

FAI Insurances Limited
ACN 004 304 545
(In liquidation and subject to Schemes of Arrangement)

Scheme Administrators' annual report to
creditors

30 June 2007

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Appendix 1

Updated balance sheet for FAIL as at 30 June 2007

Appendix 2

Summary of the Scheme Administrators' receipts and payments from 30 May 2006 to 30 June 2007

1 Introduction & background

1.1 Introduction

This is the first annual report to the Creditors of FAI Insurance Company Limited - in liquidation and subject to Schemes of Arrangement (“FAI”).

The report has been prepared in accordance with clause 43.2 of the Scheme of Arrangement, which became operative in Australia on 30 May 2006. Under the terms of the clause: “Within three months after each anniversary of the date, being either 31 December or 30 June, at the discretion of the Scheme Administrators, after The Australian Scheme becomes effective, the Scheme Administrators shall report to the Scheme Creditors on the progress of The Australian Scheme, including details of remuneration paid to the Office Holders, since the date of the last such report”. Accordingly this report has been prepared for the period to 30 June 2007.

An annual report has also been prepared by the Scheme Administrators of the UK Scheme of Arrangement for FAI. This will be published on the HIH website as a supplement to the Australian annual report for this company.

1.2 Background

HIH Insurance Limited and certain of its major subsidiaries were placed into Provisional Liquidation on 15 March 2001, and subsequently into liquidation on 27 August 2001. To date, eighty-one HIH Group companies in Australia have been placed into liquidation.

Summary details of the history of the group; its failure; and background information are available on the HIH website at www.hih.com.au. Extensive information on the failure of the group, including the final report of the HIH Royal Commission established by the Australian Federal Government, is available on the website www.hihroyalcom.gov.au

Schemes of Arrangement for the eight licensed insurance companies in the HIH Group in Australia became effective on 30 May 2006, following approval by Creditors and the Court. Schemes of Arrangement for the UK branches of the four of these companies, detailed in section 3 of this report, became effective in the UK on 13 June 2006. Each of the Schemes has a Record Date (the date at which liabilities are measured) of 27 August 2001. The earliest bar date permissible under the terms of the Schemes is 30 May 2011. At this stage the Scheme Administrators expect the actual bar dates to be 30 May 2013.

2 Principal developments to report during the period

The principal developments to report during the period were:

- + Agreement of Scheme Payment Percentages by the members of the requisite Scheme Creditor Committees, as follows:

HIH C&G	5%
FAIG	20%
CIC	25%
WMG	5%

More detail on Scheme Payments and the estimated ultimate Scheme Payment Percentage for FAIL is included in section 4 of this report.

- + The Australian Scheme Administrators were granted leave to appeal to the House of Lords. This will determine whether funds held by the English Scheme Administrators should be remitted to Australia for distribution by the Australian Scheme Administrators under Australian Corporations Act and Insurance Act priorities. This is explained in more detail in section 5.3 of this report
- + Settlement has been reached with some of the defendants to the Liquidators' major litigation actions. Further details of this, and other major litigation matters, are included in section 6 of this report.

3 Development and implementation of Schemes

During 2005 and 2006, the Australian Liquidators and UK Provisional Liquidators formulated schemes of arrangement for the following companies in the HIH group;

HIH Casualty and General Insurance Limited (UK & Australia)
FAI General Insurance Company Limited (UK & Australia)
CIC Insurance Limited (Australia)
World Marine & General Insurances Pty Limited (UK & Australia)
FAI Traders Insurance Company Pty Limited (Australia)
FAI Reinsurances Pty Limited (Australia)
FAI Insurances Limited (UK & Australia)
HIH Underwriting and Insurance (Australia) Pty Limited (Australia)

The Schemes were approved by creditors at meetings held on 29 March 2006. They were subsequently ratified by the Courts in Australia and the UK, and became effective in Australia upon lodgement with ASIC on 30 May 2006, and in the UK upon lodgement with Companies House on 13 June 2006.

The Schemes are now effective and provide a means of agreeing Scheme Creditor Claims, as well as for payments to be made on those claims.

The effect of the Australian Schemes is to introduce a structure to operate in conjunction with, and complementary to, the English Schemes and liquidations of the companies to which the Australian Scheme will apply, covering amongst other things:

- a) the filing and agreement of claims;
- b) priorities to apply to assets, other than those in England, (to enable their release for distribution);
- c) payment of interim distributions to Scheme Creditors;
- d) management of the run-off; and
- e) final closure of the remaining insurance business by an estimation procedure.

The Scheme Administrators consider that the Schemes, in conjunction with the English Schemes, allow more efficient agreement of Scheme Creditor claims, earlier distribution of funds to Scheme Creditors, and earlier final closure of each insolvency.

The Schemes will run for between five and nine years, with any amendment to the current final bar date of May 2013 to be agreed in conjunction with the relevant Creditors' Committees, and subject to a special resolution of creditors. At present, the Scheme Administrators do not consider that there is any reason to amend the cut-off date of May 2013, and Scheme Creditors should continue to lodge their claims in the ordinary way.

4 Current and projected Scheme Payment Percentages

4.1 The current Scheme Payment Percentage

To date no Scheme Payment Percentage has been set for FAIL. In view of the small estimated final Scheme Payment to creditors and the complexity of the guarantee group of which FAIL is a member, it is not expected that an interim Scheme Payment will be made within the next twelve months.

4.2 Agreement of the current Scheme Payment Percentage

The Scheme Administrators review the Scheme Payment percentages on a regular basis, as major asset recoveries are made and claims estimates are updated. This review is undertaken in consultation with the Creditors' Committees. Factors taken into account when estimating these percentages include current cash held, the level of expected future agreed claims, and the remaining potential volatility of the account.

The Australian Scheme reflects the distribution priorities which apply to liquidators of insurance companies in Australia. This requires certain classes of assets, such as reinsurance recoveries to be distributed in priority to certain classes of creditor claims.

4.3 Scheme Payments for reinsurance creditors

Agreed claims (described as "Acknowledged Creditor Claims" under the scheme) of FAIL's reinsurance creditors have generally not yet been accepted as Established Scheme Claims by the Scheme Administrators, and so reinsurance creditors have generally not yet been paid any Scheme distributions.

The reason for this is the difficulty in identifying all potential future set-off. The HIH companies wrote both inwards reinsurance business and outwards reinsurance business, in more than one location, and significant set-off is expected. In common with many solvent insurers, prior to insolvency the HIH Group did not maintain their insurance records on a principal to principal basis, which means that the Scheme Administrators are not able to readily identify all transactions with a particular principal.

However in individual cases the Scheme Administrators are now willing to consider making Scheme Payments to reinsurance creditors with Acknowledged Creditor Claims before all potential set off has been finalised, provided the creditor is willing to give an undertaking to refund any amounts which subsequently prove to have been overpaid. Creditors interested in this should contact the Scheme Administrators.

4.4 Estimated ultimate Scheme Payment Percentage

The Scheme Administrators' current best estimates of the ultimate Payment Percentage for FAIL is shown below. This estimate is dependant on a wide range of factors including the volatility of claims; levels of set-off; levels of reinsurance recovery; the class of creditor claim; and litigation outcomes. It is possible that the ultimate Payment Percentage could vary significantly either above or below that predicted.

Scheme Company	Estimated Total Scheme Payment Percentage at Scheme date	Updated Total Scheme Payment Percentage at 30 June 07
FAIL	Less than 5%	5%

Further work on the HIH Group's financial affairs has revealed that FAIL is part of a guarantee group comprising three subsidiaries within the HIH Group. Membership of the guarantee group has had the effect of pooling the assets and liabilities of the eleven HIH companies making up the group. This has helped marginally improve the estimated final position of FAIL's creditors. More detail is provided in section 6 of this report.

5 Interaction between Australian and English Scheme

5.1 Claiming under the Australian and English Schemes

All creditors worldwide are entitled to claim in both the Australian and English Schemes for FAIL. The Australian and English Scheme Administrators co-operate fully. Creditors do not need to lodge separate claims in each jurisdiction. Creditors need to lodge claims in one location only, which is then effective under both Schemes.

The Australian and English Scheme Administrators, and the respective run-off managers, operate a unified principal to principal ledger system and a unified distribution payment system.

The entitlements of individual creditors under both schemes are automatically calculated, and when a Scheme Payment is made, the creditor receives a statement showing how their liability has been classed, and from which classes of assets their distribution has been paid.

Both the Australian and English Schemes contain a “hotchpot” clause. The effect of the hotchpot clause is to prevent a creditor who has already been paid a distribution under one of the schemes, from receiving further payments under the other scheme until such time as all other creditors with similarly ranked claims have received an equal proportionate distribution.

5.2 Distribution Priorities

The English Scheme is designed to complement the Australian Scheme by adopting most of the provisions of the Australian Scheme, with the exception of the distribution priorities that are to apply to the English Assets.

As a result of the different statutory distribution priorities that apply to liquidators’ distributions in Australia and the UK, and following a formal request to the UK Court by the Australian Court under section 426 UK Insolvency Act, the English Provisional Liquidators sought directions from the English High Court as to whether the assets they controlled should be released to the Australian Liquidators for distribution in accordance with the Australian statutory distribution priorities.

The court directed that the English Assets are not to be remitted to the Australian Liquidators for distribution in accordance with the Australian statutory distribution priorities. The English Scheme therefore applies the distribution priorities of the English statutory regime to the English Assets, subject to the comments below in relation to the House of Lords appeal.

5.3 Appeal to the House of Lords

The Australian Liquidators and two Australian creditors (the James Hardie Trusts) unsuccessfully appealed the initial court directions obtained by the English Provisional Liquidators, and have now appealed that decision further to the House of Lords. The appeal is expected to be heard in December 2007.

In anticipation that the appeal process would otherwise hold up the adoption of the Schemes and the commencement of payments to creditors, the English Scheme contains an inbuilt alternative – if the House of Lords maintains the status quo of the first instance judgment and the Appeal court decision, the English Assets will continue to be distributed *pari passu* to all creditors worldwide. If however the House of Lords overturns the Appeal Court decision, the English Assets will be distributed in accordance with the Australian distribution priorities.

6 Major Litigation

6.1 Background

Following the collapse of the HIH Group in 2001, the Australian Government established the HIH Royal Commission to inquire into the reasons for the failure of the Group. The Hon Justice Neville Owen was appointed as Royal Commissioner and began his enquiry in September 2001. He presented his findings on the outcome of the enquiry in April 2003.

Considerable work was undertaken by the Commissioner and his team in investigating the circumstances behind the HIH collapse. This provided an extremely useful background against which the Liquidators could assess which of those HIH Directors, auditors and former advisors may be liable under any successful recovery action.

Having reviewed the potential courses of action open to them, the Liquidators decided to focus on two major recovery actions:

- + The Trading Loss & Dividend claim; and
- + The FAI Takeover claim

6.2 The Trading Loss & Dividend claim

The Trading Loss and Dividend claims were brought by the Liquidators against a number of defendants including HIH and FAI directors, the Groups' auditors, the Groups' actuaries, reinsurers and a broker.

In June 2007, after filing but before serving the claims, the Liquidators settled with certain of the defendants. One of the consequences of those settlements is that the Liquidators have discontinued all of the Trading Loss and Dividend claims.

6.3 FAI Takeover claim

This claim arises from the takeover by the HIH Group of the FAI Group in 1998/99. The defendants to the claim include General Cologne Re, Guy Carpenter and Goldman Sachs, who the Liquidators allege should compensate HIH for losses suffered through the takeover of the FAI Group. The quantum of the claim, plus accrued interest thereon, is in excess of \$500 million.

Proceedings have been commenced and are being pursued against the defendants in the Supreme Court of New South Wales.

7 Financial position

7.1 Estimated balance sheet at 30 June 2007

Included as Appendix 3 to the Australian Explanatory Statement section of the Scheme of Arrangement documentation, which was sent to creditors prior to the creditors' meeting on 29 March 2006, were balance sheets for each of the Scheme companies at 25 September 2005. Included as Appendix 1 to this report is an updated balance sheet for FAIL, as at 30 June 2007.

Since the Schemes were implemented, the Scheme Administrators have commissioned a full actuarial review of the insurance liabilities of the eight Scheme companies. This reflects the fact that the insurance liabilities of each company, and the reinsurance recoveries which flow from them, are the largest liabilities and assets respectively of these companies. Any movement in the estimates of these balances is most likely to impact the estimated ultimate Scheme Payment Percentage paid to creditors.

The other main factor that has led to the large adjustments to the FAIL balance sheet has been determination of its membership of a cross guarantee group including the following other HIH Group companies:

- FAI Leasing Finance Pty Ltd; and
- FAI Home Security Holdings Pty Ltd

Membership of the guarantee group has had the effect of pooling the assets and liabilities of the three FAI companies making up the group. This has helped marginally improve the estimated final position of FAIL's creditors.

This improvement has been offset to some extent by the inclusion of a provision for shareholder claims arising from claims by shareholders of HIH Insurance Limited – In liquidation to prove as creditors of its major insurance subsidiaries. The Liquidators and Scheme Administrators do not consider such claims to be valid and have rejected them; however, as the rejection is currently subject to appeal in the Supreme Court, it is felt prudent to include a suitable provision at this stage.

7.2 Receipts and payments to 30 June 2007

A summary of the Scheme Administrators receipts and payments from the commencement of the Scheme on 30 May 2006 to 30 June 2007 is set out in Appendix 2 to this report.

During this period \$10,813 has been approved by FAIL's Creditors' Committee, and paid to the Scheme Administrators in their role as Office Holders.

8 Closure

The scheme for FAll provides for an Estimation Date of seven years after the Australian Scheme became effective, which means that the Estimation Date is expected to be in June 2013. By that time the Scheme Administrators expect that the majority of the reinsurance asset will have been collected or commuted, and the remaining tail of insurance liabilities will be sufficiently small to justify closure of the insolvency on cost benefit grounds.

The Scheme provides that the Estimation Date may be moved two years either way from the expected seven years (to be as early as five years or as late as nine years after the Effective Date) by special resolution of creditors, on the recommendation of the Scheme Administrators and Creditors' Committees. Under the terms of the Scheme all creditors will be given notice of the actual Estimation Date between six and three months prior to the time.

Following the Estimation Date all remaining outstanding and IBNR creditor claims will be crystallised by estimation, to allow for the closure of the insolvency.

9 Responsibilities

9.1 Scheme Administrators

The Australian Scheme Administrators are Tony McGrath and Chris Honey, partners of McGrathNicol, based in Sydney. The English Scheme Administrators of FAI are Tom Riddell and John Wardrop, partners of KPMG LLP, based in London.

9.2 Run-off Managers

The day to day claims handling and reinsurance recovery activities of FAI have been outsourced to specialist run-off organisations in Sydney and London, who work in close co-operation. The run-off managers for all business of the company, except business written with the UK branch, are Capita CMGL. The run-off managers for all business written by the UK branch of FAI are Whittington Insurance Services Limited.

9.3 Creditors' Committee

The interests of creditors in the Australian Scheme are represented by a Creditors' Committee. The Committee sanctions significant transactions (such as commutations), is involved in the setting of the Scheme Payment Percentage, and approves the Scheme Administrators' fees. It is reported to, and meets as required, usually at least once a year. The current constitution of the Committee is as follows:

Member	Represented by
FAI (NZ) General Insurance Company Ltd (In Liquidation)	Mr Callum Reid
HIH Casualty & General Insurance (NZ) Ltd (In Liquidation)	Mr Callum Reid

10 Contact Details

Contact details for the Australian Scheme Administrators, the English Scheme Administrators, and the Australian and English Run-Off Managers are set out on the HIH website, www.hih.com.au.

10.1 Creditor Enquiries in Australia

Scheme Creditors with claims adjustment queries (excluding those in relation to branch business) should call Capita CMGL on +61 (0) 2 9650 5777. Written claims adjustment queries should be directed in the first instance to Capita CMGL at the following address: Capita CMGL Level 41, 50 Bridge Street, Sydney, NSW, 2000, Fax +61 (0) 2 9650 5710.

Scheme Creditors with enquiries in relation to the Scheme or Scheme Payments should call the HIH Help Desk on +61 (0) 2 9650 5777. Written scheme queries should be directed to the Scheme Administrators at the following address: McGrathNicol, GPO Box 9986, Sydney, NSW, 2001 or to the HIH Help Desk at enquires@hih.com.au.

Yours faithfully

For FAI Insurances Limited – in liquidation and subject to Schemes of Arrangement



Tony McGrath
Scheme Administrator



Chris Honey
Scheme Administrator

Appendix 1

Updated balance sheet for FAII as at 30 June 2007

FAI Insurances Limited - (In Liquidation and subject to Schemes of Arrangement)
Balance Sheet
as at 30th June 2007
All values in AUD

	RATA as at 30 June 2007	RATA as at 30 September 2005
	S'000	S'000
<i>Assets not specifically charged</i>		
Cash		
Cash at bank	773	982
	<u>773</u>	<u>982</u>
Receivables		
Amounts owing by related bodies corporate (excluding amounts by cross guarantee group)	16,405	3,806
GST Recoverable	11	14
Other debtors	0	0
	<u>16,416</u>	<u>3,820</u>
Investments		
Short term deposits	3,377	5,901
Managed Investments	7,510	7,913
Shares in controlled entities	10,109	24,133
Investments in associates	0	0
	<u>20,997</u>	<u>37,947</u>
Reinsurance recoveries receivable	553	21,100
Renewal rights	0	0
Other		
Prepayments	0	0
Other receivables	0	0
	<u>553</u>	<u>21,100</u>
Dividends receivable from other companies in the guarantee group	20,013	
<i>Total assets not specifically charged</i>	<u><u>58,752</u></u>	<u><u>63,849</u></u>
TOTAL ASSETS	<u><u>58,752</u></u>	<u><u>63,849</u></u>
 <i>Unsecured creditors</i>		
Accounts payable		
Trade Creditors	(17,360)	(4,158)
	<u>(17,360)</u>	<u>(4,158)</u>
Borrowings		
Medium term note issues	(92,937)	(151,791)
Bond issue	0	0
	<u>(92,937)</u>	<u>(151,791)</u>
ACC's	(969)	(17,479)
Claims Reserves	(1,627)	(7,233)
IBNR Claims	(1,855)	(63,484)
Outstanding claims	<u>(4,451)</u>	<u>(88,196)</u>
Unearned premiums	0	0
Other liabilities		
Other creditors, accruals and provisions	(129,286)	(2,137)
Amounts owing to related bodies corporate (excluding amounts to the cross guarantee group)	(461,853)	(1,069,835)
	<u>(591,139)</u>	<u>(1,071,972)</u>
Liabilities from other companies in the cross guarantee group	(215,888)	(794,928)
<i>Total unsecured creditors</i>	<u><u>(921,775)</u></u>	<u><u>(2,111,045)</u></u>
TOTAL LIABILITIES	<u><u>(921,775)</u></u>	<u><u>(2,111,045)</u></u>
NET DEFICIT	<u><u>(863,023)</u></u>	<u><u>(2,047,196)</u></u>

Appendix 2

Summary of the Scheme Administrators' receipts and payments from 30 May 2006
to 30 June 2007

**FAI Insurances Limited (In Liquidation and subject to Schemes of Arrangement)
Receipts and Payments Account 30 May 2006 to 30 June 2007**

Balance transferred from Liquidation at 30 May 2006		12,086,965.79
Receipts	Movement	
Interest	537,333.59	
Gain on UBS Investment Portfolio	414,391.65	
GST Refund from ATO	69,214.84	
Reimbursement of Sundry Trading Expenses	14,031.45	
Other receipts	2,059.49	
Total receipts		1,037,031.02
Payments		
Foreign Exchange Movements on Foreign Currency Accounts	(1,189,097.13)	
Professional Fees	(523,212.20)	
Outsourced Claims Management Fees	(217,004.39)	
Central Expense paid to HIH C&G	(144,107.29)	
GST	(66,565.52)	
Liquidators Fees	(36,537.50)	
Scheme Administrators Fees	(10,813.00)	
Other Sundry Payments (amounts<\$20,000)	(2,708.31)	
Total payments		(2,190,045.34)
Balance at 30 June 2007		10,933,951.47