

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

x **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the period ended June 30, 2014

OR

o **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from to

Commission file number 1-8993

WHITE MOUNTAINS INSURANCE GROUP, LTD.

(Exact name of Registrant as specified in its charter)

Bermuda

(State or other jurisdiction of
incorporation or organization)

94-2708455

(I.R.S. Employer
Identification No.)

80 South Main Street,

Hanover, New Hampshire

(Address of principal executive offices)

03755-2053

(Zip Code)

Registrant's telephone number, including area code: **(603) 640-2200**

Indicate by check mark whether the Registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months, and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the Registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months. Yes No

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

As of July 29, 2014, 6,140,701 common shares with a par value of \$1.00 per share were outstanding (which includes 81,325 restricted common shares that were not vested at such date).

WHITE MOUNTAINS INSURANCE GROUP, LTD.

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Part I. FINANCIAL INFORMATION.
Item 1. Financial Statements
WHITE MOUNTAINS INSURANCE GROUP, LTD.
CONSOLIDATED BALANCE SHEETS

(Millions, except share amounts)	June 30, 2014	December 31, 2013
Assets	Unaudited	
Fixed maturity investments, at fair value	\$ 5,008.0	\$ 5,030.5
Short-term investments, at amortized cost (which approximates fair value)	564.0	635.9
Common equity securities, at fair value	1,206.1	1,156.8
Convertible fixed maturity investments, at fair value	70.7	80.5
Other long-term investments	313.0	288.9
Total investments	7,161.8	7,192.6
Cash (restricted: \$27.8 and \$56.1)	331.0	382.8
Reinsurance recoverable on unpaid losses	433.2	428.1
Reinsurance recoverable on paid losses	18.9	25.4
Insurance and reinsurance premiums receivable	717.9	518.9
Funds held by ceding companies	89.0	106.3
Investments in unconsolidated affiliates	419.1	321.4
Deferred acquisition costs	191.2	174.7
Deferred tax asset	462.8	512.1
Ceded unearned insurance and reinsurance premiums	142.0	92.4
Accrued investment income	43.6	39.3
Accounts receivable on unsettled investment sales	76.6	12.1
Other assets	520.1	458.1
Assets held for sale	1,750.7	1,880.1
Total assets	\$ 12,357.9	\$ 12,144.3
Liabilities		
Loss and loss adjustment expense reserves	\$ 3,053.3	\$ 3,079.3
Unearned insurance and reinsurance premiums	1,093.4	901.4
Variable annuity benefit guarantee	31.8	52.8
Debt	677.5	676.4
Deferred tax liability	336.5	356.2
Accrued incentive compensation	157.9	218.3
Ceded reinsurance payable	159.2	71.9
Funds held under insurance and reinsurance contracts	124.0	127.1
Accounts payable on unsettled investment purchases	28.2	20.5
Other liabilities	336.8	362.9
Liabilities held for sale	1,750.7	1,880.1
Total liabilities	7,749.3	7,746.9
Equity		
White Mountains's common shareholders' equity		
White Mountains's common shares at \$1 par value per share - authorized 50,000,000 shares; issued and outstanding 6,150,515 and 6,176,739 shares	6.2	6.2
Paid-in surplus	1,047.7	1,044.9
Retained earnings	2,965.8	2,802.3
Accumulated other comprehensive income (loss), after tax:		
Equity in net unrealized gains (losses) from investments in Symetra common shares	29.0	(40.4)
Net unrealized foreign currency translation gains	52.5	88.4
Pension liability and other	4.3	4.1
Total White Mountains's common shareholders' equity	4,105.5	3,905.5
Non-controlling interests		
Non-controlling interest - OneBeacon Ltd.	280.6	273.7
Non-controlling interest - SIG Preference Shares	250.0	250.0
Non-controlling interest - HG Global	18.2	16.6
Non-controlling interest - BAM	(107.2)	(97.6)
Non-controlling interest - other	61.5	49.2
Total non-controlling interests	503.1	491.9
Total equity	4,608.6	4,397.4
Total liabilities and equity	\$ 12,357.9	\$ 12,144.3

See Notes to Consolidated Financial Statements

WHITE MOUNTAINS INSURANCE GROUP, LTD.
CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME (LOSS)
Unaudited

(Millions, except per share amounts)	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2014	2013	2014	2013
Revenues:				
Earned insurance and reinsurance premiums	\$ 503.4	\$ 497.5	\$ 997.0	\$ 992.9
Net investment income	29.1	28.7	53.4	57.2
Net realized and unrealized investment gains (losses)	113.9	(37.3)	177.7	37.9
Other revenue	6.4	.4	3.0	28.7
Total revenues	<u>652.8</u>	<u>489.3</u>	<u>1,231.1</u>	<u>1,116.7</u>
Expenses:				
Loss and loss adjustment expenses	282.7	274.6	512.0	518.9
Insurance and reinsurance acquisition expenses	98.9	76.1	194.0	174.3
Other underwriting expenses	81.9	84.5	163.3	163.6
General and administrative expenses	70.3	40.2	120.6	84.0
Interest expense	10.0	10.3	20.1	20.5
Total expenses	<u>543.8</u>	<u>485.7</u>	<u>1,010.0</u>	<u>961.3</u>
Pre-tax income from continuing operations	109.0	3.6	221.1	155.4
Income tax (expense) benefit	(23.9)	.6	(54.2)	(41.0)
Net income from continuing operations	85.1	4.2	166.9	114.4
Net income from discontinued operations, net of tax	2.6	3.9	2.1	4.4
Income before equity in earnings of unconsolidated affiliates	87.7	8.1	169.0	118.8
Equity in earnings of unconsolidated affiliates, net of tax	12.5	7.1	26.3	16.3
Net income	100.2	15.2	195.3	135.1
Net (income) loss attributable to non-controlling interests	(4.6)	11.1	(4.1)	11.6
Net income attributable to White Mountains's common shareholders	95.6	26.3	191.2	146.7
Other comprehensive income, net of tax:				
Change in equity in net unrealized gains (losses) from investments in Symetra common shares, net of tax	32.9	(66.0)	69.4	(74.0)
Change in foreign currency translation, pension liability and other	(27.9)	(34.6)	(35.7)	(38.3)
Comprehensive income (loss) attributable to White Mountains's common shareholders	\$ 100.6	\$ (74.3)	\$ 224.9	\$ 34.4
Income per share attributable to White Mountains's common shareholders				
Basic income per share				
Continuing operations	\$ 15.10	\$ 3.62	\$ 30.66	\$ 22.84
Discontinued operations	.43	.64	.34	.71
Total consolidated operations	<u>\$ 15.53</u>	<u>\$ 4.26</u>	<u>\$ 31.00</u>	<u>\$ 23.55</u>
Diluted income per share				
Continuing operations	\$ 15.10	\$ 3.62	\$ 30.66	\$ 22.84
Discontinued operations	.43	.64	.34	.71
Total consolidated operations	<u>\$ 15.53</u>	<u>\$ 4.26</u>	<u>\$ 31.00</u>	<u>\$ 23.55</u>
Dividends declared per White Mountains's common share	\$ —	\$ —	\$ 1.00	\$ 1.00

See Notes to Consolidated Financial Statements

WHITE MOUNTAINS INSURANCE GROUP, LTD.
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
Unaudited

(Millions)	White Mountains's Common Shareholders' Equity					
	Common shares and paid-in surplus	Retained earnings	AOCI, after tax	Total	Non-controlling interest	Total Equity
Balance at January 1, 2014	\$ 1,051.1	\$ 2,802.3	\$ 52.1	\$ 3,905.5	\$ 491.9	\$ 4,397.4
Net income	—	191.2	—	191.2	4.1	195.3
Net change in unrealized gains from investments in unconsolidated affiliates	—	—	69.4	69.4	—	69.4
Net change in foreign currency translation	—	—	(35.9)	(35.9)	—	(35.9)
Net change in pension liability and other accumulated comprehensive items	—	—	.2	.2	—	.2
Total comprehensive income	—	191.2	33.7	224.9	4.1	229.0
Dividends declared on common shares	—	(6.2)	—	(6.2)	—	(6.2)
Dividends to non-controlling interests	—	—	—	—	(19.9)	(19.9)
Repurchases and retirements of common shares	(8.8)	(21.5)	—	(30.3)	—	(30.3)
Issuances of common shares	2.9	—	—	2.9	—	2.9
Net contributions from non-controlling interests	—	—	—	—	26.6	26.6
Amortization of restricted share awards	8.7	—	—	8.7	.4	9.1
Balance at June 30, 2014	\$ 1,053.9	\$ 2,965.8	\$ 85.8	\$ 4,105.5	\$ 503.1	\$ 4,608.6

(Millions)	White Mountains's Common Shareholders' Equity					
	Common shares and paid-in surplus	Retained earnings	AOCI, after tax	Total	Non-controlling interest	Total Equity
Balance at January 1, 2013	\$ 1,057.2	\$ 2,542.7	\$ 131.9	\$ 3,731.8	\$ 526.4	\$ 4,258.2
Net income (loss)	—	146.7	—	146.7	(11.6)	135.1
Net change in unrealized losses from investments in unconsolidated affiliates	—	—	(74.0)	(74.0)	—	(74.0)
Net change in foreign currency translation	—	—	(38.5)	(38.5)	—	(38.5)
Net change in pension liability and other accumulated comprehensive items	—	—	.2	.2	—	.2
Total comprehensive income (loss)	—	146.7	(112.3)	34.4	(11.6)	22.8
Dividends declared on common shares	—	(6.2)	—	(6.2)	—	(6.2)
Dividends to non-controlling interests	—	—	—	—	(19.8)	(19.8)
Repurchases and retirements of common shares	(23.8)	(56.0)	—	(79.8)	—	(79.8)
Issuances of common shares	1.0	—	—	1.0	—	1.0
Net contributions from non-controlling interests	—	—	—	—	5.5	5.5
Amortization of restricted share awards	8.0	—	—	8.0	.7	8.7
Balance at June 30, 2013	\$ 1,042.4	\$ 2,627.2	\$ 19.6	\$ 3,689.2	\$ 501.2	\$ 4,190.4

See Notes to Consolidated Financial Statements

WHITE MOUNTAINS INSURANCE GROUP, LTD.
CONSOLIDATED STATEMENTS OF CASH FLOWS
Unaudited

(Millions)	Six Months Ended	
	June 30,	
	2014	2013
Cash flows from operations:		
Net income	\$ 195.3	\$ 135.1
Charges (credits) to reconcile net income to net cash (used for) provided from operations:		
Net realized and unrealized investment gains	(177.7)	(37.9)
Deferred income tax expense	22.6	8.2
Net income from discontinued operations	(2.1)	(4.4)
Gain on sale of subsidiary - Citation and Essentia	(7.7)	(23.0)
Excess of fair value of acquired net assets over cost - Ashmere	—	(6.9)
Undistributed equity in earnings from unconsolidated affiliates, net of tax	(26.3)	(16.3)
Other operating items:		
Net change in loss and loss adjustment expense reserves	(39.7)	(99.4)
Net change in reinsurance recoverable on paid and unpaid losses	2.2	36.0
Net change in unearned insurance and reinsurance premiums	191.0	112.3
Net change in variable annuity benefit guarantee liabilities	(21.0)	(247.4)
Net change in variable annuity benefit guarantee derivative instruments	(5.6)	(43.0)
Net change in deferred acquisition costs	(16.5)	12.5
Net change in funds held by ceding companies	17.3	35.0
Net change in ceded unearned premiums	(49.6)	(54.5)
Net change in funds held under reinsurance treaties	(3.2)	33.1
Net change in insurance and reinsurance premiums receivable	(195.6)	(191.7)
Net change in ceded reinsurance payable	80.0	70.8
Net change in restricted cash	28.3	188.6
Net change in other assets and liabilities, net	(10.4)	(98.7)
Net cash used for operations - continuing operations	(11.7)	(191.6)
Net cash used for operations - discontinued operations	(30.7)	(72.8)
Net cash used for operations	(42.4)	(264.4)
Cash flows from investing activities:		
Net change in short-term investments	50.3	24.2
Sales of fixed maturity and convertible fixed maturity investments	2,340.9	2,639.4
Maturities, calls and paydowns of fixed maturity and convertible fixed maturity investments	277.6	310.3
Sales of common equity securities	127.6	348.2
Distributions and redemptions of other long-term investments	26.9	23.3
Sales of consolidated and unconsolidated affiliates, net of cash sold	12.8	31.3
Funding of operational cash flows for discontinued operations	(30.7)	(72.8)
Purchases of other long-term investments	(17.7)	(21.9)
Purchases of common equity securities	(124.0)	(251.9)
Purchases of fixed maturity and convertible fixed maturity investments	(2,531.6)	(2,605.2)
Purchases of consolidated and unconsolidated affiliates, net of cash acquired	(32.2)	(9.2)
Net change in unsettled investment purchases and sales	(57.8)	34.3
Net acquisitions of property and equipment	(3.9)	(6.2)
Net cash provided from investing activities - continuing operations	38.2	443.8
Net cash provided from investing activities - discontinued operations	30.7	72.8
Net cash provided from investing activities	68.9	516.6
Cash flows from financing activities:		
Draw down of revolving line of credit	—	130.0
Repayment of revolving line of credit	(2.2)	(205.0)
Payments on capital lease obligation	(2.6)	(2.7)
Cash dividends paid to the Company's common shareholders	(6.2)	(6.2)
Cash dividends paid to OneBeacon Ltd.'s non-controlling common shareholders	(9.9)	(9.9)
Cash dividends paid on SIG Preference Shares	(9.4)	(9.4)
Common shares repurchased	(25.7)	(79.8)
Capital contributions from non-controlling interest of consolidated LPs	2.5	—
Redemptions paid to non-controlling interest of consolidated LPs	(4.9)	—
Collateral provided by interest rate cap counterparties	(4.5)	—
Capital contributions from BAM members	7.7	8.0

Net cash used for financing activities - continuing operations	(53.2)	(175.0)
Net cash (used for) provided from financing activities - discontinued operations	—	—
Net cash used for financing activities	(53.2)	(175.0)
Effect of exchange rate changes on cash	3.2	(2.7)
Net change in cash during the period	(23.5)	74.5
Cash balances at beginning of period (excludes restricted cash balances of \$56.1 and \$249.8)	326.7	212.6
Cash balances at end of period (excludes restricted cash balances of \$27.8 and \$61.2)	\$ 303.2	\$ 287.1
Supplemental cash flows information:		
Interest paid	\$ (19.1)	\$ (19.3)
Net income tax refund (payment) to national governments	\$ 1.6	\$ (8.4)

See Notes to Consolidated Financial Statements

Note 1. Summary of Significant Accounting Policies

Basis of Presentation

These interim consolidated financial statements have been prepared in accordance with generally accepted accounting principles in the United States (“GAAP”) and include the accounts of White Mountains Insurance Group, Ltd. (the “Company” or the “Registrant”), its subsidiaries (collectively, with the Company, “White Mountains”) and other entities required to be consolidated under GAAP. The Company is an exempted Bermuda limited liability company whose principal businesses are conducted through its insurance and reinsurance subsidiaries and affiliates. The Company’s headquarters is located at 14 Wesley Street, Hamilton, Bermuda HM 11, its principal executive office is located at 80 South Main Street, Hanover, New Hampshire 03755-2053 and its registered office is located at Clarendon House, 2 Church Street, Hamilton, Bermuda HM 11. White Mountains’s reportable segments are OneBeacon, Sirius Group, HG Global/BAM and Other Operations.

The OneBeacon segment consists of OneBeacon Insurance Group, Ltd. (“OneBeacon Ltd.”), an exempted Bermuda limited liability company that owns a family of property and casualty insurance companies (collectively, “OneBeacon”). OneBeacon is a specialty property and casualty insurance writer that offers a wide range of insurance products in the United States through independent agencies, regional and national brokers, wholesalers and managing general agencies. During the third quarter of 2013, OneBeacon formed Split Rock Insurance, Ltd. (“Split Rock”), a Bermuda-based reinsurance company. As of June 30, 2014 and December 31, 2013, White Mountains owned 75.3% and 75.2% of OneBeacon Ltd.’s outstanding common shares.

As discussed further in **Note 2**, OneBeacon entered into a definitive agreement to sell its runoff business (the “Runoff Business”) in October 2012 (the “Runoff Transaction”). Accordingly, the Runoff Business is presented as discontinued operations. The OneBeacon Runoff Business includes assets and liabilities that are principally related to non-specialty commercial lines and certain other runoff business that it no longer writes, including nearly all of its asbestos and environmental reserves. Assets and liabilities associated with the Runoff Business as of June 30, 2014 and December 31, 2013 have been presented as held for sale in the financial statements (See **Note 15** for discontinued operations).

The Sirius Group segment consists of Sirius International Insurance Group, Ltd., an exempted Bermuda limited liability company, and its subsidiaries (collectively, “Sirius Group”). Sirius Group provides insurance and reinsurance products for property, accident and health, aviation and space, trade credit, marine, agriculture and certain other exposures on a worldwide basis through its primary subsidiaries, Sirius International Insurance Corporation (“Sirius International”), Sirius America Insurance Company (“Sirius America”) and Lloyds Syndicate 1945 (“Syndicate 1945”). Sirius Group also specializes in the acquisition and management of runoff insurance and reinsurance companies both in the United States and internationally through its White Mountains Solutions division (“WM Solutions”).

The HG Global/BAM segment consists of HG Global Ltd. (“HG Global”) and the consolidated results of Build America Mutual Assurance Company (“BAM”). In 2012, White Mountains capitalized HG Global with \$594.5 million to fund the start-up of BAM. BAM is a municipal bond insurer domiciled in New York that was established to provide insurance on bonds issued to support essential U.S. public purposes such as schools, utilities, core governmental functions and existing transportation facilities. HG Global, together with its subsidiaries, provided the initial capitalization of BAM through the purchase of \$503.0 million of surplus notes issued by BAM (the “BAM Surplus Notes”). HG Global, through its wholly-owned subsidiary, HG Re Ltd. (“HG Re”), also provides 15%-of-par, first loss reinsurance protection for policies underwritten by BAM. As of June 30, 2014 and December 31, 2013, White Mountains owned 96.9% and 97.3% of HG Global's preferred equity and 88.4% and 88.7% of its common equity. White Mountains does not have an ownership interest in BAM, which is a mutual insurance company owned by its members. However, GAAP requires White Mountains to consolidate BAM's results in its financial statements. BAM's results are attributed to non-controlling interests.

White Mountains’s Other Operations segment consists of the Company and its intermediate holding companies, its wholly-owned investment management subsidiary, White Mountains Advisors LLC (“WM Advisors”), White Mountains’s variable annuity reinsurance business, White Mountains Life Reinsurance (Bermuda) Ltd. (“Life Re Bermuda”), which is in runoff, and its U.S.-based service provider, White Mountains Financial Services LLC (collectively, “WM Life Re”), and White Mountains’s investments in Wobi Insurance Agency Ltd. (“Wobi”), QuoteLab Holdings LLC (“QuoteLab”) and Star & Shield Risk Management LLC (“SSRM”). At June 30, 2014, White Mountains holds \$17.0 million of Star & Shield Insurance Exchange’s (“SSIE”) surplus notes but does not have an ownership interest in SSIE, which is a reciprocal and is owned by its policyholders. However, as a result of SSRM’s role as the attorney-in-fact to SSIE and the investment in SSIE’s surplus notes, White Mountains is required to consolidate SSIE in its GAAP financial statements. SSIE’s results do not affect White Mountains’s common shareholders’ equity as they are attributable to non-controlling interests.

All significant intercompany transactions have been eliminated in consolidation. These interim financial statements include all adjustments considered necessary by management to fairly present the financial position, results of operations and cash flows of White Mountains. These interim financial statements may not be indicative of financial results for the full year and should be read in conjunction with the Company’s 2013 Annual Report on Form 10-K.

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as of the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Refer to the Company's 2013 Annual Report on Form 10-K for a complete discussion regarding White Mountains's significant accounting policies.

Non-controlling Interests

Non-controlling interests consist of the ownership interests of non-controlling shareholders in consolidated subsidiaries and are presented separately on the balance sheet.

The percentage of the non-controlling shareholders' ownership interest in OneBeacon Ltd. at June 30, 2014 and December 31, 2013 was 24.7% and 24.8%.

In 2012, HG Global was capitalized with \$594.5 million from White Mountains and \$14.5 million from certain management members of BAM, the latter of which is included in non-controlling interest. Upon closing, certain BAM management members also received additional common and preferred shares of HG Global that resulted in a \$2.2 million allocation of the carrying value of White Mountains's investment in HG Global to the non-controlling interest, which was recorded as an adjustment to paid-in surplus in White Mountains's consolidated statement of changes in equity.

White Mountains is required to consolidate BAM in its GAAP financial statements. However, since BAM is a mutual insurance company that is owned by its members, BAM's results do not affect White Mountains's common shareholders' equity as they are attributable to non-controlling interests. For the three and six months ended June 30, 2014, White Mountains reported \$8.0 million and \$16.6 million in pre-tax losses from BAM that have been allocated to non-controlling interest. For the three and six months ended June 30, 2013, White Mountains reported \$26.7 million and \$45.1 million in pre-tax losses from BAM that have been allocated to non-controlling interest.

In May 2007, Sirius International Group, Ltd. ("SIG"), an intermediate holding company of Sirius Group, issued \$250.0 million non-cumulative perpetual preference shares, with a \$1,000 per share liquidation preference (the "SIG Preference Shares"), and received \$245.7 million of proceeds, net of \$4.3 million of issuance costs and commissions. SIG Preference Shares and dividends thereon are included in non-controlling interest on the balance sheet and on the statement of income and comprehensive income. The SIG Preference Shares have an initial fixed annual dividend rate of 7.506%. In June 2017, the fixed rate will move to a floating rate equal to the greater of (i) 7.506% and (ii) 3-month LIBOR plus 320 bps. In July 2013, SIG executed a 5-year forward LIBOR cap (the "Interest Rate Cap") for the period from June 2017 to June 2022 to protect against a significant increase in interest rates during that 5-year period. The Interest Rate Cap economically fixes the annual dividend rate on the SIG Preference Shares from June 2017 to June 2022 at 8.30%. The Interest Rate Cap is recorded in other assets at fair value. Changes in fair value are recorded in other revenue.

At June 30, 2014 and December 31, 2013, the non-controlling equity interest in White Mountains's consolidated limited partnerships was \$44.7 million and \$46.1 million. At June 30, 2014, the non-controlling equity interest in Wobi was \$4.5 million. At June 30, 2014, the non-controlling equity interest in QuoteLab was \$18.8 million. At June 30, 2014, the non-controlling equity interest in SSIE was \$(9.7) million. At June 30, 2014 and December 31, 2013, the non-controlling equity interest in A.W.G. Dewar Inc, a subsidiary of OneBeacon, was \$3.2 million and \$3.1 million.

Recently Adopted Changes in Accounting Principles

Unrecognized Tax Benefits

Effective January 1, 2014, White Mountains adopted ASU 2013-11, *Presentation of an Unrecognized Tax Benefit When a Net Operating Loss Carryforward, a Similar Tax Loss, or a Tax Credit Carryforward Exists* (ASC 740). The new ASU requires balance sheet presentation of an unrecognized tax benefit as a reduction of a deferred tax asset for a net operating loss ("NOL") carryforward or tax credit carryforward rather than as a liability. The exception is in circumstances where a carryforward is not available to settle the additional taxes that might arise upon disallowance of the tax position under the tax law of the applicable jurisdiction. Prior to the issuance of ASU 2013-11, the guidance for unrecognized tax benefits under ASC 740 did not provide explicit guidance on whether an entity should present an unrecognized tax benefit as a liability or as a reduction of NOL carryforwards or other tax credits. In circumstances where an NOL carryforward is not available to offset settlement of any additional taxes arising from a disallowed tax position, the unrecognized tax benefit should be presented as a liability. The new guidance became effective for White Mountains on January 1, 2014. Adoption did not have any impact on White Mountains's financial condition, results of operations or cash flows.

Recently Issued Accounting Pronouncements

Revenue Recognition

On May 28, 2014, the FASB issued ASU 2014-09, *Revenue from Contracts with Customers (ASC 606)* which modifies the guidance for revenue recognition. The scope of the new ASU excludes insurance contracts but is applicable to certain fee arrangements, such as investment management fees. White Mountains is in the process of evaluating the new guidance and has not yet determined the potential effect of adoption on its financial position, results of operations, or cash flows. ASU 2014-09 is effective for annual and interim reporting periods beginning after December 15, 2016.

Share-Based Compensation Awards

On June 19, 2014, the FASB issued ASU 2014-12, *Share-Based Payments When the Terms of an Award Provide That a Performance Target Could Be Achieved after the Requisite Service Period*. The new guidance is intended to eliminate diversity in practice for employee share-based awards containing performance targets that could be achieved after the requisite service period. Some reporting entities account for performance targets that can be achieved after the requisite service period as performance conditions that affect the vesting of the award while other reporting entities treat those performance targets as nonvesting conditions that affect the grant-date fair value of the award. The updated guidance requires that a performance target that affects vesting and that can be achieved after the requisite service period be treated as a performance condition. Compensation cost should be recognized in the period in which it becomes probable that the performance target will be achieved and should represent the compensation cost attributable to the periods for which service has been rendered. White Mountains is in the process of evaluating the new guidance and has not yet determined the potential effect of adoption on its financial position, results of operations, or cash flows. The new guidance is effective for annual and interim reporting periods beginning after December 15, 2015.

Qualified Affordable Housing Projects

On January 15, 2014, the FASB issued ASU 2014-01, *Accounting for Investments in Qualified Affordable Housing Projects (“QAHP”)* (ASC 323), which permits companies to make an accounting policy election to account for its investment in a QAHP using the proportional amortization method, if certain conditions are met. Under this method, the initial cost of the investment is amortized in proportion to the tax credits and other tax benefits received, with the net investment performance recognized in the income statement as a component of income tax expense. The new guidance also requires certain new disclosures for all QAHP investments. ASU 2014-01 is effective for annual and interim reporting periods beginning after December 15, 2014 and may be applied retrospectively to all periods presented upon adoption. White Mountains currently holds an investment in a QAHP that is accounted for under the equity method and does not expect the adoption to have a material impact on its financial position, results of operations or cash flows.

Reporting Discontinued Operations and Disclosures of Disposals of Components of an Entity

On April 10, 2014, the FASB issued ASU 2014-08, *Reporting Discontinued Operations and Disclosures of Disposals of Components of an Entity* to reduce diversity in practice for reporting discontinued operations. Under the previous guidance, any component of an entity that was a reportable segment, an operating segment, a reporting unit, a subsidiary, or an asset group was eligible for discontinued operations presentation. The revised guidance only allows disposals of components of an entity that represent a strategic shift (e.g., disposal of a major geographical area, a major line of business, a major equity method investment, or other major parts of an entity) and that have a major effect on a reporting entity’s operations and financial results to be reported as discontinued operations. The revised guidance also requires expanded disclosure in the financial statements for discontinued operations as well as for disposals of significant components of an entity that do not qualify for discontinued operations presentation. The updated guidance is effective for transactions entered into after December 15, 2014.

Note 2. Significant Transactions

DavidShield

In June 2014, White Mountains committed \$21.0 million to fund a 50/50 joint venture with DavidShield Group (“DavidShield”) for the development, marketing and distribution of PassportCard travel insurance. The transaction is expected to close in the fourth quarter of 2014, subject to regulatory approvals.

QuoteLab

On March 14, 2014, White Mountains acquired 60% of the outstanding Class A common units of QuoteLab. As of June 30, 2014, White Mountains owned 58.9% of the equity of QuoteLab. QuoteLab is an advertising technology company that operates a transparent online advertising exchange that facilitates transactions between buyers and sellers of insurance media, including advertising inventory on QuoteLab’s owned and operated websites. White Mountains paid an initial purchase price of \$28.1 million and will pay additional consideration to the sellers equal to 62.5% of the 2015 gross profit in excess of the 2013 gross profit. At acquisition, QuoteLab had total assets of \$56.9 million, including \$43.7 million of intangible assets, and total liabilities of \$10.0 million.

Wobi

On February 19, 2014, White Mountains acquired 54% of the outstanding common shares of Wobi for NIS 14.4 million (approximately \$4.1 million based upon the foreign exchange spot rate at the date of acquisition). In addition to the common shares, White Mountains also purchased NIS 12.7 million (approximately \$3.6 million based upon the foreign exchange spot rate at the date of acquisition) of newly-issued convertible preferred shares of Wobi. Wobi is the only price comparison/aggregation business in Israel, with an insurance carrier panel that represents 85% of the premiums written in the Israeli insurance market. Wobi sells four lines of business, primarily personal auto, and operates as an agency, charging upfront commissions on all policy sales. On a fully converted basis, White Mountains owns 60.7% of Wobi. At acquisition, Wobi had total assets of \$13.4 million, including \$8.4 million of intangible assets, and total liabilities of \$0.7 million.

Star & Shield

On January 31, 2014, White Mountains acquired certain assets and liabilities of Star & Shield Holdings LLC, including SSRM, the attorney-in-fact for SSIE, for a purchase price of \$1.8 million.

White Mountains also purchased \$17.0 million of surplus notes issued by SSIE. Principal and interest on the surplus notes are payable to White Mountains only with approval from the Florida Office of Insurance Regulation.

SSIE is a Florida-domiciled reciprocal insurance exchange providing private passenger auto insurance to the public safety community and their families. SSIE is a variable interest entity (“VIE”). As a result of SSRM’s role as the attorney-in-fact to SSIE and the investment in SSIE’s surplus notes, White Mountains is required to consolidate SSIE. At June 30, 2014, consolidated amounts included total assets of \$14.5 million and total liabilities of \$24.2 million of SSIE. For the three and six months ended June 30, 2014, SSIE had pre-tax losses of \$5.0 million and \$9.7 million that were recorded in net loss attributable to non-controlling interests.

WM Solutions

In the first quarter of 2014, WM Solutions completed the shell sale of Citation Insurance Company, which resulted in a gain of \$0.7 million recorded in other revenue.

In the first quarter of 2013, WM Solutions acquired Ashmere Insurance Company (“Ashmere”, formerly known as American Fuji Fire and Marine Insurance Company), an American International Group, Inc. (“AIG”) runoff subsidiary. The transaction resulted in a gain of \$6.9 million recorded in other revenue.

Sale of Essentia Insurance Company

Effective January 1, 2013, OneBeacon completed the sale of Essentia Insurance Company (“Essentia”), an indirect wholly-owned subsidiary which wrote the collector car and boat business, to Markel Corporation. Concurrently, OneBeacon and Hagerty Insurance Agency (“Hagerty”) terminated their underwriting arrangement with respect to the collector car and boat business. OneBeacon recognized a pre-tax gain on sale of \$23.0 million (\$15.0 million after tax) in the first quarter of 2013.

Sale of OneBeacon Runoff Business

On October 17, 2012, one of OneBeacon's indirect wholly-owned subsidiaries, OneBeacon Insurance Group LLC, entered into a definitive agreement (as amended, the "Runoff SPA") with Trebuchet US Holdings, Inc. ("Trebuchet"), a wholly-owned subsidiary of Armour Group Holdings Limited (together with Trebuchet, "Armour"), to sell the Runoff Business. Pursuant to the terms of the agreement, at closing OneBeacon will transfer to Trebuchet all of the issued and outstanding shares of common stock of certain legal entities that will contain the assets, liabilities (including gross and ceded loss reserves) and capital supporting the Runoff Business as well as certain elements of the Runoff Business infrastructure, including staff and office space. The transaction is subject to regulatory approval. A public hearing regarding the transaction was held by the Pennsylvania Insurance Department on July 23, 2014. OneBeacon expects the transaction to close in the second half of 2014. As a result of the agreement, the OneBeacon Runoff Business is reported as discontinued operations (see **Note 15**).

Common Shares Repurchased and Retired

During the past several years, White Mountains's board of directors has authorized the Company to repurchase its common shares, from time to time, subject to market conditions. The repurchase authorizations do not have a stated expiration date. As of June 30, 2014, White Mountains may repurchase an additional 504,382 shares under these board authorizations. In addition, from time to time White Mountains has also repurchased its common shares through tender offers that were separately approved by its board of directors.

During the three months ended June 30, 2014, the Company repurchased 25,266 common shares for \$14.9 million at an average share price of \$589, all of which were repurchased under the board authorization. During the six months ended June 30, 2014, the Company repurchased 51,589 common shares for \$30.3 million at an average share price of \$588, which was comprised of 41,114 common shares repurchased under the board authorization and 10,475 common shares repurchased pursuant to employee benefit plans. Shares repurchased pursuant to employee benefit plans do not reduce the board authorizations referred to above.

During the three months ended June 30, 2013, the Company repurchased 1,311 common shares for \$0.8 million at an average share price of \$600 pursuant to employee benefit plans. During the six months ended June 30, 2013, the Company repurchased 141,535 common shares for \$79.8 million at an average share price of \$564, which was comprised of 140,000 common shares repurchased under the board authorization and 1,535 common shares repurchased pursuant to employee benefit plans.

Note 3. Loss and Loss Adjustment Expense Reserves

The following table summarizes the loss and loss adjustment expense (“LAE”) reserve activities of White Mountains’s insurance and reinsurance subsidiaries for the three and six months ended June 30, 2014 and 2013:

Millions	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2014	2013	2014	2013
Gross beginning balance	\$ 3,048.4	\$ 3,100.6	\$ 3,079.3	\$ 3,168.9
Less beginning reinsurance recoverable on unpaid losses	(425.2)	(410.8)	(428.1)	(429.1)
Net loss and LAE reserves	2,623.2	2,689.8	2,651.2	2,739.8
Loss and LAE reserves acquired ⁽¹⁾	—	—	—	21.3
Loss and LAE reserves consolidated — SSIE	—	—	13.6	—
Loss and LAE incurred relating to:				
Current year losses	278.4	290.0	518.9	532.9
Prior year losses	4.3	(15.4)	(6.9)	(14.0)
Total incurred losses and LAE	282.7	274.6	512.0	518.9
Accretion of fair value adjustment to loss and LAE reserves	.2	.1	.4	1.3
Foreign currency translation adjustment to loss and LAE reserves	(.5)	(4.6)	1.3	(14.2)
Loss and LAE paid relating to:				
Current year losses	(65.8)	(83.3)	(100.8)	(119.9)
Prior year losses	(219.7)	(207.3)	(457.6)	(477.9)
Total loss and LAE payments	(285.5)	(290.6)	(558.4)	(597.8)
Net ending balance	2,620.1	2,669.3	2,620.1	2,669.3
Plus ending reinsurance recoverable on unpaid losses	433.2	388.6	433.2	388.6
Gross ending balance	\$ 3,053.3	\$ 3,057.9	\$ 3,053.3	\$ 3,057.9

⁽¹⁾ Loss and LAE reserves acquired relate to WM Solutions purchase of Ashmere in the first quarter of 2013.

Loss and LAE incurred relating to prior year losses for the three and six months ended June 30, 2014

For the three and six months ended June 30, 2014, White Mountains experienced net unfavorable loss reserve development of \$4.3 million and net favorable loss reserve development of \$6.9 million.

For the three and six months ended June 30, 2014, OneBeacon had net unfavorable loss reserve development of \$8.4 million and \$7.0 million primarily related to a few large losses in OneBeacon Professional Insurance, as well as OneBeacon Entertainment, OneBeacon Government Risks and OneBeacon Accident Group, partially offset by favorable loss reserve development in OneBeacon Specialty Property. For the three and six months ended June 30, 2014, Sirius Group had net favorable loss reserve development of \$6.3 million and \$16.1 million primarily due to decreases in property loss reserves, including reductions for prior period catastrophe losses. For both the three and six months ended June 30, 2014, SSIE had net unfavorable loss reserve development of \$2.2 million.

Loss and LAE incurred relating to prior year losses for the three and six months ended June 30, 2013

For the three and six months ended June 30, 2013, White Mountains experienced \$15.4 million and \$14.0 million of net favorable loss reserve development.

For the three and six months ended June 30, 2013, OneBeacon had net favorable loss reserve development of \$1.0 million and \$3.9 million primarily related to the healthcare business within Professional Insurance, the ocean marine business within International Marine Underwriters, and OneBeacon Government Risks, offset in part by unfavorable loss reserve development for Collector Cars and Boats in the three months ended June 30, 2013. For the three and six months ended June 30, 2013, Sirius Group had net favorable loss reserve development of \$14.4 million and \$10.1 million primarily due to decreases in property loss reserves, including reductions in loss reserves for the Japan earthquake and hurricane Sandy.

Fair value adjustment to loss and LAE reserves

In connection with purchase accounting for acquisitions, White Mountains is required to adjust loss and LAE reserves and the related reinsurance recoverables to fair value on their respective acquired balance sheets. The net reduction to loss and LAE reserves is being recognized through an income statement charge ratably with and over the period the claims are settled.

White Mountains recognized \$0.2 million and \$0.4 million of such charges, recorded as loss and LAE for the three and six months ended June 30, 2014, and \$0.1 million and \$1.3 million for the three and six months ended June 30, 2013. As of June 30, 2014, the remaining pre-tax un-accreted adjustment was \$4.3 million.

Note 4. Third Party Reinsurance

In the normal course of business, White Mountains's insurance and reinsurance subsidiaries may seek to limit losses that may arise from catastrophes or other events by reinsuring with third party reinsurers. White Mountains remains liable for risks reinsured in the event that the reinsurer does not honor its obligations under reinsurance contracts.

OneBeacon

At June 30, 2014, OneBeacon had \$3.3 million and \$92.0 million of reinsurance recoverables on paid and unpaid losses. At December 31, 2013, OneBeacon had \$9.7 million and \$80.2 million of reinsurance recoverables on paid and unpaid losses. The reinsurance balances associated with the Runoff Business are included in discontinued operations (see **Note 15**). Reinsurance contracts do not relieve OneBeacon of its obligation to its policyholders. OneBeacon is selective with its reinsurers, placing reinsurance with only those reinsurers having a strong financial condition. OneBeacon monitors the financial strength and ratings of its reinsurers on an ongoing basis. Uncollectible amounts related to the ongoing specialty business historically have not been significant.

Except as discussed below, there have been no material changes to OneBeacon's reinsurance coverage as discussed in Note 4 —“Reinsurance” in White Mountains's 2013 Annual Report on Form 10-K.

Effective May 1, 2014, OneBeacon renewed its property catastrophe reinsurance program through April 30, 2015. The program provides coverage for OneBeacon's property business as well as certain acts of terrorism. Under the program, the first \$20.0 million of losses resulting from any single catastrophe are retained and 100% of the next \$110.0 million of losses resulting from the catastrophe are reinsured. Any loss above \$130.0 million would be retained in full. In the event of a catastrophe, OneBeacon's property catastrophe reinsurance program is reinstated for the remainder of the original contract term by paying a reinstatement premium that is based on the percentage of coverage reinstated and the original property catastrophe coverage premium.

Also effective May 1, 2014, OneBeacon lowered its retention on its property-per-risk reinsurance program from \$10.0 million to \$5.0 million.

Effective January 1, 2014, OneBeacon entered into reinsurance treaties to provide coverage for the 2014 crop year. OneBeacon purchased an aggregate stop loss on its multiple peril crop insurance portfolio, providing 48.5% of coverage in excess of a 101.5% loss ratio on premiums covered by the contract and a separate aggregate stop loss providing 80.0% of coverage in excess of a 100.0% loss ratio on its crop-hail portfolio.

Sirius Group

At June 30, 2014, Sirius Group had \$15.6 million and \$341.1 million of reinsurance recoverables on paid and unpaid losses that will become recoverable if claims are paid in accordance with current reserve estimates. At December 31, 2013, Sirius Group had \$15.7 million and \$347.9 million of reinsurance recoverables on paid and unpaid losses. Because retrocessional reinsurance contracts do not relieve Sirius Group of its obligation to its insureds, the collectability of balances due from Sirius Group's reinsurers is important to its financial strength. Sirius Group monitors the financial strength and ratings of retrocessionaires on an ongoing basis. Uncollectible amounts historically have not been significant.

Note 5. Investment Securities

White Mountains's invested assets consist of securities and other long-term investments held for general investment purposes. The portfolio of investment securities includes short-term investments, fixed maturity investments, convertible fixed maturity investments and equity securities which are all classified as trading securities. Trading securities are reported at fair value as of the balance sheet date. Realized and unrealized investment gains and losses on trading securities are reported in pre-tax revenues. White Mountains's investments in debt securities, including mortgage-backed and asset-backed securities, are generally valued using industry standard pricing models. Key inputs include benchmark yields, benchmark securities, reported trades, issuer spreads, bids, offers, credit ratings and prepayment speeds. Income on mortgage-backed and asset-backed securities is recognized using an effective yield based on anticipated prepayments and the estimated economic life of the securities. When actual prepayments differ significantly from anticipated prepayments, the estimated economic life is recalculated and the remaining unamortized premium or discount is amortized prospectively over the remaining economic life.

Realized investment gains and losses resulting from sales of investment securities are accounted for using the specific identification method. Premiums and discounts on all fixed maturity investments are amortized or accreted to income over the anticipated life of the investment. Short-term investments consist of money market funds, certificates of deposit and other securities which, at the time of purchase, mature or become available for use within one year. Short-term investments are carried at amortized or accreted cost, which approximated fair value as of June 30, 2014 and December 31, 2013.

Other long-term investments primarily comprise White Mountains's investments in hedge funds and private equity funds.

Net Investment Income

Pre-tax net investment income for the three and six months ended June 30, 2014 and 2013 consisted of the following:

Millions	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2014	2013	2014	2013
Investment income:				
Fixed maturity investments	\$ 25.6	\$ 25.2	\$ 48.0	\$ 51.2
Short-term investments	.6	1.1	1.2	1.8
Common equity securities	5.5	4.9	10.9	9.6
Convertible fixed maturity investments	.8	.6	1.2	1.4
Other long-term investments	1.4	.8	1.7	1.5
Interest on funds held under reinsurance treaties	—	.1	—	.2
Total investment income	33.9	32.7	63.0	65.7
Less third-party investment expenses	(4.8)	(4.0)	(9.6)	(8.5)
Net investment income, pre-tax	\$ 29.1	\$ 28.7	\$ 53.4	\$ 57.2

Net Realized and Unrealized Investment Gains and Losses

Net realized and unrealized investment gains and losses for the three and six months ended June 30, 2014 and 2013 consisted of the following:

Millions	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2014	2013	2014	2013
Net realized investment gains, pre-tax	\$ 30.5	\$ 22.8	\$ 52.2	\$ 59.4
Net unrealized investment gains (losses), pre-tax	83.4	(60.1)	125.5	(21.5)
Net realized and unrealized investment gains (losses), pre-tax	113.9	(37.3)	177.7	37.9
Income tax (expense) benefit attributable to net realized and unrealized investment gains (losses)	(23.0)	12.5	(38.7)	(1.2)
Net realized and unrealized investment gains (losses), after tax	\$ 90.9	\$ (24.8)	\$ 139.0	\$ 36.7

Net realized investment gains (losses)

Net realized investment gains (losses) for the three and six months ended June 30, 2014 and 2013 consisted of the following:

Millions	Three Months Ended			Three Months Ended		
	June 30, 2014			June 30, 2013		
	Net realized gains (losses)	Net foreign exchange gains (losses)	Total net realized gains (losses) reflected in earnings	Net realized gains (losses)	Net foreign currency gains (losses)	Total net realized gains (losses) reflected in earnings
Fixed maturity investments	\$ 5.7	\$ 3.0	\$ 8.7	\$ 6.8	\$ (4.0)	\$ 2.8
Short-term investments	—	—	—	.2	.5	.7
Common equity securities	19.4	—	19.4	22.7	.2	22.9
Convertible fixed maturity investments	1.5	—	1.5	(3.4)	—	(3.4)
Other long-term investments	.6	.3	.9	3.0	(3.0)	—
Forward contracts	—	—	—	(.2)	—	(.2)
Net realized investment gains (losses), pre-tax	27.2	3.3	30.5	29.1	(6.3)	22.8
Income tax (expense) benefit attributable to net realized investment gains (losses)	(5.3)	(1.0)	(6.3)	(5.5)	1.4	(4.1)
Net realized investment gains (losses), after tax	\$ 21.9	\$ 2.3	\$ 24.2	\$ 23.6	\$ (4.9)	\$ 18.7

Millions	Six Months Ended			Six Months Ended		
	June 30, 2014			June 30, 2013		
	Net realized gains (losses)	Net foreign exchange gains (losses)	Total net realized gains (losses) reflected in earnings	Net realized gains (losses)	Net foreign currency gains (losses)	Total net realized gains (losses) reflected in earnings
Fixed maturity investments	\$ 10.1	\$ (.5)	\$ 9.6	\$ 29.4	\$ (18.6)	\$ 10.8
Short-term investments	—	—	—	.1	.7	.8
Common equity securities	38.3	(.1)	38.2	45.3	—	45.3
Convertible fixed maturity investments	3.9	—	3.9	(.6)	—	(.6)
Other long-term investments	.3	.3	.6	5.9	(3.0)	2.9
Forward contracts	(.1)	—	(.1)	.2	—	.2
Net realized investment gains (losses), pre-tax	52.5	(.3)	52.2	80.3	(20.9)	59.4
Income tax (expense) benefit attributable to net realized investment gains (losses)	(9.9)	(.1)	(10.0)	(17.3)	4.7	(12.6)
Net realized investment gains (losses), after tax	\$ 42.6	\$ (.4)	\$ 42.2	\$ 63.0	\$ (16.2)	\$ 46.8

Net unrealized investment gains (losses)

The following table summarizes net unrealized investment gains (losses) for the three and six months ended June 30, 2014 and 2013:

Millions	Three Months Ended			Three Months Ended		
	June 30, 2014			June 30, 2013		
	Net unrealized gains (losses)	Net foreign exchange gains (losses)	Total net unrealized gains (losses) reflected in earnings	Net unrealized gains (losses)	Net foreign exchange gains (losses)	Total net unrealized gains (losses) reflected in earnings
Fixed maturity investments	\$ 24.9	\$ 28.2	\$ 53.1	\$ (80.8)	\$ 36.5	\$ (44.3)
Common equity securities	21.0	1.4	22.4	(20.4)	1.0	(19.4)
Convertible fixed maturity investments	(2.4)	0.3	(2.1)	(1.7)	0.3	(1.4)
Other long-term investments	8.7	1.3	10.0	0.9	4.1	5.0
Net unrealized investment gains (losses), pre-tax	52.2	31.2	83.4	(102.0)	41.9	(60.1)
Income tax (expense) benefit attributable to net unrealized investment gains (losses)	(9.8)	(6.9)	(16.7)	25.8	(9.2)	16.6
Net unrealized investment gains (losses), after tax	\$ 42.4	\$ 24.3	\$ 66.7	\$ (76.2)	\$ 32.7	\$ (43.5)

Millions	Six Months Ended			Six Months Ended		
	June 30, 2014			June 30, 2013		
	Net unrealized gains (losses)	Net foreign exchange gains (losses)	Total net unrealized gains (losses) reflected in earnings	Net unrealized gains (losses)	Net foreign currency gains (losses)	Total net unrealized gains (losses) reflected in earnings
Fixed maturity investments	\$ 44.3	\$ 40.4	\$ 84.7	\$ (111.4)	\$ 41.1	\$ (70.3)
Common equity securities	25.0	1.9	26.9	41.6	.9	42.5
Convertible fixed maturity investments	(1.7)	.3	(1.4)	(2.9)	.1	(2.8)
Other long-term investments	13.6	1.7	15.3	4.5	4.6	9.1
Net unrealized investment gains (losses), pre-tax	81.2	44.3	125.5	(68.2)	46.7	(21.5)
Income tax (expense) benefit attributable to net unrealized investment gains (losses)	(18.9)	(9.8)	(28.7)	21.7	(10.3)	11.4
Net unrealized investment gains (losses), after tax	\$ 62.3	\$ 34.5	\$ 96.8	\$ (46.5)	\$ 36.4	\$ (10.1)

The following table summarizes the amount of total pre-tax gains included in earnings attributable to unrealized investment gains for Level 3 investments for the three and six months ended June 30, 2014 and 2013:

Millions	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2014	2013	2014	2013
Fixed maturity investments	\$.2	\$ (.4)	\$.4	\$ (.2)
Common equity securities	2.0	.8	2.8	.7
Convertible fixed maturity investments	3.2	—	3.2	—
Other long-term investments	8.9	1.4	15.0	7.8
Total unrealized investment gains, pre-tax - Level 3 investments	\$ 14.3	\$ 1.8	\$ 21.4	\$ 8.3

Investment Holdings

The cost or amortized cost, gross unrealized investment gains and losses, net foreign currency gains and losses, and carrying values of White Mountains's fixed maturity investments as of June 30, 2014 and December 31, 2013 were as follows:

Millions	June 30, 2014				
	Cost or amortized cost	Gross unrealized gains	Gross unrealized losses	Net foreign currency gains (losses)	Carrying value
U.S. Government and agency obligations	\$ 438.4	\$.7	\$ (.4)	\$.5	\$ 439.2
Debt securities issued by corporations	2,364.2	58.2	(3.2)	12.2	2,431.4
Municipal obligations	64.5	.8	(.2)	—	65.1
Mortgage-backed and asset-backed securities	1,818.2	8.3	(3.3)	2.9	1,826.1
Foreign government, agency and provincial obligations	362.1	3.7	(.2)	(2.1)	363.5
Preferred stocks	79.8	6.8	—	(.1)	86.5
Total fixed maturity investments including assets held for sale	<u>\$ 5,127.2</u>	<u>\$ 78.5</u>	<u>\$ (7.3)</u>	<u>\$ 13.4</u>	<u>\$ 5,211.8</u>
Fixed maturity investments reclassified to assets held for sale related to the Runoff Transaction					(203.8)
Total fixed maturity investments					<u>\$ 5,008.0</u>

Millions	December 31, 2013				
	Cost or amortized cost	Gross unrealized gains	Gross unrealized losses	Net foreign currency losses	Carrying value
U.S. Government and agency obligations	\$ 365.5	\$.5	\$ (1.0)	\$ (2.5)	\$ 362.5
Debt securities issued by corporations	2,330.7	44.0	(13.2)	(14.3)	2,347.2
Municipal obligations	18.3	—	(.4)	—	17.9
Mortgage-backed and asset-backed securities	2,027.3	2.4	(9.9)	(5.3)	2,014.5
Foreign government, agency and provincial obligations	444.2	3.7	(3.2)	(4.8)	439.9
Preferred stocks	79.9	5.1	—	(.2)	84.8
Total fixed maturity investments including assets held for sale	<u>\$ 5,265.9</u>	<u>\$ 55.7</u>	<u>\$ (27.7)</u>	<u>\$ (27.1)</u>	<u>\$ 5,266.8</u>
Fixed maturity investments reclassified to assets held for sale related to the Runoff Transaction					(236.3)
Total fixed maturity investments					<u>\$ 5,030.5</u>

The cost or amortized cost, gross unrealized investment gains and losses, net foreign currency gains and losses, and carrying values of White Mountains's common equity securities, convertible fixed maturities and other long-term investments as of June 30, 2014 and December 31, 2013 were as follows:

Millions	June 30, 2014				
	Cost or amortized cost	Gross unrealized gains	Gross unrealized losses	Net foreign currency gains (losses)	Carrying value
Common equity securities	\$ 913.5	\$ 296.2	\$ (4.7)	\$ 1.1	\$ 1,206.1
Convertible fixed maturity investments	\$ 63.2	\$ 7.7	\$ (.4)	\$.2	\$ 70.7
Other long-term investments	\$ 242.4	\$ 89.5	\$ (18.2)	\$ (.7)	\$ 313.0

Millions	December 31, 2013				
	Cost or amortized cost	Gross unrealized gains	Gross unrealized losses	Net foreign currency losses	Carrying value
Common equity securities	\$ 890.2	\$ 271.0	\$ (3.6)	\$ (.8)	\$ 1,156.8
Convertible fixed maturity investments	\$ 71.7	\$ 9.9	\$ (.9)	\$ (.2)	\$ 80.5
Other long-term investments	\$ 238.3	\$ 79.6	\$ (26.6)	\$ (2.4)	\$ 288.9

Other Long-term Investments

Other long-term investments consist of the following at June 30, 2014 and December 31, 2013:

Millions	Fair Value at	
	June 30, 2014	December 31, 2013
Hedge funds and private equity funds, at fair value ⁽¹⁾	\$ 260.8	\$ 239.0
Partnership investments accounted for under the equity method	24.5	26.6
Limited liability companies, at fair value ⁽¹⁾	22.3	20.3
Other ⁽¹⁾	5.3	3.1
Forward contracts at fair value (see Note 8)	.1	(.1)
Total other-long term investments	\$ 313.0	\$ 288.9

⁽¹⁾ See *Fair Value Measurements by Level* table.

Hedge Funds and Private Equity Funds

White Mountains holds investments in hedge funds and private equity funds, which are included in other long-term investments. The fair value of these investments has been estimated using the net asset value of the funds. At June 30, 2014, White Mountains held investments in 16 hedge funds and 36 private equity funds. The largest investment in a single fund was \$19.3 million at June 30, 2014. The following table summarizes investments in hedge funds and private equity interests by investment objective and sector at June 30, 2014 and December 31, 2013:

Millions	June 30, 2014		December 31, 2013	
	Fair Value	Unfunded Commitments	Fair Value	Unfunded Commitments
Hedge funds				
Long/short equity	\$ 68.4	\$ —	\$ 62.6	\$ —
Long/short credit & distressed	24.2	—	22.8	—
Long/short equity REIT	19.3	—	18.3	—
Long/short equity activist	16.9	—	16.8	—
Long bank loan	.2	—	.2	—
Long diversified strategies	—	—	.1	—
Total hedge funds	129.0	—	120.8	—
Private equity funds				
Energy infrastructure & services	47.2	11.4	45.9	13.1
Multi-sector	24.8	6.2	23.8	6.5
Manufacturing/Industrial	18.3	15.2	11.2	15.5
Aerospace/Defense/Government	12.2	13.4	5.8	19.2
Private equity secondaries	9.4	3.1	9.5	3.1
Healthcare	7.8	2.8	5.6	2.8
Real estate	4.4	3.3	8.2	3.3
Insurance	2.3	41.3	2.3	41.3
Venture capital	1.6	.3	1.6	.3
International multi-sector, Asia	—	—	—	2.7
International multi-sector, Europe	3.8	2.7	3.9	2.8
Distressed residential real estate	—	—	.4	—
Total private equity funds	131.8	99.7	118.2	110.6
Total hedge and private equity funds included in other long-term investments	\$ 260.8	\$ 99.7	\$ 239.0	\$ 110.6

Redemption of investments in certain hedge funds is subject to restrictions including lock-up periods where no redemptions or withdrawals are allowed, restrictions on redemption frequency and advance notice periods for redemptions. Amounts requested for redemptions remain subject to market fluctuations until the redemption effective date, which generally falls at the end of the defined redemption period.

The following summarizes the June 30, 2014 fair value of hedge funds subject to restrictions on redemption frequency and advance notice period requirements for investments in active hedge funds:

Millions Redemption frequency	Notice Period				Total
	30-59 days notice	60-89 days notice	90-119 days notice	120+ days notice	
Monthly	\$ 4.5	\$ —	\$ —	\$ 5.8	\$ 10.3
Quarterly	30.4	31.5	12.0	8.4	82.3
Semi-annual	—	26.4	—	—	26.4
Annual	—	—	9.8	.2	10.0
Total	\$ 34.9	\$ 57.9	\$ 21.8	\$ 14.4	\$ 129.0

Certain of the hedge fund investments in which White Mountains is invested are no longer active and are in the process of disposing of their underlying investments. Distributions from such funds are remitted to investors as the fund's underlying investments are liquidated. At June 30, 2014, distributions of \$2.1 million were outstanding from these investments. The actual amount of the final distribution remittances remain subject to market fluctuations. The date at which such remittances will be received is not determinable at June 30, 2014.

White Mountains has also submitted redemption requests for certain of its investments in active hedge funds. At June 30, 2014, redemptions of \$2.5 million are outstanding and are subject to market fluctuations. The date at which such redemptions will be received is not determinable at June 30, 2014. Redemptions are recorded as receivables when the investment is no longer subject to market fluctuations.

Investments in private equity funds are generally subject to a "lock-up" period during which investors may not request a redemption. Distributions prior to the expected termination date of the fund may be limited to dividends or proceeds arising from the liquidation of the fund's underlying investments. In addition, certain private equity funds provide an option to extend the lock-up period at either the sole discretion of the fund manager or upon agreement between the fund and the investors.

At June 30, 2014, investments in private equity funds were subject to lock-up periods as follows:

Millions	1-3 years	3 – 5 years	5 – 10 years	>10 years	Total
Private Equity Funds — expected lock-up period remaining	\$6.4	\$26.3	\$79.1	\$20.0	\$131.8

Fair value measurements at June 30, 2014

White Mountains's invested assets that are measured at fair value include fixed maturity investments, common and preferred equity securities, convertible fixed maturity securities and other long-term investments, such as interests in hedge funds and private equity funds. Fair value measurements reflect management's best estimate of the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Fair value measurements fall into a hierarchy with three levels based on the nature of the inputs. Fair value measurements based on quoted prices in active markets for identical assets are at the top of the hierarchy ("Level 1"), followed by fair value measurements based on observable inputs that do not meet the criteria for Level 1, including quoted prices in inactive markets and quoted prices in active markets for similar, but not identical instruments ("Level 2"). Measurements based on unobservable inputs, including a reporting entity's estimates of the assumptions that market participants would use are at the bottom of the hierarchy ("Level 3").

White Mountains uses quoted market prices or other observable inputs to determine fair value for the vast majority of its investment portfolio. Investments valued using Level 1 inputs include fixed maturity investments, primarily investments in U.S. Treasuries, common equities and short-term investments, which include U.S. Treasury Bills. Investments valued using Level 2 inputs consist of fixed maturity investments including corporate debt, state and other governmental debt, convertible fixed maturity securities and mortgage and asset-backed securities. Fair value estimates for investments that trade infrequently and have few or no observable market prices are classified as Level 3 measurements. Level 3 fair value estimates based upon unobservable inputs include White Mountains's investments in hedge funds and private equity funds, as well as investments in certain debt and equity securities where quoted market prices are unavailable. White Mountains uses brokers and outside pricing services to assist in determining fair values. For investments in active markets, White Mountains uses the quoted market prices provided by outside pricing services to determine fair value. The outside pricing services used by White Mountains have indicated that if no observable inputs are available for a security, they will not provide a price. In those circumstances, White Mountains estimates the fair value using industry standard pricing models and observable inputs such as benchmark interest rates, matrix pricing, market comparables, broker quotes, issuer spreads, bids, offers, credit rating, prepayment speeds and other relevant inputs. White Mountains performs procedures to validate the market prices obtained from the outside pricing sources. Such procedures, which cover substantially all of its fixed maturity investments include, but are not limited to, evaluation of model pricing methodologies and review of the pricing services' quality control processes and procedures on at least an annual basis, comparison of market prices to prices obtained from different independent pricing vendors on at least a semi-annual basis, monthly analytical reviews of certain prices, and review of assumptions utilized by the pricing service for selected measurements on an ad hoc basis throughout the year. White Mountains also performs back-testing of selected sales activity to determine whether there are any significant differences between the market price used to value the security prior to sale and the actual sale price on an ad-hoc basis throughout the year. Prices provided by the pricing services that vary by more than 5% and \$1.0 million from the expected price based on these procedures are considered outliers. In circumstances where the results of White Mountains's review process do not appear to support the market price provided by the pricing services, White Mountains challenges the price. If White Mountains cannot gain satisfactory evidence to support the challenged price, it relies upon its own pricing methodologies to estimate the fair value of the security in question. The fair values of such securities are considered to be Level 3 measurements.

White Mountains's investments in debt securities are generally valued using matrix and other pricing models. Key inputs include benchmark yields, benchmark securities, reported trades, issuer spreads, bids, offers, credit ratings and prepayment speeds. Income on mortgage-backed and asset-backed securities is recognized using an effective yield based on anticipated prepayments and the estimated economic life of the securities. When actual prepayments differ significantly from anticipated prepayments, the estimated economic life is recalculated and the remaining unamortized premium or discount is amortized or accreted prospectively over the remaining economic life.

White Mountains employs a number of procedures to assess the reasonableness of the fair value measurements for its other long-term investments, including obtaining and reviewing the audited annual financial statements of each hedge fund and private equity fund and periodically discussing each fund's pricing with the fund manager. However, since the fund managers do not provide sufficient information to evaluate the pricing inputs and methods for each underlying investment, the inputs are considered to be unobservable. Accordingly, the fair values of White Mountains's investments in hedge funds and private equity funds have been classified as Level 3 measurements. The fair value of White Mountains's investments in hedge funds and private equity funds has been determined using net asset value.

In addition to the investments described above, White Mountains has \$82.1 million and \$86.3 million of investment-related liabilities recorded at fair value and included in other liabilities as of June 30, 2014 and December 31, 2013. These liabilities relate to securities that have been sold short by limited partnerships in which White Mountains has investments and is required to consolidate under GAAP. These liabilities have a Level 1 designation.

Fair Value Measurements by Level

The following tables summarize White Mountains's fair value measurements for investments at June 30, 2014 and December 31, 2013, by level:

Millions	June 30, 2014			
	Fair value	Level 1	Level 2	Level 3
Fixed maturity investments:				
U.S. Government and agency obligations	\$ 439.2	\$ 375.7	\$ 63.5	\$ —
Debt securities issued by corporations:				
Consumer	751.2	—	751.2	—
Financials	483.1	—	483.1	—
Communications	289.8	—	289.8	—
Industrial	255.3	—	255.3	—
Energy	188.9	—	188.9	—
Utilities	149.6	—	149.6	—
Basic Materials	141.9	—	141.9	—
Technology	90.5	—	90.5	—
Other	81.1	—	81.1	—
Total debt securities issued by corporations:	2,431.4	—	2,431.4	—
Mortgage-backed and asset-backed securities	1,826.1	—	1,739.2	86.9
Foreign government, agency and provincial obligations	363.5	43.0	320.5	—
Preferred stocks	86.5	—	15.0	71.5
Municipal obligations	65.1	—	65.1	—
Total fixed maturity investments ⁽¹⁾	5,211.8	418.7	4,634.7	158.4
Short-term investments	564.0	537.7	26.3	—
Common equity securities:				
Financials	362.3	308.8	—	53.5
Consumer	327.0	327.0	—	—
Industrial	119.3	119.3	—	—
Energy	94.4	94.4	—	—
Communications	64.8	64.8	—	—
Basic materials	55.2	55.2	—	—
Technology	41.9	41.9	—	—
Utilities	37.2	37.2	—	—
Other	104.0	24.3	79.4	.3
Total common equity securities	1,206.1	1,072.9	79.4	53.8
Convertible fixed maturity investments	70.7	—	59.9	10.8
Other long-term investments ⁽²⁾	288.4	—	—	288.4
Total investments	\$ 7,341.0	\$ 2,029.3	\$ 4,800.3	\$ 511.4

⁽¹⁾ Carrying value includes \$203.8 that is classified as assets held for sale relating to discontinued operations.

⁽²⁾ Excludes carrying value of \$24.5 associated with other long-term investment limited partnerships accounted for using the equity method and \$0.1 related to forward contracts.

Millions	December 31, 2013			
	Fair value	Level 1	Level 2	Level 3
Fixed maturity investments:				
U.S. Government and agency obligations	\$ 362.5	\$ 295.8	\$ 66.7	\$ —
Debt securities issued by corporations:				
Consumer	754.4	—	754.4	—
Financials	434.4	—	434.4	—
Industrial	281.1	—	281.1	—
Communications	265.0	—	265.0	—
Utilities	173.6	—	173.6	—
Energy	159.7	—	159.7	—
Basic materials	149.1	—	149.1	—
Technology	91.2	—	91.2	—
Other	38.7	—	38.7	—
Total debt securities issued by corporations:	2,347.2	—	2,347.2	—
Mortgage-backed and asset-backed securities	2,014.5	—	1,992.5	22.0
Foreign government, agency and provincial obligations	439.9	44.5	395.4	—
Preferred stocks	84.8	—	13.8	71.0
Municipal obligations	17.9	—	17.9	—
Total fixed maturity investments ⁽¹⁾	5,266.8	340.3	4,833.5	93.0
Short-term investments	635.9	621.5	14.4	—
Common equity securities:				
Financials	360.4	314.3	—	46.1
Consumer	308.2	308.2	—	—
Industrial	105.4	105.4	—	—
Energy	78.6	78.6	—	—
Technology	60.6	60.6	—	—
Communications	57.1	57.1	—	—
Basic materials	53.4	53.4	—	—
Utilities	34.3	34.3	—	—
Other	98.8	24.5	74.3	—
Total common equity securities	1,156.8	1,036.4	74.3	46.1
Convertible fixed maturity investments	80.5	—	74.4	6.1
Other long-term investments ⁽²⁾	262.4	—	—	262.4
Total investments	\$ 7,402.4	\$ 1,998.2	\$ 4,996.6	\$ 407.6

⁽¹⁾ Carrying value includes \$236.3 that is classified as assets held for sale relating to discontinued operations.

⁽²⁾ Excludes carrying value of \$26.6 associated with other long-term investment limited partnerships accounted for using the equity method and \$(0.1) related to currency forward contracts.

Debt securities issued by corporations

The following table summarizes the ratings of the corporate debt securities held in White Mountains's investment portfolio as of June 30, 2014 and December 31, 2013:

Millions	Fair Value at	
	June 30, 2014	December 31, 2013
AAA	\$ —	\$ —
AA	220.6	228.8
A	1,037.6	1,039.5
BBB	1,167.1	1,075.5
BB	—	—
Other	6.1	3.4
Debt securities issued by corporations ⁽¹⁾	\$ 2,431.4	\$ 2,347.2

⁽¹⁾ Credit ratings are assigned based on the following hierarchy: 1) Standard and Poor's Financial Services LLC ("Standard & Poor's") and 2) Moody's Investor Service ("Moody's").

Mortgage-backed, Asset-backed Securities

White Mountains purchases commercial and residential mortgage-backed securities with the goal of maximizing risk adjusted returns in the context of a diversified portfolio. White Mountains's non-agency commercial mortgage-backed portfolio ("CMBS") is generally short-term and structurally senior, with more than 20 points of subordination on average for both fixed rate CMBS and floating rate CMBS as of June 30, 2014. In general, subordination represents the percentage principal loss on the underlying collateral that would be absorbed by other securities lower in the capital structure before the more senior security incurs a loss. White Mountains believes these levels of protection will mitigate the risk of loss tied to the refinancing challenges facing the commercial real estate market. As of June 30, 2014, on average less than 1% of the underlying loans were reported as non-performing for all non-agency CMBS held by White Mountains. White Mountains is not an originator of residential mortgage loans. White Mountains's investments in hedge funds and private equity funds contain negligible amounts of sub-prime mortgage-backed securities at June 30, 2014. White Mountains considers sub-prime mortgage-backed securities as those that have underlying loan pools that exhibit weak credit characteristics, or those that are issued from dedicated sub-prime shelves or dedicated second-lien shelf registrations (i.e., White Mountains considers investments backed primarily by second-liens to be sub-prime risks regardless of credit scores or other metrics).

White Mountains categorizes mortgage-backed securities as "non-prime" (also called "Alt A" or "A-") if they are backed by collateral that has overall credit quality between prime and sub-prime based on White Mountains's review of the characteristics of their underlying mortgage loan pools, such as credit scores and financial ratios. White Mountains's non-agency residential mortgage-backed portfolio is generally moderate-term and structurally senior. White Mountains does not own any collateralized loan obligations. White Mountains does not own any collateralized debt obligations, with the exception of \$57.6 million of non-agency residential mortgage securitization tranches, each a senior tranche in its own right and each collateralized by a single earlier vintage Super Senior or Senior non-agency residential mortgage backed security.

The following table summarizes mortgage and asset-backed securities as of June 30, 2014 and December 31, 2013:

Millions	June 30, 2014			December 31, 2013		
	Fair Value	Level 2	Level 3	Fair Value	Level 2	Level 3
Mortgage-backed securities:						
Agency:						
GNMA	\$ 437.7	\$ 437.7	\$ —	\$ 512.3	\$ 512.3	\$ —
FNMA	57.6	57.6	—	81.2	81.2	—
FHLMC	39.5	39.5	—	91.3	91.3	—
Total Agency ⁽¹⁾	534.8	534.8	—	684.8	684.8	—
Non-agency:						
Residential	191.6	146.4	45.2	125.7	125.7	—
Commercial	343.2	323.5	19.7	282.3	282.3	—
Total Non-agency	534.8	469.9	64.9	408.0	408.0	—
Total mortgage-backed securities	1,069.6	1,004.7	64.9	1,092.8	1,092.8	—
Other asset-backed securities:						
Credit card receivables	396.7	374.7	22.0	311.4	289.4	22.0
Vehicle receivables	159.2	159.2	—	365.0	365.0	—
Other	200.6	200.6	—	245.3	245.3	—
Total other asset-backed securities	756.5	734.5	22.0	921.7	899.7	22.0
Total mortgage and asset-backed securities	\$ 1,826.1	\$ 1,739.2	\$ 86.9	\$ 2,014.5	\$ 1,992.5	\$ 22.0

⁽¹⁾ Represents publicly traded mortgage-backed securities which carry the full faith and credit guaranty of the U.S. government (i.e., GNMA) or are guaranteed by a government sponsored entity (i.e., FNMA, FHLMC).

Non-agency Mortgage-backed Securities

The security issuance years of White Mountains's investments in non-agency RMBS and non-agency CMBS securities as of June 30, 2014 are as follows:

Millions	Fair Value	Security Issuance Year										
		2004	2005	2006	2007	2008	2009	2010	2011	2012	2013	2014
Non-agency RMBS	\$ 191.6	\$ 10.5	\$ 17.6	\$ 11.0	\$ —	\$ 18.3	\$ —	\$ 22.0	\$ 25.0	\$ —	\$ 31.0	\$ 56.2
Non-agency CMBS	343.2	—	—	8.6	4.9	—	—	12.6	26.2	127.8	94.7	68.4
Total	\$ 534.8	\$ 10.5	\$ 17.6	\$ 19.6	\$ 4.9	\$ 18.3	\$ —	\$ 34.6	\$ 51.2	\$ 127.8	\$ 125.7	\$ 124.6

Non-agency Residential Mortgage-backed Securities

The classification of the underlying collateral quality and the tranche levels of White Mountains's non-agency RMBS securities are as follows as of June 30, 2014:

Millions	Fair Value	Super Senior ⁽¹⁾	Senior ⁽²⁾	Subordinate ⁽³⁾
Prime	\$ 169.6	\$ 74.7	\$ 94.9	\$ —
Non-prime	16.3	—	16.3	—
Sub-prime	5.7	5.7	—	—
Total	\$ 191.6	\$ 80.4	\$ 111.2	\$ —

⁽¹⁾ At issuance, Super Senior, or in the case of resecuritization, the underlying securities, were rated "AAA" by Standard & Poor's, "Aaa" by Moody's or "AAA" by Fitch and were senior to other "AAA" or "Aaa" bonds.

⁽²⁾ At issuance, Senior, or in the case of resecuritization, the underlying securities, were rated "AAA" by Standard & Poor's, "Aaa" by Moody's or "AAA" by Fitch and were senior to non-"AAA" or non-"Aaa" bonds.

⁽³⁾ At issuance, Subordinate were not rated "AAA" by Standard & Poor's, "Aaa" by Moody's or "AAA" by Fitch and were junior to "AAA" or "Aaa" bonds.

Non-agency Commercial Mortgage-backed Securities

The amount of fixed and floating rate securities and their tranche levels of White Mountains's non-agency CMBS securities are as follows as of June 30, 2014:

Millions	Fair Value	Super Senior ⁽¹⁾	Senior ⁽²⁾	Subordinate ⁽³⁾
Fixed rate CMBS	\$ 231.5	\$ 119.1	\$ 75.5	\$ 36.9
Floating rate CMBS	111.7	4.9	—	106.8
Total	\$ 343.2	\$ 124.0	\$ 75.5	\$ 143.7

⁽¹⁾ At issuance, Super Senior, or in the case of resecuritization, the underlying securities, were rated "AAA" by Standard & Poor's, "Aaa" by Moody's or "AAA" by Fitch and were senior to other "AAA" or "Aaa" bonds.

⁽²⁾ At issuance, Senior, or in the case of resecuritization, the underlying securities, were rated "AAA" by Standard & Poor's, "Aaa" by Moody's or "AAA" by Fitch and were senior to non-"AAA" or non-"Aaa" bonds.

⁽³⁾ At issuance, Subordinate were not rated "AAA" by Standard & Poor's, "Aaa" by Moody's or "AAA" by Fitch and were junior to "AAA" or "Aaa" bonds.

Rollforward of Fair Value Measurements by Level

White Mountains uses quoted market prices where available as the inputs to estimate fair value for its investments in active markets. Such measurements are considered to be either Level 1 or Level 2 measurements, depending on whether the quoted market price inputs are for identical securities (Level 1) or similar securities (Level 2). Level 3 measurements for fixed maturity investments, common equity securities, convertible fixed maturity investments and other long-term investments at June 30, 2014 and 2013 consist of securities for which the estimated fair value has not been determined based upon quoted market price inputs for identical or similar securities.

The following tables summarize the changes in White Mountains's fair value measurements by level for the six months ended June 30, 2014 and 2013:

Millions	Level 1 Investments	Level 2 Investments	Level 3 Investments				Total
			Fixed Maturities	Common equity securities	Convertible fixed maturities	Other long-term investments	
Balance at January 1, 2014	\$ 1,376.7	\$ 4,982.2	\$ 93.0	\$ 46.1	\$ 6.1	\$ 262.4	\$ 6,766.5 ⁽¹⁾⁽²⁾⁽³⁾
Total realized and unrealized gains	67.3	89.8	.9	2.7	3.2	16.8	180.7 ⁽⁴⁾
Foreign currency losses through OCI	(6.8)	(50.8)	(.4)	—	—	(1.4)	(59.4)
Amortization/Accretion	(.3)	(22.0)	(.1)	—	—	—	(22.4)
Purchases	953.5	1,632.0	76.1	5.0	1.5	17.4	2,685.5
Sales	(896.1)	(1,875.6)	—	—	—	(6.8)	(2,778.5)
Net change in investments related to (sales) purchases of consolidated affiliates	(2.7)	7.3	—	—	—	—	4.6
Transfers in	—	19.6	8.5	—	—	—	28.1
Transfers out	—	(8.5)	(19.6)	—	—	—	(28.1)
Balance at June 30, 2014	\$ 1,491.6	\$ 4,774.0	\$ 158.4	\$ 53.8	\$ 10.8	\$ 288.4	\$ 6,777.0 ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾

⁽¹⁾ Excludes carrying value of \$26.6 and \$24.5 at January 1, 2014 and June 30, 2014 associated with other long-term investments accounted for using the equity method and \$(0.1) and \$0.1 at January 1, 2014 and June 30, 2014 related to forward contracts.

⁽²⁾ Carrying value includes \$236.3 and \$203.8 at January 1, 2014 and June 30, 2014 that is classified as assets held for sale relating to discontinued operations.

⁽³⁾ Excludes carrying value of \$635.9 and \$564.0 at January 1, 2014 and June 30, 2014 associated with short-term investments.

⁽⁴⁾ Excludes \$1.8 realized and unrealized losses associated with the Prospector Funds consolidation of investment-related liabilities.

Millions	Level 1 Investments	Level 2 Investments	Level 3 Investments				Total
			Fixed Maturities	Common equity securities	Convertible fixed maturities	Other long-term investments	
Balance at January 1, 2013	\$ 1,355.1	\$ 5,206.1	\$ 92.9	\$ 37.3	\$ —	\$ 259.3	\$ 6,950.7 ⁽¹⁾⁽²⁾⁽³⁾
Total realized and unrealized gains (losses)	89.9	(55.3)	(.3)	.8	—	14.2	49.3 ⁽⁴⁾
Foreign currency losses through OCI	(5.6)	(44.2)	—	—	—	(1.5)	(51.3)
Amortization/Accretion	(.6)	(27.0)	—	—	—	—	(27.6)
Purchases	549.0	2,345.5	32.3	.5	—	35.9	2,963.2
Sales	(583.4)	(2,713.9)	—	—	—	(38.7)	(3,336.0)
Net change in investments related to purchases of consolidated affiliates	14.5	2.7	—	—	—	—	17.2
Transfers in	1.7	8.0	—	—	—	—	9.7
Transfers out	—	(.7)	(8.0)	(1.0)	—	—	(9.7)
Balance at June 30, 2013	\$ 1,420.6	\$ 4,721.2	\$ 116.9	\$ 37.6	\$ —	\$ 269.2	\$ 6,565.5 ⁽¹⁾⁽²⁾⁽³⁾

⁽¹⁾ Excludes carrying value of \$35.0 and \$34.2 at January 1, 2013 and June 30, 2013 associated with other long-term investment limited partnerships accounted for using the equity method and \$(0.1) and \$(0.1) at January 1, 2013 and June 30, 2013 related to forward contracts.

⁽²⁾ Carrying value includes \$338.1 and 260.8 at January 1, 2013 and June 30, 2013 that is classified as assets held for sale relating to discontinued operations.

⁽³⁾ Excludes carrying value of \$630.6 and \$606.8 at January 1, 2013 and June 30, 2013 and realized and unrealized loss for the period of \$0.8 associated with short-term investments.

⁽⁴⁾ Excludes \$9.9 realized and unrealized gains associated with the Prospector Funds consolidation of investment-related liabilities.

Fair Value Measurements — transfers between levels - Six-month period ended June 30, 2014 and 2013

During the first six months of 2014, two fixed income securities classified as Level 3 measurements in the prior period were recategorized as Level 2 measurements because quoted market prices for similar securities that were considered reliable and could be validated against an alternative source were available at June 30, 2014. During the first six months of 2013, one fixed income securities classified as Level 3 measurements in the prior period was recategorized as Level 2 measurements. These measurements comprise “Transfers out” of Level 3 and “Transfers in” to Level 2 of \$19.6 million and \$8.0 million for the periods ended June 30, 2014 and June 30, 2013.

During the first six months of 2014, two fixed income securities which had been classified as a Level 2 measurements in the prior period were recategorized as Level 3 measurements. The securities were priced with unobservable inputs and represent “Transfers out” of Level 2 and “Transfers in” to Level 3 of \$8.5 million for the period ended June 30, 2014. The fair value of these securities was estimated using industry standard pricing methodology, in which management selected inputs using its best judgment. At June 30, 2014, the estimated fair value for these securities determined using the industry standard pricing models was \$1.0 million less than the estimated fair value based upon quoted prices provided by a third party pricing vendor. During the first six months of 2013, no fixed income securities which had been classified as a Level 2 measurements in the prior period were recategorized as Level 3 measurements.

Significant Unobservable Inputs

The following summarizes significant unobservable inputs used in estimating the fair value of investment securities classified within Level 3 other than hedge funds and private equity funds as of June 30, 2014 and December 31, 2013. The fair value of investments in hedge funds and private equity funds, which are classified within Level 3, are estimated using the net asset value of the funds.

(\$ in Millions)	June 30, 2014				
	Fair Value	Rating ⁽²⁾	Valuation Technique(s)	Unobservable Input	
Non-agency commercial mortgage backed securities ⁽¹⁾	\$11.1	NR	Discounted cash flow	Discount spread over swap	1.2%
				Prepayment rate	0.0% CPY
				Default rate	0.0% CDR
Asset-backed securities ⁽¹⁾	\$22.0	AA+	Broker pricing	Broker quote	
Non-agency residential mortgage backed securities ⁽¹⁾	\$45.3	AAA	Broker pricing	Broker quote	
Non-agency residential mortgage backed securities ⁽¹⁾	\$8.6	NR	Broker pricing	Broker quotes	
Preferred stock ⁽¹⁾	\$71.5	NR	Discounted cash flow	Discount yield	6.6%
Private equity security ⁽¹⁾	\$37.4	NR	Multiple of GAAP book value	Book value multiple	1.0
Private equity security ⁽¹⁾	\$15.7	NR	Share price of recent transaction	Share price	\$1.10
Convertible preferred security ⁽¹⁾	\$6.3	NR	Multiple of EBITDA	EBITDA multiple	6X
Convertible preferred security ⁽¹⁾	\$4.5	NR	Share price of recent transaction	Share price	\$0.71

⁽¹⁾ As of June 30, 2014, consists of one security.

⁽²⁾ Credit ratings are assigned based on the following hierarchy: 1) Standard and Poor's and 2) Moody's.

(\$ in Millions)	December 31, 2013				
	Fair Value	Rating ⁽²⁾	Valuation Technique(s)	Unobservable Input	
Asset-backed securities ⁽¹⁾	\$22.0	AA+	Broker pricing	Broker quote	
Preferred stock ⁽¹⁾	\$71.0	NR	Discounted cash flow	Discount yield	7.4%
Private equity security ⁽¹⁾	\$35.6	NR	Multiple of GAAP book value	Book value multiple	1.0
Private equity security ⁽¹⁾	\$10.5	NR	Share price of recent transaction	Share price	\$1.10
Convertible preferred securities	\$6.1	NR	Share price of recent transaction	Recent market transaction	\$6.1

⁽¹⁾ As of December 31, 2013, consists of one security.

⁽²⁾ Credit ratings are assigned based on the following hierarchy: 1) Standard and Poor's and 2) Moody's.

The assumed prepayment rate is a significant unobservable input used to estimate the fair value of investments in non-agency CMBS. Generally for bonds priced at a premium, increases in prepayment speeds will result in a lower fair value, while decreases in prepayment speed may result in a higher fair value, with the inverse for bonds priced at a discount.

Note 6. Debt

White Mountains's debt outstanding as of June 30, 2014 and December 31, 2013 consisted of the following:

Millions	June 30, 2014	December 31, 2013
2012 OBH Senior Notes, at face value	\$ 275.0	\$ 275.0
Unamortized original issue discount	(.3)	(.3)
2012 OBH Senior Notes, carrying value	274.7	274.7
SIG Senior Notes, at face value	400.0	400.0
Unamortized original issue discount	(.4)	(.4)
SIG Senior Notes, carrying value	399.6	399.6
WTM Bank Facility	—	—
Old Lyme Note	2.1	2.1
Other	1.1	—
Total debt	\$ 677.5	\$ 676.4

WTM Bank Facility

On August 14, 2013, White Mountains entered into a revolving credit facility with a syndicate of lenders administered by Wells Fargo Bank, N.A., which has a total commitment of \$425.0 million and has a maturity date of August 14, 2018 (the "WTM Bank Facility"). As of June 30, 2014, the WTM Bank Facility was undrawn.

The WTM Bank Facility contains various affirmative, negative and financial covenants which White Mountains considers to be customary for such borrowings, including certain minimum net worth and maximum debt to capitalization standards. Failure to meet one or more of these covenants could result in an event of default, which ultimately could eliminate availability under these facilities and result in acceleration of principal repayment on any amounts outstanding.

Debt Covenants

At June 30, 2014, White Mountains was in compliance with all debt covenants.

Note 7. Income Taxes

The Company and its Bermuda domiciled subsidiaries are not subject to Bermuda income tax under current Bermuda law. In the event there is a change in the current law such that taxes are imposed, the Company and its Bermuda domiciled subsidiaries would be exempt from such tax until March 31, 2035, pursuant to the Bermuda Exempted Undertakings Tax Protection Act of 1966. The Company has subsidiaries and branches that operate in various other jurisdictions around the world that are subject to tax in the jurisdictions in which they operate. The jurisdictions in which the Company's subsidiaries and branches are subject to tax are Australia, Belgium, Canada, Germany, Gibraltar, Israel, Luxembourg, the Netherlands, Singapore, Sweden, Switzerland, the United Kingdom and the United States.

White Mountains's income tax expense related to pre-tax income from continuing operations for the three months ended June 30, 2014 and 2013 represented net effective tax rates of 21.9% and (16.7)%. The effective tax rates for the six months ended June 30, 2014 and 2013 were 24.5% and 26.4%. The effective rate for the three months ended June 30, 2013 was negative due to tax benefits on losses generated in the United States that exceeded tax expenses on income generated in other jurisdictions. The effective tax rates for the three months ended June 30, 2014 and the six months ended June 30, 2014 and 2013 were lower than the U.S. statutory rate of 35% due to income generated in jurisdictions with lower tax rates than the United States.

In arriving at the effective tax rate for the three and six months ended June 30, 2014 and 2013, White Mountains forecasted all income and expense items including the change in unrealized investment gains (losses) and realized investment gains (losses) for the years ending December 31, 2014 and 2013.

White Mountains records a valuation allowance against deferred tax assets if it becomes more likely than not that all or a portion of a deferred tax asset will not be realized. Changes in valuation allowances from period to period are included in income tax expense in the period of change. In determining whether or not a valuation allowance, or change therein, is warranted, White Mountains considers factors such as prior earnings history, expected future earnings, carryback and carryforward periods and strategies that if executed would result in the realization of a deferred tax asset. During the next twelve months, it is possible that certain planning strategies or projected earnings in certain subsidiaries may not be feasible to utilize the entire deferred tax asset, which could result in material changes to White Mountains's deferred tax assets and tax expense.

White Mountains is no longer subject to U.S. federal or state tax examinations by tax authorities for years before 2007. With few exceptions, White Mountains is no longer subject to non-U.S. income tax examinations by tax authorities for years before 2005.

On February 14, 2014, OneBeacon received Form 870-AD (Offer to Waive Restrictions on Assessment and Collection Tax Deficiency and to Accept Overassessment) from the IRS Appeals Office relating to the examination of tax years 2005 and 2006. All disputed items have now been agreed and resolved with the Joint Committee. OneBeacon recorded a tax benefit of \$5.0 million in the first quarter of 2014 relating to the settlement of the IRS examination for tax years 2005 and 2006.

On July 28, 2011, the IRS commenced an examination of the income tax returns for 2007, 2008 and 2009 for certain U.S. subsidiaries of OneBeacon. On July 17, 2013, OneBeacon received a revised Form 4549-A (Income Tax Discrepancy Adjustments) from the IRS relating to the examination of tax years 2007, 2008 and 2009. The estimated total assessment, including interest, utilization of alternative minimum and foreign tax credit carryovers and capital loss carrybacks, is \$71.0 million. However, \$60.2 million of the proposed adjustments relate to items for which the expense deduction has been disallowed in a year being examined, but ultimate deductibility is highly certain to occur in a later period. Because of the impact of deferred tax accounting, other than interest and penalties, the disallowance of these deductions in the exam period would not affect the effective tax rate, but would accelerate the payment of cash to the taxing authority. White Mountains disagrees with the adjustments proposed by the IRS and is defending its position. Although the timing of the resolution of these issues is uncertain, it is reasonably possible that the resolution could occur within the next twelve months. An estimate of the range of potential outcomes cannot be made at this time. White Mountains does not expect the resolution of this examination to result in a material change to its financial position.

On September 2, 2013, the IRS commenced an examination of the income tax returns for 2010, 2011 and 2012 for certain U.S. subsidiaries of OneBeacon. White Mountains does not expect the resolution of this examination to result in a material change to its financial position.

Note 8. Derivatives

Variable Annuity Reinsurance

White Mountains has entered into agreements to reinsure death and living benefit guarantees associated with certain variable annuities in Japan. WM Life Re reinsured ¥200 billion (approximately \$1.7 billion at the then current exchange rate) of guarantees in September 2006 and an additional ¥56 billion (approximately \$0.5 billion at the then current exchange rate) in March 2007. At June 30, 2014 and December 31, 2013, the total guarantee value was approximately ¥176.2 billion (approximately \$1.7 billion at exchange rates on that date) and ¥203.6 billion (approximately \$1.9 billion at exchange rates on that date), respectively. The collective account values of the underlying variable annuities were approximately 103% and 104% of the guarantee value at June 30, 2014 and December 31, 2013, respectively. WM Life Re is in runoff, and all of its contracts will mature by June 30, 2016.

The following table summarizes the pre-tax operating results of WM Life Re for the three and six months ended June 30, 2014 and 2013.

Millions	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2014	2013	2014	2013
Fees, included in other revenue	\$ 5.1	\$ 6.2	\$ 10.5	\$ 13.0
Change in fair value of variable annuity liability, included in other revenue	22.0	55.9	20.7	240.2
Change in fair value of derivatives, included in other revenue	(26.2)	(63.5)	(32.7)	(245.3)
Foreign exchange, included in other revenue	.2	.1	.5	(14.5)
Other investment income and gains (losses)	.2	(1.5)	.5	(5.5)
Total revenue	1.3	(2.8)	(.5)	(12.1)
Change in fair value of variable annuity death benefit liabilities, included in other general and administrative expenses	.3	1.6	.3	7.2
Death benefit claims paid, included in general and administrative expenses	(.1)	(.3)	(.1)	(1.4)
General and administrative expenses	(1.0)	(1.1)	(2.4)	(2.8)
Pre-tax gain (loss)	\$.5	\$ (2.6)	\$ (2.7)	\$ (9.1)

The following summarizes realized and unrealized derivative gains (losses) recognized in other revenue for the three and six months ended June 30, 2014 and 2013 and the carrying values, included in other assets, at June 30, 2014 and December 31, 2013 by type of instrument:

Millions	Gains (losses)				Carrying Value	
	Three Months Ended		Six Months Ended		As of	
	June 30,		June 30,		June 30,	December 31,
	2014	2013	2014	2013	2014	2013
Fixed income/interest rate	\$ (5.6)	\$ (8.5)	\$ (12.0)	\$ (39.3)	\$ (3.3)	\$ (9.7)
Foreign exchange	(6.4)	(22.0)	(12.9)	(75.6)	58.2	58.0
Equity	(14.2)	(33.0)	(7.8)	(130.4)	19.9	20.9
Total	\$ (26.2)	\$ (63.5)	\$ (32.7)	\$ (245.3)	\$ 74.8	\$ 69.2

The following tables summarize the changes in White Mountains's variable annuity reinsurance liabilities and derivative instruments for the three and six months ended June 30, 2014 and 2013:

Millions	Three Months Ended June 30, 2014				
	Variable Annuity (Liabilities)	Derivative Instruments			Total
	Level 3	Level 3 ⁽¹⁾	Level 2 ⁽¹⁾⁽²⁾	Level 1 ⁽³⁾	
Beginning of period	\$ (54.1)	\$ 64.1	\$ 25.1	\$.4	\$ 89.6
Purchases	—	—	—	—	—
Realized and unrealized (losses) gains	22.3 ⁽⁴⁾	(10.6)	(15.5)	(.1)	(26.2)
Transfers in	—	—	—	—	—
Sales/settlements	—	(.2)	12.7	(1.1)	11.4
End of period	\$ (31.8)	\$ 53.3	\$ 22.3	\$ (.8)	\$ 74.8

Millions	Six Months Ended June 30, 2014				
	Variable Annuity (Liabilities)	Derivative Instruments			Total
	Level 3	Level 3 ⁽¹⁾	Level 2 ⁽¹⁾⁽²⁾	Level 1 ⁽³⁾	
Beginning of period	\$ (52.8)	\$ 63.4	\$ 4.7	\$ 1.1	\$ 69.2
Purchases	—	—	—	—	—
Realized and unrealized (losses) gains	21.0 ⁽⁴⁾	(9.9)	(22.5)	(.3)	(32.7)
Transfers in	—	—	—	—	—
Sales/settlements	—	(.2)	40.1	(1.6)	38.3
End of period	\$ (31.8)	\$ 53.3	\$ 22.3	\$ (.8)	\$ 74.8

Millions	Three Months Ended June 30, 2013				
	Variable Annuity (Liabilities)	Derivative Instruments			Total
	Level 3	Level 3 ⁽¹⁾	Level 2 ⁽¹⁾⁽²⁾	Level 1 ⁽³⁾	
Beginning of period	\$ (251.6)	\$ 127.4	\$ (42.9)	\$ (8.7)	\$ 75.8
Purchases	—	23.3	—	—	23.3
Realized and unrealized gains (losses)	57.5 ⁽⁴⁾	(24.2)	(30.6)	(8.7)	(63.5)
Transfers in	—	—	—	—	—
Sales/settlements	—	—	91.7	14.0	105.7
End of period	\$ (194.1)	\$ 126.5	\$ 18.2	\$ (3.4)	\$ 141.3

Millions	Six Months Ended June 30, 2013				
	Variable Annuity (Liabilities)	Derivative Instruments			Total
	Level 3	Level 3 ⁽¹⁾	Level 2 ⁽¹⁾⁽²⁾	Level 1 ⁽³⁾	
Beginning of period	\$ (441.5)	\$ 140.5	\$ (20.5)	\$ (21.7)	\$ 98.3
Purchases	—	59.4	—	—	59.4
Realized and unrealized gains (losses)	247.4 ⁽⁴⁾	(73.4)	(116.0)	(55.9)	(245.3)
Transfers in	—	—	—	—	—
Sales/settlements	—	—	154.7	74.2	228.9
End of period	\$ (194.1)	\$ 126.5	\$ 18.2	\$ (3.4)	\$ 141.3

⁽¹⁾ Consists of over-the-counter instruments.

⁽²⁾ Consists of interest rate swaps, total return swaps, foreign currency forward contracts, and bond forwards. Fair value measurement based upon bid/ask pricing quotes for similar instruments that are actively traded, where available. Swaps for which an active market does not exist have been priced using observable inputs including the swap curve and the underlying bond index.

⁽³⁾ Consists of exchange traded equity index, foreign currency and interest rate futures. Fair value measurements based upon quoted prices for identical instruments that are actively traded.

⁽⁴⁾ Includes \$0.3 and \$0.3 for the three and six months ended June 30, 2014 and \$1.6 and \$7.2 for the three and six months ended June 30, 2013 related to the change in the fair value of variable annuity death benefit liabilities, which are included in general and administrative expenses.

In addition to derivative instruments, WM Life Re held cash, short-term and fixed maturity investments posted as collateral to its variable annuity reinsurance hedging counterparties. The total collateral includes the following:

Millions	June 30, 2014	December 31, 2013	June 30, 2013
Cash	\$ 27.8	\$ 56.1	\$ 61.2
Short-term investments	—	2.0	35.1
Fixed maturity investments	14.5	23.2	24.3
Total	\$ 42.3	\$ 81.3	\$ 120.6

Collateral in the form of fixed maturity securities consists of Government of Japan Bonds, which are recorded at fair value. Collateral in the form of short-term investments consists of money-market instruments, carried at amortized cost, which approximates fair value.

All of White Mountains's variable annuity reinsurance liabilities were classified as Level 3 measurements at June 30, 2014 and 2013. The fair value of White Mountains's variable annuity reinsurance liabilities are estimated using actuarial and capital market assumptions related to the projected discounted cash flows over the term of the reinsurance agreement. Actuarial assumptions regarding future policyholder behavior, including surrender and lapse rates, are generally unobservable inputs and significantly impact the fair value estimates. Market conditions including, but not limited to, changes in interest rates, equity indices, market volatility and foreign currency exchange rates as well as the variations in actuarial assumptions regarding policyholder behavior may result in significant fluctuations in the fair value estimates. Generally, the liabilities associated with these guarantees increase with declines in the equity markets, interest rates and currencies against the Japanese yen, as well as with increases in market volatilities. White Mountains uses derivative instruments, including put options, interest rate swaps, total return swaps on bond and equity indices and forwards and futures contracts on major equity indices, currency pairs and government bonds, to mitigate the risks associated with changes in the fair value of the reinsured variable annuity guarantees. The types of inputs used to estimate the fair value of these derivative instruments, with the exception of actuarial assumptions regarding policyholder behavior and risk margins, are generally the same as those used to estimate the fair value of variable annuity liabilities.

The following summarizes quantitative information about significant unobservable inputs associated with the fair value estimates for variable annuity reinsurance liabilities and derivative instruments that have been classified as Level 3 measurements:

(\$ in Millions)	June 30, 2014				
	Fair Value	Valuation Technique(s)	Unobservable Input	Range	Weighted Average
Variable annuity benefit guarantee liabilities	\$ 31.8	Discounted cash flows	Surrenders		
			1 year	0.2 % - 32.0%	26.0%
			2 year	0.1 % - 14.0%	7.2%
			Mortality	0.0 % - 5.9%	1.0%
			Foreign exchange volatilities		
			1 year	8.4 % - 10.5%	8.9%
			2 year	10.0 % - 11.8%	10.5%
			Index volatilities		
			1 year	15.4 % - 18.4%	17.0%
			2 year	16.9 % - 19.7%	18.2%
Foreign exchange options	\$ 28.0	Counterparty valuations, adjusted for unwind quote discount	Adjustment to counterparty valuations	(1.2)% - 8.0%	2.5%
Equity index options	\$ 25.3	Counterparty valuations, adjusted for unwind quote discount	Adjustment to counterparty valuations	0.5 % - 9.7%	3.4%

WM Life Re enters into both over-the-counter (“OTC”) and exchange traded derivative instruments to economically hedge the liability from the variable annuity benefit guarantee. In the case of OTC derivatives, WM Life Re has exposure to credit risk for amounts that are uncollateralized by counterparties. WM Life Re’s internal risk management guidelines establish net counterparty exposure thresholds that take into account OTC counterparties’ credit ratings. The OTC derivative contracts are subject to restrictions on liquidation of the instruments and distribution of proceeds under collateral agreements.

In the case of exchange traded instruments, WM Life Re has exposure to credit risk for amounts uncollateralized by margin balances. WM Life Re has entered into master netting agreements with certain of its counterparties whereby the collateral provided (held) is calculated on a net basis. The following summarizes amounts offset under master netting agreements:

Millions	June 30, 2014			December 31, 2013		
	Gross asset amounts before offsets ⁽¹⁾	Gross liability amounts offset under master netting arrangements	Net amounts recognized in Other Assets	Gross asset amounts before offsets ⁽¹⁾	Gross liability amounts offset under master netting arrangements	Net amounts recognized in Other Assets
Interest rate contracts						
OTC	\$.1	\$ (4.2)	\$ (4.1)	\$ 2.4	\$ (11.7)	\$ (9.3)
Exchange traded	1.2	(.4)	.8	1.0	(1.6)	(.6)
Foreign exchange contracts						
OTC	59.2	—	59.2	67.8	(12.0)	55.8
Exchange traded	.7	(1.7)	(1.0)	2.3	—	2.3
Equity contracts						
OTC	25.2	(4.7)	20.5	30.7	(9.2)	21.5
Exchange traded	.4	(1.0)	(.6)	1.8	(2.3)	(.5)
Total ⁽²⁾	\$ 86.8	\$ (12.0)	\$ 74.8	\$ 106.0	\$ (36.8)	\$ 69.2

⁽¹⁾ Amount equal to fair value of instrument as recognized in other assets

⁽²⁾ All derivative instruments held by WM Life Re are subject to master netting arrangements.

The following summarizes the value, collateral held or provided by WM Life Re and net exposure to credit losses on OTC and exchange traded derivative instruments by counterparty recorded within other assets:

June 30, 2014										
Millions	Net amount of assets reflected in Balance Sheet	Collateral provided to counterparty - Cash	Collateral provided to counterparty - Financial Instruments	Net amount of exposure after effect of collateral provided	Excess collateral provided to counterparty - Cash	Excess collateral provided - Financial Instruments	Counterparty collateral held by WMLife Re - Cash	Net amount of exposure to counterparty	Standard & Poor's Rating ⁽¹⁾	
Bank of America	\$ 24.9	\$ —	\$ —	\$ 24.9	\$ —	\$ —	\$ —	\$ 24.9	A	
Barclays	.9	—	—	.9	—	—	—	.9	A	
JP Morgan	23.4	—	—	23.4	2.3	—	—	25.7	A +	
Royal Bank of Scotland	10.7	—	—	10.7	—	—	—	10.7	A -	
Nomura	(1.6)	1.6	—	—	4.5	14.5	—	19.0	BBB +	
Citigroup - OTC	17.4	—	—	17.4	6.1	—	—	23.5	A	
Citigroup - Exchange Traded	(.9)	.9	—	—	12.3	—	—	12.3	A	
Total	\$ 74.8	\$ 2.5	\$ —	\$ 77.3	\$ 25.2	\$ 14.5	\$ —	\$ 117.0		

December 31, 2013										
Millions	Net amount of assets reflected in Balance Sheet	Collateral provided to counterparty - Cash	Collateral provided to counterparty - Financial Instruments	Net amount of exposure after effect of collateral provided	Excess collateral provided to counterparty - Cash	Excess collateral provided - Financial Instruments	Counterparty collateral held by WMLife Re - Cash	Net amount of exposure to counterparty	Standard & Poor's Rating ⁽¹⁾	
Bank of America	\$ 27.2	\$ —	—	\$ 27.2	\$ —	\$ —	\$ —	\$ 27.2	A	
Barclays	1.4	—	—	1.4	—	—	—	1.4	A +	
JP Morgan	9.1	—	—	9.1	22.0	—	—	31.1	A +	
Royal Bank of Scotland	11.3	—	—	11.3	—	—	—	11.3	A	
Nomura	(.4)	—	.4	—	—	22.8	(.8)	22.0	BBB +	
Citigroup - OTC	19.4	—	—	19.4	2.3	—	—	21.7	A	
Citigroup - Exchange Traded	1.2	—	—	1.2	19.8	—	—	21.0	A	
Total	\$ 69.2	\$ —	\$ 0.4	\$ 69.6	\$ 44.1	\$ 22.8	\$ (.8)	\$ 135.7		

⁽¹⁾ Standard & Poor's ratings as detailed above are: "A+" (Strong, which is the fifth highest of twenty-one creditworthiness ratings), "A" (Strong, which is the sixth highest of twenty-one creditworthiness ratings), "A-" (Strong, which is the seventh highest of twenty-one creditworthiness ratings) and "BBB+" (Adequate, which is the eighth highest of twenty-one creditworthiness ratings).

Forward Contracts

Beginning in September 2012, White Mountains entered into currency forward contracts at Sirius Group. White Mountains monitors its exposure to foreign currency and adjusts its forward positions within the risk guidelines and ranges established by senior management for each currency, as necessary. While White Mountains actively manages its forward positions, mismatches between movements in foreign currency rates and its forward contracts may result in currency positions being outside the pre-defined ranges and/or foreign currency losses. At June 30, 2014, White Mountains held approximately \$7.0 million (SEK 47.0 million) total gross notional value of foreign currency forward contracts.

All of White Mountains's forward contracts are traded over-the-counter. The fair value of the contracts has been estimated using OTC quotes for similar instruments and accordingly, the measurements have been classified as Level 2 measurements at June 30, 2014.

As of June 30, 2014 and December 31, 2013, the carrying value of the forward contracts, included in other long-term investments, was \$0.1 million and \$(0.1) million. The net realized and unrealized derivative gains (losses) recognized in net realized and unrealized investment gains (losses) for the six months ended June 30, 2014 was \$(0.1) million. The realized and unrealized derivative gains (losses) recognized in net realized and unrealized investment gains (losses) for the three and six months ended June 30, 2013 were \$(0.2) million and \$0.2 million.

All of White Mountains's forward contracts are subject to master netting agreements. As of June 30, 2014, the gross liability amount offset under master netting arrangements and net amounts recognized in other investments was \$0.1 million. As of December 31, 2013, the gross liability amount offset under master netting arrangements and the net amount recognized in other investments was \$(0.1) million.

White Mountains does not hold or provide any collateral for the forward contracts. The following table summarizes the notional amounts and uncollateralized balances associated with forward currency contracts:

Millions	June 30, 2014			December 31, 2013	
	Notional Amount	Carrying Value	Standard & Poor's Rating ⁽¹⁾	Notional Amount	Carrying Value
Barclays Bank Plc	\$ 2.0	\$.1	A	\$ 5.8	\$ —
Deutsche Bank	1.7	—	A	7.7	—
Goldman Sachs	1.7	—	A-	2.1	—
HSBC Bank Plc	.7	—	AA-	3.3	(.1)
JP Morgan	.9	—	A+	1.3	—
Royal Bank of Canada	—	—	AA-	.2	—
Total	\$ 7.0	\$.1		\$ 20.4	\$ (.1)

⁽¹⁾ Standard & Poor's ratings as detailed above are: "AA-" (Very Strong, which is the sixth highest of twenty-one creditworthiness ratings), "A+" (Strong, which is the seventh highest of twenty-one creditworthiness ratings) and "A-" (Strong, which is the ninth highest of twenty-one creditworthiness ratings).

Interest Rate Cap

In May 2007, SIG issued the SIG Preference Shares, with an initial fixed annual dividend rate of 7.506%. In June 2017, the fixed rate will move to a floating rate equal to the greater of (i) 7.506% and (ii) 3-month LIBOR plus 320 bps. In July 2013, SIG executed the Interest Rate Cap for the period from June 2017 to June 2022 to protect against a significant increase in interest rates during that 5-year period. The Interest Rate Cap economically fixes the annual dividend rate on the SIG Preference Shares from June 2017 to June 2022 at 8.30%. The cost of the Interest Rate Cap was an upfront premium of 395 bps of the \$250.0 million notional value, or approximately \$9.9 million for the full notional amount.

The Interest Rate Cap does not qualify for hedge accounting. It is recorded in other assets at fair value. Changes in fair value are recognized within other revenue. Collateral held is recorded within short-term investments with an equal amount recognized as a liability to return collateral. The fair value of the Interest Rate Cap has been estimated using a single broker quote and accordingly, has been classified as a Level 3 measurement at June 30, 2014.

The following tables summarize the changes in the fair value of the Interest Rate Cap for the three and six months ended June 30, 2014:

Millions	Three Months Ended		Six Months Ended	
	June 30, 2014		June 30, 2014	
Beginning of period	\$	8.2	\$	11.1
Net realized and unrealized losses		(2.0)		(4.9)
End of period	\$	6.2	\$	6.2

White Mountains does not provide any collateral to the interest rate counterparties. Under the terms of the Interest Rate Cap, White Mountains holds collateral in respect of future amounts due. White Mountains's liability to return that collateral is based on the amounts provided by the counterparty and investment earnings thereon. The following table summarizes the Interest Rate Cap collateral balances held by White Mountains and ratings by counterparty:

Millions	June 30, 2014	
	Collateral Balances Held	Standard & Poor's Rating ⁽¹⁾
Barclays Bank Plc	\$ 4.3	A
Nordea Bank Finland Plc	2.0	AA-
Total	\$ 6.3	

⁽¹⁾ Standard & Poor's ratings as detailed above are: "AA-" (Very Strong, which is the fourth highest of twenty-one creditworthiness ratings) and "A" (Strong, which is the sixth highest of twenty-one creditworthiness ratings).

Weather Derivatives

For the three and six months ended June 30, 2014, Sirius Group recognized \$1.0 million and \$0.6 million of net losses on its weather and weather contingent derivatives portfolio. The fair values of the assumed contracts are subject to change in the near-term and reflect management's best estimate based on various factors including, but not limited to, observed and forecasted weather conditions, changes in interest or foreign currency exchange rates and other market factors. Estimating the fair value of derivative instruments that do not have quoted market prices requires management's judgment in determining amounts that could reasonably be expected to be received from or paid to a third party to settle the contracts. Such amounts could be materially different from the amounts that might be realized in an actual transaction to settle the contract with a third party. Because of the significance of the unobservable inputs used to estimate the fair value of Sirius Group's weather risk contracts, the fair value measurements of the contracts are deemed to be Level 3 measurements in the fair value hierarchy.

Note 9. Municipal Bond Guarantee Insurance

In 2012, HG Global was capitalized with \$594.5 million from White Mountains and \$14.5 million from non-controlling interests to fund BAM, a newly formed mutual municipal bond insurer. As of June 30, 2014, White Mountains owned 96.9% of HG Global's preferred equity and 88.4% of its common equity. HG Global, together with its subsidiaries, provided the initial capitalization of BAM through the purchase of \$503.0 million of BAM surplus notes. Through HG Re, which had statutory capital of \$443.5 million at June 30, 2014, HG Global provides first loss reinsurance protection for policies underwritten by BAM of up to 15% of par outstanding, on a per policy basis. HG Re's obligations to BAM are collateralized in trusts, and there is an aggregate loss limit that is equal to the total assets in the collateral trusts at any point in time.

For the three and six months ended June 30, 2014, HG Global had pre-tax income of \$5.0 million and \$9.6 million, which included \$4.0 million and \$7.9 million of interest income on the BAM surplus notes. For the three and six months ended June 30, 2013, HG Global had pre-tax income of \$7.8 million and \$17.7 million, which included \$10.0 million and \$20.1 million of interest income on the BAM surplus notes.

For the three and six months ended June 30, 2014, White Mountains reported pre-tax losses of \$8.0 million and \$16.6 million on BAM that were recorded in net loss attributable to non-controlling interests, which included \$4.0 million and \$7.9 million of interest expense on the BAM surplus notes. For the three and six months ended June 30, 2013, White Mountains reported pre-tax losses of \$26.7 million and \$45.1 million on BAM that were recorded in net loss attributable to non-controlling interests, which included \$10.0 million and \$20.1 million of interest expense on the BAM surplus notes.

Effective January 1, 2014, HG Global and BAM agreed to change the interest rate on the BAM surplus notes for the five years ending December 31, 2018 from a fixed rate of 8% to a variable rate equal to the one-year U.S. treasury rate plus 300 basis points, set annually, which is 3.13% for 2014. Prior to the end of 2018, BAM has the option to extend the variable rate period for an additional three years. At the end of the variable rate period, the interest rate will be fixed at the higher of the then current variable rate or 8%. BAM is required to seek regulatory approval to pay interest and principal on its surplus notes only when adequate capital resources have accumulated beyond BAM's initial capitalization and a level that continues to support its outstanding obligations, business plan and ratings.

All of the contracts issued by BAM are accounted for as insurance contracts under ASC 944-605, *Financial Guarantee Insurance Contracts*. Premiums are received upfront and an unearned premium revenue liability, equal to the amount of the cash received, is established at contract inception. Premium revenues are recognized in revenue over the period of the contracts in proportion to the amount of insurance protection provided using a constant rate. The constant rate is calculated based on the relationship between the par outstanding in a given reporting period compared with the sum of each of the par amounts outstanding for all periods.

The following table provides a schedule of BAM's insured obligations:

	June 30, 2014	December 31, 2013
Contracts outstanding	1,144	701
Remaining weighted average contract period outstanding (in years)	13.1	13.8
Contractual debt service outstanding (in millions):		
Par	\$ 7,767.7	\$ 4,703.7
Interest	4,897.2	3,264.4
Total debt service outstanding	\$ 12,664.9	\$ 7,968.1
Gross unearned insurance premiums (in millions)	\$ 19.7	\$ 13.2

Note 10. Earnings Per Share

Basic earnings per share amounts are based on the weighted average number of common shares outstanding including unvested restricted shares that are considered participating securities. Diluted earnings per share amounts are based on the weighted average number of common shares including unvested restricted shares and the net effect of potentially dilutive common shares outstanding. The following table outlines the Company's computation of earnings per share from continuing operations for the three and six months ended June 30, 2014 and 2013 (see **Note 15** for earnings per share amounts for discontinued operations):

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2014	2013	2014	2013
Basic and diluted earnings per share numerators (in millions):				
Net income from continuing operations attributable to White Mountains's common shareholders	\$ 93.0	\$ 22.4	\$ 189.1	\$ 142.3
Allocation of income for unvested restricted common shares	(1.2)	(.4)	(2.3)	(2.0)
Dividends declared on participating restricted common shares ⁽¹⁾	—	—	(.1)	(.1)
Total allocation to restricted common shares	(1.2)	(.4)	(2.4)	(2.1)
Net income attributable to White Mountains's common shareholders, net of restricted common share amounts	\$ 91.8	\$ 22.0	\$ 186.7	\$ 140.2
Undistributed net earnings (in millions):				
Net income attributable to White Mountains's common shareholders, net of restricted common share amounts	\$ 91.8	\$ 22.0	\$ 186.7	\$ 140.2
Dividends declared net of restricted common share amounts ⁽¹⁾	—	—	(6.1)	(6.1)
Total undistributed net earnings, net of restricted common share amounts	\$ 91.8	\$ 22.0	\$ 180.6	\$ 134.1
Basic earnings per share denominators (in thousands):				
Total average common shares outstanding during the period	6,162.2	6,176.2	6,166.0	6,224.5
Average unvested restricted shares ⁽²⁾	(81.3)	(95.4)	(75.9)	(87.2)
Basic earnings per share denominator	6,080.9	6,080.8	6,090.1	6,137.3
Diluted earnings per share denominator (in thousands):				
Total average common shares outstanding during the period	6,162.2	6,176.2	6,166.0	6,224.5
Average unvested restricted common shares ⁽²⁾	(81.3)	(95.4)	(75.9)	(87.2)
Average outstanding dilutive options to acquire common shares ⁽³⁾	—	—	—	—
Diluted earnings per share denominator	6,080.9	6,080.8	6,090.1	6,137.3
Basic earnings per share (in dollars):				
Net income attributable to White Mountains's common shareholders	\$ 15.10	\$ 3.62	\$ 30.66	\$ 22.84
Dividends declared and paid	—	—	(1.00)	(1.00)
Undistributed earnings	\$ 15.10	\$ 3.62	\$ 29.66	\$ 21.84
Diluted earnings per share (in dollars):				
Net income attributable to White Mountains's common shareholders	\$ 15.10	\$ 3.62	\$ 30.66	\$ 22.84
Dividends declared and paid	—	—	(1.00)	(1.00)
Undistributed earnings	\$ 15.10	\$ 3.62	\$ 29.66	\$ 21.84

⁽¹⁾ Restricted shares issued by White Mountains receive dividends, and therefore, are considered participating securities.

⁽²⁾ Restricted shares outstanding vest either in equal annual installments or upon a stated date (see **Note 13**).

⁽³⁾ The diluted earnings per share denominator for the three and six months ended June 30, 2014 and 2013 does not include the impact of 125,000 common shares issuable upon exercise of the non-qualified options outstanding as they are anti-dilutive to the calculation.

Note 11. Segment Information

White Mountains has determined that its reportable segments are OneBeacon, Sirius Group, HG Global/BAM and Other Operations.

White Mountains has made its segment determination based on consideration of the following criteria: (i) the nature of the business activities of each of the Company's subsidiaries and affiliates; (ii) the manner in which the Company's subsidiaries and affiliates are organized; (iii) the existence of primary managers responsible for specific subsidiaries and affiliates; and (iv) the organization of information provided to the chief operating decision makers and the Board of Directors.

Significant intercompany transactions among White Mountains's segments have been eliminated herein. Financial information for White Mountains's segments follows:

Millions	OneBeacon	Sirius Group	HG Global/BAM		Other Operations	Total
			HG	BAM		
Three Months Ended June 30, 2014						
Earned insurance and reinsurance premiums	\$ 290.9	\$ 209.6	\$.3	\$.1	\$ 2.5	\$ 503.4
Net investment income	11.7	11.8	.3	1.4	3.9	29.1
Net investment income (loss) - surplus note interest	—	—	4.0	(4.0)	—	—
Net realized and unrealized investment gains	21.9	58.4	.9	3.8	28.9	113.9
Other revenue	1.0	(19.2)	—	.1	24.5	6.4
Total revenues	325.5	260.6	5.5	1.4	59.8	652.8
Losses and LAE	186.1	91.4	—	—	5.2	282.7
Insurance and reinsurance acquisition expenses	49.6	48.8	.1	.5	(.1)	98.9
Other underwriting expenses	51.7	30.2	—	.1	(.1)	81.9
General and administrative expenses	3.6	6.9	.4	8.8	50.6	70.3
Interest expense	3.3	6.6	—	—	.1	10.0
Total expenses	294.3	183.9	.5	9.4	55.7	543.8
Pre-tax income (loss)	\$ 31.2	\$ 76.7	\$ 5.0	\$ (8.0)	\$ 4.1	\$ 109.0

Millions	OneBeacon	Sirius Group	HG Global/BAM		Other Operations	Total
			HG	BAM		
Six Months Ended June 30, 2014						
Earned insurance and reinsurance premiums	\$ 567.4	\$ 425.1	\$.5	\$.2	\$ 3.8	\$ 997.0
Net investment income	21.7	20.5	.6	2.8	7.8	53.4
Net investment income (loss) - surplus note interest	—	—	7.9	(7.9)	—	—
Net realized and unrealized investment gains	40.8	86.5	1.6	6.8	42.0	177.7
Other revenue	2.0	(24.5)	—	.3	25.2	3.0
Total revenues	631.9	507.6	10.6	2.2	78.8	1,231.1
Losses and LAE	335.5	170.2	—	—	6.3	512.0
Insurance and reinsurance acquisition expenses	96.3	96.2	.2	.9	.4	194.0
Other underwriting expenses	101.1	62.0	—	.2	—	163.3
General and administrative expenses	6.9	15.3	.8	17.7	79.9	120.6
Interest expense	6.5	13.2	—	—	.4	20.1
Total expenses	546.3	356.9	1.0	18.8	87.0	1,010.0
Pre-tax income (loss)	\$ 85.6	\$ 150.7	\$ 9.6	\$ (16.6)	\$ (8.2)	\$ 221.1

Millions	OneBeacon	Sirius Group	HG Global/BAM		Other Operations	Total
			HG	BAM		
Three Months Ended June 30, 2013						
Earned insurance and reinsurance premiums	\$ 280.8	\$ 216.6	\$.1	\$ —	\$ —	\$ 497.5
Net investment income	11.4	11.4	.2	1.1	4.6	28.7
Net investment income (loss) - surplus note interest	—	—	10.0	(10.0)	—	—
Net realized and unrealized investment (losses) gains	(25.5)	6.7	(2.0)	(9.4)	(7.1)	(37.3)
Other revenue	.6	(16.0)	—	—	15.8	.4
Total revenues	267.3	218.7	8.3	(18.3)	13.3	489.3
Losses and LAE	157.0	117.6	—	—	—	274.6
Insurance and reinsurance acquisition expenses	52.5	23.2	—	.4	—	76.1
Other underwriting expenses	54.6	29.8	—	.1	—	84.5
General and administrative expenses	2.9	6.0	.5	7.9	22.9	40.2
Interest expense	3.3	6.5	—	—	.5	10.3
Total expenses	270.3	183.1	.5	8.4	23.4	485.7
Pre-tax (loss) income	\$ (3.0)	\$ 35.6	\$ 7.8	\$ (26.7)	\$ (10.1)	\$ 3.6

Millions	OneBeacon	Sirius Group	HG Global/BAM		Other Operations	Total
			HG	BAM		
Six Months Ended June 30, 2013						
Earned insurance and reinsurance premiums	\$ 567.3	\$ 425.5	\$.1	\$ —	\$ —	\$ 992.9
Net investment income	20.8	24.5	.5	2.2	9.2	57.2
Net investment income (loss) - surplus note interest	—	—	20.1	(20.1)	—	—
Net realized and unrealized investment gains (losses)	2.9	19.8	(2.2)	(10.5)	27.9	37.9
Other revenue	24.6	(5.5)	—	.1	9.5	28.7
Total revenues	615.6	464.3	18.5	(28.3)	46.6	1,116.7
Losses and LAE	305.9	213.0	—	—	—	518.9
Insurance and reinsurance acquisition expenses	107.3	66.5	—	.5	—	174.3
Other underwriting expenses	103.9	59.5	—	.2	—	163.6
General and administrative expenses	6.9	15.5	.8	16.1	44.7	84.0
Interest expense	6.5	13.1	—	—	.9	20.5
Total expenses	530.5	367.6	.8	16.8	45.6	961.3
Pre-tax income (loss)	\$ 85.1	\$ 96.7	\$ 17.7	\$ (45.1)	\$ 1.0	\$ 155.4

Note 12. Investments in Unconsolidated Affiliates

White Mountains's investments in unconsolidated affiliates represent investments in other companies in which White Mountains has a significant voting and economic interest but does not control the entity.

Millions	June 30, 2014	December 31, 2013
Symetra common shares	\$ 384.4	\$ 360.9
Unrealized gains (losses) from Symetra's fixed maturity portfolio	31.1	(43.6)
Carrying value of Symetra common shares	415.5	317.3
Hamer	3.6	4.1
Total investments in unconsolidated affiliates	\$ 419.1	\$ 321.4

Symetra

At June 30, 2014 and December 31, 2013, White Mountains owned 20.05 million common shares of Symetra Financial Corporation ("Symetra"), about a 17.3% common share ownership. White Mountains accounts for its investment in common shares of Symetra using the equity method.

On June 20, 2013, both White Mountains and Berkshire Hathaway Inc., which each owned warrants to purchase 9.49 million common shares of Symetra, exercised their warrants in a cashless transaction and each received 2.65 million common shares of Symetra in exchange for the warrants. During 2013, Symetra also repurchased 6.6 million of its common shares at an average price of \$13.44. The net effect of Symetra's share repurchases and the warrant exercises resulted in a basis difference between the GAAP carrying value of White Mountains's investment in Symetra common shares and the amount derived by multiplying the percentage of White Mountains common share ownership by Symetra's total GAAP equity. This basis difference totaled \$19.3 million, of which \$0.4 million was attributable to equity in earnings of unconsolidated affiliates and \$18.9 million is attributable to equity in net unrealized gains of unconsolidated affiliates.

At December 31, 2011, White Mountains wrote down the GAAP book value of the investment to its estimated fair value of \$261.0 million. This write down resulted in a basis difference between the GAAP carrying value of White Mountains's investment in Symetra common shares and the amount derived by multiplying the percentage of White Mountains common share ownership by Symetra's total GAAP equity.

As a result of the various basis adjustments, White Mountains's carrying value of its investment in Symetra differs from the carrying value by applying its ownership share against Symetra's GAAP equity as normally done under the equity method. The pre-tax basis difference is being amortized over a 30-year period with a weighted average of 29-years remaining. The amortization is based on estimated future cash flows associated with Symetra's underlying assets and liabilities to which the basis differences have been attributed. White Mountains continues to record its equity in Symetra's earnings and net unrealized gains (losses). In addition, White Mountains recognizes the amortization of the basis difference through equity in earnings of unconsolidated affiliates and equity in net unrealized gains (losses) from investments in unconsolidated affiliates consistent with the original attribution of the basis differences between equity in earnings and equity in net unrealized gains (losses). For the three and six months ended June 30, 2014, White Mountains recognized after-tax amortization of \$0.7 million and \$1.4 million through equity in earnings of unconsolidated affiliates and \$2.9 million and \$5.8 million through equity in net unrealized gains from investments in unconsolidated affiliates. At June 30, 2014, the pre-tax unamortized basis difference was \$177.7 million, of which \$37.4 million is attributable to equity in earnings of unconsolidated affiliates and \$140.3 million is attributable to equity in net unrealized gains of unconsolidated affiliates.

Prior to the exercise of the warrants, White Mountains accounted for its Symetra warrants as derivatives with changes in fair value recognized through the income statement as a gain or loss recognized through other revenue in the income statement. White Mountains used a Black Scholes valuation model to determine the fair value of the Symetra warrants. The major assumptions used in valuing the Symetra warrants at June 20, 2013 were a risk free rate of a 0.34%, volatility of 26.5%, an expected life of 1.11 years, a strike price of \$11.49 per share and a share price of \$15.53 per share.

The following table summarizes amounts recorded by White Mountains relating to its investment in Symetra for the three and six months ended June 30, 2014 and 2013:

Millions	Three Months Ended			Three Months Ended		
	June 30, 2014			June 30, 2013		
	Common Shares	Warrants	Total	Common Shares	Warrants	Total
Carrying value of investment in Symetra at beginning of period	\$ 369.0	\$ —	\$ 369.0	\$ 350.9	\$ 26.6	\$ 377.5
Equity in earnings ⁽¹⁾⁽²⁾	13.1	—	13.1	7.2	—	7.2
Equity in net unrealized gains (losses) from Symetra's fixed maturity portfolio ⁽³⁾	35.4	—	35.4	(71.8)	—	(71.8)
Dividends received	(2.0)	—	(2.0)	(1.4)	—	(1.4)
Increase in value of warrants	—	—	—	—	14.5	14.5
Exercise of warrants	—	—	—	41.1	(41.1)	—
Carrying value of investment in Symetra at end of period ⁽⁴⁾⁽⁵⁾	\$ 415.5	\$ —	\$ 415.5	\$ 326.0	\$ —	\$ 326.0

⁽¹⁾ Equity in earnings excludes tax expense of \$0.9 and \$0.6.

⁽²⁾ Equity in earnings includes \$0.7 and \$0.7 increase relating to the pre-tax amortization of the Symetra common share basis difference.

⁽³⁾ Net unrealized gains includes \$3.1 and \$2.7 increase relating to the pre-tax amortization of the Symetra common share basis difference.

⁽⁴⁾ Includes White Mountains's equity in net unrealized gains (losses) from Symetra's fixed maturity portfolio of \$31.1 and \$(17.8) as of June 30, 2014 and 2013, which excludes tax (expense) benefit of \$(2.1) and \$1.4.

⁽⁵⁾ The aggregate value of White Mountains's investment in common shares of Symetra was \$455.9 based upon the quoted market price of \$22.74 per share at June 30, 2014.

Millions	Six Months Ended			Six Months Ended		
	June 30, 2014			June 30, 2013		
	Common Shares	Warrants	Total	Common Shares	Warrants	Total
Carrying value of investment in Symetra at beginning of period	\$ 317.3	\$ —	\$ 317.3	\$ 351.2	\$ 30.3	\$ 381.5
Equity in earnings ⁽¹⁾⁽²⁾	27.5	—	27.5	17.0	—	17.0
Equity in net unrealized gains (losses) from Symetra's fixed maturity portfolio ⁽³⁾	74.7	—	74.7	(80.5)	—	(80.5)
Dividends received	(4.0)	—	(4.0)	(2.8)	—	(2.8)
Increase in value of warrants	—	—	—	—	10.8	10.8
Exercise of warrants	—	—	—	41.1	(41.1)	—
Carrying value of investment in Symetra at end of period ⁽⁴⁾⁽⁵⁾	\$ 415.5	\$ —	\$ 415.5	\$ 326.0	\$ —	\$ 326.0

⁽¹⁾ Equity in earnings excludes tax expense of \$1.9 and \$1.4.

⁽²⁾ Equity in earnings includes \$1.5 and \$1.5 increase relating to the pre-tax amortization of the Symetra common share basis difference.

⁽³⁾ Net unrealized gains includes \$6.3 and \$5.5 increase relating to the pre-tax amortization of the Symetra common share basis difference.

⁽⁴⁾ Includes White Mountains's equity in net unrealized gains (losses) from Symetra's fixed maturity portfolio of \$31.1 and \$(17.8) as of June 30, 2014 and 2013, which excludes tax (expense) benefit of \$(2.1) and \$1.4.

⁽⁵⁾ The aggregate value of White Mountains's investment in common shares of Symetra was \$455.9 based upon the quoted market price of \$22.74 per share at June 30, 2014.

During the three and six months ended June 30, 2014, White Mountains received cash dividends from Symetra of \$2.0 million and \$4.0 million on its common share investment that were recorded as a reduction of White Mountains's investment in Symetra.

Note 13. Employee Share-Based Incentive Compensation Plans

White Mountains's Long-Term Incentive Plan (the "WTM Incentive Plan") provides for grants of various types of share-based and non share-based incentive awards to key employees and service providers of White Mountains. White Mountains's share-based compensation incentive awards consist of performance shares, restricted shares and stock options.

Share-Based Compensation Based on White Mountains Common Shares

WTM Performance Shares

Performance shares are conditional grants of a specified maximum number of common shares or an equivalent amount of cash. Awards generally vest at the end of a three-year period, are subject to the attainment of pre-specified performance goals, and are valued based on the market value of common shares at the time awards are paid. The following table summarizes performance share activity for the three and six months ended June 30, 2014 and 2013 for performance shares granted under the WTM Incentive Plan:

Millions, except share amounts	Three Months Ended June 30,				Six Months Ended June 30,			
	2014		2013		2014		2013	
	Target Performance Shares Outstanding	Accrued Expense	Target Performance Shares Outstanding	Accrued Expense	Target Performance Shares Outstanding	Accrued Expense	Target Performance Shares Outstanding	Accrued Expense
Beginning of period	127,537	\$ 42.3	118,976	\$ 28.6	119,220	\$ 60.2	119,357	\$ 29.4
Shares paid or expired ⁽¹⁾	—	—	—	—	(37,130)	(26.7)	(47,310)	(11.0)
New grants	—	—	—	—	45,660	—	46,920	—
Assumed forfeitures and cancellations ⁽²⁾	—	(.2)	—	(.1)	(213)	.2	9	—
Expense recognized	—	8.4	—	6.4	—	16.8	—	16.5
Ending of period	127,537	\$ 50.5	118,976	\$ 34.9	127,537	\$ 50.5	118,976	\$ 34.9

⁽¹⁾ WTM performance share payments in 2014 for the 2011-2013 performance cycle ranged from 88% to 131.5% of target. WTM performance share payments in 2013 for the 2010-2012 performance cycle ranged from 33% to 98% of target.

⁽²⁾ Amounts include changes in assumed forfeitures, as required under GAAP.

For the 2011-2013 performance cycle, the Company issued common shares for 3,570 performance shares earned and all other performance shares earned were settled in cash. For the 2010-2012 performance cycle, the Company settled all performance shares earned in cash.

If the outstanding WTM performance shares had vested on June 30, 2014, the total additional compensation cost to be recognized would have been \$46.4 million, based on accrual factors at June 30, 2014 (common share price and payout assumptions).

Performance Shares granted under the WTM Incentive Plan

The following table summarizes performance shares outstanding and accrued expense for performance shares awarded under the WTM Incentive Plan at June 30, 2014 for each performance cycle:

Millions, except share amounts	Target Performance Shares Outstanding	Accrued Expense
Performance cycle:		
2014 – 2016	45,660	\$ 4.6
2013 – 2015	47,170	19.2
2012 – 2014	37,977	28.0
Sub-total	130,807	51.8
Assumed forfeitures	(3,270)	(1.3)
Total at June 30, 2014	127,537	\$ 50.5

Restricted Shares

The following table summarizes the unrecognized compensation cost associated with the outstanding restricted share awards for the three and six months ended June 30, 2014 and 2013:

Millions, except share amounts	Three Months Ended June 30,				Six Months Ended June 30,			
	2014		2013		2014		2013	
	Restricted Shares	Unamortized Issue Date Fair Value	Restricted Shares	Unamortized Issue Date Fair Value	Restricted Shares	Unamortized Issue Date Fair Value	Restricted Shares	Unamortized Issue Date Fair Value
Non-vested,								
Beginning of period	81,325	\$ 24.8	95,380	\$ 28.2	94,130	\$ 17.0	69,910	\$ 16.8
Issued	—	—	—	—	20,400	11.8	25,470	14.3
Vested	—	—	—	—	(33,205)	—	—	—
Forfeited	—	—	—	—	—	—	—	—
Expense recognized	—	(3.9)	—	(3.7)	—	(7.9)	—	(6.6)
Non-vested at June 30,	81,325	\$ 20.9	95,380	\$ 24.5	81,325	\$ 20.9	95,380	\$ 24.5

During the first quarter of 2014, White Mountains issued 20,400 restricted shares that vest on January 1, 2017. During the first quarter of 2013, White Mountains issued 25,470 restricted shares that vest on January 1, 2016. The unrecognized compensation cost at June 30, 2014 is expected to be recognized ratably over the remaining vesting periods.

Share-Based Compensation Based on OneBeacon Ltd. Common Shares

The OneBeacon Long-Term Incentive Plan (the "OneBeacon Incentive Plan") provides for grants to key employees of OneBeacon various types of share-based and non share-based incentive awards. OneBeacon's share-based incentive awards include OneBeacon performance shares and restricted shares.

OneBeacon Performance Shares

OneBeacon performance shares are conditional grants of a specified maximum number of common shares or an equivalent amount of cash. OneBeacon performance share awards generally vest at the end of a three-year period, are subject to the attainment of pre-specified performance goals, and are valued based on the market value of OneBeacon Ltd. common shares at the time awards are paid. The following table summarizes performance share activity for the three and six months ended June 30, 2014 and 2013 for OneBeacon performance shares granted under the OneBeacon Incentive Plan:

Millions, except share amounts	Three Months Ended June 30,				Six Months Ended June 30,			
	2014		2013		2014		2013	
	Target Performance Shares Outstanding	Accrued Expense	Target Performance Shares Outstanding	Accrued Expense	Target Performance Shares Outstanding	Accrued Expense	Target Performance Shares Outstanding	Accrued Expense
Beginning of period	512,938	\$ 3.6	489,867	\$ 1.6	493,421	\$ 4.0	563,190	\$ 1.2
Shares paid or expired ⁽¹⁾	—	—	—	—	(142,138)	(1.0)	(238,658)	—
New grants	—	—	—	—	165,800	—	179,000	—
Assumed forfeitures and cancellations ⁽²⁾	—	—	—	(.1)	(4,145)	—	(13,665)	(.1)
Expense recognized	—	.8	—	.9	—	1.4	—	1.3
Ending of period	512,938	\$ 4.4	489,867	\$ 2.4	512,938	\$ 4.4	489,867	\$ 2.4

⁽¹⁾ OneBeacon performance share payments in 2014 for the 2011-2013 performance cycle were at 37.1% of target. No payments were made in 2013 for the 2010-2012 OneBeacon performance cycle as the performance factor was zero. Amounts include deposits into OneBeacon's deferred compensation plan.

⁽²⁾ Amounts include changes in assumed forfeitures, as required under GAAP.

If the outstanding OneBeacon performance shares had been vested on June 30, 2014, the total additional compensation cost to be recognized would have been \$4.1 million, based on accrual factors at June 30, 2014 (common share price and payout assumptions).

The following table summarizes OneBeacon performance shares outstanding awarded under the OneBeacon Incentive Plan at June 30, 2014 for each performance cycle:

Millions, except share amounts	Target OneBeacon Performance Shares Outstanding	Accrued Expense
Performance cycle:		
2014 – 2016	165,800	\$.4
2013 – 2015	179,000	1.5
2012 – 2014	181,290	2.6
Sub-total	526,090	4.5
Assumed forfeitures	(13,152)	(.1)
Total at June 30, 2014	512,938	\$ 4.4

OneBeacon Restricted Shares

The following table summarizes the unrecognized compensation cost associated with the outstanding OneBeacon restricted stock awards for the three and six months ended June 30, 2014 and 2013:

Millions, except share amounts	Three Months Ended June 30,				Six Months Ended June 30,				
	2014		2013		2014		2013		
	Restricted Shares	Unamortized Issue Date Fair Value	Restricted Shares	Unamortized Issue Date Fair Value	Restricted Shares	Unamortized Issue Date Fair Value	Restricted Shares	Unamortized Issue Date Fair Value	
Non-vested,									
Beginning of period	612,500	\$ 5.7	918,000	\$ 8.8	915,000	\$ 6.5	927,000	\$ 9.6	
Issued	—	—	—	—	—	—	—	—	
Vested	—	—	—	—	(300,000)	—	(9,000)	—	
Forfeited	—	—	—	—	(2,500)	—	—	—	
Expense recognized	—	(.8)	—	(.8)	—	(1.6)	—	(1.6)	
Non-vested at June 30,	612,500	\$ 4.9	918,000	\$ 8.0	612,500	\$ 4.9	918,000	\$ 8.0	

On March 1, 2012, OneBeacon issued 300,000 restricted shares that vest in two equal annual installments. The first installment vested on February 28, 2014.

On May 25, 2011, OneBeacon issued 630,000 restricted shares to its CEO that vest in four equal annual installments. The first installment vested on February 22, 2014. Concurrently with the grant of the restricted shares, 35,000 OneBeacon performance shares issued to OneBeacon's CEO for the 2011-2013 performance share cycle were forfeited and performance share awards to OneBeacon's CEO for the subsequent five years have been or will also be reduced by 35,000 shares.

The unrecognized compensation cost at June 30, 2014 is expected to be recognized ratably over the remaining vesting periods.

Note 14. Fair Value of Financial Instruments

White Mountains accounts for its financial instruments at fair value with the exception of the OBH Senior Notes and the SIG Senior Notes, which are recorded as debt liabilities at face value less unamortized original issue discount, and the SIG Preference Shares, which are recorded as non-controlling interest at face value.

The following table summarizes the fair value and book value of financial instruments as of June 30, 2014 and December 31, 2013:

Millions	June 30, 2014		December 31, 2013	
	Fair Value	Carrying Value	Fair Value	Carrying Value
2012 OBH Senior Notes	\$ 283.9	\$ 274.7	\$ 269.8	\$ 274.7
SIG Senior Notes	438.2	399.6	438.1	399.6
SIG Preference Shares	262.5	250.0	260.0	250.0

The fair value estimate for the 2012 OBH Senior Notes has been determined using quoted market prices. The 2012 OBH Senior Notes are considered a Level 2 measurement based upon the volume and frequency of observable transactions. The fair value estimates for the SIG Senior Notes and the SIG Preference Shares have been determined based on indicative broker quotes and are considered to be Level 3 measurements.

Note 15. Discontinued Operations

For the three and six months ended June 30, 2014, White Mountains recorded income from discontinued operations of \$2.6 million and \$2.1 million primarily due to an interim payment on the favorable development on loss reserves transferred with the sale of Esurance and Answer Financial. The final payment is expected in the second quarter of 2015. (See **Note 16**).

For the three and six months ended June 30, 2013, White Mountains recorded income from discontinued operations of \$3.9 million and \$4.4 million primarily related to the sale of Esurance and Answer Financial.

The results of discontinued operations for the three and six months ended June 30, 2013 also included other revenue that was related to a \$7.4 million settlement award in the *Safeco v. American International Group, Inc.* ("AIG") class action related to AIG's alleged underreporting of workers' compensation premiums to the National Workers' Compensation Reinsurance Pool. In light of the ongoing regulatory review of the Runoff Transaction, which included a third party actuarial review, OneBeacon increased loss reserves by approximately the same amount of the benefit resulting from the class action settlement award, which resulted in no net impact to results of discontinued operations.

Runoff Transaction

As described in Note 1 and Note 2, in October 2012, OneBeacon entered into an agreement to sell the Runoff Business to Armour. During three and six months ended June 30, 2014 and 2013, the results of operations for the Runoff Business have been classified as discontinued operations and are presented, net of related income taxes, in the statement of comprehensive income. The assets and liabilities associated with the Runoff Business as of June 30, 2014 and December 31, 2013 have been presented in the balance sheet as held for sale. The amounts classified as discontinued operations exclude investing and financing activities that are conducted on an overall consolidated level and, accordingly, there were no separately identifiable investments associated with the Runoff Business.

The Pennsylvania Insurance Department is currently conducting its regulatory review of the Runoff Transaction, which included a public hearing on July 23, 2014. The regulatory review process included a third party actuarial review of the Runoff Business loss and LAE reserves, completed in September 2013 and, subsequently, an independent stochastic modeling of the future cash flows of the Runoff Business, which was completed in June 2014. OneBeacon expects the Runoff Transaction to close in the second half of 2014.

During the second quarter of 2014, OneBeacon amended the Runoff SPA, primarily to increase the cap on seller financing by \$6.7 million to \$80.9 million, as well as to extend the termination date to December 31, 2014. Consistent with the proposed closing balance sheet, pro forma as of June 30, 2014, OneBeacon expects to provide seller financing at closing in the form of surplus notes with an estimated par value of \$80.9 million. When issued, OneBeacon will record these surplus notes at their estimated fair value which, based on current internal valuation models, is expected to be less than their par value. As a result, in the second quarter of 2014, OneBeacon recorded an increase of \$8.2 million (\$5.3 million after tax) in the estimated loss on sale of the Runoff Business to reflect the estimated difference between the fair value and par value of the surplus notes upon issuance.

Additionally, during the second quarter of 2014, OneBeacon's expectation of the treatment under the Runoff SPA of the \$7.4 million reserve charge recorded during the second quarter of 2013 changed. Previously, OneBeacon expected that the Runoff SPA would be amended to provide for the transfer of \$7.4 million of additional assets to support the reserve charge. As previously noted, the Runoff SPA was instead revised to increase the cap on seller financing. As a result, the \$7.4 million reserve charge (\$4.8 million after-tax) was recorded as a reduction to the estimated loss on sale during the second quarter of 2014.

These changes resulted in a net increase in the estimated loss on sale of \$0.8 million (\$0.5 million after tax) during the second quarter of 2014. The estimated loss on sale may change prior to closing as a result of, among other factors, changes in the estimated fair value of these surplus notes.

The loss from discontinued operations of \$0.1 million and \$0.6 million for the three and six months ended June 30, 2014 was a result of non-claims expenses related to the Runoff Business, including dedicated staff, partially offset by favorable activity in loss and LAE.

Reinsurance

Included in the assets held for sale are reinsurance recoverables from two reinsurance contracts with subsidiaries of Berkshire Hathaway Inc. that OneBeacon was required to purchase in connection with White Mountains's acquisition of OneBeacon in 2001 (the "OneBeacon Acquisition"): a reinsurance contract with National Indemnity Company ("NICO") for up to \$2.5 billion in old asbestos and environmental ("A&E") claims and certain other exposures (the "NICO Cover") and an adverse loss reserve development cover from General Reinsurance Corporation ("GRC") for up to \$570.0 million, comprised of \$400.0 million of adverse loss reserve development occurring in years 2000 and prior in addition to \$170.0 million of reserves ceded as of the date of the OneBeacon Acquisition (the "GRC Cover"). The NICO Cover and GRC Cover, which were contingent on and occurred contemporaneously with the OneBeacon Acquisition, were put in place in lieu of a seller guarantee of loss and LAE reserves and are therefore accounted for under GAAP as a seller guarantee. As of June 30, 2014 and December 31, 2013, the total reinsurance recoverables on paid and unpaid losses of \$1,157.8 million and \$1,243.7 million related to both the NICO cover and the GRC cover have been included in assets held for sale. Both NICO and GRC have an A.M Best rating of A++, Superior, which is the highest of sixteen ratings.

The total reinsurance recoverables on paid and unpaid losses in assets held for sale were \$7.9 million and \$1,637.7 million as of June 30, 2014. The reinsurance recoverable on unpaid amount is gross of \$130.3 million in purchase accounting adjustments that will become recoverable if claims are paid in accordance with current reserve estimates.

Net Assets Held for Sale

The following summarizes the assets and liabilities associated with the business classified as held for sale:

Millions	June 30, 2014	December 31, 2013
Assets held for sale		
Fixed maturity investments, at fair value	\$ 203.8	\$ 236.3
Reinsurance recoverable on unpaid losses	1,507.4	1,604.7
Reinsurance recoverable on paid losses	7.9	10.7
Insurance premiums receivable	13.2	9.1
Deferred tax asset	2.8	3.3
Other assets	15.6	16.0
Total assets held for sale	\$ 1,750.7	\$ 1,880.1
Liabilities held for sale		
Loss and loss adjustment expense reserves	\$ 1,666.3	\$ 1,793.1
Unearned insurance premiums	.3	.2
Ceded reinsurance payable	11.9	12.3
Other liabilities	72.2	74.5
Total liabilities held for sale	1,750.7	1,880.1
Net assets held for sale	\$ —	\$ —

Net Income from Discontinued Operations

The following summarizes the results of operations, including related income taxes associated with the business classified as discontinued operations:

Millions	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2014	2013	2014	2013
Revenues				
Earned insurance premiums	\$ (1)	\$ (1.3)	\$ (2)	\$ (4)
Other revenue	—	12.2	—	12.2
Total revenues	(1)	10.9	(2)	11.8
Expenses				
Loss and loss adjustment expenses	(7)	7.5	(7)	7.5
Insurance and reinsurance acquisition expenses	—	(1)	—	—
Other underwriting expenses	.7	(2)	1.4	(1)
Total expenses	—	7.2	.7	7.4
Pre-tax (loss) income	(1)	3.7	(9)	4.4
Income tax benefit	—	.2	.3	—
Net (loss) income from discontinued operations	(1)	3.9	\$ (.6)	\$ 4.4
Gain on sale of Esurance, net of tax	3.2	—	3.2	—
Loss from sale of discontinued operations	(.5)	—	(.5)	—
Net income from discontinued operations	\$ 2.6	\$ 3.9	\$ 2.1	\$ 4.4

Earnings Per Share

Basic earnings per share amounts are based on the weighted average number of common shares outstanding including unvested restricted shares that are considered participating securities. Diluted earnings per share amounts are based on the weighted average number of common shares including unvested restricted shares and the net effect of potentially dilutive common shares outstanding. The following table outlines the computation of earnings per share for discontinued operations for the three and six months ended June 30, 2014 and 2013:

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2014	2013	2014	2013
Basic and diluted earnings per share numerators (in millions):				
Net income attributable to White Mountains's common shareholders	\$ 2.6	\$ 3.9	\$ 2.1	\$ 4.4
Allocation of income for participating unvested restricted common shares ⁽¹⁾	—	—	—	—
Net income attributable to White Mountains's common shareholders, net of restricted common share amounts ⁽²⁾	\$ 2.6	\$ 3.9	\$ 2.1	\$ 4.4
Basic earnings per share denominators (in thousands):				
Total average common shares outstanding during the period	6,162.2	6,176.2	6,166.0	6,224.5
Average unvested restricted common shares ⁽³⁾	(81.3)	(95.4)	(75.9)	(87.2)
Basic earnings per share denominator	6,080.9	6,080.8	6,090.1	6,137.3
Diluted earnings per share denominator (in thousands):				
Total average common shares outstanding during the period	6,162.2	6,176.2	6,166.0	6,224.5
Average unvested restricted common shares ⁽³⁾	(81.3)	(95.4)	(75.9)	(87.2)
Average outstanding dilutive options to acquire common shares ⁽⁴⁾	—	—	—	—
Diluted earnings per share denominator	6,080.9	6,080.8	6,090.1	6,137.3
Basic and diluted earnings per share (in dollars):	\$.43	\$.64	\$.34	\$.71

⁽¹⁾ Restricted shares issued by White Mountains contain dividend participation features, and therefore, are considered participating securities.

⁽²⁾ Net earnings attributable to White Mountains's common shareholders, net of restricted share amounts, is equal to undistributed earnings for the three and six months ended June 30, 2014 and 2013.

⁽³⁾ Restricted common shares outstanding vest either in equal annual installments or upon a stated date (see **Note 13**).

⁽⁴⁾ The diluted earnings per share denominator for the three and six months ended June 30, 2014 and 2013 does not include the impact of 125,000 common shares issuable upon exercise of the non-qualified options outstanding as they are anti-dilutive to the calculation.

Note 16. Contingencies

Legal Contingencies

White Mountains, and the insurance and reinsurance industry in general, are routinely subject to claims related litigation and arbitration in the normal course of business, as well as litigation and arbitration that do not arise from, or are directly related to, claims activity. White Mountains's estimates of the costs of settling matters routinely encountered in claims activity are reflected in the reserves for unpaid loss and LAE. See **Note 3**.

White Mountains considers the requirements of ASC 450 when evaluating its exposure to non-claims related litigation and arbitration. ASC 450 requires that accruals be established for litigation and arbitration if it is probable that a loss has been incurred and it can be reasonably estimated. ASC 450 also requires that litigation and arbitration be disclosed if it is probable that a loss has been incurred or if there is a reasonable possibility that a loss may have been incurred.

Although the ultimate outcome of claims and non-claims related litigation and arbitration, and the amount or range of potential loss at any particular time, is often inherently uncertain, management does not believe that the ultimate outcome of such claims and non-claims related litigation and arbitration will have a material adverse effect on White Mountains's financial condition, results of operations or cash flows.

The following summarizes significant legal contingencies, ongoing non-claims related litigation or arbitration as of June 30, 2014:

Esurance

On October 7, 2011, the Company completed the sale of its Esurance and Answer Financial subsidiaries (the “Transferred Subsidiaries”) to The Allstate Corporation (“Allstate”) pursuant to a Stock Purchase Agreement dated as of May 17, 2011 (filed as an exhibit to the Company’s current report on Form 8-K on May 18, 2011, the “Agreement”). The Company has certain contingencies under the Agreement as follows: (i) subject to specified thresholds and limits, the Company generally indemnifies Allstate for breaches of its representations and warranties in the Agreement for a period of eighteen months (although longer for specified representations and warranties) from the closing, (ii) the Company indemnifies Allstate for breaches of certain covenants in the Agreement, including certain agreements by the Company not to solicit certain employees of the Transferred Subsidiaries for three years after the closing, and (iii) subject to specified thresholds and limits, the Company indemnifies Allstate for specified matters related to the pre-closing period, including (a) specified litigation matters, (b) losses of the Transferred Subsidiaries arising from extra-contractual claims and claims in excess of policy limits (“ECO/EPL losses”), (c) certain corporate reorganizations effected to remove entities from the Transferred Subsidiaries that were not being sold in the transaction, and (d) certain tax matters, including certain net operating losses being less than stated levels. In addition, the Company retains 90% of positive or negative development in the loss reserves of the Transferred Subsidiaries as of the closing date (net of ECO/EPL losses) through December 31, 2014.

Tribune Company

In June 2011, Deutsche Bank Trust Company Americas, Law Debenture Company of New York and Wilmington Trust Company (collectively referred to as “Plaintiffs”), in their capacity as trustees for certain senior notes issued by the Tribune Company (“Tribune”), filed lawsuits in various jurisdictions (the “Noteholder Actions”) against numerous defendants including OneBeacon, OneBeacon-sponsored benefit plans and other affiliates of White Mountains in their capacity as former shareholders of Tribune seeking recovery of the proceeds from the sale of common stock of Tribune in connection with Tribune's leveraged buyout in 2007 (the “LBO”). Tribune filed for bankruptcy in 2008 in the Delaware bankruptcy court (the “Bankruptcy Court”). The Bankruptcy Court granted Plaintiffs permission to commence these LBO-related actions, and in 2011, the Judicial Panel on Multidistrict Litigation granted a motion to consolidate the actions for pretrial matters and transferred all such proceedings to the United States District Court for the Southern District of New York. Plaintiffs seek recovery of the proceeds received by the former Tribune shareholders on a theory of constructive fraudulent transfer asserting that Tribune purchased or repurchased its common shares without receiving fair consideration at a time when it was, or as a result of the purchases of shares, was rendered, insolvent. OneBeacon has entered into a joint defense agreement with other affiliates of White Mountains that are defendants in the action. Certain subsidiaries of White Mountains received approximately \$39.0 million for Tribune common stock tendered in connection with the LBO.

The Court granted an omnibus motion to dismiss the Noteholder Actions in September 2013 and Plaintiffs have filed a notice of appeal.

In addition, OneBeacon, OneBeacon-sponsored benefit plans and other affiliates of White Mountains in their capacity as former shareholders of Tribune, along with thousands of former Tribune shareholders, have been named as defendants in an adversary proceeding brought by the Official Committee of Unsecured Creditors of the Tribune Company (the “Committee”), on behalf of the Tribune Company, which seeks to avoid the repurchase of shares by Tribune in the LBO on a theory of intentional fraudulent transfer (the “Committee Action”). Tribune emerged from bankruptcy in 2012, and a litigation trustee replaced the Committee as plaintiff in the Committee Action. This matter was consolidated for pretrial matters with the Noteholder Actions in the United States District Court for the Southern District of New York and was stayed pending the motion to dismiss in the Noteholder Action. An omnibus motion to dismiss the shareholder defendants in the Committee Action was filed in May 2014.

Note 17. Subsequent Events

durchblicker.at

In July 2014, White Mountains acquired approximately 45% of durchblicker.at, Austria's first independent price comparison portal for insurance, gas/electricity and finance services, for EUR 8.5 million (approximately \$11.6 million based upon the foreign exchange spot rate at the date of acquisition).

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.

The following discussion contains "forward-looking statements". White Mountains intends statements that are not historical in nature, which are hereby identified as forward-looking statements, to be covered by the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. White Mountains cannot promise that its expectations in such forward-looking statements will turn out to be correct. White Mountains's actual results could be materially different from and worse than its expectations. See "FORWARD-LOOKING STATEMENTS" for specific important factors that could cause actual results to differ materially from those contained in forward-looking statements.

The following discussion also includes three non-GAAP financial measures - adjusted comprehensive income (loss), adjusted book value per share and total adjusted capital - that have been reconciled to their most comparable GAAP financial measures (see page 78). White Mountains believes these measures to be more relevant than comparable GAAP measures in evaluating White Mountains's financial performance and condition.

RESULTS OF OPERATIONS FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2014 AND 2013

Overview

White Mountains ended the second quarter of 2014 with an adjusted book value per share of \$667, an increase of 1.7% for the quarter and 4.0% for the first six months of 2014, including dividends. White Mountains reported adjusted comprehensive income of \$68 million and \$156 million for the second quarter and first six months of 2014, compared to an adjusted comprehensive loss of \$8 million and adjusted comprehensive income of \$108 million for the second quarter and first six months of 2013.

OneBeacon's book value per share increased 2.3% for the second quarter and 6.6% for the first six months of 2014, including dividends. OneBeacon's GAAP combined ratio was 99% for the second quarter of 2014, compared to 94% for the second quarter of 2013, while the GAAP combined ratio was 94% for the first six months of 2014, compared to 91% for the first six months of 2013. The combined ratios for the second quarter and first six months of 2014 reflect higher loss ratios, driven by an elevated level of large loss activity, partially offset by lower expense ratios. Unfavorable loss reserve development, primarily related to the large loss activity, was 3 points and 1 point in the second quarter and first six months of 2014, compared to one point of favorable loss reserve development in both the second quarter and first six months of 2013.

Sirius Group's GAAP combined ratio was 81% for the second quarter of 2014, compared to 79% for the second quarter of 2013, while the GAAP combined ratio was 77% for the first six months of 2014 compared to 80% for the first six months of 2013. The combined ratios for the 2014 periods benefited from lower catastrophe losses compared to the 2013 periods, while the 2013 periods benefited from profit commissions earned on European property retrocessional treaties. The second quarter of 2014 included 6 points of catastrophe losses, compared to 16 points of catastrophe losses in the second quarter of 2013, while the first six months of 2014 included 3 points of catastrophe losses, compared to 9 points in the first six months of 2013. The combined ratios for the second quarter and the first six months of 2013 included 9 points and 5 points of profit commissions from European property retrocessional treaties.

White Mountains's total net written premiums increased 7% and 8% to \$487 million and \$1,138 million in the second quarter and first six months of 2014, primarily driven by growth at OneBeacon, offset somewhat by lower premiums at Sirius Group. OneBeacon's net written premiums increased 20% and 19% to \$296 million and \$607 million in the second quarter and first six months of 2014. Excluding the \$36 million and \$65 million increase in net premiums written for these new businesses, premiums increased 5% and 6% for the second quarter and first six months of 2014. Sirius Group's net written premiums decreased 9% and 3% to \$187 million and \$521 million in the second quarter and first six months of 2014.

White Mountains's GAAP pre-tax total return on invested assets was 1.5% and 2.6% for the second quarter and first six months of 2014, which included 0.1% of foreign currency losses for each period, compared to (0.8)% and 0.6% for the second quarter and first six months of 2013, which included 0.2% and 0.6% of foreign currency losses. White Mountains's short-duration fixed income portfolio returned 0.9% in U.S. dollars (1.0% in local currencies) in the second quarter of 2014 and 1.6% in U.S. dollars (1.7% in local currencies) for the first six months of 2014, lagging the longer duration Barclay's Intermediate Aggregate Bond Index of 1.6% and 2.8% for the comparable periods. White Mountains's value-oriented equity portfolio returned 3.7% and 6.0% for the second quarter and first six months of 2014, lagging the S&P 500 Index return of 5.2% and 7.1% for the comparable periods.

During the first quarter of 2014, White Mountains completed the acquisitions of three insurance marketing/technology service businesses: (i) QuoteLab, a marketing and technology company focused on the insurance industry, (ii) Wobi, an Israeli online personal lines price comparison business, and (iii) SSRM, the attorney-in-fact for Star & Shield Insurance Exchange, a Florida-domiciled reciprocal insurance exchange providing private passenger auto insurance to members of the public safety community and their families. Additionally, in June 2014, White Mountains committed \$21 million to fund a 50/50 joint venture with DavidShield for the development, marketing and distribution of PassportCard travel insurance, and in July 2014, White Mountains acquired approximately 45% of durchblicker.at, Austria's first independent price comparison portal for insurance, gas/electricity and finance services, for EUR 9 million (approximately \$12 million based upon the foreign exchange spot rate at the date of acquisition). The transaction with DavidShield is expected to close in the fourth quarter of 2014, subject to regulatory approvals. See "Other Operations" on page 59.

Adjusted Book Value Per Share

The following table presents White Mountains's adjusted book value per share and reconciles this non-GAAP measure to the most comparable GAAP measure. (See **NON-GAAP FINANCIAL MEASURES** on page 77).

	June 30, 2014	March 31, 2014	December 31, 2013	June 30, 2013
Book value per share numerators (in millions):				
White Mountains's common shareholders' equity	\$ 4,105.5	\$ 4,014.5	\$ 3,905.5	\$ 3,689.2
Equity in net unrealized losses (gains) from Symetra's fixed maturity portfolio, net of applicable taxes	(29.0)	3.9	40.4	16.3
Adjusted book value per share numerator ⁽¹⁾	\$ 4,076.5	\$ 4,018.4	\$ 3,945.9	\$ 3,705.5
Book value per share denominators (in thousands of shares):				
Common shares outstanding	6,150.5	6,174.4	6,176.7	6,176.5
Unearned restricted shares	(38.1)	(45.7)	(33.0)	(49.2)
Adjusted book value per share denominator ⁽¹⁾	6,112.4	6,128.7	6,143.7	6,127.3
Book value per share ⁽²⁾	\$ 667.51	\$ 650.18	\$ 632.30	\$ 597.29
Adjusted book value per share ⁽²⁾	\$ 666.92	\$ 655.67	\$ 642.27	\$ 604.75

⁽¹⁾ Excludes out of-the-money stock options.

⁽²⁾ During the first quarter and first six months of both 2014 and 2013, White Mountains declared and paid a dividend of \$1.00 per common share

Review of Consolidated Results

White Mountains's consolidated financial results for the three and six months ended June 30, 2014 and 2013 follow:

Millions	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2014	2013	2014	2013
Gross written premiums	\$ 572.1	\$ 526.5	\$ 1,373.2	\$ 1,261.0
Net written premiums	\$ 487.4	\$ 455.4	\$ 1,138.0	\$ 1,056.6
Revenues				
Earned insurance and reinsurance premiums	\$ 503.4	\$ 497.5	\$ 997.0	\$ 992.9
Net investment income	29.1	28.7	53.4	57.2
Net realized and unrealized investment gains (losses)	113.9	(37.3)	177.7	37.9
Other revenue — foreign currency translation losses	(16.3)	(16.7)	(20.2)	(13.4)
Other revenue — Symetra warrants	—	14.5	—	10.8
Other revenue — other	22.7	2.6	23.2	31.3
Total revenues	652.8	489.3	1,231.1	1,116.7
Expenses				
Losses and LAE	282.7	274.6	512.0	518.9
Insurance and reinsurance acquisition expenses	98.9	76.1	194.0	174.3
Other underwriting expenses	81.9	84.5	163.3	163.6
General and administrative expenses	70.1	40.1	120.2	82.7
Accretion of fair value adjustment to loss and LAE reserves	.2	.1	.4	1.3
Interest expense	10.0	10.3	20.1	20.5
Total expenses	543.8	485.7	1,010.0	961.3
Pre-tax income from continuing operations	109.0	3.6	221.1	155.4
Income tax (expense) benefit	(23.9)	.6	(54.2)	(41.0)
Net income from continuing operations	85.1	4.2	166.9	114.4
Net income from discontinued operations, net of tax	2.6	3.9	2.1	4.4
Equity in earnings of unconsolidated affiliates, net of tax	12.5	7.1	26.3	16.3
Net income	100.2	15.2	195.3	135.1
Net (income) loss attributable to non-controlling interests	(4.6)	11.1	(4.1)	11.6
Net income attributable to White Mountains's common shareholders	95.6	26.3	191.2	146.7
Other comprehensive income (loss), net of tax	5.0	(100.6)	33.7	(112.3)
Comprehensive income (loss) attributable to White Mountains's common shareholders	100.6	(74.3)	224.9	34.4
Change in net unrealized gains and losses from Symetra's fixed maturity portfolio, net of tax	(32.9)	66.0	(69.4)	74.0
Adjusted comprehensive income (loss)	\$ 67.7	\$ (8.3)	\$ 155.5	\$ 108.4

Consolidated Results - Three Months Ended June 30, 2014 versus Three Months Ended June 30, 2013

White Mountains's total revenues increased 33% to \$653 million in the second quarter of 2014, which was driven by net unrealized gains from the investment portfolio. Earned insurance and reinsurance premiums and net investment income were relatively flat. Net realized and unrealized investment gains of \$114 million in the second quarter of 2014, which included \$35 million of net realized and unrealized foreign currency gains on investments, compared to \$37 million of net realized and unrealized investment losses in the second quarter of 2013, which included \$36 million of net realized and unrealized foreign currency gains. Net realized and unrealized foreign currency gains (losses) on investments are related to GAAP foreign currency translation and are mostly offset in comprehensive net income and adjusted book value per share by (losses) gains recognized in other comprehensive income (see "Foreign Currency Translation" on page 63). Other revenue increased to \$6 million in the second quarter of 2014 from \$1 million in the second quarter of 2013. The second quarter of 2014 included \$16 million in foreign currency translation losses compared to \$17 million in the second quarter of 2013. Other revenue in the second quarter of 2014 also included \$20 million from QuoteLab, which was acquired by White Mountains during the first quarter of 2014, while other revenue in the second quarter of 2013 included \$15 million of mark-to-market gains on the Symetra warrants prior to their exercise in the June 2013.

White Mountains's total expenses increased 12% to \$544 million in the second quarter of 2014. Losses and LAE increased 3% in the second quarter of 2014, primarily driven by an elevated level of large loss activity at OneBeacon. Insurance and reinsurance acquisition expenses increased 30%, as the second quarter of 2013 included the benefit from \$19 million of profit commissions accrued at Sirius Group on ceded European property business, compared to \$1 million in the second quarter of 2014. This increase was partially offset by a 6% decrease in insurance acquisition expenses at OneBeacon, primarily due to changes in business mix driven by the exit from the collector car and boat business. General and administrative expenses in the second quarter of 2014 included \$18 million from QuoteLab, which was acquired by White Mountains during the first quarter of 2014.

White Mountains's income tax expense for the second quarter of 2014 and 2013 represented effective tax rates of 21.9% and (16.7)%. The effective tax rate for the second quarter of 2014 was lower than the U.S. statutory rate of 35% due primarily to income generated in jurisdictions with lower tax rates than the United States. The effective tax rate for the second quarter of 2013 was negative due to tax benefits on losses generated in the United States that exceeded tax expense on income generated in other jurisdictions and non-taxable gains in certain countries.

Consolidated Results - Six Months Ended June 30, 2014 versus Six Months Ended June 30, 2013

White Mountains's total revenues increased 10% to \$1,231 million in the first six months of 2014, which was driven by net unrealized gains from the investment portfolio. Earned insurance and reinsurance premiums were relatively flat. Net investment income was down 7% to \$53 million, primarily due to lower investment yields. White Mountains reported net realized and unrealized investment gains of \$178 million in the first six months of 2014, which included \$44 million of net realized and unrealized foreign currency gains on investments, compared to \$38 million of net realized and unrealized investment gains in the first six months of 2013, which included \$26 million of net realized and unrealized foreign currency gains. Net realized and unrealized foreign currency gains (losses) on investments are related to GAAP foreign currency translation and are mostly offset in comprehensive net income and adjusted book value per share by (losses) gains recognized in other comprehensive income (see "**Foreign Currency Translation**" on page 63). Other revenue decreased to \$3 million in the first six months of 2014 from \$29 million in the first six months of 2013. The first six months of 2014 included \$20 million in foreign currency translation losses compared to \$13 million of foreign currency losses in the first six months of 2013. Other revenue in the first six months of 2014 included \$20 million from QuoteLab. Other revenue in the first six months of 2013 included a \$23 million gain on OneBeacon's sale of Essentia and a \$7 million gain on WM Solutions's acquisition of Ashmere. In addition, the first six months of 2013 included \$11 million of mark-to-market gains on the Symetra warrants, which were exercised in the June 2013.

White Mountains's total expenses increased 5% to \$1,010 million in the first six months of 2014. Losses and LAE decreased 1% in the first six months of 2014, primarily from lower catastrophe losses at Sirius Group, partially offset by an elevated level of large loss activity at OneBeacon. Insurance and reinsurance acquisition expenses increased 11%, as the first six months of 2013 included the benefit from \$19 million of profit commissions accrued at Sirius Group on ceded European property business, compared to \$2 million in the first six months of 2014. This increase was partially offset by a 10% decrease in insurance acquisition expenses at OneBeacon, primarily due to changes in business mix driven by the exit from the collector car and boat business. General and administrative expenses in the first six months of 2014 included \$18 million from QuoteLab. General and administrative expenses in the first six months of 2013 included a \$7 million reduction in general and administrative expenses related to an adjustment to the fair value of variable annuity death benefit expenses at WM Life Re, which was mostly offset in other revenues by a component of the change in the fair value of WM Life Re's derivative assets and liabilities (See **Note 8 — "Derivatives"** for a summary of WM Life Re's results).

White Mountains's income tax expense for the first six months of 2014 and 2013 represented effective tax rates of 24.5% and 26.4%. The effective tax rate for the first six months of 2014 and 2013 was lower than the U.S. statutory rate of 35% due primarily to income generated in jurisdictions with lower tax rates than the United States.

I. Summary of Operations By Segment

White Mountains conducts its operations through four segments: (1) OneBeacon, (2) Sirius Group, (3) HG Global/BAM and (4) Other Operations. While investment results are included in these segments, because White Mountains manages the majority of its investments through its wholly-owned subsidiary, WM Advisors, a discussion of White Mountains's consolidated investment operations is included after the discussion of operations by segment. White Mountains's segment information is presented in **Note 11 — "Segment Information"** to the Consolidated Financial Statements.

Financial results and GAAP combined ratios for OneBeacon for the three and six months ended June 30, 2014 and 2013 follow:

Millions	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2014	2013	2014	2013
Gross written premiums	\$ 331.5	\$ 264.2	\$ 663.4	\$ 545.1
Net written premiums	\$ 295.9	\$ 246.9	\$ 607.0	\$ 512.0
Earned insurance and reinsurance premiums	\$ 290.9	\$ 280.8	\$ 567.4	\$ 567.3
Net investment income	11.7	11.4	21.7	20.8
Net realized and unrealized investment gains (losses)	21.9	(25.5)	40.8	2.9
Other revenue	1.0	.6	2.0	24.6
Total revenues	325.5	267.3	631.9	615.6
Losses and LAE	186.1	157.0	335.5	305.9
Insurance and reinsurance acquisition expenses	49.6	52.5	96.3	107.3
Other underwriting expenses	51.7	54.6	101.1	103.9
General and administrative expenses	3.6	2.9	6.9	6.9
Interest expense	3.3	3.3	6.5	6.5
Total expenses	294.3	270.3	546.3	530.5
Pre-tax income	\$ 31.2	\$ (3.0)	\$ 85.6	\$ 85.1
GAAP ratios:				
Losses and LAE	64%	56%	59%	54%
Expense	35%	38%	35%	37%
Combined	99%	94%	94%	91%

The following table presents OneBeacon's book value per share:

(Millions, except per share amounts)	June 30, 2014	March 31, 2014	December 31, 2013	June 30, 2013
OneBeacon book value per share:				
OneBeacon's common shareholders' equity	\$ 1,136.0	\$ 1,130.3	\$ 1,104.3	\$ 1,042.1
OneBeacon common shares outstanding	95.3	95.3	95.4	95.4
OneBeacon book value per common share ⁽¹⁾	\$ 11.92	\$ 11.86	\$ 11.58	\$ 10.92

⁽¹⁾ OneBeacon declared and paid a regular quarterly dividend of \$0.21 per common share in each of the first two quarters of 2014 and in each quarter during 2013.

OneBeacon ended the second quarter of 2014 with a book value per share of \$11.92, an increase of 2.3% for the quarter and 6.6% for the first six months of 2014, including dividends. The increase in the second quarter of 2014 was primarily driven by good absolute investment portfolio returns in a strong quarter for the fixed income and equity markets. The increase in the first six months of 2014 also included a \$5 million tax benefit reported in the first quarter of 2014 relating to the settlement of the IRS examination for tax years 2005 and 2006.

OneBeacon Results—Three Months Ended June 30, 2014 versus Three Months Ended June 30, 2013

OneBeacon's GAAP combined ratio increased to 99% for the second quarter of 2014 compared to 94% for the second quarter of 2013. The increase in the combined ratio was primarily driven by a large loss (3 points) in the Specialty Property line and a 3 point unfavorable change in prior year loss reserve development, partially offset by a 3 point improvement in the expense ratio, driven by lower non-claims litigation expense. The second quarter of 2014 included 3 points (\$8 million) of net unfavorable loss reserve development, driven by a few large losses in OneBeacon Professional Insurance, partially offset by favorable loss reserve development in OneBeacon Specialty Property. This compared to net favorable loss reserve development of less than one point (\$1 million) for the second quarter of 2013.

OneBeacon's net written premiums increased 20% in the second quarter of 2014 to \$296 million, primarily from increases from its newer businesses, particularly OneBeacon Crop Insurance, OneBeacon Program Group and OneBeacon Surety Group. Excluding the \$36 million increase in net premiums written by these new businesses, premiums increased 5% for the second quarter of 2014.

Reinsurance protection. OneBeacon purchases reinsurance in order to minimize loss from large risks or catastrophic events. OneBeacon also purchases individual property reinsurance coverage for certain risks to reduce large loss volatility through property-per-risk excess of loss reinsurance programs and individual risk facultative reinsurance. OneBeacon also maintains excess of loss casualty reinsurance programs that provide protection for individual risk or catastrophe losses involving workers compensation, general liability, automobile liability, professional liability or umbrella liability. The availability and cost of reinsurance protection is subject to market conditions, which are outside of management's control. Limiting risk of loss through reinsurance arrangements serves to mitigate the impact of large losses; however, the cost of this protection in an individual period may exceed the benefit.

OneBeacon's net combined ratio was higher than the gross combined ratio by 4 points for both the second quarter of 2014 and 2013. In both periods, the net combined ratio was higher than the gross combined ratio as a result of the cost of the reinsurance programs more than offsetting the benefits from ceded losses.

OneBeacon Results—Six Months Ended June 30, 2014 versus Six Months Ended June 30, 2013

OneBeacon's GAAP combined ratio increased to 94% for the first six months of 2014 compared to 91% for the first six months of 2013. The increase was primarily driven by a large loss (2 points) in the Specialty Property line and a 2 point unfavorable change in prior year loss reserve development, partially offset by a 2 point improvement in the expense ratio driven by lower non-claims litigation expense. The loss ratio for the first six months of 2014 included 1 point (\$7 million) of net unfavorable loss reserve development, primarily related to large loss activity in OneBeacon Professional Insurance, OneBeacon Entertainment, OneBeacon Government Risks and OneBeacon Accident Group, partially offset by favorable loss reserve development in OneBeacon Specialty Property and International Marine Underwriters ("IMU"). This compared to net favorable loss reserve development of 1 point (\$4 million) for the first six months of 2013, primarily related to the healthcare business within Professional Insurance, the ocean marine business within IMU, and OneBeacon Government Risks, offset in part by unfavorable loss reserve development for Collector Cars and Boats.

OneBeacon's net written premiums increased 19% in the first six months of 2014 to \$607 million, primarily from increases from its newer businesses, particularly OneBeacon Crop Insurance, OneBeacon Program Group and OneBeacon Surety Group. Excluding the \$65 million increase in net premiums written by these new businesses, premiums increased 6% for the first six months of 2014.

Reinsurance protection. OneBeacon's net combined ratio was higher than the gross combined ratio by 4 points for the first six months of 2014 and 2 points for the first six months of 2013. In both periods, the net combined ratio was higher than the gross combined ratio as a result of the cost of the reinsurance programs more than offsetting the benefits from ceded losses.

Runoff Transaction

In October 2012, OneBeacon entered into a definitive agreement with Trebuchet US Holdings, Inc., a wholly-owned subsidiary of Armour Group Holdings Limited (together with Trebuchet, "Armour"), to sell its Runoff Business. The Pennsylvania Insurance Department is currently conducting its regulatory review of the Runoff Transaction, which included a public hearing on July 23, 2014. During the second quarter of 2014, OneBeacon amended the Runoff SPA, primarily to increase the cap on seller financing by \$7 million to \$81 million, as well as to extend the termination date to December 31, 2014. Consistent with the proposed closing balance sheet, pro forma as of June 30, 2014, OneBeacon expects to provide seller financing at closing in the form of surplus notes with an estimated par value of \$81 million. OneBeacon expects the Runoff Transaction to close in the second half of 2014. See **Note 15 — "Discontinued Operations"** for more details regarding the Runoff Transaction.

Financial results and GAAP combined ratios for Sirius Group for the three and six months ended June 30, 2014 and 2013 follow:

(\$ in millions)	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2014	2013	2014	2013
Gross written premiums	\$ 238.6	\$ 259.0	\$ 691.3	\$ 710.6
Net written premiums	\$ 187.2	\$ 205.2	\$ 520.5	\$ 539.3
Earned insurance and reinsurance premiums	\$ 209.6	\$ 216.6	\$ 425.1	\$ 425.5
Net investment income	11.8	11.4	20.5	24.5
Net realized and unrealized investment gains	58.4	6.7	86.5	19.8
Other revenue—foreign currency translation losses	(16.3)	(16.7)	(20.2)	(13.4)
Other revenue	(2.9)	.7	(4.3)	7.9
Total revenues	260.6	218.7	507.6	464.3
Losses and LAE	91.4	117.6	170.2	213.0
Insurance and reinsurance acquisition expenses	48.8	23.2	96.2	66.5
Other underwriting expenses	30.2	29.8	62.0	59.5
General and administrative expenses	6.7	5.9	14.9	14.2
Accretion of fair value adjustment to loss and LAE reserves	.2	.1	.4	1.3
Interest expense	6.6	6.5	13.2	13.1
Total expenses	183.9	183.1	356.9	367.6
Pre-tax income	\$ 76.7	\$ 35.6	\$ 150.7	\$ 96.7
GAAP ratios:				
Losses and LAE	44%	54%	40%	50%
Expense	37%	25%	37%	30%
Combined	81%	79%	77%	80%

Sirius Group Results—Three Months Ended June 30, 2014 versus Three Months Ended June 30, 2013

Sirius Group's GAAP combined ratio was 81% for the second quarter of 2014 compared to 79% for second quarter of 2013. The second quarter of 2014 benefited from lower catastrophe losses compared to the prior year period, while the second quarter of 2013 benefited from higher profit commissions on ceded business and higher favorable loss reserve development. The second quarter of 2014 included 6 points (\$12 million) of catastrophe losses, primarily due to \$10 million of storm and flood losses in Europe, compared to 16 points (\$35 million) of catastrophe losses in the second quarter of 2013, primarily due to \$28 million of flood losses in Europe and \$5 million of tornado losses from the Midwestern United States. The profit commissions, which were the result of higher profitability of ceded business covering European property catastrophe excess exposures in primarily the 2012 and 2013 underwriting years, reduced the second quarter 2013 combined ratio by 9 points (\$19 million), compared to a 1 point (\$1 million) reduction in the second quarter of 2014. Favorable loss reserve development was 3 points (\$6 million) in the second quarter of 2014, primarily due to decreases in property loss reserves, including reductions for prior period catastrophe losses. Favorable loss reserve development was 7 points (\$14 million) in the second quarter of 2013, primarily due to reductions in loss reserves for the Japan earthquake and hurricane Sandy.

Sirius Group's gross written premiums decreased 8% to \$239 million, while net written premiums decreased 9% to \$187 million for the second quarter of 2014 compared to the second quarter of 2013. Decreases in the property catastrophe excess line were partially offset by increases in the accident and health line. Net earned premiums decreased 3% for the second quarter of 2014 to \$210 million due to lower property premiums. The effects of foreign currency translation on premiums were not material in the second quarter of 2014.

In the second quarter of 2014, Sirius Group's other revenue was a loss of \$3 million, which was primarily due to a \$2 million mark-to-market loss on the interest rate cap associated with the SIG Preference Shares. Additionally, Sirius Group recorded \$16 million of foreign currency translation losses in the second quarter of 2014 compared to \$17 million of foreign currency translation losses in the second quarter of 2013 (See "Foreign Currency Translation" on page 63).

Sirius Group's insurance and reinsurance acquisition expenses increased \$26 million in the second quarter of 2014, as the second quarter of 2013 included the benefit from \$19 million of profit commissions accrued by Sirius Group on ceded European property treaties, compared to \$1 million in the second quarter of 2014.

Reinsurance protection. Sirius Group's reinsurance protection primarily consists of pro-rata and excess of loss protections to cover aviation, trade credit, and certain accident and health and property exposures. Sirius Group's proportional reinsurance programs provide protection for part of the non-proportional treaty accounts written in Europe, the Americas, Asia, the Middle East and Australia. This reinsurance is designed to increase underwriting capacity where appropriate, and to reduce exposure both to large catastrophe losses and to a frequency of smaller loss events. Attachment points and coverage limits vary by region around the world.

Sirius Group's net combined ratio was 3 points lower than the gross combined ratio for the second quarter of 2014 and was 5 points lower than the gross combined ratio for the second quarter of 2013. For the second quarter of 2014, the net combined ratio was lower than the gross combined ratio because ceded loss recoveries in the aviation and accident and health lines more than offset the cost of such cessions. For the second quarter of 2013, the lower net combined ratio was primarily due to the ceded profit commissions.

Sirius Group Results—Six Months Ended June 30, 2014 versus Six Months Ended June 30, 2013

Sirius Group's GAAP combined ratio was 77% for the first six months of 2014 compared to 80% for first six months of 2013. The first six months of 2014 benefited from lower catastrophe losses and higher favorable loss reserve development compared to the first six months of 2013, while the first six months of 2013 benefited from higher profit commissions due to Sirius Group on European property retrocessional treaties. The combined ratio for the first six months of 2014 included 3 points (\$14 million) of catastrophe losses, primarily due to \$10 million of storm and flood losses in Europe, compared to 9 points (\$37 million) of catastrophe losses in the first six months of 2013, mainly due to \$28 million of flood losses in Europe and \$5 million of tornado losses from the Midwestern United States. Favorable loss reserve development was 4 points (\$16 million) in the first six months of 2014 primarily due to decreases in property loss reserves, including reductions for prior period catastrophe losses. Favorable loss reserve development was 2 points (\$10 million) in the first six months of 2013 primarily due to reductions in property loss reserves, including reductions in loss reserves for the Japan earthquake and hurricane Sandy.

Sirius Group's gross written premiums decreased 3% to \$691 million, while net written premiums decreased 3% to \$521 million for the first six months of 2014 compared to the first six months of 2013. Decreases in the property catastrophe excess line were partially offset by increases in the accident and health line. Net earned premiums were flat as compared to the prior period. The effects of foreign currency translation on premiums were not material in the first six months of 2014.

In the first six months of 2014, Sirius Group's other revenue was a loss of \$4 million, which was primarily due to a \$5 million mark-to-market loss on the interest rate cap associated with the SIG Preference Shares, somewhat offset by a \$1 million gain on the sale of Citation as a "shell company." In the first six months of 2013, Sirius Group's other revenues included a gain of \$7 million from WM Solutions's acquisition of Ashmere. Additionally, Sirius Group recorded \$20 million of foreign currency translation losses in the first six months of 2014 compared to \$13 million of foreign currency translation losses in the first six months of 2013 (See "**Foreign Currency Translation**" on page 63).

Sirius Group's insurance and reinsurance acquisition expenses increased \$30 million in the first six months of 2014, as the first six months of 2013 included the benefit from \$19 million of profit commissions accrued by Sirius Group on ceded European property treaties, compared to \$2 million in the first six months of 2014. In addition, in the first six months of 2014, additional profit commissions of \$5 million were due from Sirius Group for prior accident year treaties as a result of favorable loss reserve development on prior accident years. Sirius Group's other underwriting expenses increased \$3 million in the first six months of 2014, primarily due to increased incentive compensation expenses.

Reinsurance protection. Sirius Group's net combined ratio was 1 point lower than the gross combined ratio for the first six months of 2014 and was 1 point higher than the gross combined ratio for the first six months of 2013. For the first six months of 2014, the net combined ratio was lower than the gross combined ratio because ceded loss recoveries in the accident and health line more than offset the cost of such cessions. For the first six months of 2013, the higher net combined ratio was primarily due to the cost of property retrocessions with limited ceded property loss recoveries, partially offset by the increases in ceded profit commissions.

HG Global/BAM

The following table presents the components of pre-tax income included in White Mountains's HG Global/BAM segment related to the consolidation of HG Global, which includes HG Re and its other wholly-owned subsidiaries, and BAM for the three and six months ended June 30, 2014 and 2013:

Millions	Three Months Ended June 30, 2014			
	HG Global	BAM	Eliminations	Total
Gross written premiums	\$ —	\$ 2.4	\$ —	\$ 2.4
Assumed (ceded) written premiums	1.9	(1.9)	—	—
Net written premiums	\$ 1.9	\$.5	\$ —	\$ 2.4
Earned insurance and reinsurance premiums	\$.3	\$.1	\$ —	\$.4
Net investment income	.3	1.4	—	1.7
Net investment income - BAM Surplus Notes	4.0	—	(4.0)	—
Net realized and unrealized investment gains	.9	3.8	—	4.7
Other revenue	—	.1	—	.1
Total revenues	5.5	5.4	(4.0)	6.9
Insurance and reinsurance acquisition expenses	.1	.5	—	.6
Other underwriting expenses	—	.1	—	.1
General and administrative expenses	.4	8.8	—	9.2
Interest expense—BAM surplus notes	—	4.0	(4.0)	—
Total expenses	.5	13.4	(4.0)	9.9
Pre-tax income (loss)	\$ 5.0	\$ (8.0)	\$ —	\$ (3.0)

Millions	Three Months Ended June 30, 2013			
	HG Global	BAM	Eliminations	Total
Gross written premiums	\$ —	\$ 3.3	\$ —	\$ 3.3
Assumed (ceded) written premiums	2.6	(2.6)	—	—
Net written premiums	2.6	\$.7	\$ —	\$ 3.3
Earned insurance and reinsurance premiums	\$.1	\$ —	\$ —	\$.1
Net investment income	.2	1.1	—	1.3
Net investment income—BAM Surplus Notes	10.0	—	(10.0)	—
Net realized and unrealized investment losses	(2.0)	(9.4)	—	(11.4)
Other revenue	—	—	—	—
Total revenues	8.3	(8.3)	(10.0)	(10.0)
Insurance and reinsurance acquisition expenses	—	.4	—	.4
Other underwriting expenses	—	.1	—	.1
General and administrative expenses	.5	7.9	—	8.4
Interest expense—BAM surplus notes	—	10.0	(10.0)	—
Total expenses	.5	18.4	(10.0)	8.9
Pre-tax income (loss)	\$ 7.8	\$ (26.7)	\$ —	\$ (18.9)

Millions	Six Months Ended June 30, 2014			
	HG Global	BAM	Eliminations	Total
Gross written premiums	\$ —	\$ 7.2	\$ —	\$ 7.2
Assumed (ceded) written premiums	5.6	(5.6)	—	—
Net written premiums	\$ 5.6	\$ 1.6	\$ —	\$ 7.2
Earned insurance and reinsurance premiums	\$.5	\$.2	\$ —	\$.7
Net investment income	.6	2.8	—	3.4
Net investment income - BAM Surplus Notes	7.9	—	(7.9)	—
Net realized and unrealized investment gains	1.6	6.8	—	8.4
Other revenue	—	.3	—	.3
Total revenues	10.6	10.1	(7.9)	12.8
Insurance and reinsurance acquisition expenses	.2	.9	—	1.1
Other underwriting expenses	—	.2	—	.2
General and administrative expenses	.8	17.7	—	18.5
Interest expense—BAM surplus notes	—	7.9	(7.9)	—
Total expenses	1.0	26.7	(7.9)	19.8
Pre-tax income (loss)	\$ 9.6	\$ (16.6)	\$ —	\$ (7.0)

Millions	Six Months Ended June 30, 2013			
	HG Global	BAM	Eliminations	Total
Gross written premiums	\$ —	\$ 5.3	\$ —	\$ 5.3
Assumed (ceded) written premiums	4.1	(4.1)	—	—
Net written premiums	\$ 4.1	\$ 1.2	\$ —	\$ 5.3
Earned insurance and reinsurance premiums	\$.1	\$ —	\$ —	\$.1
Net investment income	.5	2.2	—	2.7
Net investment income—BAM Surplus Notes	20.1	—	(20.1)	—
Net realized and unrealized investment losses	(2.2)	(10.5)	—	(12.7)
Other revenue	—	.1	—	.1
Total revenues	18.5	(8.2)	(20.1)	(9.8)
Insurance and reinsurance acquisition expenses	—	.5	—	.5
Other underwriting expenses	—	.2	—	.2
General and administrative expenses	.8	16.1	—	16.9
Interest expense—BAM surplus notes	—	20.1	(20.1)	—
Total expenses	.8	36.9	(20.1)	17.6
Pre-tax income (loss)	\$ 17.7	\$ (45.1)	\$ —	\$ (27.4)

HG Global/BAM Results—Three Months Ended June 30, 2014 versus Three Months Ended June 30, 2013

In the second quarter of 2014, BAM guaranteed \$2.2 billion of municipal bonds, \$2.1 billion of which were in the primary market, up more than 70% from the second quarter of 2013. As of June 30, 2014, BAM's total claims paying resources were approximately \$582 million on total insured par (including policies priced but not yet closed) of \$8.4 billion.

HG Global reported pre-tax income of \$5 million in the second quarter of 2014, which was driven by \$4 million of interest income on the BAM Surplus Notes, compared to \$8 million in the second quarter of 2013, which was driven by \$10 million of interest income on the BAM Surplus Notes. The decrease in interest income on the BAM Surplus Notes was due to the change in interest rate discussed below.

White Mountains reported \$8 million of pre-tax losses on BAM in the second quarter of 2014, driven by \$4 million of interest expense on the BAM Surplus Notes and \$9 million of operating expenses, partially offset by \$4 million of net realized and unrealized investment gains, compared to \$27 million in pre-tax losses in the second quarter of 2013, driven by \$10 million of interest expense on the BAM Surplus Notes, \$8 million of operating expenses and \$9 million of net realized and unrealized investment losses. (See **LIQUIDITY AND CAPITAL RESOURCES, HG Global/BAM**, on page 69). BAM's affairs are managed on a statutory accounting basis, and it does not report stand-alone GAAP financial results. BAM's statutory net loss was \$8 million in the second quarter of 2014 and \$7 million in the second quarter of 2013. As a mutual insurance company that is owned by its members, BAM's results do not affect White Mountains's adjusted book value per share. However, White Mountains is required to consolidate BAM's results in its GAAP financial statements and its results are attributed to non-controlling interests.

Effective January 1, 2014, HG Global and BAM agreed to change the interest rate on the BAM surplus notes for the five years ending December 31, 2018 from a fixed rate of 8% to a variable rate equal to the one-year U.S. treasury rate plus 300 basis points, set annually, which is 3.13% for 2014. Prior to the end of 2018, BAM has the option to extend the variable rate period for an additional three years. At the end of the variable rate period, the interest rate will be fixed at the higher of the then current variable rate or 8%.

HG Global/BAM Results—Six Months Ended June 30, 2014 versus Six Months Ended June 30, 2013

In the first six months of 2014, BAM guaranteed \$3.7 billion of municipal bonds, \$3.4 billion of which were in the primary market, up more than 66% from the first six months of 2013.

HG Global reported pre-tax income of \$10 million in the first six months of 2014, which was driven by \$8 million of interest income on the BAM Surplus Notes, compared to \$18 million in the first six months 2013, which was driven by \$20 million of interest income on the BAM Surplus Notes. The decrease in interest income on the BAM Surplus Notes was due to the change in interest rate discussed above.

White Mountains reported \$17 million of pre-tax losses on BAM in the first six months of 2014, driven by \$8 million of interest expense on the BAM Surplus Notes and \$18 million of operating expenses, partially offset by \$7 million of net realized and unrealized investment gains, compared to \$45 million in pre-tax losses in the first six months of 2013, driven by \$20 million of interest expense on the BAM Surplus Notes, \$16 million of operating expenses and \$11 million of net realized and unrealized investment losses. (See **LIQUIDITY AND CAPITAL RESOURCES, HG Global/BAM**, on page 69). BAM's affairs are managed on a statutory accounting basis, and it does not report stand-alone GAAP financial results. BAM's statutory net loss was \$16 million in the first six months of 2014 and \$15 million in the first six months of 2013.

The following table presents amounts from HG Global, which includes HG Re and its other wholly-owned subsidiaries, and BAM that are contained within White Mountains's consolidated balance sheet as of June 30, 2014:

Millions	As of June 30, 2014			
	HG Global	BAM	Eliminations	Total
Assets				
Fixed maturity investments	\$ 108.8	\$ 435.1	\$ —	\$ 543.9
Short-term investments	6.8	32.2	—	39.0
Total investments	115.6	467.3	—	582.9
Cash	.3	6.4	—	6.7
BAM Surplus Notes	503.0	—	(503.0)	—
Accrued interest receivable on BAM Surplus Notes	66.5	—	(66.5)	—
Other assets	4.6	12.3	(.3)	16.6
Total assets	<u>\$ 690.0</u>	<u>\$ 486.0</u>	<u>\$ (569.8)</u>	<u>\$ 606.2</u>
Liabilities				
BAM Surplus Notes ⁽¹⁾	\$ —	\$ 503.0	\$ (503.0)	\$ —
Accrued interest payable on BAM Surplus Notes ⁽²⁾	—	66.5	(66.5)	—
Preferred dividends payable to White Mountains's subsidiaries ⁽³⁾	73.4	—	—	73.4
Preferred dividends payable to non-controlling interests	2.0	—	—	2.0
Other liabilities	19.1	23.7	(.3)	42.5
Total liabilities	94.5	593.2	(569.8)	117.9
Equity				
White Mountains's common shareholders' equity	577.3	—	—	577.3
Non-controlling interests	18.2	(107.2)	—	(89.0)
Total equity	<u>595.5</u>	<u>(107.2)</u>	<u>—</u>	<u>488.3</u>
Total liabilities and equity	<u>\$ 690.0</u>	<u>\$ 486.0</u>	<u>\$ (569.8)</u>	<u>\$ 606.2</u>

⁽¹⁾ Under GAAP, the BAM Surplus Notes are classified as debt by the issuer. Under U.S. Statutory accounting, they are classified as Surplus.

⁽²⁾ Under GAAP, interest accrues daily on the BAM Surplus Notes. Under U.S. Statutory accounting, interest is not accrued on the BAM Surplus Notes until it has been approved for payment by insurance regulators.

⁽³⁾ Dividends on HG Global preferred shares payable to White Mountains's subsidiaries are eliminated in White Mountains's consolidated financial statements.

The following table presents the gross par value of policies priced and closed by BAM for the three and six months ended June 30, 2014 and 2013:

Millions	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2014	2013	2014	2013
Gross par value of primary market policies priced	\$ 2,113.3	\$ 1,262.4	\$ 3,448.5	\$ 2,128.9
Gross par value of secondary market policies priced	77.5	25.0	255.3	93.0
Total gross par value of market policies priced	2,190.8	1,287.4	3,703.8	2,221.9
Less: Gross par value of policies priced yet to close	(691.2)	(124.4)	(691.2)	(124.4)
Gross par value of policies closed that were previously priced	281.5	264.7	97.5	3.0
Total gross par value of market policies closed	\$ 1,781.1	\$ 1,427.7	\$ 3,110.1	\$ 2,100.5

The following table presents BAM's total claims paying resources as of June 30, 2014:

Millions	As of June 30, 2014
Policyholders' surplus	\$ 459.9
Contingency reserve	2.5
Qualified statutory capital	462.4
Net unearned premiums	4.4
Present value of future installment premiums	1.0
Collateral trusts	113.8
Claims paying resources	\$ 581.6

Other Operations

A summary of White Mountains's financial results from its Other Operations segment for the three and six months ended June 30, 2014 and 2013 follows:

Millions	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2014	2013	2014	2013
Earned insurance and reinsurance premiums	\$ 2.5	\$ —	\$ 3.8	\$ —
Net investment income	3.9	4.6	7.8	9.2
Net realized and unrealized investment gains (losses)	28.9	(7.1)	42.0	27.9
Other revenue—Symetra warrants	—	14.5	—	10.8
Other revenue	24.5	1.3	25.2	(1.3)
Total revenues	59.8	13.3	78.8	46.6
Loss and loss adjustment expenses	5.2	—	6.3	—
Insurance and reinsurance acquisition expenses	(.1)	—	.4	—
Other underwriting expenses	(.1)	—	—	—
General and administrative expenses	50.6	22.9	79.9	44.7
Interest expense	.1	.5	.4	.9
Total expenses	55.7	23.4	87.0	45.6
Pre-tax income (loss)	\$ 4.1	\$ (10.1)	\$ (8.2)	\$ 1.0

Recent Acquisitions

White Mountains recently made investments in several insurance service businesses that are summarized below.

QuoteLab

On March 14, 2014, White Mountains acquired 60% of the outstanding Class A common units of QuoteLab. As of June 30, 2014, White Mountains owned 58.9% of the equity of QuoteLab. QuoteLab is an advertising technology company that operates a transparent online advertising exchange that facilitates transactions between buyers and sellers of insurance media, including advertising inventory on QuoteLab's owned and operated websites. White Mountains paid an initial purchase price of \$28 million and will pay additional consideration to the sellers equal to 62.5% of the 2015 gross profit in excess of the 2013 gross profit.

Wobi

On February 19, 2014, White Mountains acquired 54% of the outstanding common shares of Wobi for NIS 14 million (approximately \$4 million based upon the foreign exchange spot rate at the date of acquisition). In addition to the common shares, White Mountains also purchased NIS 13 million (approximately \$4 million based upon the foreign exchange spot rate at the date of acquisition) of newly-issued convertible preferred shares of Wobi. Wobi is the only price comparison/aggregation business in Israel, with an insurance carrier panel that represents 85% of the premiums written in the Israeli insurance market. Wobi sells four lines of business, primarily personal auto, and operates as an agency, charging upfront commissions on all policy sales. On a fully converted basis, White Mountains owns 60.7% of Wobi.

Star & Shield

On January 31, 2014, White Mountains acquired certain assets and liabilities of Star & Shield Holdings LLC, including SSRM, the attorney-in-fact for SSIE, for a purchase price of \$2 million. SSIE is a Florida-domiciled reciprocal insurance exchange providing private passenger auto insurance to the public safety community and their families. White Mountains has also purchased \$17 million of surplus notes issued by SSIE but does not have an ownership interest in SSIE, which is owned by its policyholders. GAAP requires White Mountains to consolidate SSIE's results in its financial statements. However, since SSIE is a reciprocal insurance exchange owned by its policyholders, its results do not affect White Mountains's adjusted book value per share as they are attributed to non-controlling interests.

DavidShield

In June 2014, White Mountains committed \$21 million to fund a 50/50 joint venture with DavidShield for the development, marketing and distribution of PassportCard travel insurance. The transaction is expected to close in the fourth quarter of 2014, subject to regulatory approvals.

durchblicker.at

In July 2014, White Mountains acquired approximately 45% of durchblicker.at, Austria's first independent price comparison portal for insurance, gas/electricity and finance services, for EUR 9 million (approximately \$12 million based upon the foreign exchange spot rate at the date of acquisition).

Other Operations Results—Three and Six Months Ended June 30, 2014 versus Three and Six Months Ended June 30, 2013

White Mountains's Other Operations segment reported pre-tax income of \$4 million in the second quarter of 2014 and a pre-tax loss of \$8 million in the first six months of 2014, compared to a pre-tax loss of \$10 million and pre-tax income of \$1 million in the second quarter and first six months of 2013. The results for White Mountains's Other Operations segment for both periods were primarily driven by the results of investment assets contained within the segment. White Mountains's Other Operations segment reported net realized and unrealized investment gains of \$29 million and \$42 million in the second quarter and first six months of 2014 compared to net realized and unrealized investment losses of \$7 million and gains of \$28 million in the second quarter and first six months of 2013. (See **Summary of Investment Results** on page 61). Other revenue included \$20 million in both the second quarter and first six months of 2014 from QuoteLab, while other revenue in the second quarter and first six months of 2013 included \$15 million and \$11 million of mark-to-market gains on the Symetra warrants prior to their exercise in the second quarter of 2013. (See **Investment in Symetra Common Shares** on page 63).

General and administrative expenses included \$18 million in both the second quarter and first six months of 2014 from QuoteLab. In addition, the first six months of 2013 included a \$7 million reduction in general and administrative expenses related to an adjustment to the fair value of variable annuity death benefit expenses at WM Life Re, which was mostly offset in other revenues by a component of the change in the fair value of WM Life Re's derivative assets and liabilities. WM Life Re reported break-even results in the second quarter and \$3 million of losses in the first six months of 2014 compared to \$3 million and \$9 million of losses in the second quarter and first six months of last year. (See **Note 8 — "Derivatives"** for a summary of WM Life Re's results.)

White Mountains's Other Operation segment reported \$5 million and \$10 million of GAAP pre-tax losses relating to SSIE in the second quarter and first six months of 2014, which included \$2 million of unfavorable loss reserve development reported in the second quarter, as well as a \$3 million goodwill impairment charge reported in the first six months of 2014. As a reciprocal insurance exchange that is owned by its policyholders, SSIE's results are attributed to non-controlling interests and do not affect White Mountains's adjusted book value per share.

II. Summary of Investment Results

For purposes of discussing rates of return, all percentages are presented gross of management fees and trading expenses in order to produce a better comparison to benchmark returns, while all dollar amounts are presented net of any management fees and trading expenses. A summary of White Mountains's consolidated pre-tax investment results for the three and six months ended June 30, 2014 and 2013 follows:

Pre-tax investment results Millions	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2014	2013	2014	2013
Net investment income	\$ 29.1	\$ 28.7	\$ 53.4	\$ 57.2
Net realized and unrealized investment gains (losses) ⁽¹⁾	113.9	(37.3)	177.7	37.9
Change in foreign currency translation on investments recognized through other comprehensive income ⁽²⁾	(39.0)	(53.3)	(51.3)	(56.6)
Total GAAP pre-tax investment gains (loss)	\$ 104.0	\$ (61.9)	\$ 179.8	\$ 38.5

⁽¹⁾ Includes foreign currency gains of \$34.5, \$35.6, \$44.0 and \$25.8.

⁽²⁾ Excludes non-investment related foreign currency gains (losses) that are also recognized through other comprehensive income of \$10.9, \$18.7, \$15.3 and \$18.2.

Gross investment returns and benchmark returns

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2014	2013	2014	2013
Fixed maturity investments	1.0 %	(1.2)%	1.8%	(1.1)%
Short-term investments	(0.1)%	(0.8)%	0.4%	(1.0)%
Total fixed income	0.9 %	(1.1)%	1.6%	(1.1)%
Barclay's U.S. Intermediate Aggregate Index	1.6 %	(1.8)%	2.8%	(1.6)%
Common equity securities	3.8 %	0.7 %	6.3%	9.7 %
Convertible fixed maturity investments	0.2 %	(5.2)%	4.7%	(2.0)%
Other long-term investments	3.8 %	1.7 %	5.5%	4.0 %
Total equities, convertibles and other long-term investments	3.7 %	0.6 %	6.0%	7.7 %
S&P 500 Index (total return)	5.2 %	2.9 %	7.1%	13.8 %
Total consolidated portfolio	1.5 %	(0.8)%	2.6%	0.6 %

Investment Returns—Three and Six Months Ended June 30, 2014 versus Three and Six Months Ended June 30, 2013

White Mountains's GAAP pre-tax total return on invested assets was 1.5% and 2.6% for the second quarter and first six months of 2014, which included 0.1% of foreign currency losses in each period, compared to (0.8)% and 0.6% for the second quarter and first six months of 2013, which included 0.2% and 0.6% of foreign currency losses.

Fixed income results

White Mountains maintains a high-quality, short-duration fixed income portfolio. At June 30, 2014, the fixed income portfolio duration was approximately 2.3 years, including short-term investments, compared to 2.6 years at June 30, 2013. White Mountains fixed income portfolio returned 0.9% in U.S. dollars (1.0% in local currencies) in the second quarter of 2014 and 1.6% (1.7% in local currencies) for the first six months of 2014, lagging the longer duration Barclay's Intermediate Aggregate Bond Index of 1.6% and 2.8% for the comparable periods, as rates declined. White Mountains's fixed income portfolio return was down 1.1% (0.7% in local currencies) in the second quarter of 2013 and down 1.1% (0.3% in local currencies) for the first six months of 2013, outperforming the Barclay's U.S. Intermediate Aggregate returns of (1.8)% and (1.6)%.

Common equity securities, convertibles and other long-term investments results

White Mountains maintains an equity portfolio that consists of common equity securities, convertible fixed maturity investments and other long-term investments. White Mountains's equity portfolio represented approximately 22% and 21% of GAAP invested assets as of June 30, 2014 and December 31, 2013. Including its investment in Symetra common shares, White Mountains's equity investments represented 49% and 47% of White Mountains's common shareholders' equity at June 30, 2014 and December 31, 2013. White Mountains's total equity portfolio returned 3.7% and 6.0% for the second quarter and first six months of 2014, lagging the S&P 500 Index return of 5.2% and 7.1%. White Mountains's total equity portfolio returned 0.6% and 7.7% for the second quarter and first six months of 2013, lagging the S&P 500 Index returns of 2.9% and 13.8%

WM Advisors has a sub-advisory agreement with Prospector Partners LLC ("Prospector"), a registered investment adviser, under which Prospector manages the majority of White Mountains's publicly-traded common equity securities and convertible fixed maturity securities. White Mountains also has separate equity portfolios managed by Lateef Investment Management ("Lateef") and Silchester International Investors ("Silchester"). The following table summarizes the performance in local currencies of each of White Mountains's separately managed equity portfolios for the second quarter and first six months of 2014:

Separate Accounts ⁽¹⁾	Three Months Ended	Six Months Ended
	June 30, 2014	June 30, 2014
Prospector Capital Appreciation	3.6%	7.7%
Prospector All Cap Value	2.7%	5.6%
Lateef Multi-Cap Growth Equity	3.7%	3.8%
Silchester International Equities	3.0%	5.0%
S&P 500 Index	5.2%	7.1%

⁽¹⁾ Separate account portfolios include common equity securities, convertible fixed maturity investments and cash available for reinvestment.

Prospector Capital Appreciation's performance in the second quarter and first six months of 2014 versus the S&P 500 Index was primarily driven by underperformance in the basic materials and technology sectors, partially offset by outperformance in the energy (oil and gas) and consumer staples sectors, where merger activity from two holdings aided performance. During the quarter, portfolio results were negatively impacted by two large underperforming positions in the energy and basic materials (paper) sectors. Prospector All Cap Value's performance in the second quarter and first six months of 2014 versus the S&P 500 Index was primarily driven by underperformance in the technology and communications sectors and overweight cash levels in a strong investment cycle, which dragged down performance.

The Prospector portfolios returned (0.5)% and 8.1% for the second quarter and first six months of 2013, lagging the S&P 500 Index returns of 2.9% and 13.8%. Prospector's underperformance in these periods reflect overweight positions in the materials (gold mining) and financials sectors, underweight positions in the consumer discretionary and industrial sectors and the impact of convertible fixed maturity positions (as opposed to common equity securities), which tend to lag the index in strong up markets.

Total annualized returns for White Mountains's separate accounts managed by Prospector compared to the annualized total returns of the S&P 500 Index are as follows:

Annualized returns	Periods ending June 30, 2014			
	1-year	3-years	5-years	Since Inception ⁽¹⁾
Prospector separate accounts	21.6%	10.6%	13.8%	8.4%
S&P 500 Index	24.6%	16.6%	18.8%	7.4%

⁽¹⁾ Annualized total returns since the inception of the Prospector separate account in the beginning of 2005, which was established in connection with an investment management agreement between Prospector and White Mountains whereby Prospector serves as a discretionary adviser with respect to specified assets, primarily equity securities.

The Lateef separate account is a highly concentrated portfolio, and relative performance is often influenced positively or negatively by certain positions or sectors. Lateef's performance in the second quarter and first six months of 2014 was primarily impacted by the broad stock market's rotation away from growth stocks and into sectors such as utilities and energy where the portfolio had no exposure. The Lateef separate account returned 0.3% and 8.2% for the second quarter and first six months of 2013, lagging the S&P 500 Index returns of 2.9% and 13.8%. Lateef's performance versus the S&P 500 in these periods was impacted by specific positions in the energy, industrials and technology sectors.

White Mountains maintains a portfolio of other long-term investments, mainly investments in hedge funds (primarily equity long/short) and private equity funds. The portfolio is positioned to underperform in up markets and outperform in down markets. White Mountains's long-term investments returned 3.8% and 5.5% for the second quarter and first six months of 2014, outperforming the HFRX Equal Weighted Strategies Index of .4% and 1.9%.

Investment in Symetra Common Shares

During the second quarter and first six months of 2014, White Mountains recorded \$12 million and \$26 million in equity in earnings from its investment in Symetra's common shares. The table below illustrates (1) the per-Symetra common share value of the investment in Symetra's common shares used in the calculation of White Mountains's adjusted book value per share, (2) Symetra's quoted stock price and (3) Symetra's book value per common share excluding unrealized gains and losses from its fixed maturity portfolio:

	June 30, 2014	March 31, 2014	December 31, 2013
Value per Symetra Common Share			
Value of the investment in Symetra's common shares used in the calculation of White Mountains's adjusted book value per share	\$19.17	\$18.62	\$18.00
Symetra's quoted stock price	\$22.74	\$19.82	\$18.96
Symetra's book value per common share excluding unrealized gains and losses from its fixed maturity portfolio	\$21.04	\$20.50	\$19.95

Foreign Currency Translation

A summary of the impact of foreign currency translation on White Mountains's consolidated financial results for the three and six months ended June 30, 2014 and 2013 follows:

Millions	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2014	2013	2014	2013
Net unrealized investment gains— foreign currency ⁽¹⁾	\$ 31.2	\$ 41.9	\$ 44.3	\$ 46.7
Net realized investment gains (losses) — foreign currency ⁽¹⁾	3.3	(6.3)	(0.3)	(20.9)
Net realized and unrealized investment gains — foreign currency ⁽¹⁾	34.5	35.6	44.0	25.8
Other revenue — foreign currency translation losses	(16.3)	(16.7)	(20.2)	(13.4)
Income tax (expense) benefit	(2.2)	(1.1)	(2.8)	.7
Total foreign currency translation gains recognized through net income, after tax	16.0	17.8	21.0	13.1
Change in foreign currency translation on investments recognized through other comprehensive income, after tax	(39.0)	(53.3)	(51.3)	(56.6)
Change in foreign currency translation on non-investment net liabilities recognized through other comprehensive income, after tax	10.9	18.7	15.3	18.2
Total foreign currency translation losses recognized through other comprehensive income, after tax	(28.1)	(34.6)	(36.0)	(38.4)
Total foreign currency losses recognized through comprehensive income, after tax	\$ (12.1)	\$ (16.8)	\$ (15.0)	\$ (25.3)

⁽¹⁾ Component of net realized and unrealized investment gains (losses) on the income statement.

At June 30, 2014, White Mountains's investment portfolio included \$1.0 billion in non-U.S. dollar-denominated investments, most of which are held at Sirius International and are denominated in Swedish kronor or euros. The value of the investments in this portfolio is impacted by changes in the exchange rate between the U.S. dollar and the kronor and between the U.S. dollar and the euro. During the second quarter and first six months of 2014, the U.S. dollar strengthened 3% and 4% against the kronor, and strengthened 1% for both periods against the euro. These currency movements resulted in approximately \$5 million and \$7 million of pre-tax foreign currency investment losses for the second quarter and first six months of 2014, which are recorded as components of net realized and unrealized investment gains (recognized in pre-tax income) and change in foreign currency translation on investments (recognized in other comprehensive income). During the second quarter and first six months of 2013, the U.S. dollar strengthened 3% and 4% against the kronor. During the second quarter and first six months of 2013, the U.S. dollar weakened 2% and strengthened 1% against the euro. These currency movements resulted in approximately \$18 million and \$31 million of pre-tax foreign currency investment losses for the second quarter and first six months of 2013.

Sirius International holds a large portfolio of investments that are denominated in U.S. dollars, but its functional currency is the Swedish kronor. When Sirius International prepares its stand-alone GAAP financial statements, it translates its U.S. dollar-denominated investments to Swedish kronor and recognizes the related foreign currency translation gains or losses through pre-tax income. When White Mountains consolidates Sirius International, it translates Sirius International's stand-alone GAAP financial statements to U.S. dollars and recognizes the foreign currency gains or losses arising from this translation, including those associated with Sirius International's U.S. dollar-denominated investments, through other comprehensive income. Since White Mountains reports its financial statements in U.S. dollars, there is no net effect to adjusted book value per share or to investment returns from foreign currency translation on its U.S. dollar-denominated investments at Sirius International. However, net realized and unrealized investment gains, other revenues and other comprehensive income can be significantly affected during periods of high volatility in the foreign exchange rate between the U.S. dollar and other currencies, especially the Swedish kronor.

The amount of foreign currency translation on Sirius International's U.S. dollar-denominated investments recognized as a decrease of other comprehensive income and an increase of net income was \$22 million and \$28 million for the second quarter and first six months of 2014. The amount of foreign currency translation on Sirius International's U.S. dollar-denominated investments recognized as a decrease of other comprehensive income and an increase of net income was \$20 million and \$23 million for the second quarter and first six months of 2013.

Investments by Country of Issue

White Mountains's investment portfolio consists of debt and equity securities issued in over 30 countries worldwide. The United States represents the country of issue for 80% of White Mountains's fixed maturity, common equity security and convertible fixed maturity portfolio. White Mountains has minimal sovereign risk exposure to European peripheral countries Ireland, Greece, Portugal, Spain and Italy ("peripheral countries"). White Mountains's portfolio includes 0.6% of total fixed maturity, convertible fixed maturity and common equity security investments issued from these peripheral countries at June 30, 2014. However, White Mountains may have indirect exposure to peripheral countries through securities issued from non-peripheral countries as the issuers of those securities could have exposure to peripheral countries.

The following tables list White Mountains's investments in fixed maturity investments, common equity securities and convertible fixed maturity investments at June 30, 2014 categorized as financial or non-financial investments and by country of issue:

Millions	Fair value as of June 30, 2014
Debt securities issued by corporations:	
Non-financial	
Australia	\$ —
Bermuda	5.0
Canada	154.6
France	58.2
Greece	—
Ireland	6.5
Italy	5.0
Luxembourg	14.8
Mexico	68.7
Netherlands	94.4
Portugal	—
Spain	7.5
Sweden	21.4
United Kingdom	85.8
United States	1,391.1
Other	35.3
Total non-financial debt	<u>1,948.3</u>
Financial	
Australia	15.7
Canada	6.3
France	7.7
Greece	—
Ireland	—
Italy	—
Netherlands	2.5
Portugal	—
Spain	—
United Kingdom	21.5
United States	418.2
Other	11.2
Total financial debt	<u>483.1</u>
Total debt securities issued by corporations	<u>2,431.4</u>
Mortgage-backed and asset-backed securities:	
Mexico	9.2
Sweden	71.8
United States	1,745.1
Total mortgage-backed and asset-backed securities	<u>1,826.1</u>
Foreign government, agency and provincial obligations:	
Canada	43.1
France	50.5
Germany	15.8
Greece	—
Ireland	—
Italy	—
Japan	14.5
Portugal	—
Spain	—
Sweden	225.1
United Kingdom	6.2
Other	8.3
Total foreign government, agency and provincial obligations	<u>363.5</u>
US Government and agency obligations ⁽¹⁾	439.2
Municipal obligations ⁽¹⁾	65.1
Preferred stocks ⁽¹⁾	<u>86.5</u>

Total fixed maturity investments⁽²⁾

\$

5,211.8

⁽¹⁾ All securities were issued in the United States.

⁽²⁾ Carrying value includes \$203.8 that is classified as assets held for sale relating to discontinued operations.

Millions	Fair value as of June 30, 2014
Common equity securities:	
Non-financial	
Canada	\$ 24.7
France	19.7
Greece	1.6
Ireland	10.0
Italy	1.0
Japan	19.3
Netherlands	4.1
Portugal	.7
Spain	.6
Sweden	1.0
Switzerland	26.3
United Kingdom	15.2
United States	691.9
Other	27.7
Total non-financial common equity securities	<u>843.8</u>
Financial	
Bermuda	46.1
Cayman Islands	4.4
Greece	—
Ireland	6.6
Italy	—
Portugal	—
Spain	—
United Kingdom	10.6
United States	293.4
Other	1.2
Total financial common equity securities	<u>362.3</u>
Total common equity securities	<u>\$ 1,206.1</u>
Convertible fixed maturities:	
Canada	\$.2
Cayman Islands	6.3
Netherlands	4.5
United States	59.7
Total convertible fixed maturity investments	<u>\$ 70.7</u>

LIQUIDITY AND CAPITAL RESOURCES

Cash and Short-term Investments

Holding company level. The primary sources of cash for the Company and certain of its intermediate holding companies are expected to be distributions and tax sharing payments received from its insurance and reinsurance operating subsidiaries, capital raising activities, net investment income, proceeds from sales and maturities of investments and, from time to time, proceeds from sales of operating subsidiaries. The primary uses of cash are expected to be repurchases of the Company's common shares, payments on and repurchases/retirements of its debt obligations, dividend payments to holders of the Company's common shares, to non-controlling interest holders of OneBeacon Ltd.'s common shares and to holders of the SIG Preference Shares, purchases of investments, payments to tax authorities, contributions to operating subsidiaries, operating expenses and, from time to time, purchases of operating subsidiaries.

Operating subsidiary level. The primary sources of cash for White Mountains's insurance and reinsurance operating subsidiaries are expected to be premium collections, net investment income, proceeds from sales and maturities of investments, contributions from holding companies, capital raising activities and, from time to time, proceeds from the sales of operating subsidiaries. The primary uses of cash are expected to be claim payments, policy acquisition costs, purchases of investments, payments on and repurchases/retirements of its debt obligations, distributions and tax sharing payments made to holding companies, operating expenses and, from time to time, purchases of operating subsidiaries.

Both internal and external forces influence White Mountains's financial condition, results of operations and cash flows. Claim settlements, premium levels and investment returns may be impacted by changing rates of inflation and other economic conditions. In many cases, significant periods of time, sometimes several years or more, may lapse between the occurrence of an insured loss, the reporting of the loss to White Mountains and the settlement of the liability for that loss. The exact timing of the payment of claims and benefits cannot be predicted with certainty. White Mountains's insurance and reinsurance operating subsidiaries maintain portfolios of invested assets with varying maturities and a substantial amount of cash and short-term investments to provide adequate liquidity for the payment of claims.

Management believes that White Mountains's cash balances, cash flows from operations, routine sales and maturities of investments and the liquidity provided by the WTM Bank Facility are adequate to meet expected cash requirements for the foreseeable future on both a holding company and insurance and reinsurance operating subsidiary level.

Dividend Capacity

Under the insurance laws of the states and jurisdictions that White Mountains's insurance and reinsurance operating subsidiaries are domiciled, an insurer is restricted with respect to the timing and the amount of dividends it may pay without prior approval by regulatory authorities. Accordingly, there can be no assurance regarding the amount of such dividends that may be paid by such subsidiaries in the future. Following is a description of the dividend capacity of White Mountains's principal insurance and reinsurance operating subsidiaries:

OneBeacon:

Generally, OneBeacon Insurance Company ("OBIC"), OneBeacon's primary top tier regulated U.S. insurance operating subsidiary, has the ability to pay dividends during any 12-month period without the prior approval of regulatory authorities in an amount set by formula based on the greater of prior year statutory net income or 10% of prior year end statutory surplus, subject to the availability of unassigned funds. Based on prior year end statutory surplus, OBIC has the ability to pay \$87 million of dividends during 2014 without prior approval of regulatory authorities, subject to the availability of unassigned funds. The amount of dividends available to be paid by OBIC in any given year is also subject to cash flow and earnings generated by OBIC's business, which is comprised of the Runoff Business, as well as to dividends received from its subsidiaries, including Atlantic Specialty Insurance Company ("ASIC"), the lead U.S. insurance operating subsidiary for the ongoing specialty business. At December 31, 2013, OBIC had \$0.6 billion of unassigned funds and \$0.9 billion of statutory surplus.

During the fourth quarter of 2012, OneBeacon executed various intercompany reinsurance agreements which, along with other internal capital transactions among its regulated U.S. insurance operating subsidiaries, resulted in ASIC becoming the lead insurance company for the ongoing specialty business and OBIC becoming the lead insurance company for the Runoff Business. Notwithstanding these restructuring transactions, OneBeacon continues to manage its statutory capital on a combined basis. Although OBIC remains the primary top tier regulated U.S. insurance operating subsidiary and maintains sufficient statutory capital to support the Runoff Business, the majority of the group's statutory capital is now included in ASIC, which is currently a subsidiary of OBIC, to support the ongoing specialty business. Prior to the closing of the Runoff Transaction and subject to regulatory approval, OBIC will distribute ASIC to its immediate parent, OneBeacon Insurance Group, LLC.

ASIC has the ability to pay dividends during any 12-month period without the prior approval of regulatory authorities in an amount set by formula based on the lesser of net investment income, as defined by statute, or 10% of statutory surplus, in both cases as most recently reported to regulatory authorities, subject to the availability of earned surplus and subject to dividends paid in prior periods. Based on net investment income, as defined by statute, ASIC had the ability to pay \$24 million of dividends during 2014 without prior approval of regulatory authorities, subject to the availability of earned surplus. Given the changes in structure noted above, and in order for ASIC to pay dividends consistent with being the lead insurance company for the ongoing specialty business, ASIC may require prior approval by regulatory authorities in order to make additional distributions until it builds up a historical net investment income stream and earned surplus balance under its new structure. At March 31, 2014, ASIC had \$118 million of earned surplus and \$0.7 billion of statutory surplus.

During the first six months of 2014, OneBeacon's top tier regulated U.S. insurance operating subsidiaries paid no distributions to their immediate parent.

Split Rock has the ability to declare or pay dividends during any 12-month period without the prior approval of Bermuda regulatory authorities on condition that any such declaration or payment of dividends does not cause a breach of any of its regulatory solvency and liquidity requirements. During 2014, Split Rock has the ability to make capital distributions without the prior approval of regulatory authorities, subject to meeting all appropriate liquidity and solvency requirements, of \$20 million, which is equal to 15% of its December 31, 2013 statutory capital, excluding earned surplus. During the first six months of 2014, Split Rock paid no dividends or distributions to its immediate parent.

During the first six months of 2014, OneBeacon's unregulated insurance operating subsidiaries paid \$4 million of dividends to their immediate parent. At June 30, 2014, OneBeacon's unregulated insurance operating subsidiaries had \$68 million of net unrestricted cash, short-term investments and fixed maturity investments.

During the first six months of 2014, OneBeacon Ltd. paid \$40 million of regular quarterly dividends to its common shareholders. White Mountains received \$30 million of these dividends.

At June 30, 2014, OneBeacon Ltd. and its intermediate holding companies had \$178 million of net unrestricted cash, short-term investments and fixed maturity investments and \$95 million of common equity securities, convertible fixed maturity investments and other long-term investments outside of its regulated and unregulated insurance operating subsidiaries.

Sirius Group:

Subject to certain limitations under Swedish law, Sirius International is permitted to transfer a portion of its pre-tax income to its Swedish parent companies to minimize taxes (referred to as a group contribution).

Sirius International has the ability to pay dividends subject to the availability of unrestricted statutory surplus. Historically, Sirius International has allocated the majority of its pre-tax income, after group contributions to its Swedish parent companies, to the Safety Reserve (see "Safety Reserve" on next page). At December 31, 2013, Sirius International had \$587 million (based on the December 31, 2013 SEK to USD exchange rate) of unrestricted statutory surplus, which is available for distribution in 2014. The amount of dividends available to be paid by Sirius International in any given year is also subject to cash flow and earnings generated by Sirius International's business, as well as to dividends received from its subsidiaries, including Sirius America Insurance Company ("Sirius America"). During the first six months of 2014, Sirius International paid \$97 million of dividends to its immediate parent.

Sirius America has the ability to pay dividends during any 12-month period without the prior approval of regulatory authorities in an amount set by formula based on the lesser of net investment income, as defined by statute, or 10% of statutory surplus, in both cases as most recently reported to regulatory authorities, subject to the availability of earned surplus and subject to dividends paid in prior periods. Based upon 2013 statutory net investment income and dividends paid in 2013, Sirius America has no ability to pay any dividends during 2014 without prior approval of regulatory authorities. At March 31, 2014, Sirius America had \$51 million of earned surplus and \$571 million of statutory surplus. During the first six months of 2014, Sirius America paid no dividends to its immediate parent.

At June 30, 2014, Sirius Group and its intermediate holding companies had \$148 million of net unrestricted cash, short-term investments and fixed maturity investments and \$16 million of other long-term investments outside of its regulated and unregulated insurance and reinsurance operating subsidiaries. During the first six months of 2014, Sirius Group paid no dividends to its immediate parent.

Capital Maintenance

There is a capital maintenance agreement between Sirius International and Sirius America, which obligates Sirius International to make contributions to Sirius America's surplus in order for Sirius America to maintain surplus equal to at least 125% of the company action level risk based capital as defined in the NAIC Property/Casualty Risk-Based Capital Report. The agreement provides for a maximum contribution to Sirius America of \$200 million. Sirius International also provides Sirius America with accident year stop loss reinsurance, which protects Sirius America's accident year loss and allocated loss adjustment expense ratio in excess of 70%, with a limit of \$90 million. This stop loss contract was in effect for all of 2013 and has been renewed for all of 2014 with similar terms.

Safety Reserve

Subject to certain limitations under Swedish law, Sirius International is permitted to transfer pre-tax income amounts into an untaxed reserve referred to as a safety reserve. At June 30, 2014, Sirius International's safety reserve amounted to SEK 10.4 billion, or \$1.6 billion (based on the June 30, 2014 SEK to USD exchange rate). Under GAAP, an amount equal to the safety reserve, net of a related deferred tax liability established at the Swedish tax rate of 22.0%, is classified as shareholder's equity. Generally, this deferred tax liability is only required to be paid by Sirius International if it fails to maintain prescribed levels of premium writings and loss reserves in future years. As a result of the indefinite deferral of these taxes, Swedish regulatory authorities apply no taxes to the safety reserve when calculating solvency capital under Swedish insurance regulations. Accordingly, under local statutory requirements, an amount equal to the deferred tax liability on Sirius International's safety reserve (\$343 million at June 30, 2014) is included in solvency capital. Access to the safety reserve is restricted to coverage of reinsurance losses. Access for any other purpose requires the approval of Swedish regulatory authorities. Similar to the approach taken by Swedish regulatory authorities, most major rating agencies generally include the \$1.6 billion balance of the safety reserve, without any provision for deferred taxes, in Sirius International's regulatory capital when assessing Sirius International's financial strength.

HG Global/BAM:

At June 30, 2014, HG Global had \$613 million face value of preferred shares outstanding, of which White Mountains owned 96.9%. Holders of the HG Global preferred shares receive cumulative dividends at a fixed annual rate of 6.0% on a quarterly basis, when and if declared by HG Global. HG Global did not declare or pay any preferred dividends in 2013 or the first six months of 2014. As of June 30, 2014, HG Global has accrued \$75 million of dividends payable to holders of its preferred shares, \$73 million of which is payable to White Mountains and eliminated in consolidation.

HG Re is a Special Purpose Insurer subject to regulation and supervision by the BMA, but does not require regulatory approval to pay dividends. However, HG Re's dividend capacity is limited by amounts held in the collateral trusts pursuant to the first loss reinsurance treaty ("FLRT") with BAM. As of December 31, 2013, HG Re had statutory capital of \$437 million, of which \$35 million primarily relates to accrued interest on the BAM Surplus Notes held by HG Re, and \$400 million was held as collateral in the Supplemental Trust pursuant to the FLRT with BAM.

Effective January 1, 2014, HG Global and BAM agreed to change the interest rate on the BAM surplus notes for the five years ending December 31, 2018 from a fixed rate of 8% to a variable rate equal to the one-year U.S. treasury rate plus 300 basis points, set annually, which is 3.13% for 2014. Prior to the end of 2018, BAM has the option to extend the variable rate period for an additional three years. At the end of the variable rate period, the interest rate will be fixed at the higher of the then current variable rate or 8%. BAM is required to seek regulatory approval to pay interest and principal on its surplus notes only when adequate capital resources have accumulated beyond BAM's initial capitalization and a level that continues to support its outstanding obligations, business plan and ratings.

Other Operations:

During the first six months of 2014, White Mountains contributed \$15 million to WM Advisors. During the first six months of 2014, WM Advisors paid no dividends to its immediate parent. At June 30, 2014, WM Advisors had \$21 million of net unrestricted cash, short-term investments and fixed maturity investments.

During the first six months of 2014, White Mountains paid a \$6 million common share dividend. At June 30, 2014, the Company and its intermediate holding companies held \$128 million of net unrestricted cash, short-term investments and fixed maturity investments, \$514 million of common equity securities and \$144 million of other long-term investments included in its Other Operations segment.

WM Life Re Keep-Well Agreement

Sirius Group initially fronted the reinsurance contracts covering guaranteed living and death benefits of Japanese variable annuity contracts for, and was 100% reinsured by, WM Life Re. In October 2013, White Mountains and Tokio Marine completed a novation whereby Sirius Group's obligations on the reinsurance contracts were transferred to WM Life Re. As a result, Sirius Group no longer has any obligation or liability relating to these agreements. In connection with this novation agreement, White Mountains and Life Re Bermuda entered into a keep-well agreement, which obligates White Mountains to make capital contributions to Life Re Bermuda in the event that Life Re Bermuda's shareholder's equity falls below \$75 million, provided however that in no event shall the amount of all capital contributions made by White Mountains under this agreement exceed \$127 million. At June 30, 2014, Life Re Bermuda had \$83 million of shareholder's equity and White Mountains's maximum capital commitment under the keep-well agreement was \$118 million. WM Life Re is in runoff and all of its contracts will mature by June 30, 2016.

The summary balance sheet below presents Life Re Bermuda's net assets at June 30, 2014 reported to Tokio Marine as required under the terms of the novation agreement:

Millions	June 30, 2014
Cash and short-term investments	\$ 54.3
Direct obligations of the government of Japan	14.5
Reinsurance premium receivable	1.7
Derivative instruments	74.8
Total assets	145.3
Variable annuity liabilities	31.8
Counterparty collateral held	—
Intercompany line of credit outstanding	30.0
Accounts payable and accrued expenses	.4
Total liabilities	62.2
Total shareholder's equity	\$ 83.1

Insurance Float

Insurance float is an important aspect of White Mountains's insurance operations. Insurance float represents funds that an insurance or reinsurance company holds for a limited time. In an insurance or reinsurance operation, float arises because premiums are collected before losses are paid. This interval can extend over many years. During that time, the insurer or reinsurer invests the funds. When the premiums that an insurer or reinsurer collects do not cover the losses and expenses it eventually must pay, the result is an underwriting loss, which is considered to be the cost of insurance float. One manner in which White Mountains calculates its insurance float is by taking its net investment assets and subtracting its total adjusted capital. Although insurance float can be calculated using numbers determined under GAAP, insurance float is not a GAAP concept and, therefore, there is no comparable GAAP measure.

Insurance float can increase in a number of ways, including through acquisitions of insurance and reinsurance operations, organic growth in existing insurance and reinsurance operations and recognition of losses that do not cause a corresponding reduction in investment assets. Conversely, insurance float can decrease in a number of other ways, including sales of insurance and reinsurance operations, shrinking or runoff of existing insurance and reinsurance operations, the acquisition of operations that do not have substantial investment assets (e.g., an agency) and the recognition of gains that do not cause a corresponding increase in investment assets. White Mountains has historically obtained its insurance float primarily through acquisitions, as opposed to organic growth. It is White Mountains's intention to generate low-cost float over time through a combination of acquisitions and organic growth in its existing insurance and reinsurance operations. However, White Mountains will seek to increase its insurance float organically only when market conditions allow for an expectation of generating underwriting profits.

Certain operational leverage metrics can be measured with ratios that are calculated using insurance float. There are many activities that do not change the amount of insurance float at an insurance company but can have a significant impact on the company's operational leverage metrics. For example, investment gains and losses, foreign currency gains and losses, debt issuances and repurchases/repayments, common and preferred share issuances and repurchases and dividends paid to shareholders are all activities that do not change insurance float but that can meaningfully impact operational leverage metrics.

The following table illustrates White Mountains's consolidated insurance float position as of June 30, 2014 and December 31, 2013:

(\$ in millions)	June 30, 2014	December 31, 2013
Total investments	\$ 7,161.8	\$ 7,192.6
BAM total cash and investments	(473.7)	(475.3)
BAM Surplus Notes held by HG Global	503.0	503.0
SSIE total cash and investments	(19.8)	—
SSIE Surplus Notes held by White Mountains	17.0	—
Consolidated limited partnership investments	(63.1)	(73.1)
Cash	331.0	382.8
Net investment assets classified within assets held for sale	203.8	236.3
Investments in unconsolidated affiliates	419.1	321.4
Equity in net unrealized losses from Symetra's fixed maturity portfolio	(31.1)	43.6
Cash and investments posted as collateral by WM Life Re ⁽²⁾	(42.3)	(81.3)
Accounts receivable on unsettled investment sales	76.6	12.1
Accounts payable on unsettled investment purchases	(28.2)	(20.5)
Interest-bearing funds held by ceding companies ⁽³⁾	69.9	78.1
Interest-bearing funds held under insurance and reinsurance contracts ⁽⁴⁾	(29.4)	(31.1)
Net investment assets	\$ 8,094.6	\$ 8,088.6
Total White Mountains's common shareholders' equity	\$ 4,105.5	\$ 3,905.5
Non-controlling interest—OneBeacon Ltd.	280.6	273.7
Non-controlling interest—SIG Preference Shares	250.0	250.0
Non-controlling interest—HG Global	18.2	16.6
Debt	677.5	676.4
Total capital ⁽¹⁾	5,331.8	5,122.2
Equity in net unrealized (gains) losses from Symetra's fixed maturity portfolio, net of applicable taxes	(29.0)	40.4
Total adjusted capital	\$ 5,302.8	\$ 5,162.6
Insurance float	\$ 2,791.8	\$ 2,926.0
Insurance float as a multiple of total adjusted capital	0.5x	0.6x
Net investment assets as a multiple of total adjusted capital	1.5x	1.6x
Insurance float as a multiple of White Mountains's common shareholders' equity	0.7x	0.7x
Net investment assets as a multiple of White Mountains's common shareholders' equity	2.0x	2.1x

⁽¹⁾ Total capital only includes non-controlling interests that White Mountains (i) benefits from the return on or (ii) has the ability to utilize the net assets supporting the non-controlling interest.

⁽²⁾ Consists of cash, fixed maturity and short-term investments held by WM Life Re and posted as collateral to its variable annuity reinsurance counterparties.

⁽³⁾ Excludes funds held by ceding companies from which White Mountains does not receive interest credits.

⁽⁴⁾ Excludes funds held by White Mountains under reinsurance treaties for which White Mountains does not provide interest credits.

During the first six months of 2014, insurance float decreased by \$134 million, primarily due to White Mountains's acquisition of three insurance services businesses during the first quarter, the continued runoff of reserves at OneBeacon, the runoff of Sirius Group's casualty business and payments of losses incurred in 2010, 2011 and 2012 related to major catastrophes, primarily from hurricane Sandy and earthquakes in Chile, Japan and New Zealand. These catastrophe losses increased White Mountains's insurance float when they were first recorded, which is now reversing and decreasing insurance float as the catastrophe losses are paid. Based on June 30, 2014 balances, the closing of the Runoff Transaction is expected to decrease insurance float by approximately \$204 million.

Financing

The following table summarizes White Mountains's capital structure as of June 30, 2014 and December 31, 2013:

(\$ in millions)	June 30, 2014	December 31, 2013
2012 OBH Senior Notes, carrying value	\$ 274.7	\$ 274.7
SIG Senior Notes, carrying value	399.6	399.6
WTM Bank Facility	—	—
Old Lyme Note	2.1	2.1
Other	1.1	—
Total debt	<u>677.5</u>	<u>676.4</u>
Non-controlling interest—OneBeacon Ltd.	280.6	273.7
Non-controlling interest—SIG Preference Shares	250.0	250.0
Non-controlling interest—HG Global	18.2	16.6
Total White Mountains's common shareholders' equity	<u>4,105.5</u>	<u>3,905.5</u>
Total capital ⁽¹⁾	<u>5,331.8</u>	<u>5,122.2</u>
Equity in net unrealized (gains) losses from Symetra's fixed maturity portfolio, net of applicable taxes	(29.0)	40.4
Total adjusted capital	<u>\$ 5,302.8</u>	<u>\$ 5,162.6</u>
Total debt to total adjusted capital	13%	13%
Total debt and SIG Preference Shares to total adjusted capital	17%	18%

⁽¹⁾ Total capital only includes non-controlling interests that White Mountains (i) benefits from the return on or (ii) has the ability to utilize the net assets supporting the non-controlling interest.

Management believes that White Mountains has the flexibility and capacity to obtain funds externally as needed through debt or equity financing on both a short-term and long-term basis. However, White Mountains can provide no assurance that, if needed, it would be able to obtain additional debt or equity financing on satisfactory terms, if at all.

On August 14, 2013, White Mountains entered into a revolving credit facility with a syndicate of lenders administered by Wells Fargo Bank, N.A. which has a total commitment of \$425 million and a maturity date of August 14, 2018 (the "WTM Bank Facility"). As of June 30, 2014 and December 31, 2013, the WTM Bank Facility was undrawn.

The WTM Bank Facility contains various affirmative, negative and financial covenants that White Mountains considers to be customary for such borrowings, including certain minimum net worth and maximum debt to capitalization standards. Failure to meet one or more of these covenants could result in an event of default, which ultimately could eliminate availability under this facility and result in acceleration of principal repayment on any amounts outstanding. At June 30, 2014, White Mountains was in compliance with all of the covenants under the WTM Bank Facility and anticipates it will continue to remain in compliance with these covenants for the foreseeable future.

In addition, a failure by certain of White Mountains's subsidiaries to pay principal and interest on a credit facility, mortgage or similar debt agreement ("covered debt"), where such a default results in the acceleration of at least \$75 million of the principal amount of covered debt, could trigger a cross acceleration provision contained in the WTM Bank Facility.

It is possible that, in the future, one or more of the rating agencies may lower White Mountains's existing ratings. If one or more of its ratings were lowered, White Mountains could incur higher borrowing costs on future borrowings and its ability to access the capital markets could be impacted. In addition, White Mountains's insurance and reinsurance operating subsidiaries could be adversely impacted by a lowering of their financial strength ratings, including a possible reduction in demand for their products in certain markets.

In November 2012, OneBeacon U.S. Holdings, Inc. ("OBH") issued \$275 million face value of senior unsecured debt (the "2012 OBH Senior Notes") through a public offering, at an issue price of 99.9%. The net proceeds from the issuance of the 2012 OBH Senior Notes were used to repurchase OBH's previously issued Senior Notes. The 2012 OBH Senior Notes, which are fully and unconditionally guaranteed as to the payment of principal and interest by OneBeacon Ltd., bear an annual interest rate of 4.60%, payable semi-annually in arrears on May 9 and November 9, until maturity on November 9, 2022.

The 2012 OBH Senior Notes and the SIG Senior Notes were issued under indentures that contain restrictive covenants which, among other things, limit the ability of OneBeacon Ltd., OBH, SIG and their respective subsidiaries to create liens and enter into sale and leaseback transactions and limits the ability of OneBeacon Ltd., OBH, SIG and their respective subsidiaries to consolidate, merge or transfer their properties and assets. The indentures do not contain any financial ratios or specified levels of net worth or liquidity to which OneBeacon Ltd., OBH or SIG must adhere. At June 30, 2014, OneBeacon Ltd., OBH and SIG were in compliance with all of the covenants under the 2012 OBH Senior Notes and the SIG Senior Notes, and anticipate they will continue to remain in compliance with these covenants for the foreseeable future.

In addition, a failure by OneBeacon Ltd. subsidiaries to pay principal and interest on covered debt, where such failure results in the acceleration of at least \$75 million of the principal amount of covered debt, could trigger the acceleration of the 2012 OBH Senior Notes. A failure by SIG subsidiaries to pay principal and interest on covered debt, where such failure results in the acceleration of at least \$25 million of the principal amount of covered debt, could trigger the acceleration of the SIG Senior Notes.

Interest Rate Cap

In May 2007, SIG issued the SIG Preference Shares, with an initial fixed annual dividend rate of 7.506%. In June 2017, the fixed rate will move to a floating rate equal to the greater of (i) 7.506% and (ii) 3-month LIBOR plus 320 bps. In July 2013, SIG executed a 5-year forward LIBOR cap (the "Interest Rate Cap") for the period from June 2017 to June 2022 to protect against a significant increase in interest rates during that 5-year period. The Interest Rate Cap economically fixes the annual dividend rate on the SIG Preference Shares from June 2017 to June 2022 at 8.30%. The cost of the Interest Rate Cap was an upfront premium of 395 bps of the \$250 million notional value, or \$10 million for the full notional amount.

Capital Lease

In December 2011, OneBeacon sold the majority of its fixed assets and capitalized software. OneBeacon entered into lease financing arrangements with US Bancorp Equipment Finance, Inc. ("US Bancorp") and Fifth Third Equipment Finance Company ("Fifth Third") whereby OneBeacon sold furniture and equipment and capitalized software, respectively, at a cost equal to net book value. OneBeacon then leased the fixed assets back from US Bancorp for a lease term of five years and leased the capitalized software back from Fifth Third for a lease term of four years. OneBeacon received cash proceeds of \$23 million as a result of entering into the sale-leaseback transactions. At the end of the lease terms, OneBeacon will have the obligation to purchase the leased assets for a nominal fee, after which all rights, title and interest would transfer back. As of June 30, 2014, OneBeacon had a capital lease obligation of \$10 million included within other liabilities and a capital lease asset of \$9 million included within other assets.

Share Repurchases

During the past several years, White Mountains's board of directors has authorized the Company to repurchase its common shares, from time to time, subject to market conditions. The repurchase authorizations do not have a stated expiration date. As of June 30, 2014, White Mountains may repurchase an additional 504,382 shares under these board authorizations. In addition, from time to time White Mountains has also repurchased its common shares through tender offers that were separately approved by its board of directors.

During the three months ended June 30, 2014, the Company repurchased 25,266 common shares for \$15 million at an average share price of \$589. During the six months ended June 30, 2014, the Company repurchased 51,589 common shares for \$30 million at an average share price of \$588, which was 88% of White Mountains's adjusted book value per share of \$667 at June 30, 2014. These repurchases were comprised of 41,114 common shares repurchased under the board authorization for \$24 million at an average share price of \$584 and 10,475 common shares repurchased pursuant to employee benefit plans. Shares repurchased pursuant to employee benefit plans do not reduce the board authorizations referred to above.

Additionally, in July 2014, the Company repurchased 9,814 common shares for \$6 million at an average share price of \$611.

Cash Flows

Detailed information concerning White Mountains's cash flows during the six months ended June 30, 2014 and 2013 follows:

Cash flows from operations for the six months ended June 30, 2014 and 2013

Net cash flows used for continuing operations were \$12 million and \$192 million in the first six months of 2014 and 2013. A decrease in cash flows from continuing operations in the first six months of 2014 from the settlements and purchases of derivative instruments at WM Life Re and payments made on losses related to casualty and asbestos run-off at Sirius Group was partially offset by an increase at OneBeacon due to net cash flows driven by new business. The net use of cash for continuing operations for the first six months of 2013 was primarily due to payments made on losses related to hurricane Sandy and major catastrophes in 2010 and 2011, primarily from earthquakes in Chile, Japan and New Zealand, as well as commutations and runoff of Sirius Group's casualty business. Net cash flows used for discontinued operations was \$31 million and \$73 million in the first six months of 2014 and 2013. The cash outflows from discontinued operations in 2014 and 2013 were primarily due to the runoff of reserves related to businesses that OneBeacon has agreed to sell to Armour.

White Mountains does not believe that these trends will have a meaningful impact on its future liquidity or its ability to meet its future cash requirements.

Cash flows from investing and financing activities for the six months ended June 30, 2014

Financing and Other Capital Activities

During the first quarter of 2014, the Company declared and paid a \$6 million cash dividend to its common shareholders.

During the first six months of 2014, the Company repurchased and retired 51,589 of its common shares for \$30 million, which included 10,475 common shares repurchased under employee benefit plans.

During the first quarter of 2014, White Mountains made payments totaling \$27 million on the WTM Performance Shares.

During the first six months of 2014, OneBeacon Ltd. declared and paid \$40 million of cash dividends to its common shareholders. White Mountains received a total of \$30 million of these dividends.

During the first six months of 2014, OneBeacon paid a total of \$6 million of interest on the 2012 OBH Senior Notes.

During the first six months of 2014, Sirius Group paid \$13 million of interest on the SIG Senior Notes and \$9 million of dividends on the SIG Preference Shares.

During the first six months of 2014, White Mountains contributed \$15 million to WM Advisors.

Acquisitions and Dispositions

During the first quarter of 2014, WM Solutions completed the shell sale of Citation and received \$13 million as consideration.

During the first quarter of 2014, White Mountains acquired 60% of the outstanding Class A common units of QuoteLab for an initial purchase price of \$28 million.

During the first quarter of 2014, White Mountains acquired 54% of the outstanding common shares of Wobi for NIS 14 million (approximately \$4 million based upon the foreign exchange spot rate at the date of acquisition). In addition to the common shares, White Mountains also purchased NIS 13 million (approximately \$4 million based upon the foreign exchange spot rate at the date of acquisition) of newly-issued convertible preferred shares of Wobi.

During the first quarter of 2014, White Mountains acquired certain assets and liabilities of Star & Shield Holdings LLC, including SSRM, the attorney-in-fact for SSIE, for a purchase price of \$2 million. During the first six months of 2014, White Mountains also purchased \$17 million of surplus notes issued by SSIE.

Cash flows from investing and financing activities for the six months ended June 30, 2013

Financing and Other Capital Activities

During the first quarter of 2013, the Company declared and paid a \$6 million cash dividend to its common shareholders.

During the first six months of 2013, the Company repurchased and retired 141,535 of its common shares for \$80 million, which included 1,535 common shares repurchased under employee benefit plans.

During the first quarter of 2013, White Mountains made payments totaling \$11 million on the WTM Performance Shares.

During the first quarter of 2013, White Mountains repaid the \$75 million that was outstanding under its previous credit facility at December 31, 2012. White Mountains also borrowed and repaid an additional \$130 million under its previous credit facility during the first six months of 2013.

During the first six months of 2013, OneBeacon Ltd. declared and paid \$40 million of cash dividends to its common shareholders. White Mountains received a total of \$30 million of these dividends.

During the first six months of 2013, OneBeacon paid \$6 million of interest on the 2012 OBH Senior Notes.

During the first six months of 2013, Sirius Group paid \$150 million of dividends to its immediate parent, \$75 million of which had been declared and accrued in December 2012.

During the first six months of 2013, Sirius Group paid \$13 million of interest on the SIG Senior Notes and \$9 million of dividends on the SIG Preference Shares.

During the first six months of 2013, White Mountains contributed \$20 million to WM Life Re.

Acquisitions and Dispositions

During the first quarter of 2013, WM Solutions closed on the acquisition of Ashmere, a small runoff subsidiary of American International Group, for a purchase price of \$10 million.

During the first quarter of 2013, OneBeacon completed the sale of Essentia and received \$31 million as consideration.

FAIR VALUE CONSIDERATIONS

General

White Mountains records certain assets and liabilities at fair value in its consolidated financial statements, with changes therein recognized in current period earnings. In addition, White Mountains discloses estimated fair value for certain liabilities measured at historical or amortized cost. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants (an exit price) at a particular measurement date. Fair value measurements are categorized into a hierarchy that distinguishes between inputs based on market data from independent sources (“observable inputs”) and a reporting entity’s internal assumptions based upon the best information available when external market data is limited or unavailable (“unobservable inputs”). Quoted prices in active markets for identical assets have the highest priority (“Level 1”), followed by observable inputs other than quoted prices including prices for similar but not identical assets or liabilities (“Level 2”), and unobservable inputs, including the reporting entity’s estimates of the assumptions that market participants would use, having the lowest priority (“Level 3”).

Assets and liabilities carried at fair value include substantially all of the investment portfolio; derivative instruments, both exchange traded and over the counter instruments; and reinsurance assumed liabilities associated with variable annuity benefit guarantees. Valuation of assets and liabilities measured at fair value require management to make estimates and apply judgment to matters that may carry a significant degree of uncertainty. In determining its estimates of fair value, White Mountains uses a variety of valuation approaches and inputs. Whenever possible, White Mountains estimates fair value using valuation methods that maximize the use of observable prices and other inputs. Where appropriate, assets and liabilities measured at fair value have been adjusted for the effect of counterparty credit risk.

Invested Assets

White Mountains’s invested assets that are measured at fair value include fixed maturity securities, common and preferred equity securities, convertible fixed maturity securities and interests in hedge funds and private equity funds.

Where available, the estimated fair value of investments is based upon quoted prices in active markets. In circumstances where quoted prices are unavailable, White Mountains uses fair value estimates based upon other observable inputs including matrix pricing, benchmark interest rates, market comparables, and other relevant inputs. Where observable inputs are not available, the estimated fair value is based upon internal pricing models using assumptions that include inputs that may not be observable in the marketplace but which reflect management’s best judgment given the circumstances and consistent with what other market participants would use when pricing such instruments.

As of June 30, 2014, approximately 93% of the investment portfolio recorded at fair value was priced based upon quoted market prices or other observable inputs. Investments valued using Level 1 inputs include fixed maturity securities, primarily investments in U.S. Treasuries, common equity securities and short-term investments, which include U.S. Treasury Bills. Investments valued using Level 2 inputs comprise fixed maturity securities including corporate debt, state and other governmental debt, convertible fixed maturity securities and mortgage and asset-backed securities. Fair value estimates for investments that trade infrequently and have few or no observable market prices are classified as Level 3 measurements. Level 3 fair value estimates based upon unobservable inputs include White Mountains’s investments in hedge funds and private equity funds, as well as investments in certain debt securities, including asset-backed securities, where quoted market prices are unavailable. White Mountains determines when transfers between levels have occurred as of the beginning of the period. White Mountains uses brokers and outside pricing services to assist in determining fair values. For investments in active markets, White Mountains uses the quoted market prices provided by outside pricing services to determine fair value. The outside pricing services used by White Mountains have indicated that if no observable inputs are available for a security, they will not provide a price.

In those circumstances, White Mountains estimates the fair value using industry standard pricing models and observable inputs such as benchmark interest rates, market comparables, broker quotes, issuer spreads, bids, offers, credit rating prepayment speeds and other relevant inputs. White Mountains performs procedures to validate the market prices obtained from the outside pricing sources. Such procedures, which cover substantially all of its fixed maturity investments include, but are not limited to, evaluation of model pricing methodologies and review of the pricing services' quality control processes and procedures on at least an annual basis, comparison of market prices to prices obtained from different independent pricing vendors on at least a semi-annual basis, monthly analytical reviews of certain prices, and review of assumptions utilized by the pricing service for selected measurements on an ad hoc basis throughout the year. White Mountains also performs back-testing of selected sales activity to determine whether there are any significant differences between the market price used to value the security prior to sale and the actual sale price on an ad-hoc basis throughout the year. Prices provided by the pricing services that vary by more than 5% and \$1 million from the expected price based on these procedures are considered outliers. Also considered outliers are prices that have not changed from period to period and prices that have trended unusually compared to market conditions. In circumstances where the results of White Mountains's review process do not appear to support the market price provided by the pricing services, White Mountains challenges the price. The fair values of such securities are considered to be Level 3 measurements.

Variable Annuity Reinsurance Liabilities

White Mountains has entered into agreements to reinsure death and living benefit guarantees associated with certain variable annuities in Japan. White Mountains carries the benefit guarantees at fair value. The fair value of the guarantees is estimated using actuarial and capital market assumptions related to the projected discounted cash flows over the term of the reinsurance agreement. The valuation uses assumptions about surrenders rates, market volatilities and other factors, and includes a risk margin which represents the additional compensation a market participant would require to assume the risks related to the business. The selection of surrender rates, market volatility assumptions, risk margins and other factors require the use of significant management judgment. Assumptions regarding future policyholder behavior, including surrender and lapse rates, are generally unobservable inputs and significantly impact the fair value estimate. Market conditions including, but not limited to, changes in interest rates, equity indices, market volatility and foreign currency exchange rates as well as variations in actuarial assumptions regarding policyholder behavior may result in significant fluctuations in the fair value of the liabilities associated with these guarantees that could materially affect results of operations. All of White Mountains's variable annuity reinsurance liabilities (\$32 million) were classified as Level 3 measurements at June 30, 2014.

WM Life Re projects future surrender rates by year for policies based on a combination of actual experience and expected policyholder behavior. Actual policyholder behavior, either individually or collectively, may differ from projected behavior as a result of a number of factors such as the level of the account value versus guarantee value and applicable surrender charge, views of the primary insurance company's financial strength and ability to pay the guarantee at maturity, annuitants' need for money in a prolonged recession and time remaining to receive the guarantee at maturity. Policyholder behavior is especially difficult to predict given that WM Life Re's reinsurance contracts are relatively new and the market turmoil seen over the last several years is unprecedented for this type of product in the Japanese market. Actual policyholder behavior may differ materially from WM Life Re's projections.

At the account value levels as of June 30, 2014, the average assumed surrender rate was approximately 18% per annum. The potential change in the fair value of the liability due to a change in current surrender assumptions is as follows:

Millions	Change in fair value of liability	
	June 30, 2014	December 31, 2013
Decrease 100% (to zero surrenders)	\$ 4	\$ 8
Increase 100%	\$ (3)	\$ (7)

The amounts in the table above could increase in the future if the fair value of the variable annuity guarantee liability changes due to factors other than the surrender assumptions (e.g., a decline in the ratio of the annuitants' aggregate account values to their aggregate guarantee values).

NON-GAAP FINANCIAL MEASURES

This report includes three non-GAAP financial measures that have been reconciled to their most comparable GAAP financial measures. White Mountains believes these measures to be more relevant than comparable GAAP measures in evaluating White Mountains's results of operations and financial condition.

Adjusted comprehensive income is a non-GAAP financial measure that excludes the change in equity in net unrealized gains and losses from Symetra's fixed maturity portfolio, net of applicable taxes, from comprehensive income. In the calculation of comprehensive income under GAAP, fixed maturity investments are marked-to-market while the liabilities to which those assets are matched are not. Symetra attempts to earn a "spread" between what it earns on its investments and what it pays out on its products. In order to try to fix this spread, Symetra invests in a manner that tries to match the duration and cash flows of its investments with the required cash outflows associated with its life insurance and structured settlements products. As a result, Symetra typically earns the same spread on in-force business whether interest rates fall or rise. Further, at any given time, some of Symetra's structured settlement obligations may extend 40 or 50 years into the future, which is further out than the longest maturing fixed maturity investments regularly available for purchase in the market (typically 30 years). For these long-dated products, Symetra is unable to fully match the obligation with assets until the remaining expected payout schedule comes within the duration of securities available in the market. If at that time, these fixed maturity investments have yields that are lower than the yields expected when the structured settlement product was originally priced, the spread for the product will shrink and Symetra will ultimately harvest lower returns for its shareholders. GAAP comprehensive income increases when rates decline, which would suggest an increase in the value of Symetra - the opposite of what is happening to the intrinsic value of the business. Therefore, White Mountains's management and Board of Directors use adjusted comprehensive income when assessing Symetra's quarterly financial performance. In addition, this measure is typically the predominant component of change in adjusted book value per share, which is used in calculation of White Mountains's performance for both short-term (annual bonus) and long-term incentive plans. The reconciliation of adjusted comprehensive income to comprehensive income is included on page 49.

Adjusted book value per share is a non-GAAP measure which is derived by expanding the GAAP calculation of book value per White Mountains common share to exclude equity in net unrealized gains and losses from Symetra's fixed maturity portfolio, net of applicable taxes. In addition, the number of common shares outstanding used in the calculation of adjusted book value per share is adjusted to exclude unearned restricted common shares, the compensation cost of which, at the date of calculation, has yet to be amortized. The reconciliation of adjusted book value per share to GAAP book value per share is included on page 48.

Total capital at White Mountains is comprised of White Mountains's common shareholders' equity, debt and non-controlling interest in OneBeacon Ltd., HG Global and the SIG Preference Shares. Total adjusted capital excludes the equity in net unrealized gains and losses from Symetra's fixed maturity portfolio, net of applicable taxes from total capital. The reconciliation of total capital to total adjusted capital is included on page 71.

CRITICAL ACCOUNTING ESTIMATES

Refer to the Company's 2013 Annual Report on Form 10-K for a complete discussion regarding White Mountains's critical accounting estimates.

FORWARD-LOOKING STATEMENTS

This report may contain “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. All statements, other than statements of historical facts, included or referenced in this report which address activities, events or developments which White Mountains expects or anticipates will or may occur in the future are forward-looking statements. The words “will”, “believe”, “intend”, “expect”, “anticipate”, “project”, “estimate”, “predict” and similar expressions are also intended to identify forward-looking statements. These forward-looking statements include, among others, statements with respect to White Mountains’s:

- changes in adjusted book value per share or return on equity;
- business strategy;
- financial and operating targets or plans;
- incurred loss and loss adjustment expenses and the adequacy of its loss and loss adjustment expense reserves and related reinsurance;
- projections of revenues, income (or loss), earnings (or loss) per share, dividends, market share or other financial forecasts;
- expansion and growth of its business and operations; and
- future capital expenditures.

These statements are based on certain assumptions and analyses made by White Mountains in light of its experience and perception of historical trends, current conditions and expected future developments, as well as other factors believed to be appropriate in the circumstances. However, whether actual results and developments will conform with its expectations and predictions is subject to a number of risks and uncertainties that could cause actual results to differ materially from expectations, including:

- the risks associated with Item 1A of White Mountains’s 2013 Annual Report on Form 10-K;
- claims arising from catastrophic events, such as hurricanes, earthquakes, floods, fires, terrorist attacks or severe winter weather;
- the continued availability of capital and financing;
- general economic, market or business conditions;
- business opportunities (or lack thereof) that may be presented to it and pursued;
- competitive forces, including the conduct of other property and casualty insurers and reinsurers;
- changes in domestic or foreign laws or regulations, or their interpretation, applicable to White Mountains, its competitors or its customers;
- an economic downturn or other economic conditions adversely affecting its financial position;
- recorded loss reserves subsequently proving to have been inadequate;
- actions taken by ratings agencies from time to time, such as financial strength or credit ratings downgrades or placing ratings on negative watch; and
- other factors, most of which are beyond White Mountains’s control.

Consequently, all of the forward-looking statements made in this report are qualified by these cautionary statements, and there can be no assurance that the actual results or developments anticipated by White Mountains will be realized or, even if substantially realized, that they will have the expected consequences to, or effects on, White Mountains or its business or operations. White Mountains assumes no obligation to publicly update any such forward-looking statements, whether as a result of new information, future events or otherwise.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

Refer to White Mountains’s 2013 Annual Report on Form 10-K and in particular **Item 7A. - “Quantitative and Qualitative Disclosures About Market Risk”**. As of June 30, 2014, there were no material changes in the market risks as described in White Mountains’s most recent Annual Report.

Item 4. Controls and Procedures.

The Principal Executive Officer (“PEO”) and the Principal Financial Officer (“PFO”) of White Mountains have evaluated the effectiveness of its disclosure controls and procedures (as defined in Rule 13a-15(e) and 15d-15(e) of the Exchange Act) as of the end of the period covered by this report. Based on that evaluation, the PEO and PFO have concluded that White Mountains’s disclosure controls and procedures are adequate and effective.

There were no significant changes with respect to the Company’s internal control over financial reporting or in other factors that materially affected, or are reasonably likely to materially affect, internal control over financial reporting during the quarter ended June 30, 2014.

Part II. OTHER INFORMATION**Item 1. Legal Proceedings.**

Refer to White Mountains’s 2013 Annual Report on Form 10-K and in particular **Item 3. - “Legal Proceedings”**. As of June 30, 2014, there were no material changes in the legal proceedings as described in White Mountains’s most recent Annual Report.

Item 1A. Risk Factors.

There have been no material changes to any of the risk factors previously disclosed the Registrant’s 2013 Annual Report on Form 10-K.

Item 2. Issuer Purchases of Equity Securities.

Months	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plan ⁽¹⁾	Maximum Number of Shares that May Yet Be Purchased Under the Plan ⁽¹⁾
April 1-April 30, 2014	3,200	\$ 587.94	3,200	526,448
May 1-May 31, 2014	20,514	\$ 589.36	20,514	505,934
June 1-June 30, 2014	1,552	\$ 590.08	1,552	504,382
Total	25,266	\$ 589.22	25,266	504,382

⁽¹⁾ On November 17, 2006, White Mountains’s board of directors authorized the Company to repurchase up to 1 million of its common shares, from time to time, subject to market conditions. On August 26, 2010 and May 25, 2012, White Mountains’s board of directors authorized the Company to repurchase up to an additional 600,000 and 1,000,000, respectively, common shares, for a total authorization of 2.6 million shares. Shares may be repurchased on the open market or through privately negotiated transactions. The repurchase authorization does not have a stated expiration.

Item 3. Defaults Upon Senior Securities.

None.

Item 4. Mine Safety Disclosures.

None.

Item 5. Other Information.

None.

Item 6. Exhibits.

(a)	Exhibits
10.1	— Amendment dated as of June 19, 2014 to the Stock Purchase Agreement by and among OneBeacon Insurance Group Ltd., OneBeacon Insurance Group LLC, Trebuchet US Holdings, Inc. and Armour Group Holdings Limited. *
11	— Statement Re Computation of Per Share Earnings. **
31.1	— Principal Executive Officer Certification Pursuant to Rule 13a-14 (a) of the Securities Exchange Act of 1934, as Amended. *
31.2	— Principal Financial Officer Certification Pursuant to Rule 13a-14 (a) of the Securities Exchange Act of 1934, as Amended. *
32.1	— Principal Executive Officer Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. *
32.2	— Principal Financial Officer Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. *
101.1	— The following financial information from White Mountains’s Quarterly Report on Form 10-Q for the quarter ended June 30, 2014 formatted in XBRL: (i) Consolidated Balance Sheets, June 30, 2014 and December 31, 2013; (ii) Consolidated Statements of Operations and Comprehensive Income, Three Months and Six Months Ended June 30, 2014 and 2013; (iii) Consolidated Statements of Changes in Equity, Six Months Ended June 30, 2014 and 2013; (iv) Consolidated Statements of Cash Flows, Six Months Ended June 30, 2014 and 2013; and (v) Notes to Consolidated Financial Statements. *

* Included herein

** Not included as an exhibit as the information is contained elsewhere within this report. See **Note 10** of the Notes to Consolidated Financial Statements.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

WHITE MOUNTAINS INSURANCE GROUP, LTD.
(Registrant)

Date: July 29, 2014

By: /s/ J. Brian Palmer
J. Brian Palmer
Vice President and Chief Accounting Officer

AMENDMENT NO. 3 TO STOCK PURCHASE AGREEMENT

This Amendment No. 3 (this "Amendment"), dated as of June 19, 2014, is made among OneBeacon Insurance Group LLC ("Seller"), Trebuchet US Holdings, Inc. ("Purchaser"), OneBeacon Insurance Group, Ltd. ("Seller Parent") and Armour Group Holdings Limited ("Purchaser Parent"). Capitalized terms used but not defined in this Amendment have the meanings set forth in the Agreement (as defined below).

WITNESSETH:

WHEREAS, Seller, Purchaser, Seller Parent and Purchaser Parent are parties to that certain Stock Purchase Agreement dated as of October 17, 2012, as amended by amendments dated as of February 1, 2013 and as of October 25, 2013 and as otherwise modified or amended prior to the date hereof (the "Agreement"); and

WHEREAS, the parties desire to amend the Agreement, as set forth in this Amendment, among other things, in order to (i) modify the parties' obligations with respect to the contribution of Additional Required Capital and replace the forms of Surplus Notes, (ii) extend the Termination Date and (iii) replace the forms of Retained Business Reinsurance Agreement and Run-Off Business Reinsurance Agreement.

NOW, THEREFORE, in consideration of the premises herein contained, and for other good and valuable consideration, the receipt of which is hereby acknowledged, the parties hereto hereby agree as follows:

1. Amendment to Section 5.19 Re: Contribution of Additional Required Capital. Section 5.19 of the Agreement is hereby amended, by deleting such Section in its entirety and replacing it with the following:

"Section 5.19 Additional Required Capital. In the event that the Pennsylvania Department requires that capital contributions be made into OneBeacon Insurance (either by virtue of a requirement to increase reserves or a requirement to increase surplus, or both), such that the aggregate amount of Cash Equivalents and Investment Assets of OneBeacon Insurance, on a consolidated basis with its Subsidiaries, after giving effect to such capital contributions, shall exceed, as of the Closing, the aggregate amount of Cash Equivalents and Investment Assets of OneBeacon Insurance, on a consolidated basis with its Subsidiaries, contemplated by the Estimated Closing Date Balance Sheet (such excess amount referred to herein as the "Required Additional Capital Amount"), then the provisions of this Section 5.19 shall apply. Seller shall contribute to OneBeacon Insurance (i) an amount of Cash Equivalents (the "Seller Pari Passu Amount") equal to the lesser of (x) fifty percent (50%) of the Required Additional Capital Amount or (y) the Pre-Closing Seller Contribution; and (ii) if the Required Additional Capital Amount exceeds two times the Seller Pari Passu Amount, an amount of Cash Equivalents of such excess, up to a maximum of \$36.65 million (the "Seller Priority Amount"). In consideration of each amount, if any, contributed by Seller pursuant to this Section 5.19, OneBeacon Insurance will issue a surplus note to Seller, which surplus note(s) shall be substantially in the applicable form attached hereto as Exhibit 8 (each, a "Surplus Note"). The Surplus Note, if any, issued in

consideration of the Seller Pari Passu Amount (the “Seller Pari Passu Note”), will be subordinated to the Surplus Note, if any, issued in consideration of the Seller Priority Amount (the “Seller Priority Note”).”

2. Amendment to Section 8.1(d) Re: Extended Termination Date. Section 8.1(d) of the Agreement is hereby amended, by deleting “July 31, 2014” therein and replacing such date with “December 31, 2014.”

3. Amendment to Exhibit 8. The forms of Surplus Notes attached to the Agreement as Exhibit 8 thereto are hereby deleted in their entirety and replaced with the forms of Surplus Notes attached as Exhibit A to this Amendment.

4. Amendment to Exhibits 3 and 6. The forms of Retained Business Reinsurance Agreement and Run-Off Business Reinsurance Agreement attached respectively to the Agreement as Exhibits 3 and 6 thereto are hereby deleted in their entirety and replaced with the forms of Retained Business Reinsurance Agreement and Run-Off Business Reinsurance Agreement attached as Exhibit B to this Amendment.

5. Misreferences to Run-Off Business Reinsurance Agreement. The reference to “Run-Off Reinsurance Agreement” in the list of Exhibits to the Agreement and the cover page of Exhibit 6 to the Agreement is hereby deleted and replaced with “Run-Off Business Reinsurance Agreement.”

6. Surplus Relief from Reinsurance. Subject to any required approval of applicable Governmental Authorities, Purchaser may elect to cause OneBeacon Insurance to prepay all or any portion of the Surplus Notes in accordance with the terms thereof in connection with OneBeacon Insurance entering into one or more reinsurance agreements to provide surplus relief to replace some or all of surplus represented by the Surplus Notes.

7. Ratification. The Agreement, as amended hereby, is hereby ratified, approved and confirmed in all respects.

8. Counterparts. This Amendment may be executed in one or more counterparts, each of which will be deemed to constitute an original, but all of which shall constitute one and the same agreement, and may be delivered by facsimile or other electronic means intended to preserve the original graphic or pictorial appearance of a document.

9. Governing Law. This Amendment and its enforcement will be governed by, and interpreted in accordance with, the laws of the State of New York applicable to agreements made and to be performed entirely within such state without regard to the conflicts of law provisions thereof.

10. Submission to Jurisdiction. Each party to this Amendment hereby submits to the exclusive jurisdiction of (a) the United States District Court for the Southern District of New York sitting in the Borough of Manhattan or (b) if such court does not have jurisdiction, any state court located in the Borough of Manhattan, including in the case of subclauses (a) and (b) above,

any appellate courts therefrom (the “New York Courts”) for any dispute arising out of or relating to this Amendment or the breach, termination or validity hereof or any transactions contemplated by this Amendment. Each party to this Amendment hereby irrevocably and unconditionally waives, to the fullest extent permitted by Law, any objection that it may now or hereafter have to the laying of the venue of any such proceedings brought in such court. Each of the parties hereto irrevocably and unconditionally waives and agrees not to plead or claim in any such court (i) that it is not personally subject to the jurisdiction of the New York Courts for any reason other than the failure to serve process in accordance with applicable Law, (ii) that it or its property is exempt or immune from jurisdiction of the New York Courts or from any legal process commenced in the New York Courts (whether through service of notice, attachment prior to judgment, attachment in aid of execution of judgment, execution of judgment or otherwise), and (iii) to the fullest extent permitted by applicable Law that (A) the suit, action or proceeding in the New York Courts is brought in an inconvenient forum, (B) the venue of such suit, action or proceeding is improper and (C) this Amendment, or the subject matter hereof, may not be enforced in or by the New York Courts.

11. WAIVER OF JURY TRIAL. EACH PARTY HERETO ACKNOWLEDGES AND AGREES THAT ANY CONTROVERSY WHICH MAY ARISE UNDER THIS AMENDMENT IS LIKELY TO INVOLVE COMPLICATED AND DIFFICULT ISSUES AND, THEREFORE, EACH SUCH PARTY HEREBY IRREVOCABLY AND UNCONDITIONALLY WAIVES ANY RIGHT SUCH PARTY MAY HAVE TO A TRIAL BY JURY FOR ANY DISPUTE ARISING OUT OF OR RELATING TO THIS AMENDMENT OR THE BREACH, TERMINATION OR VALIDITY HEREOF OR ANY TRANSACTIONS CONTEMPLATED BY THIS AMENDMENT. EACH PARTY HERETO CERTIFIES AND ACKNOWLEDGES THAT (A) NEITHER THE OTHER PARTY HERETO NOR ITS REPRESENTATIVES, AGENTS OR ATTORNEYS HAVE REPRESENTED, EXPRESSLY OR OTHERWISE, THAT SUCH OTHER PARTY WOULD NOT, IN THE EVENT OF LITIGATION, SEEK TO ENFORCE THE FOREGOING WAIVER, (B) EACH PARTY HERETO UNDERSTANDS AND HAS CONSIDERED THE IMPLICATIONS OF THIS WAIVER, (C) EACH PARTY HERETO MAKES THIS WAIVER VOLUNTARILY AND (D) EACH PARTY HERETO HAS BEEN INDUCED TO ENTER INTO THIS AMENDMENT BY, AMONG OTHER THINGS, THE MUTUAL WAIVERS AND CERTIFICATIONS OF THIS SECTION 11. ANY PARTY HERETO MAY FILE AN ORIGINAL COUNTERPART OR A COPY OF THIS AMENDMENT WITH ANY COURT AS WRITTEN EVIDENCE OF THE CONSENT OF THE PARTIES HERETO TO THE WAIVER OF THEIR RIGHT TO TRIAL BY JURY.

[Signature page follows]

IN WITNESS WHEREOF, the parties hereto have duly executed this Amendment as of the day and year first above written.

ONEBEACON INSURANCE GROUP LLC

By: /s/ Paul H. McDonough
Name: Paul H. McDonough
Title: Senior Vice President and Chief Financial Officer

Trebuchet US Holdings, Inc.

By: /s/ Pauline Richards
Name: Pauline Richards
Title: Treasurer/Secretary

ONEBEACON INSURANCE GROUP LLC

By: /s/ Paul H. McDonough
Name: Paul H. McDonough
Title: Senior Vice President and Chief Financial Officer

ARMOUR GROUP HOLDINGS LIMITED

By: /s/ Pauline Richards
Name: Pauline Richards
Title: Chief Operating Officer

[Signature page to Amendment No. 3 to SPA]

Exhibit A

Forms of Surplus Notes

[Please see attached]

EXHIBIT 8 – PART 1
FORM OF SELLER PRIORITY NOTE

No. _____

\$ _____

ONEBEACON INSURANCE COMPANY

Surplus Note [due [●]]¹

ONEBEACON INSURANCE COMPANY, a property and casualty insurance company organized under the laws of the Commonwealth of Pennsylvania (“OneBeacon”), for value received, hereby promises to pay, subject to the Payment Restrictions (as defined below), to [●] or its registered assigns, the principal sum of \$[●], [on [●]], and to pay interest thereon, subject to the Payment Restrictions (as defined below), from [●] or from the most recent Scheduled Interest Payment Date (as defined below) for which interest has been paid or duly provided for, semi-annually in arrears on March 15 and August 31 in each year and on the date on which this Note matures, commencing [●] (each, a “Scheduled Interest Payment Date”), at the applicable Stated Rate, until the principal hereof is paid or duly provided for. The payment by OneBeacon of principal and interest on this Note shall be conditioned upon the payment restrictions set forth in paragraph 2 of this Note (the “Payment Restrictions”). Interest on this Note shall be calculated on the basis of a 360-day year of twelve months of 30 days each.

1. Payment. Payments of principal of this Note shall be made only against surrender of this Note; provided, that in the case of payment of only a portion of principal, OneBeacon shall execute a new Note in principal amount equal to and in exchange for the remaining portion of the principal of the Note so surrendered. Payments of interest on this Note will be made, in accordance with the foregoing and subject to applicable laws and regulations, (i) by wire transfer of immediately available funds to an account maintained by the person entitled thereto with a bank if such registered holder gives notice to OneBeacon, not less than 15 days (or such fewer days as OneBeacon may accept at its discretion) prior to the applicable scheduled payment date or maturity date hereof, of the payee’s account to which payment is to be made or, (ii) if no such notice is given, by mailing a check on or before the scheduled payment date of such payment to the person entitled thereto at such person’s address as provided to OneBeacon. Unless the designation of the payee’s account to which payment is to be made is revoked, any such designation made by such holder with respect to this Note of the payee’s account to which payment is to be made shall remain in effect with respect to any future payments with respect to this Note payable to such holder. In any case where the scheduled payment date or maturity date of this Note shall be at any place of payment a day on which banking institutions are not carrying out transactions in U.S. dollars or are authorized or obligated by law or executive order to close, then payment of principal or

¹ **Note to Draft:** Scheduled maturity date to be 5 years following closing.

interest need not be made on such date at such place but may be made on the next succeeding day at such place which is not a day on which banking institutions in the applicable jurisdiction are not carrying out transactions in U.S. dollars or are authorized or obligated by law or executive order to close (a “Business Day”), with the same force and effect as if made on the scheduled payment date or maturity date thereof, and no interest shall accrue on the amount of such payment for the period after such date, if such payment is so made.

The “Stated Rate” shall be equal to:

(i) for each Scheduled Interest Payment Date occurring on or prior to [March 15][August 31], [●]², a per annum rate equal to [●]³;

(ii) for each Scheduled Interest Payment Date occurring after [March 15][August 31], [●]⁴ but on or prior to [March 15][August 31], [●]⁵, a per annum rate equal to the sum of (A) (i) [●]⁶, less (ii) [●]⁷, plus (iii) 1.0% (such amount, the “Base Rate”), plus (B) Three-Month LIBOR; and

(iii) for each Scheduled Interest Payment Date occurring after [March 15][August 31], [●]⁸, a per annum rate equal to the sum of (A) the Base Rate, plus (B) (i) 0.50%, multiplied by (ii) the number of consecutive five-year periods (including any partial five-year period) occurring from [March 15][August 31], [●]⁹ to and including such Scheduled Interest Payment Date, plus (C) Three-Month LIBOR.

“Three-Month LIBOR” shall be equal to three-month LIBOR as reported

² **Note to Draft:** First Scheduled Interest Payment Date occurring after the fifth anniversary of the Closing.

³ **Note to Draft:** Equal to (x) 4.35% plus (y) the 5-year U.S. treasury rate as reported in the Eastern Edition of the Wall Street Journal two Business Days prior to the Closing.

⁴ **Note to Draft:** See footnote 2.

⁵ **Note to Draft:** First Scheduled Interest Payment Date occurring after the tenth anniversary of the Closing.

⁶ **Note to Draft:** Rate set forth in clause (i).

⁷ **Note to Draft:** Equal to the 5-year swap rate as reported in [the Eastern Edition of the Wall Street Journal two Business Days prior to the Closing].

⁸ **Note to Draft:** See footnote 5.

⁹ **Note to Draft:** See footnote 5.

in the Eastern Edition of the Wall Street Journal two Business Days prior to the applicable Scheduled Interest Payment Date.

2. Payment Restrictions. Notwithstanding anything to the contrary set forth herein, any repayment of principal of or payment of interest on the Notes may be made only with the prior approval of the Insurance Commissioner of the Commonwealth of Pennsylvania (the “Commissioner”). If the Commissioner does not approve the making of any payment or prepayment of principal of or interest on this Note on the scheduled payment date, prepayment date or maturity date thereof, as specified herein, the scheduled payment date, prepayment date or maturity date, as the case may be, shall be extended and such payment, together with interest accrued with respect thereto as contemplated by the following two sentences, shall be made by OneBeacon on the next following Business Day on which OneBeacon shall have the approval of the Commissioner to make such payment together with such interest. Unless approved by the Commissioner, any repayment of interest will only be made out of unassigned surplus. Interest will continue to accrue on any such unpaid principal through the actual date of payment at the Stated Rate. No interest will accrue on any interest with respect to which the scheduled payment date has been extended, during the period of such extension.

3. Optional Redemption; Prepayment. Subject to the prior approval of the Commissioner and the satisfaction of the other Payment Restrictions, OneBeacon may redeem the Notes in whole or in part at any time or from time to time at a redemption price equal to 100% of the aggregate principal amount plus any accrued and unpaid interest (calculated pursuant to the terms of the Notes) to be redeemed. In addition, subject to the prior approval of the Commissioner and the satisfaction of the other Payment Restrictions, OneBeacon shall redeem this Note in whole or in part on March 15 of each year in an amount, if any, such that, following such prepayment, OneBeacon’s “total adjusted capital” (as such term is defined in, and calculated pursuant to, the risk-based capital instructions permitted or prescribed by the insurance laws of the Commonwealth of Pennsylvania) is equal to the product of 2.0 (or such other factor established by the Commissioner) and OneBeacon’s “authorized control level RBC” (as such term is defined in, and calculated pursuant to, the risk-based capital instructions permitted or prescribed by the insurance laws of the Commonwealth of Pennsylvania).

4. Subordination. The principal of and interest on this Note shall not be a liability or claim against OneBeacon, or any of its assets, except as provided in Section 322.2 of The Insurance Company Law of 1921, as amended, of the Commonwealth of Pennsylvania (the “Insurance Law”). This Note is subordinated to all other liabilities of OneBeacon, except for any surplus notes the terms of which expressly state that they are subordinated to this Note.

5. Covenants. For so long as this Note remains outstanding or any amount remains unpaid on this Note:

(a) OneBeacon shall use commercially reasonable efforts to obtain the approval of the Commissioner in accordance with Section 322.2 of the Insurance Law for

the payment by OneBeacon of interest on and principal of this Note on the scheduled payment dates, prepayment date or maturity dates thereof, and, in the event any such approval has not been obtained for any such payment or prepayment at or prior to the scheduled payment date, prepayment date or maturity date, as the case may be, to continue to use best efforts to obtain such approval promptly thereafter. Not less than 45 days prior to the scheduled payment date, prepayment date or maturity date (excluding any such maturity date which arises as a result of the obtaining of an order or the granting of approval for the rehabilitation, liquidation, conservation or dissolution of OneBeacon), OneBeacon will seek the approval of the Commissioner to make each payment or prepayment of interest on and principal of this Note. In addition, OneBeacon shall notify in writing the holder of this Note no later than five Business Days prior to the scheduled payment date for interest, date for the prepayment of principal or the maturity date for principal in the event that the Commissioner has not then approved the making of any such payment on such scheduled payment date, prepayment date or such maturity date, and thereafter, if such payment or prepayment has been approved by the Commissioner, shall promptly notify in writing the holder of this Note of such approval.

(b) Until the full principal amount of this Note and any interest incurred thereon has been paid to the holder hereof, OneBeacon shall not, without the prior written consent of the holder of this Note:

(i) make any dividend or distribution to holders of its equity interests or purchase or retire any of its equity interests;

(ii) create, assume, incur or have outstanding any indebtedness (including purchase money indebtedness), or become liable, whether as endorser, guarantor, surety or otherwise, for any debt or obligation of any other person;

(iii) cease operations, liquidate, merge, transfer, acquire or consolidate with any entity, or dissolve or transfer or sell assets outside of the ordinary course of business;

(iv) amend its charter or bylaws in a manner that would adversely affect its corporate existence, material rights (charter and statutory) or material franchises; or

(v) write, assume or acquire any new business (including through any reinsurance or under existing treaties) other than pursuant to the fronting requirements set forth in Section 5.23 of that certain Stock Purchase Agreement between OneBeacon Insurance Group LLC, Trebuchet US Holdings, Inc. and the other parties thereto, dated October 17, 2012, as amended from time to time.

6. Remedies. A holder of this Note may enforce this Note only in the manner set forth below.

(a) In the event that any state or federal agency shall obtain an order or grant approval for the rehabilitation, liquidation, conservation or dissolution of OneBeacon, this Note will upon the obtaining of such order or the granting of such

approval immediately mature in full without any action on the part of the holder of this Note, with payment thereon being subject to the Payment Restrictions, and any restrictions imposed as a consequence of, or pursuant to, such proceedings. Notwithstanding any other provision of this Note, in no event shall any holder of this Note be entitled to declare this Note to immediately mature or otherwise be immediately payable.

(b) In the event that the Commissioner approves a payment of any interest on or principal of, or any redemption payment with respect to, this Note, in whole or in part, and OneBeacon fails to pay the full amount of such approved payment on the date such amount is scheduled to be paid, such approved amount will be immediately payable on such date without any action on the part of the holder of this Note. In the event that OneBeacon fails to perform any of its other obligations hereunder, the holder of this Note may pursue any available remedy to enforce the performance of any provision of this Note; provided, however, that such remedy shall in no event include the right to declare this Note immediately payable, and shall in no circumstances be inconsistent with the provisions of applicable law or the Payment Restrictions. A delay or omission by the holder of this Note in exercising any right or remedy accruing as a result of OneBeacon's failure to perform its obligations hereunder and the continuation thereof shall not impair such right or remedy or constitute a waiver of or acquiescence in such non-performance by OneBeacon. To the extent permitted by law, no remedy is exclusive of any other remedy and all remedies are cumulative.

(c) Notwithstanding any other provision of this Note, but subject to the laws and regulations of Pennsylvania, the right of any holder of this Note to receive payment of the principal of and interest on this Note on or after the respective scheduled payment date or maturity date, or to bring suit for the enforcement of any such payment on or after such respective scheduled payment date or maturity date, in each case subject to the Payment Restrictions, is absolute and unconditional and shall not be impaired or affected without the consent of the holder.

7. Entire Agreement; Amendments. This Note represents the entire agreement between the parties with respect to the subject matter hereof. No modification of this Note is effective and no other agreement may modify or supersede the terms of this Note, whether existing on the date of this Note or subsequently entered into, unless the modification or agreement is approved in writing by each of the Commissioner, OneBeacon and the holder of this Note.

8. Governing Law. This Note shall be governed by and construed in accordance with the laws of the Commonwealth of Pennsylvania without regard to the conflicts of laws principles of such State.

9. Severability. In case any provision in this Note, other than the Payment Restrictions, shall be invalid, illegal or unenforceable, the validity, legality and enforceability of the remaining provisions shall not in any way be affected or impaired thereby.

10. Notices. All notices, requests, claims, demands or other communications under this Note shall be deemed to have been duly given and made if in writing and (a) at the time personally delivered if served by personal delivery upon the party for whom it is intended, (b) at the time received if delivered by registered or certified mail (postage prepaid, return receipt requested) or by a national courier service (delivery of which is confirmed), or (c) upon confirmation if sent by facsimile; in each case to the person at the address set forth below, or such other address as may be designated in writing hereafter, in the same manner, by such person:

to [●]:

[OneBeacon Insurance Group LLC
601 Carlson Parkway
Minnetonka, MN 55305
Telephone: (952) 852-6731
(952) 852-6024
Facsimile: (888) 353-6247
(888) 862-8724
Attention: Maureen A. Phillips
Senior Vice President and General Counsel]

to the Company:

[Armour Group Holdings Limited
Bermuda Commercial Bank Building
3rd Floor, 19 Par-La-Ville Road
Hamilton HM 11
P.O. Box HM 66
Hamilton HM AX
Bermuda
Telephone: +1 (441) 292-9774
Attention: Pauline Richards]

11. Assignment. This Note may be assigned by [●], in whole or in part, at any time, subject to all the terms and conditions of this Note and specifically paragraph 2. [●] and the Company shall provide the Commissioner with written notice at least thirty (30) days prior to the intended date of the assignment. This Note shall be canceled upon assignment, whether in whole or in part. Concurrently with such cancellation, the Company shall issue new surplus notes in the amount of the outstanding principal balance (a) if cancelled in whole, to the assignee, and (b) if cancelled in part, allocated to each of the assignor and the assignee to reflect such partial assignment, and such new surplus notes shall contain the same terms as contained in this Note, as approved by the Commissioner.

12. No Third Party Beneficiaries. Nothing in this Note, expressed or implied, shall give or be construed to give any person, firm, corporation or other entity;

other than the Company and [●] any legal or equitable right, remedy or claim under or in respect to this Note or under any covenant, condition or provision contained herein.

13. Securities Act Compliance. [●], in consideration of the issuance hereof, represents and warrants that it has been furnished with information sufficient to make an informed decision to make the advance represented by this Note. [●], by acceptance of this Note, acknowledges that this Note has been acquired in a transaction exempt from the registration requirements of the Securities Act of 1933, as amended, and that the Company is relying, to the extent applicable, upon such representations and warranties.

14. Successors and Assigns. The covenants, stipulations, promises and agreements contained in this Note shall bind and inure to the benefit of, and shall be enforceable by the Company and [●], and their respective successors and assigns.

[Signature page follows]

IN WITNESS WHEREOF, ONEBEACON INSURANCE COMPANY has caused this Note to be signed by its duly authorized officer and its corporate seal to be affixed hereto or imprinted hereon.

ONEBEACON INSURANCE COMPANY

By: _____
Name:
Title:

Dated:

EXHIBIT 8 – PART 2
FORM OF SELLER PARI PASSU NOTE

No. _____

\$ _____

ONEBEACON INSURANCE COMPANY

Surplus Note [due [●]]¹

ONEBEACON INSURANCE COMPANY, a property and casualty insurance company organized under the laws of the Commonwealth of Pennsylvania (“OneBeacon”), for value received, hereby promises to pay, subject to the Payment Restrictions (as defined below), to [●] or its registered assigns, the principal sum of \$[●], [on [●]], and to pay interest thereon, subject to the Payment Restrictions (as defined below), from [●] or from the most recent Scheduled Interest Payment Date (as defined below) for which interest has been paid or duly provided for, semi-annually in arrears on March 15 and August 31 in each year and on the date on which this Note matures, commencing [●] (each, a “Scheduled Interest Payment Date”), at the applicable Stated Rate, until the principal hereof is paid or duly provided for. The payment by OneBeacon of principal and interest on this Note shall be conditioned upon the payment restrictions set forth in paragraph 2 of this Note (the “Payment Restrictions”). Interest on this Note shall be calculated on the basis of a 360-day year of twelve months of 30 days each.

1. Payment. Payments of principal of this Note shall be made only against surrender of this Note; provided, that in the case of payment of only a portion of principal, OneBeacon shall execute a new Note in principal amount equal to and in exchange for the remaining portion of the principal of the Note so surrendered. Payments of interest on this Note will be made, in accordance with the foregoing and subject to applicable laws and regulations, (i) by wire transfer of immediately available funds to an account maintained by the person entitled thereto with a bank if such registered holder gives notice to OneBeacon, not less than 15 days (or such fewer days as OneBeacon may accept at its discretion) prior to the applicable scheduled payment date or maturity date hereof, of the payee’s account to which payment is to be made or, (ii) if no such notice is given, by mailing a check on or before the scheduled payment date of such payment to the person entitled thereto at such person’s address as provided to OneBeacon. Unless the designation of the payee’s account to which payment is to be made is revoked, any such designation made by such holder with respect to this Note of the payee’s account to which payment is to be made shall remain in effect with respect to any future payments with respect to this Note payable to such holder. In any case where the scheduled payment date or maturity date of this Note shall be at any place of payment a day on which banking institutions are not carrying out transactions in U.S. dollars or are

¹ **Note to Draft:** Scheduled maturity date to be 5 years following closing.

authorized or obligated by law or executive order to close, then payment of principal or interest need not be made on such date at such place but may be made on the next succeeding day at such place which is not a day on which banking institutions in the applicable jurisdiction are not carrying out transactions in U.S. dollars or are authorized or obligated by law or executive order to close (a “Business Day”), with the same force and effect as if made on the scheduled payment date or maturity date thereof, and no interest shall accrue on the amount of such payment for the period after such date, if such payment is so made.

The “Stated Rate” shall be equal to:

(i) for each Scheduled Interest Payment Date occurring on or prior to [March 15][August 31], [●]², a per annum rate equal to [●]³;

(ii) for each Scheduled Interest Payment Date occurring after [March 15][August 31], [●]⁴ but on or prior to [March 15][August 31], [●]⁵, a per annum rate equal to the sum of (A) (i) [●]⁶, less (ii) [●]⁷, plus (iii) 1.0% (such amount, the “Base Rate”), plus (B) Three-Month LIBOR; and

(iii) for each Scheduled Interest Payment Date occurring after [March 15][August 31], [●]⁸, a per annum rate equal to the sum of (A) the Base Rate, plus (B) (i) 0.50%, multiplied by (ii) the number of consecutive five-year periods (including any partial five-year period) occurring from [March 15][August 31], [●]⁹ to and including such Scheduled Interest Payment Date, plus (C) Three-Month LIBOR.

² **Note to Draft:** First Scheduled Interest Payment Date occurring after the fifth anniversary of the Closing.

³ **Note to Draft:** Equal to (x) 4.35% plus (y) the 5-year U.S. treasury rate as reported in the Eastern Edition of the Wall Street Journal two Business Days prior to the Closing.

⁴ **Note to Draft:** See footnote 2.

⁵ **Note to Draft:** First Scheduled Interest Payment Date occurring after the tenth anniversary of the Closing.

⁶ **Note to Draft:** Rate set forth in clause (i).

⁷ **Note to Draft:** Equal to the 5-year swap rate as reported in [the Eastern Edition of the Wall Street Journal two Business Days prior to the Closing].

⁸ **Note to Draft:** See footnote 5.

⁹ **Note to Draft:** See footnote 5.

“Three-Month LIBOR” shall be equal to three-month LIBOR as reported in the Eastern Edition of the Wall Street Journal two Business Days prior to the applicable Scheduled Interest Payment Date.

2. Payment Restrictions. Notwithstanding anything to the contrary set forth herein, any repayment of principal of or payment of interest on the Notes may be made only with the prior approval of the Insurance Commissioner of the Commonwealth of Pennsylvania (the “Commissioner”). If the Commissioner does not approve the making of any payment or prepayment of principal of or interest on this Note on the scheduled payment date, prepayment date or maturity date thereof, as specified herein, the scheduled payment date, prepayment date or maturity date, as the case may be, shall be extended and such payment, together with interest accrued with respect thereto as contemplated by the following two sentences, shall be made by OneBeacon on the next following Business Day on which OneBeacon shall have the approval of the Commissioner to make such payment together with such interest. Unless approved by the Commissioner, any repayment of interest will only be made out of unassigned surplus. Interest will continue to accrue on any such unpaid principal through the actual date of payment at the Stated Rate. No interest will accrue on any interest with respect to which the scheduled payment date has been extended, during the period of such extension.

3. Optional Redemption; Prepayment. Subject to the prior approval of the Commissioner and the satisfaction of the other Payment Restrictions, OneBeacon may redeem the Notes in whole or in part at any time or from time to time at a redemption price equal to 100% of the aggregate principal amount plus any accrued and unpaid interest (calculated pursuant to the terms of the Notes) to be redeemed. In addition, subject to the prior approval of the Commissioner and the satisfaction of the other Payment Restrictions, OneBeacon shall redeem this Note in whole or in part (x) on March 15 of each year in an amount, if any, such that, following such prepayment and any concurrent dividend or distribution pursuant to paragraph 5(b)(i), OneBeacon’s “total adjusted capital” (as such term is defined in, and calculated pursuant to, the risk-based capital instructions permitted or prescribed by the insurance laws of the Commonwealth of Pennsylvania) is equal to the product of 2.0 (or such other factor established by the Commissioner) and OneBeacon’s “authorized control level RBC” (as such term is defined in, and calculated pursuant to, the risk-based capital instructions permitted or prescribed by the insurance laws of the Commonwealth of Pennsylvania) or (y) as contemplated by paragraph 5(b)(i).

4. Subordination. The principal of and interest on this Note shall not be a liability or claim against OneBeacon, or any of its assets, except as provided in Section 322.2 of The Insurance Company Law of 1921, as amended, of the Commonwealth of Pennsylvania (the “Insurance Law”). This Note is subordinated to (x) all other liabilities of OneBeacon and (y) that certain surplus note of OneBeacon issued to the initial holder of this Note concurrently with this Note in the principal amount of \$[●].

5. Covenants. For so long as this Note remains outstanding or any amount remains unpaid on this Note:

(a) OneBeacon shall use commercially reasonable efforts to obtain the approval of the Commissioner in accordance with Section 322.2 of the Insurance Law for the payment by OneBeacon of interest on and principal of this Note on the scheduled payment dates, prepayment date or maturity dates thereof, and, in the event any such approval has not been obtained for any such payment or prepayment at or prior to the scheduled payment date, prepayment date or maturity date, as the case may be, to continue to use best efforts to obtain such approval promptly thereafter. Not less than 45 days prior to the scheduled payment date, prepayment date or maturity date (excluding any such maturity date which arises as a result of the obtaining of an order or the granting of approval for the rehabilitation, liquidation, conservation or dissolution of OneBeacon), OneBeacon will seek the approval of the Commissioner to make each payment or prepayment of interest on and principal of this Note. In addition, OneBeacon shall notify in writing the holder of this Note no later than five Business Days prior to the scheduled payment date for interest, date for the prepayment of principal or the maturity date for principal in the event that the Commissioner has not then approved the making of any such payment on such scheduled payment date, prepayment date or such maturity date, and thereafter, if such payment or prepayment has been approved by the Commissioner, shall promptly notify in writing the holder of this Note of such approval.

(b) Until the full principal amount of this Note and any interest incurred thereon has been paid to the holder hereof, OneBeacon shall not, without the prior written consent of the holder of this Note:

(i) make any dividend or distribution to holders of its equity interests or purchase or retire any of its equity interests, unless, concurrently with such dividend or distribution payment, the principal amount of this Note shall be prepaid by an amount equal to the amount of such dividend or distribution payment;

(ii) create, assume, incur or have outstanding any indebtedness (including purchase money indebtedness), or become liable, whether as endorser, guarantor, surety or otherwise, for any debt or obligation of any other person;

(iii) cease operations, liquidate, merge, transfer, acquire or consolidate with any entity, or dissolve or transfer or sell assets outside of the ordinary course of business;

(iv) amend its charter or bylaws in a manner that would adversely affect its corporate existence, material rights (charter and statutory) or material franchises; or

(v) write, assume or acquire any new business (including through any reinsurance or under existing treaties) other than pursuant to the fronting requirements set forth in Section 5.23 of that certain Stock Purchase Agreement between OneBeacon Insurance Group LLC, Trebuchet US Holdings, Inc. and the other parties thereto, dated October 17, 2012, as amended from time to time.

6. Remedies. A holder of this Note may enforce this Note only in the manner set forth below.

(a) In the event that any state or federal agency shall obtain an order or grant approval for the rehabilitation, liquidation, conservation or dissolution of OneBeacon, this Note will upon the obtaining of such order or the granting of such approval immediately mature in full without any action on the part of the holder of this Note, with payment thereon being subject to the Payment Restrictions, and any restrictions imposed as a consequence of, or pursuant to, such proceedings. Notwithstanding any other provision of this Note, in no event shall any holder of this Note be entitled to declare this Note to immediately mature or otherwise be immediately payable.

(b) In the event that the Commissioner approves a payment of any interest on or principal of, or any redemption payment with respect to, this Note, in whole or in part, and OneBeacon fails to pay the full amount of such approved payment on the date such amount is scheduled to be paid, such approved amount will be immediately payable on such date without any action on the part of the holder of this Note. In the event that OneBeacon fails to perform any of its other obligations hereunder, the holder of this Note may pursue any available remedy to enforce the performance of any provision of this Note; provided, however, that such remedy shall in no event include the right to declare this Note immediately payable, and shall in no circumstances be inconsistent with the provisions of applicable law or the Payment Restrictions. A delay or omission by the holder of this Note in exercising any right or remedy accruing as a result of OneBeacon's failure to perform its obligations hereunder and the continuation thereof shall not impair such right or remedy or constitute a waiver of or acquiescence in such non-performance by OneBeacon. To the extent permitted by law, no remedy is exclusive of any other remedy and all remedies are cumulative.

(c) Notwithstanding any other provision of this Note, but subject to the laws and regulations of Pennsylvania, the right of any holder of this Note to receive payment of the principal of and interest on this Note on or after the respective scheduled payment date or maturity date, or to bring suit for the enforcement of any such payment on or after such respective scheduled payment date or maturity date, in each case subject to the Payment Restrictions, is absolute and unconditional and shall not be impaired or affected without the consent of the holder.

7. Entire Agreement; Amendments. This Note represents the entire agreement between the parties with respect to the subject matter hereof. No modification of this Note is effective and no other agreement may modify or supersede the terms of this Note, whether existing on the date of this Note or subsequently entered into, unless the modification or agreement is approved in writing by each of the Commissioner, OneBeacon and the holder of this Note.

8. Governing Law. This Note shall be governed by and construed in accordance with the laws of the Commonwealth of Pennsylvania without regard to the conflicts of laws principles of such State.

9. Severability. In case any provision in this Note, other than the Payment Restrictions, shall be invalid, illegal or unenforceable, the validity, legality and enforceability of the remaining provisions shall not in any way be affected or impaired thereby.

10. Notices. All notices, requests, claims, demands or other communications under this Note shall be deemed to have been duly given and made if in writing and (a) at the time personally delivered if served by personal delivery upon the party for whom it is intended, (b) at the time received if delivered by registered or certified mail (postage prepaid, return receipt requested) or by a national courier service (delivery of which is confirmed), or (c) upon confirmation if sent by facsimile; in each case to the person at the address set forth below, or such other address as may be designated in writing hereafter, in the same manner, by such person:

to [●]:

[OneBeacon Insurance Group LLC
601 Carlson Parkway
Minnetonka, MN 55305
Telephone: (952) 852-6731
(952) 852-6024
Facsimile: (888) 353-6247
(888) 862-8724
Attention: Maureen A. Phillips
Senior Vice President and General Counsel]

to the Company:

[Armour Group Holdings Limited
Bermuda Commercial Bank Building
3rd Floor, 19 Par-La-Ville Road
Hamilton HM 11
P.O. Box HM 66
Hamilton HM AX
Bermuda
Telephone: +1 (441) 292-9774
Attention: Pauline Richards]

11. Assignment. This Note may be assigned by [●], in whole or in part, at any time, subject to all the terms and conditions of this Note and specifically paragraph 2. [●] and the Company shall provide the Commissioner with written notice at least thirty (30) days prior to the intended date of the assignment. This Note shall be canceled upon assignment, whether in whole or in part. Concurrently with such cancellation, the Company shall issue new surplus notes in the amount of the outstanding principal balance (a) if cancelled in whole, to the assignee, and (b) if cancelled in part, allocated to each of the assignor and the assignee to reflect such partial assignment, and

such new surplus notes shall contain the same terms as contained in this Note, as approved by the Commissioner.

12. No Third Party Beneficiaries. Nothing in this Note, expressed or implied, shall give or be construed to give any person, firm, corporation or other entity; other than the Company and [●] any legal or equitable right, remedy or claim under or in respect to this Note or under any covenant, condition or provision contained herein.

13. Securities Act Compliance. [●], in consideration of the issuance hereof, represents and warrants that it has been furnished with information sufficient to make an informed decision to make the advance represented by this Note. [●], by acceptance of this Note, acknowledges that this Note has been acquired in a transaction exempt from the registration requirements of the Securities Act of 1933, as amended, and that the Company is relying, to the extent applicable, upon such representations and warranties.

14. Successors and Assigns. The covenants, stipulations, promises and agreements contained in this Note shall bind and inure to the benefit of, and shall be enforceable by the Company and [●], and their respective successors and assigns.

[Signature page follows]

IN WITNESS WHEREOF, ONEBEACON INSURANCE COMPANY has caused this Note to be signed by its duly authorized officer and its corporate seal to be affixed hereto or imprinted hereon.

ONEBEACON INSURANCE COMPANY

By: _____
Name:
Title:

Dated:

Exhibit B

**Forms of Retained Business Reinsurance Agreement and
Run-Off Business Reinsurance Agreement**

[Please see attached]

EXHIBIT 3
FORM OF RETAINED BUSINESS REINSURANCE AGREEMENT

**AMENDED AND RESTATED
100% QUOTA SHARE REINSURANCE AGREEMENT (Specialty)**

THIS AGREEMENT, dated as of [], 2014, by and between ONEBEACON INSURANCE COMPANY, a Pennsylvania corporation (the “Company”), having an address at 601 Carlson Parkway, Suite 600, Minnetonka, MN 55305, and [ATLANTIC SPECIALTY INSURANCE COMPANY, a New York corporation (the “Reinsurer”)]¹, having an address at [601 Carlson Parkway, Suite 600, Minnetonka, MN 55305] (this Agreement”), amends and restates in its entirety that certain 100% Quota Share Reinsurance Agreement (Specialty) dated as of [October 1, 2012] by and between the Company and [the Reinsurer]² (the “Original Agreement”).

RECITALS

This Agreement is being entered into pursuant to Section 2.2 of that certain Stock Purchase Agreement (as amended, the “SPA”), dated October 17, 2012, by and among OneBeacon Insurance Group LLC, Trebuchet US Holdings, Inc., and OneBeacon Insurance Group, Ltd. and Armour Group Holdings Limited (both for the limited purposes set forth in the SPA).

WITNESSETH:

In consideration of the mutual covenants contained herein, the Reinsurer hereby reinsures the Company to the extent and on the terms and conditions hereinafter set forth.

1. (a) “Actual Damages” means those amounts awarded to compensate for the actual damages sustained, and not awarded as a penalty, nor fixed in amount by statute;

(b) “Affiliate” means, with respect to any specified person or entity, any other person or entity that directly, or indirectly through one or more intermediaries, controls, is controlled by, or is under common control with, such specified person or entity, provided, however, that neither White Mountains Insurance Group, Ltd. nor any Affiliate of White Mountains Insurance Group, Ltd. shall be deemed to be an Affiliate of the Reinsurer or any person or entity controlled by the Reinsurer other than OneBeacon Insurance Group, Ltd. and any person or entity controlled by OneBeacon Insurance Group, Ltd. For purposes of this definition, “control” (including the terms “controlled by” and “under common control with”) with respect to the relationship between or among two (2) or more

¹ The Restructuring contemplates that ASIC will be merged into a new Pennsylvania domiciled insurance company, OneBeacon Specialty Insurance Company (“OBSIC”), prior to the Closing Date. In the event that merger (the “ASIC/OBSIC Merger”) is effected prior to the Closing Date, the bracketed language will be replaced by “OneBeacon Specialty Insurance Company, a Pennsylvania corporation and the successor-by-merger to Atlantic Specialty Insurance Company, New York corporation (the “Reinsurer”)”.

² If the ASIC/OSBIC Merger is effected prior to the Closing Date, the bracketed language will be replaced with “Atlantic Specialty Insurance Company”.

persons or entities, means the possession, directly or indirectly, of the power to direct or cause the direction of the management and policies of a person or entity whether through the ownership of voting securities, by contract or otherwise;

(c) "ASA" means the Administrative Services Agreement (the "ASA"), dated as of the Closing Date, between the Company and the Reinsurer as the administrator;

(d) "Closing Date" shall have the meaning assigned to such term in the SPA;

(e) "Extracontractual Damages" means any and all costs, expenses, damages, liabilities or obligations of any kind or nature (including without limitation attorneys fees, consequential and incidental damages, Actual Damages, Punitive and Exemplary Damages, and Statutory Penalties) which arise out of, result from or relate to any act or omission, whether or not in bad faith, intentional, willful, negligent, reckless, careless or otherwise, in connection with a Policy or any of the Liabilities, and which are not contractually covered by the express terms and conditions of such Policy;

(f) "Liabilities" means any and all liabilities of the Company with respect to the Policies, including reserves for unearned premiums, losses (both reported and incurred but not reported), Extracontractual Damages, any loss in excess of the limits arising under or covered by a Policy, and Loss Adjustment Expenses (both reported and incurred but not reported), and all outstanding underwriting and other expenses, as evidenced by the books and records of the Company, but shall not include separate company liabilities of a non-underwriting or administrative nature which may arise from time to time, including without limitation inter-company balances, liabilities for Federal income taxes, expenses and taxes related to the ownership of real estate, liabilities incurred in connection with investment transactions, or liabilities for dividends to shareholders; provided, however, that Liabilities shall specifically exclude liabilities related to Runoff Policies and Extracontractual Damages arising from any action of the Company following the Effective Date, unless such action was taken at the direction of or with the consent of the Reinsurer or by the Reinsurer on behalf of the Company.

(g) "Loss Adjustment Expenses" means reasonable and customary out-of-pocket costs and expenses paid by the Company for the investigation, adjustment, litigation (including without limitation reasonable attorneys' fees) and settlement of claims, as distinguished from the amount of a claimant's recovery from the Company in connection with such claimant's Policy, but not including (i) the office expenses of the Company and the salaries and expenses of its employees, or (ii) any costs and expenses paid directly or otherwise covered by the Reinsurer in its capacity as the administrator under the ASA;

(h) "Policy" means a Specialty Lines contract or policy of insurance issued by, or a reinsurance contract under which Specialty Lines business is assumed by, the Company or one of its Affiliates;

(i) "Punitive and Exemplary Damages" means those damages awarded as a penalty, the amount of which is neither governed nor fixed by statute;

(j) "Runoff Business Reinsurance Agreement" has the meaning ascribed to that term in the SPA;

(k) "Runoff Business" has the meaning ascribed to that term in the Runoff Business Reinsurance Agreement;

(l) "Runoff Policies" has the meaning ascribed to the term "Policies" in the Runoff Business Reinsurance Agreement;

(m) "Specialty Lines" means (i) any industry-segmented business or risk, regardless of size, type or class of business or risk, where the market, industry or program is a clearly defined group of insureds with predominately similar risk characteristics and where the policy forms, marketing, underwriting, claims or loss control functions are designed for the unique characteristics of the market, industry or program, reasonably and in good faith characterized by Company, Reinsurer and their Affiliates as specialty business or risk, together with those commercial coverages necessary to write the entire account, and (ii) any other insurance or reinsurance business of the Company other than the Runoff Business pursuant to Runoff Policies; and

(n) "Statutory Penalties" are those amounts awarded as a penalty, but are fixed in amount by statute.

All accounting terms used herein and not otherwise defined shall, where the context reasonably allows, have the same meanings as in the Company's Annual Statements filed with the Pennsylvania Insurance Department.

2. This Agreement shall be effective as of 12:01 a.m. on the Closing Date (the "Effective Date"), and shall apply to all Policies (a) underwritten or assumed by the Company on or after the Effective Date or (b) outstanding as of the Effective Date and to all such risks thereafter underwritten or assumed by the Company during the continuance of this Agreement.

3. The Company hereby cedes and transfers to the Reinsurer, and the Reinsurer hereby reinsures and assumes from the Company, all Liabilities incurred under or in connection with all Policies issued by the Company on or prior to the Effective Date.

4. The Company hereby agrees to cede and transfer to the Reinsurer, and the Reinsurer hereby agrees to reinsure and assume from the Company, automatically from inception, all Liabilities of the Company incurred under or in connection with all Policies issued by it after the Effective Date.

5. As between the Reinsurer and the Company, the Reinsurer shall have the sole benefit of, and any right to collect all reinsurance recoveries under, any third party reinsurance agreements that provide reinsurance specifically and solely for the Policies;

provided, however, that the Reinsurer's liability hereunder shall not be affected by reason of the inability to collect from any third party reinsurer(s), whether specific or general, any amounts that may have become due from such reinsurer(s), whether such inability arises from the insolvency of such other reinsurer(s) or otherwise. In the event of any inconsistency between the provisions of this Agreement and the provisions of the SPA with respect to reinsurance with third parties or Shared Reinsurance (as defined in the SPA), the terms of the SPA shall govern.

6. In consideration of the agreements of the Reinsurer herein contained, the Company hereby agrees to assign and transfer to the Reinsurer an amount in cash or other assets equal to the aggregate of the Company's Liabilities assumed by the Reinsurer as of the Effective Date.

7. Administration and Related Matters.

(a) As of the Effective Date, the Company hereby authorizes and empowers the Reinsurer to collect and receive all premiums; to take charge of, adjust and pay all Liabilities with respect to any and all Policies previously or thereafter issued by the Company; to obtain reinsurance (in the Reinsurer's own name and for its own account) with respect to the Policies; and in all respects to act as though said Policies were issued by the Reinsurer. The Company also authorizes and empowers the Reinsurer to perform, and the Reinsurer hereby agrees to perform, on behalf of the Company various services necessary in connection with administration of the Policies, including, without limitation, policy development, marketing, underwriting, policy administration, loss settlement, accounting, maintenance of books and records, and data processing (in each case solely with respect to the Policies and not generally for the Company). Coincident with the exercise by the Reinsurer of the authority granted hereunder either in whole or in part, the Reinsurer agrees to pay, all Liabilities for the Policies and all of the Company's underwriting, administrative and other expenses related to the Specialty Lines business. The provisions of this Section 7 shall be subject to the ASA, and in the event of any conflict between the terms of this Agreement and the ASA, the terms of the ASA shall govern. For the avoidance of doubt, Section 20.10 of the ASA regarding subcontracting shall apply to administrative services to be provided pursuant to the ASA.

(b) Except as directed by the Reinsurer or as performed by the Reinsurer acting on behalf of the Company in the Reinsurer's capacity as the Administrator under the ASA, the Company, on its own initiative, shall not change the terms or conditions of any Policy. If the Liabilities under any of the Policies are changed (A) because of changes made on or after the Effective Date in the terms and conditions of the Policies effected by the Reinsurer acting pursuant to the ASA or (B) by reason of the requirements of any governmental authority or otherwise required by applicable law, the Reinsurer will share proportionately, on a 100% quota share basis, in such changes, and the Company and the Reinsurer will make all appropriate adjustments to amounts due each other under this Agreement. With respect to any change required by reason of the requirement of any governmental authority or otherwise required by applicable law, the Company shall, to the extent practicable, prior to the effectiveness of any such change, promptly notify the Reinsurer of such proposed change and afford the Reinsurer (at the Reinsurer's sole cost

and expense) the opportunity, to the extent practicable, to object to such change under applicable administrative procedures (both formal and informal).

8. The Company hereby sells, transfers and assigns, and the Reinsurer hereby purchases, all right, title and interest of the Company in and to assets relating to the Specialty Lines business, including but not limited to its agents' balances, uncollected premiums, premium notes receivable, amounts due for inspection services and other functions relating to underwriting operations, and any other underwriting assets and fixed assets that may relate to the Policies existing or arising after the Effective Date as mutually agreed by the Company and the Reinsurer.

9. It is agreed that the obligations of either party under this Agreement and the ASA to transfer cash or other assets to the other party may be offset by the reciprocal obligations of the other party so that only net amounts shall be required to be transferred.

10. The conditions of the reinsurance under this Agreement shall in all cases be identical with the conditions of the Policies and their resulting obligations.

11. Except as otherwise required by the context of this Agreement, the amounts of all payments due under this Agreement shall be determined on the basis of the Company's Annual Statements filed with the Pennsylvania Insurance Department.

12. All collections and payments of any kind under this Agreement shall be settled between the parties no later than sixty (60) days following the close of each calendar quarter, in accordance with the ASA.

13. This Agreement shall remain in effect until the natural expiry of all obligations of the Company under the Policies and until all obligations of the Company and the Reinsurer hereunder have been discharged in full.

14. The reinsurance provided by this Agreement shall be payable by the Reinsurer directly to the Company or to its liquidator, receiver or statutory successor on the basis of the liability of the Company under the Policies reinsured without diminution because of the insolvency of the Company. In the event of the insolvency of the Company, the liquidator, receiver or statutory successor of the Company shall give written notice of the pendency of each claim against the Company on a Policy reinsured within a reasonable time after such claim is filed in the insolvency proceeding; and during the pendency of such claim, the Reinsurer may investigate such claim and interpose, at its own expense, in the proceeding where such claim is to be adjudicated any defense or defenses which it may deem available to the Company, its liquidator, receiver or statutory successor. The expense thus incurred by the Reinsurer shall be chargeable, subject to court approval, against the Company as part of the expense of liquidation to the extent of such proportionate share of the benefit as shall accrue to the Company solely as a result of the defense undertaken by the Reinsurer. The reinsurance shall be payable as hereinbefore in this paragraph provided except (a) where the Policy specifically provides another payee of such reinsurance in the event of the insolvency of the Company and (b) where the Reinsurer with the consent of the direct insured or insureds has assumed such

Policy obligations of the Company as direct obligations of the Reinsurer to the payees under such Policies and in substitution for the obligations of the Company to such payees.

15. Neither this Agreement nor any of the rights or obligations hereunder may be assigned by any party hereto without the prior written consent of all other parties hereto. Subject to the foregoing, this Agreement shall be binding upon and inure to the benefit of the parties hereto and their respective successors and permitted assigns.

16. Any provision of this Agreement may be amended, modified or waived if, and only if, such amendment, modification or waiver is in writing and signed, in the case of an amendment, by the parties hereto, or in the case of a waiver, by the party hereto against whom the waiver is to be effective. No failure or delay by any party hereto in exercising any right, power or privilege hereunder shall operate as a waiver thereof nor shall any single or partial exercise thereof preclude any other or further exercise thereof or the exercise of any other right, power or privilege.

17. This Agreement constitutes the entire agreement between the parties with respect to the business being reinsured hereunder, and there are no understandings between the parties other than as expressed in this Agreement.

18. Credit for Reinsurance. The Reinsurer acknowledges that the Company's ability to obtain full credit on its statutory financial statements for the reinsurance provided by this Agreement is an essential and material part of this transaction, failing which this Agreement will not fulfill its intended purpose. The Reinsurer shall promptly notify the Company of any event or change or condition that is reasonably likely to result in the Reinsurer ceasing to be authorized to engage in the business of insurance or reinsurance in the Company's state of domicile. In the event that Reinsurer ceases to be so authorized, it shall immediately, but in any case within fifteen (15) days after ceasing to be authorized, take such steps as are necessary to (a) restore such license and authority, (b) become accredited as a reinsurer in the Company's state of domicile, or (c) establish a qualified trust fund or provide a letter of credit, in each case, such that the Company shall be able to obtain full credit on its statutory financial statements for the reinsurance provided by this Agreement in the Company's state of domicile.

19. Arbitration. (a) The parties hereto agree to act in all things with the highest good faith. However, in the event the parties hereto cannot mutually resolve a dispute or claim which arises out of, or in connection with this Agreement, the parties hereto agree that the dispute or claim shall be submitted to binding arbitration, regardless of the insolvency, bankruptcy, rehabilitation or liquidation of either party, unless the conservator, receiver, liquidator, or statutory successor is specifically exempted from an arbitration proceeding by applicable state law. Any arbitration shall be based upon the Procedures for the Resolution of U.S. Insurance and Reinsurance Disputes dated September 2009 (the "Procedures") -- Regular Panel Version, and as supplemented or limited by this Section 19. In the event of any conflict between the Procedures and this Section, this Section, and not the Procedures, will control.

(b) Notice. Either party may initiate arbitration by providing written notification to the other party. Such written notice shall contain a brief statement of the issue(s), the failure on behalf of the parties to reach amicable agreement and the date of demand for arbitration. The party to which the notice is sent will respond to the notification in writing, within ten (10) days of its receipt. Any notice provided by either party under this provision shall be given as provided in Section 20.

(c) Panel. The arbitration panel (the "Panel") shall consist of three disinterested arbitrators, one to be appointed by the Company, one to be appointed by the Reinsurer and the third to be appointed by the two party-appointed arbitrators. The third arbitrator shall serve as the umpire, who shall be neutral. The arbitrators and umpire shall be persons who are current or former officers or executives of a property and casualty insurer or reinsurer, other than the parties or their Affiliates or subsidiaries, with more than ten (10) years property and casualty insurance experience. The arbitrators will regard this Agreement from the standpoint of practical business and equitable principles rather than that of strict law.

(d) Procedure.

(i) Within thirty (30) days of the commencement of the arbitration proceeding, each party shall provide the other party with the identification of its party-appointed arbitrator, and his or her address (including telephone, fax and e-mail information), a copy of the arbitrator's curriculum vitae and a completed Procedures Candidate Questionnaire, as provided for in the Procedures. If either party fails to appoint an arbitrator within that thirty (30) day period, the non-defaulting party will appoint an arbitrator to act as the party-appointed arbitrator for the defaulting party. The two party-appointed arbitrators shall seek to reach agreement on an umpire as soon as practical but no later than thirty (30) days after the appointment of the second arbitrator. The party-appointed arbitrators may consult, in confidence, with the party who appointed them concerning the appointment of the umpire.

(ii) Where the two party-appointed arbitrators have failed to reach agreement on an umpire within thirty (30) days, as specified in subsection (i) of this subsection (d), an umpire shall be selected in accordance with Section 6.7 of the Procedures from potential umpires selected by each party from the Certified Umpire List maintained by ARIAS (US). The expense of the appointment of the umpire shall be borne equally by each party to this Agreement.

(iii) The Panel may, in its sole discretion, make orders and directions as it considers to be necessary for the final determination of the matters in dispute. Such orders and directions may be necessary with regard to pleadings, discovery, inspection of documents, examination of witnesses and any other matters relating to the conduct of the arbitration. The Panel will have the widest discretion permissible under the law and practice of the place of arbitration when making such orders or directions.

(iv) The Panel will base their decision on the terms and conditions of this Agreement plus, as necessary, on the customs and practices of the property and casualty insurance and reinsurance industry rather than solely on a strict interpretation of the applicable law; there will be no appeal from their decision, and should either party fail to comply with the decision of the arbitrators, the other party shall have the right to seek and receive the assistance of any court having jurisdiction of the subject matter to enforce the decision of the arbitrators by having the arbitrators' decision reduced to judgment.

(e) Place of Arbitration. The arbitration shall take place in New York, New York and shall commence no later than ninety (90) days after the appointment of the umpire.

(f) Venue. The federal and state courts of the State of New York sitting in New York County shall have exclusive jurisdiction over any and all court proceedings that either party may initiate to compel arbitration or to enforce or confirm an arbitration award, each party hereby submitting to the personal jurisdiction thereof, and the parties agree not to raise the objection that such courts are not a convenient forum.

(g) Arbitration Panel Decision. The decision of the Panel shall be in writing and delivered to the parties promptly following the close of the arbitration proceedings, and shall be final and binding on the parties.

(h) Arbitration Costs. Each party shall bear the expense of its own arbitration, including its arbitrator and outside attorney fees, and jointly and equally bear with the other party the expenses of the umpire. Any remaining costs of the arbitration shall be determined by the Panel, which may take into account the law and practice of the place of arbitration.

20. Notices. All notices, requests, claims, demands or other communications hereunder shall be deemed to have been duly given and made if in writing and (a) at the time personally delivered if served by personal delivery upon the party for whom it is intended, (b) at the time received if delivered by registered or certified mail (postage prepaid, return receipt requested) or by a national courier service (delivery of which is confirmed), or (c) upon confirmation if sent by facsimile; in each case to the person at the address set forth below, or such other address as may be designated in writing hereafter, in the same manner, by such person:

to the Reinsurer:

[]

[]

[]

Telephone: []

Facsimile: []

Attention: []

with a copy (which shall not constitute notice to Reinsurer for the purposes of this Section 20) to:

Mayer Brown LLP
71 South Wacker Drive
Chicago, Illinois 60606
Telephone: (312) 782-0600
Facsimile: (312) 701-7711
Attention: Edward S. Best

to the Company:

[•]
[•]
[•]
Telephone: [•]
Facsimile: [•]
Attention: [•]

with a copy (which shall not constitute notice to the Company for the purposes of this Section 20) to:

Edwards Wildman Palmer LLP
750 Lexington Avenue
New York, NY 10022
Telephone: (212) 912-2789
Facsimile: (212) 308-4844
Attention: Nick Pearson

21. Governing Law. This Agreement and its enforcement will be governed by, and interpreted in accordance with, the laws of the State of New York applicable to agreements made and to be performed entirely within such state without regard to the conflicts of law provisions thereof.

22. Reports; Access to Records. All reporting for the reinsurance provided under this Agreement and access to records relating thereto shall be provided in accordance with the ASA.

23. Severability. The provisions of this Agreement shall be deemed severable and the invalidity or unenforceability of any provision shall not affect the validity or enforceability of the other provisions hereof. If any provision of this Agreement, or the application thereof to any person or entity or any circumstance, is found by a court or other governmental authority of competent jurisdiction to be invalid or unenforceable, the remainder of this Agreement and the application of such provision to other persons, entities or circumstances shall not be affected by such invalidity or unenforceability, nor shall such invalidity or unenforceability affect the validity or enforceability of such provision, or the application thereof, in any other jurisdiction. If any provision of this Agreement is so

broad as to be unenforceable, the provision shall be interpreted to be only so broad as would be enforceable.

24. Survival. Notwithstanding the provisions of Section 13, Sections 9, 12, 13 through 17 and 19 through 24 shall survive the termination or expiration of this Agreement.

25. Errors and Omissions. Inadvertent delays, errors or omissions made by either the Company or the Reinsurer in connection with this Agreement or any transaction hereunder shall not relieve the other party from any liability which would have attached to such parties had such delay, error or omission not occurred, provided that such error or omission is rectified as soon as possible after discovery, and provided further that the party making such error or omission or is otherwise responsible for such delay shall be responsible for any additional liability which attaches as a result.

26. Counterparts. This Agreement may be executed in any number of counterparts, which may be facsimile or email counterparts, and by different parties hereto in separate counterparts, each of which when so executed and delivered shall be deemed to be an original and all of which counterparts of this Agreement taken together shall constitute but one and the same instrument.

[signature page follows]

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed by their respective duly authorized officers as of the day and year first above written.

ONEBEACON INSURANCE COMPANY

Attest

By _____

Secretary

[ATLANTIC SPECIALTY INSURANCE COMPANY]³

Attest

By _____

Secretary

³ If the ASIC/OSBIC Merger is effected prior to the Closing Date, the bracketed language will be replaced by "ONEBEACON SPECIALTY INSURANCE COMPANY".

EXHIBIT 6
FORM OF RUN-OFF BUSINESS REINSURANCE AGREEMENT

**AMENDED AND RESTATED
100% QUOTA SHARE REINSURANCE AGREEMENT (Runoff)**

THIS AGREEMENT, dated as of [], 2014, by and between [ATLANTIC SPECIALTY INSURANCE COMPANY, a New York corporation (the “Company”)]¹, having an address at 601 Carlson Parkway, Suite 600, Minnetonka, MN 55305, and ONEBEACON INSURANCE COMPANY, a Pennsylvania corporation (the “Reinsurer”), having an address at [601 Carlson Parkway, Suite 600, Minnetonka, MN 55305] (this Agreement”), amends and restates in its entirety that certain 100% Quota Share Reinsurance Agreement (Specialty) dated as of [October 1, 2012] by and between [the Company]² and the Reinsurer (the “Original Agreement”).

RECITALS

This Agreement is being entered into pursuant to Section 2.2 of that certain Stock Purchase Agreement (as amended, the “SPA”), dated October 17, 2012, by and among OneBeacon Insurance Group LLC, Trebuchet US Holdings, Inc., and OneBeacon Insurance Group, Ltd. and Armour Group Holdings Limited (both for the limited purposes set forth in the SPA).

WITNESSETH:

In consideration of the mutual covenants contained herein, the Reinsurer hereby reinsures the Company to the extent and on the terms and conditions hereinafter set forth.

1. (a) “Actual Damages” means those amounts awarded to compensate for the actual damages sustained, and not awarded as a penalty, nor fixed in amount by statute;

(b) “Affiliate” means, with respect to any specified person or entity, any other person or entity that directly, or indirectly through one or more intermediaries, controls, is controlled by, or is under common control with, such specified person or entity, provided, however, that neither White Mountains Insurance Group, Ltd. nor any Affiliate of White Mountains Insurance Group, Ltd. shall be deemed to be an Affiliate of the Company or any person or entity controlled by the Company other than OneBeacon Insurance Group, Ltd. and any person or entity controlled by OneBeacon Insurance Group, Ltd. For purposes of this definition, “control” (including the terms “controlled by” and “under common control with”) with respect to the relationship between or among two (2) or more persons or entities, means the possession, directly or indirectly, of the power to direct or

¹ The Restructuring contemplates that ASIC will be merged into a new Pennsylvania domiciled insurance company, OneBeacon Specialty Insurance Company (“OBSIC”), prior to the Closing Date. In the event that merger (the “ASIC/OBSIC Merger”) is effected prior to the Closing Date, the bracketed language will be replaced by “OneBeacon Specialty Insurance Company, a Pennsylvania corporation and the successor-by-merger to Atlantic Specialty Insurance Company, New York corporation (the “Company”)”.

² If the ASIC/OBSIC Merger is effected prior to the Closing Date, the bracketed language will be replaced with “Atlantic Specialty Insurance Company”.

cause the direction of the management and policies of a person or entity whether through the ownership of voting securities, by contract or otherwise;

(c) "ASA" means the Administrative Services Agreement (the "ASA"), dated as of the Closing Date, between the Company and the Reinsurer as the administrator;

(d) "Closing Date" shall have the meaning assigned to such term in the SPA;

(e) "Extracontractual Damages" means any and all costs, expenses, damages, liabilities or obligations of any kind or nature (including without limitation attorneys fees, consequential and incidental damages, Actual Damages, Punitive and Exemplary Damages, and Statutory Penalties) which arise out of, result from or relate to any act or omission, whether or not in bad faith, intentional, willful, negligent, reckless, careless or otherwise, in connection with a Policy or any of the Liabilities, and which are not contractually covered by the express terms and conditions of such Policy;

(f) "Liabilities" means any and all liabilities of the Company with respect to the Policies, including reserves for unearned premiums, losses (both reported and incurred but not reported), Extracontractual Damages (to the extent arising from an act or omission to act of the Reinsurer hereunder or under the ASA on or after the Closing Date), any loss in excess of the limits arising under or covered by a Policy, and Loss Adjustment Expenses (both reported and incurred but not reported), and all outstanding underwriting and other expenses, as evidenced by the books and records of the Company, but shall not include separate company liabilities of a non-underwriting or administrative nature which may arise from time to time, including without limitation inter-company balances, liabilities for Federal income taxes, expenses and taxes related to the ownership of real estate, liabilities incurred in connection with investment transactions, or liabilities for dividends to shareholders; provided, however, that Liabilities shall specifically exclude liabilities related to Specialty Lines business and Extracontractual Damages arising from any action of the Company following the Effective Date, unless such action was taken at the direction of or with the consent of the Reinsurer or by the Reinsurer on behalf of the Company.

(g) "Loss Adjustment Expenses" means reasonable and customary out-of-pocket costs and expenses paid by the Company for the investigation, adjustment, litigation (including without limitation reasonable attorneys' fees) and settlement of claims, as distinguished from the amount of a claimant's recovery from the Company in connection with such claimant's Policy, but not including (i) the office expenses of the Company and the salaries and expenses of its employees, or (ii) any costs and expenses paid directly or otherwise covered by the Reinsurer in its capacity as the administrator under the ASA;

(h) "Policy" means (a) a Runoff Business contract or policy of insurance issued by, or a reinsurance contract under which Runoff Business is assumed by, the Company or one of its Affiliates on or prior to December 31, 2011, which is reflected in the Pro Forma Balance Sheet (as defined in the SPA), and (b) a Runoff Business contract or policy of insurance issued by, or a reinsurance contract under which Runoff Business is

assumed by, the Company or one of its Affiliates following December 31, 2011 but on or prior to the Closing Date that is listed on Schedule I attached hereto;

(i) "Punitive and Exemplary Damages" means those damages awarded as a penalty, the amount of which is neither governed nor fixed by statute;

(j) "Runoff Business" means the business of the Company identified as run-off business which consists primarily of non-specialty commercial lines business as well as national accounts, certain specialty programs and regional agency business transferred to Liberty Mutual Insurance Group and other business identified by the Company as run-off;

(k) "Specialty Lines" means (i) any industry-segmented business or risk, regardless of size, type or class of business or risk, where the market, industry or program is a clearly defined group of insureds with predominately similar risk characteristics and where the policy forms, marketing, underwriting, claims or loss control functions are designed for the unique characteristics of the market, industry or program, reasonably and in good faith characterized by Company, Reinsurer and their Affiliates as specialty business or risk, together with those commercial coverages necessary to write the entire account, and (ii) any other insurance or reinsurance business of the Company other than the Runoff Business pursuant to Policies; and

(l) "Statutory Penalties" are those amounts awarded as a penalty, but are fixed in amount by statute.

All accounting terms used herein and not otherwise defined shall, where the context reasonably allows, have the same meanings as in the Company's Annual Statements filed with the New York Department of Financial Services.

2. This Agreement shall be effective as of 12:01 a.m. on the Closing Date (the "Effective Date"), and shall apply to all insurance risks of every nature whatsoever under the Policies.

3. The Company hereby cedes and transfers to the Reinsurer, and the Reinsurer hereby reinsures and assumes from the Company, all Liabilities incurred under or in connection with the Policies.

4. [Intentionally Omitted].

5. As between the Reinsurer and the Company, the Reinsurer shall have the sole benefit of, and any right to collect all reinsurance recoveries under, any third party reinsurance agreements that provide reinsurance specifically and solely for the Policies; provided, however, that the Reinsurer's liability hereunder shall not be affected by reason of the inability to collect from any third party reinsurer(s), whether specific or general, any amounts that may have become due from such reinsurer(s), whether such inability arises from the insolvency of such other reinsurer(s) or otherwise. In the event of any inconsistency between the provisions of this Agreement and the provisions of the SPA with respect to reinsurance with third parties or Shared Reinsurance (as defined in the SPA), the terms of the SPA shall govern.

6. In consideration of the agreements of the Reinsurer herein contained, the Company hereby agrees to assign and transfer to the Reinsurer an amount in cash or other assets equal to the aggregate of the Company's Liabilities assumed by the Reinsurer as of the Effective Date.

7. Administration and Related Matters.

(a) As of the Effective Date, the Company hereby authorizes and empowers the Reinsurer to collect and receive all premiums; to take charge of, adjust and pay all Liabilities with respect to the Policies; to obtain reinsurance (in the Reinsurer's own name and for its own account) with respect to the Policies; and in all respects to act as though the Policies were issued by the Reinsurer. The Company also authorizes and empowers the Reinsurer to perform, and the Reinsurer hereby agrees to perform on behalf of the Company, various services necessary in connection with the administration of the Policies, including, without limitation, policy administration, loss settlement, accounting, maintenance of books and records, and data processing (in each case solely with respect to the Policies and not generally for the Company). Coincident with the exercise by the Reinsurer of the authority granted hereunder either in whole or in part, the Reinsurer agrees to pay, in the first instance, all Liabilities for the Policies. The provisions of this Section 7 shall be subject to the ASA, and in the event of any conflict between the terms of this Agreement and the ASA, the terms of the ASA shall govern. For the avoidance of doubt, Section 20.10 of the ASA regarding subcontracting shall apply to administrative services to be provided pursuant to the ASA.

(b) Except as directed by the Reinsurer or as performed by the Reinsurer acting on behalf of the Company in the Reinsurer's capacity as the Administrator under the ASA, the Company, on its own initiative, shall not change the terms or conditions of any Policy. If the Liabilities under any of the Policies are changed (A) because of changes made on or after the Effective Date in the terms and conditions of the Policies effected by the Reinsurer acting pursuant to the ASA or (B) by reason of the requirements of any governmental authority or otherwise required by applicable law, the Reinsurer will share proportionately, on a 100% quota share basis, in such changes, and the Company and the Reinsurer will make all appropriate adjustments to amounts due each other under this Agreement. With respect to any change required by reason of the requirement of any governmental authority or otherwise required by applicable law, the Company shall, to the extent practicable, prior to the effectiveness of any such change, promptly notify the Reinsurer of such proposed change and afford the Reinsurer (at the Reinsurer's sole cost and expense) the opportunity, to the extent practicable, to object to such change under applicable administrative procedures (both formal and informal).

8. The Company hereby sells, transfers and assigns, and the Reinsurer hereby purchases, all right, title and interest of the Company in and to assets relating to the Runoff Business, including but not limited to its agents' balances, uncollected premiums, premium notes receivable, amounts due for inspection services and other functions relating to underwriting operations, and any other underwriting assets and fixed assets that may relate to the Policies existing on or arising after the Effective Date as mutually agreed by the Company and the Reinsurer.

9. It is agreed that the obligations of either party under this Agreement and the ASA to transfer cash or other assets to the other party may be offset by the reciprocal obligations of the other party so that only net amounts shall be required to be transferred.

10. The conditions of the reinsurance under this Agreement shall in all cases be identical with the conditions of the Policies and their resulting obligations.

11. Except as otherwise required by the context of this Agreement, the amounts of all payments due under this Agreement shall be determined on the basis of the Company's Annual Statements filed with its domiciliary insurance regulator.

12. All collections and payments of any kind under this Agreement shall be settled between the parties no later than sixty (60) days following the close of each calendar quarter, in accordance with the ASA.

13. This Agreement shall remain in effect until the natural expiry of all obligations of the Company under the Policies and until all obligations of the Company and the Reinsurer hereunder have been discharged in full.

14. The reinsurance provided by this Agreement shall be payable by the Reinsurer directly to the Company or to its liquidator, receiver or statutory successor on the basis of the liability of the Company under the Policies reinsured without diminution because of the insolvency of the Company. In the event of the insolvency of the Company, the liquidator, receiver or statutory successor of the Company shall give written notice of the pendency of each claim against the Company on a Policy reinsured within a reasonable time after such claim is filed in the insolvency proceeding; and during the pendency of such claim, the Reinsurer may investigate such claim and interpose, at its own expense, in the proceeding where such claim is to be adjudicated any defense or defenses which it may deem available to the Company, its liquidator, receiver or statutory successor. The expense thus incurred by the Reinsurer shall be chargeable, subject to court approval, against the Company as part of the expense of liquidation to the extent of such proportionate share of the benefit as shall accrue to the Company solely as a result of the defense undertaken by the Reinsurer. The reinsurance shall be payable as hereinbefore in this paragraph provided except (a) where the Policy specifically provides another payee of such reinsurance in the event of the insolvency of the Company and (b) where the Reinsurer with the consent of the direct insured or insureds has assumed such Policy obligations of the Company as direct obligations of the Reinsurer to the payees under such Policies and in substitution for the obligations of the Company to such payees.

15. Neither this Agreement nor any of the rights or obligations hereunder may be assigned by any party hereto without the prior written consent of all other parties hereto. Subject to the foregoing, this Agreement shall be binding upon and inure to the benefit of the parties hereto and their respective successors and permitted assigns.

16. Any provision of this Agreement may be amended, modified or waived if, and only if, such amendment, modification or waiver is in writing and signed, in the case of an amendment, by the parties hereto, or in the case of a waiver, by the party hereto

against whom the waiver is to be effective. No failure or delay by any party hereto in exercising any right, power or privilege hereunder shall operate as a waiver thereof nor shall any single or partial exercise thereof preclude any other or further exercise thereof or the exercise of any other right, power or privilege.

17. This Agreement constitutes the entire agreement between the parties with respect to the business being reinsured hereunder, and there are no understandings between the parties other than as expressed in this Agreement.

18. Credit for Reinsurance. The Reinsurer acknowledges that the Company's ability to obtain full credit on its statutory financial statements for the reinsurance provided by this Agreement is an essential and material part of this transaction, failing which this Agreement will not fulfill its intended purpose. The Reinsurer shall promptly notify the Company of any event or change or condition that is reasonably likely to result in the Reinsurer ceasing to be authorized to engage in the business of insurance or reinsurance in the Company's state of domicile. In the event that Reinsurer ceases to be so authorized, it shall immediately, but in any case within fifteen (15) days after ceasing to be authorized, take such steps as are necessary to (a) restore such license and authority, (b) become accredited as a reinsurer in the Company's state of domicile, or (c) establish a qualified trust fund or provide a letter of credit, in each case, such that the Company shall be able to obtain full credit on its statutory financial statements for the reinsurance provided by this Agreement in the Company's state of domicile.

19. Arbitration. (a) The parties hereto agree to act in all things with the highest good faith. However, in the event the parties hereto cannot mutually resolve a dispute or claim which arises out of, or in connection with this Agreement, the parties hereto agree that the dispute or claim shall be submitted to binding arbitration, regardless of the insolvency, bankruptcy, rehabilitation or liquidation of either party, unless the conservator, receiver, liquidator, or statutory successor is specifically exempted from an arbitration proceeding by applicable state law. Any arbitration shall be based upon the Procedures for the Resolution of U.S. Insurance and Reinsurance Disputes dated September 2009 (the "Procedures") -- Regular Panel Version, and as supplemented or limited by this Section 19. In the event of any conflict between the Procedures and this Section, this Section, and not the Procedures, will control.

(b) Notice. Either party may initiate arbitration by providing written notification to the other party. Such written notice shall contain a brief statement of the issue(s), the failure on behalf of the parties to reach amicable agreement and the date of demand for arbitration. The party to which the notice is sent will respond to the notification in writing, within ten (10) days of its receipt. Any notice provided by either party under this provision shall be given as provided in Section 20.

(c) Panel. The arbitration panel (the "Panel") shall consist of three disinterested arbitrators, one to be appointed by the Company, one to be appointed by the Reinsurer and the third to be appointed by the two party-appointed arbitrators. The third arbitrator shall serve as the umpire, who shall be neutral. The arbitrators and umpire shall be persons who are current or former officers or executives of a property and casualty insurer or reinsurer, other than the parties or their Affiliates or subsidiaries, with more than

ten (10) years property and casualty insurance experience. The arbitrators will regard this Agreement from the standpoint of practical business and equitable principles rather than that of strict law.

(d) Procedure.

(i) Within thirty (30) days of the commencement of the arbitration proceeding, each party shall provide the other party with the identification of its party-appointed arbitrator, and his or her address (including telephone, fax and e-mail information), a copy of the arbitrator's curriculum vitae and a completed Procedures Candidate Questionnaire, as provided for in the Procedures. If either party fails to appoint an arbitrator within that thirty (30) day period, the non-defaulting party will appoint an arbitrator to act as the party-appointed arbitrator for the defaulting party. The two party-appointed arbitrators shall seek to reach agreement on an umpire as soon as practical but no later than thirty (30) days after the appointment of the second arbitrator. The party-appointed arbitrators may consult, in confidence, with the party who appointed them concerning the appointment of the umpire.

(ii) Where the two party-appointed arbitrators have failed to reach agreement on an umpire within thirty (30) days, as specified in subsection (i) of this subsection (d), an umpire shall be selected in accordance with Section 6.7 of the Procedures from potential umpires selected by each party from the Certified Umpire List maintained by ARIAS (US). The expense of the appointment of the umpire shall be borne equally by each party to this Agreement.

(iii) The Panel may, in its sole discretion, make orders and directions as it considers to be necessary for the final determination of the matters in dispute. Such orders and directions may be necessary with regard to pleadings, discovery, inspection of documents, examination of witnesses and any other matters relating to the conduct of the arbitration. The Panel will have the widest discretion permissible under the law and practice of the place of arbitration when making such orders or directions.

(iv) The Panel will base their decision on the terms and conditions of this Agreement plus, as necessary, on the customs and practices of the property and casualty insurance and reinsurance industry rather than solely on a strict interpretation of the applicable law; there will be no appeal from their decision, and should either party fail to comply with the decision of the arbitrators, the other party shall have the right to seek and receive the assistance of any court having jurisdiction of the subject matter to enforce the decision of the arbitrators by having the arbitrators' decision reduced to judgment.

(e) Place of Arbitration. The arbitration shall take place in New York, New York and shall commence no later than ninety (90) days after the appointment of the umpire.

(f) Venue. The federal and state courts of the State of New York sitting in New York County shall have exclusive jurisdiction over any and all court proceedings that either party may initiate to compel arbitration or to enforce or confirm an arbitration award, each party hereby submitting to the personal jurisdiction thereof, and the parties agree not to raise the objection that such courts are not a convenient forum.

(g) Arbitration Panel Decision. The decision of the Panel shall be in writing and delivered to the parties promptly following the close of the arbitration proceedings, and shall be final and binding on the parties.

(h) Arbitration Costs. Each party shall bear the expense of its own arbitration, including its arbitrator and outside attorney fees, and jointly and equally bear with the other party the expenses of the umpire. Any remaining costs of the arbitration shall be determined by the Panel, which may take into account the law and practice of the place of arbitration.

20. Notices. All notices, requests, claims, demands or other communications hereunder shall be deemed to have been duly given and made if in writing and (a) at the time personally delivered if served by personal delivery upon the party for whom it is intended, (b) at the time received if delivered by registered or certified mail (postage prepaid, return receipt requested) or by a national courier service (delivery of which is confirmed), or (c) upon confirmation if sent by facsimile; in each case to the person at the address set forth below, or such other address as may be designated in writing hereafter, in the same manner, by such person:

to the Reinsurer:

[]
[]
[]
Telephone: []
Facsimile: []
Attention: []

with a copy (which shall not constitute notice to Reinsurer for the purposes of this Section 20) to:

Edwards Wildman Palmer LLP
750 Lexington Avenue
New York, NY 10022
Telephone: (212) 912-2789
Facsimile: (212) 308-4844
Attention: Nick Pearson

to the Company:

[•]
[•]

[●]
Telephone: [●]
Facsimile: [●]
Attention: [●]

with a copy (which shall not constitute notice to the Company for the purposes of this Section 20) to:

Mayer Brown LLP
71 South Wacker Drive
Chicago, Illinois 60606
Telephone: (312) 782-0600
Facsimile: (312) 701-7711
Attention: Edward S. Best

21. Governing Law. This Agreement and its enforcement will be governed by, and interpreted in accordance with, the laws of the State of New York applicable to agreements made and to be performed entirely within such state without regard to the conflicts of law provisions thereof.

22. Reports; Access to Records. All reporting for the reinsurance provided under this Agreement and access to records relating thereto shall be provided in accordance with the ASA.

23. Severability. The provisions of this Agreement shall be deemed severable and the invalidity or unenforceability of any provision shall not affect the validity or enforceability of the other provisions hereof. If any provision of this Agreement, or the application thereof to any person or entity or any circumstance, is found by a court or other governmental authority of competent jurisdiction to be invalid or unenforceable, the remainder of this Agreement and the application of such provision to other persons, entities or circumstances shall not be affected by such invalidity or unenforceability, nor shall such invalidity or unenforceability affect the validity or enforceability of such provision, or the application thereof, in any other jurisdiction. If any provision of this Agreement is so broad as to be unenforceable, the provision shall be interpreted to be only so broad as would be enforceable.

24. Survival. Notwithstanding the provisions of Section 13, Sections 9, 12, 13 through 17 and 19 through 24 shall survive the termination or expiration of this Agreement.

25. Errors and Omissions. Inadvertent delays, errors or omissions made by either the Company or the Reinsurer in connection with this Agreement or any transaction hereunder shall not relieve the other party from any liability which would have attached to such parties had such delay, error or omission not occurred, provided that such error or omission is rectified as soon as possible after discovery, and provided further that the party making such error or omission or is otherwise responsible for such delay shall be responsible for any additional liability which attaches as a result.

26. Counterparts. This Agreement may be executed in any number of counterparts, which may be facsimile or email counterparts, and by different parties hereto in separate counterparts, each of which when so executed and delivered shall be deemed to be an original and all of which counterparts of this Agreement taken together shall constitute but one and the same instrument.

[signature page follows]

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed by their respective duly authorized officers as of the day and year first above written.

ONEBEACON INSURANCE COMPANY

Attest

By _____

Secretary

[ATLANTIC SPECIALTY INSURANCE COMPANY]³

Attest

By _____

Secretary

³ If the ASIC/OSBIC Merger is effected prior to the Closing Date, the bracketed language will be replaced by "ONEBEACON SPECIALTY INSURANCE COMPANY".

SCHEDULE I

Runoff Policies issued following 12/31/11

**PRINCIPAL EXECUTIVE OFFICER CERTIFICATION PURSUANT TO RULE 13a-14(a)
OF THE SECURITIES EXCHANGE ACT OF 1934**

I, Raymond Barrette, certify that:

1. I have reviewed this quarterly report on Form 10-Q of White Mountains Insurance Group, Ltd.;
2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and we have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

July 29, 2014

By:

/s/ Raymond Barrette
Chairman and Chief Executive Officer
(Principal Executive Officer)

**PRINCIPAL FINANCIAL OFFICER CERTIFICATION PURSUANT TO RULE 13a-14(a)
OF THE SECURITIES EXCHANGE ACT OF 1934**

I, David T. Foy, certify that:

1. I have reviewed this quarterly report on Form 10-Q of White Mountains Insurance Group, Ltd.;
2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and we have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

July 29, 2014

By:

/s/ David T. Foy

Executive Vice President and Chief Financial Officer
(Principal Financial Officer)

**PRINCIPAL EXECUTIVE OFFICER
CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the quarterly report on Form 10-Q of White Mountains Insurance Group, Ltd. (the "Company"), for the period ending June 30, 2014 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Raymond Barrette, Chairman and Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. §1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

- The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and,
- The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company as of and for the periods presented in the Report.

/s/ Raymond Barrette

Chairman and Chief Executive Officer
(Principal Executive Officer)

July 29, 2014

**PRINCIPAL FINANCIAL OFFICER
CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the quarterly report on Form 10-Q of White Mountains Insurance Group, Ltd. (the "Company"), for the period ending June 30, 2014 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, David T. Foy, Executive Vice President and Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. §1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

- The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and,
- The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company as of and for the periods presented in the Report.

/s/ David T. Foy

Executive Vice President and Chief Financial Officer
(Principal Financial Officer)

July 29, 2014