

CX Reinsurance Company Limited

Report & Accounts

2009

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CHIEF EXECUTIVE OFFICER'S REVIEW**Summary**

The Company made a profit after tax of \$13.8 million in the year (2008: loss of \$44.8 million) which was mainly driven by investment gains in the Company's fixed income bond portfolio and a currency translation gain on the sterling assets held in the tax escrow accounts of \$3.9 million. As a consequence, the Company's surplus (shareholders' funds) increased to \$61.2 million at 31 December 2009 (2008: \$47.4 million).

Claims management

Tawa Management Limited, the Company's run-off manager, has made further progress in the reduction of the insurance and reinsurance exposures. Although the total volume of reserves removed through commutation during the year was lower than historic levels, a number of key transactions were agreed.

Since Tawa Management Limited became the Company's run-off manager, the volatility within the portfolio has been reduced markedly through the successful programme of commutations of liabilities and outwards protections. This is borne out by the negligible increase this year in actuarial projections of the Company's remaining insurance reserves. Net undiscounted reserves now amount to just over \$180 million, from a total of \$1.6 billion at the point of acquisition by Tawa.

Asset and liability management

The Company's asset and liability matching strategy remains unchanged from previous years. It is pleasing to report that the Company's decision to maintain its investment strategy has produced a gain in the marked to market valuation of investments in excess of the unwind of the discount on net liabilities of \$17 million, representing a significant reversal of the \$23 million loss during the traumatic market conditions in 2008. As reported in the Finance Review, the Company's asset managers have taken steps to reduce the levels of risk within the portfolio by reducing the allocations to financial institutions and commercial mortgage-backed securities following the recovery in valuations of such securities. The Company's policy of matching the duration and currency of assets and liabilities, subject to the assets held in escrow accounts described below, has ensured that changes in interest rates or foreign currency rates have little effect on the Company's surplus.

Balances held relating to the surrender of tax losses

Following the reorganisation on 21 March 2006, the Company has surrendered tax losses by way of consortium relief relating to its accounting period ended 31 December 2006. These surrenders required the claimant companies to place in sterling escrow accounts in the name of the Company the amount of the consideration, which together with interest, at 31 December 2009 amounted to \$65.4 million. In addition the Company has agreed to surrender 2007 losses for a further \$2.7 million. The Company also carries creditor balances being amounts due to other parties from the proceeds of the transactions amounting to \$33.6 million. Thus the net benefit to the Company at 31 December 2009 is \$34.5 million. The proceeds will not be released from escrow until the claiming companies agree their tax returns for the relevant periods with HMRC. Should the losses not finally be available to the claiming companies, the proceeds would accrue back to the claiming companies and the benefit to the Company would reduce accordingly.

Costs

Costs recharged by the Company's manager, Tawa Management Limited in 2009 amounted to \$6.6 million (2008: \$12.2 million). In addition, a \$3 million (2008: \$4 million) management fee was paid to the manager. For 2010 the estimated costs recharged by the Company's manager are \$4.9 million and, the fee has been agreed at \$2.5 million.

Future developments

The various strategic options available to the Company and the costs involved have been considered and evaluated once again. The Directors continue to be of the view that the most appropriate strategy for protecting the surplus of the Company is to continue the process of accelerating the run-off of the liabilities through commutations.

The Company's Directors, officers and managers are fully aware of the ongoing challenges and remain committed to the delivery of the most suitable strategies for managing the Company's capital and risks.



Colin Bird
Chief Executive Officer

FINANCIAL REVIEW**Overview**

The Company made a profit after tax of \$13.8 million in the year (2008: \$44.8 million loss) which was driven by investment gains in the Company's fixed income bond portfolio and a currency translation gain on the sterling assets held in the tax escrow accounts the majority of which were set up at the time of the reorganisation of the Company's share capital in 2006. As a consequence, the Company's surplus (shareholders' funds) increased to \$61.2 million at 31 December 2009 (2008: \$47.4 million).

Claims management

As a result of the active descaling of the Company's reserves since the acquisition by Tawa, the change in incurred claims due to changes in actuarial projections during the year was negligible and the levels of claims and commutations paid were lower than in previous years. Partially offsetting these developments, costs were incurred in reducing the resources required to manage the Company's current and future operations.

Gross claims and run-off expenses paid during the period were \$39.3 million (2008: \$73.1 million) and gross undiscounted reserves were reduced by \$34.6 million (2008: \$71.4 million), after taking account of the impact of foreign exchange differences, to \$213.2 million (2008: \$237.5 million).

Reinsurers' share of claims paid was \$2.1 million (2008: \$19.1 million) and undiscounted reinsurance on reserves was reduced by \$2.3 million (2008: \$19.8 million) to \$32.5 million (2008: \$34.6 million).

Undiscounted reserves net of reinsurance decreased by 10.9% (2008: 26.6%) to \$180.7 million as at 31 December 2009 (2008: \$202.9 million).

Net operating expenses, which exclude those costs charged to unallocated loss adjustment expenses and allocated loss adjustment expenses in the period were \$3.0 million (2008: \$8.6 million), comprising management fees payable to Tawa Management Limited.

Asset and liability management ("ALM")

The key principles within the ALM strategy for the Company continue to be the mitigation of risks due to:

- changes in interest rates;
- changes in foreign exchange rates;
- illiquidity of assets;
- excess credit risk.

To address these risks the Company has consistently maintained a portfolio of highly rated, readily realisable assets which broadly matches the duration and currency of the liabilities. Average rating of the portfolio remains at AA. The objective each year is for the investment return to exceed the unwinding of the discount on the net reserves.

The Company's asset and liability matching strategy remains unchanged from previous years. It is pleasing to report that the Company's decision to maintain its investment strategy has produced a gain in the marked to market valuation of investments in excess of the unwind of the discount on net liabilities of \$17 million. This represents a reversal of 61% of the \$28 million losses incurred due to spread-widening during the traumatic market conditions in from June 2007 to the end of 2008. As reported in the Finance Review, the Company's asset managers have taken steps to reduce the levels of risk within the portfolio by reducing the allocations to financial institutions and commercial mortgage-backed securities following the recovery in valuations of such securities. The Company's policy of matching the duration and currency of assets and liabilities, subject to the assets held in escrow accounts described below, has ensured that changes in interest rates or foreign currency rates have little effect on the Company's surplus.

All sectors of the Company's portfolio of spread products have outperformed Government bonds; however the most significant returns were generated by holdings of CMBS and US corporate bonds and an investment in a fund of European credit. The Company's asset managers have taken the opportunities created by the market recovery to lower the levels of asset risk by, for example, materially reducing the exposure to CMBS and securities issued by financial institutions.

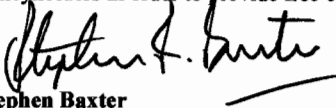
Changes in interest rates in all major currencies impacting on the Company during 2009, which were different from the expectations of many commentators, had an immaterial effect on the Company's balance sheet due to the duration of liabilities and supporting assets being broadly matched. The change in net discounted liabilities due to changes in interest rates was largely offset by changes in the value of supporting fixed income assets. The gain due to changes in interest rates was \$0.5 million.

FINANCIAL REVIEW (CONTINUED)

The Company continues to apply risk free yield curves for principal currencies in discounting its reserves and provides for appropriate levels of unallocated loss adjustment expenses required to service the run-off. The impact of discounting for the time value of money in the balance sheet at 31 December 2009 was \$41.7 million (2008: \$33.8 million). This increase was a result of increases in the yield curves during the year, partially offset by the unwinding of the discount relating to claims and commutations.

The gain due to changes in exchange rates disclosed in other expenses in the profit and loss account was \$3.9 million (2008: loss of \$9.8 million). This gain was attributable to the impact of the strengthening of sterling against the US dollar during the year on the sterling assets held in the tax escrow accounts set up at the time of the reorganisation of the Company's share capital in 2006 and which relate to the surrender of consortium relief to the shareholders.

The Company closely monitors its liquidity needs and continues to work actively with US regulators to release funds held as collateral for US policyholders in order to provide free cash to settle liabilities not supported by collateral.



Stephen Baxter
Treasurer

REPORT OF THE DIRECTORS

The Directors present their thirty-eight annual report together with the financial statements of CX Reinsurance Company Limited ("the Company") for the year ended 31 December 2009.

Principal activity and review of business

The principal activity of CX Reinsurance Company Limited is the carrying out of reinsurance contracts written prior to August 2001, when the Company ceased underwriting new business. The Company will continue its principal activity in 2010 and beyond. The Company is regulated by the FSA. A review of the Company's business is set out in the Chief Executive Officer's Review and the Financial Review on pages 2 and 3, and the results for the year are set out on pages 10 and 11.

Dividends

No dividends were declared or paid in the year (2008: \$nil). The balance from the profit and loss account is to be transferred to reserves.

Going concern

After making enquiries, the Directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the financial statements. Further details regarding the adoption of the going concern basis can be found in note 1 to the financial statements.

Directors and Directors' interests

The Directors of the Company are listed on page 8 and unless otherwise indicated, all served throughout the year.

G M J Erulin and E M Rosenstiehl (E M Rosenstiehl resigned from the Board of Directors on 31 May 2009) are also Directors of Tawa Management Limited with whom the Company has entered into a management agreement for the provision of management services. Management charges and fees payable to Tawa Management Limited in the period to 31 December 2009 were \$9.6 million (2008: \$22.0 million). These costs include management fees, allocated loss adjustment expenses, unallocated loss adjustment expenses and all other operating costs. At the year end, the balance owed to Tawa Management Limited was \$0.4 million (2008: \$2.9 million).

G M J Erulin is also a Director of Tawa Consulting Limited from whom the Company has purchased services during the year. Services purchased from Tawa Consulting Limited in the period to 31 December 2009 totalled \$0.04 million (2008: \$0.2 million). At the year end, the balance owed to Tawa Consulting Limited was \$nil (2008: \$0.2 million).

Directors' Indemnities

The Company is a beneficiary of insurance cover for its Directors and Officers against liabilities which may be incurred by them while acting as Directors and Officers. As at the date of this report, indemnities are in force under which the Company has agreed to indemnify its Directors and Officers, to the extent permitted by law and the Company's articles of association, against all costs, charges, losses, liabilities and expenses that they may incur in the execution of their duties, powers and offices as Directors and Officers of the Company. Copies of these indemnities are kept at the Company's registered office and are open for inspection by any member of the Company without charge.

Political and charitable contributions

The Company made no political or charitable donations during the year (2008: \$nil).

REPORT OF THE DIRECTORS (CONTINUED)**Risk management**

In the ordinary course of business, the Company is exposed to, and manages, a variety of risks, with insurance, credit and liquidity risk being of particular significance.

- Insurance risk is the risk associated with the uncertainty and the quantum of the claim or the time when claims payments will fall due. In order to mitigate these risks, actuarial techniques are used to protect future claims payments. This is discussed further in note 3 to the accounts.
- Credit risk is the risk associated with the Company's reinsurance arrangements, investment portfolios, and other counterparty credit risks. When purchasing reinsurance the Company took account of the risk assessment, the financial strength of reinsurance counterparties and the cost of reinsurance protection. Additionally, the Company is subject to credit risk in respect of third party entities in which the Company holds debt securities issued by those entities. As a consequence of the established investment policies and in order to mitigate investment risk, the average credit quality of the portfolio must be rated A or higher and all securities must be rated BBB or higher. The actual average rating of the portfolios at 31 December 2009 was AA.
- Liquidity risk is the risk that there will be insufficient liquid resources available to fund insurance liability cash outflows when they fall due. The Company's practice is to invest in assets which are readily marketable and which broadly match the duration of the liabilities.

The management of risk is fundamental to the Company, with the Board having responsibility for the overall system of internal control and for reviewing its effectiveness. Such systems are designed to manage, rather than eliminate, the risk of failure to achieve business objectives; any system can provide only reasonable and not absolute assurance against material misstatement or loss.

The Company has processes for identifying, evaluating and managing the significant risks faced by the Company. These processes have been in place for the whole of the year and have continued up to the date this document was approved.

The Company has a detailed risk management process, culminating in a Board review, which identifies the key risks facing the Company. Each operational area within the Company is responsible for the identification and assessment of their particular risk exposures, and implementing risk management policies, limits and procedures, as approved by the Board.

The Board has delegated specific risk monitoring and control responsibilities to the Audit Committee and the Treasury Committee as follows:

- the Audit Committee, on behalf of the Board, considers the effectiveness of the operation of internal control processes and procedures in the Company during the financial year, including the review of reports from the external auditors, and reports its conclusions to the Board; and
- the Treasury Committee considers the management of assets and liabilities, including the level of risk to be accepted in relation to both assets backing the Company's liabilities and assets backing the surplus and the monitoring and controlling of the Company's financial and regulatory reporting.

Auditors

The Directors who held office at the date of approval of this Directors' Report confirm that, so far as they are each aware, there is no relevant audit information of which the Company's auditors are unaware; and each Director has taken all steps that they ought to have taken as a Director to make themselves aware of any relevant audit information and to establish that the Company's auditors are aware of that information. This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006.

Deloitte LLP have indicated their willingness to be reappointed for another term and appropriate arrangements have been put in place for them to be deemed to be reappointed as auditors in the absence of an Annual General Meeting.

REPORT OF THE DIRECTORS (CONTINUED)

Statement of Directors' responsibilities

The Directors are responsible for preparing the Directors' Report and the financial statements in accordance with applicable law and regulations.

Company law requires the Directors to prepare financial statements for each financial year. Under that law they have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period.

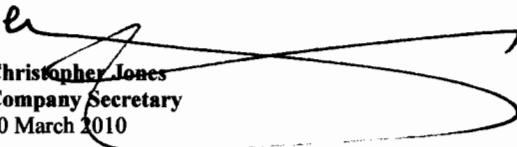
In preparing these financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and to enable them to ensure that the financial statements comply with the Companies Act 2006.

They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities. Under applicable law, the Directors are also responsible for preparing a Directors' Report that complies with that law.

By order of the Board


Christopher Jones
Company Secretary
30 March 2010

CORPORATE INFORMATION

Directors

G M J Erulin - Chairman
P A Jardine - Non-Executive
P M Marcell - Non-Executive
G Pagniez - Non-Executive (Resigned 31 May 2009)
E M Rosenstiehl - Non-Executive (Resigned 31 May 2009)
P T Blue - Non-Executive (Resigned 31 May 2009)
J R W Thirlwell - Non-Executive (Resigned 31 May 2009)

Head Office & Registered Office

The Isis Building
193 Marsh Wall
London
E14 9SG

Auditors

Deloitte LLP
Hill House
1 Little New Street
London EC4A 3TR

Principal Bankers

Barclays Bank plc
1 Churchill Place
Canary Wharf
London E14 5HP

Registered Number: 1086556

(England and Wales)

Company Secretary

C H E Jones FCIS

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF CX REINSURANCE COMPANY LIMITED

We have audited the financial statements of CX Reinsurance Company Limited for the year ended 31 December 2009, which comprise the profit and loss Account, the balance sheet, the cash flow statement and the related notes 1 to 24. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

This report is made solely to the Company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an auditors' report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of Directors and auditors

As explained more fully in the Directors' Responsibilities Statement, the Directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's (APB's) Ethical Standards for Auditors.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the Company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the Directors; and the overall presentation of the financial statements.

Opinion on financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 December 2009 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

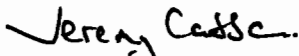
Opinion on other matters prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of Directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.



Jeremy Casson (Senior Statutory Auditor)
for and on behalf of Deloitte LLP
Chartered Accountants and Statutory Auditors
London, United Kingdom
30 March 2010

PROFIT AND LOSS ACCOUNT*For the year ended 31 December 2009***Technical Account - General Business**

	Notes	31 Dec 2009		31 Dec 2008	
		US\$000	US\$000	US\$000	US\$000
Gross premiums written and earned	4		190		615
Outward reinsurance premiums			<u>(30)</u>		<u>65</u>
Net premiums written			160		680
Allocated investment income from the Non-Technical Account			11,523		(1,200)
Claims paid					
Gross amount		(39,257)		(73,096)	
Reinsurers' share		<u>2,051</u>		<u>19,075</u>	
		<u>(37,206)</u>		<u>(54,021)</u>	
Change in the provision for claims					
Gross amount		34,595		71,350	
Reinsurers' share		(2,263)		(19,759)	
Impact of discounting		<u>6,198</u>		<u>(25,094)</u>	
		<u>38,530</u>		<u>26,497</u>	
Net claims incurred	4		1,324		(27,524)
Net operating expenses	4,5		(3,027)		(8,553)
Balance on the Technical Account - General Business	4		<u>9,980</u>		<u>(36,597)</u>

Since the Company ceased underwriting in August 2001, the results of the operations relate to discontinued activities. However, the Company continues to manage its general insurance and reinsurance business.

The notes on pages 14 to 26 form part of these financial statements.

PROFIT AND LOSS ACCOUNT (CONTINUED)*For the year ended 31 December 2009***Non - Technical Account**

	Notes	31 Dec 2009		31 Dec 2008	
		US\$000	US\$000	US\$000	US\$000
Balance on the Technical Account -					
General Business			9,980		(36,597)
Investment return			-		-
Investment income and realised gains	6	8,214		12,272	
Unrealised investment gains/(losses)	6	3,397		(12,979)	
Investment expenses and charges	6	(88)		(493)	
Allocated to the Technical Account		<u>(11,523)</u>		<u>1,200</u>	
Interest payable			(106)		(1,072)
Other income/(expenses)	7		<u>3,969</u>		<u>(9,820)</u>
Profit/(loss) on ordinary activities before taxation			13,843		(47,489)
Taxation	11		<u>-</u>		<u>2,662</u>
Profit/(loss) for the financial year	16		<u>13,843</u>		<u>(44,827)</u>

A statement of total recognised gains and losses is not presented as there have been no gains and losses other than as shown above.

The inclusion of unrealised gains and losses in the profit and loss account is not deemed to be a departure from the unmodified historical cost basis of accounting and therefore a separate note of historical cost profits and losses has not been included.

The notes on pages 14 to 26 form part of these financial statements.

BALANCE SHEET

As at 31 December 2009

	Notes	31 Dec 2009 US\$000	31 Dec 2008 US\$000
Assets			
Investments			
Other financial investments	13	<u>220,784</u>	<u>232,120</u>
Reinsurers' share of technical provisions			
Claims outstanding	17	<u>21,389</u>	<u>25,497</u>
Debtors			
Debtors arising out of direct insurance operations		299	1,533
Debtors arising out of reinsurance operations		22,532	43,275
Other debtors	14	<u>23</u>	<u>2,188</u>
		<u>22,854</u>	<u>46,996</u>
Other assets			
Cash at bank and in hand		<u>6,299</u>	<u>941</u>
Prepayments and accrued income			
Other prepayments and accrued income		<u>1,472</u>	<u>2,899</u>
Total assets		<u>272,798</u>	<u>308,453</u>
Liabilities			
Capital and reserves			
Called up share capital	15	513,226	513,226
Share premium account	16	11,330	11,330
Profit and loss account	16	<u>(463,353)</u>	<u>(477,196)</u>
Shareholders' funds attributable to equity interests		<u>61,203</u>	<u>47,360</u>
Technical provisions			
Claims outstanding	17	<u>160,311</u>	<u>194,658</u>
Creditors			
Creditors arising out of direct insurance operations		1,614	2,081
Creditors arising out of reinsurance operations		15,505	13,654
Other creditors including tax and social security	19	<u>34,165</u>	<u>50,700</u>
		<u>51,284</u>	<u>66,435</u>
Total liabilities		<u>272,798</u>	<u>308,453</u>

The notes on pages 14 to 26 form part of these financial statements.

The financial statements of CX Reinsurance Company Limited (1086556) were approved by the Board of Directors and authorised for issue on 24 March 2010 and were signed on its behalf on 30 March 2010 by:

Gilles Erulin
Chairman



CASH FLOW STATEMENT*For the year ended 31 December 2009*

		31 Dec 2009	31 Dec 2008
	Notes	US\$000	US\$000
Net cash inflow/(outflow) from operating activities	20	2,397	(92,376)
Returns on investments and servicing of financing	21	31	1,553
Taxation	21	-	2,662
		<u>2,428</u>	<u>(88,161)</u>
Cash outflow before management of liquid resources and financing			
Financing	21	(19,880)	17,088
		<u>(19,880)</u>	<u>17,088</u>
Net portfolio investment	21	22,810	70,746
Increase/(decrease) in cash holdings	22	<u>5,358</u>	<u>(327)</u>

The notes on pages 14 to 26 form part of these financial statements.

NOTES TO THE ACCOUNTS

1. Basis of preparation

The financial statements are prepared in accordance with the provisions of Section 396 of the Companies Act 2006 and Schedule 3 of the Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008. The financial statements have been prepared in accordance with the historical cost convention, as modified by the revaluation of certain assets, and comply with the Statement of Recommended Practice on Accounting for Insurance Business as amended in December 2006 by the Association of British Insurers.

Going concern

The Directors have reviewed the position of the Company in relation to its assets and liabilities and its estimates of future cash flows. They have considered the position of the Company's investments, reinsurance assets and assets relating to the surrender of tax losses, compared to the technical provisions and the costs of the run-off. In addition they have assessed the Company's liquidity with regard to expected future cash flows. In light of these reviews they have concluded that it is appropriate to adopt the going concern basis in preparing the annual report and accounts.

2. Accounting policies

A summary of the principal accounting policies, which have been applied consistently unless otherwise stated, are set out below.

a) Basis of accounting for underwriting activities

All classes of business are accounted for on an annual basis, whereby the incurred cost of claims, commissions and expenses are charged against the earned proportion of premiums, net of reinsurance arising in the financial period.

b) Premiums

Premiums written include adjustments to premiums written in prior accounting periods and estimates for pipeline premiums. For inwards proportional reinsurance treaties and certain binding authorities and lineslips, written premium is included in line with anticipated writing patterns of cedants and agents. Outward reinsurance premiums are accounted for in the same accounting period as the premiums for the related direct insurance or inwards reinsurance business.

c) Acquisition costs

Acquisition costs comprise the expenses, both direct and indirect, of acquiring insurance policies written during the financial period. Deferred acquisition costs represent the proportion of acquisition costs incurred, which correspond to the proportion of gross premiums written, which are unearned at the balance sheet date.

d) Claims incurred

Claims incurred include all claims and internal and external claims settlement expense payments made in respect of the financial period, together with the movement in the provision for claims outstanding and internal and external claims settlement expenses, including claims incurred but not reported.

Outwards reinsurance recoveries are accounted for in the same accounting period as the claims for the related direct or inwards reinsurance business being reinsured.

e) Claims outstanding

Claims outstanding comprise provisions for the estimated cost of settling all claims incurred up to, but not paid at, the balance sheet date, whether reported or not, together with all future costs related to the management of the run-off of the portfolio of claims. Where applicable, prudent estimates are made for salvage and subrogation recoveries.

The gross claims outstanding provisions and related reinsurance recoveries, net of specific provision for doubtful recoveries, are determined on the basis of information currently available. Adjustments to the amount of the provisions are reflected in the financial statements for the period in which the adjustments are made. The methods used and the estimates made are reviewed regularly.

2. Accounting policies (continued)**f) Run-off provision**

Provision is made for administration and other costs estimated to be incurred during the period of the run-off unless these costs will be covered by future investment income.

g) Discounting

The Company's net technical provisions, estimated as set out in note 3 below, will be paid over a period of many years dependent upon the nature of the underlying risk, the claims outstanding and the related reinsurance recoveries. The net future liabilities have been reduced or "discounted" by an amount representing an estimate of future investment income from income-producing assets set aside to meet net claims liabilities. The payment patterns for claims outstanding are derived by the Company's actuaries from analysis of historical patterns experienced by the Company and other comparable companies in run-off. The Company's investment portfolio has been structured to minimise interest rate exposure such that the maturity profile of the fixed income investments matches the maturity profile of the technical provisions. The discount rate, hence anticipated future investment income, has been calculated with reference to relevant dates on the yield curve for treasury bonds in the currencies in which the investments are held. This is consistent with a marked to market value for the invested assets of the Company at the balance sheet date.

h) Foreign currencies

The Company has chosen to represent its financial statements in US dollars as the Directors consider this more closely reflects the trading activities of the business. Transactions in foreign currencies are recorded using the rates of exchange ruling at the date the transaction occurs. Monetary assets and liabilities are translated into US dollars at rates of exchange ruling at the balance sheet date. These translation differences are dealt with in the non-technical account.

The Company pursues a strategy of matching its estimate of the discounted net liability in each significant currency of exposure with currency or currency denominated instruments.

i) Investment income, expenses and charges

Investment income is accounted for on a receivable basis, gross of any imputed tax credit. Interest is accrued up to the balance sheet date. Realised gains or losses represent the difference between net sales proceeds and purchase price.

j) Unrealised gains and losses on investments

Unrealised gains and losses represent the difference between the valuation of investments at the balance sheet date and their purchase price. The movement in unrealised gains and losses comprises the increase/decrease in the period in the value of the investments held at the balance sheet date, together with the reversal of unrealised gains and losses recognised in earlier accounting periods in respect of investments disposed of in the current period.

k) Allocation of investment return

All investment income/(losses) were allocated from the Non-Technical Account to the Technical Account.

2. Accounting policies (continued)**l) Taxation**

Current taxation is provided for by reference to the profits and losses recognised in these accounts after taking account of group or consortium relief using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date. Deferred taxation is provided in full on timing differences between recognition of gains and losses in the financial statements and the recognition for taxation purposes. Deferred taxation liabilities are provided in relation to transactions that have occurred by the balance sheet date. Deferred taxation assets are recognised when it is considered that the benefit is more likely than not to inure to the Company. Deferred taxation is measured at the average tax rates that are expected to apply in the periods in which the timing differences are expected to reverse, based on tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date. Deferred tax is measured on a non-discounted basis.

m) Investments

Investments are shown in the financial statements at mid-market value at the balance sheet date. Investment transactions are recognised on a settlement date basis.

3. Estimation techniques, risks and uncertainties**Introduction**

The uncertainty inherent in insurance is inevitably reflected in the financial statements of insurance companies. The uncertainty in the financial statements principally arises in respect of the technical provisions of the Company. There is uncertainty as regards the eventual outcome of the claims that have occurred by the balance sheet date but remain unsettled. This includes claims that may have occurred but have not yet been notified to the Company and those that are not yet apparent to the insured.

As a consequence of this uncertainty, the Company needs to apply sophisticated estimation techniques to determine the appropriate provisions.

Estimation techniques

As stated in note 2e, the Company sets its provision for claims outstanding based on the estimated ultimate cost of all claims notified but not settled by the balance sheet date, together with the provision for related claims handling costs and net of salvage and subrogation recoveries. The provision also includes the estimated cost of claims incurred but not reported at the balance sheet date based on statistical methods and market benchmarks, as appropriate.

The adequacy of the claims outstanding provision is assessed by reference to actuarial projections of the ultimate development of claims in respect of each underwriting year. In addition, in certain areas of the portfolio, exposure analysis has been performed. This provision is derived through extensive analysis by the Company's in-house actuaries. The methods used, and the estimates made, are reviewed regularly.

The provision for claims outstanding and the provision for all future expenses related to the run-off of the net liabilities are discounted to take account of future investment income which will be generated prior to settlement of the claims, as outlined in note 2g above. The use of discounted technical provisions in representing the economic position of the Company necessarily depends upon the accuracy of the Company's estimate of:

- (i) future claims payments and associated reinsurance recoveries;
- (ii) the payment profiles attributable to claims payments and related reinsurance recoveries; and
- (iii) the future rate of return expected on invested assets.

3. Estimation techniques, risks and uncertainties (continued)**Risks and uncertainties**

Whilst the Directors consider that the gross provision for claims and the related recoveries are fairly stated on the basis of the information currently available to them, due to the nature of the insurance industry there is inherent uncertainty in these estimates. This uncertainty is such that the ultimate liability, which will vary as a result of subsequent information and events, may result in adjustments to the amount provided. Adjustments to the amount of the provisions are reflected in the financial statements for the period in which the adjustments are made.

Significant delays occur in the notification of certain claims and a substantial measure of experience and judgement is involved in assessing outstanding liabilities, the ultimate cost of which cannot be known with certainty at the balance sheet date. In particular, estimates of technical provisions inevitably contain inherent uncertainties because extensive periods of time may elapse between the occurrence of an insured loss, the claim triggering the insurance under a claims-made coverage, the reporting of that claim and the payment of the claim and the receipt of reinsurance recoveries.

The specific risks and uncertainties affecting the Company's financial statements are as follows:

(i) Asbestos, pollution and other latent claims

Following the commutation during 2002 of the whole account stop loss reinsurance contract with Continental Casualty Company protecting the 1987 and prior underwriting years, the Company has net exposure to claims and claims related expenses emanating from exposures to asbestos, environmental pollution and other latent injuries. In determining the reserves for such claims, the Company's actuaries have incorporated the result of an exposure analysis which was performed with the assistance of an external consultant. Such claims are frequently subject to disputes such as the extent of coverage and definitions of occurrence and possible legislative changes. Consequently, reserves for claims of this type cannot be determined using traditional actuarial techniques and the uncertainty surrounding the ultimate cost of settlement is greater than for more standard claims within the Company's portfolio.

(ii) Surrendered tax losses

Following the reorganisation on 21 March 2006 the Company has surrendered tax losses by way of consortium relief relating to its accounting periods ended 31 December 2006 and 31 December 2007. These surrenders required the claimant companies to place in sterling escrow accounts in the name of the Company the amount of the consideration, which together with interest, at 31 December 2009 amounted to \$68.1 million (2008: \$58.3 million). As at 31 December 2009 there was no debtor balance (2008: \$2.1 million) relating to adjustments and consortium relief for the Company's accounting period to 31 December 2007. The Company also carries creditor balances being amounts due to other parties from the proceeds of the transactions amounting to \$33.6 million (2008: \$29.9 million) thus the net benefit to the Company at 31 December 2009 is \$34.5 million (2008: \$30.5 million). The proceeds will not be released from escrow until the claiming companies agree their tax returns for the relevant periods with HMRC. Should the losses not finally be available to the claiming companies, the proceeds would accrue to the claiming companies and the benefit to the company would reduce accordingly.

(iii) Investments

The Company is exposed to market risk and credit risk on its invested assets. Market risk includes the risk of potential losses from adverse movements in market rates and prices including interest rates and foreign currency exchange rates. The interest rate risk is concentrated in investments in US dollar, sterling and euro's and is sensitive to many factors, including governmental monetary policies and domestic and international economic and political conditions. Credit risk includes the non performance of contractual payment obligations on invested assets and adverse changes in the credit worthiness of invested assets.

4. Segmental reporting

	Insurance property 31 Dec 2009 US\$000	Insurance liability 31 Dec 2009 US\$000	Insurance financial loss 31 Dec 2009 US\$000	Insurance other 31 Dec 2009 US\$000	Reinsurance Operations 31 Dec 2009 US\$000	Total 31 Dec 2009 US\$000
Gross premiums written and earned	80	5	44	20	41	190
Outward reinsurance premiums	-	-	-	-	(30)	(30)
Net premiums earned	80	5	44	20	11	160
Allocated investment income from Non - Technical Account	-	5,112	-	-	6,411	11,523
Gross claims incurred	1,341	(6,140)	1,828	1,496	(3,187)	(4,662)
Reinsurers' share	(37)	2,714	(3,405)	-	516	(212)
Impact on discounting	28	3,459	(173)	(75)	2,959	6,198
Net claims incurred	1,332	33	(1,750)	1,421	288	1,324
Net operating expenses	84	(700)	(38)	-	(2,373)	(3,027)
Balance on the Technical Account - General Business	1,496	4,450	(1,744)	1,441	4,337	9,980

	Insurance property 31 Dec 2008 US\$000	Insurance liability 31 Dec 2008 US\$000	Insurance financial loss 31 Dec 2008 US\$000	Insurance other 31 Dec 2008 US\$000	Reinsurance Operations 31 Dec 2008 US\$000	Total 31 Dec 2008 US\$000
Gross premiums written and earned	(8)	382	17	(24)	248	615
Outward reinsurance premiums	-	(12)	-	-	77	65
Net premiums earned	(8)	370	17	(24)	325	680
Allocated investment income from Non - Technical Account	-	(523)	-	-	(677)	(1,200)
Gross claims incurred	(19)	(4,868)	1,525	(211)	1,827	(1,746)
Reinsurers' share	58	5,248	1,347	-	(7,337)	(684)
Impact on discounting	(238)	(10,433)	(185)	(125)	(14,113)	(25,094)
Net claims incurred	(199)	(10,053)	2,687	(336)	(19,623)	(27,524)
Net operating expenses	(1)	(558)	-	-	(7,994)	(8,553)
Balance on the Technical Account - General Business	(208)	(10,764)	2,704	(360)	(27,969)	(36,597)

4. Segmental reporting (continued)

Gross written premium by geographical segment (calculated by domicile of ceding company):

	31 Dec 2009 US\$000	31 Dec 2008 US\$000
United States	137	355
United Kingdom	26	162
Europe	27	98
Worldwide	-	-
	<u>190</u>	<u>615</u>

Items within the Non - Technical Account are not allocated to lines of business since the Directors do not consider such an allocation to be meaningful.

Net assets are maintained to meet the solvency requirements of the Company as a whole and, as a consequence, segmental analysis of net assets has not been provided.

5. Net operating expenses

	31 Dec 2009 US\$000	31 Dec 2008 US\$000
Acquisition costs	(32)	(505)
Other expenses	<u>(2,995)</u>	<u>(8,048)</u>
	<u>(3,027)</u>	<u>(8,553)</u>

The provision for unallocated loss adjustment expenses and subsequent adjustments to the provision are included within net claims incurred.

6. Investment return

	31 Dec 2009 US\$000	31 Dec 2008 US\$000
Investment income	5,939	10,333
Realised investment gains	<u>2,275</u>	<u>1,939</u>
	8,214	12,272
Unrealised investment gains/(losses)	3,397	(12,979)
Investment management expenses	<u>(88)</u>	<u>(493)</u>
Investment return/(loss)	<u>11,523</u>	<u>(1,200)</u>

7. Other income/(expenses)

	31 Dec 2009 US\$000	31 Dec 2008 US\$000
Gains/(losses) in relation to movements in foreign currency exchange rates	3,969	(9,820)

8. Employees' remuneration

	31 Dec 2009 US\$000	31 Dec 2008 US\$000
Wages and salaries	68	240
Social security costs	8	29
	<u>76</u>	<u>269</u>
Average number of employees	1	1

9. Directors' emoluments

	31 Dec 2009 US\$000	31 Dec 2008 US\$000
Highest paid Director		
Emoluments	<u>58</u>	<u>65</u>
	<u>58</u>	<u>65</u>
All Directors		
Emoluments	<u>213</u>	<u>386</u>
	<u>213</u>	<u>386</u>

10. Auditors' remuneration

Amounts payable to Deloitte LLP, and their associates, by the Company in respect of non-audit services were \$nil (2008: \$nil). A more detailed analysis of auditors' remuneration basis is provided below:

	31 Dec 2009		31 Dec 2008	
	US\$000	%	US\$000	%
Audit services				
Services as auditors	323	100	531	100
Other Services				
Valuation and actuarial services	-	-	-	-
	<u>323</u>	<u>100</u>	<u>531</u>	<u>100</u>

Significant non-audit services require pre-approval by the Audit Committee.

11. Taxation

	31 Dec 2009 US\$000	31 Dec 2008 US\$000
Current taxation		
UK Corporation tax on profit/(loss) for the period	-	-
Group/consortium relief recoverable at non-standard rates	-	2,662
Taxation	<u>-</u>	<u>2,662</u>
Deferred taxation		
Origination and reversal of timing difference	-	-
Taxation	-	-

The difference between the total current tax shown above and the amount calculated by applying the standard rate of UK Corporation Tax to the profit on ordinary activities before tax is as follows:

	31 Dec 2009 US\$000	31 Dec 2008 US\$000
Profit/(loss) on ordinary activities before taxation	<u>13,843</u>	<u>(47,489)</u>
Taxation at standard UK corporation tax rate of 28% (2008: 28.5%)	3,876	(13,534)
Effects of:		
Expenses not deductible for tax purposes	-	-
Consortium relief surrendered	-	233
Value of unrecognised tax losses at 28% (2008: 28.5%)	-	13,301
Use of tax losses brought forward	<u>(3,876)</u>	<u>-</u>
	-	-
Group/consortium relief recoverable at non-standard rates	<u>-</u>	<u>2,662</u>
Taxation	<u>-</u>	<u>2,662</u>

The Company has not surrendered the benefit of tax losses to members of the consortium which own the Company's A shares during the current year (2008: \$2.7 million).

There is an unrecognised deferred tax asset of \$10.1 million (2008: \$13.6 million) in respect of the accumulated losses that has not been recognised, as it is not certain that the Company will be able to realise this asset by generating sufficient, future taxable profits.

12. Rates of exchange

The rates of exchange used to translate items denominated in foreign currency at the balance sheet date relative to US\$1 for significant currencies are as follows:

	31 Dec 2009	31 Dec 2008
United Kingdom	£0.60	£0.67
Europe	€ 0.91	€ 0.85

13. Investments

	Market value		Cost	
	31 Dec 2009 US\$000	31 Dec 2008 US\$000	31 Dec 2009 US\$000	31 Dec 2008 US\$000
Listed variable yield securities and unit trusts	20,607	17,159	23,633	25,707
Listed debt securities and other fixed interest securities	130,123	137,534	131,554	137,502
Deposits with credit institutions	70,054	77,427	69,541	75,728
	<u>220,784</u>	<u>232,120</u>	<u>224,728</u>	<u>238,937</u>

All the listed investments are quoted on a recognised investment exchange.

In accordance with normal market practice, Citibank N.A. and Barclays Bank PLC have issued letters of credit for outstanding losses. The collateral against these letters of credit includes a pledge to the value of \$10.9 million (2008: \$10.6 million) against an investment portfolio.

The Company has established trust funds for the benefit of its US reinsurance and US surplus lines policyholders. The values of the trust investments in the respective trusts included above are \$60 million (2008: \$62.2 million) and \$45.8 million (2008: \$47.6 million).

Investments include \$65.4 million (2008: \$58.3 million) of deposits with credit institutions which are held in sterling escrow accounts, being the proceeds of the surrender of tax losses by way of consortium relief for 2006. An additional \$2.7 million (2008: \$2.1 million) of deposits with credit institutions are held in sterling escrow accounts by way of consortium relief for 2007. The Company also carries creditor balances being amounts due to other parties from the proceeds of the transactions amounting to \$33.6 million (2008: \$29.9 million), thus the net benefit to the Company at 31 December 2009 is \$34.5 million (2008: \$30.5 million).

14. Other debtors

	31 Dec 2009 US\$000	31 Dec 2008 US\$000
Other debtors - due in less than one year	<u>23</u>	<u>2,188</u>

15. Share capital and shareholders' funds

	31 Dec 2009	31 Dec 2008
Called up share capital		
Authorised 400,000,000 ordinary shares of £1 each (2007: 400,000,000)	<u>400,000,000</u>	<u>400,000,000</u>
343,920,000 "A" non voting shares and 4,280 "B" voting shares of £1 each (2007: 343,920,000 "A" non voting shares and 4,280 "B" voting shares)	<u>\$513,226,000</u>	<u>\$513,226,000</u>

Shareholders' funds attributable to equity interests

	31 Dec 2009 US\$000	31 Dec 2008 US\$000
Profit/(loss) for the financial year	13,843	(44,827)
Shareholders' funds as at 1 January / 31 December	<u>47,360</u>	<u>92,187</u>
Shareholders' funds as at 31 December	<u>61,203</u>	<u>47,360</u>

16. Movements on reserves

	Share premium account US\$000	Profit and loss account US\$000	Total US\$000
At 1 January	11,330	(477,196)	(465,866)
Retained profit for the year	-	13,843	13,843
At 31 December	<u>11,330</u>	<u>(463,353)</u>	<u>(452,023)</u>

17. Claims outstanding

	Gross claims 31 Dec 2009 US\$000	Reinsurance 31 Dec 2009 US\$000	Net 31 Dec 2009 US\$000	Gross claims 31 Dec 2008 US\$000	Reinsurance 31 Dec 2008 US\$000	Net 31 Dec 2008 US\$000
Provision before discounting	213,223	32,566	180,657	237,505	34,584	202,921
Discount	<u>(52,912)</u>	<u>(11,177)</u>	<u>(41,735)</u>	<u>(42,847)</u>	<u>(9,087)</u>	<u>(33,760)</u>
Net of discount	<u>160,311</u>	<u>21,389</u>	<u>138,922</u>	<u>194,658</u>	<u>25,497</u>	<u>169,161</u>

All claims outstanding and the provision for unallocated loss adjustment expenses, of \$5.0 million (2008: \$5.4 million), are discounted to reflect the investment income which should be generated prior to settlement of the underlying claims and expenses.

The average mean term of the total portfolio of net liabilities is 8.47 years (2008: 8.9 years). The mean terms of gross claims outstanding and related reinsurance recoveries are projected separately taking into account historic payment patterns and the expected impact of the Company's cessation of underwriting activities and the implementation of the Company's run-off strategy.

The average, effective rate of investment return used for discounting is 3.25% (2008: 2.52%).

18. Changes to prior year estimates

In the normal course of business the Company's ultimate projections of accident year premiums, commissions and claims are estimated using actuarial methodologies (see note 3). The impact of movements during the year on prior year estimates, reflected in the Technical Account - General Business, prior to the impact of discounting, was a net loss of \$4.672 million (2008: gain of \$0.018 million), comprising movements in net earned premiums of (gain) \$0.16 million, net incurred commissions of (loss) \$0.032 million and net incurred claims (loss) of \$4.8 million.

19. Other creditors including tax and social security

	31 Dec 2009 US\$000	31 Dec 2008 US\$000
Sundry creditors	34,165	32,944
Amounts due to an affiliated company - due within one year	-	17,756
	<u>34,165</u>	<u>50,700</u>

Amounts due to an affiliated company - due within one year

On 18 June 2008 the Company entered into a sale and repurchase agreement with an affiliated company as part of the Company's treasury management. On the same date and under the repurchase agreement the Company bought an interest in an ECM fund from the other party for £11.5 million (\$23.5 million at that date). On 6 February 2009 the affiliated company repurchased this investment for £12 million (\$17.3 million at that date) including accrued interest.

20. Cash flow: Reconciliation of operating loss to net cash outflow from operating activities

	31 Dec 2009		31 Dec 2008	
	US\$000	US\$000	US\$000	US\$000
Operating profit/(loss)		13,843		(44,827)
Unrealised (gains)/losses	(3,397)		12,979	
Realised gains	(2,275)		(1,939)	
Non cash investment income	(5,939)		(10,333)	
Decrease in general insurance technical provisions	(6,878)		(60,278)	
Decrease in other debtors	2,165		15,100	
Decrease/(increase) in prepayments	1,427		(726)	
Increase/(decrease) in creditors	3,451		(2,352)	
		<u>(11,446)</u>		<u>(47,549)</u>
Net cash inflow/(outflow) from operating activities		<u>2,397</u>		<u>(92,376)</u>

21. Analysis of cash flows for headings netted in the cash flow statement

	31 Dec 2009 US\$000	31 Dec 2008 US\$000
Returns on investments and servicing of financing		
Interest received	137	1,957
Interest paid	<u>(106)</u>	<u>(404)</u>
Net cash inflow	31	1,553
Taxation		
Group / consortium relief recoverable at non-standard rates	<u>-</u>	<u>2,662</u>
Net cash inflow	-	2,662
Portfolio investments		
Purchase of fixed income securities	(231,401)	(358,066)
Sale of fixed income securities	<u>254,211</u>	<u>428,812</u>
Net cash inflow	22,810	70,746
Financing		
New unsecured loan	-	17,088
Repayment of unsecured loan	<u>(19,880)</u>	<u>-</u>
Net cash inflow	(19,880)	17,088
Total net cash inflow	<u>2,961</u>	<u>92,049</u>

22. Movement in cash, portfolio investments and financing

	31 Dec 2008 US\$000	Cash flow US\$000	Changes to market value and currencies US\$000	31 Dec 2009 US\$000
Cash in hand, at bank	941	5,358	-	6,299
Current asset investments - Fixed income securities	<u>232,120</u>	<u>(22,810)</u>	<u>11,474</u>	<u>220,784</u>
Total	<u>233,061</u>	<u>(17,452)</u>	<u>11,474</u>	<u>227,083</u>

23. Related party transactions

The following have been identified as related parties of the Company for the year to 31 December 2009:

- (i) Tawa Management Limited, the run-off manager, Tawa Consulting Limited and KX Reinsurance Company Limited;
- (ii) Directors of the Company; and
- (iii) Shareholders of the Company.

Tawa Management Limited

The Company entered into a management agreement with Tawa Management Limited for the provision of management services to the Company. Management charges and fees payable to Tawa Management Limited in the year were \$9.6 million (2008: \$22.0 million). At the year end the balance owed to Tawa Management Limited was \$0.4 million (2008: \$2.9 million).

Tawa Consulting Limited

Tawa Consulting Limited provides run-off management services to the Company. Fees charged by Tawa Consulting Limited in the year were \$0.04 million (2008: \$0.2 million). At the year end the balance owed to Tawa Consulting Limited was \$nil (2008: \$0.2 million).

KX Reinsurance Company Limited

On 18 June 2008 the Company entered into a sale and repurchase agreement with an affiliated company as part of the Company's treasury management. On the same date and under the repurchase agreement the Company sold an interest in an ECM fund to the other party for £11.5 million (\$23.5 million at that date). On 6 February 2009 the Company repurchased this investment for £12 million (\$17.3 million at that date) including accrued interest.

Directors of the Company

Directors' emoluments are disclosed in note 9.
Director's interests are disclosed in the Directors' Report.

Shareholders of the Company

During the year the Company settled no invoices (2008: \$nil) on behalf of Tawa plc. At the year end the balance owed to Tawa plc was \$0.06 million (2008: \$0.1 million).

As disclosed in note 11, the Company has agreed to surrender group and consortium relief. The impact on these financial statements of relief to be surrendered to shareholders is set out below:

	31 Dec 2009	31 Dec 2008
	US\$000	US\$000
<i>Profit and loss account</i>		
Consortium / group relief surrendered to related parties	-	2,662
<i>Balance sheet</i>		
Other debtors - due in more than one year	-	2,166
Other creditors - payable within one year	33,644	29,956

24. Controlling party

The Company is owned by a consortium and the Directors do not believe that any one member of the consortium exercises control and consequently the Company does not have an ultimate controlling party.