

Registered No: 256100

**OIC RUN-OFF LIMITED**  
**(in Scheme of Arrangement)**

**ANNUAL REPORT**

**for the year ended 31st December 2002**

**OIC Run-Off Limited (in Scheme of Arrangement)**  
and its subsidiary company

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for the year ended 31st December 2002

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**OIC Run-Off Limited (in Scheme of Arrangement)**  
and its subsidiary company

**Directors and advisers**

<b>Directors</b>	Paul A. B. Evans Daniel Y. Schwarzmann
<b>Secretary and registered office</b>	D. Y. Schwarzmann PricewaterhouseCoopers 12 Plumptree Court London EC4A 4HT
<b>Registered Auditors</b>	Deloitte & Touche Stonecutter Court 1 Stonecutter Street London EC4A 4TR
<b>Scheme Administrators</b>	P. A. B. Evans and D. Y. Schwarzmann PricewaterhouseCoopers Plumptree Court London EC4A 4HT
<b>Solicitors</b>	Lovells Atlantic House Holborn Viaduct London EC1A 2FG
<b>Bankers</b>	Barclays Bank PLC 54 Lombard Street London EC3V 9EX

# **OIC Run-Off Limited (in Scheme of Arrangement)**

and its subsidiary company

## **Directors' report**

**for the year ended 31st December 2002**

The directors present their report and the audited consolidated financial statements for the year ended 31st December 2002.

### **Principal activities and significant events**

OIC Run-Off Limited and its subsidiary company, The London and Overseas Insurance Company Limited ("the Group") wrote non-life insurance and reinsurance business predominantly in the UK market. It ceased underwriting activities on 30th September 1992, but continues to run-off its insurance operation.

As a consequence of deterioration on claims reserves, the Group's parent company provided funding for claims payments from 15th December 1993 until 21st October 1994, when the Group was placed under the control of Joint Provisional Liquidators.

As described in note 12(c), on 30th June 1995 the Company and its wholly owned insurance subsidiary entered an arrangement whereby certain claims payments have been made in full. As at the balance sheet date, claims paid by the Group under this arrangement amounted to US\$116,814,000.

As described in note 22, the Company and its wholly owned subsidiary entered into a Scheme of Arrangement with effect from 7th March 1997. On 15th September 1997 an Initial Payment Percentage of 15% of creditors' Established Liabilities was approved by the Creditors' Committee. Subsequent increases in the Payment Percentage have been approved by the Creditors' Committee on an annual basis, with the current level of 38% being approved on 18th June 2002.

As part of running off its insurance operations, the Group continues to carry on investment activities in relation to the assets under its control.

### **Future prospects of the Group**

Due to the nature of some of the risks underwritten, it is unlikely that the ultimate liability of the Group will be determined in the near future. However, at a suitable time the Scheme of Arrangement may be terminated by the creditors, providing a once and for all cut-off of the liabilities. In the meantime the Group will continue to run-off the business.

**OIC Run-Off Limited (in Scheme of Arrangement)**  
and its subsidiary company

**Directors' report (continued)**  
for the year ended 31st December 2002

**Directors and directors' interests in shares of the Company**

The names of the directors of the Company are shown on page 1 and, unless otherwise indicated, these directors held office throughout the year.

None of the directors (or their families) have any interest in the shares of the Company or of the Company's subsidiary.

No director is recorded in the register required to be kept pursuant to Section 325 of the Companies Act 1985 as having any interest in the share capital of the Company's ultimate holding company or of any of the Company's fellow subsidiary companies.

**Statement of directors' responsibilities**

United Kingdom company law requires the directors to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the Company and the Group as at the end of the financial year and of the profit or loss of the Group for that period. In preparing those financial statements, the directors are required to:

- select suitable accounting policies and apply them consistently;
- make judgements and estimates that are reasonable and prudent; and
- state whether applicable United Kingdom accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements.

The directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the Company and the Group and to enable them to ensure that the financial statements comply with the Companies Act 1985. They are also responsible for the Group's system of internal financial control, for safeguarding the assets of Group, and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

**Auditors**

Pursuant to a members' resolution, the Company is not obliged to reappoint its auditors and Deloitte & Touche will therefore continue in office.

**By order of the board**



P. A. B. Evans  
Director

# Report of the independent auditors to the members of OIC Run-Off Limited (in Scheme of Arrangement)

## Fundamental uncertainties

In forming our opinion, we have considered the adequacy of the disclosures made in note 14 to the financial statements concerning the fundamental uncertainties regarding the outcome of the following:

- (i) the ultimate cost of claims including, North American liability claims, such as environmental pollution and asbestos claims, which have been included in the Group's and Company's technical provisions and new sources or types of claims which might emerge; and
- (ii) the ultimate amount recoverable by the Group and the Company from reinsurers in respect of gross claims.

These matters, taken together or individually, give rise to significant uncertainty and their resolution may result in material, but presently unquantifiable, adjustments to the financial statements as presented.

Our opinion is not qualified in respect of the above matters.

## Qualified opinion arising from omission of disclosures

As explained in note 11, the financial statements do not provide the disclosure required by The Companies Act 1985 (Insurance Companies Accounts) Regulations 1993 in respect of the analysis of debtors and creditors between reinsurance and direct business. In addition, under Financial Reporting Standard 5 the Group and Company are required to report their broker balances on a gross basis, according to the principal involved. The Group and Company have not complied fully with this disclosure requirement. In respect of these matters the Group and Company have not complied with Section 221 of The Companies Act 1985.

Except for the Group's and Company's partial non-disclosure of broker balances on a gross basis, by principal, as explained in note 11, in our opinion the financial statements give a true and fair view of the state of affairs of the Group and Company at 31st December 2002 and of the Group's profit, for the year then ended and except for the omission of analysis of debtors and creditors between reinsurance and direct business as outlined in note 11 have been properly prepared in accordance with the Companies Act 1985.

*Deloitte & Touche*  
**Deloitte & Touche**

Chartered Accountants and Registered Auditors  
London

Date: *11 July 2003*

**OIC Run-Off Limited (in Scheme of Arrangement)**  
and its subsidiary company

**Consolidated profit and loss account**  
**Technical account - general business**  
**for the year ended 31st December 2002**

**Discontinued activities**

	Note	2002 US\$'000	2001 US\$'000
<b>Earned premiums, net of reinsurance</b>			
Gross premiums written		510	856
Outward reinsurance premiums		(814)	(1,147)
		<u>(304)</u>	<u>(291)</u>
<b>Earned premiums, net of reinsurance</b>			
<b>Claims incurred, net of reinsurance</b>			
Gross claims paid	12(c)	(50,334)	(22,075)
Change in outstanding claims agreed		(5,644)	(23,259)
		<u>(55,978)</u>	<u>(45,334)</u>
Gross claims agreed		59,627	49,098
Reinsurance recoverable		<u>3,649</u>	<u>3,764</u>
Net claims agreed			
Change in technical provisions		100,640	(1,683)
Gross amount		(60,480)	(29,628)
Reinsurers' share		<u>40,160</u>	<u>(31,311)</u>
Change in net technical provisions			
<b>Claims incurred, net of reinsurance</b>		<u>43,809</u>	<u>(27,547)</u>
<b>Net operating expenses</b>	7	<u>(19,777)</u>	<u>(54,543)</u>
<b>Balance on the technical account - general business</b>		<u>23,728</u>	<u>(82,381)</u>

**OIC Run-Off Limited (in Scheme of Arrangement)**  
and its subsidiary company

**Consolidated profit and loss account**  
**Non-technical account**  
**for the year ended 31st December 2002**

	Note	2002 US\$'000	2001 US\$'000
Balance on the technical account - general business		23,728	(82,381)
Investment income		15,592	18,883
Profit on realisation of investments		225	695
Net unrealised profit on investments		35,377	5,704
Other income		563	453
Other charges		(2,620)	(1,288)
Foreign currency revaluation		2,514	391
<b>Profit/(loss) on ordinary activities before and after taxation and profit/(loss) for the year</b>		<u>75,379</u>	<u>(57,543)</u>

A statement of movements on reserves is given in note 16.

The Company and its wholly owned insurance subsidiary ceased all underwriting activities on 30th September 1992. Although these companies continue to trade, all of the results of the operations arise from discontinued activities.

The Group have no recognised gains or losses for the current and preceding year other than those which are included in the profit and loss account. Accordingly, no statement of total recognised gains and losses and no reconciliation of movements in shareholders' funds are given.

**OIC Run-Off Limited (in Scheme of Arrangement)**  
and its subsidiary company

**Consolidated balance sheet**  
at 31st December 2002

	Note	2002 US\$'000	2001 US\$'000
<b>ASSETS</b>			
<b>Investments</b>			
Other financial investments	10(a)	615,815	541,772
<b>Reinsurers' share of technical provisions</b>			
	13(a)	645,149	698,079
<b>Debtors</b>			
Debtors arising out of direct insurance and reinsurance operations	11	300,513	319,135
Deposits with ceding undertakings		431	423
Other debtors		9,330	9,972
		310,274	329,530
<b>Other assets</b>			
Cash at bank		10,462	48,838
<b>Accrued income</b>			
		4,208	3,575
<b>Total assets</b>		<b>1,585,908</b>	<b>1,621,794</b>

**OIC Run-Off Limited (in Scheme of Arrangement)**  
and its subsidiary company

**Consolidated balance sheet (continued)**  
at 31st December 2002

	Note	2002 US\$'000	2001 US\$'000
<b>LIABILITIES</b>			
<b>Capital and reserves</b>			
Called up share capital	15	85,250	85,250
Share premium	16	46,500	46,500
Non-distributable reserves	16	1,938	1,938
Accumulated losses	16	(994,821)	(1,070,200)
<b>Equity shareholders' deficit</b>		<u>(861,133)</u>	<u>(936,512)</u>
<b>Technical provisions</b>	3,13(a)	<u>1,686,173</u>	<u>1,773,822</u>
<b>Creditors</b>			
Creditors arising out of direct insurance and reinsurance operations (including claims agreed)	11	521,536	526,993
Deposits received from reinsurers		6,453	27,344
Amounts due to group companies	12(a)	231,307	229,004
Other creditors including taxation and social security		788	712
		<u>760,084</u>	<u>784,053</u>
<b>Accrued expenses</b>		<u>784</u>	<u>431</u>
<b>Total liabilities</b>		<u><u>1,585,908</u></u>	<u><u>1,621,794</u></u>

The financial statements on pages 6 to 27 were approved by the board of directors on 7 July 2003 and signed on their behalf by



P. A. B. Evans  
Director

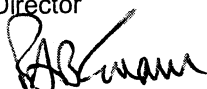
**OIC Run-Off Limited (in Scheme of Arrangement)**  
and its subsidiary company

**Balance sheet of the Company**  
at 31st December 2002

	Note	2002 US\$'000	2001 US\$'000
<b>ASSETS</b>			
<b>Investments</b>			
Other financial investments	10(a)	478,311	412,581
<b>Reinsurers' share of technical provisions</b>	13(b)	402,782	310,520
<b>Debtors</b>			
Debtors arising out of direct insurance and reinsurance operations	11	226,293	247,850
Deposits with ceding undertakings		431	423
Other debtors		9,306	18,185
		236,030	266,458
<b>Other assets</b>			
Cash at bank		9,747	48,131
<b>Accrued income</b>		3,817	3,454
<b>Total assets</b>		<u>1,130,687</u>	<u>1,041,144</u>
<b>LIABILITIES</b>			
<b>Capital and reserves</b>			
Called up share capital	15	85,250	85,250
Share premium	16	46,500	46,500
Accumulated losses	16	(1,423,310)	(1,623,980)
<b>Equity shareholders' deficit</b>		<u>(1,291,560)</u>	<u>(1,492,230)</u>
<b>Technical provisions</b>	13(b)	1,686,173	1,773,822
<b>Creditors</b>			
Creditors arising out of direct insurance and reinsurance operations (including claims agreed)	11	521,536	526,993
Deposits received from reinsurers		6,453	27,344
Amounts due to group companies	12(a)	206,525	204,078
Other creditors including taxation and social security		788	712
		735,302	759,127
<b>Accrued expenses</b>		772	425
<b>Total liabilities</b>		<u>1,130,687</u>	<u>1,041,144</u>

The financial statements on pages 6 to 27 were approved by the board of directors on 9 July 2003 and signed on their behalf by

P. A. B. Evans  
Director



**OIC Run-Off Limited (in Scheme of Arrangement)**  
and its subsidiary company

**Consolidated cashflow statement**  
for the year ended 31st December 2002

	Note	2002 US\$'000	2001 US\$'000
<b>Net cash (outflow) /inflow from operating activities</b>	17	(11,716)	39,078
<b>Financing</b>			
Funding (paid to) / provided by parent company	18	(2,023)	3,094
<b>Cash available for investment</b>		<u>(13,739)</u>	<u>42,172</u>
<b>Cash flows were invested as follows :</b>			
(Decrease)/increase in cash holdings	18	(38,901)	37,072
Increase in other financial investments	18	25,162	5,100
<b>Net cash flows</b>		<u>(13,739)</u>	<u>42,172</u>

**OIC Run-Off Limited (in Scheme of Arrangement)**  
and its subsidiary company

**Notes to the accounts**  
for the year ended 31st December 2002

**1. Financial statements reporting currency**

The financial statements have been presented in US Dollars, which is the main currency in which transactions are undertaken. The relevant US Dollar : Sterling exchange rates are as follows:

	Year-end rate
31st December 2002	1.6016
31st December 2001	1.4554

**2. Principal accounting policies**

The principal accounting policies observed by the Group are set out below and are consistent with those applied in the previous year.

**(a) Disclosure requirements**

The consolidated financial statements have been prepared in accordance with applicable Accounting Standards in the United Kingdom, except for the requirement of Financial Reporting Standard 5 regarding the presentation of broker balances on a gross basis as explained in note 11. Except as outlined in note 11, the consolidated financial statements have been prepared in accordance with Section 255A and Schedule 9A of the Companies Act 1985 and with the Statement of Recommended Practice on Accounting for Insurance Business issued in December 1998 by the Association of British Insurers (The ABI SORP).

The financial statements have been prepared on a basis appropriate for a group in run-off and are subject to a number of fundamental uncertainties which are set out in note 14.

**(b) Basis of consolidation**

The consolidated profit and loss account, balance sheet and cashflow statement include the accounts of the Company and its subsidiary undertaking.

**(c) Run-off of the business**

The Group is in run-off having ceased all underwriting activities on 30th September 1992. The Company and its wholly owned insurance subsidiary were placed into provisional liquidation on 21st October 1994, and entered into a Scheme of Arrangement with effect from 7th March 1997. The Group's policy is to provide for the administrative and claims handling costs of running off the business to the extent that they are expected to exceed future investment income. Meaningful segmental analysis is not available due to the run-off nature of the business.

**OIC Run-Off Limited (in Scheme of Arrangement)**  
and its subsidiary company

**Notes to the accounts (continued)**  
for the year ended 31st December 2002

**2. Principal accounting policies (continued)**

**(d) Basis of accounting for insurance business**

As a Group in run-off, the financial statements have been prepared after accruing for all future premiums, claims and reinsurance recoveries.

**(e) Premiums**

Written premiums are stated gross of commissions payable to intermediaries and exclusive of taxes and duties levied on premiums.

Outward reinsurance premiums are accounted for in the same accounting period as the premiums for the related direct or inwards reinsurance business.

**(f) Claims incurred**

Claims incurred comprise claims agreed, claims payments and external settlement expense payments made in the financial year and the movement in the provisions for outstanding claims and settlement expenses, including claims incurred but not reported, net of salvage and subrogation recoveries.

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

**(g) Claims outstanding**

Provision is made for outstanding claims and settlement expenses incurred at the balance sheet date including an estimate for the cost of claims incurred but not reported at that date. Included in the provision is an estimate of the external costs of handling the outstanding claims.

**(h) Investments**

Listed investments are shown at market value. Mortgages are stated at redemption values.

**(i) Investments – subsidiary undertaking**

In the parent company's accounts, shares in subsidiary undertakings are stated at cost less provisions for any impairment in value.

**OIC Run-Off Limited (in Scheme of Arrangement)**  
and its subsidiary company

**Notes to the accounts (continued)**  
for the year ended 31st December 2002

**2. Principal accounting policies (continued)**

**(j) Investment income**

All investment income is recognised in the non-technical account.

Investment income comprises interest and dividends, exclusive of tax credit, net rents, realised gains and losses on investments and the amortisation of fixed interest securities. Interest and net rents are dealt with on an accruals basis and dividends are included on an ex-dividend basis.

Realised gains or losses represent the difference between the net sale proceeds and purchase price.

Interest payable and expenses incurred in the management of investments are accounted for on an accruals basis.

Unrealised gains or losses represent the difference between the valuation of investments at the balance sheet date and their purchase price. The movement in unrealised investment gains and losses therefore includes the reversal of previously recognised unrealised gains and losses on investments disposed of in the current period.

**(k) Foreign currency**

Transactions in currencies other than US Dollars and monetary assets and liabilities are translated to US Dollars at the rates of exchange ruling at the balance sheet date. Exchange differences are taken to the non technical account in the year in which they arise.

**(l) Taxation**

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events have occurred at that date that will result in an obligation to pay more, or a right to pay less or to receive more, tax. The exception to this is that deferred tax assets are recognised only to the extent that the directors consider that it is more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply in the periods in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date.

**OIC Run-Off Limited (in Scheme of Arrangement)**  
and its subsidiary company

**Notes to the accounts (continued)**  
for the year ended 31st December 2002

**3. Basis of reserving**

As stated in note 2, 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 (IBNR) at the balance sheet date based on statistical methods.

The adequacy of the claims outstanding provisions is assessed by reference to actuarial projections of the ultimate development of claims in respect of each accident year.

IBNR claims are calculated using net of reinsurance statistics, as in some cases gross statistics are not available. The gross-IBNR has been calculated by applying the ratio of gross to net notified outstanding claims to the net projected IBNR claims, in the absence of gross IBNR statistics.

The methods used, and the estimates made, are reviewed regularly.

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, there is inherent uncertainty in relation to the insurance industry by its nature. Significant delays might 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 significant 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 to the Company and the Company's payment of the claim and the receipt of reinsurance recoveries. 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.

In addition, the Group is exposed to significant issues causing uncertainties which are greater than normal, as explained in note 14.

**4. Prior years' claims provisions**

Material (under)/over provisions for claims at the beginning of the year as compared with net payments and provisions at the end of the year in respect of prior years' claims are as follows:

	2002 US\$'000	2001 US\$'000
Environmental pollution and asbestos	(1,481)	(36,483)
Other Direct and Reinsurance Risks	45,290	8,936
	<u>43,809</u>	<u>(27,547)</u>

**OIC Run-Off Limited (in Scheme of Arrangement)**  
and its subsidiary company

**Notes to the accounts (continued)**  
for the year ended 31st December 2001

**5. Staff costs**

No staff costs are incurred by the Group, as all staff dealing with the affairs of the Group are employed by Omni Whittington Insurance Services Limited, which is remunerated by a management fee.

**6. Directors' remuneration**

The current directors Messrs. P.A.B. Evans and D.Y. Schwarzmann were both partners in PricewaterhouseCoopers as at 31st December 2002, and receive no remuneration from the Group. PricewaterhouseCoopers are in receipt of fees for the provision of services to the Scheme Administrators.

**7. Net operating expenses**

Operating expenses have been charged directly to the technical account - general business.

	<b>2002</b> <b>US\$'000</b>	<b>2001</b> <b>US\$'000</b>
Management expenses	19,777	15,367
Increase in bad debt provision	-	37,284
Bad debts written off	-	1,892
	<hr/>	<hr/>
Net operating expenses	<u>19,777</u>	<u>54,543</u>

Management fees amounting to US\$11,858,000 (2001: US\$9,989,000) were paid to Omni Whittington Insurance Services Limited for providing run-off services to the Group.

The bad debt provision as at 31st December 2002 was US\$420,628,000 (2001: US\$420,628,000). Of this amount US\$109,095,000 (2001: US\$109,095,000) was provided within debtors arising out of direct insurance and reinsurance operations, and US\$311,533,000 (2001: US\$311,533,000) was provided within technical provisions. Of the amounts provided within debtors arising out of direct insurance and reinsurance operations, US\$59,998,000 (2001: US\$63,623,000) is a specific provision and US\$49,097,000 (2001: US\$45,472,000) is a general provision. Of the amounts provided within technical provisions US\$26,458,000 (2001: US\$33,543,000) is a specific provision and US\$285,075,000 (2001: US\$277,990,000) is a general provision.

**OIC Run-Off Limited (in Scheme of Arrangement)**  
and its subsidiary company

**Notes to the accounts (continued)**  
for the year ended 31st December 2002

**7. Net operating expenses (continued)**

Included in management expenses are audit fees, excluding VAT, of:

	2002 US\$'000	2001 US\$'000
OIC Run-Off Limited (in Scheme of Arrangement)	123	107
The London and Overseas Insurance Company Limited (in Scheme of Arrangement)	53	46

Remuneration of the Company's auditors for provision of non-audit services to the Company and its subsidiary undertakings was US\$nil (2001: US\$nil).

**8. Run-off expenses and claims handling expenses**

The estimated costs of running off the business, including claims handling costs have been considered for the period to 31st December 2015. It is anticipated that, over this period, investment income will exceed such costs. Accordingly, no provision has been made for run-off costs.

**9. Taxation**

(a) Tax on profit on ordinary activities	2002 US\$'000	2001 US\$'000
The charge based on the profit for the year comprises:		
Current tax	-	-
Deferred tax	-	-
<b>Tax on profit on ordinary activities</b>	<u>-</u>	<u>-</u>

(b) Factors affecting tax charge for the year	2002 US\$'000	2001 US\$'000
<b>Profit/(loss) on ordinary activities before tax</b>	<b>75,379</b>	<b>(57,543)</b>
Tax thereon at 30%	22,614	(17,263)
Timing differences	(8)	(11)
Other differences	3,281	7,030
Utilisation of tax losses brought forward	(25,887)	-
Utilisation of tax losses carried forward	-	10,244
<b>Total current tax</b>	<u>-</u>	<u>-</u>

**OIC Run-Off Limited (in Scheme of Arrangement)**  
and its subsidiary company

**Notes to the accounts (continued)**  
for the year ended 31st December 2002

**9. Taxation (continued)**

**(c) Factors that may affect future tax charges**

Tax losses, estimated at the standard UK rate of tax of 30%, of US\$144,000,000 (2001: US\$170,000,000) are available to offset against the group's taxable profits in future periods. No deferred tax asset has been recognised in respect of these losses as, due to the uncertainty of future profits, it is not known at what point in time these losses will reverse. There are no deferred tax liabilities.

**10. Investments**

**(a) Other financial investments**

Group	2002 Market Value US\$'000	2002 Cost US\$'000	2001 Market value US\$'000	2001 Cost US\$'000
Listed fixed interest securities	353,001	299,408	313,554	295,528
Mortgages	1	1	4	4
Deposits with credit institutions	262,813	262,813	228,214	228,214
	<u>615,815</u>	<u>562,222</u>	<u>541,772</u>	<u>523,746</u>
<b>Company</b>				
Listed fixed interest securities	353,001	299,408	313,554	295,528
Mortgages	1	1	4	4
Deposits with credit institutions	125,309	125,309	99,023	99,023
	<u>478,311</u>	<u>424,718</u>	<u>412,581</u>	<u>394,555</u>

Included in deposit accounts with credit institutions are deposits of US\$6,447,000 (2001: US\$6,648,000) supporting letters of credit providing security for certain overseas reinsureds.

**OIC Run-Off Limited (in Scheme of Arrangement)**  
and its subsidiary company

**Notes to the accounts (continued)**  
for the year ended 31st December 2002

**10. Investments (continued)**

**(b) Investment in group undertaking**

	2002 US\$'000	2001 US\$'000
Shareholding in subsidiary company	8,913	8,913
Provision against valuation	(8,913)	(8,913)
	<u>-</u>	<u>-</u>

Statement of investments in subsidiary company all of which are incorporated in Great Britain and registered in England and Wales:

Company	Identity of class of share	Proportion of nominal value %	Issued share capital US\$
The London and Overseas Insurance Company Limited (in Scheme of Arrangement)	Ordinary (one class)	100	10,850,000

The shareholding of US\$8,913,000 comprises The London and Overseas Insurance Company Limited at valuation on 1st January 1972 of US\$1,163,000 plus the cost of additional shares acquired of US\$7,750,000. This company has a deficit on shareholders' equity and so the directors consider that a nil valuation is appropriate.

**11. Debtors and creditors**

Before the Group entered provisional liquidation, it derived its business from underwriting both direct and inwards reinsurance. Under the requirements of the Companies Act 1985 (Insurance Companies Accounts) Regulations 1993, the Group and the Company are required to disclose amounts due to and from policyholders, intermediaries and reinsurers analysed between those arising from direct and reinsurance business.

In the past the Group has not maintained its accounting records in such a way as to make extraction of this information readily available, although this would be possible if sufficient time and resource were made available. As the Group is now in a Scheme of Arrangement, the directors do not consider these disclosures to be fundamental to the financial statements, and have not given them on the grounds of the additional resource required to extract this information.

Under Financial Reporting Standard 5 the Group and Company are required to report their transactions with brokers, including debtor and creditor balances, on a gross basis, according to the principal involved. In May 1997 a principal to principal ledger was put in place and is now receiving data from the broker-based system for this purpose. However, it will take time to populate fully the principal to principal ledger. Accordingly, only a proportion of the Group's debtor and creditor balances as at 31st December 2002 are stated on a gross basis.

**OIC Run-Off Limited (in Scheme of Arrangement)**  
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**Notes to the accounts (continued)**  
for the year ended 31st December 2002

**12. Group balances**

(a)	Group		Company	
	2002 US\$'000	2001 US\$'000	2002 US\$'000	2001 US\$'000
<b>Amounts due to group companies</b>				
<b>Intermediate parent company</b>				
NNOFIC	231,307	229,004	192,047	190,093
<b>Subsidiary undertaking</b>				
The London and Overseas Insurance Company Limited (in Scheme of Arrangement)	-	-	14,478	13,985
	<u>231,307</u>	<u>229,004</u>	<u>206,525</u>	<u>204,078</u>

(b) As a result of continuing deterioration in claims reserves, ING Verzekeringen NV ('INGV') provided funding for gross claims payments made from 15th December 1993, with effect from 1st February 1994. The value of this funding, which was in the form of an unsecured interest free intercompany loan from Nationale-Nederlanden Overseas Finance and Investment Company Unlimited ('NNOFIC'), a subsidiary of INGV, and intermediate parent of the Company, amounted to US\$140,846,000 (Company : US\$105,423,000). The funding ceased on 21st October 1994, and the Company and its wholly owned insurance subsidiary, The London and Overseas Insurance Company Limited, were placed into provisional liquidation.

An amount of US\$12,440,000 due to OIM Limited and Orion Insurance General Limited at 31st December 1995 was assigned by these companies to NNOFIC during 1996.

Amounts totalling US\$153,286,000, currently included in amounts due to NNOFIC, have been subordinated to the Established Liabilities of all other Scheme Creditors, as defined in the Proposal document for the Scheme of Arrangement. This subordination became effective on 7th March 1997, the effective date of the Scheme of Arrangement.

(c) On 30th June 1995, the Company and its wholly owned insurance subsidiary entered an arrangement with The Institute of London Underwriters ('ILU'), now The International Underwriters Association, and NNOFIC, in respect of certain liabilities included in technical provisions arising on policies signed and issued by the ILU and incepting on or after 20th March 1969 in respect of its wholly owned insurance subsidiary and on or after 28th August 1970 in respect of the Company. Certain claims payments have been made by the Company and its wholly owned insurance subsidiary since 30th June 1995 using funds loaned to the Company and its wholly owned insurance subsidiary by NNOFIC. As at the balance sheet date, claims paid under this arrangement amounted to US\$116,814,000 of which US\$109,182,000 is the Company's portion, and the balance of US\$7,632,000 comprises the funding provided to the wholly owned insurance subsidiary, The London and Overseas Insurance Company Limited. Under the agreement, the loan from NNOFIC ranks as a policyholder liability and falls under the intra-group guarantee (see note 13(b)).

**OIC Run-Off Limited (in Scheme of Arrangement)**  
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**Notes to the accounts (continued)**  
for the year ended 31st December 2002

**13. Technical provisions**

	<b>Gross US\$'000</b>	<b>Reinsurance US\$'000</b>	<b>Net US\$'000</b>
<b>(a) Group</b>			
<b>At 31st December 2002</b>			
Notified outstanding claims	584,739	338,662	246,077
Incurred but not reported ("IBNR") claims	1,101,434	618,020	483,414
Provision against potential irrecoverable reinsurance	-	(311,533)	311,533
<b>Total</b>	<b>1,686,173</b>	<b>645,149</b>	<b>1,041,024</b>
<b>At 31st December 2001</b>			
Notified outstanding claims	578,662	371,839	206,823
Incurred but not reported ("IBNR") claims	1,195,160	637,773	557,387
Provision against potential irrecoverable reinsurance	-	(311,533)	311,533
<b>Total</b>	<b>1,773,822</b>	<b>698,079</b>	<b>1,075,743</b>
<b>(b) Company</b>			
<b>At 31st December 2002</b>			
Notified outstanding claims	448,567	216,545	232,022
Incurred but not reported ("IBNR") claims	866,614	395,682	470,932
Provision against potential irrecoverable reinsurance	-	(209,445)	209,445
	1,315,181	402,782	912,399
Additional provision for subsidiary undertaking's policyholder liabilities assumed under an intra- group guarantee	370,992	-	370,992
<b>Total</b>	<b>1,686,173</b>	<b>402,782</b>	<b>1,283,391</b>

**OIC Run-Off Limited (in Scheme of Arrangement)**  
and its subsidiary company

**Notes to the accounts (continued)**  
for the year ended 31st December 2002

**13. Technical provisions (continued)**

(b) Company (continued)	Gross US\$'000	Reinsurance US\$'000	Net US\$'000
<b>At 31st December 2001</b>			
Notified outstanding claims	417,215	231,341	185,874
Incurred but not reported ("IBNR") claims	815,976	288,624	527,352
Provision against potential irrecoverable reinsurance	-	(209,445)	209,445
	<u>1,233,191</u>	<u>310,520</u>	<u>922,671</u>
Additional provision for subsidiary undertaking's policyholder liabilities assumed under an intra- group guarantee	540,631	-	540,631
<b>Total</b>	<u><u>1,773,822</u></u>	<u><u>310,520</u></u>	<u><u>1,463,302</u></u>

The Company has given a guarantee in favour of the policyholder liabilities of its wholly owned subsidiary undertaking, The London and Overseas Insurance Company Limited. Under this guarantee, any amounts paid by the Company in respect of its subsidiary's liabilities are recoverable only after all policyholder liabilities have been met.

Following the provisional liquidation of The London and Overseas Insurance Company Limited, the directors consider that this guarantee has crystallised. The technical provisions of the Company therefore include the Company's own policyholder liabilities and provision for the total liabilities of its subsidiary undertaking before taking account of the available assets of the subsidiary undertaking.

**14. Fundamental uncertainties**

The financial statements of the Group and the Company reflect the following uncertainties:

**(a) Ultimate gross technical provisions**

There is considerable uncertainty surrounding the ultimate cost of claims including environmental pollution and asbestos claims, most of which are subject to litigation and are being resisted by the Group. The Group is also vulnerable to new sources or types of claims. The ultimate cost of these claims cannot be known with certainty.

Technical provisions include the following amounts in respect of environmental pollution and asbestos claims:

- (i) all known outstanding environmental pollution and asbestos claims based on lawyers' advices and lawyers' reserve potentials. The net amount included in technical provisions at 31st December 2002 in respect of such environmental pollution and asbestos claims, after reinsurance recoveries of US\$217,609,000 (Company: US\$126,395,000), is US\$181,886,000 (Company : US\$273,100,000); and

**OIC Run-Off Limited (in Scheme of Arrangement)**  
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**Notes to the accounts (continued)**  
for the year ended 31st December 2002

**14. Fundamental uncertainties (continued)**

**(a) Ultimate gross technical provisions (continued)**

- (ii) a provision for incurred but not reported ('IBNR') claims of US\$445,914,000 (Company : US\$647,853,000) net of reinsurance, and US\$985,485,000 (Company : US\$985,485,000) gross of reinsurance, based on professional advice and a broad projection of observed developments to date; and
- (iii) a provision of US\$238,237,000 (Company : US\$155,869,000) for potential irrecoverable reinsurance.

In total, the net amount included in respect of environmental pollution and asbestos claims in technical provisions is US\$866,037,000 (Company: US\$1,076,822,000). The Company figures include US\$317,367,000 in respect of the policyholder liabilities of a wholly owned insurance subsidiary assumed under an intra-group guarantee (see note 13(b)).

**(b) Reinsurance recoveries and bad debt provision**

The directors have recognised recoveries due from claims on the Group's and Company's reinsurers. Amounts of US\$645,149,000 (Company : US\$402,782,000) are included in reinsurers' share of technical provisions and US\$300,513,000 (Company : US\$226,293,000) are included in debtors. These amounts are net of provisions against amounts due from reinsurers whose solvency may be in doubt and who may ultimately be unable to pay in full of US\$311,533,000 (Company : US\$209,445,000) and US\$109,095,000 (Company : US\$87,263,000) respectively.

The reinsurance recoveries figures above are affected by the following fundamental uncertainties:

- (i) as a result of the insolvency of certain of the Group's and Company's reinsurers, and because the Group and Company are currently unable to identify reinsurance offsets, there remains material uncertainty as to the amount which will be recovered from these reinsurers; and
- (ii) the Group has a complex reinsurance programme, the recoveries under which depend on a number of factors including the size of individual claims. Until these gross claims amounts are known with certainty, the Group and Company are unable to identify the extent to which there is possible exhaustion of vertical and horizontal reinsurance covers.

**OIC Run-Off Limited (in Scheme of Arrangement)**  
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**Notes to the accounts (continued)**  
for the year ended 31st December 2002

**15. Called up share capital**

	2002 US\$'000	2001 US\$'000
Ordinary shares of 50p each:		
Authorised : 200,000,000	<u>155,000</u>	<u>155,000</u>
Called up, allotted and fully paid : 110,000,000	<u>85,250</u>	<u>85,250</u>

**16. Statement of movements on reserves**

	Share premium US\$'000	Non- distributable reserve US\$'000	Accumulated losses US\$'000
<b>Group</b>			
Balance at 1st January 2002	46,500	1,938	(1,070,200)
Profit for the year	<u>-</u>	<u>-</u>	<u>75,379</u>
<b>Balance at 31st December 2002</b>	<u>46,500</u>	<u>1,938</u>	<u>(994,821)</u>
<b>Company</b>			
Balance at 1st January 2002	46,500	-	(1,623,980)
Profit for the year	<u>-</u>	<u>-</u>	<u>200,670</u>
<b>Balance at 31st December 2002</b>	<u>46,500</u>	<u>-</u>	<u>(1,423,310)</u>

As permitted by Section 230 of the Companies Act 1985, the parent company's profit and loss account has not been included in these accounts.

**OIC Run-Off Limited (in Scheme of Arrangement)**  
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**Notes to the accounts (continued)**  
for the year ended 31st December 2002

**17. Reconciliation of consolidated profit / (loss) before and after tax to consolidated net cash (outflow) / inflow from operating activities**

	2002 US\$'000	2001 US\$'000
Profit/(loss) before taxation	75,379	(57,543)
Profit on realisation of investments	(225)	(695)
Net unrealised profit on investments	(35,377)	(5,704)
Decrease/(increase) in amounts due from debtors	19,256	(3,711)
(Decrease)/increase in amounts due to creditors other than parent company funding	(30,309)	50,287
(Increase)/decrease in accrued income	(633)	104
Increase/(decrease) in accrued expenses	353	(472)
(Decrease)/increase in net Technical Provisions	(40,160)	56,812
<b>Net cash (outflow)/inflow from operating activities</b>	<b>(11,716)</b>	<b>39,078</b>

**18. Movement in consolidated cash, portfolio investments and financing**

	Cash US\$'000	Other financial investments US\$'000	Financing US\$'000	Total US\$'000
Balance at 1st January 2002	48,838	541,772	(229,004)	361,606
Cash flow	(38,901)	25,162	2,023	(11,716)
Changes to market values and currencies	525	48,881	(4,326)	45,080
<b>Balance at 31st December 2002</b>	<b>10,462</b>	<b>615,815</b>	<b>(231,307)</b>	<b>394,970</b>

	Cash US\$'000	Other financial investments US\$'000	Financing US\$'000	Total US\$'000
Balance at 1st January 2001	11,854	534,915	(227,207)	319,562
Cash flow	37,072	5,100	(3,094)	39,078
Changes to market values and currencies	(88)	1,757	1,297	2,966
<b>Balance at 31st December 2001</b>	<b>48,838</b>	<b>541,772</b>	<b>(229,004)</b>	<b>361,606</b>

# **OIC Run-Off Limited (in Scheme of Arrangement)**

and its subsidiary company

## **Notes to the accounts (continued)**

for the year ended 31st December 2002

### **19. Lease commitments**

The Company has no lease commitments.

### **20. FSA Returns**

The FSA has issued to the Company in March 2003 a waiver under section 148 of the Financial Services and Markets Act 2000 providing that Rule 9.3 of the Interim Prudential Sourcebook for insurers should be modified in its application to the Company so that the requirements under Rule 9.3 shall be satisfied by the Company preparing audited statutory accounts in accordance with part 1 of the Schedule 9A to the Companies Act 1985.

### **21. Related parties**

- (a) The Company is a wholly owned subsidiary of Nationale-Nederlanden (UK General) Limited, a company incorporated in Great Britain and registered in England and Wales. ING Groep NV, a company incorporated in The Netherlands, is the ultimate holding company. The results of the Company and of the Group have not been consolidated in the ultimate parent company's financial statements.
- (b) The Group was placed under the control of Joint Provisional Liquidators P. A. B. Evans and R. Boys-Stones on 21st October 1994. Mr. Evans and Mr. Boys-Stones are partners in PricewaterhouseCoopers, the firm which provided services relating to the provisional liquidation of the Group.
- (c) With effect from 7th March 1997, the Company and its wholly owned insurance subsidiary entered into a Scheme of Arrangement with their creditors. P. A. B. Evans and D. Y. Schwarzmann are the Scheme Administrators of the Company and its wholly owned insurance subsidiary. The Scheme provides that the Scheme Administrators shall, in relation to the Company and its wholly owned insurance subsidiary, manage the run-off of their business, realise their assets and apply them for the benefit of its creditors, supervise and ensure the carrying out of the Scheme, and gives them the power in the name and on behalf of the Company and its wholly owned insurance subsidiary to manage their affairs, business and property. During the year ended 31st December 2002, PricewaterhouseCoopers' fees for services provided to the Group and Company amounted to US\$3,325,000 (2001: US\$2,737,000) and US\$3,181,000 (2001: US\$2,674,000) respectively, excluding VAT.
- (d) As explained in note 12(c), certain claims are paid by the insurance subsidiary using funds loaned by NNOFIC, a subsidiary of the Company's ultimate holding company. The amount paid during the year under this agreement was US\$3,974,000 (2001: US\$5,317,000) for the Group and US\$3,451,000 (2001: US\$5,112,000) for the Company.

**OIC Run-Off Limited (in Scheme of Arrangement)**  
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**Notes to the accounts (continued)**  
for the year ended 31st December 2002

**22. Scheme of Arrangement**

The Company and its wholly owned insurance subsidiary entered into a Scheme of Arrangement with effect from 7th March 1997. Details of the Scheme of Arrangement were sent to creditors and shareholders in a Proposal document dated 20th November 1996. This document should be referred to by creditors of the Company and its wholly owned insurance subsidiary. On 15th September 1997 an Initial Payment Percentage of 15% of creditors' Established Liabilities was approved by the Creditors' Committee. Subsequent increases in the Payment Percentage have been approved by the Creditors' Committee on an annual basis, with the current level of 38% being approved on 18th June 2002.