### SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549

FORM 11-K

(Mark One)

/X/ Annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934  $\,$ 

For the fiscal year ended December 31, 1999

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Transition report pursuant to Section 15(d) of the Securities Exchange Act of 1934  $\,$ 

For the transition period from \_\_\_\_\_ to \_\_\_\_

Commission file number 1-8993

A. Full title of the plan and the address of the plan, if different from that of the issuer named below:

FOLKSAMERICA HOLDING COMPANY 401(K) SAVINGS AND INVESTMENT PLAN

B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive office:

WHITE MOUNTAINS INSURANCE GROUP, LTD. 80 South Main Street Hanover, New Hampshire 03755-2053 (603) 643-1567

#### EXPLANATORY NOTE

This Annual Report on Form 11-K is being filed so that it may be incorporated by reference into a Registration Statement on Form S-8 which White Mountains Insurance Group, Ltd. is filing with respect to shares of Common Stock, \$1.00 par value per share, of White Mountains Insurance Group, Ltd. issuable under the Plan.

#### INFORMATION FILED

- A. Financial statements for the Plan consisting of:
  - Report of Independent Accountants;
  - Statements of Net Assets Available for Plan Benefits as of December 31, 1999 and 1998;
  - Statements of Changes in Net Assets Available for Plan Benefits for the years ended December 31, 1999 and 1998;
  - 4. Notes to Financial Statements;
  - Schedule of Assets Held for Investment Purposes;
  - 6. Schedule of Reportable Transactions; and
  - 7. Consent of Independent Accountants.

#### SIGNATURES

THE PLAN. Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the employee benefit plan) have duly caused this annual report to be signed on its behalf by the undersigned, thereunto duly authorized.

Folksamerica Holding Company 401(k) Savings and Investment Plan (the "Plan")

Date: August 1, 2000 By:

Name: Steve E. Fass Title: Member - Plan Investment

Committee

and:

Name: Michael Tyburski Title: Member - Plan Investment Committee

Helen Dell Name:

Title: Member - Plan Investment

Committee

#### EXHIBIT INDEX

## EXHIBIT NUMBER (A)

#### DESCRIPTION

Financial statements for the Plan consisting of:

- 1. Report of Independent Accountants;
- Statement of Net Assets Available For Plan Benefits as of December 31, 1999 and 1998;
- Statement of Changes in Net Assets Available for Plan Benefits for the years ended December 31, 1999 and 1998;
- 4. Notes to Financial Statements;
- 5. Schedule of Assets Held for Investment Purposes;
- 6. Schedule of Reportable Transactions; and
- 7. Consent of Independent Accountants.

FOLKSAMERICA HOLDING COMPANY 401(K) SAVINGS & INVESTMENT PLAN FINANCIAL STATEMENTS FOR THE YEARS ENDED DECEMBER 31, 1999 AND 1998

#### FOLKSAMERICA HOLDING COMPANY 401 (k) SAVINGS & INVESTMENT PLAN TABLE OF CONTENTS

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To the Trustee and Participants of the Folksamerica Holding Company 401(k) Savings & Investment Plan:

In our opinion, the accompanying statements of net assets available for plan benefits and the related statements of changes in net assets available for plan benefits present fairly, in all material respects, the net assets available for plan benefits of the Folksamerica Holding Company 401(k) Savings & Investment Plan (the "Plan") at December 31, 1999 and 1998, and the changes in its net assets available for plan benefits for the years ended December 31, 1999 and 1998 in conformity with generally accepted accounting principles in the United States of America. These financial statements are the responsibility of the Plan's management; our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits of these statements in accordance with generally accepted auditing standards in the United States of America, which require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for the opinion expressed above.

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedules of assets held for investment purposes and reportable transactions are presented for the purpose of additional analysis and are not a required part of the basic financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. These supplemental schedules are the responsibility of the Plan's management. The supplemental schedules have been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, are fairly stated in all material respects in relation to the basic financial statements taken as a whole.

The schedule of assets held for investment purposes that accompanies the Plan's financial statements does not disclose the historical costs of certain Plan assets held by the Plan trustee. Disclosure of this information is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

July 14, 2000

## FOLKSAMERICA HOLDING COMPANY 401 (K) SAVINGS & INVESTMENT PLAN STATEMENTS OF NET ASSETS AVAILABLE FOR PLAN BENEFITS DECEMBER 31, 1999 AND 1998

	1999	1998	
Investments:			
Funds on deposit with Merrill Lynch			
Trust Company of New York	\$10,247,159	\$8,084,128	
Loans to participants	234, 785	267,161	
Net assets available for plan benefits	\$10,481,944	\$8,351,289	

See accompanying notes to financial statements

## FOLKSAMERICA HOLDING COMPANY 401 (K) SAVINGS & INVESTMENT PLAN STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR PLAN BENEFITS FOR THE YEARS ENDED DECEMBER 31, 1999 AND 1998

	1999	1998
Additions to net assets attributed to:     Interest and dividend income     Net appreciation (depreciation)	\$ 557,432	\$ 432,034
in fair value of investments	472,466	(514,270)
Net investment income	1,029,898	(82,236)
Contributions: Employer contributions Participant contributions and rollovers Other increases	482,274 700,341 6,533	377,562 470,723 534
	1,189,148	848,819
Total additions	2,219,046	766,583
Deductions from net assets attributed to: Benefits paid to participants Other decreases	87,841 550	1,562,592 67,203
Net increase (decrease) in net assets available for plan benefits	2,130,655	(863,212)
Net assets available for plan benefits:  Beginning of year	8,351,289	9,214,501
End of year	\$10,481,944 =======	\$8,351,289 =======

See accompanying notes to financial statements

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#### 1. THE PLAN:

#### DESCRIPTION OF PLAN

The following brief description of the Folksamerica Holding Company 401(k) Savings & Investment Plan (the "Plan") is provided for general information purposes only. Participants should refer to the Plan agreement for more complete information. Participants in the Plan include employees of Folksamerica Holding Company ("Folksamerica") and White Mountains Insurance Group, Limited ("White Mountains"), Folksamerica's ultimate parent company. Folksamerica and White Mountains are collectively referred to as the "Company".

The Plan was originally established on January 1, 1981 to provide retirement benefits for eligible employees of Folksamerica. The Plan was amended on October 1, 1994 to reflect a change in asset managers.

The Plan is a defined contribution plan subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The Company contributes to the Plan the total amount of salary reduction an employee elects to defer. Employees may elect to defer from 1% to 12% of their monthly salary (limited to an annual maximum of \$10,000 in 1999 and 1998, respectively). The Company provides matching contributions equal to 100% of an employee's elective contribution up to six (6) percent of an employee's contributed compensation. The Company may also make additional discretionary contributions to the Plan, however no such contributions were made in 1999.

The Plan is sponsored and administered by the Company (the "Plan Administrator"). The Company has appointed Merrill Lynch Trust Company of New York ("Merrill Lynch") as trustee who is responsible for the management of the Plan's assets. Expenses related to the administration of the Plan are paid by the Company.

#### ELIGIBILITY AND PARTICIPATION

Employees of the Company must complete one (1) year of service and have attained the age of 18 to become eligible for participation in the Plan. A year of service is defined as a twelve consecutive month period, beginning on the employee's date of hire, during which he or she completes 1,000 hours of service. An hour of service is any hour the employee works for the Company and is entitled to payment from the Company. An employee becomes a member of the Plan on the entry date coincident with or next following the date that he or she meets the eligibility requirements.

Rollover contributions represent vested account balances transferred by participants of the Plan from other plans.

#### **VESTING**

Participants are always 100% vested in employee contributions and rollover contributions plus net investment income earned on these amounts.

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The Plan provides for full (100%) vesting of the Company's contributions. Participants become vested in Company contributions based on years of services as follows:

YEARS OF SERVICE	PERCENTAGE
1	0%
2	25%
3	50%
4	75%
5	100%

#### **TRANSFERS**

Participants are permitted to change the investment of their interests in any of the funds on a daily basis subject to certain limits.

#### **FORFEITURES**

Plan participants who terminate employment for reasons other than retirement, death, or disability will receive the vested portion of their account only. Amounts forfeited due to terminations of employment will be used to reduce the Company's future contributions to the Plan.

#### PARTICIPANT LOANS

The Plan allows loans to participants up to a maximum amount of 50% of the participant's vested balance not to exceed \$50,000. Loan provisions provide for a term generally not to exceed five years, with interest rates and repayment schedules to be determined by the Plan Administrator. The interest rates on participant loans outstanding at December 31, 1999 and 1998 range from 8.75% to 9%, and 7% to 8%, respectively.

#### PAYMENT OF BENEFITS

Each participant's accrued benefits, including allocations of Plan earnings, may be paid to the participant upon retirement, death, disability, resignation, discharge, or proven hardship. The normal form of benefit payable under this Plan is a lump sum.

#### ASSET MANAGEMENT

The trustee of the Plan is also the record keeper and custodian of the Plan's assets.

#### PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right, under the Plan, to suspend contributions, to discontinue contributions, or to terminate the Plan at any time. In the event of termination, the accounts of the members of the Plan are fully vested and nonforfeitable.

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#### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:

#### BASIS OF PRESENTATION

The accompanying statements of net assets available for plan benefits and changes in net assets available for plan benefits have been prepared on the accrual basis of accounting in accordance with generally accepted accounting principles in the United States of America.

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make significant estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the changes in net assets available for plan benefits during the reporting period. Actual results could differ from those estimates.

#### RISKS AND UNCERTAINTIES

The Plan provides for investment options in mutual funds and other investment securities. Investment securities are exposed to various risks, such as interest rate risk, market risk and credit risk. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in risks in the near term would materially affect participant's account balances and the amounts reported in the statement of net assets available for plan benefits and the statement of changes in net assets available for plan benefits.

#### INVESTMENTS

The Plan provides for participant directed investment programs with Merrill Lynch. During 1998 the Company added several funds to the Plan, to enhance options available to employees. In addition, during 1999, the option to invest in the publicly traded common shares of White Mountains was added to the Plan. A description of the investment funds of the Plan are set forth in each fund's prospectus.

The Plan's investments are stated at fair value, based on the quoted market price on the last business day of the Plan year.

Pooled separate account balances are recorded at fair value and increase and decrease with contributions, withdrawals, and realized and unrealized gains and losses from the assets in the accounts. The value of each separate account is determined at the close of each business day based on market values of the underlying assets. Gain or loss on investments in pooled separate accounts

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sold during the year is based on their inventory value (market value at the beginning of the period or cost if purchased prior to the beginning of the period).

Increase or decrease in the value of investments held in pooled separate accounts at year end is based on the difference between the market value of such investments at the end of the year and their inventory value.

Contributions from the participants and the employer are recorded in the period in which the payroll deductions are made from Plan participants' paychecks. Funds are remitted to the Plan monthly.

Loans to participants are stated at cost less principal pay downs.

The Plan presents in the statements of changes in net assets available for plan benefits the net appreciation (depreciation) in the fair value of its investments which consists of the realized gains or losses and unrealized appreciation (depreciation) on those investments.

#### INCOME TAXES

On January 1, 1981, and again on January 26, 1994, the Internal Revenue Service approved qualification of the form of the Plan under the provisions of Section 401(k) and 401(a) of the Internal Revenue Code (the "Code"). The Plan has subsequently been amended. The Plan administrator believes that the Plan, as amended, is designed and is being operated in compliance with the applicable requirements of the Code and, therefore, has not applied for a new determination letter.

#### 3. INVESTMENTS

Investments, at fair value, that represent five percent or more of the Plan's net assets at December 31, 1999 and 1998 are separately identified as follows:

	1999 	1998
Merrill Lynch Global Allocation Fund	\$ 927,157	\$ 637,435
Merrill Lynch Capital Fund	1,593,137	2,338,815
Merrill Lynch Growth Fund	1,319,777	1,394,550
Merrill Lynch Equity Index Fund	1,529,197	716,168
Merrill Lynch Retirement Preservation Trust Fund and Other*	3,689,876	2,779,428
	\$9,059,144 	\$7,866,396

 $<sup>^{\</sup>star}$  Other includes cash of \$4,292 in pooled separate accounts (reported separately by Merrill Lynch).

Each participant's account is credited with the participant's contributions, which include amounts transferred from other Plans.

#### 4. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500:

1999:	
Total contributions:  Balance per financial statements  Classification difference	\$1,189,149 (6,533)
Balance per Form 5500	\$ 1,182,616 =======
Total investment income:  Balance per financial statements Classification difference	\$ 1,029,898 6,533
Balance per Form 5500	\$ 1,036,431 ========
1998:	
Total contributions:  Balance per financial statements Contributions receivable Classification difference	\$848,819 59,206 (768)
Balance per Form 5500	\$907,257 ======
Total investment income:  Balance per financial statements Classification difference  Balance per Form 5500	\$(82,236) (591)  \$(82,827) ========
Net assets available for plan benefits - beginning of year Balance per financial statements Contributions receivable CMA Money Fund	\$9,214,501 (59,206) (7,671)
Balance per Form 5500	\$9,147,624 ======
Total Benefits paid: Balance per financial statements CMA Money Fund Classification difference	\$1,629,795 (7,671) (1,359)
Balance per Form 5500	\$1,620,765 ========

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#### 5. ALLOCATION OF NET ASSETS

The Plan provides for funds to be invested in separate investment programs. Following are the changes in net assets available during 1999 and 1998 as allocated to the separate investment programs:

#### NOTES TO FINANCIAL STATEMENTS (continued)

#### Allocation of Net Assets

Merrill

	Lynch Retirement Preservation Trust Fund and Other*	Merrill Lynch Global Allocation Fund	Merrill Lynch Capital Fund	Lynch	Merrill Lynch Growth Fund	Davis Venture II Fund	Ivy Int'l Fund
Additions to net assets:							
Employer contributions Participant	\$ 126,609	\$ 52,533	\$ 42,0	80 \$ 18,630	\$ 59,975	\$ 38,512	
contributions Participant rollovers Investment income	156,996 16,274 190,742	65,161 13,484 117,088	19,0	63 6,742	12,903	47,840 1,395 10,175	16,573 806
Net (depreciation) appreciation of investments	,	69,024	·	·		35,675	7,518
Loan repayment Other increases	29,271 2,317	14,957 100	7,1:		17,439 139	2,240	1,133 13
Total additions Deductions from net assets attributable to:	522,210	332,347		45 92,246	424,618	135,836	39,612
Benefit payments Loan issuances Impact of Non Cash	53,014 14,888	13,043 12,679			,		664
transactions Other Debits	111	100	14	40 19	139		13
Net increase (decrease) in assets available for plan benefits:	454,198	306,525	209,0	37 88,714	393,527	135,836	38,936
Net assets transferred by participant directive	456,251	(16,803	) (954,7	14) 101,675	(468,299)	208,374	25,804
Net assets available for plan benefits: Beginning of year	2,779,428	637,435	2,338,8	15 20,901	1,394,550	102,524	13,508
End of year	\$3,689,876			 37 \$ 211,289		\$ 446,465	
1999	Merrill Lynch Equity Index Return Fund	PIMCO Total Return Fund	White Mtns. Ins. Group Inc.	White Mtns. Ins. Group Ltd.	Loan Fund	Total	
Additions to net							
assets: Employer contribution Participant	\$ 99,320	\$ 19,285	\$ 7,760	\$ 4,001	\$ \$	482,274	
contributions Participant rollovers Investment income Net (depreciation) appreciation of	24,061	24,621 3,681	8,641 1,146 975	4,907 249 1,350		605,025 95,316 557,432	
investments Loan repayment Other increases	222,499 15,003 24	(3,984) 2,059 3	1,045	(34,073) 3,675 3,776	(98,805)	472,466 6,533	
Total additions Deductions from net assets attributable		45,665	19,568	(16,116)	(98,805)		
to: Benefit payments Loan issuances Impact of Non Cash	3,596	655			9,929 (76,359)	87,841	
transactions Other Debits	24	:	431,094 3	(431,094)		550	
Net increase (decrease) in assets available for plan benefits Net assets transferred by participant		45,007	(411,527)	414,978			

Net assets available	325,228	(90,610)	411,527	1,567		
for plan benefits:						
Beginning of year	716,168	81,070	-	-	267,161	8,351,289
End of year	\$1,529,197	\$ 35,467 \$	<b>5</b> -	\$ 416,546	\$ 234,785	\$10,481,944
•	=========	=======================================		========	========	==========

 $<sup>^{\</sup>star}$  Other includes cash of \$4,292 in pooled separate accounts (reported separately by Merrill Lynch).

#### NOTES TO FINANCIAL STATEMENTS (continued)

#### Allocation of Net Assets

#### Pooled Separate Accounts

1998	Merrill Lynch Retirement Preservation Trust Fund and Other*	Merrill Lynch Global Allocation Fund	Merrill Lynch Capital Fund	Merrill Lynch Special Value Fund	Merrill Lynch Growth Fund	Davis Venture II Fund	Ivy Int'l Fund
Additions to net assets: Employer contributions Participant contributions Participant rollovers	\$96,818 123,036	\$70,866 83,635 973	\$59,842 76,077 973	\$16,823 20,444	\$105,644 134,273 487	\$5,505 5,844	\$1,958 2,450
Investment income Net (depreciation)	154,475	76,495	145,745	8,109	33, 232	2,231	247
appreciation of investment Loan repayment Other increases	s (36) 22,699 90	(70,996) 23,687 98	(10,954) 9,398 35	(34,803) 4,409 2	(557,454) 33,308 98	3,165 616 1	(1,155) 734 1
Total additions Deductions from net assets:	397,082	184,757	281,116	14,983	(250,412)	17,362	4,234
Benefit payments Loan issuances Other decreases	1,002,562 26,013 66,757	45,387 15,918 91	170,692 9,431 32	1,017 640 2	298,883 12,774 85	266 1	253 1
Net increase (decrease) in assets available for plan benefits Net assets transferred by	(698,252)	123,362	100,962	13,324	(562,154)	17,095	3,981
participant directive Net assets available for	1,329,253	(181,539)	(201,684)	(60,365)	(864,858)	85,159	9,527
plan benefits: Beginning of year	2,148,426	695,612	2,439,538	67,942	2,821,562	-	-
End of year	\$2,779,428 =======	\$637,435 ======	\$2,338,815 ======	\$20,901	\$1,394,550 =======	\$102,254 ======	\$13,508 ======
	Merrill Lynch Equity Index Return Fund	PIMCO Total Return Fund	Loan Fund	Contributic Receivabl		tal	
Additions to net assets: Employer contributions Participant contributions Participant rollovers	\$43,608 53,170	\$2,491 2,573	\$	\$(25,993) (33,213)	) 46	7,562 8,290 2,433	
Investment income Net (depreciation)	894	4,531	6,076			2,034	
appreciation of investments Loan repayment Other increases	162,021 8,532 212	(4,057) 681	(104,063)			4,270) 534	
Total additions Deductions from net assets:	268, 437	6,219	(97,987)	(59,206		6,583	
Benefit payments Loan issuances Other decreases	5,787 734 235	146	38,265 (66,175)		6	2,592 7,203	
Net increase (decrease) in assets available for plan benefits	261,680	6,072	(70,076)	(59, 206		3,212)	
Net assets transferred by participant directive Net assets available for plan benefits:	(190,491)	74,997					
Beginning of year	644,978	-	337,237	(59,206	9,21	4,501 	
End of year	\$716,168 =======	\$81,070 ======	\$267,161 =======	-	\$8,35 === ====	•	

<sup>\*</sup> Other includes cash of \$1,231 in pooled separate accounts (reported



# FOLKSAMERICA HOLDING COMPANY 401(K) SAVINGS & INVESTMENT PLAN LINE 27A - SUPPLEMENTAL DATA REQUIRED BY THE DEPARTMENT OF LABOR SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES DECEMBER 31, 1999

Identity of Issue, Borrower			
Merrill Lynch	Merrill Lynch Retirement Preservation Trust Fund and other cash accounts	\$3,689,876	3,689,876
	Merrill Lynch Global Allocation Fund	(1)	927,157
	Merrill Lynch Capital Fund	(1)	1,593,137
	Merrill Lynch Special Value Fund	(1)	211,289
	Merrill Lynch Growth Fund	(1)	1,319,777
	Davis Venture Fund	(1)	446,465
	Ivy International II Fund	(1)	78,248
	Merrill Lynch Equity Index Fund	(1)	1,529,197
	PIMCO Total Return Fund	(1)	35,467
	White Mtns. Ins. Group Ltd.	(1)	416,546
		\$ 3,689,876	\$ 10,247,159
Participant loans	Interest rate, 8.5% to 9%	======== \$ 234,785 ========	\$ 234,785 ========

(1) Cost not available

# FOLKSAMERICA HOLDING COMPANY 401(K) SAVINGS & INVESTMENT PLAN SUPPLEMENTAL DATA REQUIRED BY THE DEPARTMENT OF LABOR ITEM 27D - SCHEDULE OF REPORTABLE TRANSACTIONS. FOR THE YEAR ENDED DECEMBER 31, 1999

The following represents any transactions or series of transactions during 1999 which included an amount in excess of five percent of the current value of Plan assets as of December 31, 1998:

Identity of Party Involved	Description of Asset	Purchase Price	Selling Price	Cost of Asset	Current Value of Asset on Transaction Date	Number of Transactions
Merrill Lynch	Merrill Lynch Retirement Preservation Trust Fund	1,068,044		1,068,044	1,068,044	75
	Merrill Lynch Retirement Preservation Trust Fund		247,172	247,172	247,172	26
	Folksamerica Holding Co. Pooled Separate Accounts	257,303		257,303	257,303	65
	Folksamerica Holding Co. Pooled Separate Accounts		169,757	169,757	169,757	26
	White Mountains Ins. Grp. Inc.	Various		431,094	431,094	26
	Merrill Lynch Global Allocation Fund	Various		389,277	389,277	79
	Merrill Lynch Global Allocation Fund		Various	170,086	168,579	48
	Merrill Lynch Capital Fund	Various		335,728	335,728	72
	Merrill Lynch Capital Fund		Various	1,020,147	978,798	49
	Merrill Lynch Growth Fund	Various		213,148	213,148	69
	Merrill Lynch Growth Fund		Various	709,793	542,258	53
	Merrill Lynch Equity Index Fund	Various		795,606	795,606	84
	Merrill Lynch Equity Index Fund		Various	189,226	205,077	25

#### CONSENT OF INDEPENDENT ACCOUNTANTS

We consent to the inclusion in this Annual Report on Form 11-K of White Mountains Insurance Group, Ltd. our reports dated July 14, 2000, on our audits of the financial statements of the Folksamerica Holding Company 401(k) Savings Plan as of December 31, 1999 and 1998 and for the years then ended.

PricewaterhouseCoopers LLP

New York July 14, 2000