

CIC Insurance Limited
ACN 004 078 880
(In liquidation and subject to a Scheme of Arrangement)

Scheme Administrators' annual report to
creditors

30 June 2010

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1 Introduction & background

1.1 Introduction

This is the fourth annual report to the Creditors of CIC Insurance Company Limited - in liquidation and subject to a Scheme of Arrangement ("CIC").

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 2010.

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. In total, eighty-two 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 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 requisit Scheme Creditor Committee, which now total as follows:

| | Creditors with insurance liabilities in Australia | Creditors with insurance liabilities not in Australia | Creditors with non insurance liabilities in Australia | All other creditors worldwide |
|-----|---------------------------------------------------|-------------------------------------------------------|-------------------------------------------------------|-------------------------------|
| CIC | 45.00% | n/a | 45.00% | n/a |

More detail on Scheme Payments and the estimated ultimate Scheme Payment Percentage for CIC is included in section 3 of this report.

- + A confidential settlement was reached in respect of the FAI Takeover litigation. CIC was not a plaintiff to the litigation
- + Court approval has been obtained allowing the HIH Group to be treated as a consolidated group for tax purposes. This has allowed the winding up of a number of HIH Group subsidiaries and the payment of surplus capital to the parent companies within the Group. The treatment of the HIH Group as a consolidated group for tax purposes has allowed any taxable income earned by these companies after they entered liquidation to be offset against losses existing in other parts of the HIH Group.

To date the liquidations of 13 group subsidiary companies have been completed and a further 9 companies are close to completion. The flow of funds up to CIC has been as follows:

- Receipt of \$21.3 million creditor distribution including statutory interest from Integrated Commercial Finance;
- Receipt of \$3.7 million surplus distribution from CIC Investments.

3 Current and projected Scheme Payment Percentages

3.1 The current Scheme Payment Percentage

The current Scheme Payment Percentage for CIC is 45%

To date the Scheme Administrators have only made distributions out of non-reinsurance assets in Australia, to creditors with liabilities in Australia. Based on the information available to the Scheme Administrators, they are not aware of any creditors of CIC who do not fall within the definition of “creditors with liabilities in Australia” under the terms of the Scheme.

Based on a review of available assets, it is hoped that a fifth interim Scheme Payment of 10 cents in the dollar will be by the end of October 2010. This will bring the total Scheme Payment Percentage for CIC to 55%. This will be paid from non-reinsurance assets in Australia and will mean that all CIC creditors with agreed claims will have received 55 cents in the dollar.

3.2 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 as 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, expected future agreed claims levels 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.

3.3 Scheme Payments for reinsurance creditors

As explained in previous annual reports, the Scheme Administrators remain 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. Payment has been made to a number of such creditors over the last year and creditors interested in this should continue to contact the Scheme Administrators.

3.4 Estimated ultimate Scheme Payment Percentage

The Scheme Administrators’ current best estimates of the ultimate Payment Percentage for CIC is shown below. This estimate is dependent on a wide range of factors including the volatility of claims; levels of set-off; levels of reinsurance recoveries; the class of creditor claim; and litigation outcomes. It is possible that the ultimate Payment Percentage may 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 10 |
|-----------------------|-----------------------------------------------------------------|--------------------------------------------------------------|
| CIC | 30% to 40% | 60% to 70% |

The improvement in the estimated total Scheme Payment Percentage is due to an improvement in the level of funds recovered from intercompany creditors as more HIH Group liquidations are completed with better than originally forecast returns to creditors. There has also been a small reduction in the level of forecast total insurance creditors.

4 Major Litigation

4.1 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, which was settled in 2007; and
- + The FAI Takeover claim

4.2 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, Arthur Andersen and Goldman Sachs, who the Liquidators allege should compensate HIH for losses suffered through the takeover of the FAI Group.

The Liquidators reached a confidential settlement with the defendants to this claim early in 2010. CIC was not a plaintiff in the proceedings.

5 Financial position

5.1 Estimated balance sheet at 30 June 2010

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 CIC, as at 30 June 2010.

5.2 Receipts and payments to 30 June 2010

A summary of the Scheme Administrators' receipts and payments from the commencement of the Scheme on 30 May 2006 to 30 June 2010 is set out in Appendix 2 to this report.

During this period \$392,012.50 has been approved by the Scheme Creditors' Committee, and paid to the Scheme Administrators in their role as Office Holders.

6 Closure

The Scheme for CIC 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.

At the date of this report, the Scheme Administrators consider that June 2013 remains the most likely Estimation Date for the Scheme.

7 Responsibilities

7.1 Scheme Administrators

The Australian Scheme Administrators are Tony McGrath and Chris Honey, partners of McGrathNicol, based in Sydney.

7.2 Run-off Managers

The day to day claims handling and reinsurance recovery activities of CIC have been outsourced to specialist run-off organisation in Sydney and London, who work in close co-operation. The run-off managers for all business of the company are Capita CMGL.

7.3 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 on a quarterly basis. The current constitution of the Committee is as follows:

| Member | Represented by |
|-----------------------------------------------------|--------------------|
| ACT Workers Compensation Supplementation Fund | Mr John Fletcher |
| Motor Accidents Authority of New South Wales | Ms Carmel Donnelly |
| Law Cover Pty Limited | Mr David Martin |
| Queensland Motor Accident Insurance Commission | Mr Ashur Merza |
| HCSL – Australian Government Treasury | Mr Trevor King |
| Australasian Medical Insurance Limited | Mr Scott Pearson |
| WA Workers Compensation & Rehabilitation Commission | Mr Harry Neesham |
| Motor Traders Association of NSW | Mr James McCall |

8 Contact Details

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

8.1 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 2, 117 Clarence 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 CIC Insurance Limited – in liquidation and subject to a Scheme of Arrangement



Tony McGrath
Scheme Administrator



Chris Honey
Scheme Administrator

Appendix 1

Updated balance sheet for CIC as at 30 June 2010

CIC Insurance Limited - (In Liquidation and subject to Scheme of Arrangement)

Balance Sheet as at 30 June 2010

All values in AUD

| | RATA as at 30 June 2010 \$'000 | RATA as at 30 June 2009 \$'000 |
|-----------------------------------------------------------------|-----------------------------------------------|-----------------------------------------------|
| Assets not specifically charged | | |
| Cash | | |
| Cash at bank | 55,619 | 32,111 |
| | <u>55,619</u> | <u>32,111</u> |
| Receivables | | |
| Amounts owing by related bodies corporate | 34,397 | 62,928 |
| GST Recoverable | 22 | 36 |
| | <u>34,419</u> | <u>62,964</u> |
| Investments | | |
| Short term deposits | 31,234 | 42,278 |
| Managed Investments | 61,655 | 57,801 |
| ADD back: Dividends Paid | 210,864 | 167,279 |
| Shares in controlled entities (surplus assets) | 0 | 6,568 |
| | <u>303,753</u> | <u>273,926</u> |
| Reinsurance recoveries receivable | <u>4,381</u> | <u>6,351</u> |
| Total assets not specifically charged | <u>398,172</u> | <u>375,352</u> |
| Assets subject to specific charges | | |
| Statutory Reinsurance Cut-Through | 7,429 | 10,371 |
| Total assets subject to specific charges | <u>7,429</u> | <u>10,371</u> |
| TOTAL ASSETS | <u>405,601</u> | <u>385,723</u> |
| Liabilities secured by specific charge over assets | | |
| Statutory Reinsurance Cut-Through | (7,429) | (10,371) |
| | <u>(7,429)</u> | <u>(10,371)</u> |
| Total liabilities secured by specific charge over assets | <u>(7,429)</u> | <u>(10,371)</u> |
| Unsecured creditors | | |
| Accounts payable | | |
| Trade Creditors | (18,760) | (18,177) |
| Sundry creditors | (146) | (146) |
| | <u>(18,906)</u> | <u>(18,322)</u> |
| ACCs | <u>(387,370)</u> | <u>(391,856)</u> |
| Claims Reserves | <u>(27,356)</u> | <u>(27,451)</u> |
| IBNR Claims | <u>(80,924)</u> | <u>(80,999)</u> |
| Outstanding claims | <u>(495,650)</u> | <u>(500,306)</u> |
| Other liabilities | | |
| Amounts owing to related bodies corporate | (15,886) | (22,048) |
| | <u>(15,886)</u> | <u>(22,048)</u> |
| Total unsecured creditors | <u>(530,442)</u> | <u>(540,677)</u> |
| TOTAL LIABILITIES | <u>(537,871)</u> | <u>(551,048)</u> |
| NET DEFICIT | <u>(132,269)</u> | <u>(165,325)</u> |

Appendix 2

Summary of the Scheme Administrators' receipts and payments from 30 May 2006 to 30 June 2010

**CIC Insurance Limited (In Liquidation and subject to a Scheme of Arrangement)
Receipts and Payments Account 1 July 2009 to 30 June 2010**

| | | |
|-----------------------------------------------------------|-----------------|------------------------|
| Balance at 1 July 2009 | | 134,166,846.05 |
| Receipts | | |
| CIC Share of Allianz Distribution | 24,529,812.57 | |
| Dividend received from Non Scheme Companies | 21,277,844.38 | |
| Unrealised Gain on Investments | 4,847,951.63 | |
| Reinsurance recoveries | 4,543,193.48 | |
| Distribution from Solvent Subsidiaries | 3,669,703.29 | |
| Scheme Payment Received | 3,269,360.41 | |
| Interest on cash and deposits | 3,132,334.13 | |
| GST Refund from ATO transferred from HIH C&G | 225,415.71 | |
| Claims recoveries | 24,947.33 | |
| | <hr/> | |
| Total receipts | | 65,520,562.93 |
| Payments | | |
| Scheme Payments to Creditors | (45,449,662.73) | |
| Outsourced Claims Management Fees | (893,966.53) | |
| Central expense reimbursement paid to HIH C&G | (719,150.13) | |
| Professional Fees | (807,411.08) | |
| Unrealised Foreign Exchange Movement on Overseas Accounts | (2,531,696.89) | |
| Scheme Administrator Fees | (392,012.50) | |
| GST on payments | (214,276.10) | |
| Claims run-off expenses | (50,305.91) | |
| Other Sundry Payments | (8,146.77) | |
| Computer Costs | (22,279.21) | |
| Insurance | (10,483.43) | |
| Liquidators Fees | (2,713.00) | |
| | <hr/> | |
| Total payments | | (51,102,104.28) |
| Balance at 30 June 2010 | | 148,585,304.70 |