LOEWS CORP
Form 424B5
January 26, 2005
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Filed Pursuant to Rule 424(b)(5)

File No. 333-104759

PROSPECTUS SUPPLEMENT

(To Prospectus Dated May 6, 2003)

$400,000,000

Loews Corporation

$100,000,000 5 1/4% Senior Notes due 2016

$300,000,000 6% Senior Notes due 2035

The 2016 notes will bear interest at the rate of 5 ¼% per year. Interest on the 2016 notes is payable on March 15 and September 15 of each year, beginning on March 15, 2005. The 2016 notes will mature on March 15, 2016. Interest on the 2016 notes will accrue from September 15, 2004.

The 2035 notes will bear interest at the rate of 6% per year. Interest on the 2035 notes is payable on February 1 and August 1 of each year, beginning on August 1, 2005. The 2035 notes will mature on February 1, 2035. Interest on the 2035 notes will accrue from the date of issuance. We will refer to the 2016 notes and the 2035 notes collectively as the notes.

The 2016 notes offered by this prospectus supplement will constitute a further issuance of, are fungible with and form a single series with, our outstanding 5 ¼% notes due 2016 issued on March 11, 2004 in the aggregate principal amount of $300,000,000. The 2016 notes will have identical terms as the other notes of this series, other than their date of issue and their initial price to the public, and will have the same CUSIP number as and trade interchangeably with those notes immediately upon settlement. Upon completion of this offering, the aggregate principal amount of outstanding notes of this series will be $400,000,000. The 2035 notes will constitute a new series of securities.

We may redeem some or all of the notes at any time at the respective make-whole redemption prices discussed under the caption Description of Notes Optional Redemption.

The notes will be unsecured, unsubordinated obligations of our company and will rank equally in right of payment with all of our other unsubordinated indebtedness.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement or the related prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

	Per 2016 Note	Total	Per 2035 Note	Total
Public Offering Price	99.394%(1)	$ 99,394,000	98.562%(2)	$ 295,686,000
Underwriting Discount	0.400%	$ 400,000	0.675%	$ 2,025,000
Proceeds to Loews Corporation (before expenses)	98.994%	$ 98,994,000	97.887%	$ 293,661,000

(1) Purchasers of the 2016 notes must pay, in addition to the price to public, accrued interest on the 2016 notes from September 15, 2004 to the date of delivery.
(2) Plus interest, if any, from January 27, 2005 if settlement occurs after that date in the case of the 2035 notes.

The underwriter expects to deliver the notes to purchasers on or about January 27, 2005.

Sole Book-Running Manager

Citigroup

January 24, 2005

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ABOUT THIS PROSPECTUS SUPPLEMENT

This document is in two parts. The first part is this prospectus supplement, which describes the specific terms of the notes we are currently offering and certain other matters relating to us and our financial condition. The second part, the prospectus, gives more general information about securities we may offer from time to time, some of which does not apply to the notes we are currently offering. Generally, when we refer to the prospectus, we are referring to both parts of this document combined. The information in this prospectus supplement supersedes any inconsistent information included in the accompanying prospectus.

You should rely only on the information contained in, or incorporated by reference in, this prospectus supplement or the accompanying prospectus. We and the underwriter have not authorized anyone to provide you with different information. We are not making an offer of these securities in any state where the offer is not permitted. The information which appears in this prospectus supplement, the accompanying prospectus and any documents incorporated by reference may only be accurate as of their respective dates. Our business, financial condition, results of operations and prospects may have changed since the date of such information.

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WHERE YOU CAN FIND MORE INFORMATION

We file annual, quarterly and current reports, proxy statements and other information with the Securities and Exchange Commission, or SEC. You may read and copy any reports or other information that we file with the SEC at the SEC s Public Reference Room located at 450 Fifth Street, N.W., Washington, D.C. 20549. You may also receive copies of these documents upon payment of a duplicating fee by writing to the SEC s Public Reference Room. Please call the SEC at 1-800-SEC-0330 for further information on the Public Reference Room in Washington, D.C. and other locations. Our SEC filings are also available to the public from commercial document retrieval services, at our website (www.loews.com) and at the SEC s website (www.sec.gov).

The SEC allows us to incorporate by reference the information that we file with them into this prospectus supplement. This means that we can disclose important information to you by referring you to other documents filed separately with the SEC, including our annual, quarterly and current reports. The information incorporated by reference is considered to be a part of this prospectus supplement, except for any information that is modified or superseded by information contained in this prospectus supplement or any other subsequently filed document. The information incorporated by reference is an important part of this prospectus supplement and the accompanying prospectus. All documents filed (but not those that are furnished) by us with the SEC pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended, prior to the termination of this offering will be incorporated by reference into this prospectus supplement and will automatically update and supersede the information in this prospectus supplement, the accompanying prospectus and any previously filed document.

The following documents that we previously filed with the SEC (File No. 1-6541) are incorporated by reference into this prospectus supplement:

Annual Report on Form 10-K/A (Amendment No. 1) for the fiscal year ended December 31, 2003;

Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2004;

Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2004;

Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2004; and

Current Reports on Form 8-K filed on March 9, 2004, September 27, 2004, November 22, 2004, December 7, 2004, December 13, 2004, January 5, 2005 and January 24, 2005.

We will provide without charge to each person to whom this prospectus supplement is delivered, upon written or oral request, a copy of any of the foregoing documents incorporated herein by reference (other than exhibits unless such exhibits are specifically incorporated by reference in such document). Requests for such documents should be directed to Loews Corporation, 667 Madison Avenue, New York, NY 10021-8087, Attention: Corporate Secretary (telephone: (212) 521-2000).

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PROSPECTUS SUPPLEMENT SUMMARY

This summary highlights selected information about our company and the offering and may not contain all of the information that is important to you. To better understand this offering, you should read this entire document carefully, as well as those additional documents to which we refer you. See Where You Can Find More Information. All references to we, our or us in this prospectus supplement or the accompanying prospectus are to Loews Corporation.

About Loews Corporation

We are a holding company. Our subsidiaries are engaged in the following lines of business:

- property and casualty insurance (CNA Financial Corporation (CNA), a 91% owned subsidiary);
- the production and sale of cigarettes (Lorillard, Inc. (Lorillard), a wholly owned subsidiary);
- the operation of hotels (Loews Hotels Holding Corporation (Loews Hotels), a wholly owned subsidiary);
- the operation of offshore oil and gas drilling rigs (Diamond Offshore Drilling, Inc. (Diamond Offshore), a 55% owned subsidiary);
- the operation of interstate natural gas pipeline systems (Texas Gas Transmission, LLC (Texas Gas), a wholly owned subsidiary, and Gulf South Pipeline Company, LP (Gulf South), a wholly owned subsidiary); and
- the distribution and sale of watches and clocks (Bulova Corporation (Bulova), a wholly owned subsidiary).

CNA. CNA is an insurance holding company whose primary subsidiaries consist of commercial property and casualty insurance companies. CNA s property and casualty insurance operations are conducted by Continental Casualty Company and The Continental Insurance Company and their respective affiliates. CNA s principal market is the United States, with a continued focus on expanding globally to serve those with growing worldwide interests. CNA accounted for 71.3%, 70.4% and 69.9% of our consolidated total revenue for the fiscal years ended December 31, 2003, 2002 and 2001, respectively, and 64.8% and 71.6% of our consolidated total revenue for the nine month periods ended September 30, 2004 and 2003, respectively.

Lorillard. Lorillard is engaged, through its subsidiaries, in the production and sale of cigarettes. Its principal cigarette brand names are Newport, Kent, True, Maverick and Old Gold. Lorillard s largest selling brand is Newport, the second largest selling cigarette brand in the United States and the largest selling brand in the menthol segment of the United States cigarette market according to Management Science Associates, Inc. Newport accounted for approximately 90.2% of Lorillard s units shipped in 2003 and approximately 90.9% of Lorillard s units shipped in the nine month period ended September 30, 2004. Substantially all of Lorillard s sales are in the United States, Puerto Rico and certain U.S. territories. Lorillard s major trademarks outside of the United States were sold in 1977. Lorillard accounted for 20.0%, 22.2% and 21.1% of our consolidated total revenue for the fiscal years ended December 31, 2003, 2002 and 2001, respectively, and 22.7% and 20.5% of our consolidated total revenue for the nine month periods ended September 30, 2004 and 2003, respectively.

Loews Hotels. The subsidiaries of Loews Hotels currently operate 20 hotels, 18 of which are in the United States and two of which are in Canada. Loews Hotels accounted for 1.7%, 1.5% and 1.5% of our consolidated total revenue for the fiscal years ended December 31, 2003, 2002 and 2001, respectively, and 2.1% and 1.8% of our consolidated total revenue for the nine month periods ended September 30, 2004 and 2003, respectively.

Diamond Offshore. Diamond Offshore is engaged, through its subsidiaries, in the business of owning and operating drilling rigs that are used primarily in the drilling of offshore oil and gas wells on a contract basis for companies engaged in exploration and production of hydrocarbons. Diamond Offshore operates 44 offshore rigs. Diamond Offshore accounted for 4.2%, 4.7% and 5.4% of our consolidated total revenue for the years ended December 31, 2003, 2002 and 2001, respectively, and 5.2% and 4.1% of our consolidated total revenue for the nine month periods ended September 30, 2004 and 2003, respectively.

Texas Gas. We acquired Texas Gas from the Williams Companies, Inc. in May 2003 for $803.7 million plus the assumption of $250.0 million in debt. Texas Gas owns and operates a 5,800 mile natural gas pipeline system originating in the Louisiana Gulf Coast area and East Texas and running north and east through Louisiana, Arkansas, Mississippi, Tennessee, Kentucky, Indiana and into Ohio, with smaller diameter lines extending into Illinois. Texas Gas has a delivery capacity of approximately 2.8 billion cubic feet of gas per day and a working storage capacity of approximately 55 billion cubic feet. Revenues of Texas Gas from the time of its acquisition in May 2003 accounted for 0.9% of our consolidated total revenue for the year ended December 31, 2003, and 1.7% and 0.6% of our consolidated total revenue for the nine month periods ended September 30, 2004 and 2003, respectively.

Gulf South. Our subsidiary, TGT Pipeline, LLC (TGT Pipeline) acquired Gulf South from Entergy-Koch, LP, a venture between Entergy Corporation and Koch Energy, Inc., a subsidiary of privately-owned Koch Industries, Inc. in December 2004 for $1.136 billion, subject to adjustment. The purchase price was funded with the net proceeds from the issuance of $300.0 million of notes by TGT Pipeline, and $275.0 million of notes by Gulf South and approximately $561.0 million of cash provided by Loews.

Gulf South owns and operates an 8,000-mile interstate natural gas pipeline, gathering and storage system located in the U.S. Gulf Coast. Gulf South is headquartered in Houston with field offices located in Texas, Louisiana, Mississippi, Alabama and Florida. The Gulf South pipeline system is comprised of approximately 6,800 miles of interstate transmission pipeline, 1,200 miles of gathering pipeline and 68.5 billion cubic feet of working gas storage capacity.

Bulova. Bulova is engaged in the distribution and sale of watches, clocks and timepiece parts for consumer use. Its principal watch brands are Bulova, Wittnauer, Caravelle and Accutron. Bulova accounted for 1.0%, 1.0% and 0.8% of our consolidated total revenue for the years ended December 31, 2003, 2002 and 2001, respectively, and 1.0% and 0.9% of our consolidated total revenue for the nine month periods ended September 30, 2004 and 2003, respectively.

We derive substantially all of our operating income and cash flow from our subsidiaries, principally Lorillard. We rely upon our invested cash balances and distributions from our subsidiaries to generate the funds necessary to meet our obligations, including our obligations under the notes, and to declare and pay any dividends to our stockholders. The ability of our subsidiaries to make such payments is subject to, among other things, the availability of sufficient funds in such subsidiaries, applicable state laws (including, in the case of the insurance subsidiaries of CNA, our 91% owned subsidiary, laws and rules governing the payment of dividends by regulated insurance companies) and any provisions that may be contained in credit agreements, other financing arrangements or other agreements entered into by such subsidiaries. Claims of creditors of our subsidiaries will generally have priority as to the assets of such subsidiaries over the claims of us and our creditors and stockholders.

Our principal executive offices are at 667 Madison Avenue, New York, New York 10021-8087. Our telephone number is (212) 521-2000. We are incorporated under the laws of the State of Delaware.

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The Offering

Issuer	Loews Corporation
Notes offered	$100,000,000 aggregate principal amount of 5 ¼% Senior Notes due 2016.
	$300,000,000 aggregate principal amount of 6% notes due 2035.
	The 2016 notes offered by this prospectus supplement will constitute a further issuance of, are fungible with and form a single series with, our outstanding 5 ¼% notes due 2016 issued on March 11, 2004 in the aggregate principal amount of $300,000,000. The 2016 notes will have identical terms as the other notes of this series, other than their date of issue and their initial price to the public, and will have the same CUSIP number as and trade interchangeably with those notes immediately upon settlement. Upon completion of this offering, the aggregate principal amount of outstanding notes of this series will be $400,000,000.
	The 2035 notes will constitute a new series of securities. The 2016 notes and the 2035 notes will constitute separate series under the indenture governing the notes.
Maturity date	2016 notes: March 15, 2016.
	2035 notes: February 1, 2035.
Interest rate	2016 notes: 5 ¼% per year.
	2035 notes: 6% per year.
Interest payment dates	2016 notes: March 15 and September 15 of each year, beginning March 15, 2005. Interest on the 2016 notes will accrue from September 15, 2004.
	2035 notes: February 1 and August 1 of each year, beginning August 1, 2005. Interest on the 2035 notes will accrue from the date of issuance.
Ranking	The notes will be our unsecured, unsubordinated obligations and will rank equally in right of payment with all our other unsubordinated debt. The notes will be effectively junior to the debt and other liabilities of our subsidiaries. See Description of Notes.
Optional redemption	We may redeem some or all of the notes at any time at the respective make-whole redemption prices discussed under the caption Description of Notes Optional Redemption.

Form and denomination	The notes will be issued in fully registered form in denominations of $1,000 and in integral multiples of $1,000.

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Further issues	We may from time to time, without the consent of the holders of the notes, issue additional senior debt securities having the same ranking and the same interest rate, maturity and other terms as the notes of either series offered hereby except for the issue price and issue date and, in some cases, the first interest payment date. See Description of Notes Further Issues.
Use of proceeds	We estimate that the net proceeds, after deducting the underwriter s discounts and commissions and before deducting other estimated offering expenses payable by us, from the offering will be approximately $392,655,000, exclusive of accrued interest on the 2016 notes. We intend to use the proceeds from the offering, together with available cash, to redeem the $400,000,000 aggregate principal amount outstanding of our 7% Senior Notes due 2023, including the early redemption premium. See Use of Proceeds.

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USE OF PROCEEDS

We estimate that the net proceeds, after deducting the underwriter s discounts and commissions and before deducting other estimated offering expenses payable by us, from the offering will be approximately $392,655,000, exclusive of accrued interest on the 2016 notes. We intend to use the proceeds from the offering, together with available cash, to redeem the $400,000,000 aggregate principal amount outstanding of our 7% Senior Notes due 2023, which mature on October 15, 2023, including an early redemption premium equal to 2.148% of the principal amount redeemed, plus any accrued and unpaid interest to the redemption date.

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RATIO OF EARNINGS TO FIXED CHARGES

The table below sets forth our ratio of income from continuing operations to fixed charges for the nine months ended September 30, 2004 and 2003 and each of the five years in the period ended December 31, 2003, which was computed by dividing pretax income (loss) from continuing operations available for fixed charges (pretax income (loss) from continuing operations before adjustment for minority interests in consolidated subsidiaries and income or loss from equity investees, plus fixed charges, amortization of capitalized interest, and distributed income of equity investees, less capitalized interest) by fixed charges. Fixed charges include (a) interest expense, (b) capitalized interest, (c) amortization of debt issuance costs, (d) interest credited to policyholder account balances and (e) one-third of rent expense, which we believe represents the interest factor attributable to rent. Since no preferred stock was outstanding during the periods presented, the ratio of income from continuing operations to fixed charges and preferred stock dividends would be the same as the ratios presented here.

	Nine Months Ended September 30,		Year Ended December 31,				
	2004	2003	2003	2002	2001	2000	1999
Ratio of income from continuing operations to fixed charges	4.5x	(a)	(a)	3.8x	(a)	5.5x	2.3x
Ratio of income from continuing operations, excluding interest credited to policyholders, to fixed charges, excluding interest credited to policyholders(b)	5.1x	(a)	(a)	5.7x	(a)	8.5x	3.1x

(a) We incurred a loss for the nine month period ended September 30, 2003, and the years ended December 31, 2003 and 2001, and income from continuing operations was insufficient to cover fixed charges by $1,967.5 million, $1,386.0 million and $877.8 million, respectively, in such periods.

(b) This second ratio is disclosed for the convenience of fixed income investors and the rating agencies that serve them. Management believes it is more comparable to the ratios disclosed by all issuers of fixed income securities. Interest credited to policyholders was $47.0 million for the nine month period ended September 30, 2004, and $229.0 million, $279.0 million and $277.0 million, respectively, for the years ended December 31, 2002, 2000 and 1999.

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CAPITALIZATION

The following table sets forth our consolidated capitalization as of September 30, 2004 on an actual basis and as adjusted to give effect to the offering of the notes hereunder and the use of the proceeds therefrom as described under Use of Proceeds. The information presented below should be read in conjunction with the financial statements and related notes thereto included in our reports filed with the SEC that are incorporated by reference into this prospectus supplement.

	As of September 30, 2004	
	Actual	As Adjusted
	(Dollars in millions) (unaudited)	
Short-term debt:		
Current portion of long-term debt	$ 1,055.6	$ 1,055.6
Parent Company		
Senior:		
6 3/4% notes due 2006	300.0	300.0
8 7/8% debentures due 2011	175.0	175.0
5 ¼% notes due 2016	300.0	400.0
7% notes due 2023	400.0	
6% notes due 2035, offered hereby		300.0
Subordinated:		
3 1/8% exchangeable subordinated notes due 2007	1,150.0	1,150.0
Parent Company debt subtotal	2,325.0	2,325.0
Less unamortized discount	(20.6)	(18.0)
Parent Company debt net	2,304.4	2,307.0
CNA Financial Corporation		
Senior:		
6.5% notes due 2005 (a)	492.8	492.8
6.8% notes due 2006	250.0	250.0
6.5% notes due 2008	150.0	150.0
6.6% notes due 2008	200.0	200.0
8.4% notes due 2012	69.6	69.6
7.0% notes due 2018	150.0	150.0
7.3% debentures due 2023	243.0	243.0
5.1% debentures due 2034	30.5	30.5
Term loan due 2005	10.0	10.0
Revolving credit facility due 2005	25.0	25.0
Other senior debt	53.4	53.4
Diamond Offshore Drilling, Inc.		
Senior:		
Zero coupon convertible debentures due 2020, net of discount of $337.8	467.2	467.2
1.5% convertible debentures due 2031	460.0	460.0
5.2% notes due 2014	250.0	250.0
Subordinated:		
Subordinated debt due 2005	24.8	24.8

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	As of September 30, 2004	
	Actual	As Adjusted
	(Dollars in millions) (unaudited)	
Texas Gas		
Senior:		
4.6% notes due 2015	250.0	250.0
5.2% notes due 2018	185.0	185.0
7.3% debentures due 2027	100.0	100.0
Loews Hotels		
Senior debt, principally mortgages	144.4	144.4
Subsidiary debt subtotal (b)	3,555.7	3,555.7
Less unamortized discount	(27.9)	(27.9)
Subsidiary debt net	3,527.8	3,527.8
Parent Company and Subsidiaries total debt net	5,832.2	5,834.8
Less current portion of long-term debt	(1,055.6)	(1,055.6)
Total long-term debt	4,776.6	4,779.2
Parent Company Shareholders Equity:		
Preferred stock, $0.10 par value:		
100,000,000 shares authorized; none issued		
Loews common stock, $1.00 par value:		
600,000,000 shares authorized; 185,499,300 issued and outstanding	185.5	185.5
Carolina Group stock, $0.01 par value:		
600,000,000 shares authorized; 58,306,750 shares issued (c)	0.6	0.6
Additional paid-in capital	1,514.8	1,514.8
Earnings retained in the business	9,168.0	9,155.7(d)
Accumulated other comprehensive income	590.3	590.3
Subtotal	11,459.2	11,446.9
Less treasury stock, at cost (340,000 shares of Carolina Group stock)	(7.7)	(7.7)
Total shareholders equity	11,451.5	11,439.2
Total capitalization	$ 17,283.7	$ 17,274.0

(a) Does not reflect the issuance by CNA of $549.0 million aggregate principal amount of its 5.85% notes due 2014 on December 15, 2004. CNA intends to use approximately $498.0 million of the net proceeds of that offering to repay at maturity its 6.5% notes due April 15, 2005. CNA contributed approximately $47.0 million of the net proceeds to its subsidiary, Continental Casualty Company, which used such proceeds to repurchase its outstanding $45.6 million ($47.4 million including accrued interest) Group Surplus Note due 2024, which was held by Loews.

(b) Does not reflect the issuance by TGT Pipeline of $300.0 million aggregate principal amount of its 5.50% notes due 2017 or the issuance by Gulf South of $275.0 million aggregate principal amount of its 5.05% notes due 2015, each on January 18, 2005, the net proceeds of which were used to finance a portion of the purchase price for Gulf South.

(c) Does not reflect the issuance by Loews of 10,000,000 shares of Carolina Group stock on December 13, 2004, the net proceeds of which were $281.9 million.

(d)

Reflects an after-tax charge of $12.3 million in respect of the debt retirement costs associated with the proposed redemption of our 7% Senior Notes due 2023.

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SELECTED FINANCIAL DATA

The following table presents selected consolidated financial data for each of the years ended December 31, 2003, 2002, 2001, 2000 and 1999, as well as for the nine months ended September 30, 2004 and 2003. We have derived the financial data as of and for the years ended December 31, 2003, 2002, 2001, 2000 and 1999 from our audited consolidated financial statements for such periods. The data for the nine months ended September 30, 2004 and 2003 have been derived from unaudited consolidated financial statements for such periods.

Following the Selected Financial Data are schedules that present our consolidating balance sheet information at September 30, 2004 and December 31, 2003, and consolidating statement of operations information for the nine month periods ended September 30, 2004 and 2003 and for the years ended December 31, 2003, 2002 and 2001. These schedules present our individual subsidiaries and their contributions to the consolidated financial statements. Amounts presented will not necessarily be the same as those in the individual financial statements of our subsidiaries due to adjustments for purchase accounting, income taxes and minority interests. In addition, many of our subsidiaries use a classified balance sheet which also leads to differences in amounts reported for certain line items. This information also does not reflect the impact of our issuance of Carolina Group stock. Lorillard is reported as a 100% owned subsidiary and does not include any adjustments relating to the tracking stock structure. See Note 6 of the Notes to the Consolidated Financial Statements in our Annual Report on Form 10-K/A (Amendment No. 1) for the year ended December 31, 2003 and Note 4 to the Consolidated Condensed Financial Statements in our Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2004, incorporated herein by reference, for consolidating information of the Carolina Group and Loews Group.

The Corporate and Other column primarily reflects our investment in our subsidiaries, invested cash portfolio, corporate long-term debt and Bulova, our wholly owned subsidiary. The elimination adjustments are for intercompany assets and liabilities, interest and dividends, our investment in capital stocks of subsidiaries, and various reclasses of debit or credit balances to the amounts in consolidation. Purchase accounting adjustments have been pushed down to the appropriate subsidiary.

The following should be read in conjunction with our audited consolidated financial statements and notes thereto contained in our Annual Report on Form 10-K/A (Amendment No. 1) for the year ended December 31, 2003 and our unaudited consolidated condensed financial statements and notes thereto contained in our Quarterly Report on Form 10-Q for the quarter ended September 30, 2004, incorporated herein by reference. Operating results for the nine months ended September 30, 2004 are not necessarily indicative of results that may be expected for the entire year ending December 31, 2004. See Where You Can Find More Information.

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Selected Financial Data

	Nine Months Ended		Year Ended December 31,				
	2004	2003	2003	2002	2001	2000	1999
	(unaudited)		(in millions, except per share data)				
Results of Operations:							
Revenues	$ 11,191.1	$ 12,125.3	$ 16,461.0	$ 17,456.5	$ 18,728.2	$ 20,633.0	$ 20,840.2
Income (loss) before taxes and minority interest	1,036.6	(1,965.6)	(1,378.4)	1,640.7	(829.1)	3,135.9	861.5
Income (loss) from continuing operations	728.5	(1,033.5)	(666.1)	978.6	(547.7)	1,835.5	472.6
Discontinued operations net		55.4	55.4	(27.0)	13.9	13.1	12.6
Cumulative effect of changes in accounting principles net				(39.6)	(53.3)		(157.9)
Net income (loss)	$ 728.5	$ (978.1)	$ (610.7)	$ 912.0	$ (587.1)	$ 1,848.6	$ 327.3
Income (loss) attributable to:							
Loews common stock:							
Income (loss) from continuing operations	$ 600.1	$ (1,113.9)	$ (781.3)	$ 837.9	$ (547.7)	$ 1,835.5	$ 472.6
Discontinued operations net		55.4	55.4	(27.0)	13.9	13.1	12.6
Cumulative effect of changes in accounting principles net				(39.6)	(53.3)		(157.9)
Loews common stock	600.1	(1,058.5)	(725.9)	771.3	(587.1)	1,848.6	327.3
Carolina Group stock	128.4	80.4	115.2	140.7			
Net income (loss)	$ 728.5	$ (978.1)	$ (610.7)	$ 912.0	$ (587.1)	$ 1,848.6	$ 327.3
Income (Loss) Per Share							
Loews common stock:							
Income (loss) from continuing operations	$ 3.24	$ (6.01)	$ (4.21)	$ 4.46	$ (2.81)	$ 9.24	$ 2.18
Discontinued operations net		0.30	0.30	(0.14)	0.07	0.06	0.05
Cumulative effect of changes in accounting principles net				(0.21)	(0.27)		(0.73)
Net income (loss)	$ 3.24	$ (5.71)	$ (3.91)	$ 4.11	$ (3.01)	$ 9.30	$ 1.50
Carolina Group stock	$ 2.21	$ 2.01	$ 2.76	$ 3.50			
Financial Position:							
Investments	$ 43,264.3		$ 42,514.8	$ 40,136.7	$ 41,159.1	$ 41,332.7	$ 42,008.0
Total assets	71,456.0		77,880.9	70,515.6	75,001.0	71,588.7	70,628.2
Short-term debt	1,055.6		295.9	433.0	352.6	1,054.5	4.9
Long-term debt	4,776.6		5,524.3	5,218.9	5,567.7	4,985.5	5,701.4
Shareholders equity	11,451.5		11,054.3	11,235.2	9,429.3	10,969.1	9,783.8
Cash dividends per share:							
Loews common stock	0.45		0.60	0.60	0.58	0.50	0.50
Carolina Group stock	1.37		1.81	1.34			
Book value per share of Loews common stock	62.78		60.92	61.68	49.24	55.62	46.82
Shares outstanding:							
Loews common stock	185.50		185.45	185.44	191.49	197.23	208.96
Carolina Group stock	57.97		57.97	39.91			

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Loews Corporation

Consolidating Balance Sheet Information

September 30, 2004	CNA Financial	Lorillard	Loews Hotels	Diamond Offshore	Texas Gas	Corporate and Other	Eliminations	Total
(in millions)								
(unaudited)								
Assets:								
Investments	$ 37,946.1	$ 1,671.7	$ 80.4	$ 867.3	$ 18.0	$ 2,680.8		$ 43,264.3
Cash	70.8	1.3	4.5	15.8	1.9	44.8		139.1
Receivables	18,666.3	29.1	26.0	154.0	38.9	116.3	$ (138.0)	18,892.6
Property, plant and equipment	198.4	230.8	377.2	2,230.4	700.1	26.2		3,763.1
Deferred income taxes	767.8	441.1			63.5	31.3	(628.9)	674.8
Goodwill	118.3		2.6	10.6	163.5			295.0
Investments in capital stocks of subsidiaries						11,258.6	(11,258.6)	
Other assets	1,706.5	367.0	92.7	104.1	209.4	341.7	(273.5)	2,547.9
Deferred acquisition costs of insurance subsidiaries	1,312.1							1,312.1
Separate account business	567.1							567.1
Total assets	$ 61,353.4	$ 2,741.0	$ 583.4	$ 3,382.2	$ 1,195.3	$ 14,499.7	$ (12,299.0)	$ 71,456.0
Liabilities and Shareholders Equity:								
Insurance reserves	$ 43,387.4							$ 43,387.4
Payable for securities purchased	1,351.0		$ 0.2			$ 89.6		1,440.8
Securities sold under agreements to repurchase	115.8							