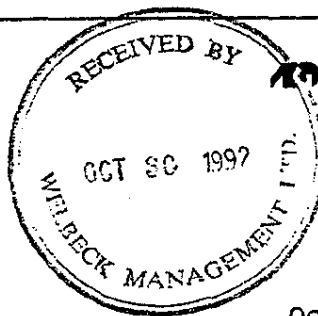


AIG Risk Management, Inc.

New York Regional Office
80 Pine Street
New York, N.Y. 10005

Welbeck Management
504 International Centre
Bermudian Road
Hamilton, Bermuda

Attn : Jon Richmond



 A Member Company of
American International Group, Inc.

October 28, 1992

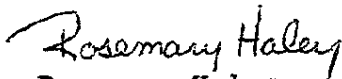
re : Sinclair Insurance Company Limited

Dear Jon :

Enclosed you will find the signed Facultative Reinsurance
Agreement and Addendum for the 1991/92 term.' (2 COPIES)

We trust that you will find the enclosed documents in order.

Regards,


Rosemary Haley
Unit Manager

cc : R.Davis
R.Gerber



WELBECK MANAGEMENT LIMITED

504 INTERNATIONAL CENTRE, BERMUDIANA ROAD, HAMILTON, BERMUDA

TELEPHONE: (809) 295-2240
TELEX: 3367 WEL BA
FAX: (809) 295-2269

Mailing Address:
P.O. BOX HM 2446
HAMILTON HM JX
BERMUDA

October 5, 1992

American International Companies
Midtown Branch Office
1230 Avenue of the Americas
New York
New York 10020-1595
U.S.A.

By Courier

Attention: Robert B. Gerber

Dear Bob,

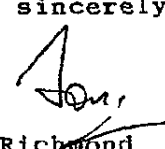
SINCLAIR INSURANCE COMPANY LTD.

Thank you for your letter of September 23rd enclosing revised copies of the 1991/92 Facultative Reinsurance Agreements.

I enclose four (4) copies of the Agreement together with Addendum # 1 signed by the Company. Please have them countersigned by National Union and one copy returned to me by courier as soon as possible to be made available to our Company auditors.

Thank you for your assistance.

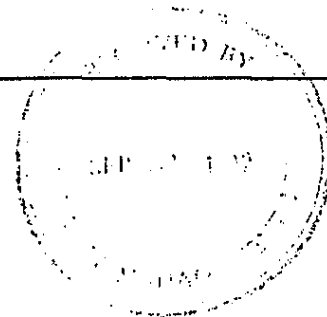
Your sincerely,



Jon Richmond
Director
Sinclair Insurance Company Ltd.

GLD056919
0049-GLD-000056919

0157
American International Companies
MIDTOWN BRANCH OFFICE
1230 Avenue of the Americas
New York, New York 10020-1595
212/698-2300
FAX # 212/262-2005



September 23, 1992

Mr. Jon Richmond
Welbeck Management Limited
504 International Centre
Bermudiana Road
Hamilton, Bermuda

Re : Facultative Reinsurance Agreements
Bulldog 1991-92
Major 1991-92
Sinclair 1991-92

Dear Jon :

Enclosed are four copies of the captioned agreements. These agreements have been revised to include the Canadian premiums. If everything is in good order, please sign all copies and return to my attention.

Sorry for the delay.

Yours truly,

Robert B. Gerber
Sr. Underwriter

WELBECK MANAGEMENT LIMITED

504 INTERNATIONAL CENTRE, BERMUDIANA ROAD, HAMILTON, BERMUDA

TELEPHONE: (809) 295-2240
TELEX: 3367 WEL BA
FAX: (809) 295-2269

Mailing Address:
P.O. BOX HM 2446
HAMILTON HM JX
BERMUDA

*** F A C S I M I L E ***

TO: AIGRM FAX NO.: 212-770-1265
344-3271
ADDRESS: 80 PINE ST., NY DATE: July 16, 1992
ATTN: BOB GERBER REF. NO.: 1800
FROM: JON RICHMOND # OF PAGES INCLUDING COVER: 5
COMPANY: SINCLAIR INSURANCE COMPANY LTD.
RE: OCTOBER 1, 1991 TO 1992 FACULTATIVE REINSURANCE AGREEMENT

Bob,

Bob Davis has informed me that you have taken over from Nancy Caraballo on our program.

The above Agreement needs to be finalised.

Dick Legge and I have reviewed the drafts Nancy sent to Bob Suling in February and have the following points to make:

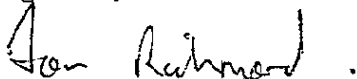
- (1) Articles VI and VIII should include the estimated numbers for the Canadian part of the program.
- (2) Addendum # 1 requires correcting to reflect accurate numbers.

I attach annotated pages showing the corrections.

If you are in agreement with these changes, please issue final copies for signature and forward them to me in Bermuda.

Please call me if you have any questions.

Regards,



Jon Richmond
Director

cc: Dick Legge, Sedgwick James, Short Hills - 201-564-7240

GLD056921
0049-GLD-000056921