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**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----X  
*In re:* : In a Case under Section 304 of the Bankruptcy  
: Code  
English & American Insurance Company :  
Limited, : Case No. 93-42685 (JMP)  
: :  
Debtor in Foreign Proceedings :  
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**NOTICE OF MOTION PURSUANT TO SECTIONS 105 AND 304 OF THE  
BANKRUPTCY CODE TO AMEND PERMANENT INJUNCTION ORDER  
TO AID ENFORCEMENT OF AMENDED SCHEME OF ARRANGEMENT**

**PLEASE TAKE NOTICE** that pursuant to an order of the United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”), a hearing is scheduled to be held on November 23, 2010 at 10:00 a.m., or as soon thereafter as counsel may be heard (the “**Return Date**”), before the Honorable James M. Peck in Courtroom 601 of the Bankruptcy Court which is located at The Alexander Hamilton Custom House, One Bowling Green, New York, New York, 10004, to consider the motion (the “**Motion**”) of the Scheme Manager of English & American Insurance Company Limited (“**English American**”) for entry of an order (the “**Amending Scheme Permanent Injunction Order**”) pursuant to 11 U.S.C. §§ 105 and 304 modifying the Permanent Injunction Order entered by this Court on January 31, 1995 and previously amended on July 26, 2000 (the “**Permanent Injunction Order**”), and giving full force and effect in the United States to the Amended Scheme of Arrangement (the “**Amended Scheme**”) between English American and its Scheme Creditors (capitalized terms not defined herein shall have the meaning defined in the Amended Scheme).

The Amended Scheme, which was proposed pursuant to part 26 of the Companies Act 2006 of Great Britain, was approved by Scheme Creditors in the requisite statutory majorities at the Scheme Creditors meeting convened on April 30, 2010. On October 6, 2010, the Amended Scheme was sanctioned by the High Court of Justice of England and Wales (the “**High Court**”). The Amended Scheme was delivered to the Registrar of Companies in England and Wales on October 12, 2010. Accordingly, the Scheme Manager intends now to proceed with its Motion and request entry of the Amending Scheme Permanent Injunction Order, which would: (A) give effect to the Amended Scheme in the United States so that it is binding and enforceable against all Scheme Creditors, including Scheme Creditors of the other Scheme

Companies; and (B) modify and reaffirm the relief previously granted in the Permanent Injunction Order.

Copies of the Scheme Documents, the Motion, the form of the Proposed Amending Scheme Permanent Injunction Order to be presented on the Return Date, and the Memorandum of Points and Authorities in Support of the Motion are available to review and download at [www.englishandamericanpools.com](http://www.englishandamericanpools.com), as well as by fax, email or written request to the Scheme Manager's US counsel at:

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1221 Avenue of the Americas  
New York, New York 10020  
(212) 610-6399 (Facsimile)  
Attention: Stephen Doody, Esq.  
[stephen.doody@allenoverly.com](mailto:stephen.doody@allenoverly.com)

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Motion must be made in writing describing the basis therefor and shall be filed with the Court electronically in accordance with General Order M-399 by registered users of the Court's electronic case filing system, and by all other parties in interest, on a 3.5 inch disc, preferably in Portable Document Format (PDF), Word Perfect or any other Windows-based word processing format, with hard copy to the Chambers of the Honorable James M. Peck, and served upon Allen & Overy LLP, 1221 Avenue of the Americas, New York, New York 10020 (Attention: Stephen Doody), counsel to the Scheme Manager so as to be received on or before November 15, 2010 at 5:00 p.m., New York time.

Dated: New York, New York  
October 26, 2010

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