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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re :
: Chapter 15
Petition of David McGuigan, as foreign :
representative of : Case No. 11-[_____] (____)
: :
Tokio Marine Europe Insurance Limited :
: :
Debtor in a Foreign Proceeding. :
: :
: :
: :
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**STATEMENT OF FOREIGN REPRESENTATIVE IDENTIFYING ALL FOREIGN
PROCEEDINGS WITH RESPECT TO DEBTOR PURSUANT TO 11 U.S.C. § 1515(c)**

I, David McGuigan, pursuant to 28 U.S.C. § 1746, hereby declare as follows:

1. By letter dated November 11, 2010, Tokio Marine Europe Insurance Limited (formerly known as The Tokio Marine & Fire Insurance Company (U.K.) Limited) (the “Scheme Company” or “Debtor”) duly appointed me as its foreign representative for the purpose of filing a petition with this Court for recognition of a foreign proceeding and additional relief under chapter 15 of title 11 of the United States Code (the “Bankruptcy Code”). On December 2, 2010, the High Court of Justice of England and Wales (the “English Court”), made an Order which declared, affirmed and certified that I had been duly appointed as the foreign

representative of the Scheme Company. I hereby file this statement in accordance with section 1515(c) of the Bankruptcy Code.

2. Except as otherwise indicated, all facts set forth in this statement are based upon my personal knowledge, my review of relevant documents or my opinion based upon experience, knowledge and information concerning the Scheme Company. If I were called upon to testify, I would testify competently to the facts set forth in this statement.

3. The Scheme Company is incorporated under the laws of England and Wales and maintains its registered office in England.

4. The Scheme Company is subject to an adjustment of debt proceeding (the “English Proceeding”) commenced in the English Court. The Scheme Company has formulated a scheme of arrangement (the “Scheme”) pursuant to Part 26 of the Companies Act 2006 (England) (the “Companies Act”) concerning only part of the reinsurance business written or assumed by the Scheme Company. It also includes all the reinsurance business transferred to the Scheme Company in 1994 by Tokio Reinsurance Company Limited (also known as Tokio Rückversicherungs-Gesellschaft AG and Tokio Compagnie De Reassurance SA).

5. Under the Companies Act, a scheme of arrangement of the type the Scheme Company has entered into is an arrangement between a company and its creditors or any class of creditors to restructure their contractual rights and liabilities. For such a scheme to be approved, the English Court must permit a meeting or meetings of creditors to be called and, at such meeting(s), votes in favor of the scheme must be cast by creditors constituting, of those present and voting whether in person or by proxy, a majority in number representing at least three-fourths in value. If a scheme of arrangement is approved by the requisite majorities of creditors, it must then be sanctioned by the English Court. Once a scheme of arrangement is

sanctioned by the English Court and a copy of the order sanctioning it is delivered to the Registrar of Companies for England and Wales (the “Registrar of Companies”), as a matter of English law, the scheme of arrangement becomes legally binding on all creditors that are affected by the scheme, wherever located and regardless of their vote on it.

6. At a meeting of Scheme Creditors held on April 7, 2011, the Scheme was unanimously approved by Scheme Creditors. On April 15, 2011, the English Court, upon notice and a hearing, entered an order sanctioning the Scheme (the “Sanction Order”). A true and correct copy of the Sanction Order is attached to the Verified Petition Under Chapter 15 For Recognition Of A Foreign Proceeding (the “Chapter 15 Petition”) And Motion For Permanent Injunction (the “Verified Petition and Motion”) as Exhibit B.

7. The Effective Date of the Scheme is April 15, 2011, the date on which a copy of the Sanction Order was delivered to the Registrar of Companies. See Exhibit C to the Verified Petition and Motion.

8. The Scheme sanctioned by the English Court in the English Proceeding is the only current “foreign proceeding” known to me with respect to the Scheme Company, as I have been advised that term is defined in section 101(23) of the Bankruptcy Code. The Scheme Company was also subject to another scheme of arrangement (the “WFUM Pools Scheme”) which was sanctioned by the English Court on September 17, 2007, and was granted recognition under chapter 15 of the Bankruptcy Code on October 23, 2007. The WFUM Pools Scheme in respect of the Scheme Company’s participation was declared complete on November 19, 2010.

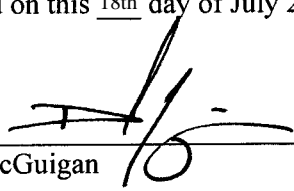
9. I believe that the English Proceeding in respect of the Scheme is a “foreign main proceeding,” as I have been advised that term is defined in sections 101(23) and 1502(4) of the Bankruptcy Code, because the center of main interests of the Scheme Company

is in England. In addition, I believe that the English Proceeding would also qualify as a “foreign nonmain proceeding,” as I have been advised that term is defined in section 1502(5) of the Bankruptcy Code, because the Scheme Company maintains an establishment (i.e., carries on non-transitory economic activity) in England.

10. If the Court determines that England is not the center of main interests and, therefore, that the case commenced by its Chapter 15 Petition may not be treated as a foreign main proceeding, it is respectfully requested that the Court entertain the Verified Petition and Motion as one seeking recognition of, and relief respecting, a foreign nonmain proceeding, as defined in section 1502(5) of the Bankruptcy Code, as the Scheme Company has an establishment, as defined by section 1502(2) of the Bankruptcy Code, in England.

I declare under penalty of perjury under the laws of the United States of America that the information set forth above is, based on my current knowledge, information and belief after reasonable inquiry, and in contemplation of and subject to supplementation, true and correct.

Executed on this 18th day of July 2011



David McGuigan