

UNITED STATES  
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, 2001

OR

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.  
28 Gates Street  
White River Junction, Vermont 05001-7066  
(802) 295-4500

#### 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 Common Shares, \$1.00 par value per share, of White Mountains Insurance Group, Ltd. issuable under the Plan.

#### INFORMATION FILED

The following financial statements and exhibit are filed with, and included in, this Report:

- A. Financial statements for the Plan consisting of:
  - 1. Report of Independent Accountants;
  - 2. Statements of Net Assets Available for Plan Benefits as of December 31, 2001 and 2000;
  - 3. Statements of Changes in Net Assets Available for Plan Benefits for the years ended December 31, 2001 and 2000;
  - 4. Notes to Financial Statements;
  - 5. Schedule of Assets Held at End of Year as of December 31, 2001;
  - 6. Schedule of Reportable Transactions for the year ended December 31, 2001; and
- B. 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: June 24, 2002

By: /s/ Steven E. Fass

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Name: Steven E. Fass  
Title: Member - Plan Investment  
Committee

and: /s/ Michael E. Tyburski

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Name: Michael E. Tyburski  
Title: Member - Plan Investment  
Committee

and: /s/ Diane Tuffey

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Name: Diane Tuffey  
Title: Member - Plan Investment  
Committee

EXHIBIT INDEX

EXHIBIT NUMBER

DESCRIPTION

(A)

Financial statements for the Plan consisting of:

1. Report of Independent Accountants;
2. Statement of Net Assets Available For Plan Benefits as of December 31, 2001 and 2000;
3. Statement of Changes in Net Assets Available for Plan Benefits for the years ended December 31, 2001 and 2000;
4. Notes to Financial Statements;
5. Schedule of Assets Held at End of Year as of December 31, 2001;
6. Schedule of Reportable Transactions for the year ended December 31, 2001; and

(B)

Consent of Independent Accountants

REPORT OF INDEPENDENT ACCOUNTANTS

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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 and Investment Plan (the "Plan") at December 31, 2001 and 2000, and the changes in its net assets available for plan benefits for the years ended December 31, 2001 and 2000 in conformity with accounting principles generally accepted 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 auditing standards generally accepted 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 Schedule of Assets Held at End of Year and the Schedule of 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.

/s/ PricewaterhouseCoopers LLP

New York, New York  
June 24, 2002

Folksamerica Holding Company  
401 (k) Savings and Investment Plan  
Statements of Net Assets Available for Plan Benefits  
December 31, 2001 and 2000

|  | 2001<br>----  | 2000<br>----  |
|--|---------------|---------------|
| Investments  |               |               |
| Funds on deposit with Merrill Lynch<br>Trust Company of New York | \$ 13,532,976 | \$ 12,434,413 |
| Loans to participants  | 115,505       | 191,228       |
|  | -----         | -----         |
| Total investments  | 13,648,481    | 12,625,641    |
|  | -----         | -----         |
| Receivables:   |               |               |
| Employer contributions   | 61,904        | 37,872        |
| Participant contributions  | 77,506        | 52,894        |
|  | -----         | -----         |
| Net assets available for plan benefits                           | \$ 13,787,891 | \$ 12,716,407 |
|  | =====         | =====         |

See accompanying notes to financial statements.

Folksamerica Holding Company  
401 (k) Savings and Investment Plan  
Statements of Changes in Net Assets Available for Plan Benefits  
for the years ended December 31, 2001 and 2000

|  | 2001<br>----  | 2000<br>----  |
|--|---------------|---------------|
| Additions (deductions) to net assets attributed to:          |               |               |
| Interest and dividend income                                 | \$ 382,545    | \$ 769,966    |
| Net appreciation (depreciation) in fair value of investments | (294,927)     | 923,377       |
|  | -----         | -----         |
| Net investment income  | 87,618        | 1,693,343     |
| Contributions:   |               |               |
| Employer contributions                                       | 690,029       | 559,669       |
| Participant contributions and rollovers                      | 895,921       | 758,029       |
| Plan conversion and other                                    | 371,371       | 14,980        |
|  | -----         | -----         |
| Total contributions  | 1,957,321     | 1,332,678     |
| Deductions from net assets attributed to:                    |               |               |
| Benefits paid to participants                                | 946,644       | 765,979       |
| Other decreases  | 26,811        | 25,579        |
|  | -----         | -----         |
| Total deductions   | 973,455       | 791,558       |
| Net increase in net assets available for plan benefits       | 1,071,484     | 2,234,463     |
| Net assets available for plan benefits:                      |               |               |
| Beginning of year  | 12,716,407    | 10,481,944    |
|  | -----         | -----         |
| End of year  | \$ 13,787,891 | \$ 12,716,407 |
|  | =====         | =====         |

See accompanying notes to financial statements.

Folksamerica Holding Company  
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 and 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, Ltd. ("White Mountains"), Folksamerica's ultimate parent company. Folksamerica and White Mountains are collectively referred to as the "Company". During 2001, certain participant's assets of a former White Mountains subsidiary's benefit plan ("Unitrin Plan") were transferred into the Plan.

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 \$10,500 in 2001 and in 2000). 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 2001 or 2000.

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.

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<br>----- | PERCENTAGE<br>----- |
|---------------------------|---------------------|
| 1                         | 0%                  |
| 2                         | 25%                 |
| 3                         | 50%                 |
| 4                         | 75%                 |
| 5                         | 100%                |



Folksamerica Holding Company  
Notes to Financial Statements  
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#### 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, 2001 and 2000 range from 7.0% to 10.5%.

#### 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. Benefits are recorded when paid.

#### 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.

## 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 accounting principles generally accepted in the United States of America.

#### USE OF ESTIMATES

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America 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 2000 the Company added several funds to the Plan as well as the option for self-directed equity investments (the "Self-Direct RCMA option"), to enhance options available to employees. Additionally, participants have the option to invest in the publicly traded common shares of White Mountains ("WTM"). A description of the investment funds of the Plan are set forth in each fund's prospectus.

Folksamerica Holding Company  
Notes to Financial Statements  
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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 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 determination letter.

#### 3. INVESTMENTS

Investments, at fair value, that represent five percent or more of the Plan's net assets at December 31, 2001 and 2000 are separately identified as follows:

|   | 2001         | 2000         |
|---|--------------|--------------|
|   | ----         | ----         |
| Merrill Lynch Global Allocation Fund                      | \$ 772,446   | \$ 864,575   |
| Merrill Lynch Balanced Capital Fund                       | 1,229,026    | 1,423,529    |
| Merrill Lynch Fundamental Growth Fund                     | 802,815      | 943,996      |
| Merrill Lynch Retirement Preservation Trust Fund & Other* | 3,590,548    | 3,196,811    |
| White Mountains Insurance Group, Ltd.                     | 2,642,752    | 2,731,080    |
| Merrill Lynch S&P Index Fund                              | 981,417      | 982,278      |
| Davis Venture Fund  | 762,384      | 684,071      |
| PIMCO Total Return Fund                                   | 715,009      | --           |
| Self-Direct RCMA Option                                   | 815,662      | 697,174      |
|   | -----        | -----        |
|   | \$12,312,059 | \$11,523,514 |
|   | =====        | =====        |

\*Other includes cash of \$2,435 and \$4,229 in pooled separate accounts (reported separately by Merrill Lynch) at December 31, 2001 and 2000.

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

Folksamerica Holding Company  
Notes to Financial Statements  
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4. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500:

2001:

|  |               |
|--|---------------|
| Total contributions:                                 |               |
| Balance per financial statements                     | \$ 1,957,321  |
| Current contributions receivable                     | (139,411)     |
| Prior year contribution receivable                   | 90,766        |
| Classification difference - Plan Conversion          | (371,371)     |
|  | -----         |
| Balance per Form 5500                                | \$ 1,537,305  |
|  | =====         |
| Net assets available for plan benefits - end of year |               |
| Balance per financial statements                     | \$ 13,787,981 |
| Current contributions receivable                     | (139,411)     |
| Classification difference                            | (90)          |
|  | -----         |
| Balance per Form 5500                                | \$ 13,648,480 |
|  | =====         |

2000:

|  |               |
|--|---------------|
| Total contributions:                                 |               |
| Balance per financial statements                     | \$ 1,332,678  |
| Contribution Receivable                              | (90,766)      |
| Classification difference                            | (14,980)      |
|  | -----         |
| Balance per Form 5500                                | \$ 1,226,932  |
|  | =====         |
| Total investment income:                             |               |
| Balance per financial statements                     | \$ 1,693,343  |
| Classification difference                            | 14,944        |
|  | -----         |
| Balance per Form 5500                                | \$ 1,708,287  |
|  | =====         |
| Net assets available for plan benefits - end of year |               |
| Balance per financial statements                     | \$ 12,716,407 |
| Contributions receivable                             | (90,766)      |
| Classification difference                            | (36)          |
|  | -----         |
| Balance per Form 5500                                | \$ 12,625,605 |
|  | =====         |

| Identity of<br>Issue,<br>Borrower | Description of Investment   | Cost         | Current Value |
|-----------------------------------|---|--------------|---------------|
| Merrill Lynch                     | Merrill Lynch Retirement Preservation Trust and other cash accounts | \$3,590,548  | \$ 3,590,548  |
|                                   | White Mountains Insurance Group, Ltd.                               | 1,292,321    | 2,642,752     |
|                                   | Merrill Lynch Capital Fund  | 1,566,598    | 1,229,026     |
|                                   | Merrill Lynch S&P 500 Index Fund                                    | 1,139,741    | 981,417       |
|                                   | Self-Direct RCMA Option   | 815,662      | 815,662       |
|                                   | Merrill Lynch Fundamental Growth Fund                               | 1,261,654    | 802,815       |
|                                   | Merrill Lynch Global Allocation Fund                                | 841,649      | 772,446       |
|                                   | Davis Venture Fund  | 815,707      | 762,384       |
|                                   | PIMCO Total Return Fund   | 712,461      | 715,009       |
|                                   | Merrill Lynch Small Capital Value Fund                              | 381,994      | 461,716       |
|                                   | Van Kampen Emergency Growth Fund                                    | 279,018      | 192,420       |
|                                   | AIM International Equity Fund                                       | 207,978      | 178,676       |
|                                   | Oppenheimer Quest Balanced Value Fund                               | 174,101      | 160,145       |
|                                   | Ivy International II Fund   | 92,568       | 93,552        |
|                                   | Merrill Lynch Healthcare Fund                                       | 47,126       | 46,767        |
|                                   | Merrill Lynch Pacific Fund  | 41,360       | 42,145        |
|                                   | Davis Financial Fund  | 17,110       | 16,471        |
|                                   | Pioneer Europe Fund   | 10,380       | 9,925         |
|                                   | PIMCO Innovation Fund   | 8,307        | 6,072         |
|                                   | Merrill Lynch Small Cap Index Fund                                  | 3,873        | 3,984         |
|                                   | Seligman Comm & Info Fund   | 3,590        | 3,607         |
|                                   | Federated International Small Company Fund                          | 3,368        | 3,198         |
|                                   | AIM Advanced Real Estate Fund                                       | 2,155        | 2,239         |
|                                   |   | -----        | -----         |
|                                   |   | \$13,309,269 | \$13,532,976  |
|                                   |   | =====        | =====         |
| Participant<br>loans              | Interest rates, 7.0% to 10.5%                                       | \$ --        | \$ 115,505    |
|                                   |   | =====        | =====         |

Folksamerica Holding Company  
401 (k) Savings and Investment Plan  
Supplemental Data Required by the Department of Labor  
Schedule H, Line 4(j)  
Schedule of Reportable Transactions  
for the year ended December 31, 2001

The following represents any transactions or series of transactions during 2001, which included an amount in excess of five percent of the current value of Plan assets as of December 31, 2000:

| Identity of<br>Part Involved | Description of Asset                                | Purchase<br>Price | Selling<br>Price | Cost of<br>Asset | Current<br>Value of<br>Asset on<br>Transaction<br>Date | Net Gain (Loss) |
|------------------------------|---|-------------------|------------------|------------------|--|-----------------|
| Merrill Lynch                | Merrill Lynch Retirement<br>Preservation Trust Fund | \$1,906,108       |                  | \$1,906,108      | \$1,906,108  | --              |

CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in the Registration Statement on Form S-8 of White Mountains Insurance Group, Ltd. of our Report dated June 24, 2002 relating to the financial statements of Folksamerica Holding Company 401(k) Savings and Investment Plan, which appears in this Form 11-K.

/s/ PricewaterhouseCoopers LLP

New York, New York  
June 24, 2002