

Indemnification of Officers and Employees

The Liquidator shall cause, to the extent legally permissible, indemnification of each of the officers and employees of The Home Insurance Company in Liquidation and US International Reinsurance Company in Liquidation (the "Companies"), from the assets of the Companies in liquidation and as an administrative cost within RSA 402-C:44, I, against all costs, liabilities and expenses (including counsel fees) reasonably incurred by him or her in connection with the defense or disposition of any action, suit or other proceeding, asserted or threatened against him or her while in office or employment or thereafter, by reason of his or her being or having been such an officer or employee of the Companies on or after entry of the Order(s) of Rehabilitation, except with respect to any matter as to which he or she shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the company or companies. The right of indemnification hereby provided shall not be exclusive of or affect any other rights to which any officer or employee may be entitled. As used herein, the terms "officer" and "employee" include their respective heirs, executors and administrators.

To the extent that the bylaws of any subsidiary (direct or indirect) of the Companies provides for the indemnification of directors, officers or employees, the Liquidator shall cause the assets of those subsidiaries or the Companies to be used to fund such indemnification if due to such director's, officer's or employee's service on or after entry of the Order(s) of Rehabilitation.

**THE COMMISSIONER OF INSURANCE OF
THE STATE OF NEW HAMPSHIRE SOLELY
IN HER CAPACITY AS LIQUIDATOR OF
THE HOME INSURANCE COMPANY AND
U.S. INTERNATIONAL REINSURANCE
COMPANY**

By: _____

Paula T. Rogers