

EXHIBIT: RESTRUCTURE

In the fall of 2012, OneBeacon Group initiated a restructuring effort for various reasons including rationalizing its legal entity structure and facilitating a separation of its on-going specialty business from its run-off business. Certain required regulatory approvals were obtained and a number of related transactions were concluded by year end 2012.

The following are those Ancillary Transactions related to the Restructuring that have not yet been effected:

- Declaration and payment by the OBIC Subsidiaries (OneBeacon America Insurance Company and The Employers' Fire Insurance Company) of a dividend to their parent company, OBIC, in an amount that exceeds all capital in excess of pro forma statutory minimum surplus, as determined by OBIC in good faith in accordance with regulatory requirements, and securities on deposit not for the benefit of policyholders.
- Declaration and payment of a dividend by OBIC to its parent company, OneBeacon Group, in the form of the capital stock of ASIC and Homeland Insurance Company of New York (or its successor).
- The assignment by the Acquired Companies and OBIC Subsidiaries to OneBeacon Group (as Seller) or an affiliate of Seller of certain licenses, leases and other contracts not used in the Runoff Business.
- The assignment by OneBeacon Group (as Seller) and its affiliates to OBIC of certain licenses, leases and other contracts used solely in the Runoff Business
- The transfer by the Acquired Companies and the OBIC Subsidiaries, as applicable, to OneBeacon Group (as Seller) or an affiliate of Seller of all assets (other than cash and investment assets) not used solely in the Runoff Business.
- The transfer by OneBeacon Group (as Seller) and Seller's affiliates to the Acquired Companies and the OBIC Subsidiaries, as applicable, of all assets (other than cash and investment assets) used solely in the Runoff Business.
- The mergers of the following affiliates of the Acquired Companies and the OBIC Subsidiaries as described below:

Company	Domicile	Current	Pre-Closing – est. 1Q2013
The Northern Assurance Company of America (“Northern Assurance”)	Massachusetts	Direct Subsidiary of OneBeacon America Insurance Company	Merge with and into OneBeacon America Insurance Company
OneBeacon Midwest Insurance Company (“OneBeacon Midwest”)	Wisconsin	Direct Subsidiary of Northern Assurance	Merge with and into OneBeacon America Insurance Company
Traders & General Insurance Company	Texas	Direct Subsidiary of OneBeacon	Merge with and into OneBeacon

("Traders & General")		Insurance Company	Insurance Company
The Camden Fire Insurance Association ("Camden Fire")	New Jersey	Direct Subsidiary of OneBeacon Insurance Company	Merge with and into OneBeacon Insurance Company
Houston General Insurance Company ("Houston General")	Texas	Direct Subsidiary of OneBeacon Insurance Company	Merge with and into OneBeacon Insurance Company (unless otherwise disposed)

- The redomestication of the OBIC Subsidiaries from Massachusetts to Pennsylvania.