

SIDLEY AUSTIN LLP
Attorneys for the Petitioner
Geoffrey T. Raicht (GR 2392)
Alex R. Rovira (AR 9837)
787 Seventh Avenue
New York, New York 10019
Telephone: (212) 839-5300

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

----- x
In re :
 : Chapter 15
Petition of Jan C.H. Endresen, as foreign :
representative of : Case No. 07-____ (____)
 :
Oslo Reinsurance Company (UK) Limited :
and Oslo Reinsurance Company ASA, :
 :
Debtors in Foreign Proceedings. :

**PROPOSED ORDER AND FINAL DECREE GRANTING RECOGNITION OF
FOREIGN PROCEEDINGS, PERMANENT INJUNCTION AND RELATED RELIEF**

Jan C.H. Endresen (the “Petitioner”), as the duly appointed foreign representative of Oslo Reinsurance Company ASA (“Oslo Re ASA”) and Oslo Reinsurance Company (UK) Limited (“Oslo Re UK”) (collectively, the “Scheme Companies”), which are subject to jointly administered adjustment of debt proceedings (the “English Proceedings”) and bound by those certain Schemes of Arrangement pursuant to section 425 of the Companies Act 1985 (the “Schemes of Arrangement” or the “Schemes”) sanctioned by the High Court of Justice of England and Wales (the “English Court”) on April 19, 2007 for Oslo Re UK and on June 13, 2007 for Oslo Re ASA, hereby filed the petition for recognition of foreign main proceedings (the “Petition”), the Verified Petition Under Chapter 15 For Recognition Of Foreign Proceedings And Motion For Permanent Injunction (the “Petition and Motion”), the Memorandum Of Law In Support Of Petition Under Chapter 15 For Recognition Of Foreign Proceedings And Motion For Permanent Injunction (the “Memorandum of Law”), the

Declaration of Jan C.H. Endresen In Support Of Petition Under Chapter 15 For Recognition Of A Foreign Proceedings And Motion For Permanent Injunction And Order (the “Endresen Declaration”), the Statement of Foreign Representative Identifying All Foreign Proceedings With Respect To Debtor Pursuant To 11 U.S.C. § 1515(c) (the “Section 1515(c) Statement”), and the List Filed Pursuant To Bankruptcy Rule 1007(a)(4) Of Administrators In Foreign Proceedings, Litigation Parties And Entities Against Whom Provisional Relief Is Being Sought Under 11 U.S.C. §1519 (the “Bankruptcy Rule 1007(a)(4) List”) (collectively, the “Chapter 15 Pleadings”) on July 13, 2007; and the Petitioner having given notice of the Petition in accordance with the Scheduling Order, on or before _____, 2007 and by publication in The Wall Street Journal (US Edition) and Business Insurance magazine on or before _____, 2007; and upon the record of the hearing before this Court on _____, 2007 and all prior hearings and status conferences herein; this Court hereby finds and concludes as follows:

A. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 1334 and 157 and the “Standing Order of Referral of Cases to Bankruptcy Judges” of the United States District Court for the Southern District of New York (Ward, Acting C.J.), dated July 10, 1984; and

B. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(P); and

C. Venue is properly located in this District pursuant to 28 U.S.C. § 1410;

and

D. The Petitioner, acting at the direction of the English Court, is a person duly appointed to act as the foreign representative (the “Foreign Representative”) of the Scheme Companies; and

E. This case was properly commenced in compliance with and pursuant to 11 U.S.C. §§ 1504 and 1515; and

F. The Verified Petition satisfies the requirements of 11 U.S.C. § 1515; and

G. The English Proceedings are “foreign proceedings” pursuant to 11 U.S.C. § 1517(a); and

H. The English Proceedings are “foreign main proceedings” pursuant to 11 U.S.C. §§ 1502(4) and 1517(b)(1); and

I. The Scheme Companies are entitled to all the relief provided pursuant to 11 U.S.C. § 1520 without limitation; and

J. The Scheme Companies are entitled to all the relief expressly set forth in 11 U.S.C. §§ 1521(a) and (b) and is granted hereby.

NOW, THEREFORE, IT IS HEREBY

ORDERED, that the Petitioner is recognized as a “foreign representative” pursuant to 11 U.S.C. § 101(24);

ORDERED, that the English Proceedings are recognized as “foreign proceedings” pursuant to 11 U.S.C. § 1517(a); and

ORDERED, that the English Proceedings are recognized as “foreign main proceedings” pursuant to 11 U.S.C. §§ 1502(4) and 1517(b)(1); and

ORDERED, that all relief afforded foreign main proceedings is granted pursuant to 11 U.S.C. §1520 of the Bankruptcy Code is granted; and it is further

ORDERED, that the Schemes of Arrangement (including any amendments or modifications to the Schemes) shall be given full force and effect and be binding on and enforceable against all Scheme Creditors, including without limitation, against a Scheme Creditor in its capacity as a debtor of the Scheme Companies, in the United States; and it is further

ORDERED, that all Scheme Creditors are hereby permanently enjoined and restrained from:

(a) taking or continuing any act to obtain possession of, or exercise control over, any Property of the Scheme Companies or the proceeds of such Property in the United States, and its territories, that is not in compliance with the Schemes of Arrangement, and seizing, repossessing, transferring, relinquishing, or disposing of any Property of the Scheme

Companies, or the proceeds of such Property in the United States, and its territories that is not in compliance with the Schemes of Arrangement; and

(b) commencing or continuing any legal or equitable action or proceedings (including, without limitation, arbitration, mediation or any judicial, quasi-judicial, administrative or regulatory action, proceedings or process whatsoever), including by way of counterclaim, against the Scheme Companies or any of their Property in the United States, and their territories, that is involved in the English Proceedings, or the proceeds thereof, and seeking discovery of any nature against the Scheme Companies, that is not in compliance with the Schemes of Arrangement; and

(c) enforcing any judicial, quasi-judicial, administrative or regulatory judgment, assessment or order or arbitration award and commencing or continuing any act or any other legal or equitable action or proceeding (including, without limitation, arbitration, mediation or any judicial, quasi-judicial, administrative or regulatory action, proceeding or process whatsoever) to create, perfect or enforce any lien or other security interest, set off, attachment, garnishment, or other claim against the Scheme Companies or any of its Property in the United States, and its territories, or any proceeds thereof, including, without limitation, rights under reinsurance or retrocession contracts; and

(d) invoking, enforcing or relying on the benefits of any statute, rule or requirement of federal, state, or local law or regulation requiring the Scheme Companies to establish or post security in the form of a bond, letter of credit or otherwise as a condition of prosecuting or defending any proceeding (including, without limitation, arbitration, mediation or any judicial, quasi-judicial, administrative or regulatory action, proceeding or process whatsoever) and such statute, rule or requirement will be rendered null and void for Proceedings, provided, however, that nothing in the Order shall in any respect affect any Security in existence at the Effective Date or the replacements for such Security; and

(e) withdrawing from, setting off against, or otherwise applying property that is the subject of any trust or escrow agreement or similar agreement in which the Scheme

Companies have an interest in excess of amounts expressly authorized by the terms of the trust, escrow, or similar agreement;

(f) drawing down any letter of credit established by, on behalf or at the request of, the Scheme Companies, in excess of amounts expressly authorized by the terms of the contract or other agreement pursuant to which such letter of credit has been established;

(g) declaring or treating the filing of the Chapter 15 Pleadings or the Schemes of Arrangement as a default or event of default under any agreement, contract or arrangement;

and it is further

ORDERED, that a Net Ascertained Claim or Net Debt (as defined in the Schemes) determined under the Schemes of Arrangement shall be final and binding on the Scheme Companies and any person or entity that is a Scheme Creditor; and it is further

ORDERED, that all persons and entities in possession, custody, or control of property of the Scheme Companies in the United States, or its territories, or the proceeds thereof, are required to turn over and account for such property or proceeds to the Scheme Companies; and it is further

ORDERED, that nothing in this Order would prevent the continuance or commencement of proceedings against any person, entity, or other insurer other than the Scheme Companies, provided, however, that if any third party shall reach a settlement with, or obtain a judgment against, any person or entity other than the Scheme Companies, such settlement or judgment shall not be binding on or enforceable against the Scheme Companies or their Property, or any proceeds thereof; and it is further

ORDERED, that the security provisions of Rule 65(c) of the Federal Rules of Civil Procedure, pursuant to 7065 of the Federal Rules of Bankruptcy Procedure, shall be, and the same hereby, are waived; and it is further

ORDERED, that no action taken by the Scheme Companies, the Scheme Advisers, their successors, agents, representatives, advisers, or counsel, or any of them, in

preparing, disseminating, applying for, implementing or otherwise acting in furtherance of the Schemes of Arrangement, this Order, these chapter 15 cases, any further order for additional relief in these chapter 15 cases, or any adversary proceedings in connection therewith will be deemed to constitute a waiver of the immunity afforded to the Scheme Companies, the Scheme Advisers, their successors, agents, representatives, advisers, or counsel under the law of the United States or otherwise; and it is further

ORDERED, that all Scheme Creditors that are beneficiaries of letters of credit established by, on behalf or at the request of a Scheme Company or parties to any trust, escrow or similar arrangement in which a Scheme Company has an interest, are required to:

(a) provide notice to the Scheme Manager's United States counsel of any drawdown on any letter of credit established by, on behalf or at the request of, a Scheme Company, or any withdrawal from, setoff against, or other application of property that is the subject of any trust or escrow agreement or similar arrangement in which a Scheme Company has an interest, together with information sufficient to permit the Scheme Manager to assess the propriety of such drawdown, withdrawal, setoff or other application, including, without limitation, the date and amount of such drawdown, withdrawal, setoff or other application and a copy of any contract, related trust or other agreement pursuant to which any such drawdown, withdrawal, setoff, or other application was made, and provide such notice and other information contemporaneously therewith; and

(b) turn over and account to the Scheme Manager for any funds resulting from such drawdown, withdrawal, setoff, or other application in excess of amounts expressly authorized by the terms of the contract, any related trust or other agreement pursuant to which such letter of credit, trust, escrow or similar arrangement has been established unless such Scheme Creditor has a bona fide defense to this obligation to turn over; and it is further

ORDERED, that every Scheme Creditor that has a claim of any nature or source arising out of a Scheme Claim and that is a party to any action or other legal proceeding (including, without limitation, arbitration or any judicial, quasi-judicial, administrative action,

proceeding or process whatsoever) in which a Scheme Company is or was named as a party, or as a result of which a liability of a Scheme Company may be established, is required to place the Petitioner's United States counsel (Sidley Austin LLP, 787 Seventh Avenue, New York, NY 10019, Attn: Geoffrey T. Raicht, Esq. and Alex R. Rovira, Esq.) on the master service list of any such action or other legal proceeding, and to take such other steps as may be necessary to ensure that such counsel receives: (a) copies of any and all documents served by the parties to such action or other legal proceeding or issued by the court, arbitrator, administrator, regulator or similar official having jurisdiction over such action or legal proceeding; and (b) any and all correspondence, or other documents circulated to parties named in the master service list; and it is further

ORDERED, that this Court shall retain jurisdiction with respect to the enforcement, amendment, or modification of the Order or requests for any additional relief in these chapter 15 cases and all adversary proceedings in connection therewith properly commenced and within the jurisdiction of this Court; and it is further

ORDERED, that this Order shall be served:

(a) by United States mail, first class prepaid, on or before _____, 2007 as prescribed by this Court upon all known potential Scheme Creditors in the U.S.; and

(b) by publication in *The Wall Street Journal (US Edition)* and *Business Insurance* magazine on or before _____, 2007; and it is further

ORDERED, that such service will be good and sufficient service and adequate notice of this Order for all purposes.

Dated: _____, 2007

New York, New York

UNITED STATES BANKRUPTCY JUDGE