## SEC Form 5

Instruction 1(b)

FORM 5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See

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Washington, D.C. 20549

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL
OWNERSHIP

OMB APPROVAL

OMB Number:	3235-0362
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hours per response:	1.0

Form 3 Holding	is Reported.			OWNE				L	hours per response	1.0	
Form 4 Transad	ctions Reported.	File	d pursuant to Section or Section 30(h)		e Securities Excha ment Company A						
1. Name and Addr <u>SEELIG RC</u> (Last) C/O WHITE M LTD	GROUP LT	<u>OUNTAII</u> [] wtm	<u>NS IŇŚURA</u>		(Che	ck all applicable) Director Officer (give below)	10 title Ot	% Owner her (specify low)			
80 SOUTH MA	AIN STREET		4. If Amendment	, Date of Orig	inal Filed (Month/I		6. Individual or Joint/Group Filing (Check Applicable Line)				
(Street) HANOVER	NH	03755					2	Form filed b	y One Reporting F y More than One I		
(City)	(State)	(Zip)									
	7	Table I - Non-Deriv	ative Securitie	es Acquire	ed, Disposed	of, or	Beneficiall	y Owned			
Date (Month/Day/Year)		2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Dispo Of (D) (Instr. 3, 4 and 5)		or Disposed	5. Amount of Securities Beneficially Owned at end o	6. Ownership Form: Direct (D) or	7. Nature of Indirect Beneficial Ownership		
			(Monuizay) real)	5)	Amount	(A) or (D)	Price	Issuer's Fiscal Year (Instr. 3 an 4)	Indirect (I)	(Instr. 4)	
Common Shares 08/08/1988 <sup>(1)</sup>			(1)	A	16	A	(1)	17	I	By 401(k)	

## Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Nur of Deriv Secur Acqu (A) or Dispo of (D) (Instr and 5	ative rities ired osed . 3, 4	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	Ownership Form: Direct (D)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

1. WTM Common Shares acquired by the Reporting Person under the Folksamerica 401(k) Plan since January 18, 2003, the date of Reporting Person's last filing. WTM Common Shares were purchased at fair market value on the dates of purchase. The information contained in this report is based on a plan statement dated as of December 31, 2003.

## **Remarks:**

## Dennis Beaulieu, by Power of 02/10/2004

<u>Attorney</u>

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

Know all by these presents, that the undersigned hereby constitutes and appoints each of Brian Palmer, Chief Accounting Officer, Dennis P. Beaulieu, Secretary, and Robert L. Seelig, General Counsel of White Mountains Insurance Group, Ltd., singly, the undersigned's true and lawful attorney-in-fact to: (1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of White Mountains Insurance Group, Ltd. (the "Company"), Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder; (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, complete and execute any amendment or amendments thereto, and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and (3)take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion. The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not rendering legal advice of any form, other than satisfying regulatory filing requirements, with respect to any transactions to be reported on Forms 3, 4 and 5 are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934. The undersigned hereby grants this Power of Attorney with the understanding that information provided to each such attorney-in-fact is strictly confidential and will not be disclosed to senior management, directors or other third parties whether affiliated or otherwise and will be used solely to complete and execute any such Form 3, 4 or 5, complete and execute any amendment or amendments thereto, and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact. IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 7th day of January, 2004.

/s/ Robert L. Seelig