



ANNUAL REPORT 2012

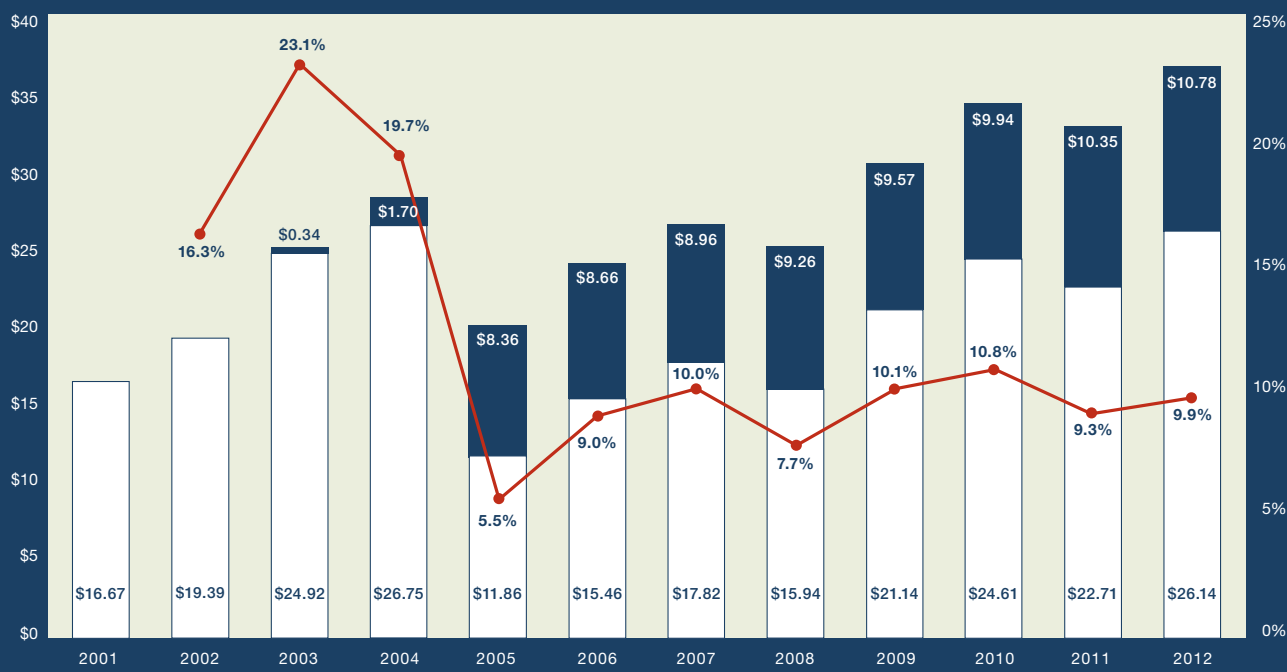
# Financial Highlights

Montpelier Re Holdings Ltd. and its subsidiaries

FOR THE YEARS ENDED DECEMBER 31 (In millions of US dollars except per share amounts and percentages)

	2012	2011	2010	2009	2008
Gross Premiums Written	\$ 735.3	\$ 725.5	\$ 720.0	\$ 634.9	\$ 620.1
Total Revenues	\$ 757.2	\$ 720.9	\$ 748.4	\$ 847.2	\$ 364.3
Net Income (Loss)					
Available to Common Shareholders	\$ 214.3	\$ (124.3)	\$ 212.0	\$ 463.5	\$ (145.5)
Comprehensive Income (Loss)	\$ 228.4	\$ (113.1)	\$ 208.7	\$ 463.8	\$ (150.9)
Total Assets	\$ 3,810.1	\$ 3,499.5	\$ 3,219.4	\$ 3,099.2	\$ 2,794.5
Shareholders' Equity	\$ 1,629.4	\$ 1,549.3	\$ 1,628.8	\$ 1,728.5	\$ 1,357.6
<b>Amounts Per Common Share:</b>					
Net Income	\$ 3.67	\$ (2.01)	\$ 2.97	\$ 5.36	\$ (1.69)
Dividends Per Share	\$ 0.43	\$ 0.41	\$ 0.37	\$ 0.315	\$ 0.30
Basic Book Value	\$ 26.77	\$ 22.99	\$ 25.23	\$ 21.61	\$ 16.18
Fully Converted Book Value	\$ 26.14	\$ 22.71	\$ 24.61	\$ 21.14	\$ 15.94
<b>Underwriting Ratios:</b>					
Loss Ratio	46.4%	98.3%	48.3%	24.2%	55.8%
Expense Ratio	34.6%	32.8%	33.7%	38.0%	35.2%
Combined Ratio	81.0%	131.1%	82.0%	62.2%	91.0%

## GROWTH IN BOOK VALUE PER COMMON SHARE



- Fully Converted Book Value
- Cumulative Dividends
- Compound Annual Growth Rate

## Letter from the CEO & President



Dear Fellow Shareholders of Montpelier Re Holdings Ltd.,

We measure Montpelier's success by our ability to grow fully converted book value per common share. On that measure, 2012 was a successful year with growth of 17% after taking into account common dividends declared. Our strategic commitment to utilizing a consistent analytic approach to risk selection, providing customized and timely client service, and matching capital to the best market opportunities contributed to our strong underwriting performance. At the same time, our investment team also performed exceedingly well in 2012, producing a total return of 5.2% in a difficult yield environment while still providing us with the necessary liquidity to support our claims paying obligations.

Both our Bermuda and Lloyd's segments delivered strong profitability for the year, achieving combined ratios of 66% and 89%, respectively. I am particularly pleased that we produced these solid underwriting results in a year that was impacted by Windstorm Sandy, one of the most costly U.S. natural catastrophes on record, as well as several large industry marine losses. These losses provided tests for our risk management framework, and we passed with flying colors.

Our losses for all of the major 2012 events were within our internal expectations, and we continue to enhance our analytic systems with knowledge gained from each new event. As part of our ongoing focus on risk analytics, we also founded the Montpelier Risk Institute, through which we partner with various scientific research organizations to improve our understanding of issues impacting our natural-catastrophe exposed businesses. We were pleased that both A.M. Best and Fitch upgraded our financial strength ratings to "A" with a stable outlook last year, a reflection of our success in growing Montpelier's market presence while managing the risks we take.

As always, we continue to take steps to enhance our underwriting capabilities. During the year, we expanded our marine product offerings, created a property unit specializing in frequency risks, and added additional expertise in the engineering and specialty casualty lines.

## Letter from the CEO & President *(continued)*

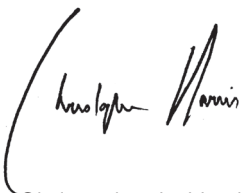
In late 2012, we made an important investment to enhance our product mix and facilitate business writings with our preferred clients and brokers with the launch of our Blue Capital asset management platform. As one of the market leaders in property catastrophe reinsurance, we have developed a track record of managing successful and innovative underwriting partnerships over the last nine years. Blue Capital further expands our capabilities in this area and enables us to better leverage our underwriting and risk management expertise for the benefit of both clients and investors.

All these initiatives mean we enter 2013 in a strengthened competitive position with a continued focus on generating underwriting profits and improving capital efficiency.

Rod Heller retired from our Board and as Chairman of the Finance Committee in 2012, and I would like to thank him for his dedicated service. Our Deputy Chairman, Tom Busher, will also retire from the Board of Directors in May, though he will continue to serve as Chief Operating Officer until his planned retirement at the end of the year. I want to extend my sincere thanks to Tom for the astute leadership he has provided during his twelve years' service, and I am pleased that he has agreed to maintain his role as Non-Executive Chairman of our Lloyd's managing agency.

I want to express my gratitude to all of Montpelier's employees for their continued commitment and passion. As a nimble organization with short lines of communication, Montpelier is well-positioned to build on its strengths as a specialist underwriter focused on property, marine and other short-tail lines in 2013. Whether on the underwriting, investment or capital management side, we will remain sensitive to the risks and rewards of each opportunity, as we continue to focus on growing book value per share over time.

Thank you for your continuing support.

A handwritten signature in black ink, appearing to read "Chris Harris", with a large, sweeping initial "C" on the left.

Christopher L. Harris  
CEO & President

# Directors and Officers – Montpelier Re Holdings Ltd.

## Board of Directors

### *Chairman*

**Anthony Taylor**  
Montpelier Re Holdings Ltd.

### **Christopher L. Harris**

Chief Executive Officer and President  
Montpelier Re Holdings Ltd.

### *Deputy Chairman*

**Thomas G.S. Busher**  
Chief Operating Officer  
Head of European Operations and  
Executive Vice President  
Montpelier Re Holdings Ltd.

### **John G. Bruton**

Former EU Commission Head of  
Delegation the United States and  
Former Prime Minister of Ireland  
Director  
Ingersoll Rand Corporation

### **Heinrich Burgi**

Retired reinsurance executive,  
formerly with Winterthur Re and Swiss Re  
Co-founder  
Asia Capital Re

### **John D. Collins**

Director  
Suburban Propane Partners, L.P.

### **Morgan W. Davis**

Director  
White Mountains Insurance Group, Ltd.,  
OneBeacon Insurance Group, Ltd.

### **Michael R. Eisenson**

Chief Executive Officer  
and Managing Director  
Charlesbank Capital Partners, LLC.  
Director  
BlueKnight Energy Partners,  
CIFC Corp. and Penske Auto Group, Inc.

### **John F. Shettle, Jr.**

Operating Partner  
Stone Point Capital, LLC  
Director  
Sagcor Financial Corporation,  
AAM Insurance Investment Management  
and Sharebridge Holdings, Inc.

**Candace L. Straight**  
Investment Banking Consultant  
Director  
Neuberger Berman Mutual Funds

### **Ian M. Winchester**

Managing Partner  
BHC Winton Funds, L.P.  
Managing Director  
Insurance Brooks, Houghton & Co.

## Audit Committee

The Audit Committee has general responsibility for the oversight and surveillance of our accounting, reporting and financial control practices. The Audit Committee annually reviews (i) the qualifications of our independent registered public accounting firm, is directly responsible for its selection, and reviews the plan, fees and results of its audit, and (ii) the performance, organization and scope of the Company's internal audit function.

### *John D. Collins, Chairman*

**Heinrich Burgi**  
**John F. Shettle, Jr.**  
**Candace L. Straight**  
**Ian M. Winchester**

## Compensation and Nominating Committee

The Compensation and Nominating Committee oversees our compensation and benefit policies and programs, including administration of our annual bonus awards and long-term incentive plan, the evaluation of the Board and management and the development of the Company's corporate governance principles.

### *Morgan W. Davis, Chairman*

**John G. Bruton**  
**Michael R. Eisenson**  
**Anthony Taylor**

## Finance Committee

The Finance Committee oversees our policies and activities related to our investments, capital structure and financing arrangements.

### *Michael R. Eisenson, Chairman*

**John G. Bruton**  
**John D. Collins**  
**Morgan W. Davis**  
**Christopher L. Harris**  
**Candace L. Straight**

## Underwriting Committee

The Underwriting Committee oversees our underwriting processes and procedures and monitors our underwriting performance.

### *Ian M. Winchester, Chairman*

**Heinrich Burgi**  
**Thomas G.S. Busher**  
**John F. Shettle, Jr.**  
**Anthony Taylor**

## Officers

**Christopher L. Harris**  
Chief Executive Officer and President

**Thomas G.S. Busher**  
Deputy Chairman  
Chief Operating Officer  
Head of European Operations and  
Executive Vice President

**Michael S. Paquette**  
Chief Financial Officer and  
Executive Vice President

**Christopher T. Schaper**  
President  
Montpelier Reinsurance Ltd.

**Timothy Aman**  
Chief Risk Officer and  
Senior Vice President

**Jonathan B. Kim**  
General Counsel, Secretary  
and Senior Vice President

**William Pollett**  
Chief Corporate Development  
and Strategy Officer  
Treasurer and Senior Vice President

**George A. (Chip) Carbonar**  
Controller

# Corporate Information

## Annual General Meeting

The 2013 annual general meeting of shareholders of Montpelier Re Holdings Ltd. will be held on Friday, May 17, 2013 in the Company's executive offices at Montpelier House, 94 Pitts Bay Road, Pembroke, Bermuda at 10:30 a.m. Atlantic Daylight Time.

## Stock Information

Our common and preferred shares are quoted on the New York Stock Exchange, Inc. under the symbols "MRH" and "MRHPRA", respectively, and the Bermuda Stock Exchange under the symbols "MRH.BH" and "MRHPFD.BH", respectively.

## Dividend Policy

We declared dividends per common share in each of the first three quarters of 2012 of \$0.105 and \$0.1150 in the fourth quarter of 2012. We declared dividends per preferred share of \$0.555 in the first, second, third and fourth quarters of 2012. Any determination to pay future cash dividends on our common or preferred shares will be at the discretion of our Board of Directors.

## Other Information

The Company has filed the required certifications under Section 302 of the Sarbanes-Oxley Act of 2002 regarding the quality of our public disclosures as Exhibits 31.1 and 31.2 to our annual report on Form 10-K for the fiscal year ended December 31, 2012. In 2012, after our annual meeting of stockholders, the Company filed with the New York Stock Exchange the Chief Executive Officer certification regarding its compliance with the NYSE

Corporate governance listing standards as required by NYSE Rule 303A.12(a).

## Communications with the Company's Board of Directors

Shareholders of Montpelier Re Holdings Ltd., as well as any other interested parties, may communicate directly with the Company's Board of Directors by written notice. All written notices should be sent to the following address with return receipt requested:

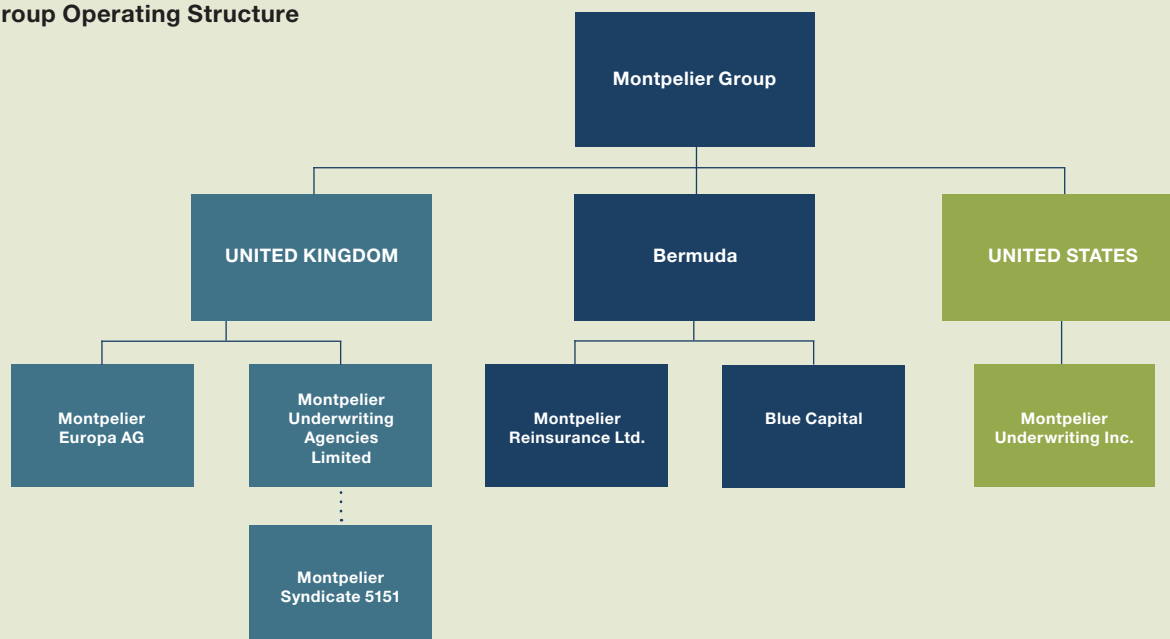
Attn: Company Secretary  
Montpelier Re Holdings Ltd.  
P.O. Box HM 2079  
Hamilton, HMHX  
Bermuda

All routine inquiries and information requests will be handled in the first instance by the Company's Corporate Affairs Manager. All other correspondence will be evaluated by the Company's Secretary, who will forward a particular communication to the appropriate Board or Committee member(s) upon determining that it is made for a valid purpose and is relevant to the Company and its business. At each regularly-scheduled meeting of the Board, the Company's Secretary shall present a summary of all communications received since the last meeting that were not forwarded and upon request shall make such communications available to any or all of the directors.

## Montpelier Re Cusip Number

G62185106

## Group Operating Structure



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

FORM 10-K

☒ ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF  
THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2012

OR

☐ 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

**MONTPELIER RE HOLDINGS LTD.**

(Exact name of registrant as specified in its charter)

**Bermuda**

(State or other jurisdiction of  
incorporation or organization)

**98-0428969**

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

**Montpelier House, 94 Pitts Bay Road  
Pembroke, Bermuda HM 08**

(Address of principal executive offices)

Registrant's telephone number, including area code: **(441) 296-5550**

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Name of each exchange on which registered</u>
Common Shares, par value 1/6 cent per share ("Common Shares")	New York Stock Exchange and Bermuda Stock Exchange
Preferred Shares, par value 1/6 cent per share ("Preferred Shares")	New York Stock Exchange and Bermuda Stock Exchange

Securities registered pursuant to Section 12(g) of the Act  
None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☒ No ☐

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ☐ No ☒

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 (or for such shorter period that the registrant was required to file such reports), 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 (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☒

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 definition 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 Act). Yes ☐ No ☒

The aggregate market value of the outstanding Common Shares held by non-affiliates of the registrant as of the last business day of the registrant's most recently completed second fiscal quarter (based on the New York Stock Exchange closing price as of June 29, 2012 for Common Shares) was \$1,040,318,456.

As of February 18, 2013, 54,797,990 Common Shares were outstanding.

**DOCUMENTS INCORPORATED BY REFERENCE**

The definitive proxy statement relating to Montpelier Re Holdings Ltd.'s Annual General Meeting of Shareholders, to be held May 17, 2013, is incorporated by reference in Part III of this Form 10-K to the extent described therein.

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## **PART I**

### **FORWARD LOOKING STATEMENTS**

This Form 10-K contains forward-looking statements within the meaning of the United States (the “U.S.”) federal securities laws, pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995, that are not historical facts, including statements about our beliefs and expectations. These statements are based upon current plans, estimates and projections. Forward-looking statements rely on a number of assumptions concerning future events and are subject to a number of uncertainties and various risk factors, many of which are outside our control. See “*Risk Factors*” contained in Item 1A herein for specific important factors that could cause actual results to differ materially from those contained in forward looking statements. In particular, statements using words such as “may,” “should,” “estimate,” “expect,” “anticipate,” “intend,” “believe,” “predict,” “potential,” or words of similar meaning generally involve forward-looking statements.

Important events and uncertainties that could cause our actual results, future dividends on, or repurchases of, Common Shares or Preferred Shares to differ include, but are not limited to: market conditions affecting the prices of our Common Shares or Preferred Shares; the possibility of severe or unanticipated losses from natural or man-made catastrophes, including those that may result from changes in climate conditions, including, but not limited to, global temperatures and expected sea levels; the effectiveness of our loss limitation methods; our dependence on principal employees; our ability to effectively execute the business plans of the Company, its subsidiaries and any new ventures it may enter into; the cyclical nature of the insurance and reinsurance business; the levels of new and renewal business achieved; opportunities to increase writings in our core property and specialty insurance and reinsurance lines of business and in specific areas of the casualty reinsurance market and our ability to capitalize on those opportunities; the sensitivity of our business to financial strength ratings established by independent rating agencies; the inherent uncertainty of our risk management process, which is subject to, among other things, industry loss estimates and estimates generated by modeling techniques; the accuracy of written premium estimates reported by cedants and brokers on pro-rata contracts and certain excess-of-loss contracts where a deposit or minimum premium is not specified in the contract; the inherent uncertainties of establishing reserves for loss and loss adjustment expenses, unanticipated adjustments to premium estimates; changes in the availability, cost or quality of reinsurance or retrocessional coverage; changes in general economic and financial market conditions; changes in and the impact of governmental legislation or regulation, including changes in tax laws in the jurisdictions where we conduct business; the amount and timing of reinsurance recoverables and reimbursements we actually receive from our reinsurers; the overall level of competition, and the related demand and supply dynamics in our markets relating to growing capital levels in our industry; declining demand due to increased retentions by cedants and other factors; the impact of terrorist activities on the economy; rating agency policies and practices; unexpected developments concerning the small number of insurance and reinsurance brokers upon whom we rely for a large portion of revenues; our dependence as a holding company upon dividends or distributions from our operating subsidiaries; and the impact of foreign currency fluctuations.

We undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the dates on which they are made.

### **Item 1. *Business***

#### **OVERVIEW**

##### **The Company**

Montpelier Re Holdings Ltd. (the “Company” or the “Registrant”) was incorporated as an exempted Bermuda limited liability company under the laws of Bermuda in November 2001. The Company, through its subsidiaries in Bermuda, the U.S., the United Kingdom (the “U.K.”) and Switzerland (collectively “Montpelier”), provides customized and innovative insurance and reinsurance solutions to the global market.

At December 31, 2012 and 2011, the Company had \$3,810.1 million and \$3,499.5 million of consolidated total assets, respectively, and total shareholders' equity of \$1,629.4 million and \$1,549.3 million, respectively. The Company's headquarters and principal executive offices are located at Montpelier House, 94 Pitts Bay Road, Pembroke, Bermuda HM 08.

## Our Reportable Segments

We currently operate through four reportable segments: Montpelier Bermuda, Montpelier Syndicate 5151, Blue Capital and MUSIC Run-Off. Each of our segments represents a separate underwriting platform through which we write, or formerly wrote, insurance and reinsurance business. Our segment disclosures provided herein present the operations of Montpelier Bermuda, Montpelier Syndicate 5151, Blue Capital and MUSIC Run-Off prior to the effects of intercompany quota share reinsurance agreements among them.

Detailed financial information about each of our reportable segments for the three years ended December 31, 2012 is presented in Note 12 of the Notes to Consolidated Financial Statements. The activities of the Company, certain of its intermediate holding and service companies and intercompany eliminations relating to inter-segment reinsurance and support services, collectively referred to as "Corporate and Other," are also presented in Note 12.

The nature and composition of each of our reportable segments and our Corporate and Other activities is as follows:

### Montpelier Bermuda

Our Montpelier Bermuda segment consists of the assets and operations of Montpelier Reinsurance Ltd. ("Montpelier Re"), our wholly-owned operating subsidiary based in Pembroke, Bermuda.

Montpelier Re is registered as a Bermuda Class 4 insurer. Montpelier Re seeks to identify and underwrite attractive insurance and reinsurance opportunities by combining underwriting experience with proprietary risk pricing and capital allocation models and catastrophe modeling tools.

At December 31, 2012 and 2011, our Montpelier Bermuda segment had \$3,126.5 million and \$2,962.6 million of total assets, respectively, and shareholder's equity of \$1,952.1 million and \$1,834.0 million, respectively.

### Montpelier Syndicate 5151

Our Montpelier Syndicate 5151 segment consists of the collective assets and operations of Montpelier Syndicate 5151 ("Syndicate 5151"), Montpelier Capital Limited ("MCL"), Montpelier Underwriting Agencies Limited ("MUAL"), Montpelier Underwriting Services Limited ("MUSL"), Montpelier Underwriting Inc. ("MUI"), Montpelier Europa AG ("MEAG") and, through September 30, 2012, Paladin Underwriting Agency Limited ("PUAL").

Syndicate 5151, our wholly-owned Lloyd's of London ("Lloyd's") syndicate based in London, was established in July 2007. Syndicate 5151 underwrites property insurance and reinsurance, engineering, marine hull and liability, cargo and specie and specialty casualty classes sourced mainly from the London, U.S. and European markets.

MCL, our wholly-owned U.K. subsidiary based in London, serves as Syndicate 5151's sole corporate underwriting member of Lloyd's.

MUAL, our wholly-owned Lloyd's Managing Agent based in London, has managed Syndicate 5151 since 2009.

MUSL, our wholly-owned U.K. subsidiary based in London, provides support services to Syndicate 5151 and MUAL.

MUI and MEAG serve as Lloyd's Coverholders, meaning that each is authorized to enter into insurance and reinsurance contracts and/or issue documentation on behalf of Syndicate 5151. MUI, the Company's wholly-owned subsidiary based in Hartford, Connecticut, underwrites reinsurance business on behalf of Syndicate 5151 through managing general agents and intermediaries. MEAG, the Company's wholly-owned subsidiary based in Baar, Canton Zug, Switzerland, focuses on marketing activities in Continental Europe and the Middle East on behalf of Syndicate 5151 and Montpelier Re.

PUAL, formerly a wholly-owned subsidiary based in London, serves as a Lloyd's Coverholder and underwrites business on behalf of Syndicate 5151 and third parties. On September 30, 2012, we sold PUAL to a founding member of its management. PUAL's assets and operations were not material to the Company.

Since its inception, approximately 70% of Montpelier Syndicate 5151's business has been ceded to Montpelier Re through intercompany quota share reinsurance agreements. Through 2011, this arrangement was accomplished through a quota share agreement between MCL and Montpelier Re. Effective January 1, 2012, this arrangement was restructured to provide a similar level of reinsurance protection through a combination of: (i) a quota share agreement between Syndicate 5151 and Montpelier Re; and (ii) a second quota share arrangement between MCL and Montpelier Re. As previously stated, our segment disclosures provided herein present the operations of Montpelier Syndicate 5151 prior to the effects of these intercompany quota share reinsurance agreements.

At December 31, 2012 and 2011, our Montpelier Syndicate 5151 segment had \$552.9 million and \$423.5 million of total assets, respectively, and a shareholder's deficit of \$23.3 million and \$60.3 million, respectively.

#### Blue Capital

Our Blue Capital segment consists of the assets and operations of Blue Water Re Ltd. ("Blue Water Re"), Blue Water Master Fund Ltd. (the "Master Fund"), Blue Capital Management Ltd. ("BCML") and Blue Capital Insurance Managers Ltd. ("BCIML"). Blue Capital was launched in 2012 as an asset management platform offering a range of catastrophe reinsurance-linked investment products to institutional and retail investors.

Blue Water Re is a Bermuda-based special purpose insurance vehicle that provides property catastrophe reinsurance coverage and related products on a fully-collateralized basis. Blue Water Re was established in November 2011 and commenced its operations in June 2012.

The Master Fund is an exempted mutual fund segregated accounts company which was incorporated in Bermuda in December 2011.

BCML and BCIML provide investment and insurance management services to Blue Water Re, as well as various segregated accounts of the Master Fund such as Blue Capital Global Reinsurance SA-I (the "BCGR Cell") and BCAP Mid Vol Fund (the "BCAP Cell"), collectively, the "Cells".

The Cells may invest in: (i) fully-collateralized reinsurance-linked contracts by subscribing for non-voting redeemable preference shares issued by Blue Water Re, with each series of such preference shares linked to a specific reinsurance contract with a third-party ceding company; and (ii) other insurance-linked securities offered by entities other than Blue Water Re.

In June 2012 we invested \$22.5 million in the BCAP Cell, which funds were subsequently invested into Blue Water Re.

In October 2012 we established Blue Capital Global Reinsurance Fund Limited (the "BCGR Listed Fund"), a closed-ended mutual fund incorporated in Bermuda that serves as the feeder fund for the BCGR Cell. In December 2012 we and third parties invested \$50.0 million and \$50.1 million, respectively, in the BCGR Listed Fund. As of December 31, 2012, none of the BCGR Listed Fund's assets had been invested into the BCGR Cell, however, it is expected that, with the exception of those funds required for short-term working capital purposes, all of the assets of the BCGR Listed Fund will be invested in the BCGR Cell during 2013.

In December 2012 the ordinary shares of the BCGR Listed Fund began to trade on the Specialist Fund Market of the London Stock Exchange and on the Bermuda Stock Exchange. We do not consolidate the net assets or operations of the BCGR Listed Fund within our consolidated financial statements or our Blue Capital segment.

As of December 31, 2012, all of the entities that comprise our Blue Capital segment were wholly-owned subsidiaries of the Company. However, as the funds currently held in the BCGR Listed Fund are deployed into the BCGR Cell, and ultimately into Blue Water Re, these entities will continue to be included within our consolidated financial statements but will no longer be wholly-owned. As a result, the interest in these entities attributable to third party investors will be reported as non-controlling interests.

At December 31, 2012, our Blue Capital segment had total assets of \$74.0 million and shareholder's equity of \$73.4 million.

#### MUSIC Run-Off

On December 31, 2011, we completed the sale of Montpelier U.S. Insurance Company ("MUSIC"), our former U.S.-based excess and surplus lines insurance company that we acquired in 2007, to Selective Insurance Group, Inc. ("Selective"). During the period in which we owned MUSIC, it was a domestic surplus lines insurer and was authorized as an excess and surplus lines insurer in all 50 U.S. states and the District of Columbia. MUSIC underwrote smaller commercial property and casualty risks that do not conform to standard insurance lines.

In connection with the sale of MUSIC (the "MUSIC Sale"), we have either retained, reinsured or otherwise indemnified Selective for all business written by MUSIC with an effective date on or prior to December 31, 2011. Our MUSIC Run-Off segment consists of: (i) for all periods through December 31, 2011, the historical operations of MUSIC; and (ii) for all subsequent periods, the insurance business retained, reinsured or otherwise indemnified by us in accordance with the MUSIC Sale.

Since we have either retained, reinsured or otherwise indemnified Selective for all of the business written by MUSIC with an effective date on or prior to December 31, 2011, the sale of MUSIC did not constitute a "discontinued operation" in accordance with GAAP. See "MUSIC Sale Considerations" contained in Item 1 herein.

Prior to the MUSIC Sale, MUSIC ceded 75% of its business to Montpelier Re (the "MUSIC Quota Share").

At December 31, 2012 and 2011, our MUSIC Run-Off segment had total assets of \$48.9 million and \$75.3 million, respectively, and shareholder's equity of \$0.2 million and zero, respectively.

#### Corporate and Other

Our Corporate and Other activities consist of the assets and operations of the Company and certain of our intermediate holding and service companies, including Montpelier Technical Resources Ltd. ("MTR").

MTR, our wholly-owned U.S. subsidiary with its main offices in Woburn, Massachusetts and Hanover, New Hampshire, provides accounting, finance, legal, risk management, information technology, internal audit, human resources and advisory services to many of our subsidiaries.

### **Our Strategy and Operating Principles**

We manage our business by the following tenets:

Maintaining a Strong Balance Sheet. We focus on maintaining a strong balance sheet in support of our underwriting activities and we actively manage our capital with a view towards maximizing our fully converted book value per Common Share based on prudent risk tolerances. Our total capital at December 31, 2012 was \$2,028.5 million, and consisted of \$399.1 million of debt, \$150.0 million of preferred shareholders' equity and \$1,479.4 million of common shareholders' equity. As part of our capital management strategy, we intend to actively increase or decrease our total capital, as needed, in order to support our current and future underwriting opportunities, including those relating to the third party capital we manage.

Enhancing Our Lead Position With Brokers and Cedants. We believe that by leading reinsurance programs our underwriters can attract, and can selectively write, exposures from a broad range of business in the marketplace. Our financial strength and the experience and reputation of our underwriters permit us to play an active role in this process, which provides us with greater access to preferred risks and greater influence in negotiation of policy terms, attachment points and premium rates than many other reinsurers.

Combining Subjective Underwriting Methods With Objective Modeling Tools. Through the use of proprietary underwriting tools our underwriters seek to identify those exposures that meet our objectives in terms of return on capital and underwriting criteria. Our underwriters use risk modeling tools, both proprietary and third-party, together with their market knowledge and judgment, and seek to achieve the highest available price per unit of risk assumed. We also seek to exploit pricing inefficiencies that may exist in the market from time to time.

Developing and Maintaining a Balanced Portfolio of Insurance and Reinsurance Risks. We aim to maintain a balanced portfolio of risks, diversified by product, geography and marketing source within each chosen class of business. We employ risk management techniques to monitor correlation risk and we seek to enhance underwriting returns through careful risk selection using advanced capital allocation methodologies. We also actively seek to write more business in classes experiencing attractive conditions and to avoid those classes suffering from intense price competition or poor fundamentals. We believe a balanced portfolio of risks reduces the volatility of returns and optimizes our fully converted book value per Common Share. From time to time, however, we may choose to be overweight in certain classes, products or geographies based on market opportunities.

Delivering Customized, Innovative and Timely Insurance and Reinsurance Solutions for Our Clients. We aim to be a premier provider of global property and casualty insurance and reinsurance products and we aim to provide superior customer service. Our objective is to establish and solidify long-term relationships with brokers and clients while developing an industry reputation for innovative and timely quotes for difficult technical risks.

Investing For Total Return. We invest with a view towards optimizing our risk-adjusted return on our investments over time. Under this approach, we equally value net investment income (interest and dividends) and investment gains and losses (both realized and unrealized), each of which is reflected in our net income and earnings per share. We also believe that investing in prudent levels of equity securities and other investments, in addition to fixed maturities, will enhance our investment returns over time without significantly increasing the overall risk profile of our investment portfolio.

## **Property and Casualty Insurance and Reinsurance in General**

Property and casualty insurers write insurance policies in exchange for premiums paid by the policyholder. An insurance policy is a contract between the insurance company and the policyholder whereby the insurance company agrees to pay for losses suffered by the policyholder that are covered under the contract. Property insurance typically covers the financial consequences of accidental losses to the policyholder's property. Casualty insurance typically covers the financial consequences of losses to a third-party that are the result of unforeseen acts and accidents.

Property and casualty reinsurers assume, from insurance and reinsurance companies (referred to as "ceding companies", or "cedants"), all or a portion of the insurance risks that the ceding company has underwritten under one or more insurance policies. In return, the reinsurer receives a premium for the risks that it assumes from the ceding company. Reinsurance can benefit a ceding company in a number of ways, including reducing exposure on individual risks and providing catastrophe protections from larger or multiple losses. Reinsurance can also provide a ceding company with additional underwriting capacity permitting it to accept larger risks and/or write more business than would be possible without an accompanying increase in its capital or surplus. Reinsurers may also purchase reinsurance, known as retrocessional reinsurance, to cover their own risks assumed from ceding companies. Reinsurance companies often enter into retrocessional agreements for many of the same reasons that ceding companies enter into reinsurance agreements.

Insurance and reinsurance companies derive substantially all of their revenues from net earned premiums, net investment income and net gains and losses from investment securities. Premiums represent amounts received from policyholders and ceding companies, and net earned premiums represent the portion of net premiums (gross premiums less outwards reinsurance) which are recognized as revenue over the period of time that coverage is provided (i.e., ratably over the life of the policy). In insurance and reinsurance operations, "float" arises when premiums are received before losses and other expenses are paid, an interval that sometimes extends over many years. During that time, the insurer invests the money, earns investment income and may generate investment gains and losses.

Insurance and reinsurance companies incur a significant amount of their total expenses from policyholder and assumed reinsurance losses, commonly referred to as "claims". In settling claims, various loss adjustment expenses ("LAE") are incurred, such as claim adjusters' fees and litigation expenses. In addition, insurance and reinsurance companies incur acquisition costs, such as commissions, profit commissions, brokerage costs, premium taxes and excise taxes, when applicable.

A widely-used measure of relative underwriting performance for insurance and reinsurance companies is the combined ratio. Our combined ratio is calculated by adding: (i) the ratio of net incurred losses and LAE to net earned premiums (known as the "loss and LAE ratio"); and (ii) the ratio of acquisition costs and other underwriting expenses to net earned premiums (known as the "expense ratio"), each computed based on our net losses and LAE, underwriting expenses and net earned premiums, determined in accordance with GAAP. A GAAP combined ratio under 100% indicates that an insurance or reinsurance company is generating an underwriting profit. A GAAP combined ratio over 100% indicates that an insurance or reinsurance company is generating an underwriting loss.

Insurance and reinsurance companies operating at a GAAP combined ratio of greater than 100% can be profitable when investment income and net investment gains are taken into account. The length of time between receiving premiums and paying out claims, commonly referred to as the "tail", can significantly affect how profitable float can be. Long-tail losses, such as medical malpractice, pay out over longer periods of time providing the insurance or reinsurance company the opportunity to generate significant investment earnings from float. Short-tail losses, such as fire or physical damage, pay out over shorter periods of time providing the insurance or reinsurance company with a reduced opportunity to generate significant investment earnings from float.

## **BUSINESS FOCUS**

### **Underwriting and Risk Strategy**

Our reinsurance contracts can be written on either an excess-of-loss or a proportional basis. In the case of reinsurance written on an excess-of-loss basis, we receive a specified premium for the risk assumed and indemnify the cedant against all or a specified portion of losses and expenses in excess of a specified dollar or percentage amount. With proportional reinsurance, we share the premiums as well as the losses and expenses in an agreed proportion with the cedant. In both types of contracts, we may provide a ceding commission to the cedant which compensates them for certain underwriting expenses they incur.



Our primary business focus is on short-tail property and other specialty treaty reinsurance written on both an excess-of-loss and proportional basis. We also underwrite certain direct insurance risks.

Across all our locations and classes of business our operating strategy is to write only those risks that we expect will generate an attractive return on allocated capital while seeking to limit our exposure to the potential loss that may arise from a single or a series of loss events to within acceptable levels.

Our insurance and reinsurance underwriting teams work with proprietary risk analytic and exposure databases that have been designed to provide consistent pricing, prudent risk selection and real-time portfolio management. Our underwriters adhere to guidelines that are developed by senior management, are approved by the boards of directors of each of our operating subsidiaries and are reviewed by the Underwriting Committee of the Company's Board of Directors (the "Board").

### **Reinsurance Modeling and Pricing**

As part of our pricing and underwriting process we assess a variety of available factors, including, but not limited to: (i) the reputation and management of the ceding company and the likelihood of establishing a long-term relationship; (ii) the geographical location of the ceding company's original risks; (iii) the historical loss data of the ceding company; (iv) the historical loss data of the industry as a whole in the relevant regions (in order to compare the ceding company's historical loss experience to industry averages); and (v) the perceived financial strength of the ceding company.

Historically in the reinsurance market, one lead reinsurer would act as the principal underwriter in terms of negotiating key policy terms and pricing of reinsurance contracts with a broker. In the current environment, brokers typically obtain prices and terms submitted by several quoting reinsurers, all of which are taken into account during the binding process. Our financial strength and the experience and reputation of our underwriters permit us to play an active role in this process. We believe this provides us with greater access to preferred risks and greater influence in negotiation of policy terms, attachment points and premium rates than many other reinsurers.

We have developed a sophisticated proprietary risk management system, called CATM, to analyze and manage the reinsurance exposures we assume from cedants. This computer-based underwriting system, the technical components of which incorporate the fundamentals of modern portfolio theory, is designed to measure the amount of capital required to support individual contracts based on the degree of correlation between contracts that we underwrite as well as other factors. CATM consists of a set of risk assessment tools which estimate the amount of potential loss and volatility associated with the contracts we assume. CATM is designed to use output from models developed by our actuarial team as well as from those of commercial vendors. In addition, CATM serves as an important component of our corporate enterprise-wide risk model which we use as a guide in managing our risk exposures.

### **Our Treaty Reinsurance Book of Business**

The majority of the reinsurance products we currently write are in the form of treaty reinsurance contracts, which are contractual arrangements that provide for the automatic reinsurance of a type or category of risk underwritten by our clients. When writing a treaty reinsurance contract, we do not typically evaluate separately each of the individual risks assumed under the contract. Accordingly, we are largely dependent on the individual underwriting decisions made by the cedant and, as a result, we carefully consider the cedant's risk management, underwriting practices, exposure data, loss history and other factors in deciding whether to provide such treaty reinsurance and in appropriately pricing the contract. The majority of our current treaty reinsurance book of business represents short-tail property reinsurance, which includes a limited amount of retrocessional business. Our gross short-tail treaty reinsurance writings totaled \$503.0 million, \$458.5 million and \$468.4 million during the years ended December 31, 2012, 2011 and 2010, respectively. We also write a modest amount of long-tail treaty reinsurance business, mainly casualty risks, which totaled \$71.9 million, \$72.0 million and \$72.1 million during the years ended December 31, 2012, 2011 and 2010, respectively.

The terms of reinsurance contracts we underwrite vary by contract and by type, whether they are excess-of-loss or proportional. We typically provide coverage under excess-of-loss contracts on either an occurrence basis or on an aggregate basis. Some contracts provide coverage on a per risk basis as opposed to a per event basis. Most of our excess-of-loss contracts provide for a reinstatement of coverage following a covered loss event in return for an additional premium.

We manage certain key risks using a combination of CATM, various third-party vendor models and underwriting judgment. Our three-tiered approach focuses on tracking exposed contract limits, estimating the potential impact of single and multiple natural catastrophe events, and simulating our yearly net operating result to reflect aggregate underwriting and investment risk. We seek to refine and improve each of these approaches based on operational feedback. Underwriting judgment involves important assumptions about matters that are inherently unpredictable and beyond our control and for which historical experience and probability analysis may not provide accurate guidance.

Treaty reinsurance premiums, which are typically due in installments, are a function of the number and type of contracts we write, as well as prevailing market prices. The timing of premiums written vary by line of business. The majority of our property catastrophe business is written in the January 1, April 1, June 1 and July 1 renewal periods, while our property specialty and other specialty business is typically written throughout the year. In the case of pro-rata contracts and excess-of-loss contracts where no deposit or minimum premium is specified in the contract, written premium is recognized evenly through the term of the reinsurance contract based on estimates of ultimate premiums provided by the ceding companies. Subsequent adjustments, based on reports of actual premium or revisions to estimates by ceding companies, are recorded in the period in which they are determined.

Excess-of-loss contracts are typically written on a losses occurring basis, which means that they cover losses that occur during the contract term, regardless of when the underlying policies incept. Premiums from excess-of-loss contracts are earned ratably over the contract term, which is ordinarily twelve months. In contrast, most pro-rata contracts are written on a risks attaching basis, which means that we assume a stated percentage of each original policy that the ceding company writes during the contract term. As a result, the risk period for pro-rata contracts, which extends from the inception date of the first policy bound during the contract term to the termination date of the last policy bound, exceeds the contract term. Premiums from pro-rata contracts are earned over the associated risk periods.

### **Our Individual Risk Book of Business**

We write direct insurance and facultative reinsurance contracts where we insure and reinsure individual risks. Our individual risk business is currently underwritten by Montpelier Re and Syndicate 5151 and our excess and surplus lines insurance was formerly underwritten by MUSIC.

Excess and surplus lines insurance arises from a segment of the market that allows customers to buy property and casualty insurance through the non-admitted market. It results from the need for insurance coverage that standard carriers (or admitted carriers) have elected not to cover for a variety of reasons. The excess and surplus lines market is not subject to the strict pricing and form regulations applicable to the admitted insurance market, allowing providers to tailor insurance contracts for their customers.

Our gross short-tail direct insurance and facultative reinsurance writings totaled \$157.9 million, \$147.7 million and \$144.5 million during the years ended December 31, 2012, 2011 and 2010, respectively. We also write long-tail direct insurance and facultative reinsurance business, mainly casualty risks, which totaled \$2.5 million, \$47.3 million and \$35.0 million during the years ended December 31, 2012, 2011 and 2010, respectively.

### **Our Operating Platforms**

#### Montpelier Re

Montpelier Re, our largest operating platform, focuses on writing short-tail U.S. and international catastrophe treaty reinsurance on both an excess-of-loss and proportional basis. Montpelier Re also writes specialty treaty reinsurance, including casualty, aviation, space, personal accident, workers' compensation catastrophe, political violence and terrorism classes of business, as well as insurance and facultative reinsurance business.

#### Syndicate 5151

Syndicate 5151's London team underwrites insurance and reinsurance business, mainly property insurance and reinsurance, engineering, marine hull and liability, cargo and specie and specialty casualty risks, with a view to underwriting business that would not normally be accessible to our Bermuda underwriters. This mix of business lines may change from time to time based on market opportunities. Syndicate 5151 also underwrites business generated by MUI, MEAG and PUAL.

MUI, our U.S. Lloyd's Coverholder, underwrites facultative reinsurance business on behalf of Syndicate 5151. MUI's business is produced through two underwriting divisions as follows:

- (i) the Brokered Property Facultative division of MUI underwrites a portfolio of North American property exposures attaching in a proportional or excess-of-loss position. A large majority of this business is catastrophe driven, and we rely heavily on our proprietary models to price and aggregate these risks; and
- (ii) the Direct Property Facultative division of MUI writes predominantly U.S. business that is produced without broker involvement. The policies typically incorporate low-frequency, high severity risks written on an excess-of-loss basis. Only a small portion of this business is catastrophe driven. This division relies on strong customer relationships developed through prompt and consistent client service. The Direct Property Facultative division targets large, national carriers as well as regional and specialty carriers writing large property exposures.

PUAL, our former U.K. Lloyd's Coverholder, underwrites business on behalf of Syndicate 5151 and third parties. PUAL specializes in financial crime classes of business, but also underwrote specialist contractor business until 2011.

MEAG, our Swiss Coverholder, introduces complementary insurance and reinsurance opportunities from within Continental Europe and Middle Eastern markets to Syndicate 5151 and Montpelier Re.

#### Blue Water Re

Blue Water Re, as a special purpose insurance vehicle, underwrites property catastrophe reinsurance and related products on a fully-collateralized basis. Since the commencement of its operations in June 2012, Blue Water Re has assumed U.S. wind and earthquake exposures on an excess-of-loss basis.

#### MUSIC

MUSIC, our former U.S. excess and surplus lines insurer, wrote insurance risks that did not conform to standard insurance lines. These risks were written through select general agents enabling MUSIC to capitalize on the underwriting expertise and the territorial and product knowledge of the producer.

### **Outwards Reinsurance Protection**

We purchase reinsurance from third parties in the normal course of our business in order to manage our exposures. The amount and type of reinsurance that we purchase varies from year to year and is dependent on a variety of factors, including the cost of a particular reinsurance contract and the nature of our gross exposures assumed. All of our reinsurance purchases to date have represented prospective cover, meaning that the coverage has been purchased to protect us against the risk of future losses as opposed to covering losses that have already occurred but have not yet been paid. Our outwards reinsurance purchases consist of excess-of-loss contracts covering one or more lines of business and pro-rata reinsurance with respect to specific lines of business. We also purchase industry loss warranty policies that provide us with coverage for certain losses we incur, provided they are triggered by events exceeding a specified industry loss size. In addition, for certain pro-rata contracts that we purchase, the associated direct insurance contracts carry underlying reinsurance protection from third-party reinsurers, known as inuring reinsurance, which we net against our gross premiums written and our gross loss and LAE reserves.

We remain liable for losses we incur to the extent that any third-party reinsurer is unable or unwilling to make timely payments to us under our reinsurance agreements. Under our reinsurance security policy, reinsurers are generally required to be rated "A-" (Excellent) or better by A.M. Best (or an equivalent rating with another recognized rating agency) at the time the policy is written. We also consider reinsurers that are not rated or do not fall within the above threshold on a case-by-case basis if adequately collateralized. We monitor the financial condition and ratings of our reinsurers on an ongoing basis.

### **Claims Management**

Our personnel oversee and administer claims arising from our insurance and reinsurance contracts, including validating and monitoring claims, posting case reserves and approving payments. Authority for establishing reserves and paying claims is based upon the level and experience of our claims personnel.



Our reinsurance claim specialists work closely with our brokers to obtain specific claims information from ceding companies. In addition, when necessary, we or an established third-party provider instructed on our behalf perform on-site claims reviews of the claims handling abilities and reserving techniques of ceding companies. The results of such claims reviews are shared with our underwriters and actuaries to assist them in pricing products and establishing loss reserves.

As a reinsurer, we recognize that a fair interpretation of our reinsurance agreements and timely payment of covered claims is a valuable service to our clients which also enhances our reputation.

### **Loss and LAE Reserves**

Our loss and LAE reserves are estimates of the future amounts needed to pay claims and related expenses for insured events that have occurred. Our reserving methodology does not lend itself well to a statistical calculation of a range of estimates surrounding the best point estimate of our loss and loss adjustment expense reserves. Due to the low frequency and high severity nature of much of our business, our reserving methodology principally involves arriving at a specific point estimate for the ultimate expected loss on a contract by contract basis, and our aggregate loss reserves are the sum of the individual loss reserves established.

Our internal actuaries review our reserving assumptions and our methodologies on a quarterly basis. Our third quarter and year-end loss estimates are subject to a corroborative review by both an independent loss reserve specialist and an independent registered public accounting firm using generally accepted actuarial principles. The Audit Committee of the Board (the "Audit Committee") reviews our quarterly and annual reserve analyses.

Our loss and LAE reserves are comprised of case reserves (which are based on claims that have been reported to us) and IBNR reserves (which are based on losses that we believe have occurred but for which claims have not yet been reported to us and which may include a provision for expected future development on our case reserves). The process of establishing our loss reserves can be complex and is subject to considerable variability, it requires the use of informed estimates and judgments based on circumstances known at the date of accrual, and is highly dependent on the loss information we receive from our cedants. Estimating loss reserves requires us to make assumptions regarding future reporting and development patterns, frequency and severity trends, claims settlement practices, potential changes in the legal environment and other factors such as foreign exchange fluctuations and inflation. Another assumption we must make relates to "loss amplification", which refers to inflationary and heightened loss adjustment pressure within a local economy that has the potential to occur after a catastrophe loss and which can escalate overall losses.

We believe that our loss and LAE reserves fairly estimate the losses that fall within our assumed coverages. There can be no assurance, however, that actual losses will not exceed our total established reserves. Our loss and LAE reserve estimates and our methodology of estimating such reserves are regularly reviewed and updated as new information becomes known. Any resulting adjustments are reflected in our consolidated financial results in the period in which they become known.

### **LINES OF BUSINESS**

We categorize our lines of business as follows: (i) Property Catastrophe - Treaty; (ii) Property Specialty - Treaty; (iii) Other Specialty - Treaty; and (iv) Property and Specialty Individual Risk. Montpelier Re and Syndicate 5151 write each of these lines of business, Blue Water Re currently writes only Property Catastrophe - Treaty business and MUSIC wrote only Property and Specialty Individual Risk business.

#### Property Catastrophe - Treaty

Our Property Catastrophe reinsurance contracts are typically "all risk" in nature, providing protection to the ceding company against losses from earthquakes and hurricanes, as well as other natural and man-made catastrophes such as floods, tornados, storms and fires. The predominant exposures covered by these contracts are losses stemming from property damage and business interruption resulting from a covered peril.

Our Property Catastrophe reinsurance contracts are typically written on an excess-of-loss basis, which provides coverage to the ceding company when aggregate claims and claim expenses from a single occurrence for a covered peril exceed an amount specified in a particular contract. Under these contracts, we provide protection to an insurer for a portion of the total losses in excess of a specified loss amount, up to a maximum amount per loss specified in the contract. In the event of a loss, most of our Property Catastrophe contracts provide the ceding company with an automatic reinstatement of coverage, for which we receive a reinstatement premium. The coverage provided under excess-of-loss reinsurance contracts may be on a worldwide basis or limited in scope to specific regions or geographical areas. Coverage can also vary from “all natural” perils, which is the most expansive form, to more limited types such as windstorm-only coverage.

#### Property Specialty - Treaty

We write Property Specialty reinsurance contracts on either an excess-of-loss or pro-rata basis, which protects the ceding company on its primary insurance risks and facultative reinsurance transactions on a “single risk” basis. A “risk” in this context might mean the insurance coverage on one building or a group of buildings or the insurance coverage under a single policy which the reinsured treats as a single loss. Coverage on an excess of loss basis is usually triggered by a large loss sustained by an individual risk rather than by smaller losses that fall below the specified retention of the reinsurance contract. Coverage on a pro-rata basis may be triggered by individual losses of any size, as reinsurance protection is typically provided on the same basis and attachment as the original insurance policy.

#### Other Specialty - Treaty

We write Other Specialty reinsurance covering classes such as aviation (including liability), aviation war, engineering, space, marine, personal accident, workers' compensation, medical malpractice, political violence (which includes terrorism), casualty, credit, surety, crop and other specialty reinsurance business.

Our aviation and space business is written either as pro-rata or excess-of-loss with a focus on the major airlines and associated liabilities for aviation business and launch plus in-orbit risks for space business.

Our coverage for workers' compensation and personal accident contracts tends to attach at the upper layers of such reinsurance programs. We therefore regard our workers' compensation and personal accident classes as being catastrophe exposed and relatively short-tail in nature.

Our medical malpractice book includes excess treaty reinsurance for physicians, typically single state insurers. We also write a limited amount of professional liability business on both an excess-of-loss and pro-rata basis, and pro-rata treaties covering general liability for municipalities in the U.S.

We have written a number of reinsurance contracts providing coverage for losses arising from acts of terrorism. Most of these contracts exclude coverage protecting against nuclear, biological or chemical attacks. In a number of countries outside of the United States, government-backed schemes or “pools” now exist, which provide coverage for stipulated acts of terrorism. We reinsure a number of these international terrorism pools. In the United States, the Terrorism Risk Insurance Act of 2002 (“TRIA”) was enacted to ensure the availability of insurance coverage for certain types of terrorist acts. TRIA established a federal assistance program to help insurers and reinsurers in the property and casualty insurance industry cover claims related to future terrorism losses and regulates the terms of insurance relating to terrorism coverage. In December 2007, the Terrorism Risk Insurance Program Reauthorization Act of 2007 (“TRIPRA”) was enacted, extended TRIA's expiration from December 31, 2007 to December 31, 2014. The most notable change was the removal of the references to foreign persons or entities, thereby requiring insurers to make coverage available for both foreign and domestic forms of terrorism.

#### Property and Specialty Individual Risk

We underwrite direct insurance and facultative reinsurance coverage on industrial, commercial, and residential property, liability, marine and space risks where we assume all or part of a risk under a single insurance contract. We also underwrite stand-alone political violence, pandemic and event contingency business as well as U.S. and international terrorism coverage on either a stand-alone basis or embedded within an existing property policy. Facultative reinsurance is normally purchased by clients where individual risks are not covered by their reinsurance treaties, for amounts in excess of the dollar limits of their reinsurance treaties or for unusual risks.

Through MUSIC, we also underwrote certain insurance risks, referred to as excess and surplus lines, coverage which is not available from state licensed insurers (called admitted insurers) and must be purchased from a non-admitted carrier. These risks, primarily smaller commercial property and casualty risks, were written through select general agents. These risks involved specialized treatment with respect to coverage, forms, price and other policy terms.

## GROSS PREMIUMS WRITTEN

### By Line of Business and Segment

The following tables present our gross premiums written, by line of business and reportable segment, during the years ended December 31, 2012, 2011 and 2010:

(Millions)	Montpelier Bermuda	Montpelier Syndicate 5151	Blue Capital	MUSIC Run-Off	Corporate and Other <sup>(1)</sup>	Total
<b>Year Ended December 31, 2012</b>						
Property Catastrophe - Treaty	\$ 332.8	\$ 10.9	\$ 2.4	\$ —	\$ 3.9	\$ 350.0
Property Specialty - Treaty	47.5	6.1	—	—	—	53.6
Other Specialty - Treaty	70.4	82.1	—	—	—	152.5
Property and Specialty Individual Risk	29.8	146.9	—	2.5	—	179.2
Total gross premiums written	\$ 480.5	\$ 246.0	\$ 2.4	\$ 2.5	\$ 3.9	\$ 735.3

(Millions)	Montpelier Bermuda	Montpelier Syndicate 5151	MUSIC Run-Off	Corporate and Other <sup>(1)</sup>	Total
<b>Year Ended December 31, 2011</b>					
Property Catastrophe - Treaty	\$ 289.4	\$ 33.1	\$ —	\$ (12.7)	\$ 309.8
Property Specialty - Treaty	45.0	9.2	—	—	54.2
Other Specialty - Treaty	77.7	76.7	—	(0.3)	154.1
Property and Specialty Individual Risk	34.4	114.5	59.7	(1.2)	207.4
Total gross premiums written	\$ 446.5	\$ 233.5	\$ 59.7	\$ (14.2)	\$ 725.5

(Millions)	Montpelier Bermuda	Montpelier Syndicate 5151	MUSIC Run-Off	Corporate and Other <sup>(1)</sup>	Total
<b>Year Ended December 31, 2010</b>					
Property Catastrophe - Treaty	\$ 268.0	\$ 36.3	\$ —	\$ (12.4)	\$ 291.9
Property Specialty - Treaty	46.2	23.1	—	—	69.3
Other Specialty - Treaty	104.7	66.2	—	—	170.9
Property and Specialty Individual Risk	35.2	105.7	48.3	(1.3)	187.9
Total gross premiums written	\$ 454.1	\$ 231.3	\$ 48.3	\$ (13.7)	\$ 720.0

<sup>(1)</sup> Represents inter-segment excess-of-loss reinsurance arrangements between Montpelier Bermuda and Montpelier Syndicate 5151 and between MUSIC Run-Off and Montpelier Syndicate 5151, each of which are eliminated in consolidation.

### By Broker

The majority of our insurance and reinsurance business is originated through independent brokers. Brokers are intermediaries that assist the ceding company in structuring a particular reinsurance program and in negotiating and placing risks with third-party reinsurers. In this capacity, the broker is selected and retained by the ceding company on a treaty-by-treaty basis, rather than by us. Once the ceding company has approved the terms of a particular reinsurance program, as quoted by the lead underwriter or a group of reinsurers acting as such, the broker will offer participation to qualified reinsurers until the program is fully subscribed. The broker is not a party to the reinsurance contract.

We seek to build long-term relationships with brokers by providing: (i) prompt and responsive service on underwriting submissions; (ii) innovative and customized insurance and reinsurance solutions to their clients; and (iii) timely payment of claims. Brokers receive compensation, typically in the form of a commission, based on negotiated percentages of the premium they produce and the performance of other necessary services. Brokerage costs constitute a significant portion of our insurance and reinsurance acquisition costs.

We monitor our broker concentrations on a company-wide basis rather than by reportable segment.

The following table sets forth a breakdown of our gross premiums written by broker:

(\$ in millions)	Year Ended December 31,					
	2012		2011		2010	
Aon Corporation	\$ 192.1	26 %	\$ 170.5	24 %	\$ 185.4	26 %
Marsh & McLennan Companies, Inc.	158.3	22	169.8	23	194.6	27
Willis Group Holdings Limited	109.9	15	87.6	12	100.1	14
All other brokers	253.6	34	210.3	29	157.6	22
Gross premiums written through brokers	713.9	97	638.2	88	637.7	89
Gross premiums not written through brokers	21.4	3	87.3	12	82.3	11
Total gross premiums written	\$ 735.3	100 %	\$ 725.5	100 %	\$ 720.0	100 %

As illustrated above, the majority of our gross premiums written are sourced through a limited number of brokers, with Aon Corporation, Marsh & McLennan Companies, Inc. and Willis Group Holdings Limited providing a total of 63% of our gross premiums written for the year ended December 31, 2012. We are therefore highly dependent on these brokers and a loss of all or a substantial portion of the business provided by one or more of these brokers could have a material adverse effect on our financial condition and results of operations. See “Risk Factors” contained in Item 1A herein.

### By Geographic Area of Risks Insured

We seek to diversify our exposure across geographic zones around the world in order to obtain a prudent spread of risk. The spread of these exposures is also a function of market conditions and opportunities. We monitor our geographic exposures on a company-wide basis rather than by segment.

The following table sets forth a breakdown of our gross premiums written by geographic area of risks insured:

(\$ in millions)	Year Ended December 31,					
	2012		2011		2010	
U.S. and Canada	\$ 351.7	48 %	\$ 336.3	46 %	\$ 356.4	49 %
Worldwide <sup>(1)</sup>	231.5	31	239.2	33	192.2	27
Western Europe, excluding U.K. and Ireland	30.7	4	27.8	4	40.8	6
Japan	27.5	4	23.6	3	19.0	3
U.K. and Ireland	24.1	3	18.9	3	36.7	5
Worldwide, excluding U.S. and Canada <sup>(2)</sup>	23.1	3	38.3	5	26.5	4
Other	46.7	7	41.4	6	48.4	6
Total gross premiums written	\$ 735.3	100 %	\$ 725.5	100 %	\$ 720.0	100 %

<sup>(1)</sup> “Worldwide” comprises insurance and reinsurance contracts that cover risks in more than one geographic area and do not specifically exclude the U.S. and Canada.

<sup>(2)</sup> “Worldwide, excluding U.S. and Canada” comprises insurance and reinsurance contracts that cover risks in more than one geographic area but specifically exclude the U.S. and Canada.

### LOSS AND LAE RESERVE DEVELOPMENT

Loss and LAE reserves consist of estimates of future amounts needed to pay claims and related expenses for insured events that have occurred. The process of estimating these reserves involves a considerable degree of judgment and, as of any given date, is inherently uncertain. See “Summary of Critical Accounting Estimates” contained in Item 7 herein for a full discussion regarding our loss and LAE reserving process. We do not discount any of our loss and LAE reserves for time value.

The following information presents: (i) our loss and LAE reserve development over the preceding ten years (the “Loss Table”); and (ii) a reconciliation of reserves determined in accordance with accounting principles and practices prescribed or permitted by insurance authorities (“Statutory” basis) to such reserves determined in accordance with GAAP, each as prescribed by Securities Act Industry Guide No. 6.

The Loss Table represents the development of our loss and LAE reserves from 2002 through 2012. The top line of the table shows the gross loss and LAE reserves at the balance sheet date for each of the indicated years. This represents the estimated amounts of loss and LAE reserves, both case and IBNR, arising in the current year and all prior years that are unpaid at the balance sheet date. The table also shows the re-estimated amount of the previously recorded reserves based on experience as of the end of each succeeding year. The estimate changes as more information becomes known about the frequency and severity of claims for individual years. The “cumulative net redundancy” represents the aggregate change to date from the indicated estimate of the gross reserve for claims and claim expenses, net of losses recoverable on the third line of the table. The table also shows the cumulative net paid amounts as of successive years with respect to the net reserve liability.

The Loss Table does not reflect any loss development relating to MUSIC for periods prior to November 2007, the date we acquired that company. See “*MUSIC Sale Considerations*” contained in Item 1 herein.

Consolidated Loss and LAE Reserves											
Years ended December 31,											
(Millions)	2002	2003	2004	2005	2006	2007	2008	2009	2010	2011	2012
ENDING UNPAID LOSS AND LAE RESERVES:											
Gross balance	\$ 146.0	\$ 249.8	\$ 549.5	\$ 1,781.9	\$ 1,089.2	\$ 860.7	\$ 808.9	\$ 680.8	\$ 784.6	\$ 1,077.1	\$ 1,112.4
Less: reinsurance recoverables on unpaid losses	(16.7)	(7.7)	(94.7)	(305.7)	(197.3)	(152.5)	(122.9)	(69.6)	(62.4)	(77.7)	(102.7)
Net liability	129.3	\$ 242.1	\$ 454.8	\$ 1,476.2	\$ 891.9	\$ 708.2	\$ 686.0	\$ 611.2	\$ 722.2	\$ 999.4	\$ 1,009.7
CUMULATIVE NET LIABILITY PAID:											
1 year later	\$ 23.2	\$ 41.3	\$ 214.2	\$ 716.1	\$ 335.2	\$ 192.5	\$ 182.8	\$ 115.8	\$ 175.5	\$ 239.2	
2 years later	35.9	87.3	309.7	1,026.5	480.3	304.4	262.0	191.8	261.4		
3 years later	52.5	109.1	325.2	1,150.4	570.9	330.6	318.7	240.1			
4 years later	53.7	114.1	334.1	1,229.7	588.3	354.9	357.9				
5 years later	56.2	117.0	353.2	1,243.6	608.2	372.3					
6 years later	56.2	117.2	356.5	1,259.9	622.9						
7 years later	56.3	117.7	359.5	1,271.2							
8 years later	57.3	117.7	360.4								
9 years later	57.3	117.9									
10 years later	57.3										
NET LIABILITY RE-ESTIMATED:											
1 year later	\$ 71.9	\$ 144.5	\$ 437.7	\$ 1,452.4	\$ 855.5	\$ 604.1	\$ 610.3	\$ 501.9	\$ 632.9	\$ 912.0	
2 years later	61.6	131.8	407.8	1,447.7	783.1	555.7	552.5	450.8	607.1		
3 years later	61.5	130.7	400.3	1,398.4	764.4	518.6	521.8	440.0			
4 years later	59.2	129.4	390.6	1,383.4	737.9	495.7	514.3				
5 years later	59.2	128.0	385.4	1,364.7	715.6	491.6					
6 years later	58.4	126.1	384.1	1,349.5	707.5						
7 years later	57.7	123.1	378.7	1,343.8							
8 years later	58.0	120.7	376.0								
9 years later	57.9	121.2									
10 years later	58.0										
CUMULATIVE NET REDUNDANCY	\$ 71.3	\$ 120.9	\$ 78.8	\$ 132.4	\$ 184.4	\$ 216.6	\$ 171.7	\$ 171.2	\$ 115.1	\$ 87.4	
RECONCILIATION OF NET LIABILITY RE-ESTIMATED AS OF THE END OF THE LATEST RE-ESTIMATION PERIOD:											
Gross re-estimated liability	\$ 60.6	\$ 127.2	\$ 502.4	\$ 1,653.6	\$ 879.2	\$ 608.8	\$ 601.6	\$ 514.7	\$ 663.1	\$ 982.6	\$ —
Less: re-estimated reinsurance recoverable	(2.6)	(6.0)	(126.4)	(309.8)	(171.7)	(117.2)	(87.3)	(74.7)	(56.0)	(70.6)	—
Net re-estimated liability	\$ 58.0	\$ 121.2	\$ 376.0	\$ 1,343.8	\$ 707.5	\$ 491.6	\$ 514.3	\$ 440.0	\$ 607.1	\$ 912.0	\$ —
CUMULATIVE GROSS REDUNDANCY	\$ 85.4	\$ 122.6	\$ 47.1	\$ 128.3	\$ 210.0	\$ 251.9	\$ 207.3	\$ 166.1	\$ 121.5	\$ 94.5	\$ —

See “*Management's Discussion and Analysis of Financial Condition and Results of Operations*” and “*Summary of Critical Accounting Estimates*”, each contained in Item 7 herein, for an analysis of our aggregate loss and LAE reserves for each of the latest three years, including a discussion of our loss reserve development experienced during those periods.



## INVESTMENTS, CASH AND CASH EQUIVALENTS AND INVESTMENT-RELATED DERIVATIVES

### Investments

Our investment portfolio is structured to support our need for: (i) optimizing our risk-adjusted total return; (ii) adequate liquidity, (iii) financial strength and stability; and (iv) regulatory and legal compliance. While we oversee all of our investment activities, the portfolio is actively managed by a number of registered investment advisors. Our investment advisors adhere to an investment policy and guidelines developed by senior management, as approved by the Finance Committee of the Board (the "Finance Committee"), which specify minimum criteria regarding the credit quality and liquidity characteristics of the portfolio as well as the use of certain derivative instruments. These guidelines also set limitations on the size of certain holdings, as well as the types of securities and industries in which the portfolio can be invested.

The Finance Committee also oversees our investment activities and reviews compliance with our investment objectives and guidelines. These objectives and guidelines stress diversification of risk, capital preservation, market liquidity and stability of portfolio income. Our investment advisors have the discretion to invest our assets as they see fit, provided that they comply with our objectives and guidelines.

The current components of our investment portfolio are as follows:

*Fixed Maturity Investments.* As a provider of insurance and reinsurance for natural and man-made catastrophes, we could be required to pay significant losses on short notice. As a result, our asset allocation is predominantly oriented toward high-quality, fixed maturity securities with a short average duration. Our asset allocation is designed to reduce our sensitivity to interest rate fluctuations and provide adequate liquidity for the settlement of our expected liabilities. As of December 31, 2012, our fixed maturities had an average credit quality of "AA-" (Very Strong) by Standard & Poor's and an average duration of 3.3 years. As of December 31, 2012, our fixed maturities, which totaled \$2,738.6 million, comprised 94% of our total investment portfolio.

*Equity Securities.* Over longer time horizons, we believe that modest investments in equity securities can enhance our investment returns. Our equity investment strategy is expected to maximize our risk-adjusted total return through investments in a variety of equity and equity-related instruments with a focus on value investing. As of December 31, 2012, our equity securities, which totaled \$40.9 million, comprised 1% of our total investment portfolio.

*Other Investments.* Our other investments consist of our investment in the BCGR Listed Fund, limited partnership interests, private investment funds, event-linked securities ("CAT Bonds") and certain derivative instruments. As of December 31, 2012, our other investments, which totaled \$138.5 million, comprised 5% of our total investment portfolio.

As of December 31, 2012, we had unfunded commitments to invest \$14.8 million into three separate private investment funds.

### Cash and Cash Equivalents

Our cash and cash equivalents consist of cash and fixed income securities with maturities of less than three months from the date of purchase. Our unrestricted cash and cash equivalent balances consist of: (i) amounts held to pay our operating expenses and certain losses that become due for payment on short notice; (ii) undeployed cash and cash equivalents held by our investment advisors; and (iii) funds held to meet any other obligations and contingencies, including our unfunded investment commitments, unsettled purchases of investments and Blue Water Re's collateral requirements as a special purpose insurance vehicle. As of December 31, 2012, we held \$330.8 million in unrestricted cash and cash equivalents.

### Investment-Related Derivatives

At times we use various derivative instruments to enhance our investment performance, replicate certain investment positions or manage market exposures and duration risk. Our investment-related derivative activities are governed by our investment policy and guidelines and are overseen by the Finance Committee.

See "Management's Discussion and Analysis of Financial Condition and Results of Operations" contained in Item 7 herein for further information concerning our investment portfolio, our investment results, our liquidity and capital resources and our use of investment-related derivatives.

## MUSIC SALE CONSIDERATIONS

On December 31, 2011, we completed the MUSIC Sale, received total proceeds of \$54.9 million therefrom and recorded a gain on the sale of \$11.1 million, which is net of \$1.0 million in expenses related to the transaction. At the time of the MUSIC Sale, MUSIC had 44 employees, all of whom were retained by Selective.

In connection with this transaction, we have either retained, reinsured or otherwise indemnified Selective for all business written by MUSIC with an effective date on or prior to December 31, 2011. These protections were effected through the following arrangements, each of which became effective as of the closing date:

- (i) we amended and increased the MUSIC Quota Share from 75% to 100% which had the effect of ceding the majority of MUSIC's unearned premiums at December 31, 2011 to Montpelier Re;
- (ii) we entered into a Loss Development Cover (the "Loss Development Cover") with MUSIC which had the effect of ensuring that MUSIC's net loss and LAE reserves relating to retained business written on or prior to December 31, 2011 (that business not otherwise covered by the MUSIC Quota Share) remain adequate. Under the Loss Development Cover, any future adverse development associated with such retained reserves will be protected by Montpelier Re and any future favorable development associated with such retained reserves will benefit Montpelier Re; and
- (iii) we provided Selective with an indemnification which had the effect of guaranteeing each of the contractual arrangements (those with MUSIC and/or Selective) of Montpelier Re U.S. Holdings Ltd., as MUSIC's seller, and Montpelier Re, as MUSIC's primary reinsurer.

During 2012 we assumed \$2.5 million of MUSIC's premium writings, which represented: (i) policies bound by MUSIC in 2012 with an effective date on or prior to December 31, 2011; and (ii) additional audit premiums relating to policies written on or prior to December 31, 2011. We may be required to assume additional MUSIC premium writings in future periods, but we do not expect such additional writings to be significant.

As of December 31, 2012 and 2011, Montpelier Re had remaining loss and LAE reserves of \$43.5 million and \$44.7 million, respectively, under the MUSIC Quota Share.

Also in connection with the MUSIC Sale, we agreed not to compete directly with MUSIC's business for a period of three years after the closing date.

We acquired MUSIC, formerly known as General Agents Insurance Company of America, Inc. ("General Agents"), from GAINSCO, Inc. ("GAINSCO") in November 2007 (the "MUSIC Acquisition"). Prior to the MUSIC Acquisition, General Agents wrote general liability, commercial auto liability, specialty and umbrella lines of business. From 2003 to 2007 General Agents did not write any new business and entered into run-off.

As of December 31, 2012, MUSIC had remaining gross loss and LAE reserves relating to business underwritten by General Agents prior to the MUSIC Acquisition of \$2.7 million (the "Acquired Reserves"). As protection against these liabilities, MUSIC continues to hold a GAINSCO-maintained trust deposit and reinsurance recoverables from third-party reinsurers rated "A-" or better by A.M. Best, which collectively support the Acquired Reserves. In addition, the Company has the benefit of a full indemnity from GAINSCO (the "GAINSCO Indemnity") covering any adverse development from its past business.

If the remaining Acquired Reserves were to develop unfavorably in the future and the trust deposits and reinsurance recoverables held by MUSIC ultimately prove to be insufficient, these liabilities would become MUSIC's liability and MUSIC would be entitled to reinsurance protection from us under the Loss Development Cover. If this adverse development were to occur and we were unable to recover such losses under the GAINSCO Indemnity, these liabilities would become our responsibility.

## RATINGS

### Financial Strength Ratings

Reinsurance contracts do not discharge ceding companies from their obligations to policyholders. Therefore, ceding companies often require their reinsurers to have, and to maintain, strong financial strength ratings as assurance that their claims will be paid. Montpelier Re and Syndicate 5151 (through Lloyd's) each maintain financial strength ratings from one or more independent rating agencies, including A.M. Best, Standard & Poor's and Fitch Ratings Ltd., as discussed below.

The financial strength ratings of Montpelier Re and Syndicate 5151 are not evaluations directed to the investment community with regard to Common Shares, Preferred Shares or debt securities or a recommendation to buy, sell or hold such securities. Montpelier Re and Syndicate 5151's financial strength ratings may be revised or revoked at the sole discretion of the independent rating agencies.

#### Montpelier Re

Montpelier Re is currently rated "A" by A.M. Best (Excellent, with a stable outlook), "A-" by Standard & Poor's (Strong, with a stable outlook) and "A" by Fitch Ratings Ltd. (Strong, with a stable outlook). "A" is the third highest of fifteen A.M. Best financial strength ratings, "A-" is the seventh highest of twenty-one Standard & Poor's financial strength ratings and "A" is the sixth highest of twenty-four Fitch Ratings Ltd. financial strength ratings.

Montpelier Re's ability to underwrite business is dependent upon its financial strength rating as evaluated by these independent rating agencies. In the event that Montpelier Re is downgraded below "A-" by A.M. Best or Standard & Poor's, we believe our ability to write business through Montpelier Re would be adversely affected. In the normal course of business, we evaluate Montpelier Re's capital needs to support the amount of business it writes in order to maintain its financial strength ratings.

A downgrade of Montpelier Re's A.M. Best or Standard & Poor's rating could also trigger provisions allowing some ceding companies to opt to cancel their reinsurance contracts with us. For the majority of contracts that incorporate rating provisions, a downgrade of below "A-" by A.M. Best, or below "A-" by Standard and Poor's constitutes grounds for cancellation. A downgrade of Montpelier Re's A.M. Best financial strength rating below "B++", would constitute an event of default under our secured letter of credit facilities. Either of these events could adversely affect our ability to conduct business.

At our request, in June 2009 Moody's Investors Services ("Moody's") withdrew its financial strength rating of Montpelier Re. Immediately prior to this withdrawal, Moody's had reaffirmed Montpelier Re's "Baa1" rating (Adequate, with a positive outlook).

#### Syndicate 5151

Syndicate 5151, as is the case with all Lloyd's syndicates, benefits from Lloyd's central resources, including the Lloyd's brand, its network of global licences and the Lloyd's Central Fund. The Lloyd's Central Fund is available at the discretion of the Council of Lloyd's to meet any valid claim that cannot be met by the resources of any member. As all Lloyd's policies are ultimately backed by this common security, the Lloyd's single market rating is applied to all syndicates, including Syndicate 5151, equally. Lloyd's is currently rated "A" by A.M. Best (Excellent, with a stable outlook), "A+" by Standard & Poor's (Strong, with a stable outlook) and "A+" by Fitch Ratings Ltd. (Strong, with a stable outlook). "A" is the third highest of fifteen A.M. Best financial strength ratings, "A+" is the fifth highest of twenty-one Standard & Poor's financial strength ratings and "A+" is the fifth highest of twenty-four Fitch Ratings Ltd. financial strength ratings.

A downgrade of Lloyds' A.M. Best or Standard & Poor's rating could also trigger provisions allowing some ceding companies to opt to cancel their reinsurance contracts with us. For the majority of contracts that incorporate rating provisions, a downgrade of below "A-" by A.M. Best, or "A-" by Standard and Poor's constitutes grounds for cancellation.

At our request, in November 2011 Standard & Poor's withdrew its interactive Lloyd's Syndicate Assessment rating of Syndicate 5151. Immediately prior to this withdrawal, Standard & Poor's had reaffirmed Syndicate 5151's "3-" rating (Average Dependency, with a positive outlook).

#### Blue Water Re

Blue Water Re does not operate with a financial strength rating and, alternatively, fully collateralizes its reinsurance obligations.

### **Enterprise Risk Management Rating**

Our enterprise risk management ("ERM") infrastructure consists of the methods and processes we utilize in order to prudently manage risk in the achievement of our objectives. We consider ERM to be a key process within our organization as it helps us to identify potential events that may affect us, to quantify, evaluate and manage the risks to which we are exposed, and to provide reasonable assurance regarding the achievement of our objectives. ERM is managed by our senior management under the oversight of the Board and is implemented by personnel across our organization.



Our current ERM rating, as issued by Standard & Poor's, is "Strong", which is the second highest of six Standard & Poor's ERM ratings.

## **COMPETITION**

We compete with other Bermuda and international insurers and reinsurers and certain underwriting syndicates and insurers, many of which have greater financial, marketing and management resources than we do. We consider our primary competitors to include: Everest Re Group, Ltd., PartnerRe Ltd., Platinum Underwriters Holdings Ltd. and RenaissanceRe Holdings Ltd. Competition varies depending on the type of business being insured or reinsured and whether we are in a leading position or acting on a following basis.

Competition in the insurance and reinsurance industry has increased in recent years as industry participants seek to enhance their product and geographic reach, client base, operating efficiency and general market share through: (i) organic growth; (ii) mergers and acquisitions; (iii) reorganization activities; (iv) insurance vehicles; (v) the issuance of insurance-linked securities; (vi) the establishment of public and private reinsurance funds and other third party capital structures.

Competition in the types of business that we underwrite is based on many factors, including: (i) premiums charged and other terms and conditions offered; (ii) quality of services provided; (iii) financial strength ratings assigned by independent rating agencies; (iv) speed of claims payment; (v) reputation; (vi) perceived financial strength, and (vii) the experience of the underwriter in the line of insurance or reinsurance to be written.

Increased competition could result in fewer submissions, lower premium rates and less favorable policy terms, which could adversely impact our growth and profitability.

## **REGULATION**

Insurance and reinsurance entities are highly regulated in most countries, although the degree and type of regulation vary significantly from one jurisdiction to another with reinsurers generally subject to less regulation than primary insurers. Montpelier Re and Blue Water Re are regulated by the Bermuda Monetary Authority (the "BMA"). Syndicate 5151 and MUAL remain subject to regulation by the U.K. Financial Services Authority (the "FSA") until its scheduled dissolution on April 1, 2013, thereafter, Syndicate 5151 and MUAL will be subject to regulation by the Prudential Regulation Authority (the "PRA") and the Financial Conduct Authority (the "FCA"). MUAL and MCL are also regulated by the Council of Lloyd's. MUI and MEAG are approved by Lloyd's as Coverholders for Syndicate 5151 and MEAG is registered with the Swiss Financial Market Supervisory Authority ("FINMA").

### **Bermuda Regulation**

The Insurance Act 1978 of Bermuda and related regulations, as amended (the "Insurance Act"), regulates both insurance and reinsurance activities in Bermuda and provides that no person may carry on any such business in or from within Bermuda unless duly registered by the BMA. The Company, as a holding company, is not subject to Bermuda insurance regulations.

The Insurance Act imposes solvency and liquidity standards and auditing and reporting requirements and grants the BMA powers to supervise, investigate, require information from and the production of documents by, and intervene in the affairs of insurance and reinsurance companies. The BMA continues to make amendments to the Insurance Act with a view to enhancing Bermuda's insurance and reinsurance regulatory regime.

The BMA utilizes a risk-based approach when it comes to licensing and supervising insurance and reinsurance companies. As part of the BMA's risk-based system, an assessment of the inherent risks within each particular class of insurer or reinsurer is used to determine the limitations and specific requirements that may be imposed. Thereafter the BMA keeps its analysis of relative risk within individual institutions under review on an ongoing basis, including through the scrutiny of regular audited statutory financial statements, and, as appropriate, meeting with senior management during onsite visits.

Certain significant aspects of Bermuda's insurance and reinsurance regulatory framework are set forth as follows:

#### Classification of Insurers

The Insurance Act distinguishes between insurers and reinsurers carrying on long-term business and insurers and reinsurers carrying on general business.

Montpelier Re is registered as a Class 4 insurer, meaning that it is licensed to write a broad array of insurance and reinsurance contracts. Class 4 insurers are subject to greater regulatory stringency than other classes of Bermuda insurers and have a minimum capital and surplus requirement of \$100 million.

Blue Water Re is registered as a Special Purpose Insurer, meaning that its insurance and reinsurance contracts must be fully-collateralized and the parties to the transactions must be sophisticated. Special Purpose Insurers benefit from an expedited application process, less regulatory stringency and minimal capital and surplus requirements.

#### Cancellation of Insurer's Registration

An insurer's or reinsurer's registration may be cancelled by the Supervisor of Insurance of the BMA on certain grounds specified in the Insurance Act, including failure of the insurer or reinsurer to comply with its obligations under the Insurance Act or if, in the opinion of the BMA after consultation with the Insurance Advisory Committee, the insurer or reinsurer has not been carrying on business in accordance with sound insurance principles.

#### Principal Representative

Every registered insurer or reinsurer is required to maintain a principal office in Bermuda and to appoint and maintain a principal representative in Bermuda.

Montpelier Re's principal office is located at Montpelier House, 94 Pitts Bay Road, Pembroke, HM 08, Bermuda. Christopher T. Schaper, Montpelier Re's President, has been appointed by Montpelier Re's Board of Directors as its principal representative and has been approved by the BMA.

Blue Water Re's principal office is located at Montpelier House, 94 Pitts Bay Road, Pembroke, HM 08, Bermuda. BCIML has been appointed by Blue Water Re's Board of Directors as its principal representative and has been approved by the BMA.

Mr. Schaper has also been appointed as the group representative for the Company, including Montpelier Re as the Company's designated insurer. See "Group Supervision".

#### Independent Approved Auditor

Montpelier Re must appoint an independent auditor who will audit and report annually on its statutory financial statements and statutory financial return, both of which are required to be filed annually with the BMA. Montpelier Re's independent auditor must be, and has been, approved by the BMA.

Blue Water Re has recently submitted an application to the BMA which, if approved, will permit Blue Water Re to submit unaudited management accounts to the BMA in lieu of audited stand-alone GAAP or statutory accounts.

#### Loss Reserve Specialist

Montpelier Re is required to submit an opinion of its approved loss reserve specialist with its annual statutory financial return in respect of its losses and loss expenses provisions. The loss reserve specialist, who will normally be a qualified property and casualty actuary, must be approved by the BMA.

Blue Water Re is not required to obtain a loss reserve opinion.

#### Financial Statements

Every registered insurer or reinsurer must prepare annual statutory financial statements. The Insurance Act prescribes rules for the preparation and substance of such statements (which include, in statutory form, a balance sheet, an income statement, a statement of capital and surplus and notes thereto). The insurer or reinsurer is required to give detailed information and analyses regarding premiums, claims, reinsurance and investments, including detail, on a line-by-line basis, of specific asset and liability classes in its statutory balance sheet as well the identification of what is or is not attributable to its affiliates. Class 4 insurers are also required to prepare and file with the BMA audited annual financial statements prepared in accordance with GAAP or International Financial Reporting Standards.

### Annual Statutory Financial Return

Montpelier Re is required to file a statutory financial return with the BMA no later than four months after its financial year end (unless specifically extended by the BMA). The statutory financial return for a Class 4 insurer includes, among other things, a report of the approved independent auditor on the statutory financial statements, solvency certificates, the statutory financial statements, the opinion of the loss reserve specialist in respect of the loss and loss expense provisions and a schedule of reinsurance ceded. The solvency certificates must be signed by the principal representative and at least two directors of the insurer or reinsurer certifying that the minimum solvency margin and the minimum liquidity ratio have been met and must further certify whether the insurer or reinsurer complied with the conditions attached to its certificate of registration. The independent auditor is required to state whether, in its opinion, it was reasonable for the directors to make these certifications and whether the declaration of the statutory ratios complies with the requirements of the Insurance Act. If an insurer's or reinsurer's accounts have been audited for any purpose other than compliance with the Insurance Act, a statement to that effect must be filed with the statutory financial return.

### Enhanced Capital Requirement ("ECR"), Minimum Solvency Margin ("MSM") and Restrictions on Dividends and Distributions

The BMA has promulgated the Insurance (Prudential Standards) (Class 4 and Class 3B Solvency Requirement) Amendment Rules 2008, as amended (the "Rules"), which, among other things, mandate that a Class 4 insurer's ECR be calculated by either (a) the BMA's model set out in Schedule 1 to the Rules, or (b) an internal capital model that the BMA has approved for use for this purpose. These measures are an integral part of the BMA's ongoing Solvency II equivalence program for Bermuda Class 4 insurance companies.

The Bermuda risk-based regulatory capital adequacy and solvency requirements implemented with effect from December 31, 2008 (termed the Bermuda Solvency Capital Requirement or "BSCR"), provide a risk-based capital model as a tool to assist the BMA both in measuring risk and in determining appropriate levels of capitalization. The BSCR employs a standard mathematical model that correlates the risk underwritten by Bermuda insurers and reinsurers to the capital that is dedicated to their business. The framework that has been developed applies a standard measurement format to the risk associated with an insurer's or reinsurer's assets, liabilities and premiums, including a formula to take account of the catastrophe risk exposure.

Where an insurer or reinsurer believes that its own internal model for measuring risk and determining appropriate levels of capital better reflects the inherent risk of its business, beginning in 2013, it may apply to the BMA for approval to use its internal capital model in substitution for the BSCR model. The BMA may approve an insurer's or reinsurer's internal model, provided certain conditions have been established, and may revoke approval of an internal model in the event that the conditions are no longer met or where it feels that the revocation is appropriate. The BMA will review the internal model regularly to confirm that the model continues to meet the conditions.

In order to minimize the risk of a shortfall in capital arising from an unexpected adverse deviation, the BMA seeks that insurers or reinsurers operate at or above a threshold capital level (termed the Target Capital Level or "TCL"), which exceeds the BSCR or approved internal model minimum amounts. The Rules provide prudential standards in relation to the ECR and Capital and Solvency Return ("CSR"). The ECR is determined using the BSCR or an approved internal model, provided that at all times the ECR must be an amount equal to, or exceeding, the MSM. The CSR is the return setting out the insurer's or reinsurer's risk management practices and other information used by the insurer or reinsurer to calculate its approved internal model ECR. The capital requirements require Class 4 insurers to hold available statutory capital and surplus equal to, or exceeding, ECR and set TCL at 120% of ECR. In circumstances where an insurer or reinsurer has failed to comply with an ECR given by the BMA, such insurer or reinsurer is prohibited from declaring or paying any dividends until the failure is rectified.

The risk-based solvency capital framework referred to above represents a modification of the minimum solvency margin test set out in the Insurance Returns and Solvency Amendment Regulations 1980 (as amended). While it must calculate its ECR annually by reference to either the BSCR or an approved internal model, a Class 4 insurer such as Montpelier Re must also ensure at all times that its ECR is at least equal to the MSM for a Class 4 insurer in respect of its general business, which is the greater of: (i) \$100.0 million; (ii) 50% of net premiums written; and (iii) 15% of net loss and loss expense provisions and other general business insurance reserves.

The BMA has also introduced a three-tiered capital system for Class 4 insurers designed to assess the quality of capital resources that an insurer has available to meet its capital requirements. The tiered capital system classifies all capital instruments into one of three tiers based on their “loss absorbency” characteristics, with the highest quality capital classified as Tier 1 Capital and lesser quality capital classified as either Tier 2 Capital or Tier 3 Capital. Only Tier 1 and Tier 2 Capital may be used to support an insurer's MSM. Certain percentages of each of Tier 1, 2 and 3 Capital may be used to satisfy an insurer's ECR. Any combination of Tier 1, 2 or 3 Capital may be used to meet the TCL.

The Rules introduced a regime that requires Class 4 insurers to perform an assessment of their own risk and solvency requirements, referred to as a Commercial Insurer's Solvency Self Assessment (“CISSA”). The CISSA will allow the BMA to obtain an insurer's view of the capital resources required to achieve its business objectives and to assess the company's governance, risk management and controls surrounding this process. The Rules also introduced a Catastrophe Risk Return, which must be filed with the BMA, which assesses an insurer's reliance on vendor models in assessing catastrophe exposure.

The Insurance Act limits the maximum amount of annual dividends and distributions that may be paid by Montpelier Re. The declaration of dividends in any year that would exceed 25% of its prior year-end Statutory Capital and Surplus requires the approval of the BMA. Additionally, annual distributions that would result in a reduction of the prior year-end balance of statutory capital (defined as an insurer's Statutory Capital and Surplus less its statutory earnings retained) by more than 15% also requires the approval of the BMA.

The Bermuda Companies Act 1981 also limits the Company's and Montpelier Re's ability to pay dividends and distributions to its shareholders. Neither the Company nor Montpelier Re is permitted to declare or pay a dividend, or make a distribution out of contributed surplus, if it is, or would after the payment be, unable to pay its liabilities as they become due, or if the realizable value of its assets would be less than its liabilities.

#### Minimum Liquidity Ratio

The Insurance Act provides a minimum liquidity ratio and requires general business insurers and reinsurers to maintain the value of their relevant assets at not less than 75% of the amount of their relevant liabilities. Relevant assets include, but are not limited to, cash and time deposits, quoted investments, unquoted bonds and debentures, first liens on real estate, investment income due and accrued, accounts and premiums receivable, insurance and reinsurance balances receivable and funds held by ceding reinsurers. There are certain categories of assets that, unless specifically permitted by the BMA, do not automatically qualify as relevant assets, such as unquoted equity securities, investments in and advances to affiliates and real estate and collateral loans. The relevant liabilities are total general business insurance reserves and total other liabilities less deferred income tax and sundry liabilities (by interpretation, those not specifically defined), letters of credit and guarantees.

#### Supervision, Investigation and Intervention

The BMA may appoint an inspector with extensive powers to investigate the affairs of Montpelier Re if it believes that such an investigation is in the best interests of Montpelier Re's policyholders or persons who may become policyholders. In order to verify or supplement information otherwise provided to the BMA, the BMA may direct Montpelier Re to produce documents or information relating to matters connected with its business. Further, the BMA has the power to appoint a professional person to prepare a report on any aspect of any matter about which the BMA has required or could require information. If it appears to the BMA that there is a risk of Montpelier Re becoming insolvent, or that Montpelier Re is in breach of the Insurance Act or any conditions imposed upon its registration, the BMA may, among other things, direct Montpelier Re not to take on any new insurance or reinsurance business; not to vary any insurance or reinsurance contract if the effect would be to increase the insurer's or reinsurer's liabilities; not to make certain investments; to realize or not to realize certain investments; to maintain in, or transfer to the custody of, a specified bank, certain assets; not to declare or pay any dividends or other distributions or to restrict the making of such payments and/or to limit its premium income and to remove a controller or officer.

The BMA may also make rules prescribing prudential standards in relation to ECR, CSRs, insurance reserves and eligible capital with which Montpelier Re must comply. Montpelier Re may make an application to be exempted from such rules.

### Bermuda Code of Conduct

The BMA has implemented an insurance code, the Insurance Code of Conduct (the “Bermuda Code of Conduct”), which came into effect in 2010. The BMA established July 1, 2011 as the date of compliance for commercial insurers. The Bermuda Code of Conduct is divided into six categories: (i) Proportionality Principle; (ii) Corporate Governance; (iii) Risk Management; (iv) Governance Mechanism; (v) Outsourcing; and (vi) Market Discipline and Disclosure. These categories contain the duties, requirements and compliance standards to which all insurers and reinsurers must adhere. The Bermuda Code of Conduct stipulates that in order to achieve compliance, insurers and reinsurers are to develop and apply policies and procedures capable of assessment by the BMA. Montpelier Re believes that is in compliance with the Bermuda Code of Conduct.

### Group Supervision

Emerging international norms in the regulation of global insurance and reinsurance groups are trending increasingly towards the imposition of group-wide supervisory regimes by one principal “home” regulator over all the legal entities in the group, no matter where incorporated. Amendments to the Insurance Act in 2010 introduced such a regime into Bermuda insurance regulation.

The Insurance Act contains provisions regarding group supervision, the authority to exclude specified entities from group supervision, the power for the BMA to withdraw as group supervisor, the functions of the BMA as group supervisor and the power of the BMA to make rules regarding group supervision. In 2011 the Company was formally notified that the BMA had determined that it would be Montpelier's group supervisor.

The BMA has issued the Insurance (Group Supervision) Rules 2011 (the “Group Supervision Rules”) and the Insurance (Prudential Standards) (Insurance Group Solvency Requirement) Rules 2011 (the “Group Solvency Rules”) each effective December 31, 2011. The Group Supervision Rules set out the rules in respect of the assessment of the financial situation and solvency of an insurance group, the system of governance and risk management of the insurance group; and supervisory reporting and disclosures of the insurance group. The Group Solvency Rules set out the rules in respect of the capital and solvency return and enhanced capital requirements for an insurance group.

### Notifications to the BMA

In the event that the share capital of an insurer (or its parent) is traded on any stock exchange recognized by the BMA, then any shareholder must notify the BMA within 45 days of becoming a 10%, 20%, 33% or 50% shareholder of such insurer. An insurer or reinsurer must also provide written notice to the BMA that a person has become, or ceased to be, a “Controller” of that insurer or reinsurer. A Controller for this purpose means a managing director, chief executive or other person in accordance with whose directions or instructions the directors of Montpelier Re are accustomed to act, including any person who holds, or is entitled to exercise, 10% or more of the voting shares or voting power or is otherwise able to exercise a significant influence over the management of Montpelier Re.

Montpelier Re is also required to notify the BMA in writing in the event any person has become or ceased to be an officer of it, an officer being a director, chief executive or senior executive performing duties of underwriting, actuarial, risk management, compliance, internal audit, finance or investment matters.

Failure to give any required notice is an offense under the Insurance Act.

An insurer or reinsurer, or designated insurer or reinsurer in respect of the group of which it is a member, must notify the BMA in writing that it proposes to take measures that are likely to be of material significance for the discharge, in relation to the insurer, the reinsurer or the group, of the BMA's functions under the Insurance Act. Measures that are likely to be of material significance include:

- acquisition or transfer of insurance or reinsurance business being part of a scheme falling within section 25 of the Insurance Act or section 99 of the Companies Act;
- amalgamation with or acquisition of another firm; and
- a material change in the insurer's or reinsurer's business plan not otherwise reported to the BMA.



In respect of the forgoing, the BMA will typically object to the material change unless it is satisfied that:

- the interest of policyholders and potential policyholders of the insurer, the reinsurer or the group would not in any manner be threatened by the material change; and
- without prejudice to the first point, that, having regard to the material change the requirements of Insurance Act would continue to be complied with, or, if any of those requirements are not complied with, that the insurer concerned is likely to undertake adequate remedial action.

Failure to give such notice constitutes an offence under the Insurance Act. It is possible to appeal a notice of objection served by the BMA.

Blue Water Re is required to notify the BMA of each reinsurance contract it writes.

#### *Certain Other Bermuda Law Considerations*

Although the Company, Montpelier Re and Blue Water Re are incorporated in Bermuda, each is classified as a non-resident of Bermuda for exchange control purposes by the BMA. Pursuant to their non-resident status, the Company, Montpelier Re and Blue Water Re may engage in transactions in currencies other than Bermuda dollars and there are no restrictions on their ability to transfer funds (other than funds denominated in Bermuda dollars) in and out of Bermuda.

#### **U.K. Regulation**

We participate in the Lloyd's market through Syndicate 5151, which is managed by MUAL. Under the Financial Services Act 2012, Syndicate 5151 and MUAL remain subject to regulation by the FSA until its scheduled dissolution on April 1, 2013. Thereafter, Syndicate 5151 and MUAL will be subject to regulation by the PRA and the FCA.

Ahead of the launch of the new bodies, the U.K. Government expects to introduce secondary legislation that will, among other matters, set out how regulated activities will be divided between the new authorities and establish new threshold conditions that firms must satisfy to become and remain authorized as a financial services firm.

The PRA, which will be a subsidiary of the Bank of England, will become responsible for promoting the stable and prudent operation of the U.K. financial system through regulation of all deposit-taking institutions, insurers and investment banks. The PRA will have the responsibility for promoting the safety and soundness of Lloyd's and its members taken together, including the Lloyd's Central Fund, and the prudential regulation of managing agents.

The FCA will become responsible for regulation of conduct in financial markets and the infrastructure that supports those markets. The FCA will also have responsibility for the prudential regulation of firms that do not fall under the PRA's scope. The FCA will regulate Lloyd's and its managing agents and, on a prudential and conduct basis, its members' agents, advisors and brokers. Particular conduct issues include the management of the auction whereby members can buy and sell syndicate capacity and the handling of policyholders' complaints.

The PRA and the FCA will form a supervisory college for Lloyd's and will maintain arrangements with Lloyd's in support of their activities. They will also have powers of direction over Lloyd's and are expected to consult with each other in the exercise of such powers.

The Council of Lloyd's is responsible under the Lloyd's Act 1982 for the management and supervision of Lloyd's, including its members, syndicates and managing agents, and has rule-making and enforcement powers. The Council of Lloyd's may discharge some of its functions directly by making decisions and issuing resolutions, requirements, rules and byelaws. Other decisions are delegated to the Lloyd's Franchise Board and associated committees. The PRA and FCA will, when relevant, coordinate with each other and Lloyd's over its use of enforcement powers.

MCL, Syndicate 5151's sole corporate underwriting member at Lloyd's, provides 100% of the stamp capacity of Syndicate 5151. Stamp capacity is a measure of the amount of premium a syndicate is authorized to write by Lloyd's. Syndicate 5151's stamp capacity for 2012, 2011 and 2010 was £180 million.

As the corporate underwriting member of Lloyd's, MCL is bound by the rules of Lloyd's, which are prescribed by Byelaws and Requirements made by the Council of Lloyd's under powers conferred by the Lloyd's Act 1982. These rules, among other matters, prescribe MCL's membership subscription, the level of its contribution to the Lloyd's Central Fund and the assets it must deposit with Lloyd's in support of its underwriting. The Council of Lloyd's has broad powers to sanction breaches of its rules, including the power to restrict or prohibit a member's participation in Lloyd's syndicates.

Under the regulatory regime established by the FSA, managing agents have been required, among other matters, to adopt internal systems and controls appropriate to the risks of their business, obtain regulatory approval for those members of staff responsible for performing certain controlled functions and calculate the level of capital required to support the underwriting of the syndicates that they manage. They are also subject to minimum solvency tests established by Lloyd's and are required to conduct their business according to eleven core regulatory principles, to which all firms regulated by the FSA have been subject. The FSA and the Council of Lloyd's previously entered into an agreement by which the Council of Lloyd's undertakes primary supervision of managing agents in relation to certain aspects of the FSA's regulatory regime. This arrangement was intended to minimize duplication of supervision. Similar arrangements are expected to evolve between the PRA and the FCA and the Council of Lloyd's in due course.

The Council of Lloyd's supervises Coverholders such as MEAG and MUI as part of its statutory role in managing and supervising the Lloyd's market. This supervision is carried out through the approval process and then through Lloyd's ongoing supervision of all approved Coverholders. Local regulators may require Lloyd's to demonstrate that it has control over, and responsibility for, the business carried out by Coverholders under the terms of Lloyd's authorization in that jurisdiction. Nonetheless, the primary responsibility for the supervision of Coverholders and binding authorities on a day-to-day basis rests with Lloyd's managing agents, which in our case is currently MUAL.

Each corporate or individual member of Lloyd's is required to deposit cash, securities or letters of credit (or a combination of these assets) with Lloyd's to support its participation on Lloyd's syndicates. These assets are known as a member's "Funds at Lloyd's". Funds at Lloyd's requirements are calculated according to a minimum capital resources requirement, which is assessed at the syndicate level by Lloyd's and at the level of the Lloyd's market as a whole by the FSA. This requirement is similar in effect to a required solvency margin.

At the syndicate level, managing agents are required to calculate the capital resources requirement of the members of each syndicate they manage. In the case of Syndicate 5151's 2012 underwriting year of account, MUAL carried out a syndicate Individual Capital Assessment ("ICA") according to detailed rules prescribed by the FSA under the Individual Capital Adequacy Standards ("ICAS") regime in force under Solvency I. In the case of Syndicate 5151's 2013 underwriting year of account, MUAL also carried out a Solvency Capital Requirement ("SCR") assessment in addition to the ICA, utilizing the Syndicate's own Lloyd's approved internal model according to Solvency II principles, which was subsequently reconciled to the ICA.

Both the ICA and SCR evaluate the risks faced by the syndicate, including insurance risk, operational risk, market risk, credit risk, liquidity risk and group risk, and assess the amount of capital that syndicate members should hold against those risks. As a result of the delay in the implementation of Solvency II, an interim capital resources regime based on a combination of the ICA and SCR assessments known colloquially as "ICAS plus" is to be applied by the FSA and its successor bodies. Effectively, the ICAS requirements will be satisfied through the use of the approved internal model to generate an SCR utilizing Solvency II principles.

Lloyd's reviews each syndicate's ICA or SCR annually and may challenge it. In order to ensure that Lloyd's aggregate capital is maintained at a high enough level to support its overall security rating, Lloyd's adds an uplift to the overall market capital resources requirement produced by the ICA or SCR, and each syndicate is allocated its proportion of the uplift. The aggregate amount is known as a syndicate's Economic Capital Assessment, which is used by Lloyd's to determine the syndicate's required Funds at Lloyd's.

At market level, Lloyd's is required to demonstrate to the FSA and its successor bodies, that each member's capital resources requirement is met by that member's capital resources made available to Lloyd's, which for this purpose comprises its Funds at Lloyd's, its share of member capital held at syndicate level and the funds held within the Lloyd's Central Fund. In this regard, the FSA and its successor bodies may monitor the solvency of the Lloyd's market as a whole. The Council of Lloyd's has wide discretionary powers to regulate members' underwriting at Lloyd's. It may, for instance, vary the amount of a member's Funds at Lloyd's requirement (or alter the ways in which those funds may be invested). The exercise of any of these powers may reduce the amount of premium which a member is allowed to accept for its account in an underwriting year and/or increase a member's costs of doing business at Lloyd's. As a consequence, the member's ability to achieve an anticipated return on capital during that year may be compromised.

Each syndicate is required to submit a business plan to Lloyd's on an annual basis, which is subject to the review and approval of the Lloyd's Franchise Board. The Franchise Board is the managing agents' principal interface with the Council of Lloyd's. The main goal of the Franchise Board is to seek to create and maintain a commercial environment at Lloyd's in which underwriting risk is prudently managed while providing maximum long-term returns to capital providers.

Lloyd's syndicates are treated as "annual ventures" and members' participation on syndicates may change from underwriting year to underwriting year. Ordinarily, a syndicate will accept business over the course of one calendar year (an underwriting year of account), which will remain open for a further two calendar years before being closed by means of "reinsurance to close". An underwriting year may be reinsured to close by the next underwriting year of the same syndicate or by an underwriting year of a different syndicate. Lloyd's moved to annual accounting on January 1, 2005. Previously, the market operated according to a three-year accounting cycle, so that members were not able to take profits made in an underwriting year until it had been reinsured to close, usually at the end of three years. Now, provided that certain solvency requirements are met, underwriting profits may effectively be taken in part before the year has been reinsured to close. Once an underwriting year has been reinsured to close, Lloyd's will release the Funds at Lloyd's provided that these are not required to support the members' other underwriting years or to meet a loss made on the closed underwriting year. If reinsurance to close cannot be obtained at the end of an underwriting year's third open year (either at all, or on terms that the managing agent considers to be acceptable on behalf of the members participating on that underwriting year), then the managing agent of the syndicate must determine that the underwriting year will remain open. If the managing agent determines to keep the underwriting year open, then the underwriting year of account will be considered to be in run-off, and the Funds at Lloyd's of the participating members will continue to be held by Lloyd's to support their continuing liabilities unless the members can show that their Funds at Lloyd's are in excess of the amount required to be held in respect of their liabilities in relation to that year.

The reinsurance to close of an underwriting year does not discharge participating members from the insurance liabilities they incurred during that year. Rather, it provides them with a full indemnity from the members participating in the reinsuring underwriting year in respect of those liabilities. Therefore, even after all the underwriting years in which a member has participated have been reinsured to close, the member is required to stay in existence and to remain a non-underwriting member of Lloyd's. Accordingly, although Lloyd's will release members' Funds at Lloyd's, there nevertheless continues to be an administrative and financial burden for corporate members between the time of the reinsurance to close of the underwriting years on which they participated and the time that their insurance obligations are entirely extinguished. This includes the completion of financial accounts in accordance with the Companies Act and the submission of an annual compliance declaration to Lloyd's.

Underwriting losses incurred by a syndicate during an underwriting year must be paid according to the links in the Lloyd's chain of security. Claims must be funded first from the member's premiums trust fund (which is held under the control of the syndicate's managing agent), second from a cash call made to the corporate name and third from member's Funds at Lloyd's. In the event that any member is unable to pay its debts owed to policyholders from these assets, such debts may, at the discretion of the Council of Lloyd's, be paid by the Lloyd's Central Fund.

Syndicate 5151's contribution to the Lloyd's Central Fund, which is available to satisfy claims if a member of Lloyd's is unable to meet its obligation to policyholders and is funded annually by members, was determined by Lloyd's to be 0.5% of Syndicate 5151's written premiums with respect to 2012, 2011 and 2010. In addition, the Council of Lloyd's has power to call on members to make an additional contribution to the Central Fund of up to 3.0% of their underwriting capacity each year should it decide that such additional contributions are necessary.

Lloyd's also imposes other charges to its members and the syndicates on which they participate, including an annual subscription charge of 0.5% of written premiums and an overseas business charge, levied as a percentage of gross international premiums (defined as business outside the U.K. and the Channel Islands), with the percentage depending on the type of business written. Lloyd's also has power to impose additional charges under Lloyd's Powers of Charging Byelaw.

## **U.S. Regulation**

*Collateral Requirements For Non-Admitted Reinsurers.* U.S. ceding companies typically receive full credit for outwards reinsurance protections in their statutory financial statements with respect to liabilities ceded to admitted U.S. domestic reinsurers. However, most states in the U.S. do not confer full credit for outwards reinsurance protections for liabilities ceded to non-admitted or unlicensed reinsurers unless the reinsurer specifically collateralizes its obligations to the ceding company or is an authorized or trustee reinsurer in the ceding company's state of domicile through the establishment of a multi-beneficiary trust.

Under applicable statutory provisions, permissible collateral arrangements include letters of credit, reinsurance trusts maintained by third-party trustees and funds withheld arrangements.



In 2010 Montpelier Re established a Multi-Beneficiary U.S. Reinsurance Trust (the “Reinsurance Trust”) as a means of providing statutory credit to Montpelier Re’s cedants. As of December 31, 2012, Montpelier Re was granted authorized or trusted reinsurer status in all U.S. states and the District of Columbia.

A number of states in the U.S. have considered reducing their collateral requirements for risks ceded to financially sound non-U.S. reinsurers. During 2011, Montpelier Re became authorized to post reduced collateral with respect to certain risks ceded from insurers domiciled in Florida and New York. Montpelier Re also intends to monitor and, where possible, take advantage of reduced collateral statutes as and when they may be adopted in other states.

In 2011 Montpelier Re entered into a Reinsurance Trust (the “MUSIC Trust”) in connection with the MUSIC Sale. The MUSIC Trust was established as a means of providing statutory credit to MUSIC in support of the MUSIC Quota Share and the Loss Development Cover.

*Legislative and Regulatory Proposals.* Government intervention in the insurance and reinsurance markets, both in the U.S. and worldwide, continues to evolve. For example, Florida has enacted insurance reforms that have caused declines in our property catastrophe gross premiums in past years. See “*Risk Factors*” contained in Item 1A herein. Federal and state legislators have also considered numerous government initiatives. While we cannot predict the exact nature, timing, or scope of other such proposals, if adopted they could adversely affect our business by: (i) providing government supported insurance and reinsurance capacity in markets and to consumers that we target; (ii) regulating the terms of insurance and reinsurance policies; (iii) impacting producer compensation; or (iv) disproportionately benefitting the companies of one country over those of another.

We are unable to predict whether any proposed legislation or any other proposed laws and regulations will be adopted, the form in which any such laws and regulations would be adopted, or the effect, if any, these developments would have on our operations and financial condition.

## **Swiss Regulation**

MEAG is subject to registration and supervision by FINMA as an insurance intermediary but is not subject to any minimum solvency requirements.

## **Solvency II**

Solvency II is a fundamental review of the capital adequacy regime for the European Union (“EU”) insurance industry. It aims to establish a revised set of EU-wide capital requirements and risk management standards that will replace the solvency requirements currently in effect in member states. Legislative process delays in finalizing Solvency II’s framework details suggest that its implementation date is likely to be postponed until at least January 2016, however, no formal determination has been made.

Montpelier Re and Syndicate 5151 are both affected by Solvency II. Montpelier Re is affected by the BMA’s Solvency II equivalence program for Bermuda Class 4 insurance companies and by the application of Solvency II to European entities ceding business to Montpelier Re. Syndicate 5151 is affected as a result of its authorization by the FSA and its successor bodies within the EU.

In accordance with Solvency II, insurers and reinsurers are expected to seek approval from the relevant supervisory authority to use an internal model for the purpose of setting required capital. Absent an approved internal model, the capital requirements of insurers and reinsurers will be established using a standard formula which, for Montpelier, would be more punitive. In the case of Montpelier Re, the supervisory authority is the BMA under its equivalence regime. In the case of Syndicate 5151, the supervisory authority is the FSA and its successor bodies under the U.K. and EU regimes.

In order to obtain approval for use of an internal model, the governance, risk quantification and risk management frameworks for Montpelier Re and Syndicate 5151 must support the respective supervisory authority’s approach to Solvency II and meet mandated disclosure requirements. The technical operation of the internal models and their associated assumptions and documentation must also be of the required standard and must be approved.

Montpelier Re and Syndicate 5151 have each developed (and continue to refine) their internal models for the purpose of setting their respective capital levels in accordance with Solvency II. Beginning in 2013, Montpelier Re may apply to the BMA for approval to use its internal capital model in substitution for the BSCR model. Syndicate 5151’s internal model, which was approved by Lloyd’s during 2012, was used in support of the assessment of its 2013 capital requirements.

## EMPLOYEES

As of December 31, 2012, we had 174 full-time employees worldwide. None of our employees is subject to a collective bargaining agreement and we know of no current efforts to implement such agreements.

## AVAILABLE INFORMATION

We are subject to the informational reporting requirements of the Securities Exchange Act of 1934 (the “Exchange Act”). In accordance therewith, we file reports, proxy statements and other information with the U.S. Securities and Exchange Commission (the “SEC”). These documents are electronically available at [www.montpelierre.bm](http://www.montpelierre.bm) and [www.sec.gov](http://www.sec.gov) at the same time they are filed with or furnished to the SEC. They are also available to copy or view at the SEC’s Public Reference Room at 100 F Street NE, Washington, DC 20549. For further information call 1-800-SEC-0330. In addition, our Code of Conduct and Ethics as well as the various charters governing the actions of certain of our Committees of the Board, including our Audit Committee and our Compensation and Nominating Committee (the “Compensation Committee”) charters, are available at [www.montpelierre.bm](http://www.montpelierre.bm). Updates to, as well as waivers of, our Code of Conduct and Ethics will also be made available on our website. Our website is not part of this report and nothing from our website shall be deemed to be incorporated into this report.

We will provide to any shareholder, upon request and without charge, copies of these documents (excluding any applicable exhibits unless specifically requested). Requests should be directed to Investor Relations, Montpelier Re Holdings Ltd., P.O. Box HM 2079, Hamilton, Bermuda HM HX, telephone (441) 299-7570 or [info@montpelierre.bm](mailto:info@montpelierre.bm). All such documents are also physically available at our principal office at 94 Pitts Bay Road, Pembroke, Bermuda HM 08.

### Item 1A. Risk Factors

Our business, financial condition and results of operations can be impacted by a number of risk factors, any one of which could cause our actual results to vary materially from recent results or from our anticipated future results. Additional risks not presently known to us or that we currently deem immaterial may also impair our business or results of operations. Any of the risks described below could result in a significant or material adverse effect on our results of operations or financial condition.

#### ***Risks Related to Our Company***

#### **Unpredictable disasters and other catastrophic events could adversely affect our financial condition or results of operations.**

We have substantial exposure to losses resulting from natural and man-made disasters and other catastrophic events. Many of our insurance and reinsurance policies cover unpredictable natural and other disasters, such as hurricanes, windstorms, earthquakes, floods, fires, explosions and terrorism. In recent years, the frequency of major weather-related catastrophes is believed to have increased and changes in climate conditions, primarily global temperatures and expected sea levels, may serve to further increase the severity, and possibly the frequency, of natural disasters and catastrophes.

The extent of losses from catastrophes is a function of the frequency of such loss events, the total amount of insured exposure in the area affected by each event and the severity of the events. Increases in the value of insured property, the effects of inflation and changes in cyclical weather patterns may increase the severity of claims from catastrophic events in the future. Claims from catastrophic events could reduce our earnings and cause substantial volatility in our results of operations for any fiscal period and adversely affect our financial condition. Our ability to write new insurance and reinsurance policies could also be impacted as a result of corresponding reductions in our capital.

We manage certain key quantifiable risks using a combination of CATM, various third-party vendor models and underwriting judgment. We focus on tracking exposed contract limits, estimating the potential impact of a single natural catastrophe event, and simulating our yearly net operating results to reflect aggregate underwriting and investment risk. Accordingly, if our assumptions are materially incorrect, the losses we might incur from an actual catastrophe could be significantly higher than our expectation of losses generated from modeled catastrophe scenarios and, as a result, our financial condition and results of operations could be materially and adversely affected.

**We may not maintain favorable financial strength ratings, which could adversely affect our ability to conduct business.**

Third-party rating agencies assess and rate the financial strength, including claims-paying ability, of insurers and reinsurers. These ratings are based upon criteria established by the rating agencies and are subject to revision at any time at the sole discretion of the rating agencies. Some of the criteria relate to general economic conditions and other circumstances that are outside of our control. Financial strength ratings are used by policyholders, agents and brokers as an important means of assessing the suitability of insurers and reinsurers as business counterparties and are an important factor in establishing the competitive position of insurance and reinsurance companies. These financial strength ratings do not refer to our ability to meet non-insurance obligations and are not a recommendation to purchase or discontinue any policy or contract issued by us or to buy, hold or sell our securities.

Rating agencies periodically evaluate us to determine whether we continue to meet the criteria of the ratings previously assigned to us. A downgrade or withdrawal of our (or Lloyds') financial strength ratings could limit or prevent us from writing new insurance or reinsurance contracts or renewing existing contracts, which could have a material adverse effect on our financial condition and results of operations.

In addition, a ratings downgrade by A.M. Best or Standard & Poor's could trigger provisions allowing some cedants to opt to cancel their reinsurance contracts with us and a downgrade of Montpelier Re's A.M. Best financial strength rating to below "B++" would constitute an event of default under our letter of credit facilities. Either of these events could adversely affect our ability to conduct business.

**We are highly dependent on a small number of insurance and reinsurance brokers for a large portion of our revenues. Additionally, we are subject to credit risk with respect to brokers.**

We market our reinsurance worldwide primarily through insurance and reinsurance brokers. The majority of our gross premiums written are sourced through a limited number of brokers with Aon Corporation, Marsh & McLennan Companies, Inc. and Willis Group Holdings Limited providing a total of 63% of our gross premiums written for the year ended December 31, 2012.

The nature of our dependency on these brokers relates to the high volume of business they consistently refer to us. Our relationship with these brokers is based on the quality of the underwriting and claims services we provide to our cedants and on our financial strength ratings. Any deterioration in these factors could result in these brokers advising cedants to place their risks with other reinsurers rather than with us. In addition, affiliates of some of these brokers have co-sponsored the formation of reinsurance companies that directly compete with us, and these brokers may favor those reinsurers over us. A loss of all or a substantial portion of the business provided by one or more of these brokers could have a material adverse effect on our financial condition and results of operations.

We are frequently required to pay amounts owed on claims under our policies to brokers, and these brokers, in turn, pay these amounts to the ceding companies that have reinsured a portion of their liabilities with us. In some jurisdictions, if a broker fails to make such a payment, we might remain liable to the ceding company for the deficiency. In addition, in certain jurisdictions, when the ceding company pays premiums for these policies to brokers, these premiums are considered to have been paid and the ceding insurer is no longer liable to us for those amounts, whether or not we have actually received the premiums.

**We may be unable to collect all amounts due from our reinsurers under our existing reinsurance arrangements.**

In the normal course of business, we purchase reinsurance from third parties in order to manage our exposures. However, we are not relieved of our obligations to policyholders or ceding companies by purchasing reinsurance and we are subject to credit risk with respect to our reinsurance protections in the event that a reinsurer is unable to pay amounts owed to us.

It is possible that one or more of our reinsurers will be significantly weakened by future significant events, causing them to be unable to honor amounts owed to us. We also may be unable to recover amounts due under our reinsurance arrangements if our reinsurers choose to withhold payment due to disputes or other factors beyond our control. Our inability to collect amounts due from our reinsurers could have a material adverse effect on our financial condition and results of operations.

**Our Bermuda and U.K. operations are dependent upon the availability and cost of permissible security arrangements.**

U.S. ceding companies typically receive full credit for outwards reinsurance protections in their statutory financial statements with respect to liabilities ceded to admitted U.S. domestic reinsurers. However, most states in the U.S. do not confer full credit for outwards reinsurance protections for liabilities ceded to non-admitted or unlicensed reinsurers, such as Montpelier Re, unless the reinsurer specifically collateralizes its obligations to the ceding company or is an authorized or trusted reinsurer in the ceding company's state of domicile through the establishment of a multi-beneficiary trust.

In addition, each corporate or individual member of Lloyd's, such as MCL, is required to deposit cash, securities or letters of credit (or a combination of these assets) with Lloyd's to support its participation on Lloyd's syndicates.

Under applicable statutory provisions, permissible security arrangements available to Montpelier Re and MCL in this regard include letters of credit, reinsurance trusts maintained by third-party trustees and, in the case of Montpelier Re, funds withheld arrangements.

Montpelier Re relies on letter of credit facilities and has established the Reinsurance Trust and the MUSIC Trust as a means of providing statutory credit and security to Montpelier Re's U.S. cedants. Montpelier Re has also established a Lloyd's Deposit Trust Deed (the "Lloyd's Capital Trust") as a means of providing security to Lloyd's in support of MCL's participation on Syndicate 5151.

The cost and availability of these security arrangements vary and any adverse changes in the cost or availability of such arrangements could adversely impact our business.

**Emerging claims and coverage issues could adversely affect our business.**

As industry practices and legal, judicial, social and other environmental conditions change, unexpected and unintended issues related to claims and coverages may emerge. These issues may adversely affect our business by either extending coverages beyond our underwriting intent or by increasing the number or size of claims. In some instances, these changes may not become apparent until some time after we have issued reinsurance contracts that are affected by the changes. In addition, we are unable to predict the extent to which the courts may expand the theory of liability under a casualty insurance contract, such as the range of occupational hazards causing losses under employers' liability insurance, thereby increasing our reinsurance exposure.

In addition, coverage disputes are common within the insurance and reinsurance industry. For example, a reinsurance contract might limit the amount that can be recovered as a result of flooding. However, if the flood damage was caused by an event that also caused extensive wind damage, the determination and quantification of the two types of damage is often a matter of judgment. Similarly, one geographic zone could be affected by more than one catastrophic event. In this case, the amount recoverable from a reinsurer may, in part, be determined by the judgmental allocation of damage among the events. Given the magnitude of the amounts at stake involved with a catastrophic event, these types of judgment occasionally necessitate third-party resolution. As a result, the full extent of liability under our reinsurance contracts may not be known for many years after a contract is issued.

**Our loss and LAE reserves may be inadequate to cover our ultimate liability for losses and LAE and, as a result, our financial results could be adversely affected.**

We maintain loss and LAE reserves to cover our estimated ultimate liabilities. Our loss and LAE reserves are estimates based on what we believe the settlement and administration of claims will cost based on facts and circumstances then known to us, including but not limited to potential changes in the legal environment and other factors such as inflation and loss amplification. Because of the uncertainties that surround estimating loss and LAE reserves, we cannot be certain that our reserves are adequate. If we determine in the future that our reserves are insufficient to cover our actual loss and LAE, we would have to increase our reserves, which could have a material adverse effect on our financial condition and results of operations.

**Our stated catastrophe and enterprise-wide risk management exposures are based on estimates and judgments which are subject to significant uncertainties.**

Our approach to risk management, and our estimates of net impact from single event losses such as those provided in Item 7 herein, rely on subjective variables that entail significant uncertainties. For example, in our treaty reinsurance business, the effectiveness of our reinsurance contract zonal limits in managing risk depends largely on the degree to which an actual event is confined to the zone in question and our ability to determine the actual location of the risks insured. Moreover, in the treaties we write, the definition of a single occurrence may differ from policy to policy and the legal interpretation of a policy's various terms and conditions following a catastrophic event may be different than we envisioned at its inception. For these and other reasons, there can be no assurance that our actual net aggregate reinsurance treaty limits by zone, or our net impact from single event loss by return period, will not exceed the Natural Catastrophe Risk Management disclosures provided in Item 7 herein.

In addition, our Natural Catastrophe Risk Management disclosures provided in Item 7 involve a substantial number of subjective variables, factors and uncertainties. Small changes in assumptions, which are heavily reliant upon our judgment, can have a significant impact on the modeled outputs. Further, these disclosures do not take into account numerous real, but non-quantifiable, inputs and risks such as the implications of a loss of our financial strength ratings on our business. Although we believe that these probabilistic measures provide a meaningful indicator of the relative riskiness of certain events and changes to our business over time, these measures do not predict our actual exposure to, nor guarantee our successful management of, future losses that could have a material adverse effect on our financial condition and results of operations.

**Worldwide capital markets and general economic conditions, which may change suddenly and dramatically, could adversely affect the value of our investment portfolio.**

Our investment portfolio consists of fixed maturity investments, equity securities and other investments, including our investments in limited partnership interests and private investment funds, the BCGR Listed Fund and event linked securities. We also invest in various investment-related derivatives as part of our investing activities. Our primary investment focus is to maximize risk-adjusted total returns while maintaining adequate liquidity. Since investing entails substantial risks, we cannot assure you that we will achieve our investment objectives and our investment performance may vary substantially year-to-year.

The value of our investment portfolio and our investment-related derivatives can be significantly affected by fluctuations in interest rates, foreign currencies, issuer and counterparty credit concerns and volatility in financial markets. Our investments and investment-related derivatives are sensitive to many factors, including governmental monetary policies, domestic and international economic and political conditions, the financial position of issuers and financial guarantors of investment securities and other factors beyond our control.

For example, during 2008, difficult conditions worldwide in the capital markets, and in worldwide economies generally, adversely affected our business and results of operations. These unfavorable and uncertain conditions originated, in large part, from difficulties encountered in the mortgage and broader credit markets in the U.S. and elsewhere and resulted in a sudden decrease in the availability of credit, a corresponding increase in borrowing costs and an increase in residential mortgage delinquencies and foreclosures. As a result, many issuers of such securities and the financial guarantors of such securities experienced a sudden deterioration in credit quality which caused both a decline in liquidity and prices for these types of securities. These factors resulted in broad and significant declines in the fair value of fixed income and equity securities worldwide, including investment securities held in our investment portfolio and our investment-related derivatives.

Although worldwide capital markets have largely improved since the events of 2008, they remain volatile due to uncertainty over the availability and cost of credit, inflation, deflation, real estate and mortgage markets, risks associated with global sovereign entities (including emerging markets), the stability of banks and other financial institutions, solvency risks of state and local municipalities and stresses evident in European markets. In addition, continued political friction in the U.S. over debt and spending thresholds and revenue policy could result in a further downgrade of its credit rating, which could adversely impact worldwide capital markets.

To the extent that worldwide capital markets and general economic conditions deteriorate from current levels, the value of our investment portfolio could be adversely impacted.



**As a Bermuda company, we may be unable to attract and retain staff.**

Many of our employees, including the majority of our executive officers, are employed in Bermuda. Although to-date we have been successful in recruiting employees in Bermuda, this location may be an impediment to attracting and retaining experienced personnel, particularly if we are unable to secure Bermuda work permits. In addition, Bermuda is currently a highly-competitive location for qualified staff making it harder to retain employees.

As our success depends on our ability to hire and retain personnel, any future difficulties in hiring or retaining personnel in Bermuda or elsewhere could adversely affect our results of operations and financial condition.

**Operational risks, including the risk of fraud and employee errors and omissions, are inherent in our business.**

Operational risks that are inherent to our business can result in financial losses, including those resulting from fraud or employee errors and omissions.

We believe we have established appropriate controls and mitigation procedures to prevent significant fraud, errors and omissions and any other potential irregularities from occurring, but such procedures provide only reasonable, not absolute, assurance as to the absence and mitigation of such risks. It is possible that insurance policies that we have in place with third-parties would not entirely protect us in the event that we experienced a significant loss from these risks.

**Technology breaches or failures, including, but not limited to, those resulting from a malicious cyber attack on us or our business partners and service providers, could disrupt or otherwise negatively impact our business.**

We rely on information technology systems to process, transmit, store and protect the electronic information, financial data and proprietary models that are critical to our business. Furthermore, a significant portion of the communications between our employees and our business, banking and investment partners depends on information technology and electronic information exchange. Like all companies, our information technology systems are vulnerable to data breaches, interruptions or failures due to events that may be beyond our control, including, but not limited to, natural disasters, theft, terrorist attacks, computer viruses, hackers and general technology failures.

We believe that we have established and implemented appropriate security measures, controls and procedures to safeguard our information technology systems and to prevent unauthorized access to such systems and any data processed and/or stored in such systems, and we periodically employ third parties to evaluate and test the adequacy of such systems, controls and procedures. In addition, we have established a comprehensive business continuity plan which is designed to ensure that we are able to maintain all aspects of our key business processes functioning in the midst of certain disruptive events, including any disruptions to or breaches of our information technology systems. Our business continuity plan is routinely tested and evaluated for adequacy. Despite these safeguards, disruptions to and breaches of our information technology systems are possible and may negatively impact our business.

It is possible that insurance policies we have in place with third-parties would not entirely protect us in the event that we experienced a breach, interruption or widespread failure of our information technology systems. Furthermore, we have not secured insurance coverage designed to specifically protect us from an economic loss resulting from such events.

Although we have never experienced any known or threatened cases involving unauthorized access to our information technology systems or unauthorized appropriation of the data contained within such systems, we have no assurance that such technology breaches will not occur in the future.

**The Company is dependent upon dividends or distributions from its operating subsidiaries.**

The Company (as a holding company) has no substantial operations of its own and relies primarily on cash dividends and/or distributions from its operating subsidiaries to pay its operating expenses, interest on its debt and dividends to its holders of Common Shares and Preferred Shares. Furthermore, our insurance and reinsurance operations are highly regulated by authoritative bodies in Bermuda, the U.K., and Switzerland, and the various laws and regulations to which they are subject in these jurisdictions limit the declaration and payment of dividends and/or distributions to their parent.

The Companies Act limits the Company's and Montpelier Re's (the Company's principal operating subsidiary) ability to pay dividends and/or distributions to its shareholders in that neither the Company nor Montpelier Re is permitted to declare or pay a dividend or make a distribution out of contributed surplus, if it is, or would after the payment be, unable to pay its liabilities as they become due, or if the realizable value of its assets would be less than its liabilities.

The inability of our insurance and reinsurance operating subsidiaries to pay dividends and/or distributions in an amount sufficient to enable the Company to meet its holding company cash obligations could have a material adverse effect on us.

**We cannot assure you that we will declare or pay future dividends on Common Shares and Preferred Shares.**

Although the Company has a long history of declaring and paying dividends to holders of Common Shares and Preferred Shares, we cannot provide assurance that the Company will declare or pay such dividends in the future. Any determination to declare and pay future dividends to holders of Common Shares and Preferred Shares will be at the discretion of the Board and will be dependent upon: (i) our financial position, results of operations, cash flows and capital requirements; (ii) general business conditions; (iii) legal, tax and regulatory limitations; (iv) any contractual restrictions; and (v) any other factors the Board deems relevant.

In addition, so long as any Preferred Shares remain outstanding, no cash dividend shall be paid or declared on our Common Shares, unless the full dividend (which accrues at an annual rate of 8.875%) for the latest completed dividend period on all outstanding Preferred Shares has been declared and paid or otherwise provided for. As a result, if we decline or are unable to pay the full dividend on our Preferred Shares, we will be prohibited from paying or declaring a dividend on our Common Shares.

**We may require additional capital in the future, which may not be available or may be available only on unfavorable terms.**

We may need to raise additional capital in the future, through the issuance of debt, additional common or preferred equity or hybrid securities, in order to, among other things: (i) write new business; (ii) pay significant losses; (iii) respond to, or comply with, any changes in the capital requirements that regulators or rating agencies use to evaluate us; (iv) acquire new businesses; (v) invest in existing businesses; or (vi) refinance our existing obligations.

The issuance of any new debt, equity or hybrid financial instruments might contain terms and conditions that are more unfavorable to us and our shareholders than those contained within our current capital structure. More specifically, any new issuances of equity or hybrid securities could include the issuance of securities with rights, preferences and privileges that are senior or otherwise superior to those of Common Shares and could be dilutive to current holders of our Common Shares. The issuance of additional preferred stock on a parity with or senior to our Preferred Shares would dilute the interests of the holders of our Preferred Shares, and any issuance of preferred stock senior to our Preferred Shares or of additional indebtedness could affect our ability to pay dividends on, redeem or pay the liquidation preference on our Preferred Shares in the event of a liquidation, dissolution or winding-up of the Company. Further, if we cannot obtain adequate capital on favorable terms or otherwise, our business, financial condition and operating results could be adversely affected.

**Our operating results may be adversely affected by foreign currency fluctuations.**

The U.S. dollar is the Company's reporting currency. The British pound is the functional currency for the operations of Syndicate 5151, MUAL, MCL and MUSL and the Swiss franc is the functional currency for the operations of MEAG. In addition, we write a portion of our business, receive premiums and pay losses in foreign currencies and may maintain a portion of our investment portfolio in investments denominated in currencies other than U.S. dollars. We may experience net foreign exchange losses to the extent our foreign currency exposure is not successfully managed or otherwise hedged, which in turn could adversely affect our financial condition and results of operations.

**Competition may reduce our operating margins.**

Competition in the insurance and reinsurance industry has increased in recent years as industry participants seek to enhance their product and geographic reach, client base, operating efficiency and general market share through: (i) organic growth; (ii) mergers and acquisitions; (iii) reorganization activities; (iv) collateralized sidecars; (v) the issuance of insurance-linked securities; and (vi) the establishment of public and private reinsurance funds and other third party capital structures. As the industry evolves, competition for customers may become more intense and the importance of acquiring and properly servicing each customer will grow. As a result, we could incur greater future expenses relating to customer acquisition and retention, which could reduce our operating margins.

We currently compete, and will continue to compete, with other Bermuda and international insurers and reinsurers, many of which have greater financial, marketing and management resources than we do. We also compete with several other Bermuda-based reinsurers that write reinsurance and that target the same market as we do and utilize similar business strategies, and many of these companies currently have more capital. We also compete with capital markets participants such as investment banks and investment funds that access business in securitized form or through special purpose vehicles or derivative transactions. As new insurance and reinsurance vehicles are formed and established competitors raise additional capital, any resulting increase in competition could affect our ability to attract or retain business or to write business at rates sufficient to cover our costs, including any resulting losses. If competition limits our ability to write new business and renew existing business at adequate rates, our future financial performance may be adversely affected.

#### **Regulation may restrict our ability to operate.**

Our insurance and reinsurance operations are subject to regulation under Bermuda, U.S., U.K., EU and Swiss laws. Governmental agencies have broad administrative power to regulate many aspects of our business, which may include premium rates, marketing practices, advertising, policy forms and capital adequacy. These governmental agencies are concerned primarily with the protection of policyholders rather than shareholders and insurance laws and regulations can impose restrictions on the amount and type of investments, prescribe solvency standards that must be met and maintained and require the maintenance of reserves.

Changes in laws and regulations may restrict our ability to operate or have an adverse effect upon the profitability of our business within a given jurisdiction. For example:

- in past years there have been a number of government initiatives in Florida designed to decrease insurance rates in the state. Of most significance to reinsurers is the capacity of the Florida Hurricane Catastrophe Fund ("FHCF"), a state-run reinsurer. We believe any future increases in the capacity of private reinsurers and the FHCF will cause downward pressure on windstorm catastrophe rates for the foreseeable future, particularly for Florida residential exposures. In addition, state and Federal legislation has been proposed to establish catastrophe funds and to discourage development in coastal areas which could adversely impact our business;
- in 2002 TRIA was enacted to ensure the availability of insurance coverage for certain types of terrorist acts in the U.S. This law established a federal assistance program to help commercial insurers and reinsurers in the property and casualty insurance industry cover claims related to future terrorism related losses and regulates the terms of insurance relating to terrorism coverage. The enactment of the TRIPRA in December 2007 extended the program's expiration from December 31, 2007 to December 31, 2014; and
- Solvency II, a fundamental review of the capital adequacy regime for the EU insurance industry, aims to establish a revised set of EU-wide capital requirements and risk management standards. Whereas we do not currently believe that we will experience a material change in the overall capital requirements of Montpelier Re or Syndicate 5151 as a result of the implementation of Solvency II, our general and administrative expenses have been, and will continue to be, adversely affected by the additional reporting and administrative burdens of this initiative.

#### **New ventures that we may enter into could expose us to operational risks.**

Any new ventures that we may enter into could expose us to operational challenges and risks, including: (i) creating, integrating or modifying financial and operational reporting systems; (ii) establishing satisfactory financial, operational, reporting and internal controls; (iii) funding increased capital needs and overhead expenses; (iv) obtaining additional personnel; and (v) compliance with regulatory matters.

Our failure to manage successfully these operational challenges and risks may adversely impact our results of operations.



## ***Risks Related to our Common Shares and/or Preferred Shares***

### **The market price and trading volume of our Common Shares and Preferred Shares may be subject to significant volatility.**

The market price and trading volume of our Common Shares and Preferred Shares may be subject to significant volatility in response to a variety of events and factors, including but not limited to:

- catastrophes that may specifically impact us or are perceived by investors as impacting the insurance and reinsurance market in general;
- exposure to capital market risks related to changes in interest rates, realized investment losses, credit spreads, equity prices and foreign exchange rates;
- our creditworthiness, financial condition, performance and prospects;
- changes in financial estimates and recommendations by securities analysts concerning us or the insurance and reinsurance industries in general;
- whether dividends on Common Shares or Preferred Shares have been declared and are likely to be declared from time to time;
- whether our financial strength ratings or the issuer credit ratings on our Preferred Shares provided by any rating agency have changed;
- the market for similar securities; and
- economic, financial, geopolitical, regulatory or judicial events that affect us and/or the insurance or financial markets generally.

### **Holders of our Common Shares or Preferred Shares may have difficulty effecting service of process on us or enforcing judgments against us in the U.S.**

We are incorporated pursuant to the laws of Bermuda and are headquartered in Bermuda. In addition, certain of our directors and officers reside outside the U.S. and a substantial portion of our assets, and the assets of such persons, are located in jurisdictions outside the U.S. As such, we have been advised that there is doubt as to whether:

- a holder of Common Shares or Preferred Shares would be able to enforce, in the courts of Bermuda, judgments of U.S. courts based upon the civil liability provisions of the U.S. federal securities laws; and
- a holder of Common Shares or Preferred Shares would be able to bring an original action in the Bermuda courts to enforce liabilities against us or our directors and officers, as well as the experts named in this Form 10-K, who reside outside the U.S. based solely upon U.S. federal securities laws.

Further, there is no treaty in effect between the U.S. and Bermuda providing for the enforcement of judgments of U.S. courts, and there are grounds upon which Bermuda courts may not enforce judgments of U.S. courts. Because judgments of U.S. courts are not automatically enforceable in Bermuda, it may be difficult for a holder of Common Shares or Preferred Shares to recover against us based upon such judgments.

### **Dividends on our Preferred Shares are non-cumulative.**

Dividends on Preferred Shares are non-cumulative and payable only out of lawfully available funds of the Company under Bermuda law. Consequently, if the Board, or a duly authorized committee of the Board, does not authorize and declare a dividend for any dividend period, holders of the Preferred Shares would not be entitled to receive any dividend for such period, and no dividend for such period will accrue or ever become payable. If dividends on Preferred Shares are authorized and declared with respect to any subsequent dividend period, the Company will be free to pay dividends on any other series of preferred shares and/or Common Shares.

**Our Preferred Shares are equity and are subordinate to our existing and future indebtedness.**

Our Preferred Shares are equity interests and do not constitute indebtedness. As a result, holders of our Preferred Shares may be required to bear the financial risks of an investment in an equity interest for an indefinite period of time. In addition, Preferred Shares will rank junior to all of our indebtedness and other non-equity claims with respect to assets available to satisfy our claims, including in our liquidation. As of December 31, 2012, the face value of our debt was \$400.0 million, and we may incur additional debt in the future. Our existing and future indebtedness may restrict payments of dividends on Preferred Shares. Additionally, unlike debt, where principal and interest would customarily be payable on specified due dates, in the case of Preferred Shares: (i) dividends are payable only if declared by the Board (or a duly authorized committee of the Board); and (ii) we are subject to certain regulatory and other constraints affecting our ability to pay dividends and make other payments.

**The voting rights of holders of our Common Shares and Preferred Shares are limited.**

Our bye-laws provide that, if any person beneficially owns or is deemed to beneficially own directly, indirectly or constructively (within the meaning of Section 958 of the U.S. Internal Revenue Code), more than 9.5% of Common Shares, the voting rights attached to such Common Shares will be reduced so that such person may not exercise and is not attributed more than 9.5% of the total voting rights.

Holders of Preferred Shares have no voting rights with respect to matters that typically require the approval of voting shareholders. The limited voting rights of holders of Preferred Shares include the right to vote as a class on certain fundamental matters that affect the preference or special rights of Preferred Shares as set forth in the certificate of designation relating to the Preferred Shares. In addition, if dividends on Preferred Shares have not been declared or paid for the equivalent of six dividend payments, whether or not for consecutive dividend periods, holders of outstanding Preferred Shares will be entitled to vote for the election of two additional directors to the Board subject to the terms and to the limited extent as set forth in the certificate of designation relating to the Preferred Shares.

**Bermuda law differs from the laws in effect in the U.S. and may afford less protection to holders of our Common and Preferred Shares**

We are organized under the laws of Bermuda. As a result, it may not be possible for our shareholders to enforce court judgments obtained in the U.S. against us based on the civil liability provisions of the Federal or state securities laws of the U.S., either in Bermuda or in countries other than the U.S. where we have assets. In addition, there is some doubt as to whether the courts of Bermuda and other countries would recognize or enforce judgments of U.S. courts obtained against us or our directors or officers based on the civil liabilities provisions of the Federal or state securities laws of the U.S. or would hear actions against us or those persons based on those laws.

Our corporate affairs are governed by the Companies Act, which differs in some material respects from laws typically applicable to U.S. corporations and shareholders, including the provisions relating to interested directors, amalgamations, mergers and acquisitions, takeovers, shareholder lawsuits and indemnification of directors. Generally, the duties of directors and officers of a Bermuda company are owed to the company only. Shareholders of Bermuda companies typically do not have rights to take action against directors or officers of the company and may only do so in limited circumstances. Class actions and derivative actions are typically not available to shareholders under Bermuda law. The Bermuda courts, however, would ordinarily be expected to permit a shareholder to commence an action in the name of a company to remedy a wrong to the company where the act complained of is alleged to be beyond the corporate power of the company or illegal, or would result in the violation of the company's memorandum of association or bye-laws. Furthermore, consideration would be given by a Bermuda court to acts that are alleged to constitute a fraud against the minority shareholders or, for instance, where an act requires the approval of a greater percentage of the company's shareholders than that which actually approved it.

When the affairs of a company are being conducted in a manner that is oppressive or prejudicial to the interests of some shareholders, one or more shareholders may apply to the Supreme Court of Bermuda, which may make such order as it sees fit, including an order regulating the conduct of the company's affairs in the future or ordering the purchase of the shares of any shareholders by other shareholders or by the company. Additionally, under our bye-laws and as permitted by Bermuda law, each shareholder has waived any claim or right of action against our directors or officers for any action taken by directors or officers in the performance of their duties, except for actions involving fraud or dishonesty. In addition, the rights of holders of our Common and Preferred Shares and the fiduciary responsibilities of our directors under Bermuda law are not as clearly established as under statutes or judicial precedent in existence in jurisdictions in the U.S., particularly the State of Delaware. Therefore, holders of our Common Shares and Preferred Shares may have more difficulty protecting their interests than would shareholders of a corporation incorporated in a jurisdiction within the U.S.

**We may require our shareholders to sell us their Common Shares or Preferred Shares.**

Under our bye-laws and subject to Bermuda law, we have the option, but not the obligation, to require a shareholder to sell some or all of their Common Shares or Preferred Shares to us at fair market value (which would be based upon the average closing price of Common Shares or Preferred Shares as defined under our bye-laws) if the Board reasonably determines, in good faith based on an opinion of counsel, that share ownership, directly, indirectly or constructively by any shareholder is likely to result in adverse tax, regulatory or legal consequences to us, certain of our other shareholders or our subsidiaries.

In addition, under the terms of our Preferred Shares, on and after May 10, 2016, we have the option, but not the obligation, to require a shareholder to sell some or all of their Preferred Shares to us at a price equal to \$25.00 per share, plus declared and unpaid dividends. We may also require a shareholder to sell some or all of their Preferred Shares to us before May 10, 2016, in specified circumstances relating to certain tax or corporate events.

***Risks Related to Taxation***

**Our Bermuda companies may be subject to U.S. tax.**

The Company, Montpelier Re and Blue Water Re currently intend to conduct substantially all of their operations in Bermuda in a manner such that they will not be engaged in a trade or business in the U.S. However, because there is no definitive authority regarding activities that constitute being engaged in a trade or business in the U.S. for U.S. federal income tax purposes, there can be no assurance that the Internal Revenue Service will not contend, perhaps successfully, that the Company, Montpelier Re or Blue Water Re is engaged in a trade or business in the U.S. A foreign corporation deemed to be so engaged would be subject to U.S. income tax, as well as the branch profits tax, on its income that is treated as effectively connected with the conduct of that trade or business unless the corporation is entitled to relief under a tax treaty.

In addition, Congress has discussed legislation from time-to-time intended to eliminate certain perceived tax advantages of Bermuda reinsurers and U.S. companies with Bermuda affiliates, and has recently considered proposals which, if adopted, would adversely impact such operations. While these legislative proposals would not have a material impact on our current results, such proposals and/or additional legislative proposals could have a material future impact on us or our shareholders.

**Changes in U.S. tax legislation may adversely affect U.S. holders of Common Shares or Preferred Shares.**

Under current U.S. law, non-corporate U.S. holders of Common Shares or Preferred Shares are taxed on dividends at a capital gains tax rate rather than ordinary income tax rates. Congress has, in the past, considered legislation that would exclude shareholders of foreign corporations from this advantageous income tax treatment unless either: (i) the corporation is organized or created under the laws of a country that has entered into a "comprehensive income tax treaty" with the U.S.; or (ii) the stock of such corporation is readily tradable on an established securities market in the U.S. and the corporation is organized or created under the laws of a country that has a "comprehensive income tax system" that the U.S. Secretary of the Treasury determines is satisfactory for this purpose. We would likely not satisfy either of these tests and, accordingly, if this or similar legislation were to become law, individual U.S. shareholders would no longer qualify for the capital gains tax rate on dividends paid by us.

**We may become subject to taxes in Bermuda after March 31, 2035, which may have a material adverse effect on our financial condition.**

The Minister of Finance of Bermuda, under the Exempted Undertaking Tax Protection Act 1966, as amended, has exempted the Company and its Bermuda-domiciled subsidiaries from all local income, withholding and capital gains taxes until March 31, 2035. At the present time, no such taxes are levied in Bermuda. We cannot assure you that we will not be subject to any Bermuda tax after March 31, 2035.

**Item 1B. *Unresolved Staff Comments***

As of the date of this report, we had no unresolved comments from the SEC regarding our periodic or current reports under the Exchange Act.

**Item 2. *Properties***

We currently lease office space in Pembroke, Bermuda, where the Company, Montpelier Re and Blue Water Re are located. We also lease office space in London, U.K. where MUAL, MCL and MUSL are located; in Zug, Switzerland, where MEAG is located; in Chicago, IL, Hartford, CT and Overland Park, KS where MUI is located; and in Woburn, MA and Hanover, NH where MTR is located.

We believe our facilities are adequate for our current needs.

**Item 3. *Legal Proceedings***

We are subject to litigation and arbitration proceedings in the normal course of our business. Such proceedings often involve insurance or reinsurance contract disputes, which are typical for the insurance and reinsurance industry. Expected or actual reductions in our reinsurance recoveries due to insurance or reinsurance contract disputes (as opposed to a reinsurer's inability to pay) are not recorded as an uncollectible reinsurance recoverable. Rather, they are factored into the determination of, and are reflected in, our net loss and LAE reserves.

During 2011, we were named in a series of lawsuits filed by a group of plaintiffs in their capacity as trustees for senior debt issued by the Tribune Company ("Tribune") on behalf of various senior debt holders. Montpelier Re, along with thousands of other named defendants, formerly owned Tribune common shares and tendered such common shares pursuant to a 2007 leveraged buyout led by Tribune management (the "Tribune LBO"). Tribune subsequently filed for bankruptcy protection at the end of 2008 and emerged from bankruptcy on December 31, 2012.

The plaintiffs are suing all tendering shareholders, including Montpelier Re, on the grounds of fraudulent conveyance and seek recovery of the proceeds received pursuant to the Tribune LBO on the basis that the transaction was undertaken without fair consideration and left Tribune insolvent. The various lawsuits are still pending and, on December 19, 2011, were consolidated in the Federal District Court for the Southern District of New York by the United States Judicial Panel on Multidistrict Litigation.

We were also named in a similar suit filed by the Official Committee of Unsecured Creditors. This suit was filed in the United States Bankruptcy Court for the District of Delaware and also asserts a fraudulent conveyance claim involving the Tribune LBO. This suit has since been transferred to the Southern District of New York.

In the event that the plaintiffs in these suits were to fully prevail, we would have to return the \$4.4 million in cash proceeds we received in connection with the Tribune common shares tendered pursuant to the Tribune LBO.

Other than the Tribune litigation referred to above, we had no other unresolved legal proceedings, other than those in the normal course of our business, at December 31, 2012.

**Item 4. *Mine Safety Disclosures***

Not applicable.

## PART II

### Item 5. *Market for Registrant's Common Equity, Related Shareholder Matters and Issuer Purchases of Equity Securities*

#### Market Information, Registered Holders and Dividends on Common Shares

Our Common Shares are listed on the New York Stock Exchange (symbol MRH) and the Bermuda Stock Exchange (symbol MRH BH). The quarterly range of the high and low New York Stock Exchange closing prices for our Common Shares during 2012 and 2011 is presented below:

	2012		2011	
	High	Low	High	Low
Quarter ended:				
December 31	\$ 23.90	\$ 20.41	\$ 18.86	\$ 16.37
September 30	22.92	20.26	18.43	15.46
June 30	21.29	19.04	18.81	17.14
March 31	19.68	16.96	20.98	16.49

As of February 18, 2013, we had 85 registered holders of Common Shares.

During 2012 and 2011, we declared regular quarterly cash dividends totalling \$0.430 and \$0.405 per Common Share, respectively.

The Company has no operations of its own and relies on dividends and/or distributions from its subsidiaries to pay dividends to its holders of Common Shares and to fund any Common Share repurchase activities. There are restrictions on the payment of dividends to the Company from its regulated operating companies as described under "Regulation" herein. Any future determination to pay dividends to holders of Common Shares will, however, be at the discretion of the Board and will be dependent upon many factors, including our results of operations, cash flows, financial position, capital requirements, general business opportunities, and legal, tax, regulatory and contractual restrictions.

#### Issuer Purchases of Common Shares

The following table provides information with respect to the Company's repurchases of Common Shares during the three months ended December 31, 2012:

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Approximate Dollar Value of Shares That May Yet Be Purchased Under the Plans or Programs <sup>(1)</sup>
October 1 - October 31, 2012	—	\$ —	—	
November 1 - November 30, 2012	—	—	—	
December 1 - December 31, 2012	590,000	22.52	590,000	
Total	590,000	\$ 22.52	590,000	\$274,067,676

<sup>(1)</sup> As of July 30, 2012, the Company had Common Share repurchase authorization of \$45.7 million remaining from its authorization granted by the Board on November 16, 2010. On July 31, 2012, the Board increased the Company's total share repurchase authorization by \$250.0 million to a total of \$295.7 million, of which \$274.1 million remained at December 31, 2012. Common Shares may be purchased in the open market or through privately negotiated transactions. There is no stated expiration date associated with the Company's Common Share repurchase authorization.

## Securities Authorized for Issuance Under Equity Compensation Plans

The following table provides information, as of December 31, 2012, with respect to our equity compensation plans.

Plan Category	Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights (a)	Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights <sup>(3)</sup> (b)	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (a)) (c)
Equity compensation plans approved by shareholders - 2012 LTIP <sup>(1)</sup>	1,129,004	—	3,542,996
Equity compensation plans approved by shareholders - 2007 LTIP <sup>(2)</sup>	198,037	—	—
Total	1,327,041	—	3,542,996

<sup>(1)</sup> The Company's Long-Term Incentive Plan (the "2012 LTIP"), which was approved by the Company's shareholders on May 18, 2012, permits the issuance of up to 4,700,000 Common Shares to selected Montpelier employees, non-employee directors and consultants. If any award granted under the 2012 LTIP: (i) is subsequently forfeited, expires, terminates or is canceled without delivery of the Common Shares underlying such award; (ii) is settled in cash; or (iii) is partially surrendered in payment of any taxes or social security (or similar) liabilities required to be withheld in respect of an award granted under the 2012 LTIP, then the number of Common Shares subject to such award will not be treated as issued and will not reduce the aggregate number of Common Shares that may be delivered pursuant to awards granted under the 2012 LTIP.

Incentive awards that may be granted under the 2012 LTIP consist of restricted share units ("RSUs"), restricted Common Shares, incentive share options (on a limited basis), non-qualified share options, share appreciation rights, deferred share units, performance compensation awards, performance units, cash incentive awards and other equity-based and equity-related awards.

As of December 31, 2012, the only incentive awards outstanding under the 2012 LTIP were RSUs.

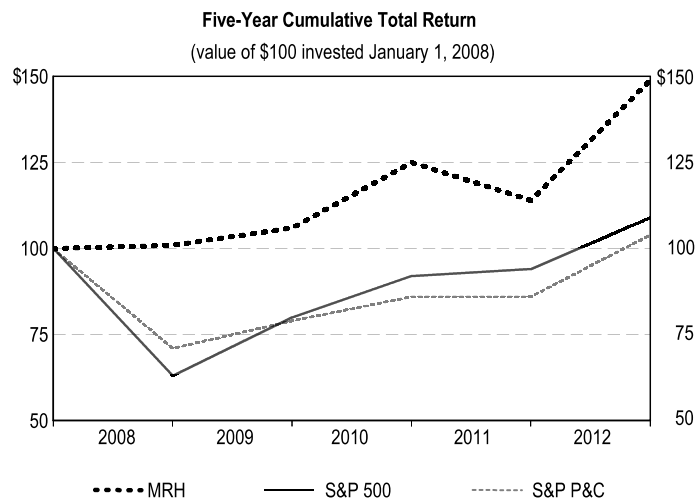
<sup>(2)</sup> Represents outstanding RSU awards issued under the Company's former Long-Term Incentive Plan (the "2007 LTIP"), which was approved by the Company's shareholders on May 23, 2007 and expired on May 23, 2011.

<sup>(3)</sup> RSUs are phantom (as opposed to actual) Common Shares which, depending on the individual award, vest in equal tranches over one- to five-year periods, subject to the recipient maintaining a continuous relationship with Montpelier through the applicable vesting date. Holders of RSUs are not entitled to voting rights but are entitled to receive cash dividends and distributions. RSUs do not require the payment of an exercise price, accordingly, there is no weighted average exercise price for RSU awards.



## Performance Graph

The following graph shows the five-year cumulative total return for a shareholder who invested \$100 in Common Shares as of January 1, 2008, assuming reinvestment of dividends and distributions. Cumulative returns for the five-year period ended December 31, 2012 are also shown for the Standard & Poor's 500 Index ("S&P 500") and the Standard & Poor's 500 Property & Casualty Insurance Index ("S&P P&C") for comparison.



Company/Index	Year Ended December 31,					
	2007	2008	2009	2010	2011	2012
Montpelier Re Holdings Ltd. (symbol MRH)	\$ 100	\$ 101	\$ 106	\$ 125	\$ 114	\$ 149
S&P 500	100	63	80	92	94	109
S&P 500 P&C	100	71	79	86	86	104

## Item 6. Selected Financial Data

Selected consolidated statement of operations data, ending balance sheet data and share data for each of the five years ended December 31, 2012, follows:

(Millions, except per share and per warrant amounts)	Year Ended December 31,				
	2012	2011	2010	2009	2008
<b>Statement of Operations Data:</b>					
Revenues (a)	\$ 757.2	\$ 720.9	\$ 748.4	\$ 847.2	\$ 364.3
Expenses (b)	(529.3)	(836.7)	(537.7)	(382.6)	(507.8)
Income (loss) before income taxes and extraordinary item	227.9	(115.8)	210.7	464.6	(143.5)
Income tax benefit (provision)	(0.3)	0.6	1.3	(1.1)	(1.1)
Excess of fair value of acquired net assets over cost	—	—	—	—	1.0
Net income (loss)	227.6	(115.2)	212.0	463.5	(143.6)
Net income attributable to noncontrolling interests (c)	—	—	—	—	(1.9)
Net income (loss) attributable to the Company	227.6	(115.2)	212.0	463.5	(145.5)
Dividends declared on Preferred Shares (d)	(13.3)	(9.1)	—	—	—
Net income (loss) available to common shareholders	\$ 214.3	\$ (124.3)	\$ 212.0	\$ 463.5	\$ (145.5)
<b>Balance Sheet Data:</b>					
Total assets	\$ 3,810.1	\$ 3,499.5	\$ 3,219.4	\$ 3,099.2	\$ 2,794.5
Loss and LAE reserves	1,112.4	1,077.1	784.6	680.8	808.9
Debt (e)	399.1	327.8	327.7	328.6	349.4
Preferred shareholders' equity (d)	150.0	150.0	—	—	—
Common shareholders' equity (f)	1,479.4	1,549.3	1,628.8	1,728.5	1,357.6
<b>Per Common Share Data:</b>					
Fully converted book value (g)	\$ 26.14	\$ 22.71	\$ 24.61	\$ 21.14	\$ 15.94
Fully converted tangible book value (g)	26.14	22.71	24.53	21.08	15.88
Basic and diluted earnings (loss) per share	3.67	(2.01)	2.97	5.36	(1.69)
Cash dividends declared per Common Share	0.430	0.405	0.370	0.315	0.300

- (a) During 2009 we experienced \$181.8 million in net realized and unrealized investment gains. During 2008 we experienced \$244.9 million in net realized and unrealized investment losses. The magnitude of these gains and losses significantly impacted our revenues in those years.
- (b) During 2011 we incurred \$409.0 million in net losses (not including the benefit of reinstatement premiums, which are recorded as revenues) associated with several catastrophic events, including earthquakes in New Zealand and Japan, and Thailand floods. During 2010 we incurred \$135.9 million in net losses (not including the benefit of reinstatement premiums) associated with earthquakes in Chile and New Zealand. During 2008 we incurred \$177.1 million in net losses (not including the benefit of reinstatement premiums) associated with Hurricanes Ike and Gustav. The magnitude of these catastrophic events significantly impacted our expenses in those years.
- (c) From January 2006 to June 2008, the period prior to Blue Ocean Re Holdings Ltd. ("Blue Ocean") becoming a wholly-owned subsidiary, we fully consolidated Blue Ocean in our financial statements. Net income attributable to noncontrolling interests represents the portion of Blue Ocean's net income attributable to shareholders other than the Company.
- (d) In May 2011 we issued Preferred Shares in the amount of \$150.0 million.
- (e) In October 2012 we issued \$300.0 million of senior unsecured debt due in 2022 (the "2022 Senior Notes") and used the majority of the proceeds to fully redeem \$228.0 million of outstanding senior unsecured debt due in 2013 (the "2013 Senior Notes"). During 2010 and 2009 we repurchased and retired \$1.0 million and \$21.0 million of the 2013 Senior Notes, respectively.
- (f) During 2012 we repurchased 5,981,589 Common Shares for \$120.9 million. During 2011 we repurchased 4,349,302 Common Shares for \$82.7 million. During 2010 we repurchased 16,123,261 Common Shares for \$293.8 million. During 2009 we repurchased 6,599,038 Common Shares for \$112.6 million. During 2008 we repurchased 7,799,019 Common Shares for \$125.7 million.
- (g) See "Management's Discussion and Analysis of Financial Condition and Results of Operations" contained in Item 7 herein for a description and computation of our fully converted book value per Common Share ("FCBVPCS") and our fully converted tangible book value per Common Share.

## **Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations**

### **General**

The following is a discussion and analysis of our results of operations for the years ended December 31, 2012, 2011 and 2010 and our financial condition as of December 31, 2012 and 2011. This discussion and analysis should be read in conjunction with the audited consolidated financial statements and related notes thereto included elsewhere in this report.

This discussion contains forward-looking statements that are not historical facts, including statements about our beliefs and expectations. These statements are based upon current plans, estimates and projections. Our actual results may differ materially from those projected in these forward-looking statements as a result of various factors. See "Forward Looking Statements" appearing at the beginning of this report and "Risk Factors" contained in Item 1A herein.

### **Overview**

#### *Summary Financial Results*

##### Year Ended December 31, 2012

We ended 2012 with a FCBVPCS of \$26.14, an increase of 17.0% for the year after taking into account dividends declared on Common Shares during the period. The increase in our FCBVPCS during 2012 was primarily the result of strong underwriting and investment results. Our comprehensive income for 2012 was \$228.4 million and our GAAP combined ratio was 81.0%.

Our underwriting results for 2012 included a \$102.8 million net catastrophe loss (not including the benefit of reinstatement premiums) from windstorm Sandy. This net loss was partially offset by \$87.4 million of prior year favorable loss reserve development. Our investment results for 2012 included \$82.4 million of net realized and unrealized investment gains, which were comprised of \$64.4 million in net gains from fixed maturities, \$8.8 million in net gains from equity securities and \$9.2 million in net gains from other investments.

During 2012 we also incurred a \$9.7 million loss on the early extinguishment of our 2013 Senior Notes.

##### Year Ended December 31, 2011

We ended 2011 with a FCBVPCS of \$22.71, a decrease of 6.1% for the year after taking into account dividends declared on Common Shares during the period. The decrease in our FCBVPCS during 2011 resulted from significant natural catastrophe underwriting losses, which were partially offset by modest investment results. Our comprehensive loss for 2011 was \$113.1 million and our GAAP combined ratio was 131.1%.

Our underwriting results for 2011 included \$409.0 million of net catastrophe losses (not including the benefit of reinstatement premiums), which included, among others, earthquakes in Japan and New Zealand, floods in Thailand, Denmark and Australia, wildfires in Texas and Hurricane Irene. These net losses were partially offset by \$89.3 million of prior year favorable loss reserve development. Our investment results for 2011 included \$26.2 million of net realized and unrealized investment gains, which were comprised of \$34.0 million in net gains from fixed maturities, \$1.5 million in net losses from equity securities and \$6.3 million in net losses from other investments.

During 2011 we also recognized a \$11.1 million gain from the MUSIC Sale.

##### Year Ended December 31, 2010

We ended 2010 with a FCBVPCS of \$24.61, an increase of 18.2% for the year after taking into account dividends declared on Common Shares during the period. The increase in our FCBVPCS during 2010 resulted from strong underwriting and investment results. Our comprehensive income for 2010 was \$208.7 million and our GAAP combined ratio was 82.0%.

Our underwriting results for 2010 included \$135.9 million of net catastrophe losses (not including the benefit of reinstatement premiums) from earthquakes in Chile and New Zealand, as well as \$20.0 million in net losses from the Deepwater Horizon oil rig explosion and fire. These losses were partially offset by \$109.3 million of prior year favorable loss reserve development. Our investment results for 2010 included \$50.6 million of net realized and unrealized investment gains, which were comprised of \$21.2 million in net gains from fixed maturities, \$25.1 million in net gains from equity securities and \$4.3 million in net gains from other investments.

## Book Value Per Common Share

The following table presents our computations of book value per Common Share, FCBVPCS and fully converted tangible book value per Common Share as of December 31, 2012, 2011 and 2010:

	December 31,		
	2012	2011	2010
<b>Book value per share numerators (Millions):</b>			
Total Shareholders' Equity	\$ 1,629.4	\$ 1,549.3	\$ 1,628.8
Less: Preferred Shareholders' Equity	(150.0)	(150.0)	—
<b>[A] Book value per Common Share numerator (Common Shareholders' Equity)</b>	<b>1,479.4</b>	<b>1,399.3</b>	<b>1,628.8</b>
Intangible asset <sup>(1)</sup>	—	—	(4.7)
<b>[B] Fully converted tangible book value per Common Share numerator</b>	<b>\$ 1,479.4</b>	<b>\$ 1,399.3</b>	<b>\$ 1,624.1</b>
<b>Book value per share denominators (Thousands of Common Shares):</b>			
<b>[C] Book value per share denominator (Common Shares outstanding)</b>	<b>55,270</b>	<b>60,864</b>	<b>64,557</b>
Common share obligations under benefit plans	1,327	761	1,638
<b>[D] FCBVPCS denominator</b>	<b>56,597</b>	<b>61,625</b>	<b>66,195</b>
<b>Book value per Common Share [A] / [C]</b>	<b>\$ 26.77</b>	<b>\$ 22.99</b>	<b>\$ 25.23</b>
<b>FCBVPCS [A] / [D]</b>	<b>26.14</b>	<b>22.71</b>	<b>24.61</b>
<b>Fully converted tangible book value per Common Share [B] / [D]</b>	<b>26.14</b>	<b>22.71</b>	<b>24.53</b>
<b>Increase (decrease) in FCBVPCS: <sup>(2)</sup></b>			
From December 31, 2011	17.0%		
From December 31, 2010	9.6%	(6.1)%	
From December 31, 2009	29.4%	11.1%	18.2%

<sup>(1)</sup> Represents the value of MUSIC's excess and surplus lines licenses and authorizations we acquired in 2007. We realized the full value of this asset in 2011 in connection with the MUSIC Sale.

<sup>(2)</sup> Computed as the change in FCBVPCS after taking into account dividends declared on Common Shares of \$0.43, \$0.405 and \$0.37 during 2012, 2011 and 2010, respectively.

For 2012 the Compensation Committee substituted the "increase in FCBVPCS" performance measure for the return on equity-based performance measure for both the portion of annual employee cash bonuses that is based on Company performance and for Variable RSU awards (as defined on page 76 of this report). We believe that this refinement of the performance measure: (i) more directly aligns our interests and motivations with those of stakeholders, since it encompasses both our actual underwriting results and our actual investment results; and (ii) provides our employees with the ability to more easily understand, and identify with, their incentive hurdle, and allows our shareholders to track the Company's performance with respect to this goal, since we present our calculations of FCBVPCS and the increase or decrease in our FCBVPCS in our quarterly earnings releases and our annual and quarterly filings with the SEC.

Our computations of FCBVPCS and the increase or decrease in FCBVPCS are non-GAAP measures that we believe are important to our investors, analysts and other interested parties who benefit from having an objective and consistent basis for comparison with other companies within our industry.

## *Outlook and Trends*

Pricing in most insurance and reinsurance markets is cyclical in nature and the high level of natural catastrophe loss activity experienced during 2011, along with revisions to vendor catastrophe models, led to improved property catastrophe pricing conditions into 2012.

Our results for 2012 benefitted from these improved conditions which, coupled with lower natural catastrophe losses, resulted in our Bermuda and Lloyd's underwriting platforms delivering strong profitability for the year, as measured by their GAAP combined ratios of 66% and 89%, respectively. Our results for 2012 further benefitted from strong investment performance and active capital management. We also continued to strengthen our competitive position by expanding our marine presence in the Lloyd's market and by establishing the Blue Capital platform to provide a broader property catastrophe product mix to select clients.

Despite the favorable property catastrophe pricing environment we experienced in 2012, we saw overall market conditions become more competitive into the January 2013 renewal season, especially for classes without exposure to U.S. natural catastrophe risk. As a result, excluding the impact of reinstatement premiums, we currently expect a 1% to 5% increase in our net written premiums for the first quarter of 2013, versus those written in the first quarter of 2012.

We remain comfortable with our capital position and the level of risk within our portfolio and still retain the flexibility to respond to further market changes. We enter 2013 well-positioned to build on our strengths, and we intend to continue our specialist underwriting approach with a strategic focus on property, marine, and other short-tail lines.

Additionally, Common Share repurchases continue to represent an attractive means of increasing shareholder value, as measured by growth in FCBVPCS.

## *Natural Catastrophe Risk Management*

We insure and reinsure exposures throughout the world against various natural catastrophe perils. We manage our exposure to these perils using a combination of methods, including underwriting judgment, CATM (our proprietary risk management system), third-party vendor models and third-party protection such as purchases of outwards reinsurance and derivative instruments.

Our multi-tiered risk management approach focuses on tracking exposed contract limits, estimating the potential impact of a single natural catastrophe event and simulating our yearly net operating result to reflect an aggregation of modeled underwriting, investment and other risks. The Board regularly reviews the outputs from this process, and we routinely seek to refine and improve our risk management process.

The following discussion should be read in conjunction with the “*Risk Factors*” contained in Item 1A herein, in particular the specific risk factor entitled “Our stated catastrophe and enterprise-wide risk management exposures are based on estimates and judgments which are subject to significant uncertainties”.

### Exposure Management

We monitor our net reinsurance treaty contract limits that we believe are exposed to a single natural catastrophe occurrence within certain broadly defined major catastrophe zones. We provide these limits as a measure of our relative potential loss exposure across major zones in the event a natural catastrophe occurs.

Our January 1, 2013 net reinsurance treaty limits by zone were as follows:



## Net Reinsurance Treaty Limits by Zone <sup>(1)</sup>

	Treaty Limits (Millions)	Percentage of December 31, 2012 Shareholders' Equity
<u>U.S. Hurricane:</u>		
Mid-Atlantic hurricane	\$ 555	34%
Northeast hurricane	434	27%
Florida hurricane	406	25%
Gulf hurricane	366	22%
Hawaii hurricane	133	8%
<u>U.S. Earthquake:</u>		
New Madrid earthquake	\$ 479	29%
Northwest earthquake	310	19%
California earthquake	287	18%
<u>European Windstorm:</u>		
Western European windstorm	\$ 388	24%
UK & Ireland windstorm	342	21%
Scandinavia windstorm	100	6%
<u>Other Countries:</u>		
Japan earthquake	\$ 256	16%
Australia earthquake	231	14%
Australia cyclone	227	14%
Canada earthquake	208	13%
Turkey earthquake	184	11%
Japan windstorm	135	8%
New Zealand earthquake	133	8%
Chile earthquake	93	6%

<sup>(1)</sup> For purposes of this presentation, "Mid-Atlantic" includes Georgia, South Carolina, North Carolina, Virginia, West Virginia, Maryland, Delaware, Pennsylvania, New Jersey and the District of Columbia; "Northeast" includes New York, Connecticut, Rhode Island, Massachusetts, New Hampshire, Vermont and Maine; "Gulf" includes Texas, Louisiana, Mississippi and Alabama; "New Madrid" includes Missouri, Tennessee, Arkansas, Illinois, Kentucky, Indiana, Ohio and Michigan; "Northwest" includes Washington and Oregon; "Western European" includes France, Belgium, Netherlands, Luxembourg, Germany, Switzerland and Austria; and "Scandinavia" includes Denmark, Norway and Sweden.

The treaty limits presented are shown net of any outward reinsurance or other third-party protection we purchase but have not been reduced by any reinstatement premiums. The treaty limits include all business coded as property catastrophe reinsurance (including retrocessional business), property pro-rata reinsurance, workers compensation catastrophe reinsurance and event-linked derivative securities; and also include those exposures we have assumed through our investment in the BCGR Listed Fund. The treaty limits do not include individual risk business and other reinsurance classes.

For U.S. earthquake, the regional limits shown are for earthquake ground motion damage only, i.e., excluding limits for contracts that do not specifically cover earthquake damage but may provide coverage for fire following an earthquake event. Contracts that provide coverage for multiple regions are included in the totals for each potentially exposed zone; therefore, the limits for a single multi-zone policy may be included within several different zone limits.

These treaty limits are a snapshot of our exposure as of January 1, 2013. As of that date, Mid-Atlantic hurricane represents our largest concentration of net reinsurance treaty limits among the selected zones. The relative comparison between zones and the absolute level of exposure may change materially at any time due to changes in the composition of our portfolio and changes in our outward reinsurance program.

### Single Event Losses

For certain defined natural catastrophe region and peril combinations, we assess the probability and likely magnitude of losses using a combination of industry third-party vendor models, CATM and underwriting judgment. We attempt to model the projected net impact from a single event, taking into account contributions from property catastrophe reinsurance (including retrocessional business), property pro-rata reinsurance, workers compensation catastrophe reinsurance, event-linked derivative securities and individual risk business, offset by the net benefit of any reinsurance or derivative protections we purchase and the benefit of reinstatement premiums. The projected net impact figures presented also include those single event exposures we have assumed through our investment in the BCGR Listed Fund.

There is no single standard methodology or set of assumptions utilized industry-wide in estimating property catastrophe losses. As a result, it may be difficult to accurately compare estimates of risk exposure among different insurance and reinsurance companies, due to, among other things, differences in modeling, modeling assumptions, portfolio composition and concentrations, and selected event scenarios.

The table below details the projected net impact from single event losses as of January 1, 2013 for selected zones at selected return period levels using AIR Worldwide Corporation's CLASIC/2 model version 14.0, one of several industry-recognized third-party vendor models. It is important to note that each catastrophe model contains its own assumptions as to the frequency and severity of loss events, and results may vary significantly from model to model.

As we utilize a combination of third-party models, CATM and underwriting judgement to project the net impact from single event losses, our internal projections may be higher or lower than those presented in the table below.

**Net Impact From Single Event Losses by Return Period (in years) <sup>(1)</sup>**

	Net Impact (Millions)		Percentage of December 31, 2012 Shareholders' Equity	
	<u>100-year</u>	<u>250-year</u>	<u>100-year</u>	<u>250-year</u>
U.S. Hurricane	\$ 339	\$ 406	21%	25%
U.S. Earthquake	164	250	10%	15%
European Windstorm	198	241	12%	15%

<sup>(1)</sup> A "100-year" return period can also be referred to as the 1.0% occurrence exceedance probability ("OEP"), meaning there is a 1.0% chance in any given year that this level will be exceeded. A "250-year" return period can also be referred to as the 0.4% OEP, meaning there is a 0.4% chance in any given year that this level will be exceeded.

As of January 1, 2013, our three largest modeled exposures to a single event loss at a 250-year return period were U.S. Hurricane, U.S. Earthquake and European Windstorm.

Our net impact from single event losses may vary considerably within a particular territory depending on the specific characteristics of the event. This is particularly true for the direct insurance and facultative reinsurance portfolio we underwrite. For example, our net impact from a large European windstorm may differ materially depending on whether the majority of loss comes from the U.K. & Ireland or from Continental Europe.

Given the limited availability of reliable historical data, there is a great deal of uncertainty with regard to the accuracy of any catastrophe model, especially when contemplating longer return periods.

Our single event loss estimates represent snapshots as of January 1, 2013. The composition of our in-force portfolio may change materially at any time due to the acceptance of new policies, the expiration of existing policies, and changes in our outwards reinsurance and derivative protections.

**Annual Operating Result**

In addition to monitoring treaty contract limits and single event accumulation potential, we attempt to simulate our annual operating result to reflect an aggregation of modeled underwriting, investment and other risks. This approach estimates a net operating result over simulated twelve month periods, including contributions from certain variables such as aggregate premiums, losses, expenses and investment results.

We view this approach as a supplement to our single event stress test as it allows for multiple losses from both natural catastrophe and other circumstances and attempts to take into account certain risks that are unrelated to our underwriting activities. Through our modeling, we endeavor to take into account many risks that we face as an enterprise. However, by the very nature of the insurance and reinsurance business, and due to limitations associated with the use of models in general, our simulated result does not cover every potential risk.

## I. Results of Operations

Our consolidated financial results for the years ended December 31, 2012, 2011 and 2010 follow:

(\$ in millions)	Year Ended December 31,		
	2012	2011	2010
Gross insurance and reinsurance premiums written	\$ 735.3	\$ 725.5	\$ 720.0
Ceded reinsurance premiums	(119.6)	(101.5)	(51.2)
Net insurance and reinsurance premiums written	615.7	624.0	668.8
Change in net unearned insurance and reinsurance premiums	0.8	(1.3)	(43.4)
Net insurance and reinsurance premiums earned	616.5	622.7	625.4
Net investment income	67.1	68.7	74.0
Net realized and unrealized investment gains	82.4	26.2	50.6
Net foreign exchange gains (losses)	(12.8)	(5.2)	2.3
Net income (loss) from derivative instruments	3.2	(3.1)	(4.7)
Gain on MUSIC Sale	—	11.1	—
Other revenue	0.8	0.5	0.8
<b>Total revenues</b>	<b>757.2</b>	<b>720.9</b>	<b>748.4</b>
<i>Underwriting expenses:</i>			
Loss and LAE – current year losses	(373.8)	(701.4)	(411.6)
Loss and LAE – prior year losses	87.4	89.3	109.3
Insurance and reinsurance acquisition costs	(96.6)	(105.4)	(98.7)
General and administrative expenses	(116.2)	(98.6)	(112.1)
<i>Non-underwriting expenses:</i>			
Interest and other financing expenses	(20.4)	(20.6)	(24.6)
Loss on early extinguishment of 2013 Senior Notes	(9.7)	—	—
<b>Total expenses</b>	<b>(529.3)</b>	<b>(836.7)</b>	<b>(537.7)</b>
<b>Income (loss) before income taxes</b>	<b>227.9</b>	<b>(115.8)</b>	<b>210.7</b>
Income tax benefit (provision)	(0.3)	0.6	1.3
<b>Net income (loss)</b>	<b>227.6</b>	<b>(115.2)</b>	<b>212.0</b>
Dividends declared on Preferred Shares	(13.3)	(9.1)	—
<b>Net income (loss) available to common shareholders</b>	<b>\$ 214.3</b>	<b>\$ (124.3)</b>	<b>\$ 212.0</b>
<b>Net income (loss)</b>	<b>\$ 227.6</b>	<b>\$ (115.2)</b>	<b>\$ 212.0</b>
Other comprehensive income (loss) items	0.8	2.1	(3.3)
<b>Comprehensive income (loss)</b>	<b>\$ 228.4</b>	<b>\$ (113.1)</b>	<b>\$ 208.7</b>
Loss and LAE ratio	46.4%	98.3%	48.3%
Acquisition cost ratio	15.7%	16.9%	15.8%
General and administrative expense ratio	18.9%	15.9%	17.9%
<b>GAAP combined ratio</b>	<b>81.0%</b>	<b>131.1%</b>	<b>82.0%</b>

## I. Review of Underwriting Results - by Segment

We currently operate through four reportable segments: Montpelier Bermuda, Montpelier Syndicate 5151, Blue Capital and MUSIC Run-Off. Each of our segments represents a separate underwriting platform through which we write, or formerly wrote, insurance and reinsurance business. Our segment disclosures provided herein present the operations of Montpelier Bermuda, Montpelier Syndicate 5151, Blue Capital and MUSIC Run-Off prior to the effects of intercompany quota share reinsurance agreements among them.

The activities of the Company, certain of its intermediate holding and service companies and eliminations relating to intercompany reinsurance and support services, collectively referred to as "Corporate and Other", are also presented herein.

### MONTPELIER BERMUDA

Underwriting results for Montpelier Bermuda for the years ended December 31, 2012, 2011 and 2010 were as follows:

(\$ in millions)	Year Ended December 31,		
	2012	2011	2010
Gross premiums written	\$ 480.5	\$ 446.5	\$ 454.1
Ceded reinsurance premiums	(99.8)	(78.4)	(41.7)
Net premiums written	380.7	368.1	412.4
Change in net unearned premiums	(11.2)	9.9	1.5
Net premiums earned	369.5	378.0	413.9
Loss and LAE - current year losses	(205.4)	(421.8)	(242.3)
Loss and LAE - prior year losses	45.9	48.0	88.9
Acquisition costs	(40.5)	(53.6)	(56.0)
General and administrative expenses	(44.2)	(37.9)	(39.2)
<b>Underwriting income (loss)</b>	<b>\$ 125.3</b>	<b>\$ (87.3)</b>	<b>\$ 165.3</b>
Loss and LAE ratio	43.2%	98.9%	37.0%
Acquisition cost ratio	11.0%	14.2%	13.5%
General and administrative expense ratio	12.0%	10.0%	9.5%
<b>GAAP combined ratio</b>	<b>66.2%</b>	<b>123.1%</b>	<b>60.0%</b>

### Gross and Net Premiums Written

The following table summarizes Montpelier Bermuda's premium writings, by line of business, for the years ended December 31, 2012, 2011 and 2010:

(\$ in millions)	Year Ended December 31,					
	2012		2011		2010	
Property Catastrophe - Treaty	\$ 332.8	69 %	\$ 289.4	65 %	\$ 268.0	59 %
Property Specialty - Treaty	47.5	10	45.0	10	46.2	10
Other Specialty - Treaty	70.4	15	77.7	17	104.7	23
Property and Specialty Individual Risk	29.8	6	34.4	8	35.2	8
Gross premiums written	480.5	100 %	446.5	100 %	454.1	100 %
Reinsurance premiums ceded	(99.8)		(78.4)		(41.7)	
Net premiums written	\$ 380.7		\$ 368.1		\$ 412.4	

Gross premiums written by Montpelier Bermuda during 2012 totaled \$480.5 million, an increase of \$34.0 million, or 8%, as compared to 2011. This increase was driven by the Property Catastrophe - Treaty line of business, which experienced improved pricing in 2012 versus that experienced in 2011. This improvement led to both additional property catastrophe writings and increased premium on renewal business.

Gross premiums written by Montpelier Bermuda during 2011 were largely unchanged from 2010, decreasing by just 2%, as compared to 2010. However, there was a sizable business shift that occurred during 2011 among the Other Specialty - Treaty line of business and the Property Catastrophe - Treaty line of business due primarily to: (i) the non-renewal of several large marine and casualty contracts (both of which are Other Specialty - Treaty classes); and (ii) the assumption of a property catastrophe quota share (Property Catastrophe - Treaty) from a competitor.

Gross and net premiums written during the periods presented include amounts assumed from Montpelier Syndicate 5151 as part of an inter-segment excess-of loss reinsurance agreement. See “Corporate and Other” under this Item 7.

Net premiums written and earned by Montpelier Bermuda in 2012, 2011 and 2010 included reinstatement premiums of \$10.5 million, \$21.0 million and \$10.8 million, respectively. The 2012 reinstatement premiums were mainly attributable to windstorm Sandy, the 2011 reinstatement premiums were mainly attributable to the Japan and New Zealand earthquakes and the 2010 reinstatement premiums were mainly attributable to the Chilean earthquake. The level of reinstatement premiums that we may realize in future periods will be dependent upon the occurrence of future losses.

Reinsurance premiums ceded by Montpelier Bermuda in 2012, 2011 and 2010 were \$99.8 million, \$78.4 million and \$41.7 million, respectively. The increases in reinsurance premiums ceded from 2010 to 2012 are mainly the result of several private underwriting partnerships (in the form of property catastrophe quota share reinsurance treaties) that Montpelier Bermuda has entered into since 2011 with various third parties. These underwriting partnerships allow Montpelier Bermuda to: (i) write larger property catastrophe lines with preferred clients; (ii) recover a portion of its losses from events of all sizes, not just from those events that exceed a specified loss amount; and (iii) reduce its net acquisition costs.

The amount and type of reinsurance that Montpelier Bermuda purchases is dependent on a variety of factors, including the cost of a particular reinsurance cover and the nature of its gross exposures assumed during a particular period. Various other factors will also continue to affect Montpelier Bermuda's appetite and capacity to write and retain risk. These include the impact of changes in frequency and severity assumptions used in our models and the corresponding pricing required to meet our return targets, evolving industry-wide capital requirements, increased competition, market conditions and other considerations.

All of Montpelier Bermuda's reinsurance purchases to date have represented prospective cover; that is, reinsurance has been purchased to protect Montpelier Bermuda against the risk of future losses as opposed to covering losses that have already occurred but have not been paid. Montpelier Bermuda purchases: (i) excess-of-loss reinsurance covering one or more lines of its business; (ii) quota share reinsurance with respect to specific lines of its business; and (iii) industry loss warranty policies that provide coverage for certain losses provided they are triggered by events exceeding a specified industry loss size.

### **Net Premiums Earned**

Net premiums earned within Montpelier Bermuda in 2012, 2011 and 2010 were \$369.5 million, \$378.0 million and \$413.9 million, respectively. Net premiums earned are primarily a function of the amount and timing of net premiums written.

### **Loss and LAE**

The following tables summarize Montpelier Bermuda's loss and LAE reserve movements for the years ended December 31, 2012, 2011 and 2010, and the composition of its gross loss and LAE reserves at December 31, 2012 and 2011:

(Millions)	Year Ended December 31,		
	2012	2011	2010
Gross unpaid loss and LAE reserves - beginning	\$ 716.9	\$ 583.1	\$ 569.4
Reinsurance recoverable on unpaid losses - beginning	(61.0)	(54.0)	(63.1)
Net unpaid loss and LAE reserves - beginning	655.9	529.1	506.3
Losses and LAE incurred:			
Current year losses	205.4	421.8	242.3
Prior year losses	(45.9)	(48.0)	(88.9)
Total losses and LAE incurred	159.5	373.8	153.4
Losses and LAE paid and approved for payment	(174.9)	(247.0)	(130.6)
Net unpaid loss and LAE reserves - ending	640.5	655.9	529.1
Reinsurance recoverable on unpaid losses - ending	87.7	61.0	54.0
Gross unpaid loss and LAE reserves - ending	\$ 728.2	\$ 716.9	\$ 583.1



(Millions)	December 31,	
	2012	2011
Gross IBNR	\$ 432.1	\$ 407.7
Gross Case Reserves	296.1	309.2
Total gross unpaid loss and LAE reserves	<u>\$ 728.2</u>	<u>\$ 716.9</u>

Our best estimates of Montpelier Bermuda's ending gross loss and LAE reserves at December 31, 2012 and 2011, were \$728.2 million and \$716.9 million, respectively. Montpelier Bermuda's gross IBNR reserves, as a percentage of its total gross reserves, amounted to 59% and 57% as of December 31, 2012 and 2011, respectively.

Montpelier Bermuda's ending gross loss and LAE reserves at December 31, 2012 and 2011 include \$13.3 million and \$19.7 million, respectively, of losses assumed from Montpelier Syndicate 5151 as a result of inter-segment excess-of-loss reinsurance arrangements. These reserves have been eliminated in our consolidated results.

We estimated Montpelier Bermuda's gross and net loss and LAE reserves using the methodology outlined in our "Summary of Critical Accounting Estimates" contained in Item 7 herein. We did not make any significant changes in the assumptions or methodology used in Montpelier Bermuda's reserving process during the year ended December 31, 2012.

The following table presents Montpelier Bermuda's net loss and LAE ratios for the years ended December 31, 2012, 2011 and 2010:

	Year Ended December 31,		
	2012	2011	2010
Loss and LAE ratio - current year	55.6 %	111.6 %	58.5 %
Loss and LAE ratio - prior year	(12.4)%	(12.7)%	(21.5)%
Loss and LAE ratio	<u>43.2 %</u>	<u>98.9 %</u>	<u>37.0 %</u>

#### Current Year Loss and LAE events

The only individually significant loss event contributing to Montpelier Bermuda's 2012 current year net loss and LAE of \$205.4 million was windstorm Sandy, which represented \$85.0 million of Montpelier Bermuda's current year net loss and LAE.

The individually significant loss events contributing to Montpelier Bermuda's 2011 current year net loss and LAE of \$421.8 million included the following:

- \$204.5 million from earthquakes in Japan and New Zealand during the first quarter,
- \$37.4 million in net losses associated with U.S. catastrophe-exposed aggregate covers,
- \$14.2 million from flooding resulting from a cloudburst in Denmark,
- \$10.2 million from an earthquake in New Zealand during the second quarter, and
- \$10.2 million from flooding in Thailand.

The individually significant loss events contributing to Montpelier Bermuda's 2010 current year net loss and LAE of \$242.3 million included the following:

- \$76.8 million from an earthquake in Chile,
- \$27.9 million from an earthquake in New Zealand, and
- \$20.0 million from the Deepwater Horizon oil rig explosion and fire.

### Prior Year Loss and LAE development

During 2012 Montpelier Bermuda experienced \$45.9 million in net favorable development on prior year loss and LAE reserves, which included loss reserve movements associated with:

- 2011 catastrophe losses relating to the Japanese earthquake, Thai floods, Hurricane Irene and other events (\$34.1 million decrease), and
- 2011 and prior medical malpractice contracts (\$4.2 million decrease).

During 2011 Montpelier Bermuda experienced \$48.0 million in net favorable development on prior year loss and LAE reserves, which included loss reserve movements associated with:

- 2010 and prior casualty reserves (\$12.9 million decrease),
- 2010 property-catastrophe hail events (\$5.5 million increase),
- 2010 earthquakes in Chile and New Zealand (\$5.5 million decrease),
- 2005 hurricanes (\$5.4 million decrease),
- 2008 fire loss that settled below our attachment point (\$2.6 million decrease),
- 2010 individual risk losses (\$2.4 million decrease), and
- 2007 European Windstorm Kyrill and U.K. floods (\$2.2 million decrease).

During 2010 Montpelier Bermuda experienced \$88.9 million in net favorable development on prior year loss and LAE reserves, which included loss reserve movements associated with:

- 2009 and prior casualty classes of business, including medical malpractice and individual risk contracts (\$11.5 million decrease),
- 2008 individual risk property loss (\$10.7 million decrease),
- 2009 and prior medical malpractice contracts (\$8.0 million decrease),
- 2009 and prior individual risk losses (\$7.4 million decrease),
- 2007 and 2008 non-U.S. catastrophes (\$6.2 million decrease),
- 2009 European windstorm Klaus (\$5.5 million decrease),
- 2005 hurricanes (\$5.2 million decrease), and
- favorable commutations of reinsurance contracts relating to prior accident years (\$4.9 million decrease).

The remaining net favorable development on prior year loss reserves recognized during 2012, 2011 and 2010 related to several smaller adjustments made across multiple classes of business.

The prior year loss and LAE development recorded by Montpelier Bermuda in each of the periods presented associated with natural catastrophes such as earthquakes, hurricanes, wildfires, floods and windstorms was the result of new information received from multiple cedants and information regarding the impact of such losses on the entire reinsurance market.

### ***Net Impact of Foreign Currency Movements on Loss and LAE Incurred and Loss and LAE Reserves***

Montpelier Bermuda recognized net foreign exchange transaction losses related to its current and prior year loss and LAE of \$0.9 million, \$5.5 million and \$0.6 million during the years ended December 31, 2012, 2011 and 2010, respectively. Montpelier Bermuda's foreign currency transaction gains and losses on its losses and LAE incurred (which are recorded as loss and loss adjustment expenses) are incorporated in its underwriting results and underwriting ratios.

### ***Underwriting Expenses***

The following table summarizes Montpelier Bermuda's underwriting expenses during the years ended December 31, 2012, 2011 and 2010:

(\$ in millions)	Year Ended December 31,		
	2012	2011	2010
Acquisition costs	\$ 40.5	\$ 53.6	\$ 56.0
Acquisition cost ratio	11.0%	14.2%	13.5%
General and administrative expenses	\$ 44.2	\$ 37.9	\$ 39.2
General and administrative expense ratio	12.0%	10.0%	9.5%

Acquisition costs include commissions, profit commissions, brokerage costs and excise taxes, when applicable. Profit commissions and brokerage costs can vary based on the nature of business produced.

Profit commissions, which are paid by assuming companies to ceding companies in the event of favorable loss experience, change as Montpelier Bermuda's estimates of loss and LAE fluctuate. Montpelier Bermuda pays profit commissions on certain assumed reinsurance contracts, and receives profit commissions on certain ceded reinsurance contracts. Only a few of Montpelier Bermuda's assumed and ceded reinsurance contracts contain profit commission clauses, and the terms of these profit commissions are specific to the individual contracts and vary as a percentage of the contract results.

During 2012, profit commissions earned by Montpelier Bermuda in connection with its ceded reinsurance contracts exceeded profit commissions incurred on its assumed reinsurance contracts by \$4.0 million. Net profit commissions incurred during 2011 and 2010 were not significant.

All other acquisition costs are generally driven by contract terms and are normally a set percentage of gross premiums written. Such acquisition costs consist of commission expenses incurred on assumed business less commission revenue earned on purchased reinsurance covers. Commission revenue on purchased reinsurance covers is earned over the same period that the corresponding premiums are expensed.

Montpelier Bermuda's acquisition cost ratio for 2012 decreased, as compared to 2011, primarily as a result of increases in its ceding and profit commissions earned on ceded reinsurance contracts. Montpelier Bermuda's acquisition cost ratio for 2011 increased, as compared to 2010, primarily as a result of its ceding commissions for that year being relatively low, which had the effect of increasing its overall acquisition cost ratio.

The following table summarizes Montpelier Bermuda's general and administrative expenses during the years ended December 31, 2012, 2011 and 2010:

(Millions)	Year Ended December 31,		
	2012	2011	2010
Operating expenses	\$ 30.9	\$ 34.4	\$ 30.2
Incentive compensation expenses	13.3	3.5	9.0
General and administrative expenses	<u>\$ 44.2</u>	<u>\$ 37.9</u>	<u>\$ 39.2</u>

Montpelier Bermuda's operating expenses incurred during 2012 decreased, versus those incurred during 2011, primarily as a result of reductions in software depreciation and Bermuda payroll tax expenses. The increase in Montpelier Bermuda's operating expenses during 2011, as compared to 2010, was largely due to a one-time, \$5.2 million expense reimbursement recognized during 2010 from the settlement of a reinsurance dispute with a third-party. Absent the benefit recognized from this settlement, operating expenses decreased slightly from 2010 to 2011, mainly as a result of a change in the allocation of our centrally managed information technology costs to Montpelier Bermuda.

Incentive compensation expenses recorded at Montpelier Bermuda consist of two independent components. The first component represents amounts that are not, or are no longer, dependent on Company performance and consist of: (i) Fixed RSUs (as defined on page 77 of this report) and Variable RSUs (as defined on page 76 of this report) granted in prior years that have been effectively converted to Fixed RSUs because the performance goal has been formally achieved at a level that permits payout; and (ii) the portion of annual employee cash bonuses that is based on individual employee performance goals. The second component represents amounts that are entirely dependent on Company performance and consist of: (i) Variable RSUs in the Initial RSU Period; and (ii) the portion of annual employee cash bonuses that is based on Company performance.

The increase in Montpelier Bermuda's incentive compensation expenses during 2012, versus those of 2011, is the result of significantly improved Company performance during 2012. The decrease in incentive compensation expenses during 2011, versus those of 2010, is the result of significant catastrophe losses incurred during 2011, which adversely impacted Company performance during that year.

## MONTPELIER SYNDICATE 5151

Underwriting results for Montpelier Syndicate 5151 for the years ended December 31, 2012, 2011 and 2010 were as follows:

(\$ in millions)	Year Ended December 31,		
	2012	2011	2010
Gross premiums written	\$ 246.0	\$ 233.5	\$ 231.3
Ceded reinsurance premiums	(15.9)	(29.5)	(21.5)
Net premiums written	230.1	204.0	209.8
Change in net unearned premiums	(12.8)	(9.5)	(34.8)
Net premiums earned	217.3	194.5	175.0
Loss and LAE - current year losses	(148.6)	(234.5)	(141.0)
Loss and LAE - prior year losses	41.0	38.3	19.5
Acquisition costs	(46.6)	(40.5)	(34.4)
General and administrative expenses	(38.2)	(28.0)	(35.6)
<b>Underwriting income (loss)</b>	<b>\$ 24.9</b>	<b>\$ (70.2)</b>	<b>\$ (16.5)</b>
Loss and LAE ratio	49.5%	100.9%	69.4%
Acquisition cost ratio	21.4%	20.8%	19.7%
General and administrative expense ratio	17.6%	14.4%	20.3%
<b>GAAP combined ratio</b>	<b>88.5%</b>	<b>136.1%</b>	<b>109.4%</b>

### Gross and Net Premiums Written

The following table summarizes Montpelier Syndicate 5151's premium writings, by line of business, for the years ended December 31, 2012, 2011 and 2010:

(\$ in millions)	Year Ended December 31,					
	2012		2011		2010	
Property Catastrophe - Treaty	\$ 10.9	4 %	\$ 33.1	14 %	\$ 36.3	16 %
Property Specialty - Treaty	6.1	3	9.2	4	23.1	10
Other Specialty - Treaty	82.1	33	76.7	33	66.2	28
Property and Specialty Individual Risk	146.9	60	114.5	49	105.7	46
Gross premiums written	246.0	100 %	233.5	100 %	231.3	100 %
Ceded reinsurance premiums	(15.9)		(29.5)		(21.5)	
Net premiums written	\$ 230.1		\$ 204.0		\$ 209.8	

Gross premiums written by Montpelier Syndicate 5151 during 2012 totaled \$246.0 million, an increase of \$12.5 million, or 5%, as compared to 2011. This increase was mainly driven by additional marine writings and increased premium on marine renewal business, each within the Property and Specialty Individual Risk line of business. Offsetting this increase was a decrease in gross Property Catastrophe - Treaty premiums written due to: (i) a re-allocation of Property Catastrophe writings from Montpelier Syndicate 5151 to the Montpelier Bermuda segment; and (ii) a reduction in reinstatement premiums written during 2012, versus those written during 2011.

Gross premiums written by Montpelier Syndicate 5151 during 2011 were largely unchanged from 2010. However, there was a sizable business shift that occurred during 2011 among the Property Specialty - Treaty line of business and the Other Specialty - Treaty and Property and Specialty Individual Risk lines of business due primarily to: (i) non-renewals by MUI and transfers of certain lines of MUI business from Montpelier Syndicate 5151 to Montpelier Bermuda (Property Specialty - Treaty); (ii) growth in its financial products writings (Other Specialty - Treaty); and (iii) growth in its marine writings (Property and Specialty Individual Risk).

Gross and net premiums written and reinsurance premiums ceded during the periods presented include amounts assumed and ceded as part of inter-segment excess-of-loss reinsurance agreements. See "Corporate and Other" under this Item 7.

Net premiums written and earned by Montpelier Syndicate 5151 in 2012, 2011 and 2010 included reinstatement premiums of \$2.6 million, \$6.5 million and \$6.7 million, respectively. The 2012 reinstatement premiums were mainly attributable to windstorm Sandy, the 2011 reinstatement premiums were mainly attributable to the Japan and New Zealand earthquakes and the 2010 reinstatement premiums were mainly attributable to the Chilean earthquake. The level of reinstatement premiums that we may realize in future periods will be dependent upon the occurrence of future losses.

Reinsurance premiums ceded by Montpelier Syndicate 5151 in 2012, 2011 and 2010 were \$15.9 million, \$29.5 million and \$21.5 million, respectively. Montpelier Syndicate 5151 purchases reinsurance in the normal course of its business in order to manage its exposures. The amount and type of reinsurance that Montpelier Syndicate 5151 purchases is dependent on a variety of factors, including the cost of a particular reinsurance cover and the nature of its gross exposures assumed during a particular period. Other factors affect Montpelier Syndicate 5151's appetite and capacity to write and retain risk. These include the impact of changes in frequency and severity assumptions used in our models and the corresponding pricing required to meet our return targets, evolving industry-wide capital requirements, increased competition, market conditions and other considerations.

All of Montpelier Syndicate 5151's reinsurance purchases to date have represented prospective cover; that is, reinsurance has been purchased to protect Montpelier Syndicate 5151 against the risk of future losses as opposed to covering losses that have already occurred but have not been paid. Montpelier Syndicate 5151 purchases: (i) excess-of-loss reinsurance covering one or more lines of its business; and (ii) quota share reinsurance with respect to specific lines of its business.

### **Net Premiums Earned**

Net premiums earned within Montpelier Syndicate 5151 in 2012, 2011 and 2010 were \$217.3 million, \$194.5 million and \$175.0 million, respectively. Net premiums earned are primarily a function of the amount and timing of net premiums written.

### **Loss and LAE**

The following tables summarize Montpelier Syndicate 5151's loss and LAE reserve movements for the years ended December 31, 2012, 2011 and 2010, and the composition of its gross loss and LAE reserves at December 31, 2012 and 2011:

(Millions)	Year Ended December 31,		
	2012	2011	2010
Gross unpaid loss and LAE reserves - beginning	\$ 341.6	\$ 166.4	\$ 96.0
Reinsurance recoverable on unpaid losses - beginning	(36.4)	(2.6)	(0.5)
Net unpaid loss and LAE reserves - beginning	305.2	163.8	95.5
Losses and LAE incurred:			
Current year losses	148.6	234.5	141.0
Prior year losses	(41.0)	(38.3)	(19.5)
Total losses and LAE incurred	107.6	196.2	121.5
Net foreign currency translation movements on loss and LAE	12.0	(2.0)	(2.0)
Losses and LAE paid and approved for payment	(99.1)	(52.8)	(51.2)
Net unpaid loss and LAE reserves - ending	325.7	305.2	163.8
Reinsurance recoverable on unpaid losses - ending <sup>(1)</sup>	28.3	36.4	2.6
Gross unpaid loss and LAE reserves - ending <sup>(1)</sup>	<u>\$ 354.0</u>	<u>\$ 341.6</u>	<u>\$ 166.4</u>

<sup>(1)</sup> Montpelier Syndicate 5151's ending reinsurance recoverable at December 31, 2012 and 2011, includes a recoverable from Montpelier Bermuda pursuant to an intercompany reinsurance contract of \$13.3 million and \$19.7 million, respectively. The effects of these intercompany reinsurance contracts are eliminated in consolidation.



(Millions)	December 31,	
	2012	2011
Gross IBNR	\$ 187.6	\$ 194.2
Gross Case Reserves	166.4	147.4
Total gross unpaid loss and LAE reserves <sup>(1)</sup>	<u>\$ 354.0</u>	<u>\$ 341.6</u>

<sup>(1)</sup> Montpelier Syndicate 5151's gross IBNR at December 31, 2012 and 2011, includes a recoverable from Montpelier Bermuda pursuant to an intercompany reinsurance contract of \$8.8 million and \$18.9 million, respectively, and its gross case reserves at December 31, 2012 and 2011, includes a recoverable from Montpelier Bermuda pursuant to an intercompany reinsurance contract of \$4.5 million and \$0.8 million, respectively. The effects of these intercompany reinsurance contracts are eliminated in consolidation.

Our best estimates of Montpelier Syndicate 5151's ending gross loss and LAE reserves at December 31, 2012 and 2011, were \$354.0 million and \$341.6 million, respectively. Montpelier Syndicate 5151's gross IBNR reserves, as a percentage of its total gross reserves, were 53% and 57% as of December 31, 2012 and 2011, respectively. This decrease relates primarily to the cancellation and subsequent run-off of certain casualty insurance contracts previously written at Montpelier Syndicate 5151.

We estimated Montpelier Syndicate 5151's loss and LAE reserves using the methodology outlined in our "Summary of Critical Accounting Estimates" contained in Item 7 herein. We did not make any significant changes in the assumptions or methodology used in Montpelier Syndicate 5151's reserving process during the year ended December 31, 2012.

The following table presents Montpelier Syndicate 5151's net loss and LAE ratios for the years ended December 31, 2012, 2011 and 2010:

	Year Ended December 31,		
	2012	2011	2010
Loss and LAE ratio - current year	68.4 %	120.6 %	80.6 %
Loss and LAE ratio - prior year	(18.9)%	(19.7)%	(11.2)%
Loss and LAE ratio	<u>49.5 %</u>	<u>100.9 %</u>	<u>69.4 %</u>

#### Current Year Loss and LAE

During 2012 Montpelier Syndicate 5151 incurred \$148.6 million of current year net loss and LAE. The only individually significant loss event contributing to Montpelier Syndicate 5151's 2012 current year net loss and LAE was windstorm Sandy, which represented \$17.8 million of Montpelier Syndicate 5151's current year net loss and LAE. Most of the remaining 2012 current year net loss and LAE related to claims and events that had been incurred in that year but had not yet been reported to us.

During 2011 Montpelier Syndicate 5151 incurred \$234.5 million of current year net loss and LAE. The individually significant loss events contributing to Montpelier Syndicate 5151's 2011 current year net loss and LAE included: (i) \$45.0 million of net losses from the Japan and New Zealand earthquakes; and (ii) \$29.7 million in net losses from flooding in Thailand. Most of the remaining 2011 current year loss and LAE related to claims and events that had been incurred in that year but had not yet been reported to us.

During 2010 Montpelier Syndicate 5151 incurred \$141.0 million of current year net loss and LAE. The only individually significant loss event contributing to Montpelier Syndicate 5151's 2010 current year net loss and LAE was the Chilean earthquake, which represented \$29.6 million of the current year net loss and LAE. Most of the remaining 2010 current year loss and LAE related to claims and events that had been incurred in that year but had not yet been reported to us.

#### Prior Year Loss and LAE development

During 2012 Montpelier Syndicate 5151 experienced \$41.0 million in net favorable development on prior year loss and LAE reserves, which included loss reserve movements associated with:

- 2011 catastrophe losses relating to Thai floods and other events (\$16.9 million decrease), and
- three individual risk losses incurred at Montpelier Syndicate 5151 during 2008 and 2011 (\$5.3 million decrease).

During 2011 Montpelier Syndicate 5151 experienced \$38.3 million in net favorable development on prior year loss and LAE reserves, which included loss reserve movements associated with:

- 2010 non-catastrophe property losses (\$15.4 million decrease),
- 2010 marine losses (\$3.8 million decrease), and
- 2010 Australian flood losses (\$3.6 million decrease).

During 2010 Montpelier Syndicate 5151 experienced \$19.5 million in net favorable development on prior year loss and LAE reserves, which included loss reserve movements associated with:

- 2009 and prior non-marine individual risk losses (\$9.0 million decrease), and
- 2008 Hurricane Ike (\$1.0 million decrease).

In addition to the loss reserve movements referred to above, Montpelier Syndicate 5151's prior year loss development also related to movements associated with reserves established in prior years in order to provide for claims and events that had been incurred in that year but had not yet been reported to us. These reserves were originally recorded by Montpelier Syndicate 5151 largely on the basis of historical loss rates, industry data and actuarial judgment and experience as opposed to information received from cedants and other customers. As prior underwriting years have matured, Montpelier Syndicate 5151 has begun to increase its reliance on the loss data it has received and, as a result, has adjusted its estimates of ultimate losses accordingly.

### ***Net Impact of Foreign Currency Movements on Loss and LAE Incurred and Loss and LAE Reserves***

Montpelier Syndicate 5151 recognized net foreign exchange transaction losses (gains) related to its current and prior year loss and LAE of \$(7.6) million, \$(2.6) million and \$2.2 million during the years ended December 31, 2012, 2011 and 2010, respectively. Montpelier Syndicate 5151's foreign currency transaction gains and losses on its losses and LAE incurred (which are recorded as loss and loss adjustment expenses) are incorporated in its underwriting results and underwriting ratios.

Montpelier Syndicate 5151 recognized net foreign exchange translation losses (gains) related to its current and prior year loss and LAE of \$12.0 million, \$(2.0) million and \$(2.0) million during the years ended December 31, 2012, 2011 and 2010, respectively. Montpelier Syndicate 5151's foreign currency translation gains and losses on its loss and LAE reserves (which are recorded as a component of its comprehensive income or loss) do not impact its underwriting results or its underwriting ratios.

### ***Underwriting Expenses***

The following table summarizes Montpelier Syndicate 5151's underwriting expenses for the years ended December 31, 2012, 2011 and 2010:

(\$ in millions)	Year Ended December 31,		
	2012	2011	2010
Acquisition costs	\$ 46.6	\$ 40.5	\$ 34.4
Acquisition cost ratio	21.4%	20.8%	19.7%
General and administrative expenses	\$ 38.2	\$ 28.0	\$ 35.6
General and administrative expense ratio	17.6%	14.4%	20.3%

Acquisition costs include commissions, profit commissions, brokerage costs, and excise taxes, when applicable. Profit commissions and brokerage costs can vary based on the nature of business produced.

Profit commissions, which are paid by assuming companies to ceding companies in the event of favorable loss experience, change as Montpelier Syndicate 5151's estimates of loss and LAE fluctuate. Net profit commissions incurred, which are accrued based on the estimated results of the subject contracts assumed and ceded, totaled \$1.1 million, \$2.7 million and \$2.4 million during 2012, 2011 and 2010, respectively.

All other acquisition costs are generally driven by contract terms and are normally a set percentage of gross premiums written. Such acquisition costs consist of commission expenses incurred on assumed business less commission revenue earned on purchased reinsurance covers. Commission revenue on purchased reinsurance covers is earned over the same period that the corresponding premiums are expensed.

Montpelier Syndicate 5151's acquisition cost ratio has increased gradually from 2010 to 2012 as a result of changes in the mix of the business it writes. Montpelier Syndicate 5151's marine, pro-rata engineering and casualty writings, which have grown significantly from 2010 to 2012, are subject to a higher acquisition cost ratio than most of the other business it writes.

The following table summarizes Montpelier Syndicate 5151's general and administrative expenses during the years ended December 31, 2012, 2011 and 2010:

(Millions)	Year Ended December 31,		
	2012	2011	2010
Operating expenses	\$ 28.5	\$ 25.9	\$ 28.7
Incentive compensation expenses	9.7	2.1	6.9
General and administrative expenses	<u>\$ 38.2</u>	<u>\$ 28.0</u>	<u>\$ 35.6</u>

Montpelier Syndicate 5151's operating expenses incurred during 2012 increased versus those incurred during 2011 primarily as result of: (i) an increase in consulting and other professional services associated with Solvency II and other business initiatives; and (ii) the recording of a non-recurring third party management fee. Montpelier Syndicate 5151's operating expenses incurred during 2011 decreased, versus those incurred during 2010, primarily as result of: (i) a change in the allocation of our centrally managed information technology costs to Montpelier Syndicate 5151; and (ii) decreased salary expenses at MUI due to prior year staff reductions.

Incentive compensation expenses recorded at Montpelier Syndicate 5151 consist of two independent components. The first component represents amounts that are not, or are no longer, dependent on Company performance and consist of: (i) Fixed RSUs and Variable RSUs granted in prior years that have been effectively converted to Fixed RSUs because the performance goal has been formally achieved at a level that permits payout; and (ii) the portion of annual employee cash bonuses that is based on individual employee performance goals. The second component represents amounts that are entirely dependent on Company performance and consist of: (i) Variable RSUs in the Initial RSU Period; and (ii) the portion of annual employee cash bonuses that is based on Company performance.

The increase in Montpelier Syndicate 5151's incentive compensation expenses during 2012, versus those of 2011, is the result of significantly improved Company performance during 2012. The decrease in incentive compensation expenses during 2011, versus those of 2010, is the result of significant catastrophe losses incurred during 2011, which adversely impacted Company performance during that year.

## BLUE CAPITAL

Underwriting results for Blue Capital for the year ended December 31, 2012 were as follows:

(\$ in millions)	Year Ended December 31,	
	2012	
Gross premiums written	\$ 2.4	
Ceded reinsurance premiums	—	
Net premiums written	2.4	
Change in net unearned premiums	—	
Net premiums earned	2.4	
Loss and LAE	—	
Acquisition costs	(0.1)	
General and administrative expenses	(1.7)	
<b>Underwriting income</b>	<u>\$ 0.6</u>	
Loss and LAE ratio	— %	
Acquisition cost ratio	6%	
General and administrative expense ratio	70%	
<b>GAAP combined ratio</b>	<u>76%</u>	

Since the commencement of its operations in June 2012, Blue Capital has assumed U.S. wind and earthquake exposures on an excess-of-loss basis, all of which was included in our Property Catastrophe - Treaty line of business.

Blue Capital's gross and net premiums written and earned during 2012 totaled \$2.4 million. Blue Capital did not cede any premium or incur any losses during 2012.

Blue Capital incurred \$1.7 million of general and administrative expenses during 2012, which was comprised primarily of third party legal and consulting costs associated with its formation, as well as allocated internal personnel and information technology costs.

## MUSIC Run-Off

On December 31, 2011, we completed the MUSIC Sale. Since we have either retained, reinsured or otherwise indemnified Selective for all of the business written by MUSIC with an effective date on or prior to December 31, 2011, our former and future operations associated with MUSIC do not constitute a "discontinued operation" in accordance with GAAP. The cash flows that we will retain subsequent to the MUSIC Sale, as well as certain reinsurance balances and other designated assets serving as collateral supporting such cash flows, will continue to be presented within this MUSIC Run-Off segment. See "*MUSIC Sale Considerations*" contained in Item 1 herein.

Underwriting results for the MUSIC Run-Off segment for the years ended December 31, 2012, 2011 and 2010 were as follows:

(\$ in millions)	Year Ended December 31,		
	2012	2011	2010
Gross premiums written	\$ 2.5	\$ 59.7	\$ 48.3
Ceded reinsurance premiums	—	(7.8)	(1.7)
Net premiums written	2.5	51.9	46.6
Change in net unearned premiums	24.8	(1.7)	(10.1)
Net premiums earned	27.3	50.2	36.5
Loss and LAE	(19.3)	(42.1)	(27.4)
Acquisition costs	(9.4)	(11.3)	(8.3)
General and administrative expenses	—	(8.7)	(10.5)
<b>Underwriting loss</b>	<b>\$ (1.4)</b>	<b>\$ (11.9)</b>	<b>\$ (9.7)</b>
Loss and LAE ratio	70.7%	83.8%	75.1%
Acquisition cost ratio	34.4%	22.5%	22.7%
General and administrative expense ratio	— %	17.3%	28.8%
<b>GAAP combined ratio</b>	<b>105.1%</b>	<b>123.6%</b>	<b>126.6%</b>

## Premiums written and earned

During 2012 we assumed \$2.5 million of MUSIC's premium writings, which represented: (i) policies bound by MUSIC in 2012 with an effective date on or prior to December 31, 2011; and (ii) additional audit premiums relating to policies written on or prior to December 31, 2011. We may be required to assume additional MUSIC premium writings in future periods, but we do not expect such additional writings to be significant. During 2011 and 2010, MUSIC wrote \$59.7 million and \$48.3 million of gross premiums, respectively.

All premiums written within the MUSIC Run-Off Segment relate to our Property and Specialty Individual Risk line of business.

The MUSIC Run-Off segment has not ceded any reinsurance premiums subsequent to the MUSIC Sale. The increase in MUSIC's ceded reinsurance premiums in 2011, as compared to 2010, resulted from a significant purchase of additional excess-of-loss reinsurance in 2011 covering MUSIC's property and casualty exposures. MUSIC's ceded reinsurance premiums in 2011 and 2010 also include amounts ceded to Montpelier Syndicate 5151 as part of an inter-segment excess-of-loss reinsurance agreement. See "*Corporate and Other*" under this Item 7.

Net premiums earned within the MUSIC Run-Off segment in 2012, 2011 and 2010 were \$27.3 million, \$50.2 million and \$36.5 million, respectively. Net premiums earned are primarily a function of the amount and timing of net premiums written.

As of December 31, 2012, we had no remaining unearned premiums associated with the MUSIC Sale.

## Loss and LAE

The following tables summarize the loss and LAE reserve movements of the MUSIC Run-Off segment for the years ended December 31, 2012, 2011 and 2010, and the composition of its gross loss and LAE reserves at December 31, 2012 and 2011:

(Millions)	Year Ended December 31,		
	2012	2011	2010
Gross unpaid loss and LAE reserves - beginning	\$ 38.3	\$ 35.1	\$ 15.4
Reinsurance recoverable on unpaid losses - beginning	—	(5.8)	(6.0)
Net unpaid loss and LAE reserves - beginning	38.3	29.3	9.4
Losses and LAE incurred:			
Current year losses	19.8	45.1	28.3
Prior year losses	(0.5)	(3.0)	(0.9)
Total losses and LAE incurred	19.3	42.1	27.4
Losses and LAE paid and approved for payment	(14.1)	(18.3)	(7.5)
Net loss and LAE reserves sold pursuant to the MUSIC Sale	—	(14.8)	—
Net unpaid loss and LAE reserves - ending	43.5	38.3	29.3
Reinsurance recoverable on unpaid losses - ending	—	—	5.8
Gross unpaid loss and LAE reserves - ending	<u>\$ 43.5 <sup>(1)</sup></u>	<u>\$ 38.3</u>	<u>\$ 35.1</u>

(1) The MUSIC Run-Off segment's ending loss and LAE reserves of \$43.5 million and \$38.3 million at December 31, 2012 and 2011, respectively, represent MUSIC's losses and LAE that were assumed by Montpelier Re under the MUSIC Quota Share. These loss and LAE reserves have historically been, and will continue to be, reported within our MUSIC segment as opposed to our Montpelier Bermuda segment.

(Millions)	December 31,	
	2012	2011
Gross IBNR	\$ 33.5	\$ 28.3
Gross Case Reserves	10.0	10.0
Total gross unpaid loss and LAE reserves	<u>\$ 43.5</u>	<u>\$ 38.3</u>

Our best estimates of MUSIC Run-Off's ending gross loss and LAE reserves at December 31, 2012 and 2011, were \$43.5 million and \$38.3 million, respectively. We estimated MUSIC Run-Off's loss and LAE reserves using the methodology outlined in our "Summary of Critical Accounting Estimates" contained in Item 7 herein. We did not make any significant changes in the assumptions or methodology used in MUSIC Run-Off's reserving process during the year ended December 31, 2012.

The following table presents MUSIC Run-Off's net loss and LAE ratios for the years ended December 31, 2012, 2011 and 2010:

	Year Ended December 31,		
	2012	2011	2010
Loss and LAE ratio - current year	72.5 %	89.8 %	77.5 %
Loss and LAE ratio - prior year	(1.8)%	(6.0)%	(2.4)%
Loss and LAE ratio	<u>70.7 %</u>	<u>83.8 %</u>	<u>75.1 %</u>

Current year net losses incurred during the years presented primarily represented IBNR as there were no individually significant loss events experienced within the MUSIC Run-Off segment during those periods. Current year losses incurred by MUSIC during 2011 further reflect \$3.5 million of net losses resulting from U.S. storms occurring in 2011.

MUSIC experienced \$3.0 million of favorable prior year loss reserve development during 2011, which related primarily to MUSIC's casualty (as opposed to property) classes of business. The MUSIC Run-Off segment did not experience a significant amount of prior year loss reserve development during 2012 or 2010.

## Underwriting Expenses

The following table summarizes the underwriting expenses of the MUSIC Run-Off segment for the years ended 2012, 2011 and 2010:

(\$ in millions)	Year Ended December 31,		
	2012	2011	2010
Acquisition costs	\$ 9.4	\$ 11.3	\$ 8.3
Acquisition cost ratio	34.4%	22.5%	22.7%
General and administrative expenses	\$ —	\$ 8.7	\$ 10.5
General and administrative expense ratio	—%	17.3%	28.8%

The significant increase in the MUSIC Run-Off segment's acquisition cost ratio for 2012, versus those for 2011 and 2010, is due to the ceding commission (the "MUSIC Ceding Commission") associated with the business we have assumed from Selective in connection with the MUSIC Sale. The MUSIC Ceding Commission was designed to reimburse Selective for its general and administrative costs incurred in support of the business it cedes to us. As a result, the MUSIC Run-Off segment did not incur any general and administrative expenses in 2012 and is not expected to incur any such costs in future periods.

Prior to the MUSIC Sale, the MUSIC Run-Off segment's acquisition cost ratio consisted of commissions, premium taxes, excise taxes and profit commissions and its general and administrative expenses consisted of: (i) salaries, employee benefits, incentive compensation and premises expenses; and (ii) intercompany allocations of information technology and other centrally-managed expenses.

The decrease in MUSIC Run-Off's general and administrative expenses during 2011, versus those of 2010, primarily represents lower incentive compensation expenses as a result of significant catastrophe losses incurred during 2011, which adversely impacted Company performance during that year.

At the time of the MUSIC Sale, MUSIC had 44 employees, all of whom were retained by Selective.

## CORPORATE AND OTHER

Corporate and Other, which collectively represents the Company, certain intermediate holding and service companies and intercompany eliminations relating to inter-segment reinsurance and service charges, is not considered to be an operating segment of our business. The underwriting losses generated by Corporate and Other principally reflect general and administrative expenses we incur in support of our various operating companies.

Our Corporate and Other results for the years ended December 31, 2012, 2011 and 2010 were as follows:

(Millions)	Year Ended December 31,		
	2012	2011	2010
Gross premiums written	\$ 3.9	\$ (14.2)	\$ (13.7)
Ceded reinsurance premiums	(3.9)	14.2	13.7
Net premiums written	—	—	—
General and administrative expenses	(32.1)	(24.0)	(26.8)
<b>Underwriting loss</b>	<b>\$ (32.1)</b>	<b>\$ (24.0)</b>	<b>\$ (26.8)</b>

The gross premiums written and ceded reinsurance premiums presented within Corporate and Other represent the elimination of intercompany excess-of-loss reinsurance arrangements between Montpelier Bermuda and Montpelier Syndicate 5151 and between Montpelier Syndicate 5151 and MUSIC Run-Off while they were in force.



The gross and net premiums associated with these inter-segment arrangements during the years presented were as follows:

	Year Ended December 31, 2012			Year Ended December 31, 2011		
	Gross premiums written	Ceded reins. premiums	Net premiums written	Gross premiums written	Ceded reins. premiums	Net premiums written
(Millions)						
Montpelier Bermuda	\$ (3.9)	\$ —	\$ (3.9)	\$ 13.0	\$ —	\$ 13.0
Montpelier Syndicate 5151	—	3.9	3.9	1.2	(13.0)	(11.8)
MUSIC Run-Off	—	—	—	—	(1.2)	(1.2)
Total inter-segment premiums	<u>\$ (3.9)</u>	<u>\$ 3.9</u>	<u>\$ —</u>	<u>\$ 14.2</u>	<u>\$ (14.2)</u>	<u>\$ —</u>

	Year Ended December 31, 2010		
	Gross premiums written	Ceded reins. premiums	Net premiums written
(Millions)			
Montpelier Bermuda	\$ 12.4	\$ —	\$ 12.4
Montpelier Syndicate 5151	1.3	(12.4)	(11.1)
MUSIC Run-Off	—	(1.3)	(1.3)
Total inter-segment premiums	<u>\$ 13.7</u>	<u>\$ (13.7)</u>	<u>\$ —</u>

The following table summarizes the general and administrative expenses of Corporate and Other during the years ended December 31, 2012, 2011 and 2010:

	Year Ended December 31,		
	2012	2011	2010
(Millions)			
Operating expenses	\$ 18.4	\$ 19.5	\$ 15.1
Incentive compensation expenses	13.7	4.5	11.7
General and administrative expenses	<u>\$ 32.1</u>	<u>\$ 24.0</u>	<u>\$ 26.8</u>

Operating expenses recorded within Corporate and Other include salaries and benefits, information technology costs, director fees, legal and consulting expenses, corporate insurance premiums, audit fees and fees associated with being a publicly traded company. Operating expenses incurred during 2012 decreased, versus those of 2011, primarily as a result of reductions in software depreciation. The increase in operating expenses experienced from 2010 to 2011 relates primarily to increased allocations of our centrally managed information technology costs to Corporate and Other.

Incentive compensation expenses recorded at Corporate and Other consist of two independent components. The first component represents amounts that are not, or are no longer, dependent on Company performance and consist of: (i) Fixed RSUs and Variable RSUs granted in prior years that have been effectively converted to Fixed RSUs because the performance goal has been formally achieved at a level that permits payout; and (ii) the portion of annual employee cash bonuses that is based on individual employee performance goals. The second component represents amounts that are entirely dependent on Company performance and consist of: (i) Variable RSUs in the Initial RSU Period; and (ii) the portion of annual employee cash bonuses that is based on Company performance.

The increase in Corporate and Other's incentive compensation expenses during 2012, versus those of 2011, is the result of significantly improved Company performance during 2012. The decrease in incentive compensation expenses during 2011, versus those of 2010, is the result of significant catastrophe losses incurred during 2011, which adversely impacted Company performance during that year.

## II. Review of Non-Underwriting Results - Consolidated

### Net Investment Income and Total Return on Cash and Investments

The following table summarizes our consolidated net investment income and total return on cash and investments for the years ended December 31, 2012, 2011 and 2010:

(\$ in millions)	Year Ended December 31,		
	2012	2011	2010
Investment income	\$ 73.4	\$ 74.3	\$ 81.7
Investment expenses	(6.3)	(5.6)	(7.7)
Net investment income	67.1	68.7	74.0
Net realized investment gains	56.7	34.6	33.6
Net unrealized investment gains (losses)	25.7	(8.4)	17.0
Net income (loss) from investment-related derivative instruments:			
Foreign Exchange Contracts - investment activities	(3.9)	1.4	0.6
Credit Derivatives	(0.4)	(4.9)	—
Interest Rate Contracts	2.7	(7.5)	(0.1)
Investment Options and Futures	(0.3)	2.8	(6.7)
Net foreign exchange transaction gains (losses) - investing activities	2.3	(3.5)	0.1
Reclassification of inception-to-date net unrealized gains - Symetra	—	—	(2.6)
<b>Total return on cash and investments (\$)</b>	<b>\$ 149.9</b>	<b>\$ 83.2</b>	<b>\$ 115.9</b>
Weighted average investment portfolio, including cash and cash equivalents <sup>(1)</sup>	\$ 2,987	\$ 2,856	\$ 2,676
<b>Investment return on cash and investments (%)</b>	<b>5.2%</b>	<b>3.0%</b>	<b>4.4%</b>

<sup>(1)</sup> Beginning in June 2012, our weighted average investment portfolio calculations exclude those cash and cash equivalents that served to collateralize Blue Water Re's reinsurance operations. These assets generate virtually no investment income and the return on these invested assets is reflected as Blue Water Re's underwriting result, and is included in our combined ratio.

Our total return on cash and investments for 2012 was higher than that of 2011, due primarily to significantly higher net realized and unrealized investment gains experienced in 2012. Our total return on cash and investments for 2011 was lower than that of 2010, due primarily to lower net realized and unrealized investment gains and lower net investment income experienced in 2011.

Despite a higher average investment portfolio balance, our investment income has decreased each year since 2010, due to continual declines in market interest rates.

Investment expenses incurred during 2012 were higher than those incurred during 2011 due to: (i) an increase in the weighted average value of the portfolio; and (ii) changes in the allocation of invested balances among investment managers. Investment expenses in 2011 were lower than those incurred during 2010, despite a higher weighted average value, due to changes in the allocation of invested balances among investment managers.

During 2012 we recognized \$64.4 million in net realized and unrealized gains from our fixed maturity portfolio, \$8.8 million in net realized and unrealized gains from our equity portfolio and \$9.2 million in net realized and unrealized gains from our other investments. The fixed maturity net gains we experienced during 2012 were largely the result of declines in U.S. Treasury yields as well as tightening credit spreads between the yield on the fixed maturity investments we held versus that of U.S. Treasuries. The equity portfolio net gains we experienced during 2012 were consistent with trends experienced by the U.S. equity market as a whole, as measured by the S&P 500 Index. The other investment net gains we experienced during 2012 related primarily to the performance of certain private investment funds.

During 2011 we recognized \$34.0 million in net realized and unrealized gains from our fixed maturity portfolio, \$1.5 million in net realized and unrealized losses from our equity portfolio and \$6.3 million in net realized and unrealized losses from our other investments. The fixed maturity net gains we experienced during 2011 were largely the result of declines in U.S. Treasury yields as well as tightening credit spreads between the yield on the fixed maturity investments we held versus that of U.S. Treasuries. The equity portfolio net losses we experienced during 2011 followed a trend consistent with that of the U.S. equity market as a whole, as measured by the S&P 500. The other investment net losses we experienced during 2011 included a \$4.7 million unrealized loss associated with a private investment fund.

During 2010 we recognized \$21.2 million in net realized and unrealized gains from our fixed maturity portfolio, \$25.1 million in net realized and unrealized gains from our equity portfolio and \$4.3 million in net realized and unrealized gains from our other investments. The fixed maturity and other investment net gains we experienced during 2010 were largely the result of declines in U.S. Treasury yields as well as tightening credit spreads between the yield on the fixed maturity investments we held versus that of U.S. Treasuries. The equity portfolio net gains we experienced during 2010 followed a trend consistent with that of the U.S. equity market, as measured by the S&P 500. The net gains from other investments previously mentioned were partially offset by a \$4.3 million realized loss from a limited partnership investment.

Certain of our investment managers have entered into derivative contracts for investment purposes. Our total net losses from investment-related derivative instruments during 2012, 2011 and 2010 were \$1.9 million, \$8.2 million and \$6.2 million, respectively. Each of our derivative instruments, as well as the income and loss derived therefrom during the years presented, are described in Note 7 of the Notes to Consolidated Financial Statements.

During 2012, 2011 and 2010, we experienced net foreign exchange transaction gains (losses) on cash and investments (those in connection with our investing activities) of \$2.3 million, \$(3.5) million and \$0.1 million, respectively. These foreign exchange transaction gains and losses represent foreign exchange fluctuations in the value of our non-U.S. dollar managed cash and investments.

We formerly owned an investment in Symetra Financial Corporation ("Symetra"), which we acquired through in a private placement investment made in 2004. In January 2010, Symetra's common shares began trading on the New York Stock Exchange under the symbol "SYA". Symetra was originally carried as an other investment on our consolidated balance sheets and its net appreciation or depreciation was reported as a separate component of our shareholders' equity, with changes therein reported as a component of our other comprehensive income. As a result of the Symetra IPO, during 2010 we reclassified the cumulative net appreciation associated with our investment in Symetra, which totaled \$2.6 million at December 31, 2009, from other comprehensive income to net unrealized investment gains on our consolidated statements of operations and moved that investment from other investments to equity securities on our consolidated balance sheets.

As of December 31, 2012, 2011 and 2010, our Level 3 investments measured at fair value, as defined in GAAP, totaled \$124.3 million (or 4.5%), \$83.7 million (or 3.3%) and \$85.2 million (or 3.4%) of our total invested assets measured at fair value, respectively. Our investments classified as Level 3 consist primarily of the following: (i) with respect to our fixed maturity investments, bank loans and certain asset-backed securities, many of which are not actively traded; and (ii) with respect to our other investments, certain limited partnership interests and private investment funds. The increase in our Level 3 investments during 2012, versus that of the prior periods presented, is primarily the result of additional investments in bank loans we made during 2012.

### ***Net Foreign Exchange Gains (Losses)***

The following table summarizes the components of our consolidated net foreign exchange gains (losses) for the years ended December 31, 2012, 2011 and 2010:

(Millions)	Year Ended December 31,		
	2012	2011	2010
Net foreign exchange transaction gains (losses) - investing activities	\$ 2.3	\$ (3.5)	\$ 0.1
Net foreign exchange transaction gains (losses) - other activities	(15.1)	(1.7)	2.2
Net foreign exchange gains (losses)	<u>\$ (12.8)</u>	<u>\$ (5.2)</u>	<u>\$ 2.3</u>

See "Net Investment Income and Total Return on Cash and Investments" above for details of our net foreign exchange transaction gains (losses) we experienced in connection with our investing activities during the years presented.

The net foreign exchange transaction gains (losses) we experienced in connection with our other activities represent net foreign exchange gains and losses resulting from: (i) Montpelier Bermuda's premiums receivable that are denominated in currencies other than the U.S. dollar (Montpelier Bermuda's functional currency); and (ii) Montpelier Syndicate 5151's assets and liabilities that are denominated in currencies other than the British pound (Montpelier Syndicate 5151's functional currency), including those denominated in U.S. dollars. These net transaction gains and losses do not include: (i) fluctuations associated with Montpelier Bermuda's and Montpelier Syndicate 5151's losses and LAE, which we record as favorable or unfavorable loss reserve development; (ii) the income or loss associated with those foreign currency exchange agreements we enter into in order to mitigate the financial effects of certain foreign exchange rate fluctuations, see "*Net Income (Loss) from Derivative Instruments*"; and (iii) any offsetting foreign currency translation gains and losses we recognize through our comprehensive income or loss associated with Montpelier Syndicate 5151's assets and liabilities (those other than its loss and LAE reserves) that are denominated in U.S. dollars.

The net foreign exchange transaction gains (losses) we experienced during the years presented associated with our other activities is primarily due to a strengthening (weakening) of the U.S. dollar against the British pound, the European Union euro and the New Zealand dollar, during such periods.

### ***Net Income (Loss) from Derivative Instruments***

The following table presents our consolidated net income (loss) from derivative instruments during the years ended December 31, 2012, 2011 and 2010:

(Millions)	Year Ended December 31,		
	2012	2011	2010
Foreign Exchange Contracts - underwriting activities	\$ 7.5	\$ 5.7	\$ 1.5
Foreign Exchange Contracts - investing activities	(3.9)	1.4	0.6
Credit Derivatives	(0.4)	(4.9)	—
Interest Rate Contracts	2.7	(7.5)	(0.1)
Investment Options and Futures	(0.3)	2.8	(6.7)
ILW Swap	(0.8)	(0.7)	(0.3)
ILW Contract	—	0.1	0.3
UST Contract	0.6	—	—
LIBOR Swap	(2.2)	—	—
Net income (loss) from derivative instruments	<u>\$ 3.2</u>	<u>\$ (3.1)</u>	<u>\$ (4.7)</u>

See Note 7 of the Notes to Consolidated Financial Statements for a description of each of our derivative instruments.

### ***Gain on MUSIC Sale***

On December 31, 2011, we completed the MUSIC Sale, received total proceeds of \$54.9 million therefrom and recorded a gain on the sale of \$11.1 million, which is net of \$1.0 million in expenses related to the transaction.

### ***Other Revenue***

Our other revenue is comprised of: (i) services provided to third parties consisting of third party commissions formerly earned by PUAL, transitional services provided to Selective in connection with the MUSIC Sale and advisory fees and royalties earned from providing catastrophe modeling services and technology to third parties; (ii) recognition of the proceeds from the Loss Development Cover; (iii) interest on funds advanced to ceding companies to cover losses in accordance with contract terms; and (iv) the loss recognized on the sale of PUAL.

The following table summarizes our consolidated other revenue for the years ended December 31, 2012, 2011 and 2010:

(Millions)	Year Ended December 31,		
	2012	2011	2010
Services provided to third parties	\$ 1.0	\$ 0.5	\$ 0.5
Revenue from the Loss Development Cover	0.2	—	—
Interest on funds advanced	0.1	—	0.3
Loss on sale of PUAL	(0.5)	—	—
Other revenue	<u>\$ 0.8</u>	<u>\$ 0.5</u>	<u>\$ 0.8</u>

## **Interest and Other Financing Expenses**

The following table summarizes our consolidated interest and other financing expenses for the years ended December 31, 2012, 2011 and 2010:

(Millions)	Year Ended December 31,		
	2012	2011	2010
Interest expense and amortization of issuance costs - 2013 Senior Notes	\$ 11.7	\$ 14.0	\$ 14.0
Interest expense - Trust Preferred Securities	4.3	5.3	8.7
Interest expense and amortization of discount and issuance costs - 2022 Senior Notes	3.4	—	—
Letter of credit and trust fees	1.0	1.3	1.9
Interest and other financing expenses	<u>\$ 20.4</u>	<u>\$ 20.6</u>	<u>\$ 24.6</u>

We issued the 2022 Senior Notes on October 5, 2012, and the majority of the net proceeds were used to redeem the 2013 Senior Notes on November 5, 2012. We incurred \$1.2 million of incremental interest resulting from having both of these debt issuances outstanding during that period (which constituted the redemption notice period we were required to provide to holders of the 2013 Senior Notes).

Excluding the incremental interest associated with the issuance of the 2022 Senior Notes described above, our interest and other financing expenses decreased during 2012, as compared to 2011 and 2010. These reductions were mainly due to: (i) the interest rate on our \$100.0 million of capital securities (the "Trust Preferred Securities") moving from an 8.55% per annum fixed rate to a floating rate, effective March 30, 2011 (this floating rate varied from 4.05% to 4.38% during the period from March 30, 2011 to December 31, 2011 and from 4.11% to 4.38% during 2012); and (ii) continual reductions in letter of credit fees experienced since 2010 as a result of the Reinsurance Trust and the Lloyd's Capital Trust replacing letter of credit facilities that we allowed to expire in accordance with their terms.

## **Loss on Early Extinguishment of Debt**

On November 5, 2012, we fully redeemed the 2013 Senior Notes at a "make-whole" redemption price of \$237.6 million (104.2% of the principal thereof), plus accrued and unpaid interest to the redemption date. In connection with the redemption of the 2013 Senior Notes, we recorded a loss on early extinguishment of debt of \$9.7 million.

## **Income Taxes**

We are domiciled in Bermuda and have subsidiaries that are domiciled in the U.S., the U.K. and Switzerland. At the present time, no income taxes are levied in Bermuda and the Company and its Bermuda-domiciled subsidiaries have received an assurance from the Bermuda Minister of Finance exempting them from all Bermuda-imposed income, withholding and capital gains taxes until March 31, 2035.

During 2012 we recorded a net tax provision of \$0.3 million consisting of a current tax provision of \$0.8 million, partially offset by a deferred tax benefit of \$0.5 million. During 2011 and 2010, we recorded a deferred tax benefit of \$0.6 million and \$1.3 million, respectively.

The movements in our income tax provisions during the years presented herein were associated primarily with our U.K. operations. In particular, during 2010 we re-characterized an existing intercompany loan between two of our wholly-owned subsidiaries as a contribution of capital. In connection with this re-characterization, we recorded a one-time \$1.0 million deferred income tax benefit representing: (i) current and prior year reversals of U.K. deferred income tax provisions; and (ii) the amended treatment of foreign exchange gains experienced while the loan was outstanding.

During 2012, 2011 and 2010, our Bermuda operations generated income (loss) before income taxes of \$232.2 million, \$(105.5) million and \$226.6 million, respectively.

During 2012, 2011 and 2010, our U.K. operations generated losses before income taxes of \$4.4 million, \$18.0 million and \$1.3 million, respectively, and certain of these operations are currently in a net operating loss position. Due to the uncertainty at this time as to whether such operations will generate sufficient taxable income in future periods to utilize the resulting U.K. gross deferred tax assets, we have established offsetting valuation allowances against the majority of these assets.



During 2012, 2011 and 2010, our U.S. operations generated income (loss) before income taxes of \$0.1 million, \$7.7 million and \$(14.6) million, respectively, and are currently in a cumulative net operating loss position. Due to the uncertainty at this time as to whether such operations will generate sufficient taxable income in future periods to utilize such assets, we have established offsetting valuation allowances against each of our existing U.S. gross deferred tax assets.

During 2012, 2011 and 2010, our income taxes relating to our Switzerland operations totaled less than \$0.1 million.

### ***Dividends Declared on Preferred Shares***

During 2012 we declared \$13.3 million in cash dividends on our Preferred Shares. During 2011 we declared \$9.1 million in cash dividends on our Preferred Shares from May 10, 2011 to December 31, 2011, the interim period during which the Preferred Shares were outstanding during that year.

## **III. Liquidity and Capital Resources**

### ***Liquidity***

The Company has no operations of its own and relies on dividends and distributions from its subsidiaries to pay its operating expenses, interest on debt, dividends to holders of Preferred Shares and Common Shares and to fund any Common Share repurchase activities. There are restrictions on the payment of dividends to the Company from its regulated operating companies as described under “*Regulation*” herein. We currently pay a regular dividend of \$0.115 per Common Share per quarter and our Preferred Shares have a stated dividend rate of 8.875% per year. Any future determination to pay dividends to holders of Common Shares and Preferred Shares will, however, be at the discretion of the Board and will be dependent upon many factors, including our results of operations, cash flows, financial position, capital requirements, general business opportunities, and legal, tax, regulatory and contractual restrictions.

The primary sources of cash for our regulated operating subsidiaries are premium collections, investment income and sales and maturities of investments. The primary uses of cash for our operating subsidiaries are payments of losses and LAE, acquisition costs, operating expenses, investment purchases and dividends and distributions paid to the Company.

As a provider of short-tail insurance and reinsurance, mainly from natural and man-made catastrophes, we could be required to pay significant losses on short notice. As a result, we have structured our fixed maturity investment portfolio with high-quality securities with a short average duration in order to reduce our sensitivity to interest rate fluctuations and to provide adequate liquidity for the settlement of our expected liabilities. As of December 31, 2012, our fixed maturities had an average credit quality of “AA-” (Very Strong) from Standard & Poor’s and an average duration of 3.3 years. If our calculations with respect to the timing of the payment of our liabilities are incorrect, or if we improperly structure our investment portfolios, we could be forced to liquidate our investments prior to maturity, potentially at a significant loss.

As of December 31, 2012, our sources of immediate and unencumbered liquidity consisted of: (i) \$187.6 million of cash and cash equivalents; (ii) \$251.4 million of highly liquid fixed maturity investments which currently trade at a very narrow bid-ask spread and whose proceeds are available within two business days; and (iii) \$505.5 million of liquid fixed maturity investments which currently trade at a narrow bid-ask spread and whose proceeds are available within four business days. Further, we believe that we have significant sources of additional liquidity within our fixed maturity investment portfolio, although the bid-ask spreads associated with such investment securities would likely be broader, perhaps significantly, than those with respect to the securities referred to above, particularly if a large individual investment were required to be liquidated in an expeditious manner. We also believe that we have additional liquidity within our portfolio of equity securities, whose proceeds are available within four business days.

We do not currently have a revolving credit facility because we anticipate that our current cash and cash equivalent balances, our capacity to raise additional cash through sales and maturities of investments and our projected future cash flows from operations will be sufficient to cover our cash obligations under most loss scenarios through the foreseeable future.



## Capital Resources

The following table summarizes our capital structure as of December 31, 2012 and December 31, 2011:

(Millions)	December 31,	
	2012	2011
2022 Senior Notes, at face value	\$ 300.0	\$ —
2013 Senior Notes, at face value	—	228.0
Trust Preferred Securities	100.0	100.0
Total Debt	\$ 400.0	\$ 328.0
Preferred Shareholders' Equity	150.0	150.0
Common Shareholders' Equity	1,479.4	1,399.3
Total Capital	\$ 2,029.4	\$ 1,877.3

Our total capital increased by \$152.1 million during 2012 as a result of our recording comprehensive income of \$228.4 million, recognizing \$10.2 million of additional paid-in capital through the amortization and issuances of share-based compensation, declaring \$37.6 million in dividends to holders of Common Shares and Preferred Shares, repurchasing \$120.9 million of Common Shares, issuing \$300.0 million of 2022 Senior Notes and extinguishing \$228.0 million of 2013 Senior Notes.

The 2022 Senior Notes, which were issued on October 5, 2012, bear interest at a fixed rate of 4.70% per annum, payable semi-annually in arrears on April 15 and October 15 of each year (beginning April 15, 2013), and were issued at a price of 99.682% of their principal amount, providing an effective yield to investors of 4.74%. We may redeem the 2022 Senior Notes at any time, in whole or in part, at a “make-whole” redemption price, plus accrued and unpaid interest.

The 2013 Senior Notes were fully redeemed on November 5, 2012, at a “make-whole” redemption price of \$237.6 million (104.2% of the principal thereof), plus accrued and unpaid interest to the redemption date.

The Trust Preferred Securities mature on March 30, 2036, but are redeemable at our option at par. The Trust Preferred Securities bore interest at 8.55% per annum through March 29, 2011, and thereafter at a floating rate of 3-month LIBOR plus 380 basis points, reset quarterly. We currently have no intention of redeeming the Trust Preferred Securities.

The LIBOR Swap, which we entered into in February 2012, will result in the future net cash flows in connection with the Trust Preferred Securities, for the five-year period beginning March 30, 2012, being the same as if these securities bore interest at a fixed rate of 4.905%, provided we hold the LIBOR Swap to its maturity.

We issued the Preferred Shares in May 2011. The Preferred Shares have no stated maturity, and are not subject to any sinking fund or mandatory redemption and are not convertible into any other securities. Except in certain limited circumstances, the Preferred Shares are not redeemable prior to May 10, 2016. After that date, we may redeem the Preferred Shares at our option, in whole or in part, at a price of \$25.00 per share plus any declared and unpaid dividends.

None of the 2022 Senior Notes, the Trust Preferred Securities or the Preferred Shares contain any covenants regarding financial ratios or specified levels of net worth or liquidity to which we must adhere.

We may need to raise additional capital in the future, through the issuance of debt, equity or hybrid securities, in order to, among other things, write new business, incur and/or pay significant losses, respond to, or comply with, any changes in the capital requirements that rating agencies or various regulatory bodies use to evaluate us, acquire new businesses, invest in existing businesses or refinance our existing obligations.

The issuance of any new debt, equity or hybrid financial instruments might contain terms and conditions that are more unfavorable to holders of our Common and Preferred Shares than those contained within our current capital structure. More specifically, any new issuances of equity or hybrid securities could include the issuance of securities with rights, preferences and privileges that are senior or otherwise superior to those of our Common and Preferred Shares and could be dilutive to our existing holders of these equity securities. Further, if we cannot obtain adequate capital on favorable terms or otherwise, our business, financial condition and operating results could be adversely affected.

## **Letter of Credit Facilities and Trusts**

In the normal course of our business, we maintain letter of credit facilities and trust arrangements as a means of providing collateral and/or statutory credit to certain of our constituents. These letter of credit facilities and trust arrangements are secured by collateral accounts containing cash and investments.

The agreements governing our letter of credit facilities contain covenants that limit our ability, among other things, to grant liens on our assets, sell our assets, merge or consolidate, incur debt and enter into certain agreements. In addition, the syndicated secured facilities require us to maintain a debt to capital ratio of no greater than 30% and for Montpelier Re to maintain an A.M. Best financial strength rating of no less than "B++". If we were to fail to comply with these covenants or fail to meet these financial ratios, the lenders could revoke these facilities and exercise remedies against our collateral. As of December 31, 2012 and 2011, our debt to capital ratio (which, as defined in such agreements, is the amount of our senior unsecured debt outstanding divided by the sum of: (i) the amount of our senior unsecured debt outstanding; and (ii) the amount of our total shareholders' equity, expressed as a percentage) was 15.5% and 12.8%, respectively, and Montpelier Re's A.M. Best financial strength rating was "A" (with a stable outlook) and "A-" (with a positive outlook), respectively.

In 2010 we established the Reinsurance Trust (as a means of providing statutory credit to Montpelier Re's cedants) and the Lloyd's Capital Trust (as a means of satisfying Lloyd's capital requirements). As a result of these, and other, trust arrangements we currently utilize, our ongoing reliance on letter of credit facilities has been significantly reduced. See Note 6 of the Notes to Consolidated Financial Statements.

## **Contractual Obligations and Commitments**

Below is a schedule of our material contractual obligations and commitments as of December 31, 2012:

Millions	Due in One Year or Less	Due in One to Three Years	Due in Three to Five Years	Due After Five Years	Total
Loss and LAE reserves	\$ 420.2	\$ 422.4	\$ 153.5	\$ 116.3	\$ 1,112.4
Debt	—	—	—	400.0	400.0
Interest and other financing expenses	19.1	38.1	38.1	158.3	253.6
Letter of credit fees	1.0	—	—	—	1.0
Noncancellable operating leases	5.6	8.9	3.5	0.3	18.3
Unfunded investment commitments	14.8	—	—	—	14.8
Total contractual obligations and commitments	\$ 460.7	\$ 469.4	\$ 195.1	\$ 674.9	\$ 1,800.1

Our loss and LAE reserves do not have contractual maturity dates. Our expected loss and LAE reserve obligations are based on historical loss and LAE reserve payment patterns.

Our debt and interest and other financing obligations assume that the Trust Preferred Securities are redeemed upon their maturity in March 2036, and that the interest rate thereon remains at 4.905% per year, the rate that we have achieved through the LIBOR Swap.

Our letter of credit facilities are cancellable upon one-years' notice and are assumed to have been cancelled on December 31, 2012.

Our unfunded commitments to invest \$14.8 million into three separate private investment funds are assumed to be fully funded during 2013.

## **Off-Balance Sheet Arrangements**

Our Foreign Exchange Contracts, Credit Derivatives, Interest Rate Contracts, Investment Options and Futures and the Loss Development Cover each constitute off-balance sheet arrangements. Excluding these specific transactions, as of December 31, 2012, we were not subject to any off-balance sheet arrangement that we believe is material to our investors.

## **Cash Flows**

During 2012, 2011 and 2010 we experienced a net increase (decrease) in cash and cash equivalents of \$(9.5) million, \$108.0 million and \$30.2 million, respectively.

During 2012, 2011 and 2010 we generated \$200.8 million, \$166.8 million and \$317.7 million of net cash from our operations, respectively, which resulted primarily from our premiums received, net of acquisition costs, exceeding our net losses and operating expenses paid.

During 2012, 2011 and 2010 our cash flows used for, or provided from, investing and financing activities widely fluctuated, mainly as a result of: (i) the extent of our repurchases of Common Shares in each of those years; (ii) the issuance of the 2022 Senior Notes and the extinguishment of the 2013 Senior Notes in 2012; (iii) the issuance of the Preferred Shares in 2011; and (iv) purchases and sales of investment securities undertaken in connection with, or as a result of, these financing activities.

Detailed information regarding our cash flows for the years ended December 31, 2012, 2011 and 2010, follows:

### For the Year Ended December 31, 2012

Our cash flows provided from operations totaled \$200.8 million in 2012.

Our cash flows used for investing activities totaled \$128.9 million, resulting from the following:

- we paid \$224.7 million for net purchases of fixed maturity investments,
- we received \$38.4 million from net sales of equity securities and other investments,
- we paid \$1.0 million in expenses related to the MUSIC Sale,
- we received \$0.7 million in settlements of investment-related derivative instruments,
- we had a \$58.1 million decrease in our restricted cash, and
- we paid \$0.4 million to acquire capitalized assets.

Our cash flows used for financing activities totaled \$86.8 million, resulting from the following:

- we paid \$228.0 million to extinguish the 2013 Senior Notes,
- we received \$299.1 million from the issuance of the 2022 Senior Notes,
- we paid \$2.7 million in expenses related to the issuance of the 2022 Senior Notes,
- we paid \$117.5 million to repurchase Common Shares, and
- we paid \$37.7 million in dividends to holders of Common Shares and Preferred Shares.

We also experienced a \$5.4 million increase in the U.S. dollar value of our cash and cash equivalents due to foreign exchange rate fluctuations.

### For the Year Ended December 31, 2011

Our cash flows provided from operations totaled \$166.8 million.

Our cash flows used for investing activities totaled \$84.2 million, resulting from the following:

- we paid \$25.6 million for net purchases of fixed maturity investments,
- we received \$2.7 million from net sales of equity securities and other investments,
- we received \$51.2 million in connection with the MUSIC Sale,
- we paid \$8.4 million in settlements of investment-related derivative instruments,
- we had a \$101.3 million increase in our restricted cash,
- we paid \$2.1 million in investment performance fees, and
- we paid \$0.7 million to acquire capitalized assets.

Our cash flows provided from financing activities totaled \$26.7 million, resulting from the following:

- we paid \$87.9 million to repurchase Common Shares,
- we received \$145.4 million upon the issuance of the Preferred Shares, and
- we paid \$30.8 million in dividends to holders of Common Shares and Preferred Shares.

We also experienced a \$1.3 million decrease in the U.S. dollar value of our cash and cash equivalents due to foreign exchange rate fluctuations.

#### For the Year Ended December 31, 2010

Our cash flows provided from operations totaled \$317.7 million.

Our cash flows provided from investing activities totaled \$30.3 million, resulting from the following:

- we paid \$19.3 million for net purchases of fixed maturity investments,
- we received \$52.9 million from net sales of equity securities and other investments,
- we paid \$7.8 million in net settlements of investment-related derivative instruments,
- we had a \$14.9 million decrease in our restricted cash,
- we paid \$9.8 million in investment performance fees, and
- we paid \$0.6 million to acquire capitalized assets.

Our cash flows used for financing activities totaled \$315.8 million, resulting from the following:

- we paid \$1.0 million to repurchase and retire a portion of our 2013 Senior Notes,
- we paid \$288.6 million to repurchase Common Shares, and
- we paid \$26.2 million in dividends to holders of our Common Shares.

We also experienced a \$2.0 million decrease in the U.S. dollar value of our cash and cash equivalents due to foreign exchange rate fluctuations.

#### ***Cash and Cash Equivalents Held by Our U.S. and U.K. Subsidiaries***

As of December 31, 2012, we had total cash and cash equivalents of \$330.8 million. Of this amount, \$212.7 million was held in Bermuda, \$102.4 million was held in the U.K., \$14.6 million was held in the U.S. and \$1.1 million was held in Switzerland.

Of our cash and cash equivalents held in the U.K. at December 31, 2012, \$89.1 million represented amounts held in the Lloyd's Premiums Trust Funds which may be used for the payment of Syndicate 5151's claims and valid expenses but can only be distributed to its parent annually, subject to meeting Lloyd's requirements. We do not currently have the intent or ability to repatriate such funds to its parent.

In January 2012, our U.S. operations repatriated \$53.5 million in cash to the Company in Bermuda, representing the majority of the proceeds we received from the MUSIC Sale. We did not incur any income or withholding taxes associated with this repatriation.

#### **IV. Summary of Critical Accounting Estimates**

Our Consolidated Financial Statements have been prepared in accordance with GAAP. The preparation of these financial statements requires us to make estimates and assumptions that affect the reported and disclosed amounts of our assets and liabilities as of the balance sheet dates and the reported amounts of our revenues and expenses during the reporting periods. We believe the items that require the most subjective and complex estimates are: (i) our loss and LAE reserves; (ii) our written and earned insurance and reinsurance premiums; (iii) our ceded reinsurance; and (iv) our share-based compensation.

The following discussion provides detailed information regarding our use of estimates and assumptions as it relates to such items.

## **Loss and LAE Reserves**

Our loss and LAE reserves represent estimates of future amounts needed to pay our claims and related expenses (such as claim adjusters' fees and litigation expenses) for insured losses that have occurred. The process of estimating these reserves involves a considerable degree of judgment and our estimates as of any given date are inherently uncertain.

Estimating loss and LAE reserves requires us to make assumptions regarding reporting and development patterns, frequency and severity trends, claims settlement practices, potential changes in legal environments, inflation, loss amplification and other factors. These estimates and judgments are based on numerous considerations and are often revised as: (i) we receive changes in loss amounts reported by ceding companies; (ii) we obtain additional information, experience or other data; (iii) new or improved methodologies are developed; or (iv) laws change.

Our loss and LAE reserves relating to short-tail property risks are typically reported to us and settled more promptly than those relating to our long-tail risks. However, the timeliness of loss reporting can be affected by such factors as the nature of the event causing the loss, the location of the loss, whether the loss is from policies in force with primary insurers or with reinsurers and where our exposure falls within the cedant's overall reinsurance program. In the case of our reinsurance business, our reserving process is highly dependent on the loss information we receive from ceding companies.

Our loss and LAE reserves are comprised of case reserves (which are based on claims that have been reported to us) and IBNR reserves (which are based on losses that we believe to have occurred but for which claims have not yet been reported to us and which may include a provision for expected future development on our case reserves).

Our case reserve estimates are initially determined on the basis of loss reports received from third parties. Our IBNR reserve estimates are determined using various actuarial methods as well as a combination of our own historical loss experience, historical insurance industry loss experience, estimates of pricing adequacy trends and our professional judgment. The process we use to estimate our IBNR reserves involves projecting our estimated ultimate loss and LAE reserves and then subtracting paid claims and case reserves as notified by the ceding company, to arrive at our IBNR reserve.

Our primary focus is on short-tail property treaty reinsurance, written on both an excess-of-loss and proportional basis. We also underwrite direct insurance and facultative reinsurance, as well as specialty casualty risks. The nature and extent of our judgment in the reserving process depends upon the type of business.

Most of our treaty reinsurance contracts comprise business which has both a low frequency of claims occurrence and a high potential severity of loss, such as claims arising from natural catastrophes, terrorism, large individual property risks, and marine, space and aviation risks. Given the high-severity, low-frequency nature of these events, the losses typically generated therefrom do not lend themselves to traditional actuarial reserving methods, such as statistical calculations of a range of estimates surrounding the best point estimate of our loss and LAE reserves. Therefore, our reserving approach for these types of coverages is to estimate the ultimate cost associated with a single loss event rather than analyzing the historical development patterns of past losses as a means of estimating ultimate losses for an entire accident year. We estimate our reserves for these large events on a contract-by-contract basis by means of a review of policies with known or potential exposure to a particular loss event.

The two primary bases for estimating the ultimate loss associated with a large event are: (i) actual and precautionary claims advices received from the cedant; and (ii) the nature and extent of the impact the event is estimated to have on the industry as a whole. Immediately after a loss event, the estimated industry market loss is the primary driver of our ultimate loss from such event. In order to estimate the nature and extent of the event, we rely on output provided by commercially available catastrophe models, as well as proprietary models developed in-house. The exposure of each cedant potentially affected by the event is analyzed on the basis of this output. As the amount of information received from cedants increases during the period following an event, so does our reliance on this correspondence. The quality of the cedant's historical evaluation of losses and loss information received from other cedants in relation to the same event are considered as we migrate from industry loss-based estimates to specific cedant information.



While the approach we use in reserving for large events is applied with consistency, at any point in time the specific reserving assumptions may vary among contracts. The assumptions for a specific contract may depend upon the class of business, historical reporting patterns of the cedant, whether or not the cedant provides an IBNR estimate, how much of the loss has been paid, the number of underlying claims still open and other factors. For example, the expected loss development for a contract with 1% of its claims still open would likely be less than for a contract with 50% of its claims still open.

For non-catastrophe losses, we often apply trend-based actuarial methodologies in setting reserves, including paid and incurred loss development, Bornheutter-Ferguson and frequency and severity techniques. We also utilize industry loss ratio and development pattern information in conjunction with our own experience. The weight given to a particular method will depend on many factors, including the homogeneity within the class of business, the volume of losses, the maturity of the accident year and the length of the expected development tail. For example, development methods rely on reported losses, while expected loss ratio methods are typically based on expectations established prior to a notification of loss. Therefore, as an accident year matures, we may migrate from an expected loss ratio method to an incurred development method.

To the extent we rely on industry data to aid us in our reserve estimates, there is a risk that the data may not match our risk profile or that the industry's overall reserving practices differ from our own and those of our cedants. In addition, reserving can prove to be especially difficult should a significant loss take place near the end of a reporting period, particularly if the loss involves a catastrophic event. These factors further contribute to the degree of uncertainty in our reserving process.

As a predominantly broker-market reinsurer for both excess-of-loss and proportional contracts, we must rely on loss information reported to brokers by primary insurers who, in turn, must estimate their own losses at the policy level, often based on incomplete and changing information. The information we receive varies by cedant and may include paid losses, estimated case reserves and an estimated provision for IBNR reserves. Reserving practices and the quality of data reporting varies among ceding companies, which adds further uncertainty to the estimation of our ultimate losses. The nature and extent of information received from ceding companies also varies widely depending on the type of coverage, the contractual reporting terms (which are affected by market conditions and practices) and other factors. Due to the lack of standardization of the terms and conditions of reinsurance contracts, the wide variability of coverage provided to individual clients and the tendency of those coverages to change rapidly in response to market conditions, the ongoing economic impact of such uncertainties and inconsistencies cannot be reliably measured. Additional risks to us involved in the reporting of retrocessional contracts include varying reserving methodologies used by the original cedants and an additional reporting lag due to the time required for the retrocedant to aggregate its assumed losses before reporting them to us. Additionally, the number of contractual intermediaries is normally greater for retrocessional business than for insurance and reinsurance business, thereby further increasing the time lag and imprecision associated with loss reporting.

Time lags are inherent in loss reporting, especially in the case of excess-of-loss reinsurance contracts. Also, the combined characteristics of low claim frequency and high claim severity make the available data more volatile and less useful for predicting ultimate losses. In the case of proportional contracts, we rely on an analysis of a contract's historical experience, industry information and the professional judgment of underwriters in estimating reserves for these contracts. In addition, we utilize ultimate loss ratio forecasts when reported by cedants, which are normally subject to a quarterly or six month lag for proportional business. Because of the degree of reliance that we necessarily place on ceding companies for claims reporting, our reserve estimates are highly dependent on ceding companies' management judgment. Furthermore, during the loss settlement period, which may last several years, additional facts regarding individual claims and trends often will become known, and case law may change, all of which can affect ultimate expected losses.

The nature and extent of loss information provided under many facultative and per occurrence excess-of-loss contracts, where company personnel work closely with the ceding company in settling individual claims, may not differ significantly from the information received under a primary insurance contract. Loss information from aggregate excess-of-loss contracts, including catastrophe losses and proportional treaties, will often be less detailed. Occasionally, such information is reported in summary format rather than on an individual claim basis.



Since we rely on ceding company estimates of case and IBNR reserves in the process of establishing our own loss and LAE reserves, we maintain certain procedures designed to mitigate the risk that such information is incomplete or inaccurate. These procedures may include: (i) comparisons of expected premiums to reported premiums, which helps us to identify delinquent client periodic reports; (ii) ceding company audits to facilitate loss reporting and identify inaccurate or incomplete claim reporting; and (iii) underwriting reviews to ascertain that the losses ceded are covered as provided under the contract terms. We also use catastrophe model outputs and industry market share information to evaluate the reasonableness of reported losses, which are also compared to loss reports received from other cedants. In addition, each subsequent year of loss experience with a given cedant provides additional insight into the accuracy and timeliness of previously reported information. These procedures are incorporated in our internal controls process on an ongoing basis and are regularly evaluated and amended as market conditions, risk factors, and unanticipated areas of exposure develop. Our claims handling follow-up actions do not permit us to capture data which records the extent to which ceding company claims are subsequently adjusted as a result of these activities, nor do they permit us to determine the extent to which our actions influence the accuracy of subsequent cedant reporting. However, unreliable reporting is a factor which influences our underwriters' willingness to offer terms to potential cedants. We believe that our diligence in these matters promotes better reporting by brokers and cedants over the long term. In our relatively short history, disputes with ceding companies have been rare and those which have not been resolved in negotiation have been resolved through arbitration in accordance with contractual provisions.

The development of our prior-year losses is monitored during the course of subsequent calendar years by comparing the actual reported losses against expected losses. The analysis of this loss development is an important factor in our ongoing refinement of the assumptions underlying our reserving process. Our internal analysis of changes in prior year reserve estimates is focused on changes in the estimated ultimate loss and therefore management believes that it is not meaningful to split the movement of prior year loss reserve estimates between case reserves and IBNR. With regards to our short-tail property book of business, we do not feel that we can predict the breakdown of losses in the first year with a high level of accuracy. The percentage split between paid losses, case reserves and IBNR would vary greatly depending on the number, nature and timing of losses throughout the year. However, we would expect that by the end of the year subsequent to the year in which the loss occurred, the majority of these short-tail property losses would be reported to us, and by the end of the following year the majority would be paid.

Estimating loss reserves for our modest book of longer-tail casualty reinsurance business, which can be either on an excess-of-loss or proportional basis, involves further uncertainties. In addition to the uncertainties inherent in the reserving process referred to above, casualty business can be subject to longer reporting lags than property business and claims often take several years to settle. During this period additional factors and trends will be revealed and, as they become apparent, we may adjust our reserves. There is also the potential for the emergence of new types of losses within our casualty book. Therefore, any factors that extend the time until claims are settled add uncertainty to the reserving process. At December 31, 2012 and 2011, we recorded gross loss and LAE reserves related to our casualty business of \$243.2 million and \$249.4 million, respectively.

Our internal actuaries review our reserving assumptions and our methodologies on a quarterly basis. Our third quarter and year-end loss estimates are subject to a corroborative review by independent actuaries using generally accepted actuarial principles. The Audit Committee reviews our quarterly and annual reserve analyses and meets with the independent actuaries no less than annually.

We do not typically experience significant claims processing backlogs, although such backlogs may occur following a major catastrophic event. At December 31, 2012 and 2011, we did not have a significant backlog in either our insurance or reinsurance claims processing.

The uncertainties inherent in the reserving process, together with the potential for unforeseen developments, including changes in laws and the prevailing interpretation of policy terms, may result in our loss and LAE reserves being significantly greater or less than the loss and LAE reserves we initially established. Any adjustments to our loss and LAE reserves are reflected in our financial results during the period in which they are determined. Changes to our prior year loss reserves will impact our current underwriting results by improving our results if the prior year reserves prove to be redundant or impairing our results if the prior year reserves prove to be insufficient.

GAAP does not permit us to record or carry contingency reserves for catastrophe losses that are expected to occur in the future. Therefore, during periods in which significant catastrophe loss events occur, our underwriting results are likely to be adverse and, during periods in which significant catastrophe loss events do not occur, our underwriting results are likely to be favorable.

We believe that our reserves for loss and LAE are sufficient to cover losses that fall within the terms of our policies and agreements with our insured and reinsured customers on the basis of the methodologies used to estimate those reserves. However, there can be no assurance that our actual losses will not exceed our total loss and LAE reserves.

The following tables provide the details of our gross case reserves and IBNR, by line of business, at December 31, 2012 and 2011:

(Millions)	Gross IBNR at Dec. 31, 2012	Gross Case Reserves at Dec. 31, 2012	Gross Loss and LAE Reserves at Dec. 31, 2012
Property Catastrophe - Treaty	\$ 165.0	\$ 180.6	\$ 345.6
Property Specialty - Treaty	85.2	58.2	143.4
Other Specialty - Treaty	219.9	81.2	301.1
Property and Specialty Individual Risk	174.3	148.0	322.3
Total	<u>\$ 644.4</u>	<u>\$ 468.0</u>	<u>\$ 1,112.4</u>
(Millions)	Gross IBNR at Dec. 31, 2011	Gross Case Reserves at Dec. 31, 2011	Gross Loss and LAE Reserves at Dec. 31, 2011
Property Catastrophe - Treaty	\$ 173.1	\$ 215.5	\$ 388.6
Property Specialty - Treaty	80.2	66.2	146.4
Other Specialty - Treaty	212.9	67.3	280.2
Property and Specialty Individual Risk	145.1	116.8	261.9
Total	<u>\$ 611.3</u>	<u>\$ 465.8</u>	<u>\$ 1,077.1</u>

The portion of our gross loss and LAE reserves at any given time represented by IBNR tends to be lower for large loss events than it does for loss events of lower severity, unless we happen to experience a significant loss late in the year. At the end of 2012 (a year in which we incurred a significant loss from windstorm Sandy late in the year) our ending gross IBNR reserves represented 58% of our total ending gross loss and LAE reserves, roughly equal to the 57% of total ending gross loss and LAE reserves represented by IBNR reserves at the end of 2011 (a year in which we incurred significant losses from a high number of large loss events occurring throughout the year), and lower than the 63% of gross loss and LAE reserves represented by IBNR reserves at the end of 2010 (a year in which we incurred significant losses from a low number of large loss events occurring early in the year).

We have determined that our best estimates for our gross loss and LAE reserves at December 31, 2012 and 2011 were \$1,112.4 million and \$1,077.1 million, respectively. Of these estimates, at December 31, 2012 and 2011, \$171.2 million and \$119.9 million related to our direct insurance and facultative business, respectively, and \$941.2 million and \$957.2 million related to our reinsurance business, respectively.

Favorable development of prior period net losses experienced as a percentage of our opening net loss reserves across all underwriting years was 8.7%, 12.4% and 17.9% for the years ended December 31, 2012, 2011 and 2010, respectively. As of December 31, 2012, we estimate that a 15% change in our net unpaid loss and LAE reserves would result in an increase or decrease in our net income or loss and shareholders' equity of approximately \$151.5 million. The net income or loss and shareholders' equity impact of the change in net reserves might be partially offset by adjustments to items such as reinstatement premiums, profit commission expense, incentive compensation and income taxes.

### ***Written and Earned Insurance and Reinsurance Premiums***

Reinsurance contracts can be written on a risks-attaching or losses-occurring basis. Under risks-attaching reinsurance contracts, all claims from cedants' underlying policies incepting during the contract period are covered, even if they occur after the expiration date of the reinsurance contract. In contrast, losses-occurring reinsurance contracts cover all claims occurring during the period of the contract, regardless of the inception dates of the underlying policies. Any losses occurring after the expiration of the losses-occurring contract are not covered.

Premiums written are recognized as revenues, net of any applicable underlying ceded reinsurance, and are earned over the term of the related policy or contract. For direct insurance, and facultative and losses-occurring contracts, the earnings period is the same as the term of the reinsurance contract, which is ordinarily twelve months. For risks-attaching contracts, the earnings period is based on the terms of the underlying insurance policies, which extends from the inception date of the first policy bound during the contract term to the termination date of the last policy bound, and thereby exceeds the term of the reinsurance contract.

Insurance and facultative reinsurance contracts are written based on agreed upon terms and conditions which include a stated premium for coverages provided. The stated premium is then recorded as written premium at the effective date of the policy. In general, if the terms and conditions change during the policy period, either through policyholder request or underwriting audit, the policy would be endorsed to reflect the change in coverage. This endorsement usually generates a change to the policy premium which is then recorded as an adjustment to our written premiums in the period the endorsement becomes effective.

Our assumed treaty reinsurance premiums are written on an excess-of-loss or on a pro-rata basis. Reinsurance contracts are typically written prior to the time the underlying direct policies are written by cedants and accordingly they must estimate such premiums when purchasing reinsurance coverage. For the majority of excess-of-loss contracts, including insurance contracts, a deposit or minimum premium is defined in the contract wording. The deposit or minimum premium is based on the ceding company's estimated premiums and this estimate is recorded as written premium in the period the underlying risks incept. In the majority of cases, this premium is adjustable at the end of the contract period to reflect the changes in underlying risks in force during the contract period. Subsequent adjustments, based on reports by the ceding companies of actual premium, are recorded in the period they are determined, which is normally within six months to one year subsequent to the expiration of the policy. To date these adjustments have not been significant.

For pro-rata contracts and certain excess-of-loss contracts in which a deposit or minimum premium is not specified in the contract, written premium is recognized evenly over the term of the reinsurance contract based on estimates of ultimate premiums provided by the ceding companies. When the actual premium is reported by the ceding company, typically on a quarterly or six month lag, it may be significantly higher or lower than the estimate.

We regularly evaluate the appropriateness of these premium estimates based on the latest information available, which includes actual reported premiums to date, the latest premium estimates as provided by cedants and brokers, historical experience, management's professional judgment, information obtained during the underwriting renewal process and a continuing assessment of relevant economic conditions. Any adjustments to premium estimates are recorded in the period in which they become known. Adjustments to original premium estimates could be material and may significantly impact earnings in the period they are determined.

Excess-of-loss contracts often include contract terms that require an automatic reinstatement of coverage in the event of a loss. The associated reinstatement premium is normally calculated on the basis of: (i) a fixed percentage (normally 100%) of the deposit or minimum premium; and (ii) the proportion of the original limit exhausted. In a year of large loss events, such as 2011, reinstatement premiums will be higher than in a year in which there are no such events. Reinstatement premiums are fully earned or expensed as applicable when a triggering loss event occurs and losses are recorded. We record reinstatement premiums on a basis consistent with our estimates of loss and LAE. During 2012, 2011 and 2010, we recorded written and earned reinstatement premiums totalling \$13.1 million, \$27.5 million and \$17.5 million, respectively.

We routinely review the creditworthiness of our cedants on the basis of our market knowledge, the cedant's current financial strength ratings, the timeliness of cedants' past payments and the status of current balances owing. Based on our reviews, we established allowances of \$3.8 million and \$3.6 million for uncollectible insurance and reinsurance premiums receivable as of December 31, 2012 and 2011, respectively, each of which represented less than one percent of our consolidated net insurance and reinsurance premiums earned in those years.

### ***Ceded Reinsurance***

In the normal course of business, we purchase reinsurance from third parties in order to manage our exposures. The amount of ceded reinsurance that we buy varies from year to year depending on our risk appetite, as well as the availability and cost of the reinsurance coverage. Ceded reinsurance premiums are earned on a basis consistent with those used in accounting for the underlying premiums assumed, and are reported as a reduction of net premiums written.

Certain of our assumed pro-rata contracts incorporate reinsurance protection provided by third-party reinsurers that inures to our benefit. These reinsurance premiums are reported as a reduction in our gross premiums written and earned.

The cost of reinsurance purchased varies based on a number of factors. The initial premium associated with excess-of-loss reinsurance is normally based on the underlying premiums we assume. As these reinsurance contracts are typically purchased prior to the time the assumed risks are written, ceded reinsurance premiums recorded in the period of inception reflect an estimate of the amount that we will ultimately pay. In the majority of cases, the premiums initially recorded are subsequently adjusted to reflect premiums actually assumed by us during the contract period. These adjustments are recorded in the period that they are determined, and to date they have not been significant. In addition, losses which pierce excess-of-loss reinsurance cover may generate reinstatement premiums ceded, depending on the terms of the contract. Reinstatement premiums ceded are recognized as written and earned when the loss occurs and the reinsurance recovery is estimated and recorded.

The cost of pro-rata reinsurance is initially based on our estimated gross premiums written related to the specific lines of business covered by the reinsurance contract. As gross premiums are written during the period of coverage, reinsurance premiums ceded are adjusted in accordance with the terms of the reinsurance agreement.

Reinsurance recoverable on paid losses represents amounts currently due from reinsurers. Reinsurance recoverable on unpaid losses represents amounts that will be collectible from reinsurers once the losses are paid. The recognition of reinsurance recoverable requires two key judgments. In determining our ceded IBNR, the first judgment involves the estimation of the amount of gross IBNR to be ceded to reinsurers. Ceded IBNR is developed as part of our loss reserving process, and consequently, the estimate is subject to risks and uncertainties similar to the estimation of gross IBNR. The second judgment relates to the amount of the reinsurance recoverable balance that ultimately will not be collected from reinsurers due to insolvency, contractual dispute or other reasons.

As of December 31, 2012 and 2011, we recorded \$6.7 million and \$7.7 million in reinsurance recoverable on paid losses, respectively, and \$102.7 million and \$77.7 million in reinsurance recoverable on unpaid losses, respectively. We record provisions for uncollectible reinsurance recoverable when collection becomes unlikely due to the reinsurer's inability to pay. Based on a review of the financial condition of the reinsurers and other factors, we have determined that a reserve for uncollectible reinsurance recoverable on paid and unpaid loss and LAE was not considered appropriate as of December 31, 2012 and 2011.

We are subject to litigation and arbitration proceedings in the normal course of our business. Such proceedings often involve insurance or reinsurance contract disputes, which are typical for the insurance and reinsurance industry. Expected or actual reductions in our reinsurance recoveries due to insurance or reinsurance contract disputes (as opposed to a reinsurer's inability to pay) are not recorded as an uncollectible reinsurance recoverable. Rather, they are factored into the determination of, and are reflected in, our net loss and LAE reserves.

As of December 31, 2012, we had no ongoing material reinsurance contract disputes.

### ***Share-Based Compensation***

At the discretion of the Compensation Committee, incentive awards, the value of which are based on Common Shares, may be made to our eligible officers, employees, consultants and non-employee directors. Share-based incentive awards currently outstanding consist solely of RSUs, all of which were awarded under either the 2012 LTIP or the 2007 LTIP.

RSUs are phantom (as opposed to actual) Common Shares which, depending on the individual award, vest in equal tranches over a one to five-year period, subject to the recipient maintaining a continuous relationship with us through the applicable vesting date. RSUs are payable in Common Shares upon vesting (the amount of which may be reduced by applicable statutory income tax withholdings at the recipient's option). RSUs do not require the payment of an exercise price and holders of RSUs are not entitled to voting rights, but they are entitled to receive payments equivalent to any dividends and distributions declared on the Common Shares underlying the RSUs.

We currently use variable RSUs ("Variable RSUs") as the principal component of our ongoing long-term incentive compensation for our employees. Variable RSUs are awarded based on our performance during the first year of the applicable performance period (the "Initial RSU Period") and are earned ratably each year based on continued employment over a four-year vesting period. Since the number of RSUs to be awarded is dependent upon our performance during the Initial RSU Period, the number of RSUs estimated to be awarded for that cycle may fluctuate throughout the Initial RSU Period.



For 2012, the number of Variable RSUs expected to be formally awarded to employees was based on our 2012 increase in FCBVPCS. FCBVPCS is computed by dividing our common shareholders' equity by the sum of our outstanding Common Shares and unvested RSUs outstanding. Our calculation of the increase in FCBVPCS represents the increase in our FCBVPCS during the Initial RSU Period, after taking into account dividends on Common Shares declared during such period.

For 2011 and 2010, the actual number of Variable RSUs awarded to employees was based on a targeted return on equity ("ROE") assuming a standardized investment return. ROE is computed by dividing our adjusted comprehensive income or loss (based on the sum of our actual underwriting result and standard investment result) by our actual average common shareholders' equity for the Initial RSU Period. Adjusted comprehensive income, for these purposes, is our actual comprehensive income or loss less dividends declared on our Preferred Shares, if any, less the actual investment return on our investments, investment-related derivatives and cash and cash equivalents, plus a standardized investment return on our investments, cash and cash equivalents.

We also use fixed RSUs ("Fixed RSUs") as a supplemental component of our ongoing long-term incentive compensation for certain of our employees and non-employee directors. Unlike Variable RSUs, the number of Fixed RSUs is fixed on the grant date. Fixed RSUs are typically granted for the following purposes: (i) to induce individuals to join us; (ii) to retain key employees; (iii) to reward employees for exhibiting outstanding individual performance; and (iv) as remuneration for non-management directors. Additionally, when the actual number of Variable RSUs to be awarded in any given year has been formally determined, they are effectively converted into Fixed RSUs.

For the 2012-2015 Variable RSU award cycle, the targeted performance metric was based on a 2012 increase in FCBVPCS of 9.88%. At an achieved increase in FCBVPCS of 9.88% (our target), we would have expected to grant approximately 530,000 Variable RSUs to participants. At an achieved increase in FCBVPCS of 2.88% (our threshold) or less, we would not have expected to grant any Variable RSUs to participants. At an achieved increase in FCBVPCS of 16.88% (our maximum) or more, we would have expected to grant approximately 1,060,000 Variable RSUs to participants. Throughout the Initial RSU Period for this cycle, our quarterly Variable RSU accrual for this cycle varied in response to actual year-to-date results achieved and ranged from as many as 1,068,556 RSUs (as recorded at September 30, 2012) to as few as 669,105 RSUs (as recorded at March 31, 2012). Because we determined our achieved increase in FCBVPCS for 2012 to be 17.0%, the preliminary number of Variable RSUs expected to be granted for the 2012-2015 Variable RSU award cycle was determined to be 1,058,304 at December 31, 2012. The final number of Variable RSUs granted for the 2012-2015 Variable RSU award cycle was subsequently determined to be 1,058,304 RSUs (or 200% of the in force target RSUs for that cycle at that time) by the Compensation Committee on February 21, 2013.

For the 2011-2014 Variable RSU award cycle, the targeted performance metric was based on a 2011 ROE of 9.01%. At an achieved ROE of 9.01% (our target), we would have expected to grant approximately 590,000 Variable RSUs to participants. At an achieved ROE of 3.01% (our threshold) or less, we would not have expected to grant any Variable RSUs to participants. At an achieved ROE of 19.01% (our maximum) or more, we would have expected to grant approximately 1,180,000 Variable RSUs to participants. Throughout the Initial RSU Period for this cycle, our quarterly Variable RSU accrual for this cycle remained at zero. Based on our actual ROE achieved for 2011 of negative 7.4%, the final number of Variable RSUs granted for the 2011-2014 Variable RSU award cycle was determined to be zero by the Compensation Committee in February 2012.

For the 2010-2013 Variable RSU award cycle, the targeted performance metric was based on a 2010 ROE of 9.69%. At an achieved ROE of 9.69% (our target), we would have expected to grant approximately 580,000 Variable RSUs to participants. At an achieved ROE of 3.69% (our threshold) or less, we would not have expected to grant any Variable RSUs to participants. At an achieved ROE of 19.69% (our maximum) or more, we would have expected to grant approximately 1,160,000 Variable RSUs to participants. Throughout the Initial RSU Period for this cycle, our quarterly Variable RSU accrual for this cycle varied in response to actual year-to-date results achieved and ranged from as many as 725,922 RSUs (as recorded at December 31, 2010) to as few as 408,084 RSUs (as recorded at June 30, 2010). Based on our actual ROE achieved for 2010 of 11.94%, the final number of Variable RSUs granted for the 2010-2013 Variable RSU award cycle was determined to be 713,741 RSUs (or 123% of the target RSUs in force for that cycle at that time) by the Compensation Committee in March 2011, after which these awards were effectively converted to Fixed RSUs.

For the periods covered by this report, we assumed an RSU forfeiture rate of between zero and 16%, depending on the nature and term of the individual awards and past and recent experience. Our forfeiture assumptions serve to reduce the unamortized grant date fair value of our outstanding RSUs as well as the associated RSU expense. As RSUs are actually forfeited, the number of RSUs outstanding is reduced and the remaining unamortized grant date fair value is compared to assumed forfeiture levels. True-up adjustments are made as deemed necessary.

During 2012, 2011 and 2010, we also granted 50,700, 100,000 and 10,000 Fixed RSUs, respectively, to certain of our employees and non-management directors.

During 2012, 2011 and 2010, we recognized \$12.1 million, \$7.5 million and \$13.5 million of RSU expense, respectively.

As of December 31, 2012, the unamortized grant date fair value of the 1,327,041 RSUs outstanding was \$10.3 million. As of December 31, 2011, the unamortized grant date fair value of the 761,279 RSUs outstanding was \$4.7 million.

## Item 7A. Quantitative and Qualitative Disclosures About Market Risk

We believe that our balance sheet is principally exposed to four types of market risk consisting of: (i) interest rate risk; (ii) foreign currency risk; (iii) equity price risk; and (iv) credit risk. In addition, we believe that our balance sheet is also exposed to natural catastrophe risk and the effects of inflation.

### Market Risk

#### Interest Rate Risk

**Fixed Maturity Investments.** As a provider of short-tail insurance and reinsurance for losses resulting mainly from natural and man-made catastrophes, we could be required to pay significant losses on short notice. Since changes in market interest rates result in fluctuations in the fair value of our fixed maturity investments, we have structured our fixed maturity investment portfolio with high-quality securities with a short average duration in order to reduce our sensitivity to interest rate fluctuations and to provide adequate liquidity for the settlement of our expected liabilities. Nonetheless, if our calculations with respect to the timing of the payment of our liabilities are incorrect, or if we improperly structure our investment portfolios, we could be forced to liquidate our investments prior to maturity, potentially at a significant loss.

We manage the interest rate risk associated with our fixed maturity investments by monitoring the average duration of the portfolio, which allows us to achieve an acceptable yield without subjecting the portfolio to an unreasonable level of interest rate risk. As of December 31, 2012, our fixed maturities had an average credit quality of "AA-" (Very Strong) by Standard & Poor's and an average duration of 3.3 years. As of December 31, 2011, our fixed maturities had an average credit quality of "AA-" (Very Strong) by Standard & Poor's and an average duration of 3.0 years.

The table below summarizes the estimated hypothetical pre-tax effects of increases and decreases in market interest rates on our fixed maturity investments as of December 31, 2012 and 2011.

Fixed Maturity Investments (\$ in millions)	Fair Value <sup>(1)</sup>	Hypothetical Change in Market Interest Rates	Resulting Estimated Fair Value	Resulting Increase (Decrease) in Fair Value
<b>As of December 31, 2012</b>	<b>\$ 2,610.8</b>	100 bp decrease	\$ 2,696.4	\$ 85.6
		100 bp increase	2,521.5	(89.3)
As of December 31, 2011	\$ 2,261.7	100 bp decrease	\$ 2,330.5	\$ 68.8
		100 bp increase	2,188.9	(72.8)

<sup>(1)</sup> The net amount shown for 2012 represents the fair value of our long fixed maturity investments (\$2,738.6 million) less the fair value of our liability for fixed maturities sold short (\$127.8 million), each presented at December 31, 2012. The net amount shown for 2011 represents the fair value of our long fixed maturity investments (\$2,390.2 million) less the fair value of our liability for fixed maturities sold short (\$128.5 million), each presented at December 31, 2011.



**Debt.** Our outstanding debt at December 31, 2012, consisted of the 2022 Senior Notes and the Trust Preferred Securities. The 2022 Senior Notes bear interest at a fixed rate of 4.70% per annum and are scheduled to mature on October 15, 2022. The Trust Preferred Securities bear interest at a floating rate equal to the 3-month LIBOR plus 380 basis points, reset quarterly, and are scheduled to mature on March 30, 2036.

At December 31, 2012, the fair value of the 2022 Senior Notes was \$306.9 million, which compared to a carrying value of \$299.1 million, and the fair value of the Trust Preferred Securities was \$89.0 million, which compared to a carrying value of \$100.0 million.

In February 2012 we entered into the LIBOR Swap, which will result in the future net cash flows in connection with the Trust Preferred Securities, for the five-year period beginning March 30, 2012, being the same as if these securities bore interest at a fixed rate of 4.905%, provided we hold the LIBOR Swap to its maturity. At December 31, 2012, the fair value of the LIBOR Swap (which is recorded as an other investment on our consolidated balance sheets) was negative \$1.7 million.

Our outstanding debt at December 31, 2011, consisted of the 2013 Senior Notes and the Trust Preferred Securities. The 2013 Senior Notes bore interest at a fixed rate of 6.125% per annum and were fully redeemed on November 5, 2012.

At December 31, 2011, the fair value of our 2013 Senior Notes was \$237.2 million, which compared to a carrying value of \$227.8 million, and the fair value of the Trust Preferred Securities was \$76.0 million, which compared to a carrying value of \$100.0 million.

**Derivative Instruments.** As of December 31, 2012 and 2011, we had the following derivative instruments, expressed either as a net asset, (liability) or (contra-asset), with exposure to fluctuations in market interest rates: (i) Interest Rate Contracts with a fair value of \$(0.2) million and \$1.1 million, respectively; (ii) Investment Options and Futures (long) with a fair value of \$1.0 million and \$0.8 million, respectively; and (iii) Investment Options and Futures (short) with a fair value of zero million and \$(0.2) million, respectively.

The table below summarizes the estimated hypothetical pre-tax effects of increases and decreases in market interest rates on our derivative instruments as of December 31, 2012 and 2011.

Derivative Instruments (\$ in millions)	Fair Value	Hypothetical Change in Market Interest Rates	Resulting Estimated Fair Value	Resulting Increase (Decrease) in Fair Value
<b>As of December 31, 2012</b>	<b>\$ 0.8</b>	100 bp decrease	\$ (0.2)	\$ (1.0)
		100 bp increase	1.8	1.0
As of December 31, 2011	\$ 1.7	100 bp decrease	\$ 7.4	\$ 5.7
		100 bp increase	(4.3)	(6.0)

#### Foreign Currency Risk

We often collect premiums and pay losses in foreign currencies. We also maintain a portion of our investment portfolio in foreign currencies. Accordingly, we are exposed to fluctuations in the exchange rates of these currencies.

Our reporting currency is the U.S. dollar. The British pound is the functional currency for the operations of Syndicate 5151, MUAL, MCL and MUSL and the Swiss franc is the functional currency for the operations of MEAG. The U.S. dollar is the functional currency for all our other operations. The assets and liabilities of our foreign operations are converted to U.S. dollars at exchange rates in effect at the balance sheet date, and the related revenues and expenses are converted using average exchange rates for the period. Net foreign exchange gains and losses arising from translating our foreign operations to U.S. dollars are reported as a separate component of our shareholders' equity as translation gains and losses, with changes therein reported as a component of our other comprehensive income.

Our U.K. operations had net liabilities denominated in British pounds with a U.S. dollar equivalent value of \$66.6 million at December 31, 2012. Assuming a hypothetical 10% increase (or decrease) in the rate of exchange from British pounds to U.S. dollars as of December 31, 2012, we would expect the carrying value of these net liabilities to increase (or decrease) by approximately \$6.7 million.

During 2012, 2011 and 2010, we recorded net foreign exchange transaction gains (losses), separately presented in our consolidated statements of operations, of \$(12.8) million, \$(5.2) million and \$2.3 million, respectively. In addition, during 2012, 2011 and 2010, we recorded net foreign exchange transaction gains (losses) associated with our loss and LAE, which we record as favorable or (unfavorable) loss and LAE reserve development, of \$6.7 million, \$(2.9) million and \$(2.8) million, respectively. During 2012, 2011 and 2010, we also recorded net foreign currency translation gains (losses) in our consolidated statements of comprehensive income (loss) of \$0.8 million, \$2.1 million and \$(0.7) million, respectively.

From time to time we enter into, either directly or indirectly through our investment managers, Foreign Exchange Contracts that constitute obligations to buy or sell specified currencies at future dates at prices set at the inception of each contract. We enter into these contracts in connection with both our underwriting and investing activities.

Foreign Exchange Contracts designed to protect our insurance and reinsurance balances against movements in foreign exchange rates do not eliminate fluctuations in the actual value of our assets and liabilities denominated in foreign currencies; rather, they provide an offsetting benefit or detriment against such exchange rate movements. Foreign Exchange Contracts related to our investing activities are designed to either protect our cash and invested assets from movements in foreign exchange rates or to enhance our investment performance.

At December 31, 2012, we had open Foreign Exchange Contracts to purchase U.S. dollars (using foreign currencies) with a gross notional exposure of \$165.0 million and outstanding Foreign Exchange Contracts to purchase foreign currencies (using U.S. dollars) with a gross notional exposure of \$155.2 million. Our open Foreign Exchange Contracts at December 31, 2012 were denominated in British pounds, New Zealand dollars, European Union euros, Canadian dollars, Australian dollars, Japanese yen and Brazilian reals.

At December 31, 2011, we had open Foreign Exchange Contracts to purchase U.S. dollars (using foreign currencies) with a gross notional exposure of \$202.0 million and outstanding Foreign Exchange Contracts to purchase foreign currencies (using U.S. dollars) with a gross notional exposure of \$184.0 million. Our open Foreign Exchange Contracts at December 31, 2011 were denominated in British pounds, New Zealand dollars, European Union euros, Canadian dollars, Chinese renminbi, Indian rupees, Malaysian ringgits, Mexican pesos, Philippines pesos, Korean won, Australian dollars, Danish kroner and Brazilian reals.

We recorded net income (loss) associated with our Foreign Exchange Contracts of \$3.6 million, \$7.1 million and \$2.1 million during 2012, 2011 and 2010, respectively.

#### Equity Price Risk

The fair value of our equity securities and certain of our other investments and derivative instruments are based on quoted market prices or our estimates of fair value (which are based, in part, on quoted market prices) as of the balance sheet date. Market prices of equity securities, in general, are subject to fluctuations which could cause the amount to be realized upon sale or conversion to differ significantly from the carrying value as of the balance sheet date. These fluctuations may result from perceived changes in the underlying economic characteristics of the investee, the relative price of alternative investments, general market conditions and supply and demand imbalances for a particular security or instrument.

#### Credit Risk

Our financial instruments, which potentially subject us to concentrations of credit risk, consist principally of our investment securities (primarily our fixed maturity investments), credit derivatives, insurance and reinsurance premiums receivable and our reinsurance recoverables.

**Fixed Maturity Investments.** We believe that we have a high quality fixed maturity investment portfolio, meaning that we would expect that our exposure to the loss of principal resulting from issuer credit difficulties to be less than that of an entity with a lower quality fixed maturity portfolio. We measure the quality of our fixed maturity investment portfolio based on its average overall rating, which was “AA-” (Very Strong) by Standard & Poor’s at December 31, 2012, and by the overall strength and consistency of its fair value over time.

We also believe that we have no significant concentrations of credit risk from a single issue or issuer within our investment portfolio other than concentrations in U.S. government and U.S. government-sponsored enterprises. Our investment guidelines prohibit us from owning an undue concentration of a single issue or issuer, other than U.S.-backed securities, and we did not own an aggregate fixed maturity investment in a single entity, other than U.S.-backed securities, in excess of 10% of our total shareholders' equity at December 31, 2012 and 2011.

As of December 31, 2012, 74% of our fixed maturity investments were either rated "A" (Strong) or better by Standard & Poor's or represented U.S. government or U.S. government-sponsored enterprise securities, and 26% were rated "BBB" (Good) or below by Standard & Poor's. As of December 31, 2011, 80% of our fixed maturity investments were either rated "A" (Strong) or better by Standard & Poor's or represented U.S. government or U.S. government-sponsored enterprise securities, and 20% were rated "BBB" (Good) or below by Standard & Poor's.

We currently hold long and short fixed maturity investments with exposure to the Eurozone. The following tables outline the details of these holdings at December 31, 2012 and 2011:

<b>December 31, 2012</b> (Millions)	Fair value of long positions included in fixed maturity investments	Fair value of short positions included in liabilities	Fair value of net holdings	Cost or amortized cost of net holdings
<b>Eurozone sovereign and agency debt:</b>				
Germany	\$ 19.9	\$ (14.1)	\$ 5.8	\$ 5.1
Netherlands	6.5	—	6.5	6.4
Total Eurozone sovereign and agency debt	<u>\$ 26.4</u>	<u>\$ (14.1)</u>	<u>\$ 12.3</u>	<u>\$ 11.5</u>
<b>Eurozone corporate debt:</b>				
Austria	\$ 2.6	\$ —	\$ 2.6	\$ 2.7
Finland	—	(1.6)	(1.6)	(1.4)
France	30.2	(0.3)	29.9	29.0
Germany	17.6	—	17.6	17.3
Ireland	4.7	—	4.7	4.4
Italy	9.7	—	9.7	9.4
Luxembourg	47.1	(4.0)	43.1	41.6
Netherlands	27.9	(7.1)	20.8	20.9
Spain	14.5	—	14.5	14.1
Total Eurozone corporate debt <sup>(1)</sup>	<u>\$ 154.3</u>	<u>\$ (13.0)</u>	<u>\$ 141.3</u>	<u>\$ 138.0</u>
<b>Eurozone asset-backed securities:</b>				
France	\$ 1.9	\$ —	\$ 1.9	\$ 1.8
Ireland	1.8	—	1.8	1.7
Luxembourg	2.3	—	2.3	2.2
Netherlands	2.7	—	2.7	2.8
Total Eurozone asset-backed securities	<u>\$ 8.7</u>	<u>\$ —</u>	<u>\$ 8.7</u>	<u>\$ 8.5</u>
<b>Total Eurozone holdings</b>	<u>\$ 189.4</u>	<u>\$ (27.1)</u>	<u>\$ 162.3</u>	<u>\$ 158.0</u>

<sup>(1)</sup> Of our total Eurozone corporate debt holdings at December 31, 2012, \$51.0 million (amortized cost \$50.3 million) represented net debt obligations of financial corporations, with the balance representing net debt obligations of industrial and other non-financial corporations.

December 31, 2011 (Millions)	Fair value of long positions included in fixed maturity investments	Fair value of short positions included in liabilities	Fair value of net holdings	Cost or amortized cost of net holdings
<b>Eurozone sovereign debt:</b>				
Germany	\$ 3.0	\$ (3.3)	\$ (0.3)	\$ (0.2)
<b>Eurozone corporate debt:</b>				
Austria	\$ 2.6	\$ —	\$ 2.6	\$ 2.6
France	24.8	(1.3)	23.5	25.7
Germany	12.9	—	12.9	13.2
Ireland	5.5	—	5.5	5.7
Italy	3.7	—	3.7	4.1
Luxembourg	10.0	(13.2)	(3.2)	(3.4)
Netherlands	29.3	—	29.3	29.7
Total Eurozone corporate debt <sup>(1)</sup>	\$ 88.8	\$ (14.5)	\$ 74.3	\$ 77.6
<b>Eurozone asset-backed securities:</b>				
Luxembourg	0.5	—	0.5	0.5
Netherlands	1.9	—	1.9	2.0
Total Eurozone asset-backed securities	\$ 2.4	\$ —	\$ 2.4	\$ 2.5
<b>Total Eurozone holdings</b>	<b>\$ 94.2</b>	<b>\$ (17.8)</b>	<b>\$ 76.4</b>	<b>\$ 79.9</b>

<sup>(1)</sup> Of our total Eurozone corporate debt holdings at December 31, 2011, \$49.3 million (amortized cost \$51.3 million) represented net debt obligations of financial corporations, with the balance representing net debt obligations of industrial and other non-financial corporations.

We currently hold commercial mortgage backed securities (“CMBS Securities”) within our fixed maturity portfolio. As of December 31, 2012, we held \$155.6 million of CMBS Securities with an amortized cost of \$148.6 million, of which 98% of such securities were rated “BBB” (Good) or better by Standard & Poor’s. As of December 31, 2011, we held \$142.0 million of CMBS Securities with an amortized cost of \$139.2 million, of which 99% of such securities were rated “BBB” (Good) or better by Standard & Poor’s.

We currently hold non-agency collateralized residential mortgage obligations (“Non-Agency CMOs”) within our fixed maturity portfolio. Non-Agency CMOs are not backed by a U.S. government-sponsored enterprise. As of December 31, 2012, we held \$56.5 million of Non-Agency CMOs with an amortized cost of \$55.7 million, of which 57% of such securities were rated “BBB” (Good) or better by Standard & Poor’s. As of December 31, 2011, we held \$26.8 million of Non-Agency CMOs with an amortized cost of \$27.5 million, of which 51% of such securities were rated “BBB” (Good) or better by Standard & Poor’s.

We currently hold U.S. state and local municipal bonds within our fixed maturity portfolio. As of December 31, 2012, we held \$72.2 million of municipal bonds with an amortized cost of \$65.2 million, of which 98% of such securities were rated “BBB” (Good) or better by Standard & Poor’s. As of December 31, 2011, we held \$64.7 million of municipal bonds with an amortized cost of \$58.3 million, of which 98% of such securities were rated “BBB” (Good) or better by Standard & Poor’s.

We currently hold fixed maturity investments that have exposure to subprime and Alternative A mortgage markets. As of December 31, 2012, we held \$18.7 million of subprime and Alternative A investments with an amortized cost of \$18.9 million, of which 38% of such securities were rated “BBB” (Good) or better by Standard & Poor’s. As of December 31, 2011, we held \$16.2 million of subprime and Alternative A investments with an amortized cost of \$16.2 million, of which 50% of such securities were rated “BBB” (Good) or better by Standard & Poor’s.

We currently hold fixed maturity investments that are subject to credit enhancements provided by third-party financial guarantors. As of December 31, 2012, we held \$1.9 million of credit enhanced investments with an amortized cost of \$1.9 million. As of December 31, 2011, we held \$2.5 million of credit enhanced investments with an amortized cost of \$2.4 million. We estimate that these investments held at December 31, 2012 and 2011 would be rated “BBB-” (Good) or better by Standard & Poor’s excluding the effects of financial guarantee enhancements, if they were rated on that basis.

**Credit Derivatives.** From time to time our investment managers enter into various credit derivatives arrangements whose value is derived from the credit risk associated with an underlying bond, loan or other financial asset. As of December 31, 2012 and 2011, we had open credit derivative positions, expressed as a contra-asset, with a fair value of \$(0.4) million and \$(2.2) million, respectively, and a notional value of \$155.1 million and \$240.2 million, respectively.

**Insurance and Reinsurance Premiums Receivable.** We underwrite the majority of our business through independent insurance and reinsurance brokers. Credit risk exists to the extent that one or more of these brokers are unable to fulfill their contractual obligations to us. For example, we are frequently required to pay amounts owed on claims under policies to brokers, and these brokers, in turn, pay these amounts to the ceding companies that have reinsured a portion of their liabilities with us. In some jurisdictions, if a broker fails to make such a payment, we might remain liable to the ceding company for the deficiency. In addition, in certain jurisdictions, when the ceding company pays premiums for these policies to brokers, these premiums are considered to have been paid and the ceding insurer is no longer liable to us for those amounts, whether or not we have actually received them.

As of December 31, 2012 and 2011, our provision for doubtful insurance and reinsurance premiums receivable was \$3.8 million and \$3.6 million, respectively.

**Reinsurance Recoverable.** We remain liable for losses we incur to the extent that any third-party reinsurer is unable or unwilling to make timely payments to us under our reinsurance agreements. We also remain liable in the event that any of our ceding companies were unable to collect amounts due from their underlying third-party reinsurers.

Under our reinsurance security policy, reinsurers are typically required to be rated “A-” (Excellent) or better by A.M. Best (or an equivalent rating with another recognized rating agency) at the time the policy is written. We also consider reinsurers that are not rated or do not fall within this threshold on a case-by-case basis when collateralized up to policy limits, net of any premiums owed. We monitor the financial condition and ratings of our reinsurers on an ongoing basis.

As of December 31, 2012 and 2011, we did not have any reinsurance recoverables from reinsurers rated less than “A-” by A.M. Best, except in those instances where the reinsurer has either: (i) fully-collateralized their reinsurance obligation to us; (ii) a Standard & Poor’s financial strength rating equivalent to an A.M. Best rating of “A-” (Excellent) or better; or (iii) subsequently entered run-off but is considered by management to be financially sound.

As of December 31, 2012 and 2011, we required no provision for doubtful reinsurance recoverable.

## **Natural Catastrophe Risk**

We have exposure to natural catastrophes around the world. We manage our exposure to catastrophes using a combination of CATM, third-party vendor models, underwriting judgment and ceded reinsurance. See “*Natural Catastrophe Risk Management*” contained in Item 7 herein.

## **Effects of Inflation**

The pricing for our insurance and reinsurance products, our loss and LAE reserve estimates and our investment returns could be significantly impacted by changing rates of inflation and other economic conditions. We also take loss amplification into account in our catastrophe loss models and in establishing our loss and LAE reserves.

## **Item 8. Financial Statements and Supplementary Data**

The financial statements and supplementary data have been filed as a part of this Annual Report on Form 10-K as indicated in the Index to Consolidated Financial Statements and Financial Statement Schedules appearing on page 90 of this report.

## **Item 9. Changes in and Disagreements With Accountants on Accounting and Financial Disclosure**

None.

## **Item 9A. Controls and Procedures**

Our Principal Executive Officer (“PEO”) and Principal Financial Officer (“PFO”) have evaluated the effectiveness of our disclosure controls and procedures (as defined in Rule 13a-15(e) of the Exchange Act) as of December 31, 2012. Based on that evaluation, our PEO and PFO have concluded that our disclosure controls and procedures are effective.



Our PEO and PFO have also evaluated the effectiveness of our internal control over financial reporting as of December 31, 2012. Based on that evaluation, our PEO and PFO have concluded that our internal controls over financial reporting are effective. Management's annual report on internal control over financial reporting is included on page F-44 of this report. The audit report of PricewaterhouseCoopers, an independent registered public accounting firm, is included on page F-45 of this report.

There have been no changes in our internal controls over financial reporting during the fourth quarter of 2012 that have materially affected, or are reasonably likely to materially affect our internal control over financial reporting.

#### **Item 9B. Other Information**

None.

### **PART III**

#### **Item 10. Directors, Executive Officers and Corporate Governance**

Reported under the captions "*Directors, Executive Officers and Corporate Governance*", "*Section 16(a) Beneficial Ownership Reporting Compliance*" in the Company's 2013 Proxy Statement, herein incorporated by reference.

The Company's Code of Conduct and Ethics, which applies to all directors, officers and employees in carrying out their responsibilities to and on behalf of the Company, is available at [www.montpelierre.bm](http://www.montpelierre.bm) and is included as Exhibit 14 to this report. The Company's Code of Conduct and Ethics is also available in print free of charge to any shareholder upon request.

There have been no material changes to the procedures by which shareholders may recommend nominees to the Board since the shareholders voted to approve amendments to our Bye-Laws on May 19, 2010. The procedures for shareholders to nominate directors are reported under the caption "*The Board and Committees - Shareholder Recommendations*" in the Company's 2013 Proxy Statement, herein incorporated by reference.

#### **Item 11. Executive Compensation**

Reported under the caption "*Executive Compensation*" in the Company's 2013 Proxy Statement, herein incorporated by reference.

#### **Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Shareholder Matters**

Reported under the captions "*Security Ownership of Certain Beneficial Owners and Management*" in the Company's 2013 Proxy Statement, herein incorporated by reference and "*Securities Authorized for Issuance Under Equity Compensation Plans*" contained in Item 5 herein.

#### **Item 13. Certain Relationships and Related Transactions and Director Independence**

Reported under the captions "*Certain Relationships and Related Transactions*" and "*The Board and Committees*" in the Company's 2013 Proxy Statement, herein incorporated by reference.

#### **Item 14. Principal Accountant Fees and Services**

Reported under the caption "*Appointment of Independent Auditor*" in the Company's 2013 Proxy Statement, herein incorporated by reference.

### **PART IV**

#### **Item 15. Exhibits and Financial Statement Schedules**

##### **(a) Documents Filed as Part of the Report**

The financial statements, financial statement schedules and report of independent registered public accounting firm have been filed as part of this Annual Report on Form 10-K as indicated in the Index to Consolidated Financial Statements and Financial Statement Schedules appearing on page 90 of this report. A listing of all exhibits filed as part of the report appear on pages 85 through 88 of this report.



## (b) Exhibits

The exhibits followed by an asterisk (\*) indicate exhibits physically filed with this Annual Report on Form 10-K. All other exhibit numbers indicate exhibits filed by incorporation by reference.

<u>Exhibit Number</u>	<u>Description of Document</u>
3.1	Memorandum of Association (incorporated herein by reference to Exhibit 3.1 to the Company's Registration Statement on Form S-1, Registration No. 333-89408).
3.2	Amended and Restated Bye-Laws (incorporated herein by reference to Exhibit 3.2 to the Company's Current Report on Form 8-K filed May 20, 2010).
4.1	Specimen Ordinary Share Certificate (incorporated herein by reference to Exhibit 4.1 to the Company's Annual Report on Form 10-K filed on February 26, 2010).
4.2	Senior Indenture, dated as of July 15, 2003, between the Company, as Issuer, and The Bank of New York, as Trustee (incorporated herein by reference to Exhibit 4.1 to the Company's Registration Statement on Form S-1, Registration No. 333-106919).
4.3	First Supplemental Indenture to Senior Indenture, dated as of July 30, 2003, between the Company, as Issuer, and The Bank of New York, as Trustee (incorporated herein by reference to Exhibit 4.2 to the Company's Registration Statement on Form S-1, Registration No. 333-106919).
4.4	Certificate of Designation of the 8.875% Non-Cumulative Preferred Shares, Series A (incorporated herein by reference to Exhibit 3.3 to the Company's Report on Form 8-A filed May 10, 2011).
4.5	Second Supplemental Indenture, dated as of October 5, 2012, between Montpelier Re Holdings Ltd. and The Bank of New York Mellon, as trustee (incorporated herein by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed October 5, 2012).
10.1	Shareholders Agreement, dated as of December 12, 2001, among the Company and each of the persons listed on schedule 1 thereto, as amended by Amendment No. 1, dated December 24, 2001 (incorporated herein by reference to Exhibit 10.1 to the Company's Registration Statement on Form S-1, Registration No. 333-89408).
10.2	Service Agreement, dated as of November 20, 2007, between Anthony Taylor and the Company (incorporated herein by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed November 21, 2007).
10.3	Service Agreement among Thomas G.S. Busher and the Company dated April 3, 2008 (incorporated herein by reference to Exhibit 10.1 to the Company's Form 8-K filed April 3, 2008).
10.4	Amendment to Service Agreement among the Company and Thomas G.S. Busher dated July 1, 2010 (incorporated herein by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed July 1, 2010).
10.5	Service Agreement, dated as of January 24, 2002, between Thomas G.S. Busher and MUSL (which was assigned to MUSL by MMSL in January 2009) (incorporated herein by reference to Exhibit 10.6 to the Company's Registration Statement on Form S-1, Registration No. 333-89408).
10.6	Amendment to Service Agreement between Thomas G.S. Busher and MUSL dated August 4, 2011 (incorporated herein by reference to Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q filed August 5, 2011).
10.7	Service Agreement among Christopher L. Harris and the Company dated March 13, 2008 (incorporated herein by reference to Exhibit 10.1 to the Company's Form 8-K filed March 13, 2008).
10.8	Amendment to Service Agreement among the Company and Christopher L. Harris dated July 1, 2010 (incorporated herein by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed July 1, 2010).
10.9	Service Agreement among Michael S. Paquette and the Company dated March 11, 2008 (incorporated herein by reference to Exhibit 10.1 to the Company's Form 8-K filed March 11, 2008).
10.10	Amendment to Service Agreement among Michael S. Paquette and the Company dated February 27, 2009 (incorporated herein by reference to Exhibit 10.7 to the Company's Annual Report on Form 10-K filed February 27, 2009).
10.11	Amendment to Service Agreement among Michael S. Paquette and the Company dated August 4, 2011 (incorporated herein by reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q filed August 5, 2011).
10.12	Service Agreement, dated as of January 24, 2006, between William Pollett and Montpelier Re (incorporated herein by reference to Exhibit 10.6 to the Company's Quarterly Report on Form 10-Q filed May 6, 2009).
10.13	Service Agreement, dated as of November 30, 2004, between Jonathan B. Kim and Montpelier Re. (incorporated herein by reference to Exhibit 10.13 to the Company's Annual Report on Form 10-K filed February 25, 2011).

<u>Exhibit Number</u>	<u>Description of Document</u>
10.14	Deed, dated as of November 24, 2008, between Jonathan B. Kim and Montpelier Re and the Company. (incorporated herein by reference to Exhibit 10.14 to the Company's Annual Report on Form 10-K filed February 25, 2011).
10.15	Service Agreement, dated March 26, 2010, between Timothy Aman and MTR (incorporated herein by reference to Exhibit 10.4 to the Company's Quarterly Report on Form 10-Q filed August 5, 2011).
10.16	Service Agreement, dated September 6, 2011, between Christopher T. Schaper and Montpelier Re (incorporated herein by reference to Exhibit 10.18 to the Company's Annual Report on Form 10-K filed February 24, 2012).
10.17	Letter Agreement dated June 18, 2007 between George A. Carbonar and MTR. (incorporated herein by reference to Exhibit 10.19 to the Company's Annual Report on Form 10-K filed February 24, 2012).
10.18	Severance Plan, dated as of August 27, 2004, among certain Executives and the Company (incorporated herein by reference to Exhibit 10.4 to the Company's Current Report on Form 8-K filed September 1, 2004).
10.19	Amendment to the Severance Plan, dated as of August 27, 2004, among certain Executives and the Company (incorporated herein by reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q filed August 6, 2010).
10.20	Second Amendment dated May 18, 2012 to Montpelier Re Holdings Ltd. Severance Plan (incorporated herein by reference to Exhibit 10.4 to the Company's Quarterly Report filed on Form 10-Q filed August 3, 2012).
10.21	Montpelier Re Amended and Restated Deferred Compensation Plan (incorporated herein by reference to Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q filed August 6, 2010).
10.22	The Company's 2007 Long-Term Incentive Plan as amended May 23, 2007 (incorporated herein by reference to Exhibit 10.14 to the Company's Annual Report on Form 10-K filed February 28, 2008).
10.23	The Company's 2007 Long-Term Incentive Plan, Amendment No. 1 (incorporated herein by reference to Exhibit 10.4 to the Company's Quarterly Report on Form 10-Q filed August 6, 2010).
10.24	The Company's 2012 Long-Term Incentive Plan (incorporated herein by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed May 18, 2012).
10.25	Form of the Company's Long-Term Incentive Plan Annual Bonus and Restricted Share Unit Award Agreement (incorporated herein by reference to Exhibit 10.17 to the Company's Annual Report on Form 10-K filed February 28, 2008).
10.26	Form of Annual Restricted Share Unit Award Agreement under the Company's Long-Term Incentive Plan (incorporated herein by reference to Exhibit 10.24 to the Company's Annual Report on Form 10-K filed February 27, 2009).
10.27	Form of Restricted Share Unit Award Agreement under the Company's Long-Term Incentive Plan (incorporated herein by reference to Exhibit 10.25 to the Company's Annual Report on Form 10-K filed February 27, 2009).
10.28	Form of the Company's Long-Term Incentive Plan Restricted Share Unit Award Agreement (incorporated herein by reference to Exhibit 10.18 to the Company's Annual Report on Form 10-K filed February 28, 2008).
10.29	Form of Restricted Share Unit Award Agreement under the Company's Long-Term Incentive Plan (incorporated herein by reference to Exhibit 10.5 to the Company's Quarterly Report on Form 10-Q filed May 6, 2010).
10.30	Form of Restricted Share Unit Award Agreement under the Company's Long-Term Incentive Plan (incorporated herein by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q filed May 5, 2011).
10.31	Form of Annual Restricted Share Unit Award Agreement under the Company's Long-Term Incentive Plan (incorporated herein by reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q filed May 5, 2011).
10.32	Form of Restricted Share Unit Award Agreement (incorporated herein by reference to Exhibit 10.5 to the Company's Quarterly Report filed on Form 10-Q filed August 5, 2011).
10.33	Form of Montpelier Re Holdings Ltd. 2012 Restricted Share Unit Award Agreement under the Company's 2007 Long-Term Incentive Plan (incorporated herein by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed March 2, 2012).
10.34	Form of 2012 Restricted Share Unit Award Agreement under the Company's 2012 Long-Term Incentive Plan (incorporated herein by reference to Exhibit 10.2 to the Company's Quarterly Report filed on Form 10-Q filed August 3, 2012).
10.35	Form of 2012 Director Restricted Share Unit Award Agreement under the Company's 2012 Long-Term Incentive Plan (incorporated herein by reference to Exhibit 10.3 to the Company's Quarterly Report filed on Form 10-Q filed August 3, 2012).
10.36	Form of 2013 Annual Restricted Share Unit Award Agreement under the Company's 2012 Long-Term Incentive Plan (*).

<u>Exhibit Number</u>	<u>Description of Document</u>
10.37	The Company's 2010 Annual Bonus Plan (incorporated herein by reference to Exhibit 10.4 to the Company's Quarterly Report on Form 10-Q filed May 6, 2010).
10.38	The Company's 2011 Annual Bonus Plan (incorporated herein by reference to Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q filed May 5, 2011).
10.39	The Company's 2012 Annual Bonus Plan (incorporated herein by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed March 2, 2012).
10.40	The Company's 2013 Annual Bonus Plan (*).
10.41	Standing Agreement for Letters of Credit between Montpelier Re and the Bank of New York (incorporated herein by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed November 18, 2005).
10.42	Purchase Agreement among the Company, WLR Recovery Fund, II, L.P. and WLR Recovery Fund, III, L.P. (incorporated herein by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed June 1, 2006).
10.43	Registration Rights Agreement among the Company, WLR Recovery Fund, II, L.P. and WLR Recovery Fund, III, L.P. (incorporated herein by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed June 1, 2006).
10.44	Share Purchase Agreement among WLR Recovery Fund II L.P., WLR Recovery Fund III L.P., Wilbur L. Ross, Jr. and the Company dated February 26, 2010. (incorporated herein by reference to Exhibit 10.51 to the Company's Annual Report on Form 10-K filed on February 26, 2010).
10.45	Stock Purchase Agreement between GAINSCO, Inc., MGA Insurance Company, Inc. and Montpelier Re U.S. Holdings Ltd. (incorporated herein by reference to Exhibit 10.1 to the Company's Form 8-K filed August 13, 2007).
10.46	Stock Purchase Agreement between Montpelier Re U.S. Holdings Ltd. and Selective Insurance Group, Inc. (incorporated herein by reference to Exhibit 10.1 to the Company's Form 8-K filed September 20, 2011).
10.47	Lloyd's Deposit Trust Deed dated March 30, 2010 among Montpelier Capital Limited as "the Member", Montpelier Re as "the Depositor" and the Society incorporated by Lloyd's Act 1871. (incorporated herein by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed March 31, 2010).
10.48	Deed of Determination Release and Substitution dated March 30, 2010 between the Society incorporated by Lloyd's Act 1871, Montpelier Capital Limited and Montpelier Re (incorporated herein by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed March 31, 2010).
10.49	Investment Management Agreement dated March 30, 2010 between Montpelier Capital Limited, Montpelier Re, the Society incorporated by Lloyd's Act 1871 and GR-NEAM Limited. (incorporated herein by reference to Exhibit 10.3 to the Company's Current Report on Form 8-K filed March 31, 2010).
10.50	Lloyd's Deposit Trust Deed dated May 6, 2010 among Montpelier Capital Limited as "the Member", Montpelier Re as "the Depositor" and the Society incorporated by Lloyd's Act 1871 (incorporated herein by reference to Exhibit 10.7 to the Company's Quarterly Report on Form 10-Q filed May 6, 2010).
10.51	Deed of Transition dated May 6, 2010 between the Society incorporated by Lloyd's Act 1871, Montpelier Capital Limited as "the Member" and Montpelier Re as "the Depositor" (incorporated herein by reference to Exhibit 10.8 to the Company's Quarterly Report on Form 10-Q filed May 6, 2010).
10.52	Letter of Credit Reimbursement and Pledge Agreement dated June 17, 2011 among Montpelier Reinsurance Ltd., the lenders party thereto, ING Bank, N.V., London Branch as Syndication Agent, The Bank of New York Mellon., Credit Suisse, New York Branch and UBS Securities LLC, as Co-Documentation Agents and Bank of America, N.A. as Administrative Agent, Fronting Bank and LC Administrator (incorporated herein by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed June 20, 2011).
10.53	Letter of Credit Reimbursement and Pledge Agreement, dated October 31, 2012, between Montpelier Re and Barclays Bank PLC (incorporated herein by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed October 31, 2012).
11	Computation of Per Share Earnings (included in Note 1 of the Notes to Consolidated Financial Statements). (*)
12	Computation of Ratios of Earnings to Fixed Charges and Preferred Dividends. (*)
14	Code of Ethics. (*)
21	Subsidiaries of the Registrant, filed with this report. (*)
23	Consent of PricewaterhouseCoopers, filed with this report. (*)

<u>Exhibit Number</u>	<u>Description of Document</u>
24	Power of Attorney (included as part of Signatures page). (*)
31.1	Certification of Christopher L. Harris, Chief Executive Officer of the Company, pursuant to Rules 13a-14(a) and 15d-14(a) of the Securities Exchange Act of 1934, as amended. (*)
31.2	Certification of Michael S. Paquette, Chief Financial Officer of the Company, pursuant to Rules 13a-14(a) and 15d-14(a) of the Securities Exchange Act of 1934, as amended. (*)
32	Certifications of Christopher L. Harris and Michael S. Paquette, Chief Executive Officer and Chief Financial Officer, respectively, of the Company, pursuant to 18 U.S.C. Section 1350. (*)
101	The following materials from the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2012, formatted in XBRL (eXtensible Business Reporting Language): (i) the Consolidated Balance Sheets at December 31, 2012 and 2011; (ii) the Consolidated Statements of Operations and Comprehensive Income for each of the years ended December 31, 2012, 2011 and 2010; (iii) the Consolidated Statements of Shareholders' Equity for each of the years ended December 31, 2012, 2011 and 2010; (iv) the Consolidated Statements of Cash Flows for each of the years ended December 31, 2012, 2011 and 2010; and (v) the Notes to the Consolidated Financial Statements. (*)

Pursuant to Item 602(b)(4)(iii) of Regulation S-K, copies of certain instruments defining the rights of holders of our debt are not filed and, in lieu thereof, we agree to furnish copies to the SEC upon request.

### **(c) Financial Statement Schedules**

The financial statement schedules and report of independent registered public accounting firm have been filed as part of this Annual Report on Form 10-K as indicated in the Index to Consolidated Financial Statements and Financial Statement Schedules appearing on page 90 of this report.

## SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

### MONTPELIER RE HOLDINGS LTD.

Date: February 25, 2013

By: /s/ MICHAEL S. PAQUETTE  
Executive Vice President and  
Chief Financial Officer

### Power of Attorney

**KNOW ALL MEN** by these presents, that the undersigned does hereby make, constitute and appoint Thomas G.S. Busher, Christopher L. Harris, Michael S. Paquette, Jonathan B. Kim and Allison D. Kiene and each of them, as true and lawful attorney-in-fact and agent of the undersigned, with full power of substitution, resubstitution and revocation, for and in the name, place and stead of the undersigned, to execute and deliver the Annual Report on Form 10-K for the fiscal year ended December 31, 2012, and any and all amendments thereto; such Form 10-K and each such amendment to be in such form and to contain such terms and provisions as said attorney or substitute shall deem necessary or desirable; giving and granting unto said attorney, or to such person or persons as in any case may be appointed pursuant to the power of substitution herein given, full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or, in the opinion of said attorney or substitute, able to be done in and about the premises as fully and to all intents and purposes as the undersigned might or could do if personally present, hereby ratifying and confirming all that said attorney or such substitute shall lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1934, this Form 10-K has been signed by the following persons in the capacities indicated on the 25<sup>th</sup> day of February, 2013.

#### Signature

#### Title

/s/ CHRISTOPHER L. HARRIS  
Christopher L. Harris

President, Chief Executive Officer and Director  
(Principal Executive Officer)

/s/ MICHAEL S. PAQUETTE  
Michael S. Paquette

Executive Vice President and Chief Financial Officer  
(Principal Financial Officer and Principal Accounting Officer)

/s/ ANTHONY TAYLOR  
Anthony Taylor

Chairman

/s/ JOHN G. BRUTON  
John G. Bruton

Director

/s/ HEINRICH BURGI  
Heinrich Burgi

Director

/s/ THOMAS G.S. BUSER  
Thomas G.S. Busher

Deputy Chairman, Executive Vice President,  
Chief Operating Officer and Director

/s/ JOHN D. COLLINS  
John D. Collins

Director

/s/ MORGAN W. DAVIS  
Morgan W. Davis

Director

/s/ MICHAEL R. EISENSEN  
Michael R. Eisenenson

Director

/s/ JOHN F. SHETTLE, JR.  
John F. Shettle, Jr.

Director

/s/ CANDACE L. STRAIGHT  
Candace L. Straight

Director

/s/ IAN M. WINCHESTER  
Ian M. Winchester

Director

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**MONTPELIER RE HOLDINGS LTD.  
CONSOLIDATED BALANCE SHEETS**

(In millions of U.S. dollars, except share and per share amounts)	December 31,	
	2012	2011
<b>Assets</b>		
Fixed maturity investments, at fair value (amortized cost: <b>\$2,662.2</b> and \$2,359.1)	<b>\$ 2,738.6</b>	\$ 2,390.2
Equity securities, at fair value (cost: <b>\$38.1</b> and \$79.3)	<b>40.9</b>	96.1
Other investments (cost: <b>\$143.1</b> and \$100.0)	<b>138.5</b>	102.4
Total investments	<b>2,918.0</b>	2,588.7
Cash and cash equivalents	<b>330.8</b>	340.3
Restricted cash	<b>70.6</b>	128.4
Reinsurance recoverable on unpaid losses	<b>102.7</b>	77.7
Reinsurance recoverable on paid losses	<b>6.7</b>	7.7
Insurance and reinsurance premiums receivable	<b>222.9</b>	213.4
Unearned reinsurance premiums ceded	<b>22.2</b>	22.0
Deferred insurance and reinsurance acquisition costs	<b>48.4</b>	50.9
Accrued investment income	<b>15.2</b>	16.2
Unsettled sales of investments	<b>48.9</b>	33.9
Other assets	<b>23.7</b>	20.3
<b>Total Assets</b>	<b>\$ 3,810.1</b>	\$ 3,499.5
<b>Liabilities</b>		
Loss and loss adjustment expense reserves	<b>\$ 1,112.4</b>	\$ 1,077.1
Debt	<b>399.1</b>	327.8
Unearned insurance and reinsurance premiums	<b>270.1</b>	265.9
Insurance and reinsurance balances payable	<b>54.0</b>	44.0
Liability for investment securities sold short	<b>138.8</b>	136.3
Unsettled purchases of investments	<b>148.7</b>	69.9
Accounts payable, accrued expenses and other liabilities	<b>57.6</b>	29.2
Total Liabilities	<b>2,180.7</b>	1,950.2
Commitments and Contingent Liabilities (See Note 15)	—	—
<b>Shareholders' Equity</b>		
Non-cumulative Preferred Shares Series A at 1/6 cent par value per share - <b>6,000,000</b> shares authorized and issued	<b>150.0</b>	150.0
Common Shares at 1/6 cent par value per share - 1,200,000,000 shares authorized; <b>56,711,141</b> and 62,260,930 shares issued	<b>0.1</b>	0.1
Additional paid-in capital	<b>1,056.0</b>	1,165.6
Common Shares held in treasury at cost; <b>1,441,451</b> and 1,396,756 shares	<b>(23.1)</b>	(22.0)
Retained earnings	<b>449.7</b>	259.7
Accumulated other comprehensive loss	<b>(3.3)</b>	(4.1)
Total Shareholders' Equity	<b>1,629.4</b>	1,549.3
<b>Total Liabilities and Shareholders' Equity</b>	<b>\$ 3,810.1</b>	\$ 3,499.5

See Notes to Consolidated Financial Statements

**MONTPELIER RE HOLDINGS LTD.**  
**CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME**

(In millions of U.S. dollars, except per share amounts)	Year Ended December 31,		
	2012	2011	2010
<b>Revenues</b>			
Gross insurance and reinsurance premiums written	\$ 735.3	\$ 725.5	\$ 720.0
Ceded reinsurance premiums	(119.6)	(101.5)	(51.2)
Net insurance and reinsurance premiums written	615.7	624.0	668.8
Change in net unearned insurance and reinsurance premiums	0.8	(1.3)	(43.4)
Net insurance and reinsurance premiums earned	616.5	622.7	625.4
Net investment income	67.1	68.7	74.0
Net realized and unrealized investment gains	82.4	26.2	50.6
Net foreign exchange gains (losses)	(12.8)	(5.2)	2.3
Net income (loss) from derivative instruments	3.2	(3.1)	(4.7)
Gain on MUSIC Sale	—	11.1	—
Other revenue	0.8	0.5	0.8
Total revenues	757.2	720.9	748.4
<b>Expenses</b>			
<i>Underwriting expenses:</i>			
Loss and loss adjustment expenses	286.4	612.1	302.3
Insurance and reinsurance acquisition costs	96.6	105.4	98.7
General and administrative expenses	116.2	98.6	112.1
<i>Non-underwriting expenses:</i>			
Interest and other financing expenses	20.4	20.6	24.6
Loss on early extinguishment of 2013 Senior Notes	9.7	—	—
Total expenses	529.3	836.7	537.7
<b>Income (loss) before income taxes</b>	227.9	(115.8)	210.7
Income tax benefit (provision)	(0.3)	0.6	1.3
<b>Net income (loss)</b>	227.6	(115.2)	212.0
Dividends declared on Preferred Shares	(13.3)	(9.1)	—
<b>Net income (loss) available to common shareholders</b>	214.3	(124.3)	\$ 212.0
<b>Net income (loss)</b>	\$ 227.6	\$ (115.2)	\$ 212.0
Net change in foreign currency translation	0.8	2.1	(0.7)
Reclassification of inception-to-date net unrealized gain from Symetra	—	—	(2.6)
<b>Comprehensive income (loss)</b>	\$ 228.4	\$ (113.1)	\$ 208.7
<b>Basic and diluted earnings (loss) per Common Share</b>	\$ 3.67	\$ (2.01)	\$ 2.97
<b>Dividends declared per Common Share</b>	\$ 0.430	\$ 0.405	\$ 0.370

See Notes to Consolidated Financial Statements

**MONTPELIER RE HOLDINGS LTD.**  
**CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY**

(In millions of U.S. dollars)	Total shareholders' equity	Preferred Shares	Common Shares at par value	Additional paid-in capital	Common Shares held in treasury at cost	Retained earnings	Accum. other compreh- ensive loss
Balances at January 1, 2010	\$ 1,728.5	\$ —	\$ 0.1	\$ 1,541.2	\$ (32.3)	\$ 222.4	\$ (2.9)
Net income	212.0	—	—	—	—	212.0	—
Other comprehensive loss	(3.3)	—	—	—	—	—	(3.3)
Issuances of Common Shares from treasury	—	—	—	(11.7)	11.7	—	—
Repurchases of Common Shares	(293.8)	—	—	(281.7)	(12.1)	—	—
Expense recognized for RSUs	13.5	—	—	13.5	—	—	—
RSUs withheld for income taxes	(2.6)	—	—	(2.6)	—	—	—
Dividends declared on Common Shares	(25.5)	—	—	—	—	(25.5)	—
Balances at December 31, 2010	\$ 1,628.8	\$ —	\$ 0.1	\$ 1,258.7	\$ (32.7)	\$ 408.9	\$ (6.2)
Net loss	(115.2)	—	—	—	—	(115.2)	—
Other comprehensive income	2.1	—	—	—	—	—	2.1
Issuance of Preferred Shares	150.0	150.0	—	—	—	—	—
Preferred Share issuance costs	(4.6)	—	—	(4.6)	—	—	—
Issuances of Common Shares from treasury	—	—	—	(10.7)	10.7	—	—
Repurchases of Common Shares	(82.7)	—	—	(82.7)	—	—	—
Expense recognized for RSUs	7.5	—	—	7.5	—	—	—
RSUs withheld for income taxes	(2.6)	—	—	(2.6)	—	—	—
Dividends declared on Preferred Shares	(9.1)	—	—	—	—	(9.1)	—
Dividends declared on Common Shares	(24.9)	—	—	—	—	(24.9)	—
Balances at December 31, 2011	\$ 1,549.3	\$ 150.0	\$ 0.1	\$ 1,165.6	\$ (22.0)	\$ 259.7	\$ (4.1)
Net income	227.6	—	—	—	—	227.6	—
Other comprehensive income	0.8	—	—	—	—	—	0.8
Issuances of Common Shares from treasury	—	—	—	(7.8)	7.8	—	—
Repurchases of Common Shares	(120.9)	—	—	(112.0)	(8.9)	—	—
Expense recognized for RSUs	12.1	—	—	12.1	—	—	—
RSUs withheld for income taxes	(1.9)	—	—	(1.9)	—	—	—
Dividends declared on Preferred Shares	(13.3)	—	—	—	—	(13.3)	—
Dividends declared on Common Shares	(24.3)	—	—	—	—	(24.3)	—
<b>Balances at December 31, 2012</b>	<b>\$ 1,629.4</b>	<b>\$ 150.0</b>	<b>\$ 0.1</b>	<b>\$ 1,056.0</b>	<b>\$ (23.1)</b>	<b>\$ 449.7</b>	<b>\$ (3.3)</b>

See Notes to Consolidated Financial Statements

**MONTPELIER RE HOLDINGS LTD.**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**

(In millions of U.S. dollars)	Year Ended December 31,		
	2012	2011	2010
<b>Cash flows from operations:</b>			
Net income (loss)	\$ 227.6	\$ (115.2)	\$ 212.0
Charges (credits) to reconcile net income (loss) to net cash from operations:			
Net realized and unrealized investment gains	(82.4)	(26.2)	(50.6)
Net realized and unrealized (gains) losses on investment-related derivative instruments	(0.7)	9.6	5.7
Net amortization and depreciation of assets and liabilities	14.7	20.0	19.0
Expense recognized for RSUs	12.1	7.5	13.5
Gain on MUSIC Sale	—	(11.1)	—
Net change in:			
Loss and loss adjustment expense reserves	21.7	316.6	106.7
Reinsurance recoverable on paid and unpaid losses	(14.2)	(15.8)	37.7
Unearned insurance and reinsurance premiums	(1.3)	4.5	51.8
Insurance and reinsurance balances payable	8.5	11.4	(1.7)
Unearned reinsurance premiums ceded	0.1	(3.3)	(8.9)
Deferred insurance and reinsurance acquisition costs	3.9	(1.8)	(7.4)
Insurance and reinsurance premiums receivable	(5.4)	(16.9)	(43.0)
Accounts payable, accrued expenses and other liabilities	9.7	(14.7)	(15.7)
Other	6.5	2.2	(1.4)
<b>Net cash provided from operations</b>	<b>200.8</b>	<b>166.8</b>	<b>317.7</b>
<b>Cash flows from investing activities:</b>			
Purchases of fixed maturity investments	(4,513.3)	(2,904.9)	(2,535.2)
Purchases of equity securities	(155.3)	(190.9)	(291.2)
Purchases of other investments	(82.0)	(37.1)	(103.4)
Sales, maturities, calls and pay downs of fixed maturity investments	4,288.6	2,879.3	2,515.9
Sales and redemptions of equity securities	224.1	206.1	352.5
Sales and redemptions of other investments	51.6	24.6	95.0
Proceeds from MUSIC Sale, net of expenses paid and cash and cash equivalents sold	(1.0)	51.2	—
Settlements of investment-related derivative instruments	0.7	(8.4)	(7.8)
Net change in restricted cash	58.1	(101.3)	14.9
Payment of accrued investment performance fees	—	(2.1)	(9.8)
Acquisitions of capitalized assets	(0.4)	(0.7)	(0.6)
<b>Net cash (used for) provided from investing activities</b>	<b>(128.9)</b>	<b>(84.2)</b>	<b>30.3</b>
<b>Cash flows from financing activities:</b>			
Redemptions of 2013 Senior Notes	(228.0)	—	(1.0)
Proceeds from 2022 Senior Note issuance	299.1	—	—
Debt issuance costs - 2022 Senior Notes	(2.7)	—	—
Repurchases of Common Shares	(117.5)	(87.9)	(288.6)
Net proceeds from issuance of Preferred Shares	—	145.4	—
Dividends paid on Common Shares	(24.4)	(25.0)	(26.2)
Dividends paid on Preferred Shares	(13.3)	(5.8)	—
<b>Net cash (used for) provided from financing activities</b>	<b>(86.8)</b>	<b>26.7</b>	<b>(315.8)</b>
<b>Effect of exchange rate fluctuations on cash and cash equivalents</b>	<b>5.4</b>	<b>(1.3)</b>	<b>(2.0)</b>
<b>Net (decrease) increase in cash and cash equivalents during the year</b>	<b>(9.5)</b>	<b>108.0</b>	<b>30.2</b>
Cash and cash equivalents - beginning of year	340.3	232.3	202.1
<b>Cash and cash equivalents - end of year</b>	<b>\$ 330.8</b>	<b>\$ 340.3</b>	<b>\$ 232.3</b>

See Notes to Consolidated Financial Statements

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**(Expressed in millions of United States Dollars,**  
**except per share amounts or as otherwise described)**

**NOTE 1. Summary of Significant Accounting Policies**

***Basis of Presentation***

Montpelier Re Holdings Ltd. (the "Company" or the "Registrant") was incorporated as an exempted Bermuda limited liability company under the laws of Bermuda on November 14, 2001. The Company, through its subsidiaries in Bermuda, the United States (the "U.S."), the United Kingdom (the "U.K.") and Switzerland (collectively "Montpelier"), provides customized and innovative insurance and reinsurance solutions to the global market. The Company's headquarters and principal executive offices are located at Montpelier House, 94 Pitts Bay Road, Pembroke, Bermuda HM 08.

The Company's consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the U.S. ("GAAP"). All significant intercompany accounts and transactions have been eliminated in consolidation. The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported and disclosed amounts of assets and liabilities, and disclosure of contingent assets and liabilities as of the date of the financial statements and the amounts of revenues and expenses reported during the period. Actual results could differ materially from those estimates. The major estimates reflected in the Company's consolidated financial statements include, but are not limited to, loss and loss adjustment expense ("LAE") reserves, written and earned insurance and reinsurance premiums, ceded reinsurance and share-based compensation.

The Company currently operates through four reportable segments: Montpelier Bermuda, Montpelier Syndicate 5151, Blue Capital and MUSIC Run-Off. Each of the Company's segments represents a separate underwriting platform through which Montpelier writes, or formerly wrote, insurance and reinsurance business. The Company's segment disclosures provided herein present the operations of Montpelier Bermuda, Montpelier Syndicate 5151, Blue Capital and MUSIC Run-Off prior to the effects of intercompany quota share reinsurance agreements among them.

Detailed financial information about each of the Company's reportable segments for the three years ended December 31, 2012 is presented in Note 12. The activities of the Company, certain of its intermediate holding and service companies and intercompany eliminations relating to inter-segment reinsurance and support services, collectively referred to as "Corporate and Other", are also presented in Note 12.

The nature and composition of each of the Company's reportable segments and its Corporate and Other activities is as follows:

**Montpelier Bermuda**

The Montpelier Bermuda segment consists of the assets and operations of Montpelier Reinsurance Ltd. ("Montpelier Re"), the Company's wholly-owned operating subsidiary based in Pembroke, Bermuda.

Montpelier Re is registered as a Bermuda Class 4 insurer. Montpelier Re seeks to identify and underwrite attractive insurance and reinsurance opportunities by combining underwriting experience with proprietary risk pricing and capital allocation models and catastrophe modeling tools.

**Montpelier Syndicate 5151**

The Montpelier Syndicate 5151 segment consists of the collective assets and operations of Montpelier Syndicate 5151 ("Syndicate 5151"), Montpelier Capital Limited ("MCL"), Montpelier Underwriting Agencies Limited ("MUAL"), Montpelier Underwriting Services Limited ("MUSL"), Montpelier Underwriting Inc. ("MUI"), Montpelier Europa AG ("MEAG") and, through September 30, 2012, Paladin Underwriting Agency Limited ("PUAL").

Syndicate 5151, the Company's wholly-owned Lloyd's of London ("Lloyd's") syndicate based in London, was established in July 2007. Syndicate 5151 underwrites property insurance and reinsurance, engineering, marine hull and liability, cargo and specie and specialty casualty classes sourced mainly from the London, U.S. and European markets.

MCL, the Company's wholly-owned U.K. subsidiary based in London, serves as Syndicate 5151's sole corporate underwriting member of Lloyd's.

MUAL, the Company's wholly-owned Lloyd's Managing Agent based in London, has managed Syndicate 5151 since January 1, 2009.

MUSL, the Company's wholly-owned U.K. subsidiary based in London, provides support services to Syndicate 5151 and MUAL.

MUI and MEAG serve as Lloyd's Coverholders, meaning that each is authorized to enter into insurance and reinsurance contracts and/or issue documentation on behalf of Syndicate 5151. MUI, the Company's wholly-owned subsidiary based in Hartford, Connecticut, underwrites reinsurance business on behalf of Syndicate 5151 through managing general agents and intermediaries. MEAG, the Company's wholly-owned subsidiary based in Baar, Canton Zug, Switzerland, focuses on marketing activities in Continental Europe and the Middle East on behalf of Syndicate 5151 and Montpelier Re.

PUAL, formerly a wholly-owned subsidiary based in London, serves as a Lloyd's Coverholder and underwrites business on behalf of Syndicate 5151 and third parties. PUAL specializes in financial crime classes of business, but also underwrote specialist contractor business until 2011. On September 30, 2012, Montpelier sold PUAL to a founding member of its management in exchange for a contingent note receivable of \$0.4 million and recognized a loss on the sale of \$0.5 million, which has been netted against other revenue on the Company's consolidated statements of operations.

### Blue Capital

The Blue Capital segment consists of the assets and operations of Blue Water Re Ltd. ("Blue Water Re"), Blue Water Master Fund Ltd. (the "Master Fund"), Blue Capital Management Ltd. ("BCL") and Blue Capital Insurance Managers Ltd. ("BCIML"). Blue Capital was launched in 2012 as an asset management platform offering a range of catastrophe reinsurance-linked investment products to institutional and retail investors.

Blue Water Re is a Bermuda-based special purpose insurance vehicle that provides property catastrophe reinsurance coverage and related products on a fully-collateralized basis. Blue Water Re was established in November 2011 and commenced its operations in June 2012.

The Master Fund is an exempted mutual fund segregated accounts company which was incorporated in Bermuda in December 2011.

BCL and BCIML provide investment and insurance management services to Blue Water Re, as well as various segregated accounts of the Master Fund such as Blue Capital Global Reinsurance SA-I (the "BCGR Cell") and BCAP Mid Vol Fund (the "BCAP Cell"), collectively, the "Cells".

The Cells may invest in: (i) fully-collateralized reinsurance-linked contracts by subscribing for non-voting redeemable preference shares issued by Blue Water Re, with each series of such preference shares linked to a specific reinsurance contract with a third-party ceding company; and (ii) other insurance-linked securities offered by entities other than Blue Water Re.

In June 2012 Montpelier invested \$22.5 million in the BCAP Cell, which funds were subsequently invested into Blue Water Re.

In October 2012 the Company established Blue Capital Global Reinsurance Fund Limited (the "BCGR Listed Fund"), a closed-ended mutual fund incorporated in Bermuda that serves as the feeder fund for the BCGR Cell. In December 2012 Montpelier and third parties invested \$50.0 million and \$50.1 million, respectively, in the BCGR Listed Fund. As of December 31, 2012, none of the BCGR Listed Fund's assets had been invested into the BCGR Cell, however, it is expected that, with the exception of those funds required for short-term working capital purposes, all of the assets of the BCGR Listed Fund will be invested in the BCGR Cell during 2013.

In December 2012 the ordinary shares of the BCGR Listed Fund began to trade on the Specialist Fund Market of the London Stock Exchange and on the Bermuda Stock Exchange. The BCGR Listed Fund is considered a "voting interest entity" under GAAP and, since Montpelier currently owns less than 50% of its outstanding ordinary shares, the Company does not consolidate the BCGR Listed Fund's net assets or operations within its consolidated financial statements or within the Blue Capital segment.

As of December 31, 2012, all of the entities that comprise the Blue Capital segment were wholly-owned subsidiaries of the Company. However, as the funds currently held in the BCGR Listed Fund are deployed into the BCGR Cell, and ultimately into Blue Water Re, these entities will continue to be included within the Company's consolidated financial statements but will no longer be wholly-owned. As a result, the interest in these entities attributable to third party investors will be reported as non-controlling interests.



### MUSIC Run-Off

On December 31, 2011, Montpelier completed the sale of Montpelier U.S. Insurance Company ("MUSIC"), the Company's former U.S.-based excess and surplus lines insurance company, to Selective Insurance Group, Inc. ("Selective"). During the period in which the Company owned MUSIC, it was a domestic surplus lines insurer and was authorized as an excess and surplus lines insurer in all 50 U.S. states and the District of Columbia. MUSIC underwrote smaller commercial property and casualty risks that do not conform to standard insurance lines.

In connection with the sale of MUSIC (the "MUSIC Sale"), Montpelier has either retained, reinsured or otherwise indemnified Selective for all business written by MUSIC with an effective date on or prior to December 31, 2011. The MUSIC Run-Off segment consists of: (i) for all periods through December 31, 2011, the historical operations of MUSIC; and (ii) for all subsequent periods, the insurance business retained, reinsured or otherwise indemnified by us in accordance with the MUSIC Sale.

Since Montpelier has either retained, reinsured or otherwise indemnified Selective for all of the business written by MUSIC with an effective date on or prior to December 31, 2011, the sale of MUSIC did not constitute a "discontinued operation" in accordance with GAAP. See Note 2.

### Corporate and Other

The Company's Corporate and Other activities consist of the assets and operations of the Company and certain of its intermediate holding and service companies, including Montpelier Technical Resources Ltd. ("MTR").

MTR, the Company's wholly-owned U.S. subsidiary with its main offices in Woburn, Massachusetts and Hanover, New Hampshire, provides accounting, finance, legal, risk management, information technology, internal audit, human resources and advisory services to many of the Company's subsidiaries.

### ***Insurance and Reinsurance Premiums and Related Costs***

Reinsurance contracts can be written on a risks-attaching or losses-occurring basis. Under risks-attaching reinsurance contracts, all claims from cedants' underlying policies incepting during the contract period are covered, even if they occur after the expiration date of the reinsurance contract. In contrast, losses-occurring reinsurance contracts cover all claims occurring during the period of the contract, regardless of the inception dates of the underlying policies. Any claims occurring after the expiration of the losses-occurring contract are not covered.

Premiums written are recognized as revenues, net of any applicable underlying reinsurance coverage, and are earned over the term of the related policy or contract. For direct insurance and facultative and losses-occurring contracts, the earnings period is the same as the reinsurance contract. For risks-attaching contracts, the earnings period is based on the terms of the underlying insurance policies.

For contracts that have a risk period of three years or less, the premiums are earned ratably over the term. For the few contracts with risk periods greater than three years, premiums are earned in accordance with predetermined schedules that reflect the level of risk associated with each period in the contract term. These schedules are reviewed periodically and are adjusted as deemed necessary.

For the majority of Montpelier's excess-of-loss contracts, written premium is based on the deposit or minimum premium as defined in the contract. Subsequent adjustments, based on reports of actual premium or revisions in estimates by ceding companies, are recorded in the period in which they are determined. For pro-rata contracts and excess-of-loss contracts where no deposit or minimum premium is specified in the contract, written premium is recognized based on estimates of ultimate premiums provided by ceding companies and Montpelier's underwriters. Initial estimates of written premium are recognized in the period in which the underlying risks incept. Subsequent adjustments, based on reports of actual premium by the ceding companies, or revisions in estimates, are recorded in the period in which they are determined. Such adjustments are generally determined after the associated risk periods have expired, in which case the premium adjustments are fully earned when written. Unearned premiums represent the portion of premiums written that are applicable to future insurance or reinsurance coverage provided by policies or contracts in force.

Premiums receivable are recorded at amounts due less any provision for doubtful accounts. As of December 31, 2012 and 2011, Montpelier's provision for doubtful accounts was \$3.8 million and \$3.6 million, respectively.

When a reinsurance contract provides for a reinstatement of coverage following a covered loss, the associated reinstatement premium is recorded as both written and earned when Montpelier determines that such a loss event has occurred.

Deferred acquisition costs are comprised of commissions, brokerage costs, premium taxes and excise taxes, each of which relates directly to the writing of insurance and reinsurance contracts. These deferred acquisition costs are typically amortized over the underlying risk period of the related contracts. However, if the sum of a contract's expected losses and LAE and deferred acquisition costs exceeds related unearned premiums and projected investment income, a premium deficiency is determined to exist. In this event, deferred acquisition costs are immediately expensed to the extent necessary to eliminate the premium deficiency. If the premium deficiency exceeds deferred acquisition costs then a liability is accrued for the excess deficiency. There were no significant premium deficiency adjustments recognized during the periods presented herein.

Also included in acquisition costs are profit commissions earned and incurred. Accrued profit commissions are included in insurance and reinsurance balances payable.

### ***Loss and LAE Reserves***

Loss and LAE reserves are comprised of case reserves (which are based on claims that have been reported) and IBNR reserves (which are based on losses that are believed to have occurred but for which claims have not yet been reported and may include a provision for expected future development on existing case reserves). Case reserve estimates are initially set on the basis of loss reports received from third parties. IBNR reserves are estimated by management using various actuarial methods as well as a combination of Montpelier's own loss experience, historical insurance industry loss experience and management's professional judgment. Montpelier's internal actuaries review the reserving assumptions and methodologies on a quarterly basis and its loss estimates are subject to an annual corroborative review by independent actuaries using generally accepted actuarial principles.

The uncertainties inherent in the reserving process, potential delays by cedants in the reporting of loss information, together with the potential for unforeseen adverse developments, may result in loss and LAE reserves ultimately being significantly greater or less than the reserve provided at the end of any given reporting period. The degree of uncertainty is further increased when a significant loss event takes place near the end of a reporting period. Loss and loss adjustment expense reserve estimates are regularly reviewed and updated as new information becomes known. Any resulting adjustments are reflected in income in the period in which they become known.

A significant portion of Montpelier's current business is in the Property Catastrophe - Treaty class of business and other classes with high attachment points of coverage. As a result, reserving for losses relating to such programs can be imprecise. Montpelier's exposures are also highly leveraged, meaning that the proportional impact of any change in the estimate of total loss incurred by the cedant is magnified in the layers at which Montpelier's coverage attaches. Additionally, the high-severity, low-frequency nature of the exposures limits the volume of claims experience available from which to reliably predict ultimate losses following a loss event, and renders certain traditional loss estimation techniques inapplicable.

### ***Ceded Reinsurance***

In the normal course of business, Montpelier purchases reinsurance from third parties in order to manage its exposures. The amount of ceded reinsurance that Montpelier buys varies from year to year depending on its risk appetite, as well as the availability and cost of the reinsurance coverage. Ceded reinsurance premiums are accounted for on a basis consistent with those used in accounting for the underlying premiums assumed, and are reported as a reduction of net premiums written. Certain of Montpelier's assumed pro-rata contracts incorporate reinsurance protection provided by third-party reinsurers that inures to Montpelier's benefit. These reinsurance premiums are reported as a reduction in gross premiums written and gross loss and LAE reserves.

The cost of reinsurance purchased varies based on a number of factors. The initial premium associated with excess-of-loss reinsurance is normally based on the underlying premiums assumed by Montpelier. As these reinsurance contracts are typically purchased prior to the time the assumed risks are written, ceded premium recorded in the period of inception reflects an estimate of the amount that Montpelier will ultimately pay. In the majority of cases, the premium initially recorded is subsequently adjusted to reflect premium actually assumed by Montpelier during the contract period. These adjustments are recorded in the period that they are determined, and to date they have not been significant. In addition, losses which pierce excess-of-loss reinsurance cover may generate reinstatement premium ceded, depending on the terms of the contract. This reinstatement premium ceded is recognized as written and expensed at the time the reinsurance recovery is estimated and recorded.

The cost of quota share reinsurance is initially based on Montpelier's estimated gross premium written related to the specific lines of business covered by the reinsurance contract. As gross premiums are written during the period of coverage, reinsurance premiums ceded are adjusted in accordance with the terms of the quota share agreement.

Reinsurance recoverable on paid losses represents amounts currently due from reinsurers. Reinsurance recoverable on unpaid losses represent amounts that will be collectible from reinsurers once the losses are paid. The recognition of reinsurance recoverable requires two key judgments. In determining Montpelier's ceded IBNR, the first judgment involves the estimation of the amount of gross IBNR to be ceded to reinsurers. Ceded IBNR is developed as part of Montpelier's loss reserving process and consequently, its estimation is subject to risks and uncertainties similar to the estimation of gross IBNR. The second judgment relates to the amount of the reinsurance recoverable balance that ultimately will not be collected from reinsurers due to insolvency, contractual dispute, or other reasons.

### ***Investments and Cash***

Montpelier's fixed maturity investments, equity securities and investment securities sold short are carried at fair value, with the net unrealized appreciation or depreciation on such securities included in income and reported within net realized and unrealized investment gains (or losses) on the Company's consolidated statement of operations.

Montpelier's other investments are carried at either fair value or based on the equity method of accounting (which is based on underlying net asset values) and consist primarily of investments in limited partnership interests and private investment funds, the BCGR Listed Fund, event-linked securities whose principal and interest are forgiven if specific events occur ("CAT Bonds"), private placements and certain derivative instruments. See Notes 5 and 7.

Investments, including investment securities sold short, are recorded on a trade date basis. For those marketable securities not listed and regularly traded on an established exchange, fair values are determined based on bid prices, as opposed to ask prices. Fair values are not adjusted for transaction costs. Gains and losses on sales of investments are determined on a first-in, first-out basis and are included in income when realized. Realized investment gains and losses typically result from the actual sale of securities. Unrealized investment gains and losses represent the gain or loss that would result from a hypothetical sale of securities on the reporting date. In instances where the Company becomes aware of a significant unrealized loss with little or no likelihood of recovery, it writes down the cost basis of the investment and recognizes the loss as being realized.

Some of Montpelier's investment managers are entitled to performance fees determined as a percentage of their portfolio's net total return achieved over specified periods. Montpelier's net realized and unrealized investment gains and net income (loss) from derivative instruments are presented net of any associated performance fees. During 2012, 2011 and 2010 Montpelier incurred performance fees related to investments of \$7.1 million, \$0.1 million and \$1.5 million, respectively. During 2012, 2011 and 2010 Montpelier incurred (reversed) performance fees related to investment-related derivative instruments of \$(0.7) million, zero million and \$0.4 million, respectively. See Note 14.

Cash and cash equivalents include cash and fixed income investments with maturities of less than three months, as measured from the date of purchase. Restricted cash of \$70.6 million at December 31, 2012 consisted of \$57.1 million of collateral supporting investment securities sold short and derivative positions and \$13.5 million of foreign deposit accounts held at Lloyd's. Restricted cash of \$128.4 million at December 31, 2011 consisted of \$121.7 million of collateral supporting investment securities sold short and derivative positions and \$6.7 million of foreign deposit accounts held at Lloyd's.

As of December 31, 2012 and 2011, \$47.4 million and \$34.8 million, respectively, of Montpelier's cash equivalents represented repurchase agreements which were fully-collateralized.

Net investment income is stated net of investment management, custody and other investment-related expenses. Investment income is recognized when earned and includes interest and dividend income together with the amortization of premiums and the accretion of discounts associated with those fixed maturity investments that were purchased at amounts different from their par value.

### ***Common Shares Held in Treasury***

The Company's common shares ("Common Shares") held in treasury are carried at cost and any resulting gain or loss on subsequent issuances is determined on a last-in, first-out basis. As of December 31, 2012 and 2011, the Company had inception-to-date net gains from issuances of its treasury shares of \$0.6 million and \$2.2 million, respectively, which has been recorded as additional paid-in capital on the Company's consolidated balance sheets. See Note 8.

## ***Funds Withheld***

Funds withheld by reinsured companies represent insurance balances retained by ceding companies in accordance with contractual terms. Montpelier typically earns investment income on these balances during the period the funds are held. At December 31, 2012 and 2011, funds withheld balances of \$4.1 million and \$6.0 million, respectively, were recorded within other assets on the Company's consolidated balance sheets.

## ***Basic and Diluted Earnings (Loss) Per Common Share***

The Company applies the two-class method of calculating its earnings (loss) per Common Share. In applying the two-class method, the Company's outstanding Restricted Share Units ("RSUs") are considered to be participating securities. See Note 9. For all periods presented, the two-class method was used to determine basic and diluted earnings (loss) per share since this method yielded a more dilutive result than the treasury stock method.

For purposes of determining basic and diluted earnings per Common Share, a portion of net income is allocated to RSUs which serves to reduce the Company's earnings per Common Share numerators. Net losses are not allocated to RSUs and, therefore, do not impact the Company's loss per Common Share numerators. Recipients of outstanding RSUs are entitled to receive payments equivalent to dividends and distributions declared on Common Shares. Since outstanding RSUs represent phantom (as opposed to actual) Common Shares, such payments are recorded as general and administrative expenses.

The following table outlines the Company's computation of its basic and diluted earnings (loss) per Common Share for the years ended December 31, 2012, 2011 and 2010:

	Year Ended December 31,		
	2012	2011	2010
<b>Earnings (loss) per Common Share numerator:</b>			
Net income (loss) available to common shareholders	\$ 214.3	\$ (124.3)	\$ 212.0
Less: net earnings allocated to participating securities	(4.9)	—	(4.9)
<b>Net income (loss) available to common shareholders</b>	<b>\$ 209.4</b>	<b>\$ (124.3)</b>	<b>\$ 207.1</b>
<b>Average Common Shares outstanding (in millions)</b>	<b>57.1</b>	<b>61.8</b>	<b>69.7</b>
<b>Basic and diluted earnings (loss) per Common Share</b>	<b>\$ 3.67</b>	<b>\$ (2.01)</b>	<b>\$ 2.97</b>

## ***Foreign Currency Exchange***

The U.S. dollar is the Company's reporting currency. The British pound is the functional currency for the Company's U.K.-based operations and the Swiss franc is the functional currency for the operations of MEAG. The U.S. dollar is the functional currency for all other operations. The assets and liabilities of the Company's U.K. and Swiss operations are converted to U.S. dollars at exchange rates in effect at the balance sheet date, and the related revenues and expenses are converted using average exchange rates for the period. Net foreign exchange gains and losses arising from translating these foreign operations to U.S. dollars are reported as a separate component of shareholders' equity as translation gains and losses, with changes therein reported as a component of other comprehensive income.

The following rates of exchange to the U.S. dollar were used to translate the results of the Company's U.K. and Swiss operations:

Currency	Closing Rate December 31, 2012	Closing Rate December 31, 2011	Closing Rate December 31, 2010
British pound (GBP)	1.6234	1.5617	1.5441
Swiss franc (CHF)	1.0924	1.0634	1.0429

Other transactions involving certain monetary assets and liabilities denominated in foreign currencies have been converted into the appropriate functional currencies at exchange rates in effect at the balance sheet date, and the related revenues and expenses are converted using either specific or average exchange rates for the period, as appropriate. Net foreign exchange transaction gains and losses arising from these activities are reported as a component of net income in the period in which they arise.

## **Recent Accounting Pronouncements**

There have been no recent accounting pronouncements that are expected to have a material impact on the presentation of the Company's operations or financial position.

### **NOTE 2. MUSIC Sale**

On December 31, 2011, Montpelier completed the MUSIC Sale, received total proceeds of \$54.9 million therefrom and recorded an after tax gain on the sale of \$11.1 million, which is net of \$1.0 million of expenses related to the transaction. At the time of the MUSIC Sale, MUSIC had 44 employees, all of whom were retained by Selective.

MUSIC's net assets at the time of sale totalled \$37.8 million and included the following third-party assets (liabilities): fixed maturity investments of \$48.3 million; cash and cash equivalents of \$3.5 million; reinsurance recoverable on paid and unpaid losses \$5.5 million; insurance premiums receivable of \$5.2 million; unearned premiums ceded of \$4.3 million; deferred insurance acquisition costs \$(3.9) million; accrued investment income \$0.1 million; other assets of \$0.3 million; loss and LAE reserves of \$(20.3) million; unearned insurance premiums of \$(3.2) million; insurance and reinsurance balances payable of \$(1.7) million; and other liabilities of \$(0.3) million.

Prior to the MUSIC Sale, Montpelier carried a \$4.8 million intangible asset on its consolidated balance sheets representing the fair value of MUSIC's excess and surplus lines authorizations it acquired in 2007. Montpelier realized the full value of this intangible asset pursuant to the MUSIC Sale.

In connection with this transaction, Montpelier has either retained, reinsured or otherwise indemnified Selective for all business written by MUSIC with an effective date on or prior to December 31, 2011. These protections were effected through the following arrangements, each of which became effective as of the closing date:

- (i) Montpelier Re amended and increased its existing quota share with MUSIC from 75% to 100% (the "MUSIC Quota Share") which had the effect of ceding the majority of MUSIC's unearned premiums at December 31, 2011 to Montpelier Re;
- (ii) Montpelier Re entered into a Loss Development Cover (the "Loss Development Cover") with MUSIC which had the effect of ensuring that MUSIC's net loss and LAE reserves relating to retained business written on or prior to December 31, 2011 (that business not otherwise covered by the MUSIC Quota Share) remains adequate. Under the Loss Development Cover, any future adverse development associated with such retained reserves will be protected by Montpelier Re and any future favorable development associated with such retained reserves will benefit Montpelier Re; and
- (iii) the Company provided Selective with an indemnification which had the effect of guaranteeing each of the contractual arrangements (those with MUSIC and/or Selective) of Montpelier Re U.S. Holdings Ltd. ("MRUSHL"), as MUSIC's seller, and Montpelier Re, as MUSIC's primary reinsurer.

As of December 31, 2012 and 2011, Montpelier Re had remaining loss and LAE reserves of \$43.5 million and \$44.7 million, respectively, under the MUSIC Quota Share.

Since Montpelier has either retained, reinsured or otherwise indemnified Selective for all business written by MUSIC with an effective date on or prior to December 31, 2011, the sale of MUSIC did not constitute a "discontinued operation" in accordance with GAAP. As a result, the cash flows associated with Montpelier's significant involvement with MUSIC in 2012, as well as certain reinsurance balances and other designated assets serving as collateral supporting such cash flows, is presented within the MUSIC Run-Off segment. See Note 12.

Montpelier acquired MUSIC, formerly known as General Agents Insurance Company of America, Inc. ("General Agents"), from GAINSCO, Inc. ("GAINSCO") in November 2007 (the "MUSIC Acquisition"). Prior to the MUSIC Acquisition, General Agents wrote general liability, commercial auto liability, specialty and umbrella lines of business. From 2003 to 2007 General Agents did not write any new business and entered into run-off.

As of December 31, 2012, MUSIC had remaining gross loss and LAE reserves relating to business underwritten by General Agents prior to the MUSIC Acquisition of \$2.7 million (the "Acquired Reserves"). As protection against these liabilities, MUSIC continues to hold a GAINSCO-maintained trust deposit and reinsurance recoverables from third-party reinsurers rated "A-" or better by A.M. Best, which collectively support the Acquired Reserves. In addition, the Company has the benefit of a full indemnity from GAINSCO (the "GAINSCO Indemnity") covering any adverse development from its past business.



If the remaining Acquired Reserves were to develop unfavorably in the future and the trust deposits and reinsurance recoverables held by MUSIC ultimately prove to be insufficient, these liabilities would become MUSIC's liability and MUSIC would be entitled to reinsurance protection from Montpelier Re under the Loss Development Cover. If this adverse development were to occur and the Company were unable to recover such losses under the GAINSCO Indemnity, these liabilities would become Montpelier Re's responsibility.

### NOTE 3. Loss and LAE Reserves

The following table summarizes Montpelier's unpaid loss and LAE reserve activities for the years ended December 31, 2012, 2011 and 2010:

	Year Ended December 31,		
	2012	2011	2010
Gross unpaid loss and LAE reserves - beginning	\$ 1,077.1	\$ 784.6	\$ 680.8
Reinsurance recoverable on unpaid losses - beginning	(77.7)	(62.4)	(69.6)
Net unpaid loss and LAE reserves - beginning	999.4	722.2	611.2
Losses and LAE incurred:			
Current year losses	373.8	701.4	411.6
Prior year losses	(87.4)	(89.3)	(109.3)
Total losses and LAE incurred	286.4	612.1	302.3
Net foreign currency translation movements on loss and LAE	12.0	(2.0)	(2.0)
Net loss and LAE reserves sold pursuant to the MUSIC Sale	—	(14.8)	—
Losses and LAE paid and approved for payment:			
Current year losses	(48.9)	(142.6)	(73.5)
Prior year losses	(239.2)	(175.5)	(115.8)
Total losses and LAE paid and approved for payment	(288.1)	(318.1)	(189.3)
Net unpaid loss and LAE reserves - ending	1,009.7	999.4	722.2
Reinsurance recoverable on unpaid losses - ending	102.7	77.7	62.4
Gross unpaid loss and LAE reserves - ending	\$ 1,112.4	\$ 1,077.1	\$ 784.6

#### Loss and LAE Development – 2012

During the year ended December 31, 2012, Montpelier experienced \$87.4 million in net favorable development on prior year loss and LAE reserves relating to the following events:

- 2011 catastrophe losses relating to the Japanese earthquake, Thai floods, Hurricane Irene and other events (\$51.0 million decrease),
- three individual risk losses incurred at Montpelier Syndicate 5151 during 2008 and 2011 (\$5.3 million decrease), and
- 2011 and prior medical malpractice contracts (\$4.2 million decrease).

The remaining net favorable development on prior year loss reserves recognized during 2012 related to several smaller adjustments made across multiple classes of business.

#### Loss and LAE Development – 2011

During the year ended December 31, 2011, Montpelier experienced \$89.3 million in net favorable development on prior year loss and LAE reserves relating to the following events:

- 2010 non-catastrophe property losses incurred at Montpelier Syndicate 5151 (\$15.4 million decrease),
- 2010 and prior casualty losses incurred at Montpelier Bermuda (\$12.9 million decrease),
- 2010 property-catastrophe hail events (\$5.5 million increase),
- 2010 earthquakes in Chile and New Zealand (\$5.5 million decrease),
- 2005 hurricanes (\$5.4 million decrease),
- 2010 marine losses (\$3.8 million decrease),
- 2010 Australian flood losses incurred at Montpelier Syndicate 5151 (\$3.6 million decrease),
- 2008 fire loss that settled below Montpelier Bermuda's attachment point (\$2.6 million decrease),
- 2010 individual risk losses incurred at Montpelier Bermuda (\$2.4 million decrease), and
- 2007 European Windstorm Kyrill and U.K. floods (\$2.2 million decrease).



The remaining net favorable development on prior year loss and LAE reserves related to several smaller adjustments made across multiple classes of business.

### **Loss and LAE Development – 2010**

During the year ended December 31, 2010, Montpelier experienced \$109.3 million in net favorable development on prior year loss and LAE reserves relating to the following loss events:

- 2009 and prior casualty classes of business, excluding medical malpractice and individual risk contracts, (\$12.2 million decrease),
- 2008 individual risk property loss at Montpelier Bermuda (\$10.7 million decrease),
- 2009 and prior non-marine individual risk losses at Montpelier Syndicate 5151 (\$9.0 million decrease),
- 2009 and prior medical malpractice contracts (\$8.0 million decrease),
- 2009 and prior individual risk losses at Montpelier Bermuda (\$7.4 million decrease),
- 2007 and 2008 non-U.S. catastrophes (\$6.2 million decrease),
- 2009 European windstorm Klaus (\$5.5 million decrease),
- 2005 hurricanes (\$5.2 million decrease),
- favorable commutations of reinsurance contracts relating to prior accident years (\$4.9 million decrease), and
- 2008 Hurricane Ike (\$4.4 million increase).

The remaining net favorable development on prior year loss and LAE reserves related to smaller adjustments made across multiple lines of business.

Montpelier's reserving process is highly dependent on the loss information received from its cedants. With respect to prior year loss and LAE development, information and experience obtained since the last reporting date included changes in loss amounts reported by ceding companies, IBNR recorded as a result of these loss advices and other information and events.

In particular, loss and LAE reserves for non-catastrophe losses initially include significant IBNR as a result of timing lags inherent in the reporting process.

### **Net Impact of Foreign Currency Movements on Loss and LAE Incurred and Loss and LAE Reserves**

Montpelier recognized net foreign exchange transaction losses (gains) related to its current and prior year loss and LAE of \$(6.7) million, \$2.9 million and \$2.8 million during the years ended December 31, 2012, 2011 and 2010, respectively. Montpelier's foreign currency transaction gains and losses on its losses and LAE incurred (which are recorded as loss and loss adjustment expenses) are incorporated in its underwriting results and underwriting ratios.

Montpelier recognized net foreign exchange translation losses (gains) related to its current and prior year loss and LAE of \$12.0 million, \$(2.0) million and \$(2.0) million during the years ended December 31, 2012, 2011 and 2010, respectively. Montpelier's foreign currency translation gains and losses on its loss and LAE reserves (which are recorded as a component of its comprehensive income or loss) do not impact Montpelier's underwriting results or its underwriting ratios.

The following table outlines the composition of Montpelier's gross and net ending loss and LAE reserves as of December 31, 2012 and 2011:

	December 31,	
	2012	2011
<b>Components of ending gross loss and LAE reserves:</b>		
IBNR reserves	\$ 644.4	\$ 611.3
Case reserves	468.0	465.8
Gross loss and LAE reserves	<u>\$ 1,112.4</u>	<u>\$ 1,077.1</u>
<b>Components of ending net loss and LAE reserves:</b>		
IBNR reserves	\$ 577.2	\$ 557.6
Case reserves	432.5	441.8
Net loss and LAE reserves	<u>\$ 1,009.7</u>	<u>\$ 999.4</u>

#### NOTE 4. Reinsurance

All of Montpelier's reinsurance purchases to date have represented prospective cover, meaning that the coverage has been purchased to protect Montpelier against the risk of future losses as opposed to covering losses that have already occurred but have not yet been paid. Montpelier's reinsurance contracts consist of excess-of-loss contracts covering one or more lines of business and pro-rata reinsurance with respect to specific lines of its business. Montpelier also purchases industry loss warranty ("ILW") policies which provide coverage for certain losses incurred, provided they are triggered by events exceeding a specified industry loss size as well as Montpelier's own incurred loss. For non-ILW excess-of-loss reinsurance contracts, the attachment point and exhaustion of these contracts are based solely on the amount of Montpelier's actual losses incurred from an event or events.

The effects of reinsurance on Montpelier's written and earned premiums and on losses and LAE were as follows:

	Year Ended December 31,		
	2012	2011	2010
<b>Premiums written:</b>			
Direct	\$ 136.9	\$ 166.3	\$ 138.2
Assumed	598.4	559.2	581.8
Ceded	(119.6)	(101.5)	(51.2)
Net premiums written	\$ 615.7	\$ 624.0	\$ 668.8
<b>Premiums earned:</b>			
Direct	\$ 125.4	\$ 154.6	\$ 110.0
Assumed	610.9	566.5	558.0
Ceded	(119.8)	(98.4)	(42.6)
Net premiums earned	\$ 616.5	\$ 622.7	\$ 625.4
<b>Loss and LAE:</b>			
Direct	\$ 92.6	\$ 115.7	\$ 64.2
Assumed	232.6	537.0	261.8
Ceded	(38.8)	(40.6)	(23.7)
Net loss and LAE	\$ 286.4	\$ 612.1	\$ 302.3

Montpelier remains liable for losses it incurs to the extent that any third-party reinsurer is unable or unwilling to make timely payments under reinsurance agreements. Montpelier would also be liable in the event that its ceding companies were unable to collect amounts due from underlying third-party reinsurers.

Under Montpelier's reinsurance security policy, reinsurers are typically required to be rated "A-" (Excellent) or better by A.M. Best (or an equivalent rating with another recognized rating agency) at the time the policy is written. Montpelier also considers reinsurers that are not rated or do not fall within this threshold on a case-by-case basis if adequately collateralized. Montpelier monitors the financial condition and ratings of its reinsurers on an ongoing basis.

Montpelier records provisions for uncollectible reinsurance recoverable when collection becomes unlikely due to the reinsurer's inability to pay. Montpelier does not believe that there are any amounts uncollectible from its reinsurers as of the balance sheet dates presented.

#### **Reinsurance Recoverable on Paid and Unpaid Losses**

The A.M. Best ratings of Montpelier's reinsurers related to reinsurance recoverable on paid losses at December 31, 2012 and 2011, are as follows:

Rating	December 31, 2012		December 31, 2011	
	Amount	% of Total	Amount	% of Total
A+	\$ 1.3	19%	\$ 3.2	42%
A	1.7	26	4.4	57
A-	1.8	27	0.1	1
Unrated by A.M. Best	1.9	28	—	—
Total reinsurance recoverable on paid losses	\$ 6.7	100%	\$ 7.7	100%

The A.M. Best ratings of Montpelier's reinsurers related to reinsurance recoverable on unpaid losses at December 31, 2012 and 2011, are as follows:

<b>Rating</b>	<b>December 31, 2012</b>		<b>December 31, 2011</b>	
	<b>Amount</b>	<b>% of Total</b>	<b>Amount</b>	<b>% of Total</b>
A+	\$ 30.4	30%	\$ 23.6	30%
A	36.9	36	27.5	35
A-	8.3	8	2.8	4
Unrated by A.M. Best	27.1	26	23.8	31
Total reinsurance recoverable on unpaid losses	<b>\$ 102.7</b>	<b>100%</b>	<b>\$ 77.7</b>	<b>100%</b>

Montpelier's unrated reinsurance recoverables as of December 31, 2012 and 2011, relate to reinsurers that have either: (i) fully-collateralized the reinsurance obligation; (ii) a Standard & Poor's financial strength rating equivalent to an A.M. Best rating of "A-" (Excellent) or better; or (iii) subsequently entered run-off but are considered by management to be financially sound.

### ***Reinsurance Disputes***

Montpelier is subject to litigation and arbitration proceedings in the normal course of its business. Such proceedings often involve reinsurance contract disputes which are typical for the reinsurance industry. Expected or actual reductions in reinsurance recoveries due to contract disputes (as opposed to a reinsurer's inability to pay) are not recorded as an uncollectible reinsurance recoverable. Rather, they are factored into the determination of, and are reflected in, Montpelier's net loss and LAE reserves.

As of December 31, 2012, Montpelier had no ongoing material insurance or reinsurance contract disputes.

In June 2010 Montpelier Re favorably resolved, through arbitration, a dispute involving two reinsurance contracts (the "Disputed Contracts") with Manufacturers Property and Casualty Limited ("MPCL") that originated in 2007. Montpelier Re subsequently received an award (the "Award") equal to the sum of all outstanding paid reinsurance recoverables it was owed under the Disputed Contracts as of March 31, 2010, a portion of its defense costs associated with the proceedings and accrued interest on overdue amounts owed through the date of payment.

In October 2010 Montpelier Re and MPCL further agreed to an early settlement (the "Settlement") of all remaining paid and unpaid reinsurance recoverables outstanding under the Disputed Contracts. The financial impact of the Settlement was not material to the Company or Montpelier Re.

Montpelier Re received a total of \$51.6 million from MPCL during 2010 in satisfaction of both the Award and the Settlement of which \$46.4 million represented paid and unpaid reinsurance recoverables outstanding under the Disputed Contracts and \$5.2 million represented reimbursable defense costs and accrued interest.

The reinsurance payments received from MPCL during 2010 were recorded as reductions to reinsurance recoverable on paid and unpaid losses on the Company's consolidated balance sheets. The defense costs and accrued interest recovered from MPCL were recorded as reductions to general and administrative expenses on the Company's consolidated statements of operations.

## **NOTE 5. Investments**

### ***Fixed Maturity Investments and Equity Securities***

The table below shows the aggregate cost (or amortized cost) and fair value of Montpelier's fixed maturity investments and equity securities, by investment type, as of the dates indicated:

	December 31, 2012		December 31, 2011	
	Cost or Amortized Cost	Fair Value	Cost or Amortized Cost	Fair Value
<b>Fixed maturity investments:</b>				
Corporate debt securities	\$ 1,002.9	\$ 1,037.7	\$ 887.1	\$ 886.2
Residential mortgage-backed securities	616.2	630.0	560.8	574.4
Debt securities issued/sponsored by the U.S. Treasury and its agencies	466.4	473.0	488.6	495.7
Commercial mortgage-backed securities	148.6	155.6	139.2	142.0
Debt securities issued by non-U.S. governments and their agencies	109.4	113.3	46.2	46.8
Debt securities issued by U.S. states and political subdivisions	65.2	72.2	58.3	64.7
Other debt obligations	253.5	256.8	178.9	180.4
Total fixed maturity investments	<u>\$ 2,662.2</u>	<u>\$ 2,738.6</u>	<u>\$ 2,359.1</u>	<u>\$ 2,390.2</u>
<b>Equity securities:</b>				
Exchange-listed funds	\$ 25.0	\$ 26.9	\$ 25.0	\$ 23.6
Industrial	4.3	4.7	4.7	6.4
Consumer goods	3.7	4.3	4.6	9.0
Utilities	1.9	1.9	—	—
Energy	1.8	1.8	16.5	24.5
Technology	0.7	0.6	14.2	19.5
Financial	0.6	0.6	11.9	9.4
Other	0.1	0.1	2.4	3.7
Total equity securities	<u>\$ 38.1</u>	<u>\$ 40.9</u>	<u>\$ 79.3</u>	<u>\$ 96.1</u>

As a provider of insurance and reinsurance for natural and man-made catastrophes, Montpelier could be required to pay significant losses on short notice. As a result, its asset allocation is predominantly oriented toward high quality, fixed maturity securities with a short average duration. This asset allocation is designed to reduce Montpelier's sensitivity to interest rate fluctuations and provide a secure level of liquidity for the settlement of its liabilities as they arise. As of December 31, 2012, Montpelier's fixed maturities had an average credit quality of "AA-" (Very Strong) by Standard & Poor's and an average duration of 3.3 years.

As of December 31, 2012, 74% of Montpelier's fixed maturity investments were either rated "A" (Strong) or better by Standard & Poor's (or represented U.S. government or U.S. government-sponsored enterprise securities), 11% were rated "BBB" (Good) by Standard & Poor's and 15% were either unrated or rated below "BBB".

In addition to the investment securities presented above, Montpelier had open short fixed maturity positions of \$127.8 million and \$128.5 million as of December 31, 2012 and 2011, respectively. Montpelier also had open short equity and investment option and future positions of \$11.0 million and \$7.8 million at December 31, 2012 and 2011, respectively. Net unrealized gains (losses) associated with Montpelier's open short positions totaled \$(4.0) million and \$1.1 million as of December 31, 2012 and 2011, respectively.

The contractual maturity of Montpelier's fixed maturity investments at December 31, 2012 and 2011, is presented below:

	December 31, 2012		December 31, 2011	
	Amortized Cost	Fair Value	Amortized Cost	Fair Value
<b>Fixed maturity investments:</b>				
Due in one year or less	\$ 139.7	\$ 140.5	\$ 365.0	\$ 366.4
Due after one year through five years	900.3	921.4	632.3	635.1
Due after five years through ten years	451.2	468.2	377.0	379.4
Due after ten years	152.7	166.2	105.9	112.4
Mortgage-backed and asset-backed securities	1,018.3	1,042.3	878.9	896.9
Total fixed maturity investments	<u>\$ 2,662.2</u>	<u>2,738.6</u>	<u>\$ 2,359.1</u>	<u>2,390.2</u>

## Other Investments

The table below shows the aggregate cost and carrying value of Montpelier's other investments, by investment type, as of the dates indicated:

	December 31, 2012		December 31, 2011	
	Cost	Carrying Value	Cost	Carrying Value
<b>Other investments carried at net asset value:</b>				
Limited partnership interests and private investment funds	\$ 76.6	\$ 76.6	\$ 59.8	\$ 59.8
Investment in the BCGR Listed Fund	50.0	50.0	—	—
Total other investments at net asset value	<u>\$ 126.6</u>	<u>\$ 126.6</u>	<u>\$ 59.8</u>	<u>\$ 59.8</u>
<b>Other investments carried at fair value:</b>				
Limited partnership interests and private investment funds	\$ 15.8	\$ 12.7	\$ 29.2	\$ 29.3
CAT Bonds	—	—	10.0	10.2
Derivative instruments	0.7	(0.8)	1.0	3.1
Total other investments carried at fair value	<u>\$ 16.5</u>	<u>\$ 11.9</u>	<u>\$ 40.2</u>	<u>\$ 42.6</u>
Other investments	<u>\$ 143.1</u>	<u>\$ 138.5</u>	<u>\$ 100.0</u>	<u>\$ 102.4</u>

Montpelier's investments in limited partnership interests and private investment funds are carried at either their fair values or their underlying net asset values, depending on Montpelier's ownership share. For those funds carried at fair values, the underlying net asset value is used as a best estimate of fair value.

Net appreciation or depreciation in the value of Montpelier's investments in limited partnerships and private investment funds, the BCGR Listed Fund and CAT Bonds is reported as net realized and unrealized investment gains (losses) on the Company's consolidated statements of operations. Net appreciation or depreciation on Montpelier's derivative instruments is reported as net income (loss) from derivative instruments.

Montpelier's interests in limited partnerships and private investment funds that are carried at fair value relate to vehicles that invest in distressed mortgages. Redemptions from these investments occur at the discretion of the investment manager or, in other cases, subject to a unanimous vote of the partners. Montpelier expects to fully redeem its remaining limited partnerships and private investment funds that are carried at fair value during 2013.

Montpelier's interests in limited partnerships and private investment funds that are carried at net asset value relate to vehicles that invest in the following:

- Small growth-oriented businesses,
- Structured credit instruments backed by residential mortgages and other loans and receivables, and
- Public and private equity, fixed maturity and derivative instruments.

The majority of Montpelier's interests in limited partnerships and private investment funds carried at net asset value can be redeemed or sold with no penalty upon 45 days' notice. Redemptions of the remaining interests are subject to early termination fees and liquidity constraints. Montpelier does not expect to redeem a significant portion of any of these investments during 2013.

Montpelier's derivative instruments carried as other investments consisted of the Foreign Exchange Contracts, Credit Derivatives, Interest Rate Contracts, Investment Options and Futures (long) and the LIBOR Swap as of December 31, 2012 and 2011. See Note 7.

In January 2010 the common stock of Symetra Financial Corporation ("Symetra") began trading on the New York Stock Exchange as a result of the completion of Symetra's initial public offering (the "Symetra IPO"). Prior to the Symetra IPO, Montpelier's investment in Symetra was carried as an other investment on the Company's consolidated balance sheets and its net appreciation or depreciation was reported as a separate component of shareholders' equity, with changes therein reported as a component of other comprehensive income on the Company's consolidated statements of operations.

In all periods subsequent to the Symetra IPO, Montpelier's investment in Symetra was presented as an equity security on the Company's consolidated balance sheets and changes in its fair value were recorded as net realized and unrealized investment gains (losses) on the Company's consolidated statements of operations. In addition, the cumulative net appreciation associated with Symetra, which totaled \$2.6 million at January 1, 2010, was reclassified from other comprehensive income during 2010.

### **Fair Value Hierarchy**

GAAP establishes a hierarchy that prioritizes the inputs to valuation techniques used to measure fair value into the three broad levels described below. The level in the hierarchy within which a given fair value measurement falls is determined based on the lowest level input that is significant to the measurement. Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the reporting entity has the ability to access at the measurement date, Level 2 inputs are inputs other than quoted prices that are observable for the asset or liability, either directly or indirectly, and Level 3 inputs are unobservable inputs for the asset or liability.

Montpelier uses an independent service provider for assistance with its investment accounting function. This service provider, as well as Montpelier's investment managers, in turn use several pricing services and brokers to assist with the determination of the fair value of Montpelier's marketable securities. The ultimate pricing source varies depending on the security and pricing service, but investments valued on the basis of observable (Levels 1 and 2) inputs are generally assigned values on the basis of actual transactions. Securities valued on the basis of pricing models with significant unobservable inputs or non-binding broker quotes are classified as Level 3.

In accordance with GAAP, the valuation techniques used by Montpelier and its pricing services maximize the use of observable inputs; unobservable inputs are used to measure fair value only to the extent that observable inputs are unavailable. Montpelier uses both the market and income approaches in valuing its investments. There have been no significant changes in the Company's use of valuation techniques or related inputs during the periods presented.

The following tables present Montpelier's investments carried at fair value, categorized by the level within the hierarchy in which the fair value measurements fall, at December 31, 2012 and 2011:

	<b>December 31, 2012</b>			
	Level 1	Level 2	Level 3	Total
<b>Fixed maturity investments:</b>				
Corporate debt securities	\$ —	\$ 942.3	\$ 95.4	\$ 1,037.7
Residential mortgage-backed securities	—	630.0	—	630.0
Debt securities issued/sponsored by the U.S. Treasury and its agencies	267.5	205.5	—	473.0
Commercial mortgage-backed securities	—	155.6	—	155.6
Debt securities issued by non-U.S. governments and their agencies	1.0	112.3	—	113.3
Debt securities issued by U.S. states and political subdivisions	—	72.2	—	72.2
Other debt obligations	—	240.6	16.2	256.8
Total fixed maturity investments	\$ 268.5	\$ 2,358.5	\$ 111.6	\$ 2,738.6
<b>Equity securities:</b>				
Exchange-listed funds	\$ —	\$ 26.9	\$ —	\$ 26.9
Industrial	4.7	—	—	4.7
Consumer goods	4.3	—	—	4.3
Utilities	1.9	—	—	1.9
Energy	1.8	—	—	1.8
Technology	0.6	—	—	0.6
Financial	0.6	—	—	0.6
Other	0.1	—	—	0.1
Total equity securities	\$ 14.0	\$ 26.9	\$ —	\$ 40.9
<b>Other investments carried at fair value</b>	\$ —	\$ (0.8)	\$ 12.7	\$ 11.9
Total investments carried at fair value	\$ 282.5	\$ 2,384.6	\$ 124.3	\$ 2,791.4
<b>Other investments carried at net asset value</b>	\$ —	\$ 102.8	\$ 23.8	\$ 126.6
Total investments	\$ 282.5	\$ 2,487.4	\$ 148.1	\$ 2,918.0



	December 31, 2011			
	Level 1	Level 2	Level 3	Total
<b>Fixed maturity investments:</b>				
Corporate debt securities	\$ —	\$ 841.5	\$ 44.7	\$ 886.2
Residential mortgage-backed securities	—	574.4	—	574.4
Debt securities issued/sponsored by the U.S. Treasury and its agencies	163.1	332.6	—	495.7
Commercial mortgage-backed securities	—	142.0	—	142.0
Debt securities issued by U.S. states and political subdivisions	—	64.7	—	64.7
Debt securities issued by non-U.S. governments and their agencies	1.6	45.2	—	46.8
Other debt obligations	—	170.7	9.7	180.4
Total fixed maturity investments	\$ 164.7	\$ 2,171.1	\$ 54.4	\$ 2,390.2
<b>Equity securities:</b>				
Exchange-listed funds	\$ —	\$ 23.6	\$ —	\$ 23.6
Financial	9.4	—	—	9.4
Consumer goods	9.0	—	—	9.0
Industrial	6.4	—	—	6.4
Energy	24.5	—	—	24.5
Technology	19.5	—	—	19.5
Other	3.7	—	—	3.7
Total equity securities	\$ 72.5	\$ 23.6	\$ —	\$ 96.1
<b>Other investments carried at fair value</b>	\$ —	\$ 13.3	\$ 29.3	\$ 42.6
Total investments carried at fair value	\$ 237.2	\$ 2,208.0	\$ 83.7	\$ 2,528.9
<b>Other investments carried at net asset value</b>	\$ —	\$ 25.4	\$ 34.4	\$ 59.8
Total investments	\$ 237.2	\$ 2,233.4	\$ 118.1	\$ 2,588.7

### **Level 1 Securities**

Montpelier's investments classified as Level 1 as of December 31, 2012 and 2011, consisted of U.S. Treasuries, debt securities issued by non-U.S. governments and long and short equity positions that are publicly listed and/or actively traded in an established market. In addition, as of December 31, 2012 and 2011, approximately 17% and 40%, respectively, of Montpelier's open short fixed maturity positions are valued on the basis of Level 1 inputs.

### **Level 2 Securities**

For Montpelier's investments classified as Level 2 as of December 31, 2012 and 2011, Montpelier's pricing vendors generally utilize third-party market data and other observable inputs in matrix pricing models to determine prices. Although prices for these securities obtained from broker quotations are generally considered non-binding, they are based on observable inputs and secondary trading patterns of similar securities obtained from active, non-distressed markets. In addition, as of December 31, 2012 and 2011, approximately 83% and 60%, respectively, of Montpelier's open short fixed maturity positions are valued on the basis of Level 2 inputs.

Further details for selected investment types classified as Level 2 follow:

**Corporate debt securities.** Montpelier's Level 2 corporate debt securities are priced using market sources and other considerations such as the issuer of the security, credit data, the specific terms and conditions of the securities, including any specific features which may influence risk, as well as other observations from relevant market and sector news reports. Evaluations are updated by obtaining broker quotes and other market information including actual trade volumes, when available. Each security is individually evaluated using a spread model which is added to the U.S. Treasury curve.

**Residential mortgage-backed securities and debt securities issued/sponsored by the U.S. Treasury and its agencies.** Montpelier's Level 2 residential mortgage-backed securities and debt securities issued by U.S. agencies are priced using a mortgage-pool-specific model which utilizes daily inputs from the to-be-announced, or "TBA" market (the most liquid secondary market for mortgage loans), as well as the U.S. Treasury market. This pricing model also utilizes additional information such as the weighted average maturity, weighted average coupon and other available pool level data which is provided by the agency. Valuations are also corroborated by daily active market quotes.

Montpelier's Level 2 U.S. government-sponsored enterprise securities are priced using information from market sources, as well as other observations from relevant market and sector news. Evaluations are updated by obtaining broker quotes and other market information including actual trade volumes, when available. Each security is individually evaluated using analytical models which incorporate option-adjusted spreads and other relevant interest rate data.

**Commercial mortgage-backed securities.** Montpelier's Level 2 commercial mortgage-backed securities are priced using dealer quotes and other available trade information such as bids and offers, prepayment speeds (which may be adjusted for the underlying collateral or current price data), the U.S. Treasury curve, swap curve and TBA values, as well as cash settlement. This pricing methodology utilizes a single cash flow stream, computes both a yield-to-call and weighted average yield-to-maturity and generates a derived price for the security by applying the most likely scenario.

**Equity securities.** Montpelier's Level 2 equity securities represent investments in exchange-listed funds which are priced based on net asset values provided by the relevant investment managers.

There were no significant transfers between Levels 1 and 2 during 2012 and 2011.

### **Level 3 Securities**

Montpelier's investments classified as Level 3 as of December 31, 2012 and 2011 consisted primarily of the following: (i) with respect to certain fixed maturity investments, bank loans and certain asset-backed securities, many of which are not actively traded; and (ii) with respect to other investments, certain limited partnerships and private investment funds.

Further details for selected investment types follow:

**Corporate debt securities.** Montpelier's Level 3 corporate debt securities represent bank loans that are priced using non-binding broker quotes that cannot be corroborated with other externally obtained information.

**Other investments.** Montpelier's Level 3 other investments at December 31, 2012 and 2011 include investments in limited partnerships and private investment funds that invest in distressed mortgages. The fair value of these investments is based on net asset values obtained from the investment manager or general partner of the respective entity. The underlying investments held by the investee, which form the basis of the net asset valuation, can require significant management judgment by the investee to determine the underlying value. Montpelier also considers financial and other information in making its own determination of value. Montpelier regularly reviews the performance of these entities directly with the fund and partnership managers.

As of December 31, 2012 and 2011, the Company's Level 3 investments measured at fair value represented 4.5% and 3.3% of its total investments measured at fair value, respectively. As of December 31, 2012 and 2011, the Company's total Level 3 investments represented 5.1% and 4.6% of its total investments, respectively.

The following tables present a reconciliation of the beginning and ending balances for all investments measured at fair value on a recurring basis using Level 3 inputs during the year ended December 31, 2012 and 2011:

<b>Year Ended December 31, 2012</b>								
	Beginning Level 3 balance	Purchases	Sales and maturities	Net realized gains	Net unrealized gains (losses)	Net transfers	Ending Level 3 balance	
<b>Fixed maturity investments:</b>								
Corporate debt securities	\$ 44.7	\$ 149.8	\$ (102.0)	\$ 0.7	\$ 2.2	\$ —	\$ 95.4	
Other debt obligations	9.7	13.2	(6.8)	—	0.1	—	16.2	
Total fixed maturity investments	\$ 54.4	\$ 163.0	\$ (108.8)	\$ 0.7	\$ 2.3	\$ —	\$ 111.6	
<b>Other investments</b>	\$ 29.3	\$ —	\$ (18.8)	\$ 5.6	\$ (3.4)	\$ —	\$ 12.7	
Total Level 3 investments	\$ 83.7	\$ 163.0	\$ (127.6)	\$ 6.3	\$ (1.1)	\$ —	\$ 124.3	

Year Ended December 31, 2011								
	Beginning Level 3 balance	Purchases	Sales and maturities	Net realized losses	Net unrealized gains (losses)	Net transfers	Ending Level 3 balance	
<b>Fixed maturity investments:</b>								
Corporate debt securities	\$ 37.9	\$ 23.7	\$ (16.9)	\$ —	\$ —	\$ —	\$ 44.7	
Other debt obligations	4.7	7.7	(2.9)	—	0.2	—	9.7	
Total fixed maturity investments	\$ 42.6	\$ 31.4	\$ (19.8)	\$ —	\$ 0.2	\$ —	\$ 54.4	
<b>Other investments</b>	\$ 42.6	\$ —	\$ (9.1)	\$ (0.3)	\$ (3.9)	\$ —	\$ 29.3	
Total Level 3 investments	\$ 85.2	\$ 31.4	\$ (28.9)	\$ (0.3)	\$ (3.7)	\$ —	\$ 83.7	

There were no transfers into or out of Level 3 investments during the years ended December 31, 2012 and 2011.

### Changes in Carrying Value

Changes in the carrying value of Montpelier's investment portfolio and its short investment positions for the years ended December 31, 2012, 2011 and 2010, consisted of the following:

	Gross Realized Gains on Investments	Gross Realized Losses on Investments	Net Unrealized Gains (Losses) on Investments	Net Foreign Exchange and Gains (Losses) From Certain Derivatives <sup>(1)</sup>	Total Changes in Carrying Value Reflected in Revenues	Changes in Carrying Value Reflected in Other Comp- rehensive Income (Loss)
<b>Year Ended December 31, 2012:</b>						
Fixed maturity investments	\$ 49.0	\$ (18.6)	\$ 34.0	\$ 4.3	\$ 68.7	\$ —
Equity securities	30.0	(6.4)	(14.8)	(1.9)	6.9	—
Other investments	5.5	(2.8)	6.5	3.6	12.8	—
<b>Year Ended December 31, 2011:</b>						
Fixed maturity investments	\$ 32.2	\$ (13.3)	\$ 15.1	\$ (3.8)	\$ 30.2	\$ —
Equity securities	28.6	(13.3)	(16.8)	0.9	(0.6)	—
Other investments	0.5	(0.1)	(6.7)	(1.9)	(8.2)	—
<b>Year Ended December 31, 2010:</b>						
Fixed maturity investments	\$ 51.5	\$ (20.3)	\$ (10.0)	\$ (0.4)	\$ 20.8	\$ —
Equity securities	82.5	(74.1)	16.7	0.5	25.6	—
Other investments	0.4	(6.4)	10.3	(4.7)	(0.4)	(2.6)

<sup>(1)</sup> Represents net realized and unrealized foreign exchange gains and losses from investments and income and losses from the following derivative instruments: (i) Foreign Exchange Contracts; (ii) Credit Derivatives; (iii) Interest Rate Contracts; (iv) Investment Options and Futures; (v) the LIBOR Swap; and (vi) the UST Contract (see Note 7). These derivatives are carried at fair value within other investments on the Company's consolidated balance sheets.

## **Net Investment Income**

Montpelier's net investment income for the years ended December 31, 2012, 2011 and 2010 consisted of the following:

	Year Ended December 31,		
	2012	2011	2010
Fixed maturity investments	\$ 70.6	\$ 70.5	\$ 77.3
Cash and cash equivalents	0.6	0.3	0.2
Equity securities	0.2	0.3	0.8
Other investments	2.0	3.2	3.4
Total investment income	73.4	74.3	81.7
Investment expenses	(6.3)	(5.6)	(7.7)
Net investment income	\$ 67.1	\$ 68.7	\$ 74.0

## **Assets Held in Trust**

Blue Water Re, which commenced its operations in June 2012, does not operate with a financial strength rating and, instead, fully collateralizes its reinsurance obligations through cash and cash equivalents held in trust funds (the "Blue Water Trusts") established for the benefit of ceding companies. As of December 31, 2012, the fair value of all assets held in the Blue Water Trusts was \$22.5 million, which exceeded the minimum value required on that date.

In 2011 Montpelier Re entered into a Reinsurance Trust (the "MUSIC Trust") in connection with the MUSIC Sale. The MUSIC Trust was established as a means of providing statutory credit to MUSIC in support of the MUSIC Quota Share and the Loss Development Cover. As of December 31, 2012 and 2011, the fair value of all assets held in the MUSIC Trust was \$45.4 million and \$65.0 million, respectively, which exceeded the minimum value required on those dates.

In 2010 Montpelier Re entered into a Multi-Beneficiary U.S. Reinsurance Trust (the "Reinsurance Trust") for the benefit of certain of its U.S. cedants. The Reinsurance Trust was established as a means of providing statutory credit to Montpelier Re's cedants. Montpelier Re has been granted authorized or trustee reinsurer status in all U.S. states and the District of Columbia. As of December 31, 2012 and 2011, the fair value of all assets held in the Reinsurance Trust was \$338.2 million and \$328.1 million, respectively, which exceeded the minimum value required on those dates.

A number of states in the U.S. have recently considered reducing their collateral requirements for risks ceded to financially sound non-U.S. reinsurers. In 2011 Montpelier Re established a second Multi-Beneficiary Reinsurance Trust (the "FL Trust") in connection with its reduced collateral requirements in Florida. As of December 31, 2012 and 2011, the fair value of all assets held in the FL Trust was \$26.0 million and \$25.0 million, respectively, which exceeded the minimum value required on those dates.

In 2010 Montpelier entered into a Lloyd's Deposit Trust Deed (the "Lloyd's Capital Trust") in order to meet MCL's ongoing funds at Lloyd's ("FAL") requirements. The minimum value of cash and investments held by the Lloyd's Capital Trust is determined on the basis of MCL's Individual Capital Assessment, which is used to determine the required amount of FAL. As of December 31, 2012 and 2011, the fair value of all assets held in the Lloyd's Capital Trust was \$149.6 million and \$251.8 million, respectively, which exceeded the minimum value required on those dates.

Premiums received by Syndicate 5151 are received into the Lloyd's Premiums Trust Funds (the "Premiums Trust Funds"). Under the Premiums Trust Funds' deeds, assets may only be used for the payment of claims and valid expenses for a stated period of time. See Note 13. As of December 31, 2012 and 2011, the fair value of all assets held in the Premiums Trust Funds was \$371.9 million and \$243.6 million, respectively. See Note 13.

Montpelier's investment assets held in trust appear on the Company's consolidated balance sheets as cash and cash equivalents, investments and accrued investment income, as appropriate.

## **Sales and Maturities of Investments**

Sales of investments totaled \$3,970.6 million, \$2,656.4 million and \$2,319.2 million for the years ended December 31, 2012, 2011 and 2010, respectively. Maturities, calls and paydowns of investments totaled \$593.7 million, \$453.6 million and \$644.2 million for the years ended December 31, 2012, 2011 and 2010, respectively. There were no non-cash exchanges or involuntary sales of investment securities during 2012, 2011 and 2010.

## ***Pending Securities Litigation***

During 2011 Montpelier Re was named in a series of lawsuits filed by a group of plaintiffs in their capacity as trustees for senior debt issued by the Tribune Company ("Tribune") on behalf of various senior debt holders. Montpelier Re, along with thousands of other named defendants, formerly owned Tribune common shares and tendered such common shares pursuant to a 2007 leveraged buyout led by Tribune management (the "Tribune LBO"). Tribune subsequently filed for bankruptcy protection at the end of 2008 and emerged from bankruptcy on December 31, 2012.

The plaintiffs are suing all tendering shareholders, including Montpelier Re, on the grounds of fraudulent conveyance and seek recovery of the proceeds received pursuant to the Tribune LBO on the basis that the transaction was undertaken without fair consideration and left Tribune insolvent. The various lawsuits are still pending and, on December 19, 2011, were consolidated in the Federal District Court for the Southern District of New York by the United States Judicial Panel on Multidistrict Litigation.

Montpelier Re was also named in a similar suit filed by the Official Committee of Unsecured Creditors in the Tribune bankruptcy case. This suit was filed in the United States Bankruptcy Court for the District of Delaware and also asserts a fraudulent conveyance claim involving the Tribune LBO.

In the event that the plaintiffs in these suits were to fully prevail, Montpelier Re would have to return the \$4.4 million in cash proceeds it received in connection with the Tribune common shares tendered pursuant to the Tribune LBO.

## **NOTE 6. Debt, Letter of Credit Facilities and Trust Arrangements**

### ***Senior Unsecured Debt Due 2022 ("2022 Senior Notes")***

On October 5, 2012, the Company issued \$300.0 million of 2022 Senior Notes. The 2022 Senior Notes bear interest at a fixed rate of 4.70% per annum, payable semi-annually in arrears on April 15 and October 15 of each year (beginning April 15, 2013), and were issued at a price of 99.682% of their principal amount, providing an effective yield to investors of 4.74%. The 2022 Senior Notes are scheduled to mature on October 15, 2022, and do not contain any covenants regarding financial ratios or specified levels of net worth or liquidity to which the Company or any of its subsidiaries must adhere. The Company may redeem the 2022 Senior Notes at any time, in whole or in part, at a "make-whole" redemption price, plus accrued and unpaid interest.

The net proceeds from the issuance of the 2022 Senior Notes, after deducting the issuance discount and debt issuance costs, were \$296.4 million. The net proceeds were used to redeem the 2013 Senior Notes and for general corporate purposes. The debt issuance costs of \$2.7 million have been capitalized within other assets in the Company's consolidated balance sheets and will be amortized over the life of the 2022 Senior Notes.

The carrying value of the 2022 Senior Notes at December 31, 2012, was \$299.1 million.

The Company incurred interest expense on the 2022 Senior Notes of \$3.4 million during the period from October 5, 2012 to December 31, 2012. The Company was not obligated to pay any interest on the 2022 Senior Notes during 2012.

### ***Senior Unsecured Debt Due 2013 ("2013 Senior Notes")***

During 2003 the Company issued \$250.0 million of 2013 Senior Notes of which, at December 31, 2011, \$228.0 million in principal amount remained outstanding. The 2013 Senior Notes bore interest at a fixed rate of 6.125% per annum, payable semi-annually in arrears on February 15 and August 15 of each year and were scheduled to mature on August 15, 2013.

On November 5, 2012, the Company fully redeemed the 2013 Senior Notes at a "make-whole" redemption price of \$237.6 million (104.2% of the principal thereof), plus accrued and unpaid interest to the redemption date. In connection with the redemption of the 2013 Senior Notes, the Company recorded a loss on early extinguishment of debt of \$9.7 million, which is reflected in the Company's consolidated statement of operations for 2012.

The carrying value of the 2013 Senior Notes at December 31, 2011 was \$227.8 million.

The Company incurred interest expense on the 2013 Senior Notes of \$11.7 million, \$14.0 million and \$14.0 million during the years ended December 31, 2012, 2011 and 2010, respectively. The Company paid \$17.1 million, \$14.0 million and \$14.0 million in interest on the 2013 Senior Notes during the years ended December 31, 2012, 2011 and 2010, respectively.



## **UST Contract**

In anticipation of refinancing the 2013 Senior Notes, on July 10, 2012, the Company entered into a derivative contract (the "UST Contract") with a third party which was designed to help insulate it against future movements in the 10-year U.S. Treasury rate through a specified date. The UST Contract, which had a notional value of \$250 million, had a tenor of ten years and was required to be terminated on or before August 15, 2013.

On October 2, 2012, the Company terminated the UST Contract and recognized a gain of \$0.6 million, which was recorded within net income (loss) from derivative instruments on the Company's consolidated statement of operations. See Note 7.

## **Trust Preferred Securities**

In January 2006 the Company, through Montpelier Capital Trust III, participated in a private placement of \$100.0 million of capital securities (the "Trust Preferred Securities"). The Trust Preferred Securities mature on March 30, 2036, are redeemable at Montpelier Capital Trust III's option at par, and require quarterly distributions of interest to the holders. The Trust Preferred Securities bore interest at 8.55% per annum through March 29, 2011, and thereafter at a floating rate equal to the 3-month LIBOR plus 380 basis points, reset quarterly. This floating rate varied from 4.05% to 4.38% during the period from March 30, 2011 to December 31, 2011 and from 4.11% to 4.38% during 2012.

The Trust Preferred Securities do not contain any covenants regarding financial ratios or specified levels of net worth or liquidity to which the Company or any of its subsidiaries must adhere.

The Company incurred and paid interest on the Trust Preferred Securities of \$4.3 million, \$5.3 million and \$8.7 million during the years ended December 31, 2012, 2011 and 2010, respectively.

## **LIBOR Swap**

On February 7, 2012, the Company entered into a five-year swap agreement with a third party (the "LIBOR Swap") which will result in the future net cash flows in connection with the Trust Preferred Securities, for the five-year period beginning March 30, 2012, being the same as if these securities bore interest at a fixed rate of 4.905%, provided the Company holds the LIBOR Swap to its maturity. Net realized and unrealized gains and losses associated with the LIBOR Swap are reported within net income (loss) from derivative instruments on the Company's consolidated statement of operations, as opposed to interest and financing expenses. See Note 7.

## **Letter of Credit Facilities**

In the normal course of business, Montpelier Re maintains letter of credit facilities and provides letters of credit to third parties as a means of providing collateral and/or statutory credit in varying amounts to certain of its cedants. These letter of credit facilities were secured by collateral accounts containing cash and investments totaling \$128.0 million and \$264.2 million at December 31, 2012 and 2011, respectively. The following table outlines these facilities as of December 31, 2012:

<b>Secured Operational Letter of Credit Facilities</b>	<b>Total Capacity</b>	<b>Amount Drawn</b>	<b>Expiry Date</b>
Four Year Committed Facility	\$ 75.0	\$ —	Oct. 2016
Bilateral Facility	75.0	23.1	None

The agreements governing these letter of credit facilities contain covenants that limit Montpelier's ability, among other things, to grant liens on its assets, sell assets, merge or consolidate, incur debt and enter into certain burdensome agreements. In addition, the syndicated secured facilities require the Company to maintain debt leverage of no greater than 30% and Montpelier Re to maintain an A.M. Best financial strength rating of no less than "B++". If the Company or Montpelier Re were to fail to comply with these covenants or fail to meet these financial ratios, the lenders could revoke the facilities and exercise remedies against the collateral. As of December 31, 2012 and 2011, the Company and Montpelier Re were in compliance with all covenants.

In March 2010 Montpelier voluntarily terminated a \$230.0 million Lloyd's standby letter of credit facility and entered into the Lloyd's Capital Trust (as described below) in order to meet MCL's ongoing FAL requirements. While active, this facility was subject to an annual commitment fee of 0.60% on drawn balances and an annual commitment fee of 0.21% on undrawn balances.



In August 2010 Montpelier Re's former syndicated facility: tranche B, which had a capacity of \$225.0 million, expired in accordance with its terms and was not renewed. While active, this facility was subject to an annual commitment fee of 0.225% on drawn balances and an annual commitment fee of 0.075% on undrawn balances.

In June 2011 Montpelier Re's former syndicated 5-year facility (I), which had a capacity of \$500.0 million, expired in accordance with its terms and was not renewed. While active, this facility was subject to an annual commitment fee of 0.275% on drawn balances and an annual commitment fee of 0.075% on undrawn balances.

In June 2012 Montpelier Re's former syndicated 5-year facility (II), which had a capacity of \$215.0 million, expired in accordance with its terms and was not renewed. While active, this facility was subject to an annual commitment fee of 0.225% on drawn balances and an annual commitment fee of 0.08% on undrawn balances.

In June 2012 Montpelier Re's former syndicated 364-day facility, which had a capacity of \$250.0 million, expired in accordance with its terms and was not renewed. While active, this facility was subject to an annual commitment fee of 0.45% on drawn balances and an annual commitment fee of 0.10% on undrawn balances.

In October 2012 Montpelier Re entered into the Four Year Committed Facility with a commercial bank for the provision of a secured letter of credit facility. This facility, which has a capacity of \$75.0 million, is subject to an annual commitment fee of between 0.25% and 0.35% on drawn balances (depending on the type of collateral provided) and 0.125% on undrawn balances. As of December 31, 2012, there were no outstanding letters of credit drawn under this facility.

Montpelier Re's Bilateral Facility, which has a capacity of \$75.0 million, is subject to an annual commitment fee of 0.45% (which was increased from 0.40% effective August 1, 2011 and from 0.20% effective April 1, 2010). The commitment fee is charged on drawn balances only. As of December 31, 2012, there were \$23.1 million in outstanding letters of credit drawn under this facility.

### ***Trust Arrangements***

In June 2012 Blue Water Re commenced its operations and established the Blue Water Trusts as a means of providing collateralized reinsurance protection to its cedants.

In 2011 Montpelier Re established the MUSIC Trust as a means of providing statutory credit to MUSIC.

In 2010 Montpelier Re established the Reinsurance Trust as a means of providing statutory credit to certain of Montpelier Re's U.S. cedants.

In 2011 Montpelier Re established the FL Trust in connection with its reduced collateral requirements to cedants domiciled in Florida.

In 2010 Montpelier established the Lloyd's Capital Trust in order to meet MCL's ongoing FAL requirements.

See Note 5 for further information regarding the aforementioned trust agreements.

### **NOTE 7. Derivative Instruments**

Montpelier enters into derivative instruments from time to time in order to manage certain of its business risks and to supplement its investing and underwriting activities.

Foreign exchange risk, specifically Montpelier's risk associated with making claim payments in foreign currencies, is managed through the use of foreign currency exchange agreements ("Foreign Exchange Contracts").

As an extension of Montpelier's investing activities, certain of its investment managers have entered into investment options and futures ("Investment Options and Futures"), credit derivative arrangements ("Credit Derivatives"), and interest rate contracts ("Interest Rate Contracts"), as well as Foreign Exchange Contracts.

As a means to manage its underwriting risk, Montpelier has entered into ILW swap contracts (the "ILW Swaps") which provides reinsurance-like protection for specific loss events associated with certain lines of its business.

As an extension of its underwriting activities, Montpelier has sold ILW protection (the "ILW Contract"), which is a derivative instrument that provides reinsurance-like protection to third parties for specific loss events associated with certain lines of business.

In order to help insulate the Company against future movements in the 10-year U.S. Treasury in connection with the its refinancing of the 2013 Senior Notes, the Company entered into the UST Contract.

In order to fix the future net cash flows associated with its Trust Preferred Securities to be a set amount each period, the Company entered into the LIBOR Swap.

Montpelier uses an independent service provider for assistance with its derivative accounting function. This service provider, as well as Montpelier's investment managers, use pricing services and brokers to assist with the determination of the fair value of the Credit Derivatives, the Interest Rate Contracts, the Investment Options and Futures and certain of the Foreign Exchange Contracts. Montpelier reviews these values as it is ultimately management's responsibility to ensure that the fair values reflected in the Company's financial statements are appropriate.

For the remaining Foreign Exchange Contracts, the LIBOR swap and the UST Contract, Montpelier determines the fair values on the basis of information received from counterparties and verification by reference to published rates. The ILW Swaps and the ILW Contract are valued on the basis of models developed by Montpelier.

In accordance with GAAP, the valuation techniques used by Montpelier and its pricing services maximize the use of observable inputs. Unobservable inputs are used to measure fair value only to the extent that observable inputs are unavailable. Montpelier uses both the market and income approaches in valuing its derivatives. There have been no significant changes in the Company's use of valuation techniques or related inputs during the periods presented.

None of Montpelier's derivatives are formally designated as hedging instruments.

The following tables present the fair values, notional values and balance sheet location of Montpelier's derivative instruments recorded at December 31, 2012 and 2011 and the net income (loss) from such derivative instruments during the years ended December 31, 2012, 2011 and 2010:

		December 31, 2012		December 31, 2011	
	Balance Sheet Location	Fair Value	Notional Value	Fair Value	Notional Value
<b>Derivative Instruments</b>					
Foreign Exchange Contracts:					
U.S. Dollars purchased	Other Investments	\$ (1.1)	\$ 165.0	\$ 1.4	\$ 202.0
U.S. Dollars sold	Other Investments	1.6	155.2	2.0	184.0
Credit Derivatives	Other Investments	(0.4)	155.1	(2.2)	240.2
Interest Rate Contracts	Other Investments	(0.2)	137.8	1.1	72.4
Investment Options and Futures (long)	Other Investments	1.0	10.0	0.8	3.7
LIBOR Swap	Other Investments	(1.7)	100.0	—	—
ILW Swaps	Other Assets	0.1	3.0	—	—
Investment Options and Futures (short)	Liabilities	—	—	0.2	0.1
			Year Ended December 31,		
<b>Income (Loss) From Derivative Instruments</b>			<b>2012</b>	2011	2010
Foreign Exchange Contracts - underwriting activities			\$ 7.5	\$ 5.7	\$ 1.5
Foreign Exchange Contracts - investing activities			(3.9)	1.4	0.6
Credit Derivatives			(0.4)	(4.9)	—
Interest Rate Contracts			2.7	(7.5)	(0.1)
Investment Options and Futures			(0.3)	2.8	(6.7)
ILW Swaps			(0.8)	(0.7)	(0.3)
ILW Contract			—	0.1	0.3
UST Contract			0.6	—	—
LIBOR Swap			(2.2)	—	—
Net income (loss) from derivative instruments			\$ 3.2	\$ (3.1)	\$ (4.7)

A description of each of Montpelier's derivative instrument activities follows:

### **Foreign Exchange Contracts**

From time to time Montpelier, either directly or indirectly through its investment managers, enters into Foreign Exchange Contracts which constitute obligations to buy or sell specified currencies at future dates at prices set at the inception of each contract. Montpelier enters into these contracts in connection with both its underwriting and investing activities.

Foreign Exchange Contracts designed to protect Montpelier's insurance and reinsurance balances against movements in foreign exchange rates do not eliminate fluctuations in the actual value of Montpelier's assets and liabilities denominated in foreign currencies; rather, they provide an offsetting benefit or detriment against such exchange rate movements. Foreign Exchange Contracts related to Montpelier's investing activities are designed to either protect Montpelier's cash and invested assets from movements in foreign exchange rates or to enhance Montpelier's investment performance.

Montpelier's open Foreign Exchange Contracts at December 31, 2012, were denominated in British pounds, New Zealand dollars, European Union euros, Canadian dollars, Australian dollars, Japanese yen and Brazilian reals. Montpelier's open Foreign Exchange Contracts at December 31, 2011, were denominated in British pounds, New Zealand dollars, European Union euros, Canadian dollars, Chinese renminbi, Indian rupees, Malaysian ringgits, Mexican pesos, Philippines pesos, Korean won, Australian dollars, Danish kroner and Brazilian reals.

The fair value of the Foreign Exchange Contracts is derived based on other observable (Level 2) inputs.

### ***Credit Derivatives***

From time to time Montpelier's investment managers enter into various credit derivative arrangements whose value is derived from the credit risk associated with an underlying bond, loan or other financial asset. In such transactions, Montpelier is effectively the buyer or seller of credit protection, depending on the specific instrument. When Montpelier is buying credit protection, the value of its derivative position increases (or decreases) when the associated credit risk increases (or decreases). Conversely, when Montpelier is selling credit protection, the value of its derivative position decreases (or increases) when the associated credit risk increases (or decreases).

The fair value of the Credit Derivatives is derived based on other observable (Level 2) inputs.

### ***Interest Rate Contracts***

From time to time Montpelier's investment managers enter into various interest rate derivative instruments whose value is based on the right to pay or receive a notional amount of money at a given interest rate. These instruments are either used to limit Montpelier's exposure to fluctuations in specified interest rates or to address an anticipated change in interest rates.

The fair value of the Interest Rate Contracts is derived based on other observable (Level 2) inputs.

### ***Investment Options and Futures***

From time to time Montpelier enters into various exchange-traded investment options and futures as part of its investing strategy. As of December 31, 2012 and 2011, Montpelier had open long option and future positions with fair values of \$1.0 million and \$0.8 million, respectively, and open short option and future positions with fair values of zero million and \$0.2 million, respectively.

The fair value of the Investment Options and Futures was derived based on other observable (Level 2) inputs.

### ***ILW Swaps***

In May 2012 Syndicate 5151 entered into an ILW Swap with a third-party in order to purchase protection against its construction and engineering exposures from June 11, 2012 through June 10, 2013 (the "Engineering Swap"). In return for a fixed-rate payment of \$0.3 million, Syndicate 5151 receives a floating-rate payment which is triggered on the basis of losses incurred by the insurance industry as a whole. The maximum recovery to Syndicate 5151 under the Engineering Swap is \$3.0 million. Through December 31, 2012, no industry loss event had occurred which would have triggered a recovery by Syndicate 5151 under the Engineering Swap.

In April 2012 Montpelier Re entered into an ILW Swap with a third-party in order to purchase protection against Montpelier Re's Japan windstorm exposures through November 30, 2012 (the "Japan Wind Swap"). In return for a fixed-rate payment of \$0.6 million, Montpelier Re receives a floating-rate payment which is triggered on the basis of losses incurred by the insurance industry as a whole. The maximum recovery to Montpelier Re under the Japan Wind Swap is \$5.0 million. Through the date of the maturity of the Japan Wind Swap, no industry loss event occurred which would have triggered a recovery by Montpelier Re.

In November 2010 Montpelier Re entered into an ILW Swap with a third-party in order to purchase protection against Montpelier Re's U.S. earthquake and European windstorm exposures through June 30, 2011 (the "U.S. Event Swap"). In return for a fixed-rate payment of \$1.0 million, Montpelier Re received a floating-rate payment which was triggered on the basis of losses incurred by the insurance industry as a whole. The maximum recovery to Montpelier Re under the U.S. Event Swap was \$5.0 million. Through the date of the maturity of the U.S. Event Swap, no industry loss event occurred which would have triggered a recovery by Montpelier Re.

The fair values of ILW Swaps are derived based on unobservable (Level 3) inputs.

### ***ILW Contract***

In April 2010 Montpelier Re entered into the ILW Contract with a third-party under which qualifying loss payments were triggered exclusively by reference to the level of losses incurred by the insurance industry as a whole rather than by losses incurred by the insured. The ILW Contract, which expired in March 2011, provided the insured with \$15.0 million of protection resulting from earthquake losses incurred in any of several U.S. states. Montpelier Re received consideration of \$0.4 million for the ILW contract. The ILW Contract expired without any required payment by Montpelier Re.

The fair value of ILW Contract was derived based on unobservable (Level 3) inputs.

## **NOTE 8. Shareholders' Equity**

The Company's share capital consists of 8.875% Non-Cumulative Preferred Shares, Series A ("Preferred Shares") and Common Shares, each with a 1/6 cent par value per share. Holders of Preferred Shares have no voting rights with respect to matters that generally require the approval of voting shareholders but are entitled to vote in certain extraordinary instances, separately as a single class. Holders of Common Shares are entitled to one vote for each share held, subject to any voting limitations imposed by the Company's Bye-Laws.

### ***Preferred Shares***

On May 10, 2011, the Company issued 6.0 million Preferred Shares with a liquidation preference of \$25.00 per share representing \$150.0 million in face value. The Preferred Shares have no stated maturity, and are not subject to any sinking fund or mandatory redemption and are not convertible into any other securities. Except in certain limited circumstances, the Preferred Shares are not redeemable prior to May 10, 2016. After that date, the Company may redeem at its option, in whole or in part, the Preferred Shares at a price of \$25.00 per share plus any declared and unpaid dividends.

Dividends on Preferred Shares are non-cumulative. Consequently, holders of Preferred Shares will be entitled to receive cash dividends only when, as and if declared by the Company's Board of Directors (the "Board") or by a duly authorized committee of the Board, quarterly in arrears on the 15th day of January, April, July and October of each year. These dividends will accrue with respect to a particular dividend period, on the liquidation preference amount of \$25.00 per share at an annual rate of 8.875%. So long as any Preferred Shares remain outstanding, no dividend shall be paid or declared on Common Shares or any other securities ranking junior to Preferred Shares (other than a dividend payable solely in Common Shares or in other junior securities), unless the full dividend for the latest completed dividend period on all outstanding Preferred Shares has been declared and paid or otherwise provided for.

The net proceeds of \$145.4 million associated with the Preferred Share offering were used to support the underwriting activities of the Company's insurance and reinsurance subsidiaries and for general corporate purposes. The costs associated with this offering were recorded as a reduction to additional paid-in capital.

The Preferred Shares are listed on the New York Stock Exchange and the Bermuda Stock Exchange.

## Common Shares

The following table summarizes the Company's Common Share activity during the years ending December 31, 2012, 2011 and 2010:

(in Common Shares)	Year Ended December 31,		
	2012	2011	2010
Beginning Common Shares outstanding	60,864,174	64,557,204	79,998,795
Common Shares repurchased and retired	(5,549,789)	(4,349,302)	(15,417,261)
Common Shares repurchased and placed in treasury	(431,800)	—	(706,000)
Issuances of Common Shares in satisfaction of vested RSU obligations	387,105	656,272	681,670
Ending Common Shares outstanding	55,269,690	60,864,174	64,557,204

As of December 31, 2012, the Company had 55,269,690 Common Shares outstanding consisting of 56,711,141 Common Shares issued less 1,441,451 Common Shares held in treasury. As of December 31, 2011, the Company had 60,864,174 Common Shares outstanding consisting of 62,260,930 Common Shares issued less 1,396,756 Common Shares held in treasury.

### 2012 Common Share activity

The Company repurchased 5,981,589 Common Shares during 2012 pursuant to a publicly announced share repurchase program at an average price of \$20.22 per share. Of the total Common Shares repurchased during 2012, 5,549,789 Common Shares were retired and 431,800 Common Shares were placed in the Company's treasury for re-issuance to employees and directors in satisfaction of existing and future share-based obligations. See Note 9.

During 2012 the Company issued 387,105 Common Shares in satisfaction of vested RSU obligations. See Note 9. The Common Shares were issued from the Company's treasury resulting in a net loss on issuance of \$1.6 million, which was recorded as a reduction to additional paid-in capital.

### 2011 Common Share activity

The Company repurchased and retired 4,349,302 Common Shares during 2011 pursuant to a publicly announced share repurchase program at an average price of \$19.02 per share.

During 2011 the Company issued 656,272 Common Shares in satisfaction of vested RSU obligations. See Note 9. The Common Shares were issued from the Company's treasury resulting in a net gain on issuance of \$0.2 million, which was recorded as an increase to additional paid-in capital.

### 2010 Common Share activity

The Company repurchased 9,225,459 Common Shares during 2010 pursuant to a publicly announced share repurchase program at an average price of \$17.64 per share. Of these Common Shares repurchased during 2010, 8,519,459 Common Shares were retired and 706,000 Common Shares were placed in the Company's treasury for re-issuance to employees and directors in satisfaction of existing and future share-based obligations. See Note 9.

The Company also repurchased 6,897,802 Common Shares previously owned by Wilbur L. Ross, Jr. and investment funds managed by WL Ross & Co LLC. in February 2010 pursuant to a private transaction at a price of \$19.00 per share. See Note 14. These Common Shares were retired.

During 2010 the Company issued 681,670 Common Shares in satisfaction of vested RSU obligations. See Note 9. The Common Shares were issued from the Company's treasury resulting in a net loss on issuance of \$0.8 million, which was recorded as a reduction to additional paid-in capital.

## **Common Share Repurchase Authorization**

As of December 31, 2012, the Company had a remaining Common Share repurchase authorization of \$274.1 million. Common Shares may be purchased in the open market or through privately negotiated transactions. There is no stated expiration date associated with the Company's Common Share repurchase authorization.



## ***Common Share and Preferred Share Dividends Declared and Paid***

The Company declared, on a quarterly basis, regular cash dividends per Common Share during the years ended December 31, 2012, 2011 and 2010 totaling \$0.430, \$0.405 and \$0.370, respectively. The total amount of dividends paid to holders of Common Shares during the years ended December 31, 2012, 2011 and 2010, was \$24.4 million, \$25.0 million and \$26.2 million, respectively. As of December 31, 2012 and 2011, the Company had \$6.4 million of dividends payable to holders of Common Shares.

The Company declared, on a quarterly basis, cash dividends per Preferred Share totaling \$2.219 during the year ended December 31, 2012 and \$1.51 during the interim period from May 10, 2011 to December 31, 2011. The total amount of dividends paid to holders of Preferred Shares during the years ended December 31, 2012 and 2011, was \$13.3 million and \$5.8 million, respectively. As of December 31, 2012 and 2011, the Company had \$3.3 million of dividends payable to holders of Preferred Shares.

## **NOTE 9. Share-Based Compensation**

At the discretion of the Board's Compensation and Nominating Committee (the "Compensation Committee"), incentive awards, the value of which are based on Common Shares, may be made to eligible officers, employees, consultants and non-employee directors of the Company and its subsidiaries.

The Montpelier Re Holdings Ltd. 2012 Long-Term Incentive Plan (the "2012 LTIP"), which was approved by the Company's shareholders on May 18, 2012, permits the issuance of up to 4,700,000 Common Shares to selected Montpelier employees, non-employee directors and consultants. Incentive awards that may be granted under the 2012 LTIP consist of RSUs, restricted Common Shares, incentive share options (on a limited basis), non-qualified share options, share appreciation rights, deferred share units, performance compensation awards, performance units, cash incentive awards and other equity-based awards.

The 2012 LTIP served to replace the Company's former Long-Term Incentive Plan (the "2007 LTIP"), which was approved by the Company's shareholders on May 23, 2007 and expired on May 23, 2011. During each of the years presented herein, the only incentive awards issued or outstanding under either the 2012 LTIP or the 2007 LTIP were RSUs and performance shares.

### RSUs

RSUs are phantom (as opposed to actual) Common Shares which, depending on the individual award, vest in equal tranches over a one to five-year period, subject to the recipient maintaining a continuous relationship with Montpelier through the applicable vesting date. RSUs are payable in Common Shares upon vesting (the amount of which may be reduced by applicable statutory income tax withholdings at the recipient's option). RSUs do not require the payment of an exercise price and are not entitled to voting rights, but they are entitled to receive payments equivalent to any dividends and distributions declared on the Common Shares underlying the RSUs.

The Company currently uses variable RSUs ("Variable RSUs") as the principal component of its ongoing long-term incentive compensation for its employees. Variable RSUs are awarded based on Company performance during the first year of the applicable performance period (the "Initial RSU Period") and are earned ratably each year based on continued employment over a four year vesting period. Since the number of RSUs to be awarded is dependent upon Company performance during the Initial RSU Period, the number of RSUs estimated to be awarded for that cycle may fluctuate throughout the Initial RSU Period.

For 2012, the number of Variable RSUs expected to be formally awarded to employees will be based on the Company's 2012 growth in its fully converted book value per Common Share ("FCBVPCS"). FCBVPCS is computed by dividing the Company's common shareholders' equity by the sum of its ending Common Shares and unvested RSUs outstanding. The Company's calculation of the growth in FCBVPCS represents the increase in its FCBVPCS during the Initial RSU Period, after taking into account dividends on Common Shares declared during such period.

For 2011 and 2010, the actual number of Variable RSUs awarded was based on a targeted return on equity ("ROE") assuming a standardized investment return. ROE is computed by dividing the Company's adjusted comprehensive income or loss (based on the sum of the Company's actual underwriting result and standard investment result) by the Company's actual average common shareholders' equity for the Initial RSU Period.



The Company also uses fixed RSUs ("Fixed RSUs") as a supplemental component of its ongoing long-term incentive compensation for certain employees and its non-employee directors. Unlike Variable RSUs, the number of Fixed RSUs is fixed on the grant date. Fixed RSUs are typically granted for the following purposes: (i) to induce individuals to join Montpelier; (ii) to retain certain key employees; (iii) to reward employees for exhibiting outstanding individual performance; and (iv) as remuneration to non-management members of the boards of directors of both the Company and MUAL. Additionally, when the actual number of Variable RSUs to be awarded in any given year has been formally determined, they are effectively converted into Fixed RSUs.

As of December 31, 2012, the Company's Variable RSUs outstanding consisted of those for the 2012 to 2015 cycle. The number of Variable RSUs to be awarded for this cycle will be determined based on the Company's actual 2012 increase in its FCBVPCS versus a target increase in FCBVPCS of 9.88% ("Target"). If Target is achieved, the Company would expect to grant approximately 530,000 Variable RSUs to participants. At an increase in FCBVPCS of 2.88% or less ("Threshold"), the Company would not expect to grant any Variable RSUs to participants, and at an increase in FCBVPCS of 16.88% or more ("Maximum"), the Company would expect to grant approximately 1,060,000 Variable RSUs to participants.

### RSU Activity - Years Ended December 31, 2012, 2011 and 2010

The following table summarizes the Company's RSU activity for the years ended December 31, 2012, 2011 and 2010:

	Year Ended December 31,					
	2012		2011		2010	
	RSUs Outstanding	Unamortized Grant Date Fair Value	RSUs Outstanding	Unamortized Grant Date Fair Value	RSUs Outstanding	Unamortized Grant Date Fair Value
Beginning of period	761,279	\$ 4.7	1,637,580	\$ 11.3	1,768,769	\$ 13.3
Fixed RSUs Awarded	50,700	1.1	100,000	1.8	10,000	0.2
Variable RSUs, 2012-2015 cycle: RSUs projected to be awarded	1,058,304	17.6	—	—	—	—
Variable RSUs, 2011-2014 cycle: RSUs projected to be awarded	—	—	—	—	—	—
Variable RSUs, 2010-2013 cycle: RSUs projected to be awarded	—	—	—	—	725,922	11.9
RSU payout adjustments	—	—	(12,181)	(0.1)	—	—
Variable RSUs, 2009-2012 cycle: RSU payout adjustments	—	—	—	—	12,791	0.1
RSU payments	(476,426)	—	(807,954)	—	(819,915)	—
RSU forfeitures	(66,816)	(1.0)	(156,166)	(0.8)	(59,987)	(0.7)
RSU expense recognized	—	(12.1)	—	(7.5)	—	(13.5)
End of period	1,327,041	\$ 10.3	761,279	\$ 4.7	1,637,580	\$ 11.3

### RSU Awards, Adjustments and Payments - 2012

During 2012 the Company awarded 50,700 Fixed RSUs, which included 24,000 RSUs awarded to non-management directors as remuneration for their service on the Board.

On the basis of the Company's preliminary results achieved during 2012, the Company anticipated awarding 1,058,304 Variable RSUs for the 2012-2015 award cycle at December 31, 2012, or 200% of the in force target RSUs for that cycle at that time. The actual number of Variable RSUs to be awarded for the 2012 to 2015 cycle was formally determined to be 1,058,304 by the Compensation Committee on February 21, 2013.

Based on actual 2011 results achieved, and as formally approved by the Compensation Committee in the first quarter of 2012, the actual number of Variable RSUs awarded for the 2011-2014 cycle was confirmed to be zero.

During 2012 the Company paid out 476,426 vested RSUs and withheld, at the recipient's election, 89,321 RSUs in satisfaction of statutory income tax liabilities. As a result, the Company issued 387,105 Common Shares from its treasury. See Note 8. The fair value of the RSUs paid out during 2012 was \$10.3 million.

#### RSU Awards, Adjustments and Payments - 2011

During 2011 the Company awarded 100,000 Fixed RSUs, which included 20,000 RSUs awarded to non-management directors as remuneration for their service on the Board.

On the basis of the Company's preliminary results achieved during 2011, the Company did not anticipate awarding any Variable RSUs for the 2011-2014 cycle as of December 31, 2011.

Based on actual 2010 results achieved, and as formally approved by the Compensation Committee in the first quarter of 2011, the actual number of Variable RSUs awarded for the 2010-2013 cycle was subsequently reduced by 12,181 RSUs in order to fix the number of Variable RSUs awarded to be 123% of the in force target RSUs for that cycle at that time.

During 2011 the Company paid out 807,954 vested RSUs and withheld, at the recipients' election, 151,682 RSUs in satisfaction of statutory income tax liabilities. As a result, the Company issued 656,272 Common Shares from its treasury. See Note 8. The fair value of the RSUs paid out during 2011 was \$13.8 million.

#### RSU Awards, Adjustments and Payments - 2010

During 2010 the Company awarded 10,000 Fixed RSUs to two non-management directors as remuneration for their service on the Board.

On the basis of the Company's preliminary results achieved during 2010, the Company anticipated awarding 725,922 Variable RSUs for the 2010-2013 award cycle as of December 31, 2010, or approximately 125% of the in force target RSUs for that cycle at that time. The actual number of Variable RSUs awarded for the 2010 to 2013 cycle was not formally approved by the Compensation Committee until the first quarter of 2011.

Based on actual 2009 results achieved, and as formally approved by the Compensation Committee in the first quarter of 2010, the actual number of Variable RSUs awarded for the 2009-2012 cycle was subsequently increased by 12,791 RSUs in order to fix the number of Variable RSUs awarded to be 193% of the in force target RSUs for that cycle at that time.

During 2010, the Company paid out 819,915 vested RSUs and withheld, at the recipients' election, 138,245 RSUs in satisfaction of statutory income tax liabilities. As a result, the Company issued 681,670 Common Shares from its treasury. See Note 8. The fair value of the RSUs paid out during 2010 was \$15.3 million.

#### RSU Forfeitures and Forfeiture Assumptions

For the periods presented, the Company assumed a zero to 16% forfeiture rate depending on the nature and term of individual awards and past and recent experience. The Company's forfeiture assumptions serve to reduce the unamortized grant date fair value of outstanding RSUs as well as the associated RSU expense. As RSUs are actually forfeited, the number of RSUs outstanding is reduced and the remaining unamortized grant date fair value is compared to assumed forfeiture levels. True-up adjustments are made as deemed necessary.

During 2012, 2011 and 2010, the Company revised its expected RSU forfeiture assumptions in light of actual forfeitures experienced. As a result, the Company reduced the unamortized grant date fair value of its 2012, 2011 and 2010 RSUs outstanding by \$1.0 million, \$0.8 million and \$0.7 million, respectively.

## RSUs Outstanding at December 31, 2012

The following table summarizes all RSUs outstanding and the unamortized grant date fair value of such RSUs at December 31, 2012 for each award cycle:

<b>Award Date and Cycle</b>	<b>RSUs Outstanding</b>	<b>Unamortized Grant Date Fair Value</b>
Five-year RSU awards granted in 2008	9,100	—
Four-year RSU awards granted in 2009	6,250	—
Five-year RSU awards granted in 2009	3,000	—
Four-year RSU awards granted in 2010	139,687	0.7
Three-year RSU awards granted in 2011	20,000	0.2
Five-year RSU awards granted in 2011	40,000	0.3
One-year RSU awards granted in 2012	18,000	0.2
Three-year RSU awards granted in 2012	6,000	0.1
Four-year RSU awards granted in 2012	1,074,504	8.7
Five-year RSU awards granted in 2012	10,500	0.1
Total RSUs outstanding at December 31, 2012	<u>1,327,041</u>	<u>\$ 10.3</u>

The Company expects to incur future RSU expense associated with its currently outstanding RSUs of \$6.2 million, \$2.8 million and \$1.3 million during 2013, 2014 and 2015 & beyond, respectively.

### Performance Shares

From 2002 to 2007, performance shares were a significant element of the Company's long-term incentive awards in terms of prospective value. At target payout, each performance share represented the fair value of a Common Share. At the end of a performance period, which was typically the three-year period following the date of grant, a plan participant received a payout of between zero and 200% of the performance shares granted depending on the achievement of specific performance criteria relating to the operating and financial performance of the Company over the period.

The actual performance share payout for all participants with respect to 172,000 performance shares outstanding for the 2007-2009 cycle was determined to be 106% of the target payout, as formally approved by the Compensation Committee in the first quarter of 2010. The performance shares were settled through a cash payment to participants totaling \$3.2 million. During 2010, the Company incurred \$0.2 million of performance share expense.

## NOTE 10. Income Taxes

The Company is domiciled in Bermuda and has subsidiaries domiciled in several countries, including the U.S. The Company, Montpelier Re and Blue Water Re intend to conduct substantially all of their operations in Bermuda in a manner such that it is improbable that they would be viewed as being engaged in a trade or business in the U.S. However, because there is no definitive authority regarding activities that constitute being engaged in a trade or business in the U.S., there can be no assurance that the U.S. Internal Revenue Service will not contend, perhaps successfully, that the Company, Montpelier Re or Blue Water Re is engaged in a trade or business in the U.S. In that event, those entities would be subject to U.S. income tax, as well as a branch profits tax, on income that is treated as effectively connected with the conduct of that trade or business unless the corporation is entitled to relief under a tax treaty.

The Company's U.S.-domiciled subsidiaries are subject to federal, state and local corporate income taxes and other taxes applicable to U.S. corporations. The provision for federal income taxes has been determined under the principles of the consolidated tax provisions of the U.S. Internal Revenue Code and Regulations. The Company also has subsidiaries domiciled in the U.K. and Switzerland which are subject to the respective income taxes in those jurisdictions.

### **Bermuda**

The Company and its Bermuda-domiciled subsidiaries have received an assurance from the Bermuda government exempting them from all local income, withholding and capital gains taxes until March 31, 2035. At the present time, no such taxes are levied in Bermuda.

## United Kingdom

MUAL, MUSL, MCL and their parent, Montpelier Holdings Limited, are subject to U.K. income taxes. Of these U.K. entities, only MCL remained in a cumulative net operating loss position at December 31, 2012. The cumulative net operating loss associated with MCL's operations may be carried forward to offset future taxable income generated by that entity and do not expire with time.

The pretax income associated with any of these U.K. entities is generally taxable to Montpelier unless: (i) that entity has prior year net operating losses that may be utilized to fully or partially offset its current income tax liability; or (ii) another entity within Montpelier's U.K. group of companies experiences a current year pretax loss which is eligible to be used to fully or partially offset any other entity's current income tax liability ("Group Relief").

During 2012 each of the entities within Montpelier's U.K. group generated pretax income so Montpelier was unable to utilize Group Relief to offset MUAL, MUSL and MHL's 2012 current income tax liabilities. During 2011 and 2010, Montpelier was able to utilize cumulative net operating losses and Group Relief to fully offset its current income liabilities for those years.

The tax years open to examination by the HM Revenue & Customs for these companies are from 2011 to present.

## United States

MUI, MTR and their parent, MRUSHL, are subject to federal, state and local corporate income taxes and other taxes applicable to U.S. corporations and are currently in a cumulative net operating loss position. The net operating losses associated with these operations may be carried forward to offset future taxable income in that jurisdiction and will begin to expire in 2027. The provision for U.S. federal income taxes associated with Montpelier's U.S. operations has been determined under the principles of a consolidated tax provision within the U.S. Internal Revenue Code and Regulations.

The tax years open to examination by the Internal Revenue Service for these subsidiaries are from 2009 to present.

## Switzerland

MEAG is subject to Swiss income taxes which, for all periods presented herein, were less than \$0.1 million.

Montpelier's consolidated income tax provision (benefit) for the years ended December 31, 2012, 2011 and 2010 consisted of the following:

	Year Ended December 31,		
	2012	2011	2010
<b>Current tax provision:</b>			
Bermuda	\$ —	\$ —	\$ —
U.S. Federal	—	—	—
U.S. state	0.1	—	—
Non-U.S. (U.K. and Switzerland)	0.7	—	—
Current tax provision	<u>\$ 0.8</u>	<u>\$ —</u>	<u>\$ —</u>
<b>Deferred tax benefit:</b>			
Bermuda	\$ —	\$ —	\$ —
U.S. Federal	—	—	—
U.S. state	—	—	—
Non-U.S. (U.K. and Switzerland)	(0.5)	(0.6)	(1.3)
Deferred tax benefit	<u>\$ (0.5)</u>	<u>\$ (0.6)</u>	<u>\$ (1.3)</u>
Total income tax provision (benefit)	<u>\$ 0.3</u>	<u>\$ (0.6)</u>	<u>\$ (1.3)</u>

Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts for tax purposes.

During 2010 Montpelier re-characterized an existing intercompany loan among two of its wholly-owned subsidiaries as a contribution of capital. In connection with this re-characterization, Montpelier recorded a one-time \$1.0 million deferred income tax benefit representing: (i) current and prior year reversals of U.K. deferred income tax provisions; and (ii) the amended treatment of foreign exchange gains experienced while the loan was outstanding.

An outline of the significant components of Montpelier's deferred tax assets and liabilities follows:

	December 31,	
	2012	2011
<b>Deferred tax assets:</b>		
U.S. net operating loss carryforwards	\$ 12.7	\$ 12.9
Non-U.S. net operating loss carryforwards	3.8	2.3
Share-based compensation	1.0	1.1
Other items	0.9	1.5
Total gross deferred tax assets	18.4	17.8
Less: deferred tax asset valuation allowance	(17.8)	(17.8)
Total net deferred tax assets (included in other assets)	\$ 0.6	\$ —
<b>Deferred tax liabilities</b>	\$ —	\$ —

Montpelier experienced a \$0.9 million reduction in its gross deferred tax asset during 2012 in connection with the sale of PUAL and experienced a \$6.6 million reduction in its gross deferred tax asset during 2011 in connection with the MUSIC Sale.

The Company established a deferred tax asset valuation allowance at December 31, 2012 and 2011 of \$17.8 million. The deferred tax asset valuation allowances established reflect the inception-to-date losses incurred by its U.S. and U.K. operations and the uncertainty at this time of whether such operations will generate sufficient taxable income in future periods to utilize its deferred tax asset balances.

A reconciliation of actual income taxes to the amount calculated using Bermuda's income tax rate of zero is as follows:

	Year Ended December 31,		
	2012	2011	2010
Income (loss) before income taxes	\$ 227.9	\$ (115.8)	\$ 210.7
Income taxes at the expected income tax rate of Bermuda	\$ —	\$ —	\$ —
Foreign tax provision (benefit) at actual rates:			
U.S.	\$ 0.1	\$ —	\$ —
Non-U.S. (U.K. and Switzerland)	0.2	(0.6)	(1.3)
Total income tax provision (benefit)	\$ 0.3	\$ (0.6)	\$ (1.3)
Effective income tax rate	0.1%	0.5%	(0.6)%

The components of the Company's income (loss) before income taxes were as follows:

	Year Ended December 31,		
	2012	2011	2010
<b>Domestic:</b>			
Bermuda	\$ 232.2	\$ (105.5)	\$ 226.6
<b>Foreign:</b>			
U.S.	0.1	7.7	(14.6)
Non-U.S. (U.K. and Switzerland)	(4.4)	(18.0)	(1.3)
Income (loss) before income taxes	\$ 227.9	\$ (115.8)	\$ 210.7

During the years ended December 31, 2012, 2011 and 2010, Montpelier paid (received) total income taxes of \$0.1 million, zero million and \$(0.5) million, respectively.

Montpelier believes that its material tax positions have a greater than 50% likelihood of being sustained on technical merits if challenged.

## NOTE 11. Fair Value of Financial Instruments

GAAP requires disclosure of fair value information for certain financial instruments. For those financial instruments in which quoted market prices are not available, fair values are estimated by discounting future cash flows using current market rates or quoted market prices for similar obligations. Because considerable judgment is used, these estimates are not necessarily indicative of amounts that could be realized in a current market exchange. Montpelier carries its assets and liabilities that constitute financial instruments on its consolidated balance sheets at fair value with the exception of its 2022 Senior Notes, 2013 Senior Notes, Trust Preferred Securities and other investments carried at net asset value.

At December 31, 2012, the fair value of the 2022 Senior Notes (based on quoted market prices, which represent Level 2 inputs) was \$306.9 million, which compared to a carrying value of \$299.1 million.

At December 31, 2011, the fair value of the 2013 Senior Notes (based on quoted market prices, which represent Level 2 inputs) was \$237.2 million, which compared to a carrying value of \$227.8 million.

At December 31, 2012 and 2011, the fair value of the Trust Preferred Securities (based on quoted market prices for similar securities, which represent Level 2 inputs) was \$89.0 million and \$76.0 million, respectively, which compared to a carrying value of \$100.0 million.

At December 31, 2012 and December 31, 2011, the fair value and net asset value of Montpelier's other investments carried on the Company's balance sheets were approximately the same. See Note 5.

## NOTE 12. Segment Reporting

The Company currently operates through four reportable segments: Montpelier Bermuda, Montpelier Syndicate 5151, Blue Capital and MUSIC Run-Off. Each segment constitutes a separate underwriting platform through which Montpelier writes insurance and reinsurance business. The Company's segment disclosures present the operations of these underwriting platforms prior to the effects of intercompany quota share reinsurance agreements among them.

The Company 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; and (iii) the organization of information provided to the Board and senior management.

The Company, certain intermediate holding and service companies and eliminations relating to intercompany reinsurance and support services are collectively referred to as "Corporate and Other."

The following table summarizes Montpelier's identifiable assets by segment as of December 31, 2012 and 2011:

	<b>December 31, 2012</b>	December 31, 2011
Montpelier Bermuda	<b>\$ 3,126.5</b>	\$ 2,962.6
Montpelier Syndicate 5151	<b>552.9</b>	423.5
Blue Capital	<b>74.0</b>	—
MUSIC Run-Off	<b>48.9</b>	75.3
Corporate and Other, including intercompany eliminations	<b>7.8</b>	38.1
Total assets	<b><u>\$ 3,810.1</u></b>	<b><u>\$ 3,499.5</u></b>



A summary of Montpelier's statements of operations by segment for the years ended December 31, 2012, 2011 and 2010 follows:

<b>Year Ended December 31, 2012</b>	<b>Montpelier Bermuda</b>	<b>Montpelier Syndicate 5151</b>	<b>Blue Capital</b>	<b>MUSIC Run-Off</b>	<b>Corporate and Other</b>	<b>Total</b>
Gross premiums written	\$ 480.5	\$ 246.0	\$ 2.4	\$ 2.5	\$ 3.9	\$ 735.3
Ceded reinsurance premiums	(99.8)	(15.9)	—	—	(3.9)	(119.6)
Net premiums written	380.7	230.1	2.4	2.5	—	615.7
Change in net unearned premiums	(11.2)	(12.8)	—	24.8	—	0.8
Net premiums earned	369.5	217.3	2.4	27.3	—	616.5
Loss and LAE	(159.5)	(107.6)	—	(19.3)	—	(286.4)
Acquisition costs	(40.5)	(46.6)	(0.1)	(9.4)	—	(96.6)
General and administrative expenses	(44.2)	(38.2)	(1.7)	—	(32.1)	(116.2)
Underwriting income	125.3	24.9	0.6	(1.4)	(32.1)	117.3
Net investment income	63.2	2.9	—	1.0	—	67.1
Other revenue	0.2	0.6	—	0.2	(0.2)	0.8
Net investment and foreign exchange gains	84.8	(15.0)	—	0.4	(0.6)	69.6
Net income from derivative instruments	1.8	3.0	—	—	(1.6)	3.2
Interest and other financing expenses	(0.8)	(1.9)	—	—	(17.7)	(20.4)
Loss on early extinguishment of debt	—	—	—	—	(9.7)	(9.7)
Income before income taxes	<u>\$ 274.5</u>	<u>\$ 14.5</u>	<u>\$ 0.6</u>	<u>\$ 0.2</u>	<u>\$ (61.9)</u>	<u>\$ 227.9</u>

<b>Year Ended December 31, 2011</b>	<b>Montpelier Bermuda</b>	<b>Montpelier Syndicate 5151</b>	<b>MUSIC Run-Off</b>	<b>Corporate and Other</b>	<b>Total</b>
Gross premiums written	\$ 446.5	\$ 233.5	\$ 59.7	\$ (14.2)	\$ 725.5
Ceded reinsurance premiums	(78.4)	(29.5)	(7.8)	14.2	(101.5)
Net premiums written	368.1	204.0	51.9	—	624.0
Change in net unearned premiums	9.9	(9.5)	(1.7)	—	(1.3)
Net premiums earned	378.0	194.5	50.2	—	622.7
Loss and LAE	(373.8)	(196.2)	(42.1)	—	(612.1)
Acquisition costs	(53.6)	(40.5)	(11.3)	—	(105.4)
General and administrative expenses	(37.9)	(28.0)	(8.7)	(24.0)	(98.6)
Underwriting loss	(87.3)	(70.2)	(11.9)	(24.0)	(193.4)
Net investment income	64.3	2.4	2.0	—	68.7
Other revenue	0.2	0.3	—	—	0.5
Gain on MUSIC Sale	—	—	—	11.1	11.1
Net investment and foreign exchange gains	24.4	(4.1)	0.8	(0.1)	21.0
Net expense from derivative instruments	(4.7)	1.6	—	—	(3.1)
Interest and other financing expenses	(1.3)	(0.2)	—	(19.1)	(20.6)
Loss before income taxes	<u>\$ (4.4)</u>	<u>\$ (70.2)</u>	<u>\$ (9.1)</u>	<u>\$ (32.1)</u>	<u>\$ (115.8)</u>

Year Ended December 31, 2010	Montpelier Bermuda	Montpelier Syndicate 5151	MUSIC Run-Off	Corporate and Other	Total
Gross premiums written	\$ 454.1	\$ 231.3	\$ 48.3	\$ (13.7)	\$ 720.0
Ceded reinsurance premiums	(41.7)	(21.5)	(1.7)	13.7	(51.2)
Net premiums written	412.4	209.8	46.6	—	668.8
Change in net unearned premiums	1.5	(34.8)	(10.1)	—	(43.4)
Net premiums earned	413.9	175.0	36.5	—	625.4
Loss and LAE	(153.4)	(121.5)	(27.4)	—	(302.3)
Acquisition costs	(56.0)	(34.4)	(8.3)	—	(98.7)
General and administrative expenses	(39.2)	(35.6)	(10.5)	(26.8)	(112.1)
Underwriting income	165.3	(16.5)	(9.7)	(26.8)	112.3
Net investment income	69.9	1.9	2.2	—	74.0
Other revenue	0.7	—	—	0.1	0.8
Investment and foreign exchange gains	51.1	5.1	0.6	(3.9)	52.9
Net expense from derivative instruments	(4.9)	0.2	—	—	(4.7)
Interest and other financing expenses	(1.4)	(0.7)	—	(22.5)	(24.6)
Income before income taxes	\$ 280.7	\$ (10.0)	\$ (6.9)	\$ (53.1)	\$ 210.7

### Gross Written Premiums By Line of Business and Geography

The following tables present Montpelier's gross premiums written, by line of business and reportable segment, during the years ended December 31, 2012, 2011 and 2010:

Year Ended December 31, 2012	Montpelier Bermuda	Montpelier Syndicate 5151	Blue Capital	MUSIC Run-Off	Corporate and Other <sup>(1)</sup>	Total
Property Catastrophe - Treaty	\$ 332.8	\$ 10.9	\$ 2.4	\$ —	\$ 3.9	\$ 350.0
Property Specialty - Treaty	47.5	6.1	—	—	—	53.6
Other Specialty - Treaty	70.4	82.1	—	—	—	152.5
Property and Specialty Individual Risk	29.8	146.9	—	2.5	—	179.2
Total gross premiums written	\$ 480.5	\$ 246.0	\$ 2.4	\$ 2.5	\$ 3.9	\$ 735.3

Year Ended December 31, 2011	Montpelier Bermuda	Montpelier Syndicate 5151	MUSIC Run-Off	Corporate and Other <sup>(1)</sup>	Total
Property Catastrophe - Treaty	\$ 289.4	\$ 33.1	\$ —	\$ (12.7)	\$ 309.8
Property Specialty - Treaty	45.0	9.2	—	—	54.2
Other Specialty - Treaty	77.7	76.7	—	(0.3)	154.1
Property and Specialty Individual Risk	34.4	114.5	59.7	(1.2)	207.4
Total gross premiums written	\$ 446.5	\$ 233.5	\$ 59.7	\$ (14.2)	\$ 725.5

Year Ended December 31, 2010	Montpelier Bermuda	Montpelier Syndicate 5151	MUSIC Run-Off	Corporate and Other <sup>(1)</sup>	Total
Property Catastrophe - Treaty	\$ 268.0	\$ 36.3	\$ —	\$ (12.4)	\$ 291.9
Property Specialty - Treaty	46.2	23.1	—	—	69.3
Other Specialty - Treaty	104.7	66.2	—	—	170.9
Property and Specialty Individual Risk	35.2	105.7	48.3	(1.3)	187.9
Total gross premiums written	\$ 454.1	\$ 231.3	\$ 48.3	\$ (13.7)	\$ 720.0

<sup>(1)</sup> Represents inter-segment excess-of-loss reinsurance arrangements between Montpelier Bermuda and Montpelier Syndicate 5151 and between MUSIC Run-Off and Montpelier Syndicate 5151, each of which is eliminated in consolidation.

Montpelier seeks to diversify its exposures across geographic zones around the world in order to obtain a prudent spread of risk. The spread of these exposures is also a function of market conditions and opportunities.

Montpelier monitors its geographic exposures on a company-wide basis, rather than by segment. The following table sets forth a breakdown of Montpelier's gross premiums written by geographic area of risks insured:

	Year Ended December 31,					
	2012		2011		2010	
U.S. and Canada	\$ 351.7	48 %	\$ 336.3	46 %	\$ 356.4	49 %
Worldwide <sup>(1)</sup>	231.5	31	239.2	33	192.2	27
Western Europe, excluding the U.K. and Ireland	30.7	4	27.8	4	40.8	6
Japan	27.5	4	23.6	3	19.0	3
U.K. and Ireland	24.1	3	18.9	3	36.7	5
Worldwide, excluding U.S. and Canada <sup>(2)</sup>	23.1	3	38.3	5	26.5	4
Other	46.7	7	41.4	6	48.4	6
Total gross premiums written	\$ 735.3	100 %	\$ 725.5	100 %	\$ 720.0	100 %

<sup>(1)</sup> "Worldwide" comprises insurance and reinsurance contracts that insure or reinsure risks in more than one geographic area and do not specifically exclude the U.S. and Canada.

<sup>(2)</sup> "Worldwide, excluding U.S. and Canada" comprises insurance and reinsurance contracts that insure or reinsure risks in more than one geographic area but specifically exclude the U.S. and Canada.

### Net Earned Premiums By Line of Business and Geography

The following tables present Montpelier's net earned premiums, by line of business and reportable segment, during the years ended December 31, 2012, 2011 and 2010:

Year Ended December 31, 2012	Montpelier Bermuda	Montpelier Syndicate 5151	Blue Capital	MUSIC Run-Off	Corporate and Other <sup>(1)</sup>	Total
Property Catastrophe - Treaty	\$ 235.4	\$ 11.6	\$ 2.4	\$ —	\$ 0.2	\$ 249.6
Property Specialty - Treaty	44.5	7.0	—	—	—	51.5
Other Specialty - Treaty	63.7	79.2	—	—	0.7	143.6
Property and Specialty Individual Risk	25.9	119.5	—	27.3	(0.9)	171.8
Total net premiums earned	\$ 369.5	\$ 217.3	\$ 2.4	\$ 27.3	\$ —	\$ 616.5

Year Ended December 31, 2011	Montpelier Bermuda	Montpelier Syndicate 5151	MUSIC Run-Off	Corporate and Other <sup>(1)</sup>	Total
Property Catastrophe - Treaty	\$ 220.6	\$ 30.9	\$ —	\$ (9.1)	\$ 242.4
Property Specialty - Treaty	48.3	8.7	—	1.3	58.3
Other Specialty - Treaty	78.5	60.8	—	4.7	144.0
Property and Specialty Individual Risk	30.6	94.1	50.2	3.1	178.0
Total net premiums earned	\$ 378.0	\$ 194.5	\$ 50.2	\$ —	\$ 622.7

Year Ended December 31, 2010	Montpelier Bermuda	Montpelier Syndicate 5151	MUSIC Run-Off	Corporate and Other <sup>(1)</sup>	Total
Property Catastrophe - Treaty	\$ 258.2	33.5	\$ —	\$ (8.2)	\$ 283.5
Property Specialty - Treaty	47.6	22.3	—	1.7	71.6
Other Specialty - Treaty	75.0	47.3	—	3.9	126.2
Property and Specialty Individual Risk	33.1	71.9	36.5	2.6	144.1
Total net premiums earned	\$ 413.9	175.0	\$ 36.5	\$ —	\$ 625.4

<sup>(1)</sup> Represents inter-segment excess-of-loss reinsurance arrangements between Montpelier Bermuda and Montpelier Syndicate 5151 and between MUSIC Run-Off and Montpelier Syndicate 5151, each of which is eliminated in consolidation.

The following table sets forth a breakdown of Montpelier's net earned premiums by geographic area of risks insured:

	Year Ended December 31,					
	2012		2011		2010	
U.S. and Canada	\$ 350.9	57 %	\$ 313.6	50 %	\$ 340.0	54 %
Worldwide <sup>(1)</sup>	123.0	20	162.8	26	125.1	20
Western Europe, excluding the U.K. and Ireland	30.9	5	29.6	5	40.1	7
Japan	26.2	4	22.9	4	20.6	3
U.K. and Ireland	22.6	4	26.1	4	29.2	5
Worldwide, excluding U.S. and Canada <sup>(2)</sup>	22.2	3	33.8	5	31.8	5
Other	40.7	7	33.9	6	38.6	6
Total net earned premiums	\$ 616.5	100 %	\$ 622.7	100 %	\$ 625.4	100 %

<sup>(1)</sup> "Worldwide" comprises insurance and reinsurance contracts that insure or reinsure risks in more than one geographic area and do not specifically exclude the U.S. and Canada.

<sup>(2)</sup> "Worldwide, excluding U.S. and Canada" comprises insurance and reinsurance contracts that insure or reinsure risks in more than one geographic area but specifically exclude the U.S. and Canada.

### NOTE 13. Regulatory Requirements

Insurance and reinsurance entities are highly regulated in most countries, although the degree and type of regulation vary significantly from one jurisdiction to another with reinsurers generally subject to less regulation than primary insurers. Montpelier Re and Blue Water Re are regulated by the Bermuda Monetary Authority (the "BMA"). Syndicate 5151 and MUAL remain subject to regulation by the U.K. Financial Services Authority (the "FSA") until its scheduled dissolution on April 1, 2013, thereafter, Syndicate 5151 and MUAL will be subject to regulation by the Prudential Regulation Authority (the "PRA") and the Financial Conduct Authority (the "FCA"). MUAL and MCL are also regulated by the Council of Lloyd's. MUI and MEAG are approved by Lloyd's as Coverholders for Syndicate 5151 and MEAG is registered with the Swiss Financial Market Supervisory Authority ("FINMA").

#### **Bermuda Regulation**

Montpelier Re is registered under The Insurance Act 1978 of Bermuda and related regulations, as amended (the "Insurance Act") as a Class 4 insurer. Under the Insurance Act, Montpelier Re is required to annually prepare and file statutory and GAAP financial statements and a statutory financial return. The Insurance Act also requires Montpelier Re to maintain minimum levels of statutory net assets ("Statutory Capital and Surplus"), to maintain minimum liquidity ratios and to meet minimum solvency margins. Failure to meet such requirements may subject an entity to regulatory actions by the BMA. For all periods presented herein, Montpelier Re believes that it has satisfied these requirements.

The Bermuda risk-based regulatory capital adequacy and solvency requirements implemented with effect from December 31, 2008 (termed the Bermuda Solvency Capital Requirement or "BSCR"), provide a risk-based capital model as a tool to assist the BMA both in measuring risk and in determining appropriate levels of capitalization. The BSCR employs a standard mathematical model that correlates the risk underwritten by Bermuda insurers and reinsurers to the capital that is dedicated to their business. The framework that has been developed applies a standard measurement format to the risk associated with an insurer's or reinsurer's assets, liabilities and premiums, including a formula to take account of the catastrophe risk exposure.

As of December 31, 2012 and 2011, Montpelier Re's Statutory Capital and Surplus was \$1,820.8 million and \$1,511.0 million, respectively. The principal differences between Montpelier Re's Statutory Capital and Surplus and its net assets determined in accordance with GAAP include statutory deductions for deferred acquisition costs, fixed assets and investment securities held in trust for the benefit of MCL through the Lloyd's Capital Trust. Such differences totaled \$170.9 million and \$259.8 million at December 31, 2012 and 2011, respectively.

For the year ended December 31, 2011, Montpelier Re's Statutory Capital and Surplus of \$1,511.0 comfortably exceeded its 2011 BSCR of \$595.4 million. Montpelier Re expects that it will also comfortably satisfy this requirement for the year ended December 31, 2012, although its 2012 BSCR will not be completed and filed with the BMA until April 2013.

The Company will disclose Montpelier Re's 2012 BSCR in its Form 10-Q for the quarterly period ended March 31, 2013.

Montpelier Re's 2012, 2011 and 2010 statutory net income (loss) was \$281.6 million, \$(69.0) million and \$251.2 million, respectively.

Where an insurer or reinsurer believes that its own internal model for measuring risk and determining appropriate levels of capital better reflects the inherent risk of its business, beginning in 2013, it may apply to the BMA for approval to use its internal capital model in substitution for the BSCR model. The BMA may approve an insurer's or reinsurer's internal model, provided certain conditions have been established, and may revoke approval of an internal model in the event that the conditions are no longer met or where it feels that the revocation is appropriate. The BMA will review the internal model regularly to confirm that the model continues to meet the conditions.

The Insurance Act limits the maximum amount of annual dividends and distributions that may be paid by Montpelier Re. The declaration of dividends in any year which would exceed 25% of its prior year-end Statutory Capital and Surplus requires the approval of the BMA. Additionally, annual distributions that would result in a reduction of the prior year-end balance of statutory capital (defined as an insurer's Statutory Capital and Surplus less its statutory earnings retained) by more than 15% also requires the approval of the BMA. With respect to the year ended December 31, 2012, Montpelier Re had the ability to dividend up to \$410.0 million without BMA approval of which \$75.0 million was actually declared and paid. With respect to the year ended December 31, 2011, Montpelier Re had the ability to dividend up to \$441.4 million without BMA approval of which \$66.5 million was actually declared and paid.

The Insurance Act contains provisions regarding group supervision, the authority to exclude specified entities from group supervision, the power for the BMA to withdraw as group supervisor, the functions of the BMA as group supervisor and the power of the BMA to make rules regarding group supervision. In 2011 the Company was formally notified that the BMA had determined that it would be Montpelier's group supervisor.

The BMA has issued the Insurance (Group Supervision) Rules 2011 (the "Group Supervision Rules") and the Insurance (Prudential Standards) (Insurance Group Solvency Requirement) Rules 2011 (the "Group Solvency Rules") each effective December 31, 2011. The Group Supervision Rules set out the rules in respect of the assessment of the financial situation and solvency of an insurance group, the system of governance and risk management of the insurance group; and supervisory reporting and disclosures of the insurance group. The Group Solvency Rules set out the rules in respect of the capital and solvency return and enhanced capital requirements for an insurance group.

The Bermuda Companies Act 1981 also limits the Company's and Montpelier Re's ability to pay dividends and distributions to its shareholders. Neither the Company nor Montpelier Re is permitted to declare or pay a dividend, or make a distribution out of contributed surplus, if it is, or would after the payment be, unable to pay its liabilities as they become due, or if the realizable value of its assets would be less than its liabilities.

### ***U.K. Regulation***

Montpelier participates in the Lloyd's market through Syndicate 5151, which is managed by MUAL. Under the Financial Services Act 2012, Syndicate 5151 and MUAL remain subject to regulation by the FSA until its scheduled dissolution on April 1, 2013. Thereafter, Syndicate 5151 and MUAL will be subject to regulation by the PRA and the FCA.

Ahead of the launch of the new bodies, the U.K. Government expects to introduce secondary legislation that will, among other matters, set out how regulated activities will be divided between the new authorities and establish new threshold conditions that firms must satisfy to become and remain authorized as a financial services firm.

The PRA, which will be a subsidiary of the Bank of England, will become responsible for promoting the stable and prudent operation of the U.K. financial system through regulation of all deposit-taking institutions, insurers and investment banks. The PRA will have the responsibility for promoting the safety and soundness of Lloyd's and its members taken together, including the Lloyd's Central Fund, and the prudential regulation of managing agents.

The FCA will become responsible for regulation of conduct in financial markets and the infrastructure that supports those markets. The FCA will also have responsibility for the prudential regulation of firms that do not fall under the PRA's scope. The FCA will regulate Lloyd's and its managing agents and, on a prudential and conduct basis, its members' agents, advisors and brokers. Particular conduct issues include the management of the auction whereby members can buy and sell syndicate capacity and the handling of policyholders' complaints.

The PRA and the FCA will form a supervisory college for Lloyd's and will maintain arrangements with Lloyd's in support of their activities. They will also have powers of direction over Lloyd's and are expected to consult with each other in the exercise of such powers.

MUAL, as a Lloyd's Managing Agent, is subject to minimum solvency tests established by Lloyd's. Since its inception in October 2008, MUAL has satisfied these requirements. MUAL's combined net assets, as reported to Lloyd's as of December 31, 2012 and 2011, were \$1.3 million and \$1.5 million, respectively.

MCL, Syndicate 5151's sole corporate underwriting member at Lloyd's, provides 100% of the stamp capacity of Syndicate 5151. Stamp capacity is a measure of the amount of premium a syndicate is authorized to write by Lloyd's. Syndicate 5151's stamp capacity for 2012, 2011 and 2010 was £180 million.

As the corporate underwriting member of Lloyd's, MCL is bound by the rules of Lloyd's, which are prescribed by Byelaws and Requirements made by the Council of Lloyd's under powers conferred by the Lloyd's Act 1982. These rules, among other matters, prescribe MCL's membership subscription, the level of its contribution to the Lloyd's Central Fund and the assets it must deposit with Lloyd's in support of its underwriting. The Council of Lloyd's has broad powers to sanction breaches of its rules, including the power to restrict or prohibit a member's participation in Lloyd's syndicates.

MCL is required by Lloyd's to maintain capital requirements based on the premium capacity and net liabilities of Syndicate 5151. MCL's net assets of \$149.6 million and \$286.6 million at December 31, 2012 and 2011, respectively, which include the assets held in the Lloyd's Capital Trust, satisfied those capital requirements. Any amount of MCL's combined net assets in excess of its capital requirements may be distributed to MCL's parent, subject to Lloyd's consent.

MCL's net income (loss), as reported to Lloyd's for the years ended December 31, 2012, 2011 and 2010, was \$26.8 million, \$(65.2) million and \$(1.4) million, respectively.

Premiums received by Syndicate 5151 are received into the Premiums Trust Funds. Under the Premiums Trust Funds' deeds, assets may only be used for the payment of claims and valid expenses. Profits held within the Premiums Trust Funds, including investment income earned thereon, may be distributed to MCL annually, subject to meeting Lloyd's requirements. Premiums Trust Fund assets not required to meet cash calls and/or loss payments may also be used towards MCL's ongoing capital requirements. Upon the closing of an open underwriting year, normally after three years, all undistributed profits held within the Premiums Trust Funds applicable to the closed underwriting year may be distributed to MCL. As of December 31, 2012, Syndicate 5151 held \$269.3 million in investment securities (including accrued interest) and \$102.6 million in cash and cash equivalents (including restricted cash), within the Premiums Trust Funds. As of December 31, 2011, Syndicate 5151 held \$116.8 million in investment securities (including accrued interest) and \$126.8 million in cash and cash equivalents (including restricted cash), within the Premiums Trust Funds.

### ***Swiss Regulation***

MEAG is subject to registration and supervision by FINMA as an insurance intermediary but is not subject to any minimum solvency requirements.

## **NOTE 14. Related Party Transactions**

### ***WL Ross & Co. LLC***

Wilbur L. Ross, Jr., a former Director of the Company, is Chairman and CEO of WL Ross & Co. LLC. Investment funds managed by WL Ross & Co. LLC collectively owned 8.6% of the Company's Common Shares outstanding at December 31, 2009.

On February 26, 2010, the Company purchased the entirety of the 6,897,802 Common Shares previously owned by Mr. Ross and investment funds managed by WL Ross & Co. LLC at a price of \$19.00 per share in a private transaction. The Common Shares acquired by the Company represented 8.9% of its Common Shares outstanding immediately prior to the transaction. Pursuant to the transaction, Mr. Ross resigned from the Board on March 1, 2010.

## **NOTE 15. Commitments and Contingent Liabilities**

### ***Commitments***

As of December 31, 2012, Montpelier had unfunded commitments to invest \$14.8 million into three separate private investment funds.

Montpelier's letter of credit facilities and trust arrangements are secured by collateral accounts containing cash, cash equivalents and investments that are required to be maintained at specified levels. See Note 6.



Montpelier leases office space and computer equipment under noncancellable operating leases that expire on various dates. Montpelier also has various other operating lease obligations that are immaterial in the aggregate.

Future annual minimum commitments under existing noncancellable leases for Montpelier's office space are \$5.1 million, \$4.6 million, \$4.3 million, \$2.8 million and \$1.0 million for 2013, 2014, 2015, 2016, and 2017 & beyond, respectively.

Future annual minimum commitments under existing noncancellable leases for Montpelier's computer equipment are \$0.5 million and less than \$0.1 million for 2013, 2014 & beyond, respectively.

### ***Lloyd's Central Fund (the "Central Fund")***

The Central Fund is available to satisfy claims if a member of Lloyd's is unable to meet its obligations to policyholders. The Central Fund is funded by an annual levy imposed on members which is determined annually by Lloyd's as a percentage of each member's written premiums (0.5% with respect to 2012, 2011 and 2010). In addition, the Council of Lloyd's has power to call on members to make an additional contribution to the Central Fund of up to 3.0% of their underwriting capacity each year should it decide that such additional contributions are necessary. Montpelier currently estimates that its 2013 obligation to the Central Fund will be approximately \$1.1 million.

Lloyd's also imposes other charges on its members and the syndicates on which they participate, including an annual subscription charge (0.5% of written premiums with respect to 2012, 2011 and 2010) and an overseas business charge, levied as a percentage of gross international premiums (defined as business outside the U.K. and the Channel Islands), with the percentage depending on the type of business written. Lloyd's also has power to impose additional charges under Lloyd's Powers of Charging Byelaw. Montpelier currently estimates that its 2013 obligation to Lloyd's for such charges will be approximately \$2.4 million.

### ***Litigation***

Montpelier is subject to litigation and arbitration proceedings in the normal course of its business. Such proceedings often involve insurance or reinsurance contract disputes which are typical for the insurance and reinsurance industry. Montpelier's estimates of possible losses incurred in connection with such legal proceedings are provided for as loss and loss adjustment expenses on its consolidated statements of operations and are included within loss and loss adjustment expense reserves on its consolidated balance sheets.

During 2011, Montpelier Re was named in a series of lawsuits filed by a group of plaintiffs in their capacity as trustees for senior debt issued by Tribune on behalf of various senior debt holders. See Note 5.

Other than the Tribune litigation referred to above, Montpelier had no other unresolved legal proceedings, other than those in the normal course of its business, at December 31, 2012.

### ***Concentrations of Credit and Counterparty Risk***

Financial instruments which potentially subject Montpelier to significant concentrations of credit risk consist principally of investment securities, insurance and reinsurance balances receivable and reinsurance recoverables as described below.

Montpelier's investment guidelines prohibit it from owning an undue concentration of a single issue or issuer, other than U.S.-backed securities, and it did not own an aggregate fixed maturity investment in a single entity, other than securities issued by the U.S. government and U.S. government-sponsored enterprises, in excess of 10% of the Company's common shareholders' equity at December 31, 2012.

In accordance with its investment controls and guidelines, Montpelier routinely monitors the credit quality of its fixed maturity investments, including those involving investments in: (i) European sovereign nations; (ii) U.S. state and local municipalities, Alternative A, subprime and commercial mortgage-backed securities; (iii) non-agency collateralized residential mortgage obligations; and (iv) those securities that benefit from credit enhancements provided by third-party financial guarantors.

Certain of Montpelier's derivative instruments are subject to counterparty risk. Montpelier routinely monitors this risk.

Montpelier underwrites the majority of its business through independent insurance and reinsurance brokers. Credit risk exists to the extent that any of these brokers may be unable to fulfill their contractual obligations to Montpelier. For example, Montpelier is frequently required to pay amounts owed on claims under policies to brokers, and these brokers, in turn, pay these amounts to the ceding companies that have reinsured a portion of their liabilities with Montpelier. In

some jurisdictions, if a broker fails to make such a payment, Montpelier might remain liable to the ceding company for the deficiency. In addition, in certain jurisdictions, when the ceding company pays premiums for these policies to brokers, these premiums are considered to have been paid and the ceding insurer is no longer liable to Montpelier for those amounts, whether or not the premiums have actually been received.

Montpelier remains liable for losses it incurs to the extent that any third-party reinsurer is unable or unwilling to make timely payments under reinsurance agreements. Montpelier would also be liable in the event that its ceding companies were unable to collect amounts due from underlying third-party reinsurers.

Under Montpelier's reinsurance security policy, reinsurers are typically required to be rated "A-" (Excellent) or better by A.M. Best (or an equivalent rating with another recognized rating agency) at the time the policy is written. Montpelier also considers reinsurers that are not rated or do not fall within this threshold on a case-by-case basis if collateralized up to policy limits, net of any premiums owed. Montpelier monitors the financial condition and ratings of its reinsurers on an ongoing basis.

## **MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL STATEMENTS**

Management is responsible for the preparation and fair presentation of the financial statements included in this report. The financial statements have been prepared in conformity with GAAP. 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 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.

The Audit Committee of the Board, which is comprised entirely of independent, qualified directors, is responsible for the oversight of our accounting policies, financial reporting and internal control, including the appointment and compensation of our independent registered public accounting firm. The Audit Committee meets periodically with management, our independent registered public accounting firm and our internal auditors to ensure they are carrying out their responsibilities. The Audit Committee is also responsible for performing an oversight role by reviewing our financial reports. Our independent registered public accounting firm and internal auditors have full and unlimited access to the Audit Committee, with or without management present, to discuss the adequacy of internal control over financial reporting and any other matters which they believe should be brought to their attention.

## **MANAGEMENT'S ANNUAL REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING**

Management is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rules 13a-15(f) and 15d-15(f) under the Securities Exchange Act of 1934. There are inherent limitations in the effectiveness of any internal control over financial reporting, including the possibility of human error and the circumvention or overriding of internal control. Accordingly, because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

We assessed the effectiveness of the Company's internal control over financial reporting as of December 31, 2012. In making our assessment, we used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in Internal Control-Integrated Framework. Based on this assessment, we have concluded that the Company maintained effective internal control over financial reporting as of December 31, 2012. Management has reviewed the results of its assessment with the Audit Committee.

PricewaterhouseCoopers, the Company's independent registered public accounting firm, has audited the effectiveness of the Company's internal control over financial reporting as of December 31, 2012 as stated in their report which appears on page F-45.

February 25, 2013

/s/ Christopher L. Harris  
President and Chief Executive Officer  
(Principal Executive Officer)

/s/ Michael S. Paquette  
Executive Vice President and Chief Financial Officer  
(Principal Financial Officer & Principal Accounting Officer)

## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To The Board of Directors and Shareholders of Montpelier Re Holdings Ltd:

In our opinion, the consolidated financial statements listed in the index appearing under Item 15(a) present fairly, in all material respects, the financial position of Montpelier Re Holdings Ltd. and its subsidiaries at December 31, 2012 and December 31, 2011, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2012 in conformity with accounting principles generally accepted in the United States of America. In addition, in our opinion, the financial statement schedules listed in the index appearing under Item 15(a) present fairly, in all material respects, the information set forth therein when read in conjunction with the related consolidated financial statements. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2012, based on criteria established in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company's management is responsible for these financial statements and financial statement schedules, for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting included under Item 9A. Our responsibility is to express opinions on these financial statements, on the financial statement schedules, and on the Company's internal control over financial reporting based on our integrated audits. We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

A company's internal control over financial reporting is a process designed 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. A company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ PRICEWATERHOUSECOOPERS

Hamilton, Bermuda  
February 25, 2013

**SELECTED QUARTERLY FINANCIAL DATA**  
(Unaudited)

Selected quarterly financial data for 2012 and 2011 is shown in the following table. The quarterly financial data includes, in the opinion of management, all recurring adjustments necessary for a fair presentation of the results of operations for the interim periods.

Millions, except per share amounts	2012 Three Months Ended				2011 Three Months Ended			
	Dec. 31	Sept. 30	June 30	Mar. 31	Dec. 31	Sept. 30	June 30	Mar. 31
Net insurance and reinsurance premiums earned	\$ 156.6	\$ 153.0	\$ 146.4	\$ 160.5	\$ 148.3	\$ 155.9	\$ 152.4	\$ 166.1
Net investment income	16.8	15.5	17.2	17.6	17.1	17.0	17.1	17.5
Net realized and unrealized investment gains (losses)	3.5	33.2	13.3	32.4	31.5	(31.3)	9.4	16.6
Net foreign exchange gains (losses)	(2.3)	(10.8)	2.9	(2.6)	(1.4)	(4.1)	2.3	(2.0)
Net income (loss) from derivative instruments	(1.1)	0.7	2.1	1.5	(0.1)	(6.3)	3.9	(0.6)
Gain on MUSIC Sale (see Note 2)	—	—	—	—	11.1	—	—	—
Other revenue	—	0.1	0.2	0.5	0.2	0.2	0.1	—
Total revenues	173.5	191.7	182.1	209.9	206.7	131.4	185.2	197.6
Underwriting expenses	181.6	111.3	111.8	94.5	173.4	189.4	156.2	297.1
Interest and other financing charges	5.9	4.7	4.8	5.0	4.9	4.9	4.9	5.9
Loss on early extinguishment of debt (see Note 6)	9.7	—	—	—	—	—	—	—
Total expenses	197.2	116.0	116.6	99.5	178.3	194.3	161.1	303.0
Income (loss) before income taxes	(23.7)	75.7	65.5	110.4	28.4	(62.9)	24.1	(105.4)
Income tax benefit (provision)	0.4	(0.7)	—	—	—	—	(0.5)	1.1
Net income (loss)	(23.3)	\$ 75.0	\$ 65.5	\$ 110.4	28.4	\$ (62.9)	\$ 23.6	\$ (104.3)
Dividends declared on Preferred Shares	(3.3)	(3.3)	(3.4)	(3.3)	(3.4)	(3.3)	(2.4)	—
Net income (loss) available to common shareholders	\$ (26.6)	\$ 71.7	\$ 62.1	\$ 107.1	\$ 25.0	\$ (66.2)	\$ 21.2	\$ (104.3)
<u>Amounts per Common Share:</u>								
Basic and diluted earnings (loss)	\$ (0.48)	\$ 1.25	\$ 1.06	\$ 1.74	\$ 0.40	\$ (1.07)	\$ 0.33	\$ (1.67)
Fully converted book value	26.14	26.61	25.36	24.30	22.71	22.26	23.36	23.10
Fully converted tangible book value	26.14	26.61	25.36	24.30	22.71	22.18	23.29	23.03

# SCHEDULE I

## MONTPELIER RE HOLDINGS LTD. SUMMARY OF INVESTMENTS — OTHER THAN INVESTMENTS IN RELATED PARTIES At December 31, 2012

Millions	Cost	Carrying Value	Fair Value
<b>Fixed maturity investments:</b>			
Bonds:			
Corporate bonds and asset-backed securities	\$ 1,371.1	\$ 1,413.6	\$ 1,413.6
U.S. Government and government agencies and authorities <sup>(1)</sup>	1,050.9	1,071.2	1,071.2
Non-U.S. governments and agencies	109.4	113.3	113.3
States, municipalities and political subdivisions	65.2	72.2	72.2
Convertibles and bonds with warrants attached	35.1	36.9	36.9
Public utilities	30.5	31.4	31.4
Total fixed maturity investments	\$ 2,662.2	\$ 2,738.6	\$ 2,738.6
<b>Equity securities:</b>			
Industrial, miscellaneous and other	35.6	38.4	38.4
Public utilities	1.9	1.9	1.9
Banks, trust and insurance companies	0.6	0.6	0.6
Total equity securities	\$ 38.1	\$ 40.9	\$ 40.9
<b>Other investments</b>	\$ 143.1	\$ 138.5	\$ 138.5
Total investments	\$ 2,843.4	\$ 2,918.0	\$ 2,918.0

<sup>(1)</sup> Includes mortgage-backed securities issued by GNMA, FNMA and FHLMC.

## SCHEDULE II

### MONTPELIER RE HOLDINGS LTD. (Parent Only)

#### CONDENSED BALANCE SHEETS

Millions	December 31,	
	2012	2011
<b>Assets:</b>		
Cash and cash equivalents	\$ 2.9	\$ 3.3
Other investments	(1.7)	—
Restricted cash	2.4	—
Intercompany receivables	150.9	147.0
Other assets	3.5	0.7
Investments in subsidiaries and affiliates, on the equity method of accounting	2,053.5	1,845.0
<b>Total Assets</b>	<b>\$ 2,211.5</b>	<b>\$ 1,996.0</b>
<b>Liabilities:</b>		
Debt	\$ 399.1	\$ 327.8
Intercompany payables	160.5	101.5
Accounts payable and other liabilities	22.5	17.4
<b>Total Liabilities</b>	<b>582.1</b>	<b>446.7</b>
<b>Shareholders' Equity:</b>		
Preferred shareholders' equity	150.0	150.0
Common shareholders' equity	1,479.4	1,399.3
<b>Total Shareholders' Equity</b>	<b>1,629.4</b>	<b>1,549.3</b>
<b>Total Liabilities and Shareholders' Equity</b>	<b>\$ 2,211.5</b>	<b>\$ 1,996.0</b>

#### CONDENSED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME

Millions	Year Ended December 31,		
	2012	2011	2010
Revenues	\$ —	\$ —	\$ —
Expenses	(63.3)	(43.1)	(48.7)
Parent only net loss	(63.3)	(43.1)	(48.7)
Equity in earnings (losses) of subsidiaries and affiliates	290.9	(72.1)	260.7
<b>Net income (loss)</b>	<b>227.6</b>	<b>(115.2)</b>	<b>212.0</b>
Dividends declared on Preferred Shares	(13.3)	(9.1)	—
<b>Net income (loss) available to common shareholders</b>	<b>\$ 214.3</b>	<b>\$ (124.3)</b>	<b>\$ 212.0</b>
<b>Net income (loss)</b>	<b>\$ 227.6</b>	<b>\$ (115.2)</b>	<b>\$ 212.0</b>
Other comprehensive income (loss) items	0.8	2.1	(3.3)
<b>Comprehensive income (loss)</b>	<b>\$ 228.4</b>	<b>\$ (113.1)</b>	<b>\$ 208.7</b>



**SCHEDULE II**  
**(continued)**

**MONTPELIER RE HOLDINGS LTD.**  
**(Parent Only)**

**CONDENSED STATEMENTS OF CASH FLOWS**

Millions	Year Ended December 31,		
	2012	2011	2010
<b>Cash flows from operations:</b>			
Net income (loss)	\$ 227.6	\$ (115.2)	\$ 212.0
Charges (credits) to reconcile net income (loss) to net cash from operations:			
Equity in (earnings) losses of subsidiaries and affiliates	(290.9)	72.1	(260.7)
Dividends received from subsidiaries and affiliates	76.8	66.5	390.6
Net realized and unrealized losses on investment-related derivative instruments	1.6	—	—
Expense recognized for RSUs	12.1	7.5	13.5
Net amortization and depreciation of assets and liabilities	0.2	0.4	1.1
Net change in other assets and other liabilities	54.7	(54.3)	(39.2)
<b>Net cash provided from (used for) operations</b>	<b>82.1</b>	<b>(23.0)</b>	<b>317.3</b>
<b>Cash flows from investing activities:</b>			
Contributions of capital made to subsidiaries	—	(6.5)	(6.0)
Returns of capital received from subsidiaries and affiliates	6.4	—	0.2
Settlements of investment-related derivative instruments	0.3	—	—
Net change in restricted cash	(2.4)	—	—
<b>Net cash provided from (used for) investing activities</b>	<b>4.3</b>	<b>(6.5)</b>	<b>(5.8)</b>
<b>Cash flows from financing activities:</b>			
Redemptions of 2013 Senior Notes	(228.0)	—	(1.0)
Proceeds from 2022 Senior Note issuance	299.1	—	—
Debt issuance costs - 2022 Senior Notes	(2.7)	—	—
Repurchases of Common Shares	(117.5)	(87.9)	(288.6)
Net proceeds from issuance of Preferred Shares	—	145.4	—
Dividends paid on Common Shares	(24.4)	(25.0)	(26.2)
Dividends paid on Preferred Shares	(13.3)	(5.8)	—
<b>Net cash (used for) provided from financing activities</b>	<b>(86.8)</b>	<b>26.7</b>	<b>(315.8)</b>
<b>Net decrease in cash and cash equivalents during the year</b>	<b>(0.4)</b>	<b>(2.8)</b>	<b>(4.3)</b>
Cash and cash equivalents - beginning of year	3.3	6.1	10.4
<b>Cash and cash equivalents - end of year</b>	<b>\$ 2.9</b>	<b>\$ 3.3</b>	<b>\$ 6.1</b>

**SCHEDULE III**

**MONTPELIER RE HOLDINGS LTD.**

**SUPPLEMENTARY INSURANCE INFORMATION**  
(Millions)

Column A	Column B	Column C	Column D	Column E	Column F	Column G	Column H	Column I	Column J	Column K
	Deferred policy acquisition costs	Reserves for unpaid claims and claim adjustment expenses <sup>(1)</sup>	Unearned premiums <sup>(2)</sup>	Other policy claims and benefits payable	Net premiums earned	Net investment income	Claims and claims adjustment expenses	Amortization of policy acquisition costs	Other underwriting expenses <sup>(3)</sup>	Net premiums written
<b>December 31, 2012:</b>										
Montpelier Bermuda	\$ 17.2	\$ 728.2	\$ 139.1	\$ –	\$ 369.5	\$ 63.2	\$ 159.5	\$ 40.5	\$ 44.2	\$ 380.7
Montpelier Syndicate 5151	31.2	354.0	131.0	–	217.3	2.9	107.6	46.6	38.2	230.1
Blue Capital	–	–	–	–	2.4	–	–	0.1	1.7	2.4
MUSIC Run-Off	–	43.5	–	–	27.3	1.0	19.3	9.4	–	2.5
<b>December 31, 2011:</b>										
Montpelier Bermuda	\$ 16.2	\$ 716.9	\$ 130.6	\$ –	\$ 378.0	\$ 64.3	\$ 373.8	\$ 53.6	\$ 37.9	\$ 368.1
Montpelier Syndicate 5151	26.2	341.6	114.0	–	194.5	2.4	196.2	40.5	28.0	204.0
MUSIC Run-Off	8.5	38.3	24.8	–	50.2	2.0	42.1	11.3	8.7	51.9
<b>December 31, 2010:</b>										
Montpelier Bermuda	\$ 18.9	\$ 583.1	\$ 140.1	\$ –	\$ 413.9	\$ 69.9	\$ 153.4	\$ 56.0	\$ 39.2	\$ 412.4
Montpelier Syndicate 5151	21.5	166.4	104.7	–	175.0	1.9	121.5	34.4	35.6	209.8
MUSIC Run-Off	4.6	35.1	24.0	–	36.5	2.2	27.4	8.3	10.5	46.6

<sup>(1)</sup> Excludes inter-segment eliminations relating to reserves for unpaid claims and claims adjustment expenses of \$13.3 million, \$19.7 million and zero million for 2012, 2011 and 2010, respectively.

<sup>(2)</sup> Excludes inter-segment eliminations relating to unearned premiums of zero million, \$3.5 million and \$4.8 million for 2012, 2011 and 2010, respectively.

<sup>(3)</sup> Excludes \$32.1 million, \$24.0 million and \$26.8 million of other underwriting expenses incurred within Montpelier's Corporate and Other operations for 2012, 2011 and 2010, respectively.

# SCHEDULE IV

## MONTPELIER RE HOLDINGS LTD.

### REINSURANCE (\$ in millions)

Column A	Column B	Column C	Column D	Column E	Column F
	Direct amount	Ceded to other companies <sup>(1)</sup>	Assumed from other companies <sup>(1)</sup>	Net amount	Percentage of amount assumed to net
Net premiums written by segment					
<b>December 31, 2012:</b>					
Montpelier Bermuda	\$ 18.4	(99.8)	462.1	380.7	121%
Montpelier Syndicate 5151	118.5	(15.9)	127.5	230.1	55%
Blue Capital	—	—	2.4	2.4	100%
MUSIC Run-Off	—	—	2.5	2.5	100%
<b>December 31, 2011:</b>					
Montpelier Bermuda	\$ 18.4	\$ (78.4)	\$ 428.1	\$ 368.1	116%
Montpelier Syndicate 5151	88.2	(29.5)	145.3	204.0	71%
MUSIC Run-Off	59.7	(7.8)	—	51.9	— %
<b>December 31, 2010:</b>					
Montpelier Bermuda	\$ 20.4	\$ (41.7)	\$ 433.7	\$ 412.4	105%
Montpelier Syndicate 5151	69.5	(21.5)	161.8	209.8	77%
MUSIC Run-Off	48.3	(1.7)	—	46.6	— %

<sup>(1)</sup> Excludes eliminations relating to inter-segment reinsurance of \$3.9 million, \$(14.2) million and \$(13.7) million for 2012, 2011 and 2010, respectively.

**SCHEDULE VI**

**MONTPELIER RE HOLDINGS LTD.**

**SUPPLEMENTAL INFORMATION FOR PROPERTY AND CASUALTY INSURANCE UNDERWRITERS**  
(Millions)

Column A	Column B	Column C	Column D	Column E	Column F	Column G	Column H	Column I	Column J	Column K
	Deferred policy acquisition costs	Reserves for unpaid claims and claims adjustment expenses <sup>(1)</sup>	Discount, if any, deducted in Column C	Unearned premiums <sup>(2)</sup>	Net premiums earned	Net investment income	Claims and claims adjustment expenses incurred related to current year	Amortization of policy acquisition costs	Paid claims and claims adjustment expenses	Net premiums written
Montpelier Bermuda:										
2012	\$ 17.2	\$ 728.2	\$ –	\$ 139.1	\$ 369.5	\$ 63.2	\$ 205.4	\$ (45.9)	\$ 174.8	\$ 380.7
2011	16.2	716.9	–	130.6	378.0	64.3	421.8	(48.0)	247.0	368.1
2010	18.9	583.1	–	140.1	413.9	69.9	242.3	(88.9)	130.6	412.4
Montpelier Syndicate 5151:										
2012	\$ 31.2	\$ 354.0	\$ –	\$ 131.0	\$ 217.3	\$ 2.9	\$ 148.6	\$ (41.0)	\$ 99.2	\$ 230.1
2011	26.2	341.6	–	114.0	194.5	2.4	234.5	(38.3)	52.8	204.0
2010	21.5	166.4	–	104.7	175.0	1.9	141.0	(19.5)	51.2	209.8
Blue Capital:										
2012	\$ –	\$ –	\$ –	\$ –	\$ 2.4	\$ –	\$ –	\$ 0.1	\$ –	\$ 2.4
MUSIC Run-Off:										
2012	\$ –	\$ 43.5	\$ –	\$ –	\$ 27.3	\$ 1.0	\$ 19.8	\$ (0.5)	\$ 14.1	\$ 2.5
2011	8.5	38.3	–	24.8	50.2	2.0	45.1	(3.0)	18.3	51.9
2010	4.6	35.1	–	24.0	36.5	2.2	28.3	(0.9)	7.5	46.6

<sup>(1)</sup> Excludes inter-segment eliminations relating to reserves for unpaid claims and claims adjustment expenses of \$13.3 million, \$19.7 million, and zero million for 2012, 2011 and 2010, respectively.

<sup>(2)</sup> Excludes inter-segment eliminations relating to unearned premiums of zero million, \$3.5 million, \$4.8 million for 2012, 2011 and 2010, respectively.

**CERTIFICATION PURSUANT TO RULES 13a-14(a) AND 15d-14(a)  
OF THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED**

I, Christopher L. Harris, President and Chief Executive Officer of Montpelier Re Holdings Ltd., certify that:

1. I have reviewed this Annual Report on Form 10-K of Montpelier Re Holdings Ltd.;
2. Based on my knowledge, this 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 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 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 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:
  - 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.

February 25, 2013

By:

/s/ Christopher L. Harris  
President and Chief Executive Officer  
(Principal Executive Officer)

**CERTIFICATION PURSUANT TO RULES 13a-14(a) AND 15d-14(a)  
OF THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED**

I, Michael S. Paquette, Executive Vice President and Chief Financial Officer of Montpelier Re Holdings Ltd., certify that:

1. I have reviewed this Annual Report on Form 10-K of Montpelier Re Holdings Ltd.;
2. Based on my knowledge, this 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 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 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 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:
  - 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.

February 25, 2013

By:

/s/ Michael S. Paquette  
Executive Vice President and Chief Financial Officer  
(Principal Financial Officer & Principal Accounting Officer)



**CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350**

In connection with the Annual Report on Form 10-K of Montpelier Re Holdings Ltd. (the “registrant”), for the year ending December 31, 2012 as filed with the Securities and Exchange Commission on the date hereof (the “report”), I, Christopher L. Harris, President and Chief Executive Officer of the registrant, certify, pursuant to 18 U.S.C. §1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

- (1) The report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and,
- (2) The information contained in the report fairly presents, in all material respects, the financial condition and results of operations of the registrant.

/s/ Christopher L. Harris  
President and Chief Executive Officer  
(Principal Executive Officer)

February 25, 2013

**CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350**

In connection with the Annual Report on Form 10-K of Montpelier Re Holdings Ltd. (the “registrant”), for the year ending December 31, 2012 as filed with the Securities and Exchange Commission on the date hereof (the “report”), I, Michael S. Paquette, Executive Vice President and Chief Financial Officer of the registrant, certify, pursuant to 18 U.S.C. §1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

- (1) The report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and,
- (2) The information contained in the report fairly presents, in all material respects, the financial condition and results of operations of the registrant.

/s/ Michael S. Paquette  
Executive Vice President and Chief Financial Officer  
(Principal Financial Officer and Principal Accounting Officer)

February 25, 2013





# Business Addresses

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### Montpelier Reinsurance Ltd.

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### Montpelier Underwriting

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