

ALLEN & OVERY LLP
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Telephone: (212) 610-6300

Counsel to the Foreign Representative

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re: :
 : Chapter 15
BALOISE INSURANCE LTD., CITY :
INTERNATIONAL INSURANCE COMPANY :
LIMITED, DOWA INSURANCE COMPANY :
(EUROPE) LIMITED, EAST WEST :
INSURANCE COMPANY LIMITED, FUJI : Case No. 10-15358 (JMP)
INTERNATIONAL INSURANCE COMPANY :
LIMITED, HISCOX INSURANCE COMPANY :
LIMITED, KX REINSURANCE COMPANY :
LIMITED, METROPOLITAN REINSURANCE :
COMPANY (U.K.) LIMITED, MOORGATE : (Jointly Administered)
INSURANCE COMPANY LIMITED, NIPPON :
INSURANCE COMPANY OF EUROPE :
LIMITED, POLYGON INSURANCE COMPANY :
LIMITED, SWISS RE INTERNATIONAL SE, UK :
BRANCH, AND TOWER INSURANCE LIMITED :
 :
 :
Debtors in a Foreign Proceeding. :
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**NOTICE OF FOREIGN REPRESENTATIVE'S MOTION FOR ENTRY OF ORDER
CLOSING CHAPTER 15 CASES**

PLEASE TAKE NOTICE that on November 12, 2013, the undersigned counsel for PRO Insurance Solutions Limited in its capacity as the foreign representative (the "**Foreign Representative**") of the above-captioned debtors (collectively, the "**Debtors**") in schemes of arrangement (the "**Schemes**") and associated proceedings under Part 26 of the English Companies Act of 2006 (the "**English Proceedings**") pending before the High Court of Justice

of England and Wales (the “**High Court**”) filed the attached *Foreign Representative’s Motion For Entry of Order Closing Chapter 15 Cases* (the “**Motion**”).

PLEASE TAKE FURTHER NOTICE that any responses or objections to the relief requested in the Motion must be made pursuant to the Bankruptcy Code and the Local and Federal Rules of Bankruptcy Procedure. Such response or objection must be made in writing describing the basis therefore and filed with the Bankruptcy Court electronically in accordance with General Order M-399 by registered users of the Court’s electronic case filing system, and by all other parties in interest, on a 3.5 inch disk, in text-searchable Portable Document Format (PDF), WordPerfect or any other Windows-based word processing format with a hard copy to the Chambers of the Honorable James M. Peck, United States Bankruptcy Judge, and served upon the counsel for the Foreign Representative so as to be received by them no later than **5:00 p.m. (Eastern Time) on December 12, 2013**. Notices to counsel for the Foreign Representative should be addressed to Allen & Overy LLP, 1221 Avenue of the Americas, New York, NY 10020, Attention: Stephen Doody and Mark Nixdorf.

PLEASE TAKE FURTHER NOTICE that unless a written objection to the Motion with proof of service is filed with the Court by **5:00 p.m. (Eastern Time) on December 12, 2013**, there will not be a hearing and the Order may be signed.

PLEASE TAKE FURTHER NOTICE that if a written objection is timely filed, the Court will hold a hearing on the Motion, along with any written objection timely served, at a date to be determined in December 2013 at the United States Bankruptcy Court for the Southern District of New York, Honorable James M. Peck, United States Bankruptcy Judge, One Bowling Green, New York, New York, 10004-1408. The moving and objecting parties are required to

attend the hearing, and failure to attend in person or by counsel may result in relief being granted or denied upon default.

Dated: New York, New York
November 12, 2013

ALLEN & OVERY LLP

/s/ Stephen Doody
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Counsel to the Foreign Representative

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Counsel to the Foreign Representative

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re: :
: Chapter 15
BALOISE INSURANCE LTD., CITY :
INTERNATIONAL INSURANCE COMPANY :
LIMITED, DOWA INSURANCE COMPANY :
(EUROPE) LIMITED, EAST WEST :
INSURANCE COMPANY LIMITED, FUJI : Case No. 10-15358 (JMP)
INTERNATIONAL INSURANCE COMPANY :
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INSURANCE COMPANY LIMITED, NIPPON :
INSURANCE COMPANY OF EUROPE :
LIMITED, POLYGON INSURANCE COMPANY :
LIMITED, SWISS RE INTERNATIONAL SE, UK :
BRANCH, AND TOWER INSURANCE LIMITED :
:
Debtors in a Foreign Proceeding. :
:
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**FOREIGN REPRESENTATIVE'S MOTION FOR ENTRY OF ORDER CLOSING
CHAPTER 15 CASES**

PRO Insurance Solutions Limited is the designated foreign representative (the "Foreign Representative") of Baloise Insurance Ltd. ("Baloise"), City International Insurance Company Limited ("City International"), Dowa Insurance Company (Europe) Limited ("Dowa"), East West Insurance Company Limited ("East West"), Fuji International Insurance

Company Limited (“**Fuji**”), Hiscox Insurance Company Limited (“**Hiscox**”), KX Reinsurance Company Limited (“**KX**”), Metropolitan Reinsurance Company (U.K.) Limited (“**Met Re**”), Moorgate Insurance Company Limited (“**Moorgate**”), Nippon Insurance Company of Europe Limited (“**Nippon**”), Polygon Insurance Company Limited (“**Polygon**”), Swiss Re International SE, UK Branch (“**SRI**”), and Tower Insurance Limited (“**Tower**”) (together, the “**Debtors**”) in schemes of arrangement (the “**Schemes**”) and associated proceedings under Part 26 of the English Companies Act of 2006 (the “**English Proceedings**”) conducted before the High Court of Justice of England and Wales (the “**High Court**”). In accordance with clause 9.2.2 of the Schemes, the Foreign Representative issued certificates of completion (the “**Certificates of Completion**”) to certify that the Schemes have been implemented in accordance with their terms and were declared complete in respect of all creditors of the Schemes. Nippon was issued a Certificate of Completion on September 5, 2013, and the remaining debtors were issued Certificates of Completion on September 13, 2013. Copies of the Certificates of Completion are annexed hereto as Exhibit A.

The Foreign Representative respectfully submits this motion (the “**Motion**”) pursuant to sections 105, 350(a), 1517(d) and 1518(1) of Title 11 of the United States Code (the “**Bankruptcy Code**”), Rule 5009 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), and Rule 5009-2 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the Southern District of New York (the “**Local Rules**”), for an entry of an order in the form annexed hereto as Exhibit B (the “**Proposed Order**”) closing these chapter 15 cases. In support thereof, the Foreign Representative respectfully represents as follows:

JURISDICTION AND VENUE

1. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and section 1501 of the Bankruptcy Code and the "Amending Standing Order of Reference Re: Title 11" of the United States District Court for the Southern District of New York (Preska, C.J.), dated January 31, 2012. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(P). Venue is proper in this District pursuant to 28 U.S.C. §§ 1410(3). The statutory predicates for the relief requested herein are sections 105, 350(a) and 1517(d) of the Bankruptcy Code, Bankruptcy Rule 5009, and Local Rule 5009-2.

BACKGROUND

2. The Court is respectfully referred to the Verified Petitions for Recognition of Foreign Proceedings and Related Relief for a fuller description of the Debtors' business, the English Proceedings, and the events leading up to the chapter 15 filing.

3. A meeting of the Debtors' creditors was convened on April 30, 2010, during which time the Schemes were approved by the requisite statutory majorities. Subsequently the Schemes were sanctioned by the High Court on October 6, 2010. On October 14, 2010, the Foreign Representative filed petitions commencing these cases (the "**Chapter 15 Cases**"), seeking, among other things, recognition of the English Proceedings as "foreign main proceedings" and the Schemes be given full force and effect in the United States. On December 9, 2010, this Court entered an order granting such relief.

4. The Debtors are all insurance companies that formerly underwrote insurance and reinsurance business. At the end of 1992, they ceased accepting new business and went into run-off. In 1993, the Foreign Representative, a run-off specialist, assumed the

administration of the Debtors. At that time, the Debtors entered into run-off, ceased writing new business and sought to determine, settle and pay all liquidated claims of their insureds either as they arose, or, if possible, before they arose. The Debtors were in run-off for approximately sixteen years at the time the English Proceedings were commenced, and the Foreign Representative estimated that in the ordinary course the run-off would take at least another sixteen years to complete.

5. The primary purposes of the Foreign Representative's restructuring proceedings were to shorten the time period for the run-off, reduce administrative costs, and terminate the businesses in a unified and coordinated manner. Having completed these goals, and there not being any outstanding issues, as evidenced by the Certificates of Completion issued on September 5, 2013 and September 13, 2013, the Foreign Representative believes that it is appropriate to terminate and close the Chapter 15 Cases.

RELIEF REQUESTED

6. By this Motion, the Foreign Representative respectfully requests that this Court close the following jointly administered chapter 15 cases: In re Baloise Insurance Ltd., 10-15358, City International Insurance Company Limited, 10-15360, Dowa Insurance Company (Europe) Limited, 10-15361, East West Insurance Company Limited, 10-15362, Fuji International Insurance Company Limited, 10-15363, Hiscox Insurance Company Limited, 10-15364, KX Reinsurance Company Limited, 10-15365, Metropolitan Reinsurance Company (U.K.) Limited, 10-15366, Moorgate Insurance Company Limited, 10-15367, Nippon Insurance Company of Europe Limited, 10-15368, Polygon Insurance Company Limited, 10-15369, Swiss Re International SE. UK Branch, 10-15370, and Tower Insurance Limited, 10-15371.

BASIS FOR RELIEF

7. As of the date hereof, the Foreign Representative has declared the Schemes complete in respect of all creditors, and the Foreign Representative has fulfilled the purposes of its appearance before the Court.

8. Attached as Exhibit C hereto, the Foreign Representative has filed a final status report (the “**Final Report**”) pursuant to Bankruptcy Rule 5009(c), describing the nature and results of the Debtors’ activities before this Court and the status of the English Proceedings. Pursuant to Bankruptcy Rule 5009, the Foreign Representative has provided the Office of the United States Trustee for the Southern District of New York and all parties receiving notice of this Motion with a copy of the Final Report, and submits that no other parties must be given notice of the Final Report. In conjunction therewith, the Foreign Representative has filed the *Certification Regarding Filing and Service of Chapter 15 Case Closing Motion and Final Status Report* (“**Certification of Service**”) confirming parties in interest were notified, and that they have until December 12, 2013 to object to the closure of the Chapter 15 Cases. In the event there are no objections filed or received by the Foreign Representative, Bankruptcy Rule 5009 provides that the Chapter 15 Cases shall be presumed fully administered.

9. The Foreign Representative has filed this Motion seeking entry of the Proposed Order, closing the Chapter 15 Cases. Pursuant to Bankruptcy Rule 5009, and as described above, closure of the Chapter 15 Cases is conditioned upon the filing of a certification (the “**Certification of No Objection**”) indicating that no objections were received in response to the Final Report, or that any such objections were resolved by the Foreign Representative and the applicable objecting party.

10. The Foreign Representative intends to file the Certification of No Objection at least thirty days after the Final Report is filed and served on those parties in interest as required by Bankruptcy Rule 5009, and at that time will request entry of the Proposed Order.

11. Section 350(a) of the Bankruptcy Code, which applies in chapter 15 proceedings by virtue of section 1517(d) of the Bankruptcy Code, provides that “after an estate is fully administered and the court has discharged the trustee, the court shall close the case.” Upon the filing of the Certification of No Objection and barring any objections to the Motion, the Chapter 15 Cases will be presumed fully administered pursuant to Bankruptcy Rule 5009(c). Thus, the Foreign Representative submits that the Chapter 15 Cases should be closed at that time. With respect to closing, however, the Chapter 15 Cases should be subject to reopening to “accord relief to the debtor, or for other cause.” 11. U.S.C. §350(b).

NOTICE

12. The Foreign Representative has provided notice of this Motion to: (a) the Office of the United States Trustee, (b) all persons authorized to administer foreign proceedings of the Debtors, and (c) all parties to litigation pending in the United States in which any of the Debtors was a party at the time of the filing of the petitions for recognition. The Foreign Representative notes that no other party has filed an appearance or request for service of filings in these cases. In light of the relief requested, the Foreign Representative submits that no further notice is necessary.

WHEREFORE, the Foreign Representative respectfully requests that this Court (a) upon the filing of the Certification of No Objection, enter the Proposed Order attached hereto as Exhibit B, closing the Chapter 15 Cases and (b) grant such other and further relief as is just and appropriate under the circumstances.

Dated: New York, New York
November 12, 2013

ALLEN & OVERY LLP

/s/ Stephen Doody
Stephen Doody
1221 Avenue of the Americas
New York, New York 10020
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EXHIBIT A

Certificates of Completion

Pro.

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**THE EAUA POOL, TAUS POOL, TRANSGLOBE RE POOL, E&A RE POOL,
EAIC NON-POOL and CITY NON-POOL SCHEME OF ARRANGEMENT**

CERTIFICATE OF COMPLETION

BALOISE INSURANCE LIMITED

(the "SCHEME COMPANY")

To: Bruno Rappo Baloise Insurance Limited

cc: Scheme Actuary: KPMG (Contact: Philip Tippin)
Scheme Adjudicator: Colin Czapiewski
Scheme Legal Advisers: UK: Clifford Chance (Contact: David Steinberg)
 USA: Allen and Overy (Contact: Ken Coleman)

Date: 13 September 2013

CERTIFICATE OF COMPLETION

In relation to the Scheme of Arrangement made between Baloise Insurance Limited (the "Scheme Company") and its Scheme Creditors (as defined in the Scheme) pursuant to Section 425 of the Companies Act 1985, which was sanctioned in the High Court of Justice in England and Wales on 06 October 2010 and became effective on 12th October 2010 (the "Scheme").

In accordance with clause 9.2.2 of the Scheme, we hereby issue a certificate of completion to certify that the Scheme has been implemented in accordance with its terms.

Consequently the Scheme is hereby declared complete in respect of all Scheme Creditors on 13 September 2013 (the "Completion Date").

Yours faithfully

Pro Insurance Solutions Limited

PRO Insurance Solutions Limited (the Scheme Manager)

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CERTIFICATE OF COMPLETION

NIPPON INSURANCE COMPANY OF EUROPE LIMITED

(the "SCHEME COMPANY")

To:	Keith Howard	Nippon Insurance Company of Europe Limited
cc:	Scheme Actuary:	KPMG (Contact: Philip Tippin)
	Scheme Adjudicator:	Colin Czapiewski
	Scheme Legal Advisers:	UK: Clifford Chance (Contact: David Steinberg)
		USA: Allen and Overy (Contact: Ken Coleman)

Date: 5th September 2013

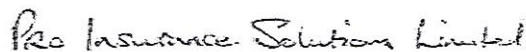
CERTIFICATE OF COMPLETION

In relation to the Scheme of Arrangement made between Nippon Insurance Company of Europe Limited (the "Scheme Company") and its Scheme Creditors (as defined in the Scheme) pursuant to Section 425 of the Companies Act 1985, which was sanctioned in the High Court of Justice in England and Wales on 06 October 2010 and became effective on 12th October 2010 (the "**Scheme**").

In accordance with clause 9.2.2 of the Scheme, we hereby issue a certificate of completion to certify that the Scheme has been implemented in accordance with its terms.

Consequently the Scheme is hereby declared complete in respect of all Scheme Creditors on 5th September 2013 (the "**Completion Date**").

Yours faithfully



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CERTIFICATE OF COMPLETION

CITY INTERNATIONAL INSURANCE COMPANY LIMITED

(the "SCHEME COMPANY")

To: Ian Watson

City International Insurance Company Limited

cc: Scheme Actuary:

KPMG

(Contact: Philip Tippin)

Scheme Adjudicator:

Colin Czapiewski

Scheme Legal Advisers:

UK: Clifford Chance

(Contact: David Steinberg)

USA: Allen and Overy

(Contact: Ken Coleman)

Date 13 September 2013

CERTIFICATE OF COMPLETION

In relation to the Scheme of Arrangement made between City International Insurance Company Limited (the "Scheme Company") and its Scheme Creditors (as defined in the Scheme) pursuant to Section 425 of the Companies Act 1985, which was sanctioned in the High Court of Justice in England and Wales on 06 October 2010 and became effective on 12th October 2010 (the "Scheme").

In accordance with clause 9.2.2 of the Scheme, we hereby issue a certificate of completion to certify that the Scheme has been implemented in accordance with its terms.

Consequently the Scheme is hereby declared complete in respect of all Scheme Creditors on 13 September 2013 (the "Completion Date").

Yours faithfully

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CERTIFICATE OF COMPLETION

DOWA INSURANCE COMPANY (EUROPE) LIMITED

(the "SCHEME COMPANY")

To: Paul Matthews	Dowa Insurance Company (Europe) Limited	
cc: Scheme Actuary:	KPMG	(Contact: Philip Tippin)
Scheme Adjudicator:	Colin Czapiewski	
Scheme Legal Advisers:	UK: Clifford Chance	(Contact: David Steinberg)
	USA: Allen and Overy	(Contact: Ken Coleman)

Date: 13 September 2013

CERTIFICATE OF COMPLETION

In relation to the Scheme of Arrangement made between Dowa Insurance Company (Europe) Limited (the "Scheme Company") and its Scheme Creditors (as defined in the Scheme) pursuant to Section 425 of the Companies Act 1985, which was sanctioned in the High Court of Justice in England and Wales on 06 October 2010 and became effective on 12th October 2010 (the "**Scheme**").

In accordance with clause 9.2.2 of the Scheme, we hereby issue a certificate of completion to certify that the Scheme has been implemented in accordance with its terms.

Consequently the Scheme is hereby declared complete in respect of all Scheme Creditors on 13 September 2013 (the "**Completion Date**").

Yours faithfully

PRO Insurance Solutions Limited (the Scheme Manager)

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CERTIFICATE OF COMPLETION

EAST WEST INSURANCE COMPANY LIMITED

(the "SCHEME COMPANY")

To: Stephen Pitt	East West Insurance Company Limited	
cc: Scheme Actuary:	KPMG	(Contact: Philip Tippin)
Scheme Adjudicator:	Colin Czapiewski	
Scheme Legal Advisers:	UK: Clifford Chance	(Contact: David Steinberg)
	USA: Allen and Overly	(Contact: Ken Coleman)

Date: 13 September 2013

CERTIFICATE OF COMPLETION

In relation to the Scheme of Arrangement made between East West Insurance Company Limited (the "Scheme Company") and its Scheme Creditors (as defined in the Scheme) pursuant to Section 425 of the Companies Act 1985, which was sanctioned in the High Court of Justice in England and Wales on 06 October 2010 and became effective on 12th October 2010 (the "**Scheme**").

In accordance with clause 9.2.2 of the Scheme, we hereby issue a certificate of completion to certify that the Scheme has been implemented in accordance with its terms.

Consequently the Scheme is hereby declared complete in respect of all Scheme Creditors on 13 September 2013 (the "**Completion Date**").

Yours faithfully

Pro Insurance Solutions Limited

PRO Insurance Solutions Limited (the Scheme Manager)

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CERTIFICATE OF COMPLETION

FUJI INTERNATIONAL INSURANCE COMPANY LIMITED

(the "SCHEME COMPANY")

To: Malcolm McKenzie Fuji International Insurance Company Limited

cc: Scheme Actuary: KPMG (Contact: Philip Tippin)
Scheme Adjudicator: Colin Czapiewski
Scheme Legal Advisers: UK: Clifford Chance (Contact: David Steinberg)
 USA: Allen and Overy (Contact: Ken Coleman)

Date: 13 September 2013

CERTIFICATE OF COMPLETION

In relation to the Scheme of Arrangement made between Fuji International Insurance Company Limited (the "Scheme Company") and its Scheme Creditors (as defined in the Scheme) pursuant to Section 425 of the Companies Act 1985, which was sanctioned in the High Court of Justice in England and Wales on 06 October 2010 and became effective on 12th October 2010 (the "**Scheme**").

In accordance with clause 9.2.2 of the Scheme, we hereby issue a certificate of completion to certify that the Scheme has been implemented in accordance with its terms.

Consequently the Scheme is hereby declared complete in respect of all Scheme Creditors on 13 September 2013 (the "**Completion Date**").

Yours faithfully

PRO Insurance Solutions Limited

PRO Insurance Solutions Limited (the Scheme Manager)

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CERTIFICATE OF COMPLETION

HISCOX INSURANCE COMPANY LIMITED

(the "SCHEME COMPANY")

To: John Ludlow

Hiscox Insurance Company Limited

cc: Scheme Actuary:

KPMG

(Contact: Philip Tippin)

Scheme Adjudicator:

Colin Czapiewski

Scheme Legal Advisers:

UK: Clifford Chance

(Contact: David Steinberg)

USA: Allen and Overy

(Contact: Ken Coleman)

Date: 13 September 2013

CERTIFICATE OF COMPLETION

In relation to the Scheme of Arrangement made between Hiscox Insurance Company Limited (the "Scheme Company") and its Scheme Creditors (as defined in the Scheme) pursuant to Section 425 of the Companies Act 1985, which was sanctioned in the High Court of Justice in England and Wales on 06 October 2010 and became effective on 12th October 2010 (the "**Scheme**").

In accordance with clause 9.2.2 of the Scheme, we hereby issue a certificate of completion to certify that the Scheme has been implemented in accordance with its terms.

Consequently the Scheme is hereby declared complete in respect of all Scheme Creditors on 13 September 2013 (the "**Completion Date**").

Yours faithfully

Pro Insurance Solutions Limited

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CERTIFICATE OF COMPLETION

KX REINSURANCE COMPANY LIMITED

(the "SCHEME COMPANY")

To: Tony Hynes KX Reinsurance Company Limited

cc: Scheme Actuary: KPMG (Contact: Philip Tippin)
Scheme Adjudicator: Colin Czapiewski
Scheme Legal Advisers: UK: Clifford Chance (Contact: David Steinberg)
 USA: Allen and Overy (Contact: Ken Coleman)

Date: 13 September 2013

CERTIFICATE OF COMPLETION

In relation to the Scheme of Arrangement made between KX Reinsurance Company Limited (the "Scheme Company") and its Scheme Creditors (as defined in the Scheme) pursuant to Section 425 of the Companies Act 1985, which was sanctioned in the High Court of Justice in England and Wales on 06 October 2010 and became effective on 12th October 2010 (the "**Scheme**").

In accordance with clause 9.2.2 of the Scheme, we hereby issue a certificate of completion to certify that the Scheme has been implemented in accordance with its terms.

Consequently the Scheme is hereby declared complete in respect of all Scheme Creditors on 13 September 2013 (the "**Completion Date**").

Yours faithfully

Pro Insurance Solutions Limited

PRO Insurance Solutions Limited (the Scheme Manager)

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CERTIFICATE OF COMPLETION

METROPOLITAN REINSURANCE COMPANY (U.K.) LIMITED

(the "SCHEME COMPANY")

To: William Bower Metropolitan Reinsurance Company (U.K.) Limited

cc: Scheme Actuary: KPMG (Contact: Philip Tippin)
Scheme Adjudicator: Colin Czapiewski
Scheme Legal Advisers: UK: Clifford Chance (Contact: David Steinberg)
USA: Allen and Overy (Contact: Ken Coleman)

Date: 13 September 2013

CERTIFICATE OF COMPLETION

In relation to the Scheme of Arrangement made between Metropolitan Reinsurance Company (U.K.) Limited (the "Scheme Company") and its Scheme Creditors (as defined in the Scheme) pursuant to Section 425 of the Companies Act 1985, which was sanctioned in the High Court of Justice in England and Wales on 06 October 2010 and became effective on 12th October 2010 (the "Scheme").

In accordance with clause 9.2.2 of the Scheme, we hereby issue a certificate of completion to certify that the Scheme has been implemented in accordance with its terms.

Consequently the Scheme is hereby declared complete in respect of all Scheme Creditors on 13 September 2013 (the "Completion Date").

Yours faithfully

Pro Insurance Solutions Limited

PRO Insurance Solutions Limited (the Scheme Manager)

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CERTIFICATE OF COMPLETION

MOORGATE INSURANCE COMPANY LIMITED

(the "SCHEME COMPANY")

To: Ian Adlington

Moorgate Insurance Company Limited

cc: Scheme Actuary:

KPMG

(Contact: Philip Tippin)

Scheme Adjudicator:

Colin Czapiewski

Scheme Legal Advisers:

UK: Clifford Chance

(Contact: David Steinberg)

USA: Allen and Overy

(Contact: Ken Coleman)

Date: 13 September 2013

CERTIFICATE OF COMPLETION

In relation to the Scheme of Arrangement made between Moorgate Insurance Company Limited (the "Scheme Company") and its Scheme Creditors (as defined in the Scheme) pursuant to Section 425 of the Companies Act 1985, which was sanctioned in the High Court of Justice in England and Wales on 06 October 2010 and became effective on 12th October 2010 (the "**Scheme**").

In accordance with clause 9.2.2 of the Scheme, we hereby issue a certificate of completion to certify that the Scheme has been implemented in accordance with its terms.

Consequently the Scheme is hereby declared complete in respect of all Scheme Creditors on 13 September 2013 (the "**Completion Date**").

Yours faithfully

Pro Insurance Solutions Limited

PRO Insurance Solutions Limited (the Scheme Manager)

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CERTIFICATE OF COMPLETION

POLYGON INSURANCE COMPANY LIMITED

(the "SCHEME COMPANY")

To: Simon Naftel Polygon Insurance Company Limited

cc: Scheme Actuary: KPMG (Contact: Philip Tippin)
Scheme Adjudicator: Colin Czapiewski
Scheme Legal Advisers: UK: Clifford Chance (Contact: David Steinberg)
USA: Allen and Overy (Contact: Ken Coleman)

Date: 13 September 2013

CERTIFICATE OF COMPLETION

In relation to the Scheme of Arrangement made between Polygon Insurance Company Limited (the "Scheme Company") and its Scheme Creditors (as defined in the Scheme) pursuant to Section 425 of the Companies Act 1985, which was sanctioned in the High Court of Justice in England and Wales on 06 October 2010 and became effective on 12th October 2010 (the "**Scheme**").

In accordance with clause 9.2.2 of the Scheme, we hereby issue a certificate of completion to certify that the Scheme has been implemented in accordance with its terms.

Consequently the Scheme is hereby declared complete in respect of all Scheme Creditors on 13 September 2013 (the "**Completion Date**").

Yours faithfully

Pro Insurance Solutions Limited

PRO Insurance Solutions Limited (the Scheme Manager)

Bruton Court, Bruton Way
Gloucester GL1 1DA
t: +44 (0)1452 523426
f: +44 (0)1452 523437
pro_eauapools@pro-ltd.co.uk



www.englishandamericanpools.com

**THE EAUA POOL, TAUS POOL, TRANSGLOBE RE POOL, E&A RE POOL,
EAIC NON-POOL and CITY NON-POOL SCHEME OF ARRANGEMENT**

CERTIFICATE OF COMPLETION

SWISS RE INTERNATIONAL SE, UK BRANCH

(the "SCHEME COMPANY")

To: Lesley SimitovicTrumper Swiss Re International SE, UK Branch

cc: Scheme Actuary: KPMG (Contact: Philip Tippin)
Scheme Adjudicator: Colin Czapiewski
Scheme Legal Advisers: UK: Clifford Chance (Contact: David Steinberg)
USA: Allen and Overy (Contact: Ken Coleman)

Date: 13 September 2013

CERTIFICATE OF COMPLETION

In relation to the Scheme of Arrangement made between Swiss Re International SE, UK Branch (the "Scheme Company") and its Scheme Creditors (as defined in the Scheme) pursuant to Section 425 of the Companies Act 1985, which was sanctioned in the High Court of Justice in England and Wales on 06 October 2010 and became effective on 12th October 2010 (the "**Scheme**").

In accordance with clause 9.2.2 of the Scheme, we hereby issue a certificate of completion to certify that the Scheme has been implemented in accordance with its terms.

Consequently the Scheme is hereby declared complete in respect of all Scheme Creditors on 13 September 2013 (the "**Completion Date**").

Yours faithfully

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**THE EAUA POOL, TAUS POOL, TRANSGLOBE RE POOL, E&A RE POOL,
EAIC NON-POOL and CITY NON-POOL SCHEME OF ARRANGEMENT**

CERTIFICATE OF COMPLETION

TOWER INSURANCE LIMITED

(the "SCHEME COMPANY")

To: Keith Ingram Tower Insurance Limited

cc: Scheme Actuary: KPMG (Contact: Philip Tippin)
Scheme Adjudicator: Colin Czapiewski
Scheme Legal Advisers: UK: Clifford Chance (Contact: David Steinberg)
 USA: Allen and Overy (Contact: Ken Coleman)

Date: 13 September 2013

CERTIFICATE OF COMPLETION

In relation to the Scheme of Arrangement made between Tower Insurance Limited (the "Scheme Company") and its Scheme Creditors (as defined in the Scheme) pursuant to Section 425 of the Companies Act 1985, which was sanctioned in the High Court of Justice in England and Wales on 06 October 2010 and became effective on 12th October 2010 (the "Scheme").

In accordance with clause 9.2.2 of the Scheme, we hereby issue a certificate of completion to certify that the Scheme has been implemented in accordance with its terms.

Consequently the Scheme is hereby declared complete in respect of all Scheme Creditors on 13 September 2013 (the "Completion Date").

Yours faithfully

PRO Insurance Solutions Limited (the Scheme Manager)

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EXHIBIT B

Proposed Order

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	
In re:	:
	: Chapter 15
BALOISE INSURANCE LTD., CITY	:
INTERNATIONAL INSURANCE COMPANY	:
LIMITED, DOWA INSURANCE COMPANY	:
(EUROPE) LIMITED, EAST WEST	:
INSURANCE COMPANY LIMITED, FUJI	: Case No. 10-15358 (JMP)
INTERNATIONAL INSURANCE COMPANY	:
LIMITED, HISCOX INSURANCE COMPANY	:
LIMITED, KX REINSURANCE COMPANY	:
LIMITED, METROPOLITAN REINSURANCE	:
COMPANY (U.K.) LIMITED, MOORGATE	: (Jointly Administered)
INSURANCE COMPANY LIMITED, NIPPON	:
INSURANCE COMPANY OF EUROPE	:
LIMITED, POLYGON INSURANCE COMPANY	:
LIMITED, SWISS RE INTERNATIONAL SE, UK	:
BRANCH, AND TOWER INSURANCE LIMITED	:
	:
	:
Debtors in a Foreign Proceeding.	:
	:
	:
-----X	

ORDER CLOSING CHAPTER 15 CASES

Upon the motion (the “**Motion**”) of PRO Insurance Solutions Limited in its capacity as foreign representative (in such capacity, the “**Foreign Representative**”) of the above captioned debtors (together, the “**Debtors**”), for entry of an order closing these chapter 15 cases; and the Foreign Representative having filed the final status report (the “**Final Report**”) as Exhibit C thereto and given notice of its filing to those parties required by Bankruptcy Rule 5009(c) and having filed the accompanying *Certification of No objection Regarding Chapter 15 Case Closing Motion and Final Report* [Docket No. ___] and receiving no objection thereto by December 12, 2013; and upon consideration of the Certification of No Objection; and upon

consideration of the Motion and all pleadings related thereto; and the Court finding that (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, and the United States District Court for the Southern District of New York *Standing Order of Reference* (M10-431) dated as of February 1, 2012, (b) this matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2), and (c) notice of the Motion was due and proper under the circumstances; and it appearing that the relief requested in the Motion is in the best interest of the Debtors, their creditors and other parties-in-interest; and after due deliberation, and good and sufficient cause appearing therefore; it is hereby:

1. ORDERED that the Motion is granted.
2. ORDERED that the following jointly administered chapter 15 cases are hereby closed: In re Baloise Insurance Ltd., 10-15358, City International Insurance Company Limited, 10-15360, Dowa Insurance Company (Europe) Limited, 10-15361, East West Insurance Company Limited, 10-15362, Fuji International Insurance Company Limited, 10-15363, Hiscox Insurance Company Limited, 10-15364, KX Reinsurance Company Limited, 10-15365, Metropolitan Reinsurance Company (U.K.) Limited, 10-15366, Moorgate Insurance Company Limited, 10-15367, Nippon Insurance Company of Europe Limited, 10-15368, Polygon Insurance Company Limited, 10-15369, Swiss Re International SE. UK Branch, 10-15370, and Tower Insurance Limited, 10-15371.
3. ORDERED that a docket entry shall be made in the chapter 15 case reflecting the entry of this Order.
4. ORDERED that this Order is without prejudice to the rights of any party to seek to reopen this case for cause pursuant to section 350(b) of the Bankruptcy Code.

New York, New York
Date: December __, 2013

United States Bankruptcy Judge

EXHIBIT C

Final Report

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X
In re: :
: Chapter 15
BALOISE INSURANCE LTD., CITY :
INTERNATIONAL INSURANCE COMPANY :
LIMITED, DOWA INSURANCE COMPANY :
(EUROPE) LIMITED, EAST WEST :
INSURANCE COMPANY LIMITED, FUJI : Case No. 10-15358 (JMP)
INTERNATIONAL INSURANCE COMPANY :
LIMITED, HISCOX INSURANCE COMPANY :
LIMITED, KX REINSURANCE COMPANY :
LIMITED, METROPOLITAN REINSURANCE :
COMPANY (U.K.) LIMITED, MOORGATE : (Jointly Administered)
INSURANCE COMPANY LIMITED, NIPPON :
INSURANCE COMPANY OF EUROPE :
LIMITED, POLYGON INSURANCE COMPANY :
LIMITED, SWISS RE INTERNATIONAL SE, UK :
BRANCH, AND TOWER INSURANCE LIMITED :
:
Debtors in a Foreign Proceeding. :
:
-----X

FOREIGN REPRESENTATIVE'S FINAL STATUS REPORT

PRO Insurance Solutions Limited, the designated foreign representative (the “**Foreign Representative**”) of Baloise Insurance Ltd. (“**Baloise**”), City International Insurance Company Limited (“**City International**”), Dowa Insurance Company (Europe) Limited (“**Dowa**”), East West Insurance Company Limited (“**East West**”), Fuji International Insurance Company Limited (“**Fuji**”), Hiscox Insurance Company Limited (“**Hiscox**”), KX Reinsurance Company Limited (“**KX**”), Metropolitan Reinsurance Company (U.K.) Limited (“**Met Re**”), Moorgate Insurance Company Limited (“**Moorgate**”), Nippon Insurance Company of Europe Limited (“**Nippon**”), Polygon Insurance Company Limited (“**Polygon**”), Swiss Re International

SE, UK Branch (“SRI”), and Tower Insurance Limited (“Tower”) (together, the “Debtors”), submits this final status report (this “Final Report”) pursuant to Rule 5009(c) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) on behalf of the Debtors in connection with the above-captioned chapter 15 cases (the “Chapter 15 Cases”) and respectfully states as follows:

INTRODUCTION

1. The Foreign Representative has determined that closing the Chapter 15 Cases is appropriate at this time. Towards that end, and concurrently herewith, the Foreign Representative filed and served (i) the *Foreign Representative’s Motion for Entry of Order Closing Chapter 15 Cases* (the “Case Closing Motion”) and (ii) a certificate with the Court confirming that this Final Report has been served on the Office of the United States Trustee for the Southern District of New York and parties in interest (collectively, the “Parties”) receiving notice of the Case Closing Motion as required by Bankruptcy Rule 5009.

Bankruptcy Rule 5009(c) provides:

A foreign representative in a proceeding recognized under § 1517 of the Code shall file a final report when the purpose of the representative’s appearance in the court is completed. The report shall describe the nature and results of the representative’s activities in the court. The foreign representative shall transmit the report to the United States trustee, and give notice of its filing to the debtor, all persons or bodies authorized to administer foreign proceedings of the debtor, all parties to litigation pending in the United States in which the debtor was a party at the time of the filing of the petition, and such other entities as the court may direct. The foreign representative shall file a certificate with the court that notice has been given. If no objection has been filed by the United States trustee or a party in interest within 30 days after the certificate is filed, there shall be a presumption that the case has been fully administered.

Fed. R. Bankr. P. 5009(c).

2. The primary function of the Chapter 15 Cases was to support the Debtors' cross-border restructuring by protecting the Debtors and their assets against unilateral action in the United States. After entry of the Recognition Order, the Foreign Representative was able to conduct restructuring activities primarily in the English Proceedings and no further activities were required in the Chapter 15 Cases.

3. At this time, the primary purpose of the Chapter 15 Cases has been achieved. The Foreign Representative therefore believes that it no longer needs to make further appearances before this Court, subject in all instances to preservation of the Foreign Representative's and the Debtors' right to re-open the Chapter 15 Cases for cause including in the event that a creditor or other party in interest subject to this Court's jurisdiction attempts to take action in violation of the Debtors' schemes of arrangement (the "**Schemes**") and associated proceedings under Part 26 of the English Companies Act of 2006 (the "**English Proceedings**") conducted before the High Court of Justice of England and Wales (the "**High Court**") and recognized in the United States pursuant to the Recognition Order.

4. The Foreign Representative submits this Final Report, and has filed the Case Closing Motion, without prejudice to move this Court to reopen the Chapter 15 Cases under section 350 of the Bankruptcy Code to accord the Debtors whatever additional relief, if any, the Debtors require consistent with the provisions of chapter 15 of the Bankruptcy Code.

5. Pursuant to Bankruptcy Rule 5009(c), the United States Trustee and parties in interest have thirty days from the date hereof to object to closure of the Chapter 15 Cases. In the event no such objections are filed, or such objections have been consensually resolved, the Foreign Representative will seek entry of the proposed order attached to the Case Closing Motion closing the Chapter 15 Cases.

FINAL REPORT

6. The Debtors are all insurance companies that formerly underwrote insurance and reinsurance business. At the end of 1992, they ceased accepting new business and went into run-off. In 1993, the Foreign Representative, a run-off specialist, assumed the administration of the Debtors. The Debtors then ceased writing new business and sought to determine, settle and pay all liquidated claims of their insureds either as they arose, or, if possible, before they arose. The Debtors were in run-off for approximately sixteen years at the time court supervision in England was commenced, and the Foreign Representative estimated that in the ordinary course the run-off would take at least another sixteen years to complete.

7. A meeting of the Debtors' creditors was convened on April 30, 2010, during which time the Schemes were approved by the requisite statutory majorities. Subsequently the Schemes were sanctioned by the High Court on October 6, 2010. On October 14, 2010, the Foreign Representative filed petitions commencing the Chapter 15 Cases, seeking, among other things, recognition of the English Proceedings as "foreign main proceedings" and the Schemes be given full force and effect in the United States. On December 9, 2010, this Court entered an Order granting such relief.

8. The primary purposes of the Foreign Representative's restructuring proceedings were to shorten the time period for the run-off, reduce administrative costs, and terminate the businesses in a unified and coordinated manner. Having completed these goals, the Foreign Representative issued certificates of completion (the "**Certificates of Completion**") on September 5, 2013 and September 13, 2013 to each of the debtors, and believes that it is appropriate to terminate and close these chapter 15 Cases.

CONCLUSION

9. The Foreign Representatives estimated that it would take approximately sixteen additional years to complete the run-off without the English Proceedings. Largely attributable to the supervision of the High Court, as assisted by this Court, the run-off has been completed successfully in a little over three years. Accordingly, it is time to close the Chapter 15 Cases.

Dated: New York, New York
November 12, 2013

ALLEN & OVERY LLP

/s/ Stephen Doody
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