OIC Run-Off Limited and The London and Overseas Insurance Company Limited
Robert Frederick Kingdom
First Witness Statement

Made 23 September 2015 Claim Nos 5812 and 5813 of 2014

IN THE HIGH COURT OF JUSTICE

CHANCERY DIVISION

COMPANIES COURT

IN THE MATTER OF OIC RUN-OFF LIMITED

AND IN THE MATTER OF THE LONDON AND OVERSEAS INSURANCE COMPANY LIMITED AND IN THE MATTER OF THE COMPANIES ACT 2006, PART 26

WITNESS STATEMENT OF ROBERT FREDERICK KINGDOM

I, Robert Frederick Kingdom of PricewaterhouseCoopers LLP, 7 More London Riverside, London SE1 2RT will say as follows:

1. INTRODUCTION

- 1.1 I am employed by PricewaterhouseCoopers LLP ("PwC") as a Senior Manager. I am duly authorised by PwC to make this statement. Save where the contrary is indicated, I make this witness statement from my own knowledge gained in the performance of my duties as an employee of PwC.
- 1.2 I make this witness statement in support of the applications by each of the Companies seeking an order of the Court sanctioning the Amending Scheme pursuant to Part 26 of the Companies Act 2006.
- 1.3 I work under the supervision of Dan Schwarzmann and Paul Evans, respectively a partner in, and a consultant for, PwC, who are the Scheme Administrators in relation to the Amending Scheme. I have been working on this assignment since 2001.

1.4 Unless stated otherwise:

- (a) terms used in this witness statement and not otherwise defined in this statement shall have the meanings given to them in the explanatory statement in support of the Amending Scheme prepared pursuant to section 897 of the Companies Act 2006 (the "Amending Explanatory Statement"); and
- (b) references in this witness statement to:
 - (i) paragraphs are to the respective numbered paragraphs of this statement; and
 - (ii) a point of time on a given day refers to that time GMT on the day specified.

2. BACKGROUND

- 2.1 One of my principal roles in this assignment was in relation to the work undertaken by the Scheme Administrators on creditor identification and communications. Furthermore, during 2014, I worked with:
 - (a) staff from the run-off company, Armour Risk Management Limited ("Armour"), and the printing company, Imprima Financial Print Ltd ("Imprima"), in relation to the printing and mailing of the various Amending Scheme documents, as described more fully in the witness statement of Peter Duhig of Imprima; and
 - (b) the website manager, Craig Smith of Armour, in relation to the uploading of the Amending Scheme documents on to the Website.
- 2.2 I was the PwC team member given day-to-day responsibility for the matters referred to in paragraph 2.1. From time to time, I was assisted by other colleagues at PwC in the discharge of these responsibilities.
- 2.3 I understand that on 8 October 2014 the directions order was made by the Honourable Mr Justice Sales (the "Order") ordering the Companies to convene the Amending Scheme Meetings.
- 2.4 In paragraph 4 of the Order, the Court ordered, amongst other things, that at least 8 weeks prior to the Amending Scheme Meetings, a copy of the Short Form Explanatory Statement, enclosing the Voting Form and the Amending Scheme Meetings Notice (as defined in paragraph 3.1(c)), (all in the form or substantially in the form of those documents exhibited to the third witness statement of Dan Yoram Schwarzmann dated 3 October 2014) be sent by pre-paid first class mail (or by air mail, or by courier, as appropriate) addressed to the registered office or last known address maintained upon

the operational computer records of the Companies of: (i) each potential Scheme Creditor; and (ii) each broker and intermediary known by the Companies to have placed business with the Companies on behalf of a Scheme Creditor.

- 2.5 In paragraph 7 of the Order, the Court ordered that, amongst other things, copies of the Amending Scheme, the Amending Explanatory Statement, the Short Form Explanatory Statement, the Voting Form and the Amending Scheme Meetings Notice be made available on the Website.
- 2.6 In preparing this witness statement I have also reviewed the witness statement in this matter prepared by Peter Duhig, who has been involved in the printing and posting process, and the witness statement of Craig Smith, who has been involved with the maintenance and operation of the Website. I believe the contents of Peter Duhig's and Craig Smith's witness statements to be true insofar as they are within my own knowledge.

3. PRINTING AND COLLATION ARRANGEMENTS

- 3.1 For distribution purposes, the documents relating to the Amending Scheme were contained in a pack that was prepared for sending to each of the Scheme Creditors. The pack contained:
 - (a) the Short Form Explanatory Statement;
 - (b) the Voting Form; and
 - (c) the notice dated 8 October 2014 informing the Scheme Creditors of the date, time and location of the Amending Scheme Meetings (the "Amending Scheme Meetings Notice"), together with a map showing the location of the venue for the Amending Scheme Meetings,

(together referred to in this witness statement as the "Amending Scheme Documents").

- 3.2 In relation to the arrangements for the preparation, printing and posting of the packs of Amending Scheme Documents, I liaised frequently with Lisa Abela and Nick Baker of Armour who then liaised with Imprima who were carrying out this work. My role was to oversee, on behalf of the Scheme Administrators, the proper implementation of the Order in relation to giving notice of the Amending Scheme Meetings. PwC employees did not themselves perform any of these preparation, printing and posting tasks.
- 3.3 On 8 October 2014, I provided an electronic version of the Amending Scheme Meetings Notice by e-mail to Lisa Abela. I reviewed the proofs of the Amending Scheme Meetings Notice provided by Imprima and confirmed my approval of it by e-mail to Lisa Abela on 10 October 2014.

- On 8 October 2014, I provided an electronic version of the Voting Form to Lisa Abela by e-mail. I reviewed the proofs of the Voting Form provided by Imprima, advised them of amendments, reviewed the final proofs and then confirmed my approval of those final proofs by e-mail to Nick Baker on 10 October 2014.
- 3.5 On 10 October 2014, I provided an electronic version of the Short Form Explanatory Statement, signed by Dan Yoram Schwarzmann, to Nick Baker by e-mail. I reviewed the proofs of the Short Form Explanatory Statement provided by Imprima to Nick Baker and me and then confirmed my approval of the final proofs in person at Armour's offices on 10 October 2014 to Nick Baker and Lisa Abela. On 10 October 2014, at 16.30, I was copied on an email from Nick Baker to Imprima attaching the approved final proofs.
- In relation to the collation and posting process, I refer to the first witness statement of Dan Yoram Schwarzmann, dated 8 August 2014, prepared in relation to the application to convene the Amending Scheme Meetings (the "First Schwarzmann Witness Statement"). Paragraph 27 of the First Schwarzmann Witness Statement details the steps taken by the Scheme Administrators to identify and locate potential Scheme Creditors. As a result of that exercise, Armour produced excel spreadsheets which contained the addresses (and, for those creditors referred to in paragraph 3.6(b) below, the creditor name and its Established Liabilities) of the 68,435 policyholders, potential policyholders, brokers and intermediaries ("Potential Scheme Creditors") to whom the Companies would be mailing a copy of the Amending Scheme Documents as follows:
 - a) spreadsheets containing the address details for 68,049 of the Potential Scheme Creditors, where only the address details for each of those Potential Scheme Creditors needed to be inserted on page 1 of the Short Form Explanatory Statement; and
 - b) spreadsheets containing the address details, creditor name and its Established Liabilities for the remaining 386 of the Potential Scheme Creditors, where the address details for each of those Potential Scheme Creditors needed to be inserted on page 1 of the Short Form Explanatory Statement, but, in addition, that Potential Scheme Creditor's name and its Established Liabilities also needed to be inserted on page 5 of the Voting Form.
- 3.7 I reviewed the spreadsheets referred to in paragraph 3.6(b), raised any queries that I had with Armour and approved the final form of those spreadsheets by email to Armour on 25 September 2014.
- 3.8 On 8 October 2014, I was copied on an email from Nick Baker sending electronic copies of the data referred to in paragraphs 3.6(a) and 3.6(b) to Mike Gallagher of Imprima. The addresses provided were to be inserted on page 1 of the Short Form Explanatory

- Statement for use with window envelopes. The creditor name and Established Liabilities referred to in paragraph 3.6(b) above were to be included on page 5 of the Voting Form.
- 3.9 The printing process started once the Amending Scheme Documents were finalised and approved by me as noted in paragraphs 3.3 to 3.5 above. On 10 October 2014, I was copied on an email from Nick Baker sending a final approved set of the data referred to in paragraphs 3.6(a) and 3.6(b) to Imprima and confirming that printing could commence.
- 3.10 On 13 and 14 October 2014, I attended Imprima's factory in Orpington, Kent in person together with my colleagues, Lawrence Heming and Aliya Khatun of PwC, and Lisa Abela and Nick Baker to check and approve the 386 Voting Forms that had been personalised with creditor names and their Established Liabilities (referred to in paragraph 3.6(b) above).
- 3.11 Imprima collated 68,435 copies of the Amending Scheme Documents, inserted a copy into each envelope and posted them on 15 October 2014.
- 3.12 On or around 20 October 2014, Imprima arranged delivery by courier of 500 bound copies of the Amending Explanatory Statement, the Amending Scheme and the Amending Scheme Meetings Notice (together the "Composite Amending Scheme Document") to Lisa Abela at Armour's offices in London for dispatch to any creditor requesting a copy of the Composite Amending Scheme Document.
- 3.13 At the time of mailing, the Royal Mail were not delivering to Liberia, Libya, Peru, Sierra Leone and Syria. As a result, 179 letters were not sent to potential Scheme Creditors in those countries. In respect of future Amending Scheme notifications for these 179 potential Scheme Creditors:
 - (a) the Scheme Administrators will send those notifications by post if those addresses are in countries which, at that time, the Royal Mail delivers to: and
 - (b) for those countries where the Royal Mail does not deliver:
 - (i) Armour will search for e-mail addresses for the Scheme Creditors so that any future notifications can be sent electronically;
 - (ii) for those Scheme Creditors for whom Armour was unable to find an email address, Armour:
 - (aa) will, with the Scheme Administrators, request that the PwC offices located in Liberia, Libya, Peru and Sierra Leone seek to deliver the notifications to those Scheme Creditors; and

- (bb) seek an alternative agent to make the delivery to Syria;¹ and
- (iii) for those Scheme Creditors for whom Armour was unable to find an email address or who will not receive notification via a PwC office or alternative agent in Syria, Armour will seek to arrange for the notifications to be sent by courier to each of the 179 potential Scheme Creditors resident in those countries.
- 3.14 As at 11 December 2014, 4,070 (6%) copies of the Amending Scheme Documents had been returned to the printers as being undelivered. Of these 205 were from Scheme Creditors who appeared on the Companies' Technical Ledger (as defined in paragraph 27.26 of the First Schwarzmann Witness Statement) and against whom the Companies had recorded a transaction. Armour searched for alternative addresses for these 205 Scheme Creditors. As a result, 125 letters were resent to those Scheme Creditors, using revised addresses, prior to the date of the Amending Scheme Meetings on 11 December 2014.
- 3.15 Since 11 December 2014, I received regular updates on the number of returns and, as at 31 July 2015, it was reported to me by Sophie Meeks of Armour that 5,122 (8%) (i.e. an additional 1,052 since 11 December 2014) copies of the Amending Scheme Documents had been returned to the printers as being undelivered. Armour have been regularly reviewing all of these returns and, by undertaking website searches, have been seeking replacement postal addresses for these potential Scheme Creditors for future Scheme Creditor notifications. Paragraph 4.6 of the fourth witness statement of Dan Schwarzmann contains further information regarding these returns.

4. ARRANGEMENTS FOR UPLOADING MATERIAL RELATING TO THE AMENDING SCHEME ON TO THE WEBSITE

- 4.1 I liaised frequently with Craig Smith of Armour in relation to the arrangements for the uploading of material on to the Website. He was overseeing the uploading of documents on to the Website. My role was to oversee, on behalf of the Scheme Administrators, the proper implementation of the Order in relation to material relating to the Amending Scheme being made available publicly to Scheme Creditors on the Website. PwC did not itself perform any of those said tasks.
- 4.2 On 14 October 2014, at 16.11, I sent an electronic copy of the Amending Scheme Documents to Craig Smith, requesting that a copy of those documents be uploaded on to the Website. On 15 October 2014, at 10.07, I received e-mail confirmation from Craig Smith that the Amending Scheme Documents had been uploaded on to the Website.

PwC does not have an office in Syria.

- 4.3 On 16 October 2014, at 15.13, I sent an electronic copy of the Composite Amending Scheme Document to Craig Smith. On 16 October 2014, at 16.56, I received e-mail confirmation from Craig Smith that the Composite Amending Scheme Document had been uploaded on to the Website.
- 4.4 On 16 October 2014, at 17.17, I e-mailed Craig Smith to request that the draft Amending Explanatory Statement and draft Amending Scheme that had been uploaded on to the Website in July 2014, prior to the Convening Hearing, be removed from the Website. On 17 October 2014, at 08.25, I received e-mail confirmation from Craig Smith that the draft Amending Explanatory Statement and draft Amending Scheme had been removed from the Website.
- 4.5 On 27 October 2014, at 10.28, I was copied on an e-mail from my colleague, Baljit Goraya of PwC, to Craig Smith requesting that the Composite Amending Scheme Document uploaded on to the Website be replaced with a revised Composite Amending Scheme Document due to two typographical errors in the original document. On 27 October 2014, at 11.05, Simon Vignaux of Armour sent e-mail confirmation to Baljit Goraya that the revised Composite Amending Scheme Document had been uploaded on to the Website in place of the previous version.
- In addition to the documents added to the Website, wording was also added to the home page of the Website in the form of a 'banner' notices. Since the date of the Convening Hearing, the banners have been regularly updated to reflect the latest developments in the Amending Scheme process, including providing Scheme Creditors with details of the timing and location of the Amending Scheme Meetings and the sanction hearing. Further details of the changes that were made to the banners can be found in Craig Smith's witness statement.

I believe that the facts stated in this witness statement are true.

Signed

Dated

23 September 2015

OIC Run-Off Limited and The London and Overseas Insurance Company Limited Robert Frederick Kingdom First Witness Statement

Made 23 September 2015

Claim Nos 5812 and 5813 of 2014

IN THE HIGH COURT OF JUSTICE
CHANCERY DIVISION
COMPANIES COURT

IN THE MATTERS OF OIC RUN-OFF LIMITED AND IN THE MATTER OF THE LONDON AND OVERSEAS INSURANCE COMPANY LIMITED

AND IN THE MATTER OF THE COMPANIES ACT 2006, PART 26

WITNESS STATEMENT OF Robert Frederick Kingdom

Hogan Lovells International LLP Atlantic House Holborn Viaduct London EC1A 2FG

Ref F1/JBB/WAJB/G0617.00013

OIC Run-Off Limited and The London and Overseas Insurance Company
Limited
Peter Duhig
First Witness Statement
Exhibits PD 1 to 5

Made 23 September 2015 Claim Nos 5812 and 5813 of 2014

IN THE HIGH COURT OF JUSTICE

CHANCERY DIVISION

COMPANIES COURT

IN THE MATTER OF OIC RUN-OFF LIMITED

AND IN THE MATTER OF THE LONDON AND OVERSEAS INSURANCE COMPANY LIMITED AND IN THE MATTER OF THE COMPANIES ACT 2006, PART 26

WITNESS STATEMENT OF PETER DUHIG

I, Peter Duhig of Imprima Financial Print Ltd ("Imprima"), City Place House, 55 Basinghall Street, London, EC2V 5EH, will say as follows:

1. INTRODUCTION

- 1.1 I am (and have been since 24 July 2000) employed by Imprima. In cases such as this, I am responsible for the printing and posting arrangements of certain of the documents relating to the proposed amending scheme of arrangement between the Companies and their respective Scheme Creditors (the "Amending Scheme").
- 1.2 I am duly authorised by Imprima to make this statement. Save where the contrary is indicated, I make this statement from my own knowledge gained in the performance of my duties as an employee of Imprima. I make this statement in support of the applications by each of the Companies seeking an order of the Court sanctioning the Amending Scheme pursuant to Part 26 of the Companies Act 2006.
- 1.3 The following exhibits accompany this statement:

- (a) PD 1 the Short Form Explanatory Statement;
- (b) PD 2 the Voting Form;
- (c) PD 3 the notice dated 8 October 2014 informing the Scheme Creditors of the date, time and location of the Amending Scheme Meetings (the "Amending Scheme Meetings Notice"), together with a map showing the location of the venue for the Amending Scheme Meetings,

(documents (a) to (c) above together referred to in this witness statement as the "Amending Scheme Documents");

- (d) PD 4 a copy of the docket from the Royal Mail in Nottingham in respect of the mailing of the 68,049 copies of the Amending Scheme Documents referred to paragraph 5.4(a) (the "Royal Mail Nottingham Docket"); and
- (e) PD 5 a copy of the docket from the Royal Mail in Croydon in respect of the mailing of the 386 copies of the Amending Scheme Documents referred to in paragraph 5.4(b) (the "Royal Mail Croydon Docket").

1.4 Unless stated otherwise:

- (a) terms used in this witness statement and not otherwise defined in this statement shall have the meanings given to them in the explanatory statement in support of the Amending Scheme prepared pursuant to section 897 of the Companies Act 2006 (the "Amending Explanatory Statement"); and
- (b) references in this witness statement to paragraphs are to the respective numbered paragraphs of this statement.

2. BACKGROUND

- I have been the person responsible at Imprima for dealing with the printing and posting arrangements for the Amending Scheme Documents. In that capacity I have had dealings with the people employed at Armour Risk Management Limited ("Armour") and PricewaterhouseCoopers ("PwC") to manage this project.
- 2.2 I understand that on 8 October 2014 the directions order was made by the Honourable Mr Justice Sales (the "Order") ordering the Companies to convene the Amending Scheme Meetings.
- 2.3 In paragraph 4 of the Order, the Court ordered, amongst other things, that at least 8 weeks prior to the Amending Scheme Meetings, a copy of the Amending Scheme Documents (all in the form or substantially in the form of those documents exhibited to the third witness statement of Dan Yoram Schwarzmann dated 3 October 2014) be sent by pre-paid first class

mail (or by air mail, or by courier, as appropriate) addressed to the registered office or last known address maintained upon the operational computer records of the Companies of: (i) each potential Scheme Creditor; and (ii) each broker and intermediary known by the Companies to have placed business with the Companies on behalf of a Scheme Creditor.

- 2.4 In this witness statement I will deal with the following matters:
 - (a) the printing of the Amending Scheme Documents;
 - (b) how the Amending Scheme Documents were collated; and
 - (c) the arrangements for mailing the Amending Scheme Documents to Scheme Creditors, both within and outside the United Kingdom.
- 2.5 In preparing this witness statement I have also reviewed the witness statement in this matter prepared by Robert Kingdom (the "Robert Kingdom Witness Statement") who has been involved in the process. I believe the contents of the Robert Kingdom Witness Statement to be true insofar as they are within my own knowledge.

3. PRINTING ARRANGEMENTS

- 3.1 All e-mails were sent from Armour and PwC directly either to me or my colleague Mike Gallagher. There is also a general e-mail address of london@imprimafp.com to which e-mails were sometimes sent because this e-mail address is checked regularly by Imprima staff to ensure no e-mails are missed.
- 3.2 On 8 October 2014, my colleague Mike Gallagher received electronic copies of the Amending Scheme Meetings Notice from Nick Baker of Armour. Electronic and hard copy proofs of the Amending Scheme Meetings Notice were produced and provided to Nick Baker to send to Robert Kingdom of PwC. On 10 October 2014, Nick Baker advised me by e-mail that Robert Kingdom had approved the proof copies.
- On 8 October 2014, Mike Gallagher received electronic copies of the Voting Form from Nick Baker. Also provided was sample data for personalising certain of the Voting Forms (by adding the creditor's name and its Established Liabilities). Various electronic and hard copy proofs of the Voting Form were produced and provided to Armour for discussion with PwC, who requested changes, and further proofs were then produced as required. On 10 October 2014, Nick Baker advised me by e-mail that the final set of proofs had been approved by Robert Kingdom.
- 3.4 On 10 October 2014, Mike Gallagher received an electronic copy of the Short Form Explanatory Statement from Nick Baker. Also provided was sample data for personalising the Short Form Explanatory Statement (by adding the creditor's name and address). Various electronic proofs of the Short Form Explanatory Statement were produced and provided to

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Armour for discussion with PwC, who requested changes, and further proofs were then produced as required. On 10 October 2014 Nick Baker advised me by e-mail that the final set of proofs had been approved by Robert Kingdom.

- On 10 October 2014, Mike Gallagher received an e-mail from Nick Baker confirming that printing could commence. I supervised the printing of a total of 68,435 copies of each of the Amending Scheme Documents at two different factories as follows:
 - a) our factory in Nottingham carried out the printing and collation of the 68,049 copies of the Amending Scheme Documents referred to in paragraph 3.6(a) of the Robert Kingdom Witness Statement, where only the address details for each creditor needed to be inserted on page 1 of the Short Form Explanatory Statement and there was no requirement to personalise the Voting Forms; and
 - b) our factory in Orpington carried out the printing and collation of the 386 copies of the Amending Scheme Documents referred to in paragraph 3.6(b) of the Robert Kingdom Witness Statement, where the address details for each creditor needed to be inserted on page 1 of the Short Form Explanatory Statement, but also that creditor's name and, if applicable, its Established Liabilities also needed to be inserted on page 5 of the Voting Form.
- 3.6 All printing was completed by 14 October 2014. Copies of the final form of the Amending Scheme Documents are set out at PD 1 to PD 3.
- 3.7 The Amending Scheme Documents were produced using a digital printing process. Samples of the Amending Scheme Documents were reviewed throughout the proofing process by representatives of Armour and PwC. Mike Gallagher also attended the factory in Orpington on 13 and 14 October 2014 to support the review of the 386 Voting Forms that were personalised with creditor names and Established Liabilities.

4. COLLATION ARRANGEMENTS

- 4.1 On 10 October 2014, Nick Baker sent me the final electronic copies of excel spreadsheets which contained the addresses (and, for those creditors referred to in paragraph 4.1(b) below, the creditor name and, if applicable, Established Liabilities) of the 68,435 policyholders, potential policyholders, brokers and intermediaries to whom the Companies would be mailing a copy of the Amending Scheme Documents as follows:
 - a) spreadsheets containing the address details for the 68,049 copies of the Amending Scheme Documents to be sent to the creditors referred to in paragraph 3.5(a) above;
 and

- b) spreadsheets containing the address details, creditor name and, if applicable, Established Liabilities for the 386 copies of the Amending Scheme Documents to be sent to the creditors referred to in paragraph 3.5(b) above.
- 4.2 The name and address data was used to personalise page 1 of the Short Form Explanatory Statement for each creditor, which would then be visible in the window envelopes to be used for the mailing.
- 4.3 For distribution purposes the Amending Scheme Documents were contained in a pack that was prepared for sending to each of the Scheme Creditors. I oversaw the insertion of a copy of the Amending Scheme Documents into each of the 68,435 window envelopes. These were then sealed, ready for mailing.
- 4.4 On or around 20 October 2014, I couriered 500 bound copies of the Amending Explanatory Statement, the Amending Scheme and the Amending Scheme Meetings Notice to Lisa Abela at Armour's offices in London for dispatch to any creditor requesting a copy of those documents.

5. **M**AILING ARRANGEMENTS

- I was responsible for the mailing of the 68,435 packs of Amending Scheme Documents referred to in paragraph 4.3.
- 5.2 For the purposes of managing the mailing, the Amending Scheme Documents were divided into three categories according to their destination. These were:
 - (a) all United Kingdom addresses, which includes for this purpose the Channel Islands which have UK post codes ("Domestic Mail");
 - (b) all USA addresses ("US Mail"); and
 - (c) all other addresses, which includes all European addresses ("Rest of the World Mail").
- 5.3 The Royal Mail administered the delivery of the mailing which amounted to 68,435 packs in total (16,452 for Domestic Mail, 32,029 for US Mail and 19,954 for Rest of the World Mail).
- 5.4 All of the assembled Amending Scheme Documents referred to above were delivered to two Royal Mail sorting depots as follows:
 - (a) the 68,049 letters referred to in paragraph 3.5(a) above were delivered to the sorting depot in Nottingham (PD 4 contains a copy of the Royal Mail Nottingham Docket); and

- (b) the 386 letters referred to in paragraph 3.5(b) above were delivered to the sorting depot in Croydon (PD 5 contains a copy of the Royal Mail Croydon Docket).
- 5.5 The Amending Scheme Documents were posted on 15 October 2014 with expected arrival dates of:
 - (a) the next working day for the Domestic Mail; and
 - (b) between three to seven days for US Mail and Rest of the World Mail.
- At the time of mailing, the Royal Mail were not delivering to Liberia, Libya, Peru, Sierra Leone and Syria. This is the only issue with the mailing advised to me by Royal Mail. As a result, 179 letters were not sent to addresses in those countries.
- 5.7 Between 24 October 2014 and 11 December 2014, 4,070 packs of Amending Scheme Documents were returned to Armour as undelivered.
- 5.8 As at 31 July 2015, 5,122 (8%) (i.e. an additional 1,052 since 11 December 2014) copies of the Amending Scheme Documents had been returned as undelivered.

I believe that the facts stated in this witness statement are true.

Signed

Dated

23 Saptember 2015

OIC Run-Off Limited and The London and Overseas Insurance Company Limited
Peter Duhig
First Witness Statement
Exhibits PD 1 to 5

Made 23 September

2015

Claim Nos 5812 and 5813 of 2014

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COMPANIES COURT

IN THE MATTER OF OIC RUN-OFF LIMITED

AND IN THE MATTER OF THE LONDON AND OVERSEAS INSURANCE COMPANY LIMITED

AND IN THE MATTER OF THE COMPANIES ACT 2006, PART 26

WITNESS STATEMENT OF PETER DUHIG

Hogan Lovells International LLP Atlantic House

Holborn Viaduct
London EC1A 2FG

Ref F1/JBB/WAJB/G0617.00013

OIC Run-Off Limited and The London and Overseas Insurance Company Limited

Peter Duhig

First Witness Statement

Exhibits PD 1 to 5

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IN THE MATTER OF OIC RUN-OFF LIMITED

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AND IN THE MATTER OF THE COMPANIES ACT 2006, PART 26

EXHIBIT PD 1

This is the exhibit marked "PD 1" referred to in the first witness statement of Peter Duhig dated this 23 September 2015

This document is already on the website – see "Scheme Documents"

OIC Run-Off Limited and The London and Overseas Insurance Company Limited

Peter Duhig

First Witness Statement

Exhibits PD 1 to 5

Made 23 September 2015

Claim Nos 5812 and 5813 of 2014

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IN THE MATTER OF OIC RUN-OFF LIMITED

AND IN THE MATTER OF THE LONDON AND OVERSEAS INSURANCE COMPANY LIMITED

AND IN THE MATTER OF THE COMPANIES ACT 2006, PART 26

EXHIBIT PD 2

This is the exhibit marked "PD 2" referred to in the first witness statement of Peter Duhig dated this 23 September 2015

This document is already on the website – see "Scheme Documents"

OIC Run-Off Limited and The London and Overseas Insurance Company Limited

Peter Duhig

First Witness Statement

Exhibits PD 1 to 5

Made 23 September 2015

Claim Nos 5812 and 5813 of 2014

CHANCERY DIVISION

COMPANIES COURT

IN THE MATTER OF OIC RUN-OFF LIMITED

AND IN THE MATTER OF THE LONDON AND OVERSEAS INSURANCE COMPANY LIMITED

AND IN THE MATTER OF THE COMPANIES ACT 2006, PART 26

EXHIBIT PD 3

This is the exhibit marked "PD 3" referred to in the first witness statement of Peter Duhig dated this 23 September 2015

This document is already on the website – see "Scheme Documents"

OIC Run-Off Limited and The London and Overseas Insurance Company Limited

Peter Duhig First Witness Statement Exhibits PD 1 to 5

Made 23 September 2015

Claim Nos 5812 and 5813 of 2014

This is the exhibit marked "PD 4" referred to in the first witness statement of Peter Duhig dated this 23 September 2015

EXHIBIT PD 4

Reprint Confirmed Sales Order

Promit your Your order tree recovers and is being processed.



Overell Status: Delivery Status:

Completed Completed

5043215101 from 21.16 2014 12:00 AQJ5043076598Project Orion October Project Orion October

Poster number: 9000264147
Poster name: POLESTAR DIGITAL LTD:
Poster authres: .., ANNESLEY NOTTINGHAM, NG15 0DP

Account name: IMPRIMA (UNITED HINGOOM) LIMITED Account number 6074860007
PPI number HQ7556

Additional Order Data

Payment Method Selected Payment Method:

Document Flow

Preceding Document: Onlice 5643078598

Product Description/Details

QTY Status

41 Completed

30 Completed

130 Compfeted

1 Completed

DG1: INTL BUS MAIL LLTR CTRY SRT HI VOL PRI:
Your Configuration: International Format: Lge Leiter
Country Description: BUDAN
Average Item Weight (Grenns): 122
Your notes:
Department:
Cietomor Ref:

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Ogt: NTI. BUS MAIL LTR CTRY GRT HI VOL PRI
International Former: Liga Leder
County Description; TUHISIA
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Amended Positing Description; TUHISIA
Cuestomer Ref.

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OG1: NRT BUS MAIL L LTR CTRY SRT HI VOL PRI Your Configuration: International Format: Lge Lotter Country Description: TURKEY Amended Posting Dete: 21 10.2014 Your notes: Department: Customer Ref.

Consense Fee:

OLA: INTERNATIONAL STANDARD ON ACCOUNT international Format Letter

County Desertions. LETTERS EUROPE Average item Weight (Gramm): 96

Amanded Posting Deta: 21.10.2014

Popertiment:
Customer Ref:

VAT Summery for Posting Location

VAT Description

flot Price

0 00 GBP

VAT Total Price

0.00 GSP

5.06 GBP

Print

VAT Code

Close



Poster number: 9000364147
Poster neme: POLESTAR DIGITAL LTD
Poster riddress: , ANNESLEY NOTTINGHAM, NG15 00P

Confirmed 15.10.2014 14:15:47

Account name: IMPRIMA (UNITEO NINGERUM) LIMITEO Account number: 0074862901
PPI number: HQ7558

Additional Order Data

Payment Method Solected Paymont Method:

He	m Product: Description/Details	QTY	Sietue
	OG1: INTL BUS MAIL L LTR CTRY SRT HI VOL PRI Your Configuration: International Formatic Log Letter Country Description: SENEGAL Average Islam Weight (Grame): 122		
10	Aniended Posing Date: 15, 10, 2014 Your noise: Oepariment: Cusiomer Ref;	13	Open
	OG1: INTL BUS MAIL L LTR CTRY SRT HI VOL PRI Your Configuration: International Format Liga Letter Country Description: SERBLA		
20	Average Rein Weight (Grame): 122 Amended Positing Date: 15, 10,2014 Your notes: Department: Customar Ref:	22	Open
	DG1: INTL BUS MAIL LETR CTRY SRT HI VOL PRI Your Configuration: International Format: Lga Latins Configuration: Configuration: International Format: Lga Latins		
30	Average (tem Weight (Grams): 122 Amanded Posting Delet 15.10.2014 Your note: Department Consistence Ref	17	Open
	OG1: INTL BUS MAIL LETR CTRY SRT HI VOL PRI Your Configuration: International Format: Liga Latter Country Descripton: SIERRA LEONE		
40	Average (ten: Weight (Grams): 122 Arkended Posting Delac: 15:10 2014 Your notes: Department: Customer Ref:	12	Open
	DG1: INTL BUS MAIL LLTR CTRY SRT HI VOL PRI Your Configuration: International Format: Lg Lediae Country Description: SINGAPORE		
50	Average Itom Weight (Grams): 122 Averaded Posting Dela: 15 10.2014 Your notes: Department Customer Ref:	274	Open
	OG1: INTL BUS MAIL LLTR CTRY SRT HI VOL PRI Your Configuration: International Format Liga Letter County Descripton: SOUTH AFRICA (REPUBLIC OF)		
60	Average Ham Weight (Grunns): 322 Amended Posting Dale: 15 10:2014 Your notes: Department: Customer Ref:	407	Орея
76	UG1: INTL BUS MAIL & LTR CTRY SRT HI VOL PRI Your Configuration: International Formal: Ege Letter Country Description: SPAIN Average Barn Weight (Grane): 122		
70	Arrended Posting Date: 15.10.2014 Your rotes: Cepartment: Customer Reid	413	Open
80	DG1: INTL BUS MAIL L LTR CTRY SRT HI VOL PRI YOUR CONfiguration: International Formatic Light Lettor Country Description: SRI LANKA Average Idem Weight (Germe): 122		
av	Amended Posting Dale: 15 18 2014 Your rouse: Department Cusiomar Red:	42	Отриел
100	UG1: INTL BUS MAIL L LTR CTRY SRT HI VOL PRI YOUR Configuration: International Forenat Log L state Constry Description: SWAZILAND Average laten Weight (Sprans): 122		_
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100	DG1: INT. BUS MAIL L.LTR CTRY SRT Hi VOL PRI Your Cerifiguration: International Formatic Liga Leatur Country Description: GWEDEN Average tiern Walpht (Germit) 122		
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110	DG1: INTL BUS MAH. L.LTR CTRY SRT HI VOI. PR! Your Configuration: International Formati: Lgs Lotter Country C	352	Open
	Amended Posing Date: 18.10.2014 Your notes: Department: Customer Ref:		
128	DG1: INTE BUS MAIL LLIR CTRY SRT HI VOL PRI	142	Olyan

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Dis Natz, 2015 130 DOM: NOTE BUS MAKE LETRICITRY BRIT HE VOL PRE DG1: WTL BUS MAR. L LTR CTRT SHT 14 VOL. PRI Your Configuration: International Format Lag Letter Courtly Description: THRELAND Average than Weight (Grams): 122 Advanced Posting Delectis. 19,2014 Your releas: Department. Customer Ref. Contribution State Mark L LTR-CTRY SRT HI VOIL PRE Voil Configuration: International Format Liga Letter Course Deceptions: TellulabA is 104 Accordance Foundable Course Deceptions: TellulabA is 104 Accordance Foundable Course Deceptions: 122 Voice notice Course Deceptions: 122 Operational Customer Ref: 145 Open Castomer Ref:

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Your Configuration: Intermetanal Format. Lga Leitler

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DG1: INTL BUS MAIL LETR CTRY SRT IN VOL PRI Historical Transaction of Commercial Laboratorical Country Description: Vehiclistics American Posting Dele: 15 10 2014

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Customer Ref: 239 Open DG1: INTL BUS MAIL LITE CTRY SRT HI VOL PRI Your Configuration: Informational Formati Ligo Loilor Country Ossociophers VECTANAL Avenue del Posting Distant 15: 10 2014 250 DG1: INFL BLE MAIL LLTR CTRY SRT HI VOL PRI Dott first but sown, LEFR LIRE AN IN YOUR Configuration: followed and Former, Light Celler County Description: USA Annuarded Posting Delic 16.10 2014
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Your Configuration: Internstitual Format: Ups Later
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DG1: MTI, BUS MAB, I, LTR CTRY SRT HI VOL PR

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Customer Ref. 236 DOT: INTL BUS MAIL LITE CTRY SRT HE VOL PRE Your Configuration: International Fermat: Liga Letter County Obscription: ZAMMIA Amended Pasting Date: 15.16.2014 246 LUSDINE FOR!

OGS: INT BUS MAIL LITE OTRY SRT HI VOL PRIYour Ganfiguerkon:
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Amended Posting Date: 15: 10.3054
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Your Configuration: International Formati-Parcel

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Average International Formation Diseases: 18, 10, 2014

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Continues Figst:

 Confirmed Sales Order



Poster number: 9690264147
Poster name: POLESTAR DIGITAL LTD
Poster address: ...ARNEBLEY NOTTINGHAM, NG16 90P

OG1: INTL BUS MAIL L LTR CTRY SRT HI VOL PRI
Your Configuration: international Format: Lgs Letter
Country Descriptor: USA
Average linen Weight (Greene): 125
HAPRIMA (U...LONDON
Your notes
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Cusiomer Ref.

31,80? Open

VAT Summary for Posting Louision

Net Price

YAT

Coeffrmed 16.10.2014 11:49:42

Account name: IMPRIMA (UNITED KINGOOM) LIMITED Account number 0074820901 HOF666

Print

VAT Cede

Closs

Confirmed Sales Order
Thank you!
Your order was received and in being procursed





Poster number: 9000284147
Poster name: POLESTAR DIGITAL LTD
Poster addrsss:,, ANNESLEY NOTTINGHAM, NG15 60P

Payment Method Salected Payment Method:

Oversil Status: Confirmed Onte:

Confirmed 15.10.2014 12:29:13

Account number: 0074852001
PQF number: 0074852001

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Henry		Product: Description/Detaile	GEA	Status
	OG1: INTL BUS MAR. LETR CTRY SRT HI VOL PRI Your Configuration: International Formati Liga Lotter Country Description; ALGERIA			
10	Average item Weight (Grants): 122 Amended Posting Dete: 15.10.2014 Your notes: Department Cusiome Rafi		25	Open
	OGT: INTE BUS MARIL LETR CTRY SRT HI VOL PRE Your Configuration: International Format: Lgo Letter Country Description; ANGOLA		21	Open
36	Average Hern Winight, (Grams): 122 Amended Positing Dele: 15 16 2014 Your notice: Department: Customer Raft:		21	Open
	DG1: NYTL BUS MAEL E LTR CTRY SRT HI VOL PRI YOUr Configuration: International Format: Los Letter Country Description: ANTIGUA / BARBUDA		19	Open
7905	Average Hem Weight (Grems): 122 Amended Posing Oste: 15.00:2014 Your notes: Department: Customer Ref:		12	Open
	DG1: N/TL BUS MAR, LETR CTRY SRT HI VOL PRI Your Configuration: International Format Lgo Letter Country Description: ARGENTINA		192	Open
40	Average Hem Walght (Grame): 122 Amended Poeling Dele: 16.19.2014 Your roles: Dopartment: Customer Ref:		:92	Open.
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50	Americad Posting Date: 16 10 2014 Your notes: Department Customer Ref:		1,501	open.
80	DG1: INTL BUS MAIL L LTR CTRY SRT HI VOL PRI Your Configuration: Intermettical Format: Lps Letter County Descriptor: AUSTRIA Average New Weight (Gramme): 122		92	Open
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70	DG1: INTL BUS MARL LLTR CTRY SRT HI VOL PRI Your Configuration: International Formati: Lgs Letter Country Description: 8AHAMAS Average teen Weight (Grams): 122	•	80	Open
70	Amended Posting Dela: 15.19.2014 Your notes: Cepariment Customer Ref:			
80	DG1: INTL BUS MAIL LLTR CTRY BRT HI VOL PRI Your Configuration: International Format: Liga Letter Country Description: BAHRAIN Average, Item Weight [Grams]: 122		94	Open
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340	DGF: INTL BUS MAIL L LYR CTRY SRT HI VOL PRI Your Configuration: Control Format Lgs Letter Control Control Control BANGLARESH Austrage Hem Weight (Greens): 122		28	Open
	Amended Posting Date (15.19,2014 Your notes: Osperfranct Customer Ref:			
100	OG1: INTL BUS MAIL I, LTR CTRY SRT HI VOL PRI Your Configuration: International Format: Lge Letter Country Description: BARBADUS Average Jum Wough! (Grama): 122		32	Open
	Amended Poating Date: 15 10:2014 Your note: Ospariment Customer Ret;			
-46	DG1; RVT, BUS MAIL L TR CTRY SRT HI VOL PRI Your Configuration: insametenat Forest: Lips Latter Country Description: BEL SILUM Average Iden Walph (Grams): 122 Amended Posting Date: 16 10 2014		349	Open
	Your notes: Department: Customer Ref:		18	Open.
120	DG1: MYT, BUS MAIL LLTR CTRY BRT HI VOL PFE		16	Span.

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	Your Configuration	International Formaticape (editor Country Description: 801.84A		
146	Amended Posting Date	Antrope Unit Weight Grands: 122 :: 16.10-2014	35	Open
	Your notes: Department			
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		L LLTA CTRY SAT HI VOL PRI International Format: Lps Lokar		
		Country Description: SENIN		
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	Your Configuration:	Irizan adoniai Formai; Lgo Loller		
170		Country Description: 8RAZH. Avange Born Volgini (Grams): 122	181	Coan
1246	Amended Forting Date: Your notes:			
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186		Average Item Weight (Greme): 122	26	Cpen
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169	Arrensed Posting Oale: 1	Avaraga (dam Walght (Grama): 122 15.10.2014	32	Ghea
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210	A	Country Description: CAMADA wrenings them Weight (Greenist: 122	2,476	Open
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220	Amended Posting Date: 19	verage sam Waght (Grama), 122	27	Open
	Your noise: Outper/ment:			
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auti.	Cc Au	overby Description: CHYNA (PEOPLE'S REPUBLIC OP) Wringe tern Weight (Granne): 122	173	Open
240	Amended Fosting Date: 15 Your notes:		11-4	- has
	Ospartment: Customer Ref:			
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	Your Costiguration:	International Furmat. Liga Celler		
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096	A	Avenage Hells Weight (Grammic, 122	59	Open
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376		Aurenage Havri Wolfgha (Grannel): 122	24	Open
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310		Average from Weight (Granus): 122	24	Орея
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330		Average liam Weight (Gramat: 122	273	Орен
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338-		Average turn Weight (Grann): 128	48	Open
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340		Country Develoption: ECNATORIAL GUAREA Average Bleet Westgrife (Grannel: 122	71	Open
340	Amended Posting Only Your roles	Average State Weight (Greenis). 123	71	Орея
340	Your notes: Department	Average State Weight (Greenis). 123	71	Орен
340	Your rotes: Department Customer Ref.	Average Black Weights (Gramma). 122 in 15-10-2014	71	Open
346	You'r rotes: Department Customer Ref: DEST: INTL BUS MAN	Averege their Weight (Greenes), 122 6.15.10.2014 6. L. L. TR. C. T. R. T. Fr. W. C. J. P. R.	34	Орея
340	Your rotes: Department Customer Ref.	Average their Weight (Grannel, 122 a. 15-10-2014 L. L. LTR CTRY SRT H VCL PRI International Formet, Los Latin	71	Орон
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350	You'r Instein: Department Customer Ref: DG 1: INTL BUS MAY Your Contiguration: Amended Posting Defu Your notes: Department Customer Ref: DG 1: RVT. BUS MAI Your Configuration: Amended Posting Date Amended Posting Date	Average time Weight (Gramme), 122 i. 15.19.2014 i. L. L. TR CTRY SRT HI VOL PRI international Formel: Ligs Latina Country Description: (ESPT Average latin Weight (Gramm), 122 i. L. L. TR CTRY SRT HI VOL PRI international Formel: Ligs Latina Li L. L. TR CTRY SRT HI VOL PRI international Formel: Ligs Latina Country Occupient: (ES SALVADOR Average latin Volont (Gramme), 122	129	Open
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350	You's instant. Department Customer Ref. Lustomer Ref. Lustomer Ref. Lustomer Ref. Lustomer Ref. Amendad Posting Date Your policit. Jenatomer Ref. Light: NETL BUS MAI Your Configuration: Autonided Posting Date Voor Configuration: Lustomer Ref. Department. Dep	Average time Weight (Grame): 122 L. L. LTR CTRY SRT HI VOL PRE International Format: Lige Latiou Evoluty Description: CGPPT Average time Weight Grame): 122 L. L. LTR CTRY SRT HI VOL PRE International Format: Lige Latiou Evoluty Description: CGPPT Average time Weight Grame): 122 L. L. LTR CTRY SRT HI VOL PRE International Format: Lige Latiou Country Occupion: EL SALVADOR Average time Weight (Grame): 122 Tits 10 2014	129	Open
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Confirmed Sales Order



Confirmed 19.10.2014 14:19:11

Account name: IMPRIMA (UNITED KINGOOM) LIMITED Account number: 0074682001 HQ7568

Payment Stathod Selected Payment Method:

Poster number: 9000284147
Poster name: POLESTAR DIGITAL LTD
Poster address: , ANNESLEY NOTTINGHAM, NG15 0DP

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Poster number: 9000284147
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Poster address: , ANNESLEY NOTTINGHAM, NG15 00P

Oversil Status: Confirmed Date: Confirmed 15.10.2014 13:52:31

Account name: IMPRIBA (UNITED KINGDOM) LIMITED Account number: 0074882001 PPI number: HQ7558

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Made 23 September 2015

Claim Nos 5812 and 5813 of 2014

IN THE HIGH COURT OF JUSTICE
CHANCERY DIVISION
COMPANIES COURT
IN THE MATTER OF OIC RUN-OFF LIMITED
AND IN THE MATTER OF THE LONDON AND OVERSEAS INSURANCE COMPANY LIMITED
AND IN THE MATTER OF THE COMPANIES ACT 2006, PART 26

EXHIBIT PD 5

This is the exhibit marked "PD 5" referred to in the first witness statement of Peter Duhig dated this 23 September 2015

Confirmed Sales Order

Thank you!

Your order was received and is being processed.





with us it's personal®

Order

5043094846 from 15.10.2014 15:59:50

Your Reference (optional): 51233/110606 Orion

Your Description:

51233/110606 Orion

Poster number: 9000254191

Poster name: DATAFORMS CHARTERED PRESS LTD

Poster address: , , ORPINGTON, BR5 3RG

Shipping Costs:

537.50 GBP 0.00 GBP

Confirmed

15.10.2014

15:59:50

Taxes

33.12 GBP

Total Gross Price:

Overall Status:

Confirmed Date:

Total Net Price:

570.62 GBP

Terms of Payment:

30 Days

Account name: Account number: 0074882001

IMPRIMA (UNITED KINGDOM) LIMITED

PPI number:

HQ7558

Additional Order Data

Payment Method

Selected Payment

Invoice

Method:

Item

10

20

30

Product: Description/Details

QTY Surcharge

Not Price

0.00 GBP 151.84 GBP 30.37 GBP 182.21 GBP

0.00 GBP 13.75 GBP 2.75 GBP 16.50 GBP

VAT Total Price

VAT Code

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Status

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Open

STL: 1ST AND 2ND CLASS ACCOUNT MAIL

Your Configuration:

Class of Mailing: First Class Royal Mail Format: Lge.Letter

Total number of Items: 146 Average Item Weight [Grams]: 140

Amended Posting Date: 15.10.2014

Your notes: Department: Customer Ref:

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Your Configuration:

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VAT Description

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Net Price 371.91 GBP

537.50 GBP

0.00 GBP

VAT

371.91 GBP

Total Price

Total

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Close

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Made 23 September 2015

Claim Nos 5812 and 5813 of 2014

IN THE HIGH COURT OF JUSTICE

CHANCERY DIVISION

COMPANIES COURT

IN THE MATTER OF OIC RUN-OFF LIMITED

AND IN THE MATTER OF THE LONDON AND OVERSEAS INSURANCE COMPANY LIMITED AND IN THE MATTER OF THE COMPANIES ACT 2006, PART 26

WITNESS STATEMENT OF CRAIG SMITH

I, Craig Smith of Armour Risk Management Limited ("**Armour**"), 20 Old Broad Street, London, EC2N 1DP, will say as follows:

1. INTRODUCTION

- 1.1 I am (and have been since 3 December 2012) employed by Armour. In this case, I was responsible for overseeing the construction of the website by i3Q Systems Limited and Quartermain & Company Limited on which certain of the documents relating to the proposed amending scheme of arrangement between the Companies and their respective Scheme Creditors (the "Amending Scheme") can be accessed and downloaded by the Scheme Creditors. In this case, the relevant documents were posted on a website whose domain address is www.oicrun-offltd.com (the "Website"). I am also responsible for overseeing the subsequent maintenance of the Website.
- 1.2 I am duly authorised by Armour to make this statement. Save where the contrary is indicated, I make this statement from my own knowledge gained in the performance of my duties as an employee of Armour. I make this statement in support of the applications by each of the Companies seeking an order of the Court sanctioning the Amending Scheme pursuant to Part 26 of the Companies Act 2006.

- 1.3 The following exhibits accompany this statement:
 - (a) CS 1 the Short Form Explanatory Statement;
 - (b) CS 2 the Voting Form;
 - (c) CS 3 the notice dated 8 October 2014 informing the Scheme Creditors of the date, time and location of the Amending Scheme Meetings (the "Amending Scheme Meetings Notice"), together with a map showing the location of the venue for the Amending Scheme Meetings,

(documents (a) to (c) above are collectively referred to in this witness statement as the "Amending Scheme Documents");

- (d) CS 4 the full length proposal in relation to the Amending Scheme pursuant to Part 26 of the Companies Act 2006, comprising:
 - the explanatory statement in support of the Amending Scheme prepared pursuant to Part 26 of the Companies Act 2006 (the "Amending Explanatory Statement");
 - (ii) the Amending Scheme; and
 - (iii) the Amending Scheme Meetings Notice;

(documents (d)(i) to (d)(iii) above are collectively referred to in this witness statement as the "Composite Amending Scheme Document");

- (e) CS 5 a copy of the notice added to the Website on 24 March 2015; and
- (f) CS 6 a copy of the notice added to the Website on 21 July 2015.

1.4 Unless stated otherwise:

- (a) terms used in this witness statement and not otherwise defined in this statement shall have the meanings given to them in the Amending Explanatory Statement; and
- (b) references in this witness statement to:
 - (i) paragraphs are to the respective numbered paragraphs of this statement; and
 - (ii) a point of time on a given day refers to that time GMT on the day specified.

2. BACKGROUND

2.1 I have been the person responsible at Armour for overseeing the construction of the Website and uploading on to it the Amending Scheme Documents and the Composite Amending Scheme Document. I have also been responsible for ensuring that Scheme Creditors have access to the Website and can download and print the relevant documents relating to the Amending Scheme from it. In that capacity I have had dealings with the people employed by the Scheme Administrators at PricewaterhouseCoopers ("PwC") to manage this project.

- 2.2 I understand that on 8 October 2014 the directions order was made by the Honourable Mr Justice Sales (the "Order") ordering the Companies to convene the Amending Scheme Meetings.
- 2.3 In paragraph 7 of the Order, the Court ordered that, amongst other things, copies of the Amending Scheme Documents and the Composite Amending Scheme Document be made available on the Website.
- 2.4 In this witness statement I will deal with the following matters:
 - (a) the construction of the Website:
 - (b) how the Amending Scheme Documents and the Composite Amending Scheme Document were uploaded on to the Website; and
 - (c) the arrangements for ensuring that the Scheme Creditors can download and print off the Amending Scheme Documents and the Composite Amending Scheme Document from the Website.
- In preparing this witness statement I have also reviewed the witness statement in this matter prepared by Robert Kingdom, who has been involved in the process. I believe the contents of Robert Kingdom's witness statement to be true insofar as they are within my own knowledge.

3. CONSTRUCTION OF THE WEBSITE

The Website was developed, under my supervision, by an external company called i3Q Systems Limited. It was launched on 15 March 2013, replacing the previous OIC website. From this date onwards the maintenance and further development of the Website has been undertaken by Armour or by Quartermain & Company Limited under the supervision of Armour.

4. UPLOADING THE AMENDING SCHEME DOCUMENTS ON TO THE WEBSITE

4.1 E-mails were sent directly from PwC to either or both of me and my colleague Deborah Forward, also of Armour. I refer to the appropriate individual who sent and received the e-mail instructions in the following paragraphs. Once instructions had arrived, I supervised my colleagues in carrying out the work.

- 4.2 On 14 October 2014 at 16.12, I received an electronic copy of the Amending Scheme Documents from Robert Kingdom. I supervised the uploading of the Amending Scheme Documents on to the Website. On 15 October 2014 at 10.05, I sent e-mail confirmation to Robert Kingdom that the Amending Scheme Documents had been uploaded on to the Website. A copy of the final form of the Amending Scheme Documents which were uploaded to the Website is set out at CS 1 to CS 3.
- 4.3 On 16 October 2014 at 15.14, I received an electronic copy of the Composite Amending Scheme Document from Robert Kingdom. I supervised the uploading of the Composite Amending Scheme Document on to the Website. On 16 October 2014 at 16.54, I sent e-mail confirmation to Robert Kingdom that the Composite Amending Scheme Document had been uploaded on to the Website.
- 4.4 On 16 October 2014 at 17.17, I received a request from Robert Kingdom that the draft Amending Explanatory Statement and draft Amending Scheme document that had been uploaded on to the Website in July 2014, prior to the Convening Hearing, be removed from the Website. On 17 October 2014 at 08.23, I sent e-mail confirmation to Robert Kingdom that the draft Amending Explanatory Statement and draft Amending Scheme had been removed from the Website.
- 4.5 On 27 October 2014 at 10.28, I received a request from Baljit Goraya of PwC that the Composite Amending Scheme Document uploaded on to the Website be replaced with a revised Composite Amending Scheme Document due to two typographical errors in the original document. On 27 October 2014 at 11.05, Simon Vignaux of Armour sent e-mail confirmation to Baljit Goraya that the revised Composite Amending Scheme Document had been uploaded on to the Website in place of the previous version. A copy of the final form of the Composite Amending Scheme Document is set out at CS 4.

5. ARRANGEMENTS FOR ALLOWING ACCESS TO THE WEBSITE

- 5.1 The Website does not have any restrictions on accessing or downloading the Amending Scheme Documents and the Composite Amending Scheme Document. The Website is available to anyone with internet access. The Armour release management process is adopted when any changes to the Website are made or documents uploaded on to the Website, to ensure that the Scheme Creditors can access, download and print the documents. The process followed is detailed below:
 - the PDF document(s) to be uploaded or the revised banner wording is received from PwC;
 - (b) the changes are applied to or document(s) added to the test version of the Website;
 - (c) the changes made are tested by Armour;

- (d) the results of the testing are approved by Armour and/or PwC;
- (e) the changes are released to the live version of the Website; and
- (f) the changes are checked in the live version of the Website by Armour and PwC.
- 5.2 In addition to the documents added to the Website, wording was added to the home page of the Website in the form of 'banner' notices. I refer to the relevant individuals who sent and received e-mail instructions relating to the banners in the following paragraphs. Once instructions had arrived, I or Deborah Forward supervised my colleagues in carrying out the work.
- On 1 July 2014 at 12.15, I received an e-mail from Robert Kingdom confirming that the Website home page banner should be changed to "OIC Court Convening Hearing Date 28 August 2014". I supervised the change to the banner wording and sent e-mail confirmation on 1 July 2014 at 12.32 to Robert Kingdom of what the new banner would look like on the Website. On 1 July 2014 at 12.46, I received e-mail confirmation from Robert Kingdom approving the change to the banner wording being made to the Website. On 2 July 2014 at 09.21, I sent e-mail confirmation to Robert Kingdom confirming that the change to the banner wording had been made to the Website.
- On 18 August 2014 at 16.40, Deborah Forward received an e-mail from Baljit Goraya confirming that the Website home page banner should be changed to "OIC Court Convening Hearing Date 28 August 2014. The time of the UK Court hearing scheduled for Thursday 28 August 2014 is not yet known. This information will be added as soon as it becomes available". Deborah Forward supervised the change to the banner wording and sent e-mail confirmation on 19 August 2014 at 10.27 to Baljit Goraya of what the new banner would look like on the Website. On 19 August 2014 at 10.34, Deborah Forward received e-mail confirmation from Baljit Goraya approving the change to the banner wording being made to the Website. On 19 August 2014 at 13.33, Deborah Forward sent e-mail confirmation to Baljit Goraya confirming that the change to the banner wording had been made to the Website.
- 5.5 On 26 August 2014 at 19.06, Deborah Forward received an e-mail from Baljit Goraya confirming that the Website home page banner would need to be changed and provided an initial draft of the proposed wording.
- 5.6 On 27 August 2014 at 12.18, Deborah Forward received an e-mail from Baljit Goraya confirming that the Website home page banner should be amended to "OIC Court Convening Hearing Date 28 August 2014. The time of the UK Court hearing is 11.00 am GMT". On 27 August 2014 at 13.04, Deborah Forward sent e-mail confirmation to Baljit Goraya confirming that the change to the banner wording had been made to the Website.

- 5.7 On 27 August 2014 at 15.43, Deborah Forward received an e-mail from Baljit Goraya confirming that the Website home page banner should be changed to "OIC Court Convening Hearing Date 28 August 2014. The time of the UK Court hearing is 10.30 am GMT". Sophie Meeks of Armour supervised the change to the banner wording and provided e-mail confirmation on 27 August 2014 at 15.48 to Baljit Goraya that the change to the banner wording would be made to the Website. On 27 August 2014 at 16.00, Sophie Meeks received an e-mail from Baljit Goraya confirming that the wording had been changed on the Website.
- On 27 August 2014 at 17.37, Deborah Forward received an e-mail from Baljit Goraya confirming that the Website home page banner should be changed to "OIC Court Convening Hearing Date 28 August 2014. The time of the UK Court hearing is 2.00 pm BST". On 27 August 2014 at 20.31, Deborah Forward sent e-mail confirmation to Baljit Goraya confirming that the change to the banner wording had been made to the Website.
- On 29 August 2014 at 19.02, Deborah Forward received an e-mail from Baljit Goraya confirming that the Website home page banner should be changed to "As notified to Scheme Creditors on 1 July 2014, the convening hearing commenced on 28 August 2014. At the invitation of the Companies, the hearing has been adjourned until early October 2014 to deal with a discrete issue relating to the Pre-1969 L&O Policyholders. The date and time of the reconvened hearing is not yet known and will be added to the Website as soon as it becomes available". On 29 August 2014 at 19.38, Deborah Forward sent an e-mail to Baljit Goraya showing what the new banner would look like on the Website. On 29 August 2014 at 19.43, Deborah Forward received e-mail confirmation from Baljit Goraya approving the change to the banner wording being made to the Website. On 29 August 2014 at 19.58, Deborah Forward sent e-mail confirmation to Baljit Goraya confirming that the change to the banner wording had been made to the Website.
- 5.10 On 19 September 2014 at 15.55, I received an e-mail from Robert Kingdom confirming that the Website home page banner should be changed to "OIC adjourned Court Convening Hearing date 7 October 2014". I supervised the change to the banner wording. On 22 September 2014 at 13.10 I sent e-mail confirmation to Robert Kingdom confirming that the change to the banner wording had been made to the Website.
- 5.11 On 6 October 2014 at 13.56, I received an e-mail from Baljit Goraya confirming that the Website home page banner should be changed to "OIC adjourned Court Convening Hearing date 7 October 2014, The time of the hearing will be 10.30 am (BST)". I supervised the change to the banner wording and sent e-mail confirmation on 6 October 2014 at 13.59 to Baljit Goraya of what the new banner would look like on the Website. On 6 October 2014 at 14.03, I received e-mail confirmation from Baljit Goraya approving the change to the banner wording being made to the Website. On 6 October 2014 at 14.08, I sent e-mail confirmation

to Baljit Goraya confirming that the change to the banner wording had been made to the Website.

- On 8 October 2014 at 09.58, I received an e-mail from Baljit Goraya confirming that the Website home page banner should be changed to "On 7 October 2014, the High Court of England and Wales gave leave to OIC to hold meetings of Scheme Creditors, to consider and vote on the Amending Scheme, at 10.30 am (GMT) on 11 December 2014 at PricewaterhouseCoopers LLP, 1 Embankment Place, London, WC2N 6RH". I supervised the change to the banner wording and sent e-mail confirmation on 8 October 2014 at 10.18 to Baljit Goraya of what the new banner would look like on the Website. On 8 October 2014 at 17.04, I received e-mail confirmation from Baljit Goraya approving the change to the banner wording being made to the Website. On 8 October 2014 at 17.05, Simon Vignaux provided e-mail confirmation to Baljit Goraya confirming that the change to the banner wording had been made to the Website.
- On 4 November 2014 at 17.01, I received an e-mail from Robert Kingdom confirming that the Website home page should have a second banner added "A web-based presentation will be held at 5.30pm (English time) on 18 November 2014 in which the Scheme Administrators will explain the main features of the Amending Scheme and answer any questions. The details of the presentation will be placed on this Website in due course". I supervised the change to the banner wording and sent e-mail confirmation on 5 November 2014 at 09.59 to Robert Kingdom of what the new banner would look like on the Website. On 5 November 2014 at 10.15, I received e-mail confirmation from Robert Kingdom approving the change to the banner wording being made to the Website. On 5 November 2014 at 10.33, I provided e-mail confirmation to Robert Kingdom confirming that the change to the banner wording had been made to the Website.
- On 13 November 2014 at 12.50, I received an e-mail from Baljit Goraya confirming that the 5.14 Website home page second banner should be changed to "A web-based presentation will be held at 5:30pm (English time) on 18 November 2014 in which the Scheme Administrators will explain the main features of the Amending Scheme and answer any questions. The https://pwc-emeamc.webex.com/pwcpresentation will be available at emeamc/e.php?AT=SINF&MK=842141996&MJL=1". I supervised the change to the banner wording and Simon Vignaux sent e-mail confirmation on 13 November 2014 at 13.12 to Baljit Goraya of what the new banner would look like on the Website. On 13 November 2014 at 13.21, Simon Vignaux received e-mail confirmation from Baljit Goraya approving the change to the banner wording being made to the Website. On 13 November 2014 at 13.57, Simon Vignaux sent e-mail confirmation to Baljit Goraya confirming that the change to the banner wording had been made to the Website.

- 5.15 On 19 November 2014 at 12.41, I received an e-mail from Baljit Goraya confirming that the Website home page second banner (referred to in paragraph 5.14 above) should be removed. I supervised the removal of the second banner and sent e-mail confirmation on 19 November 2014 at 15.34 to Baljit Goraya that the second banner wording had been removed from the Website.
- 5.16 On 15 December 2014 at 12.40, I received an e-mail from Baljit Goraya confirming that the Website home page banner should be removed. I supervised the removal of the Website home page banner and sent e-mail confirmation on 15 December 2014 at 13.39 to Baljit Goraya that the banner wording had been removed from the Website.
- 5.17 On 22 December 2014 at 09.51, I received an e-mail from Robert Kingdom confirming that the Website home page should have a banner added "Following the Companies' Scheme Meetings on 11 December 2014, the Scheme Administrators are now reviewing the votes submitted for each Scheme Meeting. At this stage it is anticipated that the votes will be reviewed and the Sanction Hearing will take place by late March/April 2015". I supervised the change to the banner wording and sent e-mail confirmation on 22 December 2014 at 10.51 to Robert Kingdom of what the new banner would look like on the Website. On 22 December 2014 at 10.55, I received e-mail confirmation from Robert Kingdom approving the change to the banner wording being made to the Website. On 22 December 2014 at 11.20, I sent e-mail confirmation to Robert Kingdom confirming that the change to the banner wording had been made to the Website.
- 5.18 On 3 February 2015 at 14.27, I received an e-mail from Baljit Goraya confirming that the Website home page banner should be changed to "Following the Companies' Scheme Meetings on 11 December 2014, the Scheme Administrators are now reviewing the votes submitted for each Scheme Meeting. At this stage it is anticipated that the votes will be reviewed and the Sanction Hearing will take place by April 2015". I supervised the change to the banner wording and sent e-mail confirmation on 13 February 2015 at 15.11 to Baljit Goraya of what the new banner would look like on the Website. On 13 February 2015 at 15.44, I received e-mail confirmation from Baljit Goraya approving the change to the banner wording being made to the Website. On 13 February 2015 at 16.06, I sent e-mail confirmation to Baljit Goraya confirming that the change to the banner wording had been made to the Website.
- 5.19 On 24 March 2015 at 12.39, I received an e-mail from Robert Kingdom confirming that:
 - (a) the Website home page banner should be changed to "OIC Court sanction hearing date - Thursday 7 May 2015. Please see the notice dated March 2015 under "Other Documents" for further details"; and
 - (b) the notice in the form set out in CS 5 should be added to the Website (the "Notice").

I supervised the change to the banner wording and the addition of the Notice to the Website. I sent e-mail confirmation on 24 March 2015 at 13.26 to Robert Kingdom of what the new banner would look like on the Website. On 24 March 2015 at 13.55, I received e-mail confirmation from Robert Kingdom approving the change to the banner wording being made to the Website. On 24 March 2015 at 14.16, I sent e-mail confirmation to Robert Kingdom confirming that the change to the banner wording had been made to the Website and that the Notice had been uploaded on to the Website.

- 5.20 On 10 April 2015 at 14.00, I, along with my colleague Chris Uhlar of Armour, received an email from Robert Kingdom confirming that:
 - (a) the Website home page banner should be changed to "To give more time for further representations to be made in respect of vote claims and to allow Scheme Creditors ample time to consider the Chairman's and Vote Assessor's reports, the sanction hearing, originally scheduled for 7 May 2015, has been deferred until later in the summer. Copies of the Chairman's and Vote Assessor's reports along with the revised date of the sanction hearing will be published on this website"; and
 - (b) the Notice should be removed from the Website.

I, together with Chris Uhlar, supervised the change to the banner wording and the removal of the Notice from the Website. Chris Uhlar sent e-mail confirmation on 10 April 2015 at 14.14 to Robert Kingdom of what the new banner would look like on the Website. On 10 April 2015 at 14.38, Chris Uhlar received e-mail confirmation from Robert Kingdom approving the change to the banner wording being made to the Website. On 10 April 2015 at 14.53, Chris Uhlar sent e-mail confirmation to Robert Kingdom confirming that the change to the banner wording had been made to the Website and that the Notice had been removed from the Website.

- 5.21 On 21 July 2015 at 10.33 I received an email from Robert Kingdom confirming that:
 - (a) the Website home page banner should be changed to "OIC Court Sanction hearing date - Wednesday 28 October 2015. Please see the notice dated July 2015 under "Other Documents" for further details", and
 - (b) the notice in the form set out in CS 6 should be added to the Website (the "Second Notice").

I supervised the change to the banner wording and the addition of the Second Notice to the Website. I sent e-mail confirmation on 21 July 2015 at 10.53 to Robert Kingdom of what the new banner would look like on the Website. On 21 July 2015 at 11.00, I received e-mail confirmation from Robert Kingdom approving the change to the banner wording being made to the Website. On 21 July 2015 at 11.21, I sent e-mail confirmation to Robert Kingdom

confirming that the change to the banner wording had been made to the Website and that the Second Notice had been uploaded on to the Website.

I believe that the facts stated in this witness statement are true.

Signed

Dated

23 September 2015

Made 23 September 2015

Claim Nos 5812 and 5813 of 2014

IN THE HIGH COURT OF JUSTICE

CHANCERY DIVISION

COMPANIES COURT

IN THE MATTER OF OIC RUN-OFF LIMITED

AND IN THE MATTER OF THE LONDON AND OVERSEAS INSURANCE COMPANY LIMITED

AND IN THE MATTER OF THE COMPANIES ACT 2006, PART 26

WITNESS STATEMENT OF CRAIG SMITH

Hogan Lovells International LLP Atlantic House Holborn Viaduct

London EC1A 2FG

Ref F1/JBB/WAJB/G0617.00013

Made 23 September 2015

Claim Nos 5812 and 5813 of 2014

CHANCERY DIVISION

COMPANIES COURT

IN THE MATTER OF OIC RUN-OFF LIMITED

AND IN THE MATTER OF THE LONDON AND OVERSEAS INSURANCE COMPANY LIMITED

AND IN THE MATTER OF THE COMPANIES ACT 2006, PART 26

EXHIBIT CS 1

This is the exhibit marked "CS 1" referred to in the first witness statement of Craig Smith dated this 23 September 2015

This document is already on the website – see "Scheme Documents"

Made 23 September 2015

Claim Nos 5812 and 5813 of 2014

CHANCERY DIVISION

COMPANIES COURT

IN THE MATTER OF OIC RUN-OFF LIMITED

AND IN THE MATTER OF THE LONDON AND OVERSEAS INSURANCE COMPANY LIMITED

AND IN THE MATTER OF THE COMPANIES ACT 2006, PART 26

EXHIBIT CS 2

This is the exhibit marked "CS 2" referred to in the first witness statement of Craig Smith dated this 23 September 2015

This document is already on the website – see "Scheme Documents"

Made 23 September 2015

Claim Nos 5812 and 5813 of 2014

IN THE HIGH COURT OF JUSTICE

CHANCERY DIVISION

COMPANIES COURT

IN THE MATTER OF OIC RUN-OFF LIMITED

AND IN THE MATTER OF THE LONDON AND OVERSEAS INSURANCE COMPANY LIMITED

AND IN THE MATTER OF THE COMPANIES ACT 2006, PART 26

EXHIBIT CS 3

This is the exhibit marked "CS 3" referred to in the first witness statement of Craig Smith dated this 23 September 2015

This document is already on the website – see "Scheme Documents"

Made 23 September 2015

Claim Nos 5812 and 5813 of 2014

CHANCERY DIVISION

COMPANIES COURT

IN THE MATTER OF OIC RUN-OFF LIMITED

AND IN THE MATTER OF THE LONDON AND OVERSEAS INSURANCE COMPANY LIMITED

AND IN THE MATTER OF THE COMPANIES ACT 2006, PART 26

EXHIBIT CS 4

This is the exhibit marked "CS 4" referred to in the first witness statement of Craig Smith dated this 23 September 2015

This document is already on the website – see "Scheme Documents"

Made 23 September 2015

Claim Nos 5812 and 5813 of 2014

IN THE HIGH COURT OF JUSTICE
CHANCERY DIVISION
COMPANIES COURT
IN THE MATTER OF OIC RUN-OFF LIMITED
AND IN THE MATTER OF THE LONDON AND OVERSEAS INSURANCE COMPANY LIMITED
AND IN THE MATTER OF THE COMPANIES ACT 2006, PART 26

EXHIBIT CS 5

This is the exhibit marked "CS 5" referred to in the first witness statement of Craig Smith dated this 23 September 2015



OIC Run-Off Limited

The London and Overseas Insurance Company Limited

(Both in Scheme of Arrangement) (together "the Companies")

Proposed Amending Scheme of Arrangement - Date of Court Sanction Hearing

I refer to the meetings of scheme creditors held on 11 December 2014 in respect of the proposed Amending Scheme of Arrangement ("Amending Scheme") dated 8 October 2014.

I can now confirm that the Court hearing, to seek an order sanctioning the Amending Scheme, will take place on Thursday 7 May 2015 at the Royal Courts of Justice, 7 Rolls Building, Fetter Lane, London EC4A 1NL. The exact time of the Court hearing will be confirmed on this website as soon as we are advised by the Court.

Creditors have the right to attend the Court hearing for the purpose of making representations and should you wish to do so please contact the Scheme Administrators using the details below.

Scheme Administrators' contact details:

By post: PricewaterhouseCoopers LLP, 7 More London Riverside, London SE1 2RT, United Kingdom - for the attention of Dan Schwarzmann

By e-mail: oic.run-offlimited@uk.pwc.com

By phone: +44 (0) 20 7583 5000

DY Schwarzmann Joint Scheme Administrator March 2015

Paul Evans and Dan Schwarzmann were appointed as Joint Scheme Administrators of OIC Run-Off Limited and The London and Overseas Insurance Company Limited to manage their affairs, business and property as agents without personal liability. Both are licensed in the United Kingdom to act as insolvency practitioners by the Institute of Chartered Accountants in England and Wales. The Joint Scheme Administrators are Data Controllers of personal data as defined by the Data Protection Act 1998. PricewaterhouseCoopers LLP will act as Data Processor on their instructions. Personal data will be kept secure and processed only for matters relating to the scheme of arrangement.

PricewaterhouseCoopers LLP, 7 More London Riverside, London SE1 2RT T: +44 (0) 20 7583 5000, F: +44 (0) 20 7212 4652, www.pwc.co.uk

Made 23 September 2015

Claim Nos 5812 and 5813 of 2014

CHANCERY DIVISION

COMPANIES COURT

IN THE MATTER OF OIC RUN-OFF LIMITED

AND IN THE MATTER OF THE LONDON AND OVERSEAS INSURANCE COMPANY LIMITED

AND IN THE MATTER OF THE COMPANIES ACT 2006, PART 26

EXHIBIT CS 6

This is the exhibit marked "CS 6" referred to in the first witness statement of Craig Smith dated this 23 September 2015

This document is already on the website – see "Other Documents"