

COMPANY NO. 1167327

REGISTERED OFFICE: Park Gate, 161-163 Preston Road, Brighton, BN1 6AU

RiverStone Insurance (UK) Limited

2010 Annual Report

RiverStone Insurance (UK) Limited (Company No. 1167327)
Annual Report
For the year ended 31st December 2010

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RiverStone Insurance (UK) Limited (Company No. 1167327)
Directors and Administration
For the year ended 31st December 2010

Directors

N. C. Bentley
L. A. Hemsley
A. J. Keys (Non-Executive Chairman)
L. R. Tanzer

Secretary

F. Henry

Registered Office

Park Gate
161-163 Preston Road
Brighton
BN1 6AU

Management Company

RiverStone Management Limited

Auditors

PricewaterhouseCoopers LLP
Hay's Galleria
1 Hay's Lane
London
SE1 2RD

RiverStone Insurance (UK) Limited (Company No. 1167327)

Directors' Report

For the year ended 31st December 2010

The Directors have pleasure in presenting the Annual Report of RiverStone Insurance (UK) Limited ("RiverStone Insurance") comprising the Directors' Report together with the audited financial statements for the year ended 31st December 2010.

Ownership

RiverStone Insurance is a wholly owned subsidiary of RiverStone Holdings Limited ("RiverStone Holdings") which is registered in England and Wales. The ultimate parent company is Fairfax Financial Holdings Limited ("Fairfax") which is registered in Canada and listed on the Toronto Stock Exchange. The registered office of Fairfax is 95 Wellington Street West, Suite 800, Toronto, Ontario, Canada, M5J 2N7.

Principal Activity

RiverStone Insurance is authorised to carry on all classes of general insurance business and is engaged in the run-off of the assets and liabilities associated with its various portfolios of insurance and reinsurance.

The operations of RiverStone Insurance are administered by RiverStone Management Limited which is a fellow subsidiary of RiverStone Holdings. RiverStone Insurance is also involved in the Lloyd's market through the reinsurance protection of Syndicate 3500 and, with effect from 1st October 2010, Syndicate 2112. Syndicate 3500 and Syndicate 2112 are both managed by RiverStone Managing Agency Limited, a fellow subsidiary of RiverStone Holdings. The respective sole corporate members of Syndicate 3500 and Syndicate 2112 are RiverStone Corporate Capital Limited, and RiverStone Corporate Capital 2 Limited, both of which are also fellow subsidiaries of RiverStone Holdings.

Business Review

Results and Performance

The results for the year set out in the profit and loss account show a profit before and after taxation of \$14,963,000 (2009: \$4,838,000). The Directors do not recommend the payment of a dividend (2009: Nil).

Following several years of consolidating various European based run-off portfolios of its parent, Fairfax, and acquiring other run-off portfolios, RiverStone Insurance's primary focus has been the settlement of its policyholder obligations and recovery of reinsurance assets in an efficient and economic manner. Additionally, RiverStone Insurance actively continues to pursue opportunities to acquire further run-off portfolios. As part of this strategy, effective 1st October 2010, RiverStone Insurance accepted the reinsurance of all of the liabilities of Syndicate 2112, a run-off syndicate which wrote business from 2007 to 2009. The premium payable under this contract amounted to \$29,607,000 and was equal to the recorded liabilities of Syndicate 2112 as at 1st October 2010. This reinsurance arrangement is operated on a funds withheld basis, whereby the premium is retained by Syndicate 2112 as opposed to being settled at the inception of the contract. The sole corporate member of Syndicate 2112, RiverStone Corporate Capital 2 Limited, was acquired by RiverStone Holdings on 1st October 2010. Syndicate 2112's gross and net insurance liabilities amount to approximately \$30 million as at 1st October 2010 and 31st December 2010. RiverStone Insurance has also provided Funds at Lloyd's of \$28 million to support the liabilities of Syndicate 2112.

Effective 1st January 2011, Syndicate 3500 accepted the reinsurance-to-close of the liabilities of Syndicate 376, a run-off syndicate with underwriting years of 2001 and prior. Also effective 1st January 2011, RiverStone Insurance accepted the reinsurance from Syndicate 3500 of 50% of the underlying Syndicate 376

RiverStone Insurance (UK) Limited (Company No. 1167327)

Directors' Report

For the year ended 31st December 2010

liabilities. This resulted in the addition of \$124 million to the gross technical provisions of RiverStone Insurance as at 1st January 2011. Additionally, RiverStone Insurance has provided the majority of Syndicate 3500's additional capital requirement as Funds at Lloyd's in relation to this transaction.

Since its last major consolidation effort in 2004, RiverStone Insurance has reduced its gross loss reserves by over 67% from \$1.1 billion to \$357 million. In addition, RiverStone Insurance has reduced its reinsurance recoverables by 84% from \$896 million to \$143 million over the same period. During 2010, excluding the impact of Syndicate 2112, gross loss reserves and reinsurance recoverables were reduced by 33% and 50%, respectively, from amounts at the prior year end. The 2010 reduction in these balances includes a significant settlement through Syndicate 3500 in respect of the events of 11th September 2001. This settlement resulted in minimal incurred movements but gross paid claims of \$37 million were recorded by RiverStone Insurance, all of which was recovered from RiverStone Insurance's affiliated reinsurer. RiverStone Insurance's liquid resources decreased by \$21 million during the year to total cash and investment balances of \$300 million as a result of claims payments net of recoveries made from RiverStone Insurance's affiliated reinsurer.

The majority of RiverStone Insurance's net technical provisions are protected against future deterioration by reinsurance arrangements with an affiliated reinsurer.

The balance on the technical account for general business for the year was a gain of \$7,883,000 (2009: \$1,789,000). This gain represents net retained operating expenses credit after reimbursement of expenses under RiverStone Insurance's reinsurance contracts.

The profit on ordinary activities before and after taxation of \$14,963,000 comprises the gain on the technical account for general business plus net investment income of \$7,994,000 less foreign exchange losses of \$914,000.

Shareholders' funds have increased to \$274,695,000 from \$259,273,000 at the end of 2009. The increase in shareholders' funds comprises unrealised investment gains on available for sale investments of \$459,000 and the profit after taxation of \$14,963,000.

Principal Risks and Uncertainties

The process of risk acceptance and risk management is addressed through a framework of policies, procedures and internal controls. All policies are subject to approval by the board of directors of RiverStone Insurance ("the Board") and ongoing review by the Board, risk management (including compliance) and assurance. Compliance with regulatory, legal and ethical standards is a high priority for RiverStone Insurance. Its compliance and finance departments take on an important oversight role in this regard. The RiverStone Holdings Group Audit Committee is responsible for satisfying itself that a proper internal control framework exists to manage financial risks and that controls operate effectively.

RiverStone Insurance has developed a framework for identifying the risks that it is exposed to and their impact on economic capital. This process is risk based and uses Individual Capital Assessment principles to manage RiverStone Insurance's capital requirements and to ensure that it has the financial strength and capital adequacy to support the continued run off of the business and to meet the requirements of policyholders and regulators. The Directors consider that RiverStone Insurance's capital is adequate to meet its business needs.

The principal risks faced by RiverStone Insurance arise from fluctuations in the severity of claims compared with expectations, late reporting of claims, inadequate reserving and inadequate reinsurance protection (including the credit worthiness of major reinsurers).

RiverStone Insurance (UK) Limited (Company No. 1167327)

Directors' Report

For the year ended 31st December 2010

Financial Instruments

As described in Note 2 to the financial statements, RiverStone Insurance is exposed to financial risk through its financial assets, liabilities, reinsurance assets and policyholder liabilities. In particular, a key financial risk is that the proceeds from financial and reinsurance assets are not sufficient to fund the obligations arising from policies as they fall due. The most important components of this financial risk that RiverStone Insurance is exposed to are interest rate risk, currency risk, credit risk and liquidity risk. RiverStone Insurance manages these risks within its overall risk management framework. RiverStone Insurance does not operate a hedging strategy as it receives protection from currency risk under its reinsurance arrangements with an affiliated reinsurer.

Strategy and Future Outlook

RiverStone Insurance's primary focus has been, and continues to be, to conduct a timely and efficient run off of its existing portfolios. RiverStone Insurance continues to work towards a strategy to settle all outstanding liabilities and recover its reinsurance assets.

Over the past number of years, RiverStone Insurance has acquired a number of run-off portfolios of business either associated with certain Fairfax operations in Europe or from unaffiliated parties. RiverStone Insurance's main focus continues to be the run-off of these portfolios together with actively seeking to acquire further portfolios of run-off business.

The Board considers that the insurance operations of RiverStone Insurance are adequately capitalized based on the remaining risks and level of volatility inherent in its business.

Performance Measurements

RiverStone Insurance has made continued progress throughout 2010 in relation to key elements of its strategy. The Board monitors the progress of RiverStone Insurance by reference to the reduction of gross loss reserves and reinsurance recoverables, as detailed earlier in this report. RiverStone Insurance's admitted capital and capital cover are as follows:

	2010	2009
Admitted capital	\$117 million	\$223 million
Capital cover against Enhanced Capital Requirement	2.4 times	4.5 times

The fall in RiverStone Insurance's admitted capital since the end of 2009 relates to the settlement of part of RiverStone Insurance's affiliated reinsurance debtor with the receipt of an interest bearing loan receivable from another affiliated company. Under the current solvency rules the majority of this balance is not admitted for regulatory solvency purposes.

Policy on the Payment of Creditors

It is the policy of RiverStone Insurance to accept and abide by London insurance market practices or the terms of trade established by its suppliers unless otherwise agreed. Settlements with fellow subsidiaries are governed by intra-group agreements.

RiverStone Insurance (UK) Limited (Company No. 1167327)
Directors' Report
For the year ended 31st December 2010

Directors

Directors holding office during the period from 1st January 2010 to the date of this report were:

N. C. Bentley
L. A. Hemsley
A. J. Keys - Non-Executive Chairman
L. R. Tanzer

RiverStone Insurance has provided an indemnity for its directors which is a qualifying third party indemnity provision for the purposes of Section 234 of the Companies Act 2006.

Directors' Responsibilities Statement

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 RiverStone Insurance and of the profit or loss of RiverStone Insurance for that period. In preparing those financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently, subject to changes arising on the adoption of new accounting standards in the year;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that RiverStone Insurance will continue in business.

The Directors confirm that they have complied with the above requirements in preparing the financial statements.

The Directors are responsible for keeping proper accounting records that disclose with reasonable accuracy at any time the financial position of RiverStone Insurance and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of RiverStone Insurance and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Statement of Disclosure of Information to Auditors

So far as each person who is noted on page 3 as being a Director at the date of this report is aware, there is no relevant audit information of which RiverStone Insurance's auditors are unaware. Each person noted on page 3 as being a Director at the date of this report has taken all the steps that they ought to have taken as a Director in order to make themselves aware of any relevant audit information and to establish that RiverStone Insurance's auditors are aware of that information.

By Order of the Board

Park Gate
161-163 Preston Road
Brighton, BN1 6AU



F. Henry
Secretary
8th March 2011

RiverStone Insurance (UK) Limited (Company No. 1167327)
Independent Auditors' Report to the Members
For the year ended 31st December 2010

We have audited the financial statements of RiverStone Insurance (UK) Limited for the year ended 31st December 2010 which comprise the Profit and Loss Account, the Balance Sheet, the Statement of Total Recognised Gains and Losses and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

Respective Responsibilities of Directors and Auditors

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

This report, including the opinion, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

Scope of the Audit of the Financial Statements

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

Opinion on Financial Statements

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31st December 2010 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on Other Matter Prescribed by the Companies Act 2006

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

RiverStone Insurance (UK) Limited (Company No. 1167327)
Independent Auditors' Report to the Members
For the year ended 31st December 2010

Matters on which we are required to Report by Exception

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

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



Andrew Moore (Senior Statutory Auditor)
For and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
London
8th March 2011

RiverStone Insurance (UK) Limited (Company No. 1167327)
Profit and Loss Account
For the year ended 31st December 2010

	Note	2010 \$'000	2009 \$'000
Technical Account – General Business			
Gross premium written		<u>29,607</u>	<u>-</u>
Net premiums written and earned		<u>29,607</u>	<u>-</u>
Gross claims paid		(99,497)	(44,029)
Reinsurers' share		<u>91,278</u>	<u>42,889</u>
Net claims paid		<u>(8,219)</u>	<u>(1,140)</u>
Change in the gross provision for claims		124,352	86,182
Reinsurers' share		<u>(145,740)</u>	<u>(85,042)</u>
Change in the net provision for claims		<u>(21,388)</u>	<u>1,140</u>
Claims incurred, net of reinsurance		<u>(29,607)</u>	<u>-</u>
Net operating expenses	6	<u>7,883</u>	<u>1,789</u>
Total technical charges		<u>(21,724)</u>	<u>1,789</u>
Balance on the technical account for general business		7,883	1,789
Non-Technical Account – General Business			
Investment income	8	14,573	7,669
Realised investment (losses) gains	8	(9,097)	885
Unrealised investment gains	10(d)	2,518	-
Unrealised investment losses		-	(7,236)
Foreign exchange (losses) gains		<u>(914)</u>	<u>1,731</u>
Profit on ordinary activities before taxation		14,963	4,838
Taxation on profit on ordinary activities	9	<u>-</u>	<u>-</u>
Profit for the financial year		\$ <u>14,963</u>	\$ <u>4,838</u>

The results above are all derived from continuing operations.

RiverStone Insurance (UK) Limited (Company No. 1167327)
Statement of Total Recognised Gains and Losses
For the year ended 31st December 2010

		2010	2009
		\$'000	\$'000
Profit for the financial year		14,963	4,838
Movement on available for sale investment reserve	10(d)	459	6,264
Foreign exchange gains (losses)	17	<u>-</u>	<u>-</u>
Total gains recognised during the year		\$ <u>15,422</u>	\$ <u>11,102</u>

RiverStone Insurance (UK) Limited (Company No. 1167327)

Balance Sheet

As at 31st December 2010

	Note	2010 \$'000	2009 \$'000
Assets			
Financial Assets			
Other financial investments	10	262,435	261,684
Reinsurers' share of technical provisions			
Claims outstanding	3, 11	142,871	296,390
Debtors			
Debtors arising out of direct insurance operations	12	555	657
Debtors arising out of reinsurance operations	13	113,578	214,092
Other debtors	14	113,466	-
		227,599	214,749
Other assets			
Cash at bank and in hand		37,100	17,297
Prepayments and accrued income			
Accrued interest		<u>2,733</u>	<u>3,058</u>
Total Assets		\$ <u>672,738</u>	\$ <u>793,178</u>
Liabilities			
Capital and reserves			
Called up share capital	16	256,770	259,905
Other reserves	17	(2,042)	(2,501)
Profit and loss account	17	19,967	1,869
Total shareholders' funds	17	274,695	259,273
Technical provisions			
Gross claims outstanding	3	356,999	489,547
Provisions for other risks and charges			
	18	-	498
Creditors			
Creditors arising out of direct insurance operations	19	197	178
Creditors arising out of reinsurance operations	20	34,977	40,161
Other creditors including taxation and social security	21	5,870	3,521
		<u>41,044</u>	<u>43,860</u>
Total Liabilities		\$ <u>672,738</u>	\$ <u>793,178</u>

The financial statements on pages 10 to 30 were approved by the Board of Directors on 8th March 2011 and were signed on its behalf by:-


L. R. Tanzer
Managing Director


L. A. Hemsley
Finance Director

RiverStone Insurance (UK) Limited (Company No. 1167327)
Notes to the Financial Statements
For the year ended 31st December 2010

1. Accounting Policies

(a) Basis of Preparation and Accounting Practice

The financial statements of RiverStone Insurance (UK) Limited ("RiverStone Insurance") have been prepared under the provisions of The Large and Medium-Sized Companies and Groups (Accounts and Reports) Regulations 2009 (SI 2009/410), applicable accounting standards and the Statement of Recommended Practice on Accounting for Insurance Business issued by the Association of British Insurers dated December 2005, as amended in December 2006.

(b) Basis of Accounting

The technical result is determined on an annual basis whereby the incurred cost of claims, commission and related expenses are charged against the earned proportion of premiums, net of reinsurance, as follows:

- i) Claims incurred comprise claims and related claims handling expenses paid in the year and changes in provisions for outstanding claims, including provisions for claims incurred but not reported and related expenses, together with any other adjustments to claims from previous years. Where applicable, reductions are made for salvage and other recoveries.

Provisions for outstanding claims and related reinsurance recoveries are established based on estimates of the ultimate net cost of settlement along with actuarial and statistical projections. Claims provisions are determined based upon previous claims experience, knowledge of events and the terms and conditions of the relevant policies and on interpretation of circumstances. Particularly relevant is experience with similar cases and historical claims payment trends. The approach also includes the consideration of the development of loss payment trends, levels of unpaid claims, judicial decisions and economic conditions.

Whilst the Board of directors of RiverStone Insurance ("the Board") believes that the provisions for outstanding claims and related reinsurance recoveries including bad debt provisions are fairly stated, these estimates inevitably contain inherent uncertainties because significant periods of time may elapse between the occurrence of an incurred loss, the reporting of that loss to RiverStone Insurance, RiverStone Insurance's payment of the loss and the receipt of reinsurance recoveries. These uncertainties are inherent in much of the business previously underwritten and assumed by RiverStone Insurance. The estimates made are based upon current facts available to RiverStone Insurance and the prevailing legal environment and are subjected to continual review, with any resulting adjustments reported in current earnings. Anticipated reinsurance recoveries are disclosed separately as assets on the balance sheet.

As discussed in note 5 to the financial statements, RiverStone Insurance has utilised a number of other estimation techniques in order to arrive at reserves in respect of the claims arising from the terrorist attacks on 11th September 2001.

- ii) The costs incurred by RiverStone Insurance associated with running off the business are as a result of services provided by RiverStone Management Limited, an affiliated company and managing agent for RiverStone Insurance. Such costs are charged to RiverStone Insurance and reimbursed by an affiliated company under the terms of two reinsurance protection contracts.

RiverStone Insurance (UK) Limited (Company No. 1167327)
Notes to the Financial Statements
For the year ended 31st December 2010

(c) Cashflows

RiverStone Insurance is a wholly owned subsidiary of Fairfax Financial Holdings Limited ("Fairfax") and the cash flows of RiverStone Insurance are included in the consolidated group cash flow statement of Fairfax which is publicly available. Consequently RiverStone Insurance is exempt under the terms of Financial Reporting Standard No. 1 (Revised 1996) from publishing a cash flow statement.

(d) Investments

Other Financial Investments

RiverStone Insurance classifies its investments into the following categories: financial assets at fair value through profit and loss, and available for sale financial assets. The classification depends on the purpose for which the investments were acquired. Management determines the classification of its investments at initial recognition and re-evaluates this at every reporting date.

i) Financial assets at fair value through profit and loss

A financial asset is classified into this category at inception if it is acquired principally for the purpose of selling in the short term, if it forms part of a portfolio of financial assets in which there is evidence of short-term profit-taking, or if so designated by management to minimise any measurement or recognition inconsistency with the associated liabilities. All derivatives are classified as at fair value through profit and loss.

Financial assets designated as at fair value through profit and loss at inception are those that are managed and whose performance is evaluated on a fair value basis. Information about these financial assets is provided internally on a fair value basis to RiverStone Insurance's key management personnel. RiverStone Insurance's investment strategy is to invest in listed and unlisted equity securities and fixed interest rate debt securities and derivatives designated upon initial recognition at fair value through profit and loss.

The fair values of listed investments are based on current bid prices on the balance sheet date. Unlisted investments for which a market exists are also stated at the current bid price on the balance sheet date or the last trading day before that date.

Net gains or losses arising from changes in the fair value of financial assets at fair value through profit and loss are presented in the Profit and Loss Account within 'Unrealised gains on investments' or 'Unrealised losses on investments' in the period in which they arise.

ii) Available for sale financial assets

Available for sale financial assets are non-derivative financial assets that are either designated in this category or not classified in any of the other categories.

Purchases and sales of investments are recognised on the trade date i.e. the date on which RiverStone Insurance commits to purchase or sell the asset. Investments are initially recognised at fair value plus, in the case of all financial assets not carried at fair value through profit and loss, transaction costs that are directly attributable to their acquisition. Financial assets are derecognised when the rights to receive cash flows from the investments have expired or where they have been transferred and RiverStone Insurance has also transferred substantially all risks and rewards of ownership.

RiverStone Insurance (UK) Limited (Company No. 1167327)
Notes to the Financial Statements
For the year ended 31st December 2010

Changes in the fair value of financial assets classified as available for sale are recognised in equity. When financial assets classified as available for sale are sold or impaired, the accumulated fair value adjustments recognised in equity are included in the Profit and Loss Account within net realised gains on investments.

RiverStone Insurance discloses its investments in accordance with a fair value hierarchy with the following levels:

- (i) Level 1 - quoted prices (unadjusted) in active markets for identical assets or liabilities;
- (ii) Level 2 - inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (ie. as prices) or indirectly (ie. derived from prices); and
- (iii) Level 3 - inputs for the asset or liability that are not based on observable market data (unobservable inputs).

(e) Treasury Bills

Treasury bills consist of highly liquid short term investments with original maturity dates of less than one year. Treasury bills are valued at cost due to their short-term nature and insignificant risk of changes in value.

(f) Impairment of Financial Assets

At each balance sheet date RiverStone Insurance assesses whether there is objective evidence that an available for sale financial asset is impaired, including in the case of equity investments classified as available for sale, a significant or prolonged decline in the fair value of the security below its cost. If any such evidence exists for available for sale financial assets, the cumulative loss (measured as the difference between the acquisition cost and current fair value, less any impairment loss on the financial asset previously recognised in the Profit and Loss Account) is removed from equity and recognised in the Profit and Loss Account for the period. Impairment losses recognised in the Profit and Loss Account in respect of equity instruments are not subsequently reversed. The impairment loss is reversed through the Profit and Loss Account, if in a subsequent period the fair value of a debt instrument classified as available for sale increases and the increase can be objectively related to an event occurring after the impairment loss was recognised in profit and loss.

(g) Investment Return

Investment return comprises all investment income, realised investment gains and losses and movements in unrealised gains and losses, net of investment expenses.

Realised gains and losses on investments carried at fair value through profit and loss are calculated as the difference between net sales proceeds and purchase price. Movements in unrealised gains and losses on investments represent the difference between the fair value at the balance sheet date and their purchase price or their fair value at the last balance sheet date, together with the reversal of unrealised gains and losses recognised in earlier accounting periods in respect of investment disposals in the current period.

(h) Derivative Financial Instruments

RiverStone Insurance currently has credit default swap derivative financial instruments. These are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at their fair value. Changes in the fair value are recognised immediately in the Profit and Loss Account. Fair values are obtained from quoted market prices in active markets.

RiverStone Insurance (UK) Limited (Company No. 1167327)
Notes to the Financial Statements
For the year ended 31st December 2010

All derivatives are carried as assets when fair value is positive and as liabilities when fair value is negative. RiverStone Insurance does not have any derivatives for which the fair value can fall below zero.

(i) Translation of Foreign Currencies

Items included in RiverStone Insurance's financial statements are measured and presented using the currency of the primary economic environment in which it operates. RiverStone Insurance's functional currency is the US Dollar.

Foreign currency transactions are translated into the functional currency using the average rate of exchange during the year. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the Profit and Loss Account for the period.

(j) Deferred Taxation

Deferred tax assets and liabilities are established for differences between amounts reported in the financial statements and amounts reported in RiverStone Insurance's annual corporation tax returns, including revaluation gains and losses on investments. Deferred taxes are calculated at the rates at which it is expected that the tax liability or benefit will arise. Deferred tax assets are recognised to the extent that they are regarded as more likely than not recoverable. Deferred tax balances are not discounted. Movements on deferred tax assets and liabilities are recognised in the profit and loss account, except to the extent that they arise in relation to movements in the Statement of Total Recognised Gains and Losses.

2. Management of Financial Risk

Financial Risk Management Objectives

RiverStone Insurance is exposed to a range of financial risks through its financial assets, reinsurance assets and policyholder liabilities. In particular, the key financial risk is that the proceeds from financial assets are not sufficient to fund the obligations arising from insurance policies as they fall due. The most important components of this financial risk are market risk (including interest rate risk, equity price risk and currency risk), credit risk and liquidity risk.

RiverStone Insurance has established an overall risk management policy which focuses on the main risks to which it is exposed, paying particular attention to key risks which impact on the overall operation of the business. A risk register is maintained which is updated at least quarterly. All risks on the register are reviewed with key management personnel and the Board reviews the key risks on a quarterly basis.

The reinsurance protection that RiverStone Insurance has from an affiliated company covers the majority of its policyholder liabilities and also covers foreign currency fluctuations. Consequently the primary risk faced by RiverStone Insurance is credit risk in respect of this affiliated reinsurer. RiverStone Insurance has a joint and several guarantee from its ultimate parent and an intermediate parent which guarantees the performance of the affiliated company under the reinsurance contracts.

RiverStone Insurance (UK) Limited (Company No. 1167327)
Notes to the Financial Statements
For the year ended 31st December 2010

(a) Market Risk

i) Interest rate risk

Interest rate risk arises primarily from investments in fixed interest securities. In addition, to the extent that claims inflation is correlated to interest rates, liabilities to policyholders are exposed to interest rate risk. This is covered by the affiliated reinsurance protection. RiverStone Insurance works closely with its investment manager to review the duration of the investment portfolio in relation to the estimated mean duration of the liabilities.

Given the short term nature of the cash and investments of RiverStone Insurance, it is not exposed to significant interest rate risk since maturing short term investments are repriced at market interest rates on an ongoing basis.

The impact of a 100 basis point increase in interest rates on the value of RiverStone Insurance's investments held at 31st December 2010 is an approximate \$6.3 million loss (2009: \$9.2 million) to the available for sale revaluation reserve. Similarly, a 100 basis point decrease in interest rates would give rise to an approximate \$3.7 million gain (2009: \$10.8 million) to the available for sale revaluation reserve.

ii) Currency risk

RiverStone Insurance manages its foreign exchange risk against its functional currency, which is the US Dollar. RiverStone Insurance has a proportion of its assets and liabilities denominated in currencies other than the US Dollar, the most significant being the Euro and Pound Sterling. RiverStone Insurance seeks to mitigate the risk by matching the estimated foreign currency denominated liabilities with assets denominated in the same currency. The exposure of RiverStone Insurance to foreign exchange risk is mitigated by the fact that an affiliated reinsurer protects the main insurance entity, RiverStone Insurance, from foreign exchange rate fluctuations.

At 31st December 2010, if the Pound had weakened by 10% against the US Dollar with all other variables held constant, profit for the year would have been \$7.3 million higher (2009: \$10.8 million), mainly as a result of foreign exchange gains on the translation of US Dollar denominated financial assets, carried at fair value through profit or loss and foreign exchange gains on translation of US Dollar denominated liabilities.

(b) Credit Risk

Credit risk is the risk that a counterparty will be unable to pay amounts in full when due. Key areas where RiverStone Insurance is exposed to credit risk are:

- reinsurers' share of insurance liabilities;
- amounts due from reinsurers in respect of claims already paid;
- amounts due from insurance intermediaries;
- amounts due from corporate bond issuers; and
- counterparty risk with respect to derivative transactions.

As RiverStone Insurance is in runoff its exposures to reinsurers and insurance intermediaries are determined by contracts previously written. RiverStone Insurance manages the levels of credit risk from reinsurers and insurance intermediaries by quarterly review of receivable balances by counterparty. Management assesses the creditworthiness of all reinsurers and intermediaries by reviewing credit grades provided by rating agencies and other publicly available financial information. It is RiverStone Insurance's policy to provide for reinsurer bad debts in situations where it does not

RiverStone Insurance (UK) Limited (Company No. 1167327)

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expect to collect the full amount outstanding due to the financial position of the reinsurer or due to disputes over coverage. In certain circumstances, deposits from reinsurers are also held as collateral.

RiverStone Insurance reduces its exposure to credit risk in relation to investments by entering into transactions with counterparties that are reputable and by settling trades through recognized exchanges. RiverStone Insurance maintains strict control limits on open derivative positions. The amount subject to credit risk at any one time is limited to the current fair value of derivative financial assets.

RiverStone Insurance specifically monitors its exposure to the credit risk of its primary affiliated reinsurer. RiverStone Insurance reviews the financial performance of the reinsurer on a quarterly basis and regularly updates a detailed credit and liquidity analysis on the reinsurer to confirm that the financial and liquidity position of the reinsurer is adequate.

The assets bearing credit risk are summarized below, together with an analysis by credit rating (AM Best or equivalent):

	2010 \$'000	2009 \$'000
Derivative financial instruments	3,731	3,698
Debt securities	126,703	146,435
Treasury bills	131,937	111,455
Assets arising from reinsurance contracts held	57,433	89,293
Cash at bank and in hand	37,100	17,297
Affiliated reinsurance asset	123,985	367,207
Affiliated loan receivable	113,466	-
Total assets bearing credit risk	\$ 594,355	\$ 735,385
A++	210,416	216,147
A+	8,300	17,159
A, A-	54,815	37,346
B++ and below or not rated (including affiliated assets)	320,824	464,733
Total assets bearing credit risk	\$ 594,355	\$ 735,385

Assets arising from reinsurance contracts held are further analysed as follows:

	2010 \$'000	2009 \$'000
Performing	53,803	67,507
Past due	40,683	46,117
Impaired	3,659	12,406
Provision for irrecoverable amounts	(40,712)	(36,737)
Total	\$ 57,433	\$ 89,293

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(c) Liquidity Risk

Liquidity risk is the risk that cash may not be available to pay obligations when due at a reasonable cost. The primary liquidity risk of RiverStone Insurance is the obligation to pay claims to policy holders as they fall due. RiverStone Insurance monitors its liquidity needs through monthly cash flow forecasts and the projected settlement of insurance liabilities is modelled, on a regular basis, using actuarial techniques. This information is shared with RiverStone Insurance's primary affiliated reinsurer which responds to any shortfalls in liquidity if they arise. RiverStone Insurance's financial liabilities are all payable within one year.

(d) Capital Management

RiverStone Insurance maintains an efficient capital structure based entirely of equity shareholders' funds, consistent with its risk profile and the regulatory and market requirements of its business. RiverStone Insurance's objectives in managing its capital are:

- to match the profile of its assets and liabilities, taking account of the risks inherent in the business;
- to satisfy the requirements of its policyholders and regulators;
- to retain financial flexibility by maintaining adequate liquidity

RiverStone Insurance considers not only the traditional sources of capital funding but the alternative sources of capital including reinsurance and securitisation, as appropriate, when assessing its deployment and usage of capital. RiverStone Insurance manages as capital all items that are eligible to be treated as capital for regulatory purposes. RiverStone Insurance is regulated by the Financial Services Authority and is subject to insurance solvency regulations which specify the minimum amount and type of capital that must be held in addition to the insurance liabilities. RiverStone Insurance manages capital in accordance with these rules and performs the necessary tests to ensure continuous and full compliance with such regulations. RiverStone Insurance manages its own regulatory capital by reference to both minimum capital requirements based on EU Directive and also self-assessed risk-based capital determined under the FSA's individual capital adequacy regime. RiverStone Insurance has complied with all externally imposed capital requirements throughout the year. RiverStone Insurance is progressing with the implementation of the new Solvency II regulatory regime.

3. Reconciliation of Technical Provisions

A reconciliation of the changes to RiverStone Insurance's gross, ceded and net loss reserves from 31st December 2009 to 31st December 2010 is as follows:

	Gross \$'000	Ceded \$'000	Net \$'000
Amounts at 1 st January 2010	489,547	296,390	193,157
Amounts paid during the year	(99,497)	(91,278)	(8,219)
Change in estimate of reserves	(54,462)	(54,462)	-
Reinsurance of Syndicate 2112	29,607	-	29,607
Foreign exchange	(8,196)	(7,779)	(417)
Amounts at 31st December 2010	\$ 356,999	\$ 142,871	\$ 214,128

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4. Analysis of Gross Business

	Gross premiums written 2010 \$'000	Gross premiums earned 2010 \$'000	Gross claims incurred 2010 \$'000	Gross operating expenses 2010 \$'000	Re- insurance balance 2010 \$'000
Direct Insurance					
Marine, aviation and transport	-	-	4,985	(5,170)	(6,898)
Property	-	-	(331)	344	459
Third-party liability	-	-	1,108	-	(1,108)
Miscellaneous	-	-	(9)	9	12
	-	-	5,753	(4,817)	(7,535)
Reinsurance acceptances	<u>29,607</u>	<u>29,607</u>	<u>19,102</u>	<u>(11,052)</u>	<u>(23,175)</u>
Total	\$ 29,607	\$ 29,607	\$ 24,855	\$ (15,869)	\$ (30,710)
	2009 \$'000	2009 \$'000	2009 \$'000	2009 \$'000	2009 \$'000
Direct Insurance					
Marine, aviation and transport	-	-	4,357	(1,556)	(3,387)
Property	-	-	3,928	(1,403)	(3,053)
Third-party liability	-	-	(1,372)	-	1,372
Miscellaneous	-	-	4	(1)	(3)
	-	-	6,917	(2,960)	(5,071)
Reinsurance acceptances	<u>-</u>	<u>-</u>	<u>35,236</u>	<u>(4,956)</u>	<u>(27,377)</u>
Total	\$ -	\$ -	\$ 42,153	\$ (7,916)	\$ (32,448)

Effective 1st October 2010, RiverStone Insurance entered into a reinsurance protection agreement covering all of the liabilities of Syndicate 2112, whereby RiverStone Insurance provided unlimited reinsurance protection on net loss reserves and uncollectible reinsurance reserves of \$29,607,000 for a premium of the same amount. Gross claims incurred of \$24,855,000 include \$29,607,000 of reserves which were assumed by RiverStone Insurance under this reinsurance protection agreement.

5. Claims Reserves

Asbestos Related and Environmental Pollution Claims

RiverStone Insurance establishes case reserves for reported asbestos related and environmental pollution claims and future legal and associated expenses for such reported claims. It also establishes reserves for unreported claims and legal and associated expenses for such unreported claims. RiverStone Insurance regularly reviews the adequacy of its loss reserves for asbestos related and environmental pollution claims and claim expenses. These exposures do not lend themselves to traditional methods of loss reserve estimation. Reserving for asbestos related and environmental pollution claims is subject to significant uncertainties that are not generally present for other types of claims. These claims differ from almost all others in that it is often not clear that an insurable loss has occurred, which policy years apply and which insurers may be liable. These uncertainties prevent identification of applicable policies and policy limits until after a claim is reported to RiverStone Insurance and substantial time is spent (over many years in some cases) resolving contract issues and determining facts necessary to evaluate the claim. While the nature and extent of insurance and

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reinsurance coverage for these types of claims has widened in recent years, there has been no final judgement which would apply to all cases which would result in the wholesale transfer of these types of claims from insureds to insurers and reinsurers.

RiverStone Insurance expects asbestos related and environmental pollution claims to continue to be reported for the foreseeable future. The claims to be paid and timing of any such payments depend on the resolution of uncertainties associated with them and could extend over many years.

For these reasons, RiverStone Insurance estimates that the possible ultimate liabilities for these exposures could be substantially different from the amounts currently provided in the financial statements. Nevertheless, RiverStone Insurance believes that the reserves carried for these exposures are adequate based on known facts and current interpretation of applicable laws. The ultimate liabilities for these exposures are fully protected under RiverStone Insurance's reinsurance protection arrangements with affiliates.

Claims Relating to Terrorist Attacks of 11th September 2001

RiverStone Insurance, primarily through its reinsurance of Syndicate 3500, has exposure to the terrorist attacks in the United States of America on 11th September 2001. With the exception of the amounts assumed from the 2001 year of account of Syndicate 506, these are fully reinsured with an affiliated company under a reinsurance protection contract.

Following the events of 11th September 2001, various complaints were filed against American Airlines, United Airlines and the airlines' security contractors (Globe and Huntleigh) ("the Aviation Defendants") in the United States District Court for the Southern District of New York by subrogated property insurers and other companies which had businesses in or around the North and South Towers of WTC seeking in excess of \$6 billion in damages in tort in respect of property damage, business interruption and related losses (the "Property Damage Actions"). The plaintiffs alleged that the Aviation Defendants negligently failed to fulfil their security responsibilities and that consequently the terrorists were able to hijack the aircrafts and crash them into the towers of the WTC.

Following a mediation with a retired US District Judge John Martin, which was directed by Judge Hellerstein in November-December 2009, the Property Damage Actions were settled with the exception of those brought by World Trade Centre Properties LLC ("WTCP"), Cedar and Washington and Cantor Fitzgerald. Pursuant to the settlement agreement, which was signed on 23rd February 2010, the Aviation Defendants had to pay the settlement proceeds into an escrow account which will be released to the plaintiffs when a final order has been made approving the settlement agreement. The settlement agreement which was approved by Judge Hellerstein on 1st July 2010 is currently the subject of an appeal by WTCP.

During 2010 Syndicate 3500 (as a first tier reinsurer of American Airlines and as a retrocessionaire reinsuring American Airlines, United Airlines and some security companies) paid its share of the settlement to its cedants and has recovered the majority of amounts due from its reinsurers. In total, Syndicate 3500 recorded paid gross claims of \$144 million, paid reinsurance recoveries of \$79 million, ceded reinstatement premiums payable of \$12 million and gross reinstatement premiums receivable of \$40 million, to result in net paid claims net of premiums of \$37 million. All of this net paid amount was ceded to RiverStone Insurance, with minimal incurred movement.

At 31st December 2010, the remaining underlying reserves of Syndicate 3500 in connection with the events of 11th September, including amounts assumed from the 2001 year of account of Syndicate 506, are estimated to be \$75 million gross and \$8 million net. The gross reserves, which remain subject to uncertainty depending on the outcome of court action in the US, are principally on the aviation classes and have been estimated on a case-by-case basis. Under the terms of the reinsurance assumed, RiverStone Insurance would also be exposed if any of Syndicate 3500's underlying reinsurance failed.

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However, with the exception of the amounts assumed from the 2001 year of account of Syndicate 506, under the retrocession contract with the affiliated company, any movement in these amounts would fall to the account of the affiliated reinsurer.

6. Net Operating Expenses

	2010	2009
	\$'000	\$'000
Administrative expenses	\$ <u>(7,883)</u>	\$ <u>(1,789)</u>

The management and administration of RiverStone Insurance is carried out by RiverStone Management Limited, a fellow subsidiary, which also provides these services to other group companies. Operating expenses are net of reimbursement of costs under RiverStone Insurance's reinsurance contracts with an affiliated reinsurer. Operating costs for the year were \$15.9 million and \$23.8 million was recharged under RiverStone Insurance's reinsurance contracts with an affiliated reinsurer (2009: \$7.9 million and \$9.7 million, respectively), resulting in a net credit of \$7.9 million retained expenses for the year (2009: net credit of \$1.8 million). Of the amount recharged to RiverStone Insurance's affiliated reinsurer, \$2.9 million relates to the prior year.

The Directors receive no emoluments from RiverStone Insurance. The contracts of employment of the U.K. executive Directors and employees are with the managing agents which make charges to RiverStone Insurance for the services described above. Emoluments paid by the managing agents to the Directors of RiverStone Insurance in respect of their services as directors of RiverStone Insurance are summarised below. These amounts represent emoluments based on an apportionment of the Directors' time.

	2010	2009
	\$'000	\$'000
Emoluments	550	314
Amounts receivable under long term incentive schemes	<u>-</u>	<u>102</u>
	\$ <u>550</u>	\$ <u>416</u>

Retirement benefits are accruing to three directors (2009: three) under a defined benefit pension scheme.

During the year one director exercised share options (2009: none).

The Directors' remuneration disclosed above includes the following amounts paid to the highest paid Director:

	2010	2009
	\$'000	\$'000
Emoluments	266	129
Amounts receivable under long term incentive schemes	<u>-</u>	<u>56</u>
	\$ <u>266</u>	\$ <u>185</u>

As at 31st December 2010 a pension of \$44,000 per annum (2009: \$46,800) was accrued under a defined benefit pension scheme for the highest paid Director.

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7. Auditors' Remuneration

	2010	2009
	\$'000	\$'000
Audit services		
Fees payable to RiverStone Insurance's auditor for the audit of the financial statements	243	375
Non audit services		
Other services pursuant to legislation, including the audit of the regulatory return	39	50
Taxation services	5	20
Other services not covered above	3	3
	<u>290</u>	<u>448</u>
	\$	\$

8. Investment Return

	2010	2009
	\$'000	\$'000
Investment income		
Income from available for sale financial assets	5,531	5,329
Income from financial assets at fair value through profit and loss – designated upon initial recognition	4,026	2,098
Deposit interest	3	44
Income from treasury bills	323	236
Interest on deposits withheld	619	834
Interest from affiliated company	4,900	-
	<u>15,402</u>	<u>8,541</u>
Investment management expenses	<u>(829)</u>	<u>(872)</u>
	\$	\$
	<u>14,573</u>	<u>7,669</u>
Realised (losses) gains		
Financial assets at fair value through profit and loss:		
Held for trading	1,815	867
Available for sale financial assets	(990)	18
Loss on foreign exchange contract	<u>(9,922)</u>	<u>-</u>
	\$	\$
	<u>(9,097)</u>	<u>885</u>

9. Taxation Charge on Profit on Ordinary Activities

	2010	2009
	\$'000	\$'000
Current taxation		
UK corporation tax at 28% (2009: 28%) based on the results for the year	4,179	1,823
Group relief claimed	(450)	(561)
Losses brought forward	<u>(3,729)</u>	<u>(1,262)</u>
	\$	\$
	<u>-</u>	<u>-</u>

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Factors affecting the tax charge for the year

The corporation tax assessed for the year differs to the standard rate of corporation tax in the UK of 28% (2009: 28%). The differences are explained below:

	2010 \$'000	2009 \$'000
Profit on ordinary activities before taxation	\$ 14,963	\$ 4,838
Profit on ordinary activities before taxation multiplied by the UK corporation tax rate of 28% (2009: 28%)	4,190	1,355
Available for sale investment movements	128	1,754
Timing differences and disallowed expenses	(139)	(1,286)
Utilisation of tax losses	(4,179)	(1,823)
Current tax charge for the year	\$ -	\$ -

10. Other Financial Investments

(a) Other Financial Investments by Category

	Carrying Value		Purchase Price	
	2010 \$'000	2009 \$'000	2010 \$'000	2009 \$'000
At fair value through profit and loss				
Debt securities and other fixed-income securities designated at fair value through profit or loss upon initial recognition	41,183	66,478	41,106	67,624
Derivative financial instruments at fair value through profit or loss, held for trading	3,731	3,698	8,026	8,026
	44,914	70,176	49,132	75,650
Available for sale				
Equity shares	64	96	64	88
Debt securities and other fixed-income securities	85,520	79,957	89,379	81,703
	85,584	80,053	89,443	81,791
Sub total	130,498	150,229	138,575	157,441
Treasury bills	131,937	111,455	132,244	112,406
	\$ 262,435	261,684	\$ 270,819	\$ 269,847

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(b) Derivative Financial Instruments

Derivative financial instruments comprise credit default swap investments which RiverStone Insurance has purchased. The credit default swaps held as at 31st December 2010 have a maturity date of 2013, a notional amount of \$229 million and a fair value as shown in the table above.

(c) Listed Investments

Included in carrying values of financial assets above are amounts in respect of listed investments as follows:

	2010 \$'000	2009 \$'000
At fair value through profit and loss		
Debt securities and other fixed-income securities designated at fair value through profit or loss upon initial recognition	<u>40,514</u>	<u>65,895</u>
Available for sale		
Equity shares	-	28
Debt securities and other fixed-income securities	<u>52,965</u>	<u>47,447</u>
	<u>52,965</u>	<u>47,475</u>
Total listed investments	<u>\$ 93,479</u>	<u>\$ 113,370</u>

(d) Movements on Available for Sale and At Fair Value Through Profit and Loss Investments

	2010 Available for Sale \$'000	2010 At Fair Value through Profit and Loss \$'000
At 1st January 2010	80,053	70,176
Additions at cost	40,552	-
Disposals (sale and redemptions) at cost	(33,184)	(26,498)
Fair value net gains (excluding net realised gains):		
- Classified as held for trading	-	(246)
- Designated at fair value through profit and loss on initial recognition	-	2,764
Revaluation gains on available for sale	459	-
Exchange movements	<u>(2,296)</u>	<u>(1,282)</u>
At 31st December 2010	<u>\$ 85,584</u>	<u>\$ 44,914</u>

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(e) **Other Financial Investments by Fair Value Hierarchy**

	Level 1 2010 \$'000	Level 2 2010 \$'000	Level 3 2010 \$'000	Total 2010 \$'000
A fair value through profit and loss				
Debt securities and other fixed-income securities designated at fair value through profit or loss upon initial recognition	-	41,183	-	41,183
Derivative financial instruments at fair value through profit or loss, held for trading	-	3,731	-	3,731
Available for sale				
Equity shares	-	-	64	64
Debt securities and other fixed-income securities	-	50,033	35,487	85,520
Total	\$ -	\$ 94,947	\$ 35,551	\$ 130,498

Movements on Level 3 Available for Sale Assets

	\$'000
At 1st January 2010	32,269
Purchase during the year	-
Total gains in profit or loss	3,282
At 31st December 2010	\$ 35,551
	2010 \$'000
Total gains on Level 3 available for sale assets included in profit or loss for the period (all held at the balance sheet date)	\$ 3,282

(f) **Collateralised Investments**

The insurer has outstanding letters of credit, guarantees and deposits of \$162,522,000 (2009: \$123,903,000) issued in favour of cedants and certain other creditors collateralised by investments and cash with a market value of \$162,600,000 and a cost of \$164,789,000 (2009: market value \$125,497,000; cost \$124,423,000).

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11. Reinsurer's Share of Technical Provisions – Claims Outstanding

Included within reinsurer's share of technical provisions – claims outstanding are amounts recoverable from an affiliated company of \$98,903,000 (2009: \$236,780,000) in respect of loss portfolio reinsurance contracts and stop loss contracts.

12. Debtors Arising Out of Direct Insurance Operations

	2010 \$'000	2009 \$'000
Amounts due from intermediaries	\$ <u>555</u>	\$ <u>657</u>

13. Debtors Arising Out of Reinsurance Operations

	2010 \$'000	2009 \$'000
Amounts due from intermediaries	12,910	29,026
Balances due from group undertakings	<u>100,668</u>	<u>185,066</u>
	\$ <u>113,578</u>	\$ <u>214,092</u>

14. Other Debtors

	2010 \$'000	2009 \$'000
Balances due from group undertakings	\$ <u>113,466</u>	\$ <u>-</u>

15. Deferred Taxation

No deferred tax asset has been recognised in these financial statements as the Directors do not expect an actual tax benefit to crystallise in the foreseeable future. The potential deferred tax asset not recognised amounts to:

	2010 \$'000	2009 \$'000
Trading losses available to carry forward	71,952	78,818
Short term timing differences	<u>-</u>	<u>143</u>
Potential deferred taxation asset not recognised	\$ <u>71,952</u>	\$ <u>78,961</u>

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16. Share Capital

	2010	2009
<u>Allotted and called up</u>		
6,000,000 Ordinary Shares of £1 - 50p paid	£ <u>3,000,000</u>	£ <u>3,000,000</u>
53,684,529 Ordinary Shares of £1 - fully paid	£ <u>53,685,000</u>	£ <u>53,685,000</u>
7,000,000 'A' Ordinary Shares of £1 - fully paid	£ <u>7,000,000</u>	£ <u>7,000,000</u>
157,062,215 Ordinary Shares of \$1 - fully paid	\$ <u>157,062,000</u>	\$ <u>157,062,000</u>

In all respects Ordinary US Dollar Shares rank pari passu with the Ordinary Sterling Shares.

Allotted, issued and called up share capital presented in US dollars as adopted in the Financial Statements:

	2010 \$'000	2009 \$'000
6,000,000 Ordinary Shares of £1 - 50p paid	4,697	4,845
53,684,529 Ordinary Shares of £1 - fully paid	84,052	86,695
7,000,000 'A' Ordinary Shares of £1 - fully paid	10,960	11,303
157,062,215 Ordinary Shares of \$1 - fully paid	<u>157,061</u>	<u>157,062</u>
	\$ <u>256,770</u>	\$ <u>259,905</u>

17. Reconciliation of Movements in Total Shareholders' Funds

	Share Capital \$'000	Available for Sale Revaluation Reserve \$'000	Profit and Loss Account \$'000	2010 Total \$'000	2009 Total \$'000
As at 1 st January	259,905	(2,501)	1,869	259,273	248,171
Profit for the financial year	-	-	14,963	14,963	4,838
Net revaluation to available for sale investments	-	459	-	459	6,264
Exchange movements	<u>(3,135)</u>	<u>-</u>	<u>3,135</u>	<u>-</u>	<u>-</u>
As at 31st December	\$ <u>256,770</u>	\$ <u>(2,042)</u>	\$ <u>19,967</u>	\$ <u>274,695</u>	\$ <u>259,273</u>

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18. Provisions for Other Risks and Charges

	2010	2009
	\$'000	\$'000
Provision for costs relating to closure of Paris office		
At 1 st January	498	4,888
Profit and loss account release	-	(3,625)
Paid in year	(498)	(1,194)
Refunds received allocated to provision	-	91
Foreign exchange	-	338
	<u> </u>	<u> </u>
At 31 st December	\$ -	\$ 498

The provision for closure costs represents provision for costs associated with the closure of RiverStone Insurance's Paris operations which occurred at the end of 2005. All final costs relating to this provision were settled in 2010.

19. Creditors Arising Out of Direct Insurance Operations

	2010	2009
	\$'000	\$'000
Other	\$ 197	\$ 178

20. Creditors Arising Out of Reinsurance Operations

	2010	2009
	\$'000	\$'000
Balances due to intermediaries	\$ 34,977	\$ 40,161

21. Other Creditors Including Taxation and Social Security

	2010	2009
	\$'000	\$'000
Amounts due to fellow subsidiary undertakings	2,832	3,521
Other creditors	<u>3,038</u>	<u>-</u>
	\$ 5,870	\$ 3,521

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22. Litigation and Contingent Liabilities

- (a) RiverStone Insurance is regularly involved, directly or indirectly, in litigation in the ordinary course of conducting its business including certain cases relating to asbestos and environmental pollution claims, as more fully described in note 5. In the judgment of the Directors, none of these cases, individually or collectively, are likely to result in judgments for amounts which, net of loss and loss adjustment expense reserves previously established and reinsurance recoverables which RiverStone Insurance believes are probable of realisation, would have a material effect on the financial position of RiverStone Insurance.
- (b) RiverStone Insurance has provided a guarantee of the solvency of its affiliate, RiverStone Managing Agency Limited, of up to \$1.6 million.

23. Related Party Transactions and Ultimate Parent Company

RiverStone Insurance is a wholly owned subsidiary of RiverStone Holdings Limited which is registered in England and Wales. The ultimate parent company is Fairfax Financial Holdings Limited ("Fairfax") which is registered in Canada and listed on the Toronto Stock Exchange.

Advantage has been taken of the exemption from the requirement to disclose transactions with related parties within the same group as provided by Financial Reporting Standard No. 8 "Related Party Disclosures". This exemption is available for RiverStone Insurance as consolidated accounts are publicly available for Fairfax.

The financial statements of Fairfax can be obtained from the Secretary, 95 Wellington Street West, Suite 800, Toronto, Ontario, Canada, M5J 2N7 or from the website at www.fairfax.ca