THE WFUM POOLS SCHEME OF ARRANGEMENT

CERTIFICATE OF COMPLETION

SPHERE DRAKE INSURANCE LIMITED

(the "SCHEME COMPANY")

To: Fraser Henry Sphere Drake Insurance Limited

cc:	Scheme Advisers:	KPMG LLP	(Contact: James Bolton)
	Scheme Actuary:	Deloitte & Touche LLP	(David Hindley)
	Actuarial Adjudicator:	EMB Consulting LLP	(Peter Mathews)
	Scheme Legal Advisers:	UK: Sidley Austin LLP	(Contact: Nigel Montgomery)
		USA: Chadbourne & Parke LLP	(Contact: Howard Seife/Frank Vazquez)

Date: 19 November 2010

CERTIFICATE OF COMPLETION

In relation to the Scheme of Arrangement made between Sphere Drake Insurance Limited (the "Scheme Company") and its Scheme Creditors (as defined in the Scheme) pursuant to Section 425 of the Companies Act 1985, which was sanctioned in the High Court of Justice in England and Wales on 05 November 2007 and became effective on 06 November 2007 (the **"Scheme"**).

In respect of all Scheme Creditors, it is hereby certified by the Scheme Manager, in accordance with clause 8.2.3 of the Scheme, that the Scheme has been implemented in accordance with its terms.

Consequently the Scheme is hereby declared complete in respect of all Scheme Creditors on 19 November 2010 (the "**Completion Date**").

Yours faithfully

PRO Insurance Solutions Ltd

PRO Insurance Solutions Limited (the Scheme Manager)

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