

SECURITIES AND EXCHANGE COMMISSION

FORM 10-Q

Quarterly report pursuant to sections 13 or 15(d)

Filing Date: **2005-05-02** | Period of Report: **2005-03-31**
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FILER

CITY INVESTING CO LIQUIDATING TRUST

CIK: **778171** | IRS No.: **136859211** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **10-Q** | Act: **34** | File No.: **000-13881** | Film No.: **05790959**
SIC: **6199** Finance services

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FORM 10-Q
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934

For the Quarterly Period Ended March 31, 2005

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934

For the Transition period from _____ to

Commission File Number 0-13881

CITY INVESTING COMPANY LIQUIDATING TRUST
(Exact name of registrant as specified in its charter)

Delaware
(State of organization)

13-6859211
(I.R.S. Employer Identification No.)

853 Broadway, Suite 1607
New York, New York
(Address of principal executive offices)

10003-4703
(Zip Code)

Registrant's telephone number, including area code: (212) 473-1918

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Act).

Yes No

At March 31, 2005 there were 38,979,372 Trust Units of Beneficial Interest outstanding.

PART I - FINANCIAL INFORMATION

Item 1. Financial Statements

CITY INVESTING COMPANY LIQUIDATING TRUST
Statements of Operations
Three Months ended March 31
(Unaudited)

<TABLE>
<CAPTION>

(Amounts in thousands, except per unit data)	2005	2004
<S>	<C>	<C>
Losses on dispositions of assets, net	(\$26)	(\$34)
Interest, dividend and other income	802	204
Total income	776	170
Administrative expenses	1,051	90
Net (loss)/income	(\$275)	\$80

Net (loss)/income per unit	(\$0.01)	\$0.00
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Outstanding units	38,979	38,979
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</TABLE>

Balance Sheets
(Unaudited)

<TABLE>
<CAPTION>

(\$ in thousands)	March 31, 2005	December 31, 2004
-------------------	-------------------	----------------------

<S>	<C>	<C>
Assets		
Cash and cash equivalents	\$112	\$56
U.S. Treasuries	81,318	81,649
Restricted funds	4	4
Mortgage receivable, net of deferred gain	1,004	1,004

Total assets	\$82,438	\$82,713
--------------	----------	----------

Liabilities and trust equity		
Trust equity	\$82,438	\$82,713

Total liabilities and trust equity	\$82,438	\$82,713
------------------------------------	----------	----------

</TABLE>

See accompanying notes to financial statements.

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CITY INVESTING COMPANY LIQUIDATING TRUST
Statements of Cash Flows
Three Months ended March 31
(Unaudited)

<TABLE>
<CAPTION>

(\$ in thousands)	2005	2004
-------------------	------	------

<S>	<C>	<C>
Cash flows from operating activities:		
Net (loss)/income	(\$275)	\$80
Adjustments to reconcile net (loss)/income to net cash provided by operating activities:		
Amortization of premium of investment securities	--	420
Net cash (used for)/provided by operating activities	(275)	500
Cash flows from investing activities:		
Maturities/sales of investment securities	163,310	102,940
Purchases of investment securities	(162,979)	(103,214)
Net cash provided by/(used for) investing activities	331	(274)

Net increase in cash and cash equivalents	56	226
Cash and cash equivalents at beginning of year	56	78

Cash and cash equivalents at end of period	\$112	\$304

</TABLE>

Statements of Changes in Trust Equity
Three Months ended March 31
(Unaudited)

<TABLE>

<CAPTION>

(\$ in thousands)	2005	2004

<S>	<C>	<C>
Balance at beginning of period	\$82,713	\$84,104
Net (loss)/income	(275)	80

Balance at March 31	\$82,438	\$84,184

</TABLE>

See accompanying notes to financial statements.

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CITY INVESTING COMPANY LIQUIDATING TRUST
Notes to Financial Statements
(Unaudited)

Note 1 - Organization

The City Investing Company Liquidating Trust (the "Trust") was created on September 25, 1985, pursuant to an Agreement and Declaration of Trust ("Trust Agreement") by and between City Investing Company ("City") and the three individuals then serving as trustees of the Trust ("Trustees"). The Trust Agreement is governed by the laws of the State of Delaware.

On September 25, 1985, pursuant to a Plan of Complete Liquidation and Dissolution approved by stockholders of City on December 12, 1984, City transferred all its remaining assets and liabilities ("Trust Estate") to the Trust to assure compliance with Section 337 of the Internal Revenue Code. The sole purpose of the Trust is to liquidate the Trust Estate in a manner calculated to conserve and protect the Trust Estate, and to collect and distribute to the beneficiaries the income and proceeds therefrom in as prompt and orderly a fashion as possible after the payment of, or provision for, expenses and liabilities.

The common stock transfer books of City were permanently closed on September 25, 1985, and the holders of record of common stock of City as of the close of business on that date became holders of units of beneficial interest in the Trust on the basis of one unit of beneficial interest for each share of common stock of City held on September 25, 1985. After September 25, 1985, the outstanding certificates that formerly represented shares of common stock of City are deemed to evidence the same number of units of beneficial interest in the Trust.

The Trust Agreement, signed on September 25, 1985, set forth a time limit of three years for the disposition of the Trust's assets and distribution to the unit holders unless a later termination was required by the Trustees. As a result of the protracted nature of certain litigation and other claims asserted against the Trust, the Trustees extended the time limit of the Trust's existence a number of times, most recently to September 25, 2005.

The accompanying financial statements for the City Investing Company Liquidating Trust (the "Trust") are unaudited. In the opinion of the Trustees, the interim financial statements reflect all adjustments necessary for a fair presentation of the financial position and income and expenses of the Trust as prepared on a Federal income tax basis. Results for interim periods are not necessarily indicative of results for the full year. The unaudited interim financial statements presented herein should be read in conjunction with the Trust's financial statements filed in its annual report on Form 10-K for the year ended December 31, 2004. The December 31, 2004 financial information included herein has been extracted from the Trust's audited financial statements on Form 10-K.

Note 2 - Basis of Accounting

Basis of presentation: The accompanying financial statements have been prepared in accordance with Federal Income Tax Reporting Principles ("FITR"). Accordingly, certain revenue and the related assets are recognized when received rather than when earned; certain expenses are recognized when paid rather than when the obligation is incurred; and assets are reflected at their tax basis. For information concerning the financial statements prepared on accounting principles generally accepted in the United States of America, reflecting an entity in liquidation, and a reconciliation of the Trust's FITR to accounting principles generally accepted in the United States of America, reflecting an entity in liquidation, see Note 8.

Valuation of assets and liabilities: The Trust Equity balance on September 25, 1985 was established at an amount equivalent to the number of units of beneficial interest outstanding (38,979,372) multiplied by the average of the high and low trading prices of such units on the first day of trading (\$3.1875), or an aggregate of \$124.2 million. For FITR purposes, the fair market value of each asset other than cash and cash equivalents was determined by that asset's proportionate share of the Trust Equity increased by accounts payable and decreased by cash and cash equivalents at September 25, 1985. The proportionate share of each of these assets was determined by the estimated value of such Trust asset in relation to the estimated value of all of the Trust assets other than cash and cash equivalents. In determining the estimated value of Trust assets, the Trustees evaluated,

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CITY INVESTING COMPANY LIQUIDATING TRUST
Notes to Financial Statements (continued)
(Unaudited)

where appropriate, such factors as City's historical carrying values, expected amounts and dates of realization, prevailing interest rates, available market prices and restrictions with respect to disposition. Assets acquired after September 25, 1985, are generally carried at cost.

Income taxes: For FITR purposes, the September 25, 1985 transfer of assets and liabilities to the Trust and distribution to stockholders of units in the Trust was treated as a distribution of assets and liabilities by City to its stockholders and a contribution by the stockholders of such net assets to the Trust in return for units.

The Trust is treated as a grantor trust and not as a corporation. Accordingly, any income or loss of the Trust will not be taxable to the Trust but will be taxable to the unit holders as if the unit holders had themselves realized the income or loss from their undivided interests in Trust assets.

Losses on dispositions of assets: Losses on dispositions of assets, net of gains, includes expenses attributable to litigation exposures that relate to periods before the liquidation of City.

Net income per unit: Net income per unit is calculated by dividing net income of the Trust by the number of outstanding Units of Beneficial Interest.

Cash and cash equivalents: The Trust considers all investments in money market funds as cash equivalents.

Note 3 - Investment Securities

Investment securities, all of which mature within one year, consist of United States Treasuries and are carried at original cost, net of premium amortization recorded at interest collection dates. The fair value of United States Treasuries is based on quoted market prices. Investment securities consist of the following:

<TABLE>
<CAPTION>

	March 31, 2005			December 31, 2004		
(\$ in thousands)	Carrying Value	Amortized Cost	Fair Value	Carrying Value	Amortized Cost	Fair Value
<S>	<C>	<C>	<C>	<C>	<C>	<C>
U.S. Treasuries	\$81,318	\$81,318	\$81,325	\$81,649	\$81,649	\$82,046

</TABLE>

The gross unrealized gains/(losses) on investment securities amounted to the following:

<TABLE>
<CAPTION>

(\$ in thousands)	March 31, 2005	December 31, 2004
<S>	<C>	<C>
Gross unrealized gains	\$7	\$397
Gross unrealized (losses)	-	-

</TABLE>

Note 4 - Restricted Funds

Restricted funds at March 31, 2005 and December 31, 2004 represent a rent deposit of \$4,000.

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CITY INVESTING COMPANY LIQUIDATING TRUST
Notes to Financial Statements (continued)
(Unaudited)

Note 5 - Mortgage Receivable

In February 2000, the Trust sold 39 percent of certain real estate acreage located in Texas City, Texas for \$2,410,000 in cash, which resulted in a recognized long-term capital gain, net of expenses, of \$610,000. In May 2000, the Trust sold its remaining Texas City real estate acreage for \$478,000 in cash and a non-recourse promissory note of \$3,683,000, payable in five equal annual installments plus interest at 8 percent. The May 2000 sale resulted in a recognized long-term capital gain, net of expenses, of \$171,000 and deferred gain of \$1,173,000. The deferred gain of \$1,173,000 was recorded as a reduction to the \$3,683,000 mortgage receivable. In June 2001, 2002 and 2003, cash payment installments of \$960,000, \$907,000 and \$850,000, respectively, were received which resulted in a recognized long-term gain, net of expenses, of \$183,000 in each of the years and net interest income of \$274,000, \$222,000 and \$165,000, respectively. The deferred gain of \$469,000 at March 31, 2005 and December 31,

2004, is netted against the gross mortgage receivable of \$1,473,000 at March 31, 2005 and December 31, 2004. A one-year extension of the non-recourse promissory note to pay only interest in 2004 and principal and interest in 2005 and 2006 was requested by the mortgagor and was approved by the holders of the mortgage. In June 2004, net interest income of \$110,000 was received. It is projected that the remaining deferred gain of \$469,000 will be subject to expenses estimated to be \$102,000.

Note 6 - Litigation and Other Contingent Liabilities

In accordance with the Trust Agreement, the Trust has assumed the obligation, where required, to discharge certain litigation and other contingent liabilities of City Investing Company. As a result, the Trust is subject to possible claims by the United States Environmental Protection Agency and certain other third parties, including:

State of California, v. Lake Oroville Area Public Utility District Claim (Case No. 124772). On or about May 26, 2000, the State of California Department of Parks and Recreation filed a complaint in the Superior Court for the County of Butte against the Lake Oroville Area Public Utility District ("LOAPUD"), Kelly Ridge Property Sales ("KRPS") and the owners of certain real estate in the Kelly Ridge residential subdivision ("Property Owners") asserting, among others, quantum meruit claims against KRPS and the Property Owners seeking reimbursement for expenses incurred in providing sewer service to KRPS and the Property Owners from and after 1996. The State of California alleged that the Southern California Financial Corporation ("SoCal") had been the developer of the land in the Kelly Ridge subdivision. SoCal was at one time a subsidiary of City Investing Company ("City"). The State alleged that KRPS is engaged in real estate development activities, that KRPS owns many of the properties which the State alleged SoCal had under development, that KRPS is engaged in the development of the Kelly Ridge residential properties and that KRPS has sold many lots to the Property Owners. The State of California alleged that it has incurred and will continue to incur unreimbursed expenses for the operation, maintenance and repair of sewer facilities providing sewer service to the Kelly Ridge properties.

KRPS recently filed a cross claim seeking indemnity from the Trust for any liability or expenses KRPS may incur as a result of the claims filed by the State of California or cross claims filed by LOAPUD and/or the Property Owners. The Trust has been advised by counsel that since the State of California is seeking reimbursement, on a quantum meruit basis, for sewer services rendered from and after 1996 for the benefit of lots owned or sold by KRPS and/or Property Owners, that KRPS has no legitimate claim against City or the Trust. The Trust will defend this lawsuit vigorously.

Other Matters: The Trust has recently been advised by The Travelers Indemnity Company that it may have a claim against the Trust under an insurance policy issued to City Investing Company covering general liability, workers' compensation and certain other risks insured for the years 1974, 1975 and 1976. The amount of premiums and claims paid, estimates of future losses and the terms of the policy are currently under investigation. As a result of the preliminary nature of this matter, it is not currently possible to estimate the amount of the liability, if any, to which the Trust may ultimately be subject.

Note 7 - Future Distributions of Trust Assets

The Trustees are focused on reducing outstanding liabilities, claims and exposures of the Trust to a level that will permit a significant distribution. Certain of these outstanding risks, by their nature, cannot be eliminated within a reasonable time frame. To accelerate the time at which a significant distribution can be made, the Trust has procured and continues to negotiate to obtain insurance against these risks.

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Pending resolution of possible claims by the United States Environmental Protection Agency and other third parties, see Note 6 to Financial Statements - Litigation and Other Contingent Liabilities, the Trust is unable to make any dividend payments or liquidation distributions.

Note 8 - Differences between Federal Income Tax Reporting Principles and Accounting Principles Generally Accepted in the United States of America, Reflecting an Entity in Liquidation

These financial statements have been prepared in accordance with Federal Income Tax Reporting Principles ("FITR") which differ in certain respects from those principles and practices that the Trust would have followed had its financial statements been prepared in accordance with accounting principles generally accepted in the United States of America, reflecting an entity in liquidation ("GAAPLIQ").

The material differences between FITR and GAAPLIQ, which are relevant to the Trust's Statements of Operations, Balance Sheets, Statements of Cash Flows and Statements of Changes in Trust Equity are summarized as follows:

a. Accounting for Investment Securities

For FITR, Investment Securities are carried at original cost, net of premium amortization. This amortization is included in income when interest is collected. For GAAPLIQ, all of the Trust's securities would be reflected at net realizable value; thus, any changes in net realizable value are recognized through income. For FITR, interest income is recorded when collected; for GAAPLIQ, a ratable portion of interest income is recognized at each period end.

b. Accounting for Prepaid Expenses

For FITR, expenses, other than premium amortization discussed in a. above, are recorded when paid. For GAAPLIQ, the recoverable portion of an expense paid is recognized as an asset. For FITR, no expenses are recorded as prepaid. For GAAPLIQ, a prepaid asset is recognized at each period end for a ratable portion of expenses that relate to subsequent periods.

c. Accounting for Mortgage Receivable and Mortgage Interest Receivable

Upon the sale of the Texas City Property in the year 2000, a Mortgage Receivable was recorded. For FITR, the income, net of collection expenses, attributable to the five annual installment amounts is recorded when the principal and interest are collected. For GAAPLIQ, the full gain on the sale attributable to the Texas City Property would have been recognized in the year 2000. For GAAPLIQ, a ratable portion of Mortgage Interest Receivable, net of collection expenses, attributable to each period would have been amortized into income at each period end. For GAAPLIQ, the Texas City Mortgage is reflected at net realizable value.

d. Accounting for Accrued Liabilities

For FITR, accrued liabilities, other than premium amortization discussed in a. above, are recorded when paid. For GAAPLIQ, accrued liabilities are recognized as a liability in the period the assets are purchased or the services are incurred.

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CITY INVESTING COMPANY LIQUIDATING TRUST
Notes to Financial Statements (continued)
(Unaudited)

e. Accounting for Loss Contingencies

For FITR, loss contingencies are recorded when paid. For GAAPLIQ, loss contingencies are recorded when contingencies are reasonably estimable and probable of resulting in a liability. The Trustees currently believe that

there are no contingencies that are probable of resulting in a liability to the Trust.

- f. The effect of the different treatments described above on the Trust's financial statements would be as follows:

STATEMENTS OF OPERATIONS

Accounting Principles Generally Accepted in the United States of America,
 Reflecting an Entity in Liquidation
 Three Months ended March 31
 (Unaudited)

<TABLE> <CAPTION>		
(Amounts in thousands, except per unit data)	2005	2004
<S>	<C>	<C>
Net (loss)/income per Federal Income Tax Reporting Principles (FITR):	(\$275)	\$80
To adjust from FITR to accounting principles generally accepted in the United States of America, reflecting an entity in liquidation (GAAPLIQ):		
(Losses)/gains on dispositions of assets, net	(378)	2
Interest, dividend and other income	29	27
Administrative expenses	198	(20)
Net (loss)/income for the period per GAAPLIQ	(\$426)	\$89
Net (loss)/income per unit per GAAPLIQ	(\$0.01)	\$0.00

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CITY INVESTING COMPANY LIQUIDATING TRUST
 Notes to Financial Statements (continued)
 (Unaudited)

BALANCE SHEETS

Accounting Principles Generally Accepted in the United States of America,
 Reflecting an Entity in Liquidation
 (Unaudited)

<TABLE> <CAPTION>		
(\$ in thousands)	March 31, 2005	December 31, 2004
<S>	<C>	<C>
Total assets per Federal Income Tax Reporting Principles (FITR)	\$82,438	\$82,713
To adjust from FITR to accounting principles generally accepted in the United States of America, reflecting an entity in liquidation (GAAPLIQ):		
U.S. Treasuries	7	397
Prepaid expenses	117	130
Mortgage receivable, net of deferred gain	567	538
Total assets per GAAPLIQ	\$83,129	\$83,778
Total liabilities per Federal Income Tax Reporting Principles (FITR)		
To adjust from FITR to GAAPLIQ:		
Accrued liabilities	\$0	\$0
	109	332

Total liabilities per GAAPLIQ	\$109	\$332
Trust equity per Federal Income Tax Reporting Principles (FITR)	\$82,438	\$82,713
To adjust from FITR to GAAPLIQ:		
Net (loss)/income adjustments from Statements of Operations for GAAPLIQ	(151)	234
Adjustments for prior periods for GAAPLIQ	733	499
Trust equity per GAAPLIQ	\$83,020	\$83,446

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CITY INVESTING COMPANY LIQUIDATING TRUST
Notes to Financial Statements (continued)
(Unaudited)

STATEMENTS OF CASH FLOWS

Accounting Principles Generally Accepted in the United States of America,
Reflecting an Entity in Liquidation

Three Months ended March 31
(Unaudited)

(\$ in thousands)	2005	2004
Cash flows from operating activities:		
Net (loss)/income per Federal Income Tax Reporting Principles (FITR):	(\$275)	\$80
Cash flows from operating activities per accounting principles generally accepted in the United States of America, reflecting an entity in liquidation (GAAPLIQ):	(151)	9
Adjustments to reconcile net (loss)/income to net cash provided by operating activities to GAAPLIQ:		
Uncollected interest income on investment securities	-	31
Amortization of premium of investment securities	-	392
Net fair market value adjustment of amortized cost of investment securities	390	1
Changes in other assets and liabilities:		
Prepaid expenses	13	16
Mortgage receivable	(29)	16
Accrued liabilities	(223)	(29)
Net cash (used for)/provided by operating activities in GAAPLIQ	(275)	500
Cash flows from investing activities:		
Maturities/sales of investment securities	163,310	102,940
Purchases of investment securities	(162,979)	(103,214)
Net cash provided by/(used for) investing activities	331	(274)
Net increase in cash and cash equivalents	56	226
Cash and cash equivalents at beginning of period	56	78
Cash and cash equivalents at end of period	\$112	\$304

</TABLE>

STATEMENTS OF CHANGES IN TRUST EQUITY

Accounting Principles Generally Accepted in the United States of America,
Reflecting an Entity in Liquidation

Three Months ended March 31
(Unaudited)

<TABLE>
<CAPTION>

(\$ in thousands)	2005	2004
<S>	<C>	<C>
Balance at beginning of year per Federal Income Tax Reporting Principles (FITR):	\$82,713	\$84,104
Net (loss)/income per GAAPLIQ	(426)	89
Adjustments for prior periods for GAAPLIQ	733	499
Balance at March 31	\$83,020	\$84,692

</TABLE>

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ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

It is difficult to compare amounts in comparable periods, as the financial statements of the Trust are prepared on the basis of accounting used for Federal income tax purposes; that is, certain amounts are reflected in the financial statements when such amounts are received or paid.

The Trust recorded a net loss of \$275,000 (\$0.01 per unit) in the quarter ended March 31, 2005, compared to net income of \$80,000 (\$0.00 per unit) in the first quarter of 2004. The reported losses on the dispositions of assets, net, reflect losses of \$26,000 in 2005 as compared to losses of \$34,000 in 2004, which consist of legal fees attributable to issues that relate to periods before the liquidation of City Investing Company. Interest, dividend and other income, principally consisting of interest earned on the investment of cash equivalents and investment securities was \$802,000 in the first quarter of 2005, compared with \$204,000 in the first quarter of 2004. The increase in the 2005 period was essentially due to the timing of the receipt of interest collected on securities that matured in 2005 and to higher interest rates in the 2005 versus 2004 period. Administrative expenses were \$1,051,000 and \$90,000 in the first quarters of 2005 and 2004, respectively. In 2005, the increase was due primarily to insurance premium expenses for environmental liability coverage for a ten-year period.

At March 31, 2005, the Trust had cash and cash equivalents and U. S. Treasuries of \$81,430,000. The Trustees believe that such cash resources and investment securities are sufficient to meet all anticipated liquidity requirements.

ITEM 4. DISCLOSURE CONTROLS AND PROCEDURES

As of the end of the period covered by this report, the Trust carried out an evaluation, under the supervision and with the participation of the Trust's management, including the Trustee who is the functional equivalent of the Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of the Trust's internal disclosure controls and procedures pursuant to Exchange Act Rule 13a-15. That Rule requires that such controls and procedures assure that information required to be included in the Trust's periodic SEC filings is recorded, processed, summarized and reported within the time periods specified by the rules and forms. Based upon that evaluation, the Trustees concluded that the Trust's internal disclosure controls and procedures

are effective in assuring that information required to be disclosed by the Trust in its periodic SEC filings is accurate and communicated to the Trust's management in order to allow timely decisions regarding required disclosure. There have not been any significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of such evaluation.

PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

The information contained under Legal Proceedings in the Trust's Annual Report on Form 10-K for the year ended December 31, 2004 is incorporated by reference herein. Except as set forth in Note 6 to the Financial Statements - Litigation and Other Contingent Liabilities herein, there have been no material developments in such legal proceedings subsequent to the date of that information.

Pending resolution of possible claims, see Note 6 to Financial Statements - Litigation and Other Contingent Liabilities, the Trust is unable to make any dividend payments or liquidation distributions.

ITEM 2. CHANGES IN SECURITIES

None.

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ITEM 5. OTHER INFORMATION

None.

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

(a) Exhibits:

31. Certification Pursuant to Section 302(a) of the Sarbanes-Oxley Act of 2002.
32. Certification Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

(b) Reports on Form 8-K:

The Registrant was not required to file a Current Report on Form 8-K during the quarter ended March 31, 2005.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

CITY INVESTING COMPANY LIQUIDATING TRUST

/s/ Lester J. Mantell

Date: April 29, 2005

By: LESTER J. MANTELL
Trustee

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Exhibit 31

Certification Pursuant to Rule 13a-14(a)
As Adopted Pursuant to Section 302(a) of the Sarbanes-Oxley Act of 2002

I, Lester J. Mantell, a Trustee and the functional equivalent of the Chief Executive Officer and Chief Financial Officer, certify that:

1. I have reviewed this quarterly report on Form 10-Q of the City Investing Company Liquidating Trust;

2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;

3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;

4. I am responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting as defined in Exchange Act Rules 13a-15(f) and 15d-15(f) for the registrant and I have:

a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under my supervision, to ensure that material information relating to the registrant is made known to me by others within the registrant, particularly during the period in which this quarterly report is being prepared; b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under my supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles; c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this quarterly report my conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this quarterly report based on such evaluation; and d) Disclosed in this quarterly report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. I have disclosed, based on my most recent evaluation of internal control over financial reporting, to the registrant's auditors and the Audit Committee of registrant's Trustees: a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: April 29, 2005

By: /s/ Lester J. Mantell

Exhibit 32

Certification Pursuant to 18 U.S.C. Section 1350
As Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

In connection with the Quarterly Report on Form 10-Q of the CITY INVESTING COMPANY LIQUIDATING TRUST, a Delaware Trust (the "Trust") for the period ending March 31, 2005 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Lester J. Mantell, a Trustee and the functional equivalent of the Chief Executive Officer and Chief Financial Officer, certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, to my knowledge and belief, that:

1) the Report fully complies, in all material respects, with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Trust, as of, and for, the periods presented in the Report.

The foregoing certification is provided solely for purposes of complying with the provisions of Section 906 of the Sarbanes-Oxley Act of 2002 and is not intended to be used for any other purposes.

Dated: April 29, 2005

By: /s/ Lester J. Mantell
