

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities
Exchange Act of 1934

NOVEMBER 1, 1999
Date of Report (Date of earliest event reported)

WHITE MOUNTAINS INSURANCE GROUP, LTD.
(Exact name of registrant as specified in its charter)

BERMUDA (State or other jurisdiction of incorporation or organization)	1-8993 (Commission file number)	94-2708455 (I.R.S. Employer Identification No.)
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80 SOUTH MAIN STREET, HANOVER, NEW HAMPSHIRE 03755 (Address of
principal executive offices)

(603) 643-1567
(Registrant's telephone number, including area code)

WHITE MOUNTAINS INSURANCE GROUP, INC.
(Former name or former address, if changed since last report)

ITEM 5. OTHER EVENTS.

Attached hereto as Exhibit 99 is a press release dated October 25, 1999, announcing that White Mountains Insurance Group, Inc. has completed its redomestication to Bermuda. In changing its domicile from Delaware to Bermuda, White Mountains Insurance Group, Inc. has changed its name to White Mountains Insurance Group, Ltd.

ITEM 7. EXHIBITS.

(c) Exhibits. The following exhibits are filed herewith:

Exhibit No. -----	Description -----
(3)(i)	Memorandum of Continuance of White Mountains Insurance Group, Ltd.
(3)(ii)	Bye-Laws of White Mountains Insurance Group, Ltd. (incorporated herein by reference to Exhibit 3.5 of the Registration Statement on Form S-4 of White Mountains Insurance Group (Arizona), Inc.(File No. 333-87649))
(99)	Press Release dated October 25, 1999

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.

Dated: November 1, 1999

By: /s/ Michael S. Paquette

Michael S. Paquette
Senior Vice President and
Controller

EXHIBIT INDEX

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BERMUDA
THE COMPANIES ACT 1981

MEMORANDUM OF CONTINUANCE OF
COMPANY LIMITED BY SHARES
(Section 132C(2))

MEMORANDUM OF CONTINUANCE
OF
WHITE MOUNTAINS INSURANCE GROUP, LTD.
(hereinafter referred to as the "Company")

1. The liability of the members of the Company is limited to the amount (if any) for the time being unpaid on the shares respectively held by them.
2. The Company is an exempted company as defined by the Companies Act 1981.
3. The authorized share capital of the Company is US\$70,000,000 divided into 50,000,000 common shares of par value US\$1.00 each and 20,000,000 preferred shares of par value US\$1.00 each. The minimum subscribed share capital of the Company is US\$12,000.
4. The Company shall not have power to hold land situated in Bermuda.
5. Details of Incorporation:

The Company was incorporated under the name "White Mountains Insurance Group (Arizona), Inc." in the State of Arizona, U.S.A. on August 31, 1999, as a wholly-owned subsidiary of White Mountains Insurance Group, Inc., a corporation which was incorporated in the State of Delaware, U.S.A. on September 4, 1980. On October 25, 1999, White Mountains Insurance Group, Inc. merged with and into White Mountains Insurance Group (Arizona), Inc., which, as the surviving corporation, changed its name to "White Mountains Insurance Group, Ltd."
6. The objects of the Company from the date of continuance are:
 - (1) to carry on any and all functions of a holding company and/or to provide and/or to coordinate management, advisory and administrative services to any or all of the following: (i) any affiliated company (as such term is understood in the Companies Act 1981, irrespective of the jurisdiction of incorporation) of the Company and (ii) any entity (wherever formed or existing) controlled, directly or indirectly, by the Company;
 - (2) to provide and/or procure financing and financial investment, management and advisory services to any or all of the following: (i) any affiliated company (as such term is understood in the Companies Act 1981, irrespective of the jurisdiction of incorporation) of the Company and (ii) any entity (wherever formed or existing) controlled, directly or indirectly, by the Company, and in this connection, to provide and/or procure credit, financial accommodation, loans and/or advances with or without interest to any such company or entity and to lend to and/or deposit with any financial institutions, fund, trust or other entity, any property of the company and/or any interest therein to provide collateral for loans or other forms of financing provided to such Company or entity.
 - (3) as set out in paragraphs (b) to (n) and to (p) to (u) inclusive of the Second Schedule to the Companies Act 1981.
7. From the date of continuance the Company shall, pursuant to Section 42 of the Companies Act 1981, have the power to issue preference shares which are, at the option of the holder, liable to be redeemed.
8. From the date of continuance, the Company shall, pursuant to Section 42A of the Companies Act 1981, have the power to purchase its own shares.

Signed by duly authorized persons in the presence of at least one witness attesting the signature thereof:

/s/ K. Thomas Kemp

Director

/s/ Ray Barrette

Witness

/s/ Terry Baxter

Director

/s/ Dennis Beaulieu

Witness

Dated this 25th day of October, 1999

PRESS
RELEASE

CONTACT: Terry Baxter
603-640-2229

WHITE MOUNTAINS COMPLETES
BERMUDA REDOMESTICATION

HANOVER, New Hampshire/ HAMILTON, Bermuda, October 25, 1999 - White Mountains Insurance Group today completed its previously announced redomestication from Delaware to Bermuda. Shareholders gave final approval to the transaction on October 22nd.

White Mountains' President and CEO Tom Kemp said, "We have completed a significant milestone in our corporate development. We are pleased to be joining a distinguished group of Bermuda-based international insurance industry leaders."

The reorganization is structured to be tax-free to shareholders. Shareholders automatically will become holders of White Mountains Insurance Group, Ltd, the new Bermuda company, which will continue to trade on the New York Stock Exchange as "WTM." The management and business operations of White Mountains will not be significantly changed. The Company can still be contacted at 80 South Main Street, Hanover, New Hampshire, or at Clarendon House, 2 Church Street, Hamilton, Bermuda.

White Mountains Insurance Group, Ltd. (formerly Fund American Enterprises Holdings, Inc.) can be found at whitemountains.com. It's principal affiliates are: Financial Security Assurance (FSA) and Folksamerica of New York City; Main Street America, Keene, New Hampshire; American Centennial Insurance Company, Wilmington, Delaware, and Peninsula Insurance Company, Salisbury, Maryland. White Mountains is listed on the New York Stock Exchange under the symbol WTM.

White Mountains Insurance Group, Ltd.
80 South Main Street
Hanover, NH 03755
(603) 643-1567