a tender offer for the Junior Subordinated notes due 2087 to be financed by cash along with a potential senior note issuance, which if completed are expected to close during the second quarter.

On April 15, 2019, the Company announced it has agreed to acquire the global surety and credit reinsurance operations of AmTrust Financial Services, including AmTrust Surety, AmTrust Insurance Spain, Nationale Borg and Nationale Borg Reinsurance. The transaction is subject to regulatory approval and customary closing conditions.

Management has assessed material subsequent events through May 9, 2019, the date the financial statements were available to be issued.