

Important information about Syndicate Reports and Accounts

Access to this document is restricted to persons who have given the certification set forth below. If this document has been forwarded to you and you have not been asked to give the certification, please be aware that you are only permitted to access it if you are able to give the certification.

The syndicate reports and accounts set forth in this section of the Lloyd's website, which have been filed with Lloyd's in accordance with the Syndicate Accounting Byelaw (No. 8 of 2005), are being provided for informational purposes only. The syndicate reports and accounts have not been prepared by Lloyd's, and Lloyd's has no responsibility for their accuracy or content. Access to the syndicate reports and accounts is not being provided for the purposes of soliciting membership in Lloyd's or membership on any syndicate of Lloyd's, and no offer to join Lloyd's or any syndicate is being made hereby. Members of Lloyd's are reminded that past performance of a syndicate in any syndicate year is not predictive of the related syndicate's performance in any subsequent syndicate year.

You acknowledge and agree to the foregoing as a condition of your accessing the syndicate reports and accounts. You also agree that you will not provide any person with a copy of any syndicate report and accounts without also providing them with a copy of this acknowledgment and agreement, by which they will also be bound.

Syndicate 3500

2017 Annual Report

Syndicate 3500
Annual Report
For the year ended 31st December 2017

Contents	Page
Directors and Administration	3
Managing Director's Report	4
Managing Agent's Report	7
Independent Auditors' Report to the Member of Syndicate 3500	9
Profit and Loss Account	12
Balance Sheet	13
Statement of Changes in Members' Balances	14
Statement of Cash Flows	15
Notes to the Financial Statements	16

Syndicate 3500
Directors and Administration
For the year ended 31st December 2017

Managing Agent

RiverStone Managing Agency Limited
Park Gate
161 – 163 Preston Road
Brighton
East Sussex
United Kingdom
BN1 6AU

Directors of Managing Agent

M. J. Bannister
N. C. Bentley
L. A. Hemsley
A. J. E. Masterson – Independent Non-Executive Director
K. Shah – Independent Non-Executive Chairman
L. R. Tanzer

Independent Auditors

PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
7 More London Riverside
London
SE1 2RT

Website

www.trg.com

Syndicate 3500

Managing Director's Report

For the year ended 31st December 2017

Principal Activity

Syndicate 3500 was created in late 2003 to accept the reinsurance to close of the 2000 and prior years of account of Syndicates 271 and 506 and the subsequent reinsurance to close in 2005 of the 2001 year of account of Syndicate 506.

Prior to effecting the reinsurance to close transaction for the 2000 and prior years of account, Syndicates 271 and 506 entered into reinsurance protection agreements with RiverStone Insurance (UK) Limited ("RiverStone Insurance (UK)"), a wholly owned subsidiary of RiverStone Holdings Limited ("RiverStone Holdings"), along with CRC (Bermuda) Reinsurance Limited as a joint and several co-reinsurer. Under these agreements, Syndicates 271 and 506 obtained unlimited protection for all liabilities related to the 2000 and prior years of account. The 2001 year of account of Syndicate 506 was also subject to unlimited protection from RiverStone Insurance (UK). In addition, reimbursement of all operating expenses is covered by the agreements. In November 2013 the participation of CRC (Bermuda) Reinsurance Limited (which by that time had been named CRC Reinsurance Limited) in these arrangements was commuted. All reinsurance protection in respect of Syndicates 271 and 506 is now provided solely by RiverStone Insurance (UK).

Effective 1st January 2011, the 2005 year of account of Syndicate 3500 was closed into a new 2011 year of account.

Effective 1st January 2011, Syndicate 3500 accepted the reinsurance to close of the liabilities of Syndicate 376, a runoff syndicate with underwriting years of 2001 and prior. Also effective 1st January 2011, Syndicate 3500 entered into a reinsurance protection agreement with RiverStone Insurance (UK) to reinsure 50% of the liabilities that were transferred from Syndicate 376.

Effective 1st January 2012, the following transactions occurred resulting in the transfer of additional liabilities into a new 2012 year of account of Syndicate 3500:

Syndicate 3500 accepted the reinsurance to close of the remaining liabilities of Syndicate 2112, comprising business written from 2007 to 2009 covering housebuilders' commercial general liability, marine employer's liability and US auto-trucking physical damage. Syndicate 2112 had unlimited protection for all of its liabilities from RiverStone Insurance (UK).

Syndicate 3500 accepted the reinsurance to close of the liabilities of Syndicate 3330, a runoff syndicate with underwriting years of 2002 and prior. This syndicate primarily wrote marine and aviation business, within which the major remaining reserves are related to World Trade Centre and Banco de la Republica.

Syndicate 3500 entered into a transaction to accept the novation of the contracts under which the 2001 and prior years of Syndicate 535 and the 1999 and prior years of Syndicate 1204 were previously closed into Centrewrite Limited. These syndicates primarily wrote engineering and liability business.

Also effective 1st January 2012, Syndicate 3500 entered into reinsurance protection agreements with RiverStone Insurance (UK) to reinsure all of the liabilities that were transferred from Syndicates 3330, 535 and 1204, and to increase the reinsurance of liabilities related to Syndicate 376 from 50% to 100%. As a result of these transactions all of Syndicate 3500's liabilities are fully reinsured by RiverStone Insurance (UK).

RiverStone Managing Agency Limited ("RiverStone Managing Agency") is the managing agent for Syndicate 3500 and its overall strategic objective in administering the run-off of the portfolios under its management remains the payment of all valid claims in a timely manner within the Lloyd's structure and to collect as soon as possible amounts due from third party reinsurers and under the unlimited reinsurance protection agreement with its affiliate RiverStone Insurance (UK). Additionally, RiverStone Managing Agency actively pursues opportunities to reinsure-to-close further run-off portfolios into Syndicate 3500.

Syndicate 3500

Managing Director's Report

For the year ended 31st December 2017

RiverStone Managing Agency delegates most of its day-to-day management functions under an outsource agreement with RiverStone Management Limited ("RiverStone Management"), a fellow subsidiary of RiverStone Holdings. Provision of services under this agreement is monitored by regular reporting to the board of directors of RiverStone Managing Agency ("the Board"), which includes analysis of performance against key performance indicators.

The sole corporate member for Syndicate 3500 is RiverStone Corporate Capital Limited ("RiverStone Corporate Capital"). All of the capital support is provided by RiverStone Insurance (UK). RiverStone Holdings, whose ultimate parent is Fairfax Financial Holdings Limited ("Fairfax"), is the parent of RiverStone Corporate Capital, RiverStone Managing Agency and RiverStone Insurance (UK).

Business Review

Results and Performance

The result for the 2017 financial year, on an annual accounting basis, is nil (2016: nil).

In December 2017, a settlement agreement was signed in respect of the one remaining action associated with the terrorist attacks on the World Trade Centre ("WTC") in the United States of America on 11th September 2011. As a result of this settlement, Syndicate 3500 reduced its gross and net loss reserves (prior to its reinsurance protection from RiverStone Insurance (UK)) by £55 million and £21 million respectively. Additionally, net reinstatement premium receivable was reduced by £2 million, to result in an overall net release to the Profit and Loss Account of £19 million. All of this net release is ceded to RiverStone Insurance (UK).

Total outstanding claims, gross of reinsurance, were £42.8 million as at 31st December 2017 (2016: £109 million). Total cash, deposits and investments were £48.7 million at 31st December 2017 (2016: £56 million).

Principal Risks and Uncertainties

The process of risk acceptance and risk management is addressed through a framework of policies, procedures and internal controls. All policies are subject to approval by the Board and ongoing review by the Board, executive committees, risk management and internal audit. Compliance with regulatory, legal and ethical standards is a high priority for Syndicate 3500 and RiverStone Managing Agency. The compliance and finance departments of RiverStone Management take on an important oversight role in this regard. The Group Risk Committee of RiverStone Holdings is responsible for satisfying itself and the Board of RiverStone Managing Agency that a proper internal control framework exists to manage financial and all other risks and that controls operate effectively.

The risks that Syndicate 3500 is exposed to and their impact on economic capital have been assessed. This process is risk based and uses Solvency II based principles to manage capital requirements and to ensure that there is sufficient financial strength and capital adequacy to support the obligations to policyholders, regulators and other stakeholders.

The principal risk to Syndicate 3500 is the failure of RiverStone Insurance (UK), as the reinsurer of the reinsurance protection agreements. The Board monitors this risk carefully and on a regular basis. The contracts with RiverStone Insurance (UK) indemnify Syndicate 3500 against all losses, including those arising from the failure of third party reinsurers and loss of any other asset. Although protected by RiverStone Insurance (UK) under the reinsurance protection agreements, Syndicate 3500 is managed on a standalone basis, as if this contract was not in place.

Syndicate 3500

Managing Director's Report

For the year ended 31st December 2017

Strategy and Future Developments

The Board's strategy for Syndicate 3500 is to continue to actively pursue opportunities to reinsure to close further run-off portfolios into Syndicate 3500, along with the efficient and economic management of all existing liabilities. In the event that further reinsurance to close transactions do not materialise in the future, and depending on the level of uncertainty surrounding the remaining reserves, the Board will develop a strategy for the closure of Syndicate 3500 by way of a reinsurance to close of the remaining liabilities.

No capacity was established for Syndicate 3500's 2017 year of account (2016: nil). At the end of 2017, the 2015 year of account was reinsured to close into the 2018 year of account and a capacity of £3 million was established for 2018.

Performance Measurements

RiverStone Managing Agency has made continued progress throughout 2017 in relation to key elements of its strategy. The Board monitors the progress of Syndicate 3500 by particular reference to the reduction in gross loss reserves and reduction in reinsurance recoverables, in a timely and economic manner. Syndicate 3500's reserves have reduced significantly during the year. This is primarily due to the agreed WTC settlement in December 2017. Gross loss reserves decreased by 61% and third party reinsurance recoverables (excluding group reinsurance protection from RiverStone Insurance (UK)) decreased by 80%. The Board regards this performance as satisfactory.



L. R. Tanzer
Managing Director
6th March 2018

Syndicate 3500

Managing Agent's Report

For the year ended 31st December 2017

The Directors of the managing agent, RiverStone Managing Agency, present their report and the audited financial statements for the year ended 31st December 2017.

The Directors are responsible for preparing the Directors' report and the financial statements in accordance with applicable law and regulations.

Reporting Basis

These Syndicate Annual financial statements are prepared using the annual basis of accounting as required by Statutory Instrument 1950 of 2008, the Insurance Accounts Directive (Lloyd's Syndicate and Aggregate Accounts) Regulations 2008 ("the 2008 Regulations").

Principal Activity

The principal activity of Syndicate 3500 is the run-off of its existing liabilities. Additionally, RiverStone Managing Agency actively pursues opportunities to reinsure to close further run-off portfolios into Syndicate 3500.

The Business Review is included in the Managing Director's report on pages 4 to 6.

Directors

The Directors of RiverStone Managing Agency holding office during the period from 1st January 2017 to the date of this report were as follows:

M. J. Bannister
N. C. Bentley
L. A. Hemsley
A. J. E. Masterson – Independent Non-Executive Director
K. Shah - Independent Non-Executive Chairman
L. R. Tanzer

Annual General Meeting

The Directors do not propose to hold an annual general meeting for Syndicate 3500. A meeting will be convened should the sole direct corporate member of Syndicate 3500 request one.

Investment Policy and Management

All assets continue to be invested in a manner to maximize return within agreed investment policies established by RiverStone Managing Agency. These investments are managed within the risk constraints and credit guidelines agreed by the Board. The investment policy and performance of funds are reviewed regularly by the Board. Syndicate 3500 has not been involved in the lending of investments to the securities market.

Reinsurance Protection Agreements

All of Syndicate 3500's liabilities are covered by unlimited reinsurance protection agreements with RiverStone Insurance (UK).

Financial Instruments

As described in Note 5 to the financial statements, Syndicate 3500 is exposed to financial risk through its financial assets and liabilities, including its reinsurance assets and policyholder liabilities. In particular, a key

Syndicate 3500

Managing Agent's Report

For the year ended 31st December 2017

financial risk is that the proceeds from financial and reinsurance assets are not sufficient to fund the obligations arising from insurance policies as they fall due. The most important components of this financial risk are market risk (including interest rate risk, equity risk and currency risk), credit risk and liquidity risk.

Syndicate 3500 manages this risk within its overall risk management framework. Syndicate 3500 does not operate a hedging strategy as all of Syndicate 3500's risks are protected under its reinsurance arrangements with RiverStone Insurance (UK).

Statement of Managing Agent's Responsibilities

The 2008 Regulations require RiverStone Managing Agency to prepare Syndicate Annual Accounts at 31st December each year which gives a true and fair view of the state of affairs of Syndicate 3500 and of its profit or loss for that year.

In preparing those Syndicate Annual Accounts, RiverStone Managing Agency is required to:

- select suitable accounting policies, and then apply them consistently, subject to changes arising on the adoption of new accounting standards in the year;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the Syndicate Annual Accounts; and
- prepare the Syndicate Annual Accounts on a going concern basis, unless it is inappropriate to do so.

RiverStone Managing Agency confirms that it has complied with the above requirements in preparing the financial statements.

RiverStone Managing Agency is responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of Syndicate 3500 and enable it to ensure that the Syndicate Annual Accounts comply with the 2008 Regulations.

It is also responsible for safeguarding the assets of Syndicate 3500 and hence for taking reasonable steps for prevention and detection of fraud and other irregularities.

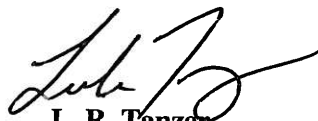
It is also responsible for the maintenance and integrity of the business' website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

In the case of each person who is a director of RiverStone Managing Agency at the date this Managing Agent's Report is approved:

- so far as the director is aware, there is no relevant audit information of which the company's auditors are unaware; and
- they have taken all the steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information.

By Order of the Board

Park Gate, 161 Preston Road
Brighton, East Sussex
United Kingdom, BN1 6AU


L. R. Tanzer
Managing Director
6th March 2018

Syndicate 3500

Independent Auditors' Report to the Member of Syndicate 3500

For the year ended 31st December 2017

Report on the syndicate annual accounts

Opinion

In our opinion, Syndicate 3500's syndicate annual accounts (the "syndicate annual accounts"):

- give a true and fair view of the state of the syndicate's affairs as at 31 December 2017 and of its results and cash flows for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, (United Kingdom Accounting Standards comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland); and
- have been prepared in accordance with the requirements of The Insurance Accounts Directive (Lloyd's Syndicate and Aggregate Accounts) Regulations 2008.

We have audited the syndicate annual accounts included within the "Annual Report", which comprise: the Balance Sheet as at 31 December 2017, the Profit and Loss Account for the year then ended, the statement of Changes in Members' Balances, the Statement of Cash Flows, and the notes to the syndicate annual accounts, which include a summary of significant accounting policies and other explanatory information.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and The Insurance Accounts Directive (Lloyd's Syndicate and Aggregate Accounts) Regulations 2008, as amended by The Statutory Auditors and Third Country Auditors Regulations 2017 and other applicable law.

Our responsibilities under ISAs (UK) are further described in the Auditors' responsibilities for the audit of the syndicate annual accounts section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We remained independent of the syndicate in accordance with the ethical requirements that are relevant to our audit of the syndicate annual accounts in the UK, which includes the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

Conclusions relating to going concern

We have nothing to report in respect of the following matters in relation to which ISAs (UK) require us to report to you when:

- the managing agent's use of the going concern basis of accounting in the preparation of the syndicate annual accounts is not appropriate; or
- the managing agent has not disclosed in the syndicate annual accounts any identified material uncertainties that may cast significant doubt about the syndicate's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the syndicate annual accounts are authorised for issue.

However, because not all future events or conditions can be predicted, this statement is not a guarantee as to the syndicate's ability to continue as a going concern.

Syndicate 3500

Independent Auditors' Report to the Member of Syndicate 3500 For the year ended 31st December 2017

Reporting on other information

The other information comprises all of the information in the Annual Report other than the syndicate annual accounts and our auditors' report thereon. The managing agent is responsible for the other information. Our opinion on the syndicate annual accounts does not cover the other information and, accordingly, we do not express an audit opinion or, except to the extent otherwise explicitly stated in this report, any form of assurance thereon.

In connection with our audit of the syndicate annual accounts, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the syndicate annual accounts or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If we identify an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of the syndicate annual accounts or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report based on these responsibilities.

With respect to the Managing Agent's Report, we also considered whether the disclosures required by Insurance Accounts Directive (Lloyd's Syndicate and Aggregate Accounts) Regulations 2008 have been included.

Based on the responsibilities described above and our work undertaken in the course of the audit, ISAs (UK) require us also to report certain opinions and matters as described below.

Managing Agent's Report

In our opinion, based on the work undertaken in the course of the audit, the information given in the Managing Agent's Report for the year ended 31 December 2017 is consistent with the syndicate annual accounts and has been prepared in accordance with The Insurance Accounts Directive (Lloyd's Syndicate and Aggregate Accounts) Regulations 2008.

In light of the knowledge and understanding of the syndicate and its environment obtained in the course of the audit, we did not identify any material misstatements in the Managing Agent's Report.

Responsibilities for the syndicate annual accounts and the audit

Responsibilities of the managing agent for the syndicate annual accounts

As explained more fully in the Statement of Managing Agent's Responsibilities set out on page 8, the managing agent is responsible for the preparation of the syndicate annual accounts in accordance with the applicable framework and for being satisfied that they give a true and fair view. The managing agent is also responsible for such internal control as they determine is necessary to enable the preparation of syndicate annual accounts that are free from material misstatement, whether due to fraud or error.

In preparing the syndicate annual accounts, the managing agent is responsible for assessing the syndicate's ability to continue as a going concern, disclosing as applicable, matters related to going concern and using the going concern basis of accounting unless it is intended for the syndicate to cease operations, or it has no realistic alternative but to do so.

Auditors' responsibilities for the audit of the syndicate annual accounts

Our objectives are to obtain reasonable assurance about whether the syndicate annual accounts as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted

Syndicate 3500

Independent Auditors' Report to the Member of Syndicate 3500 For the year ended 31st December 2017

in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these syndicate annual accounts.

A further description of our responsibilities for the audit of the syndicate annual accounts is located on the FRC's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditors' report.

Use of this report

This report, including the opinions, has been prepared for and only for the syndicate's members as a body in accordance with part 2 of The Insurance Accounts Directive (Lloyd's Syndicate and Aggregate Accounts) Regulations 2008, as amended by The Statutory Auditors and Third Country Auditors Regulations 2017 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

Other required reporting

Other matters on which we are required to report by exception

Under the Insurance Accounts Directive (Lloyd's Syndicate and Aggregate Accounts) Regulations 2008, as amended by The Statutory Auditors and Third Country Auditors Regulations 2017, we are required to report to you if, in our opinion:

- we have not received all the information and explanations we require for our audit; or
- the managing agent in respect of the syndicate has not kept adequate accounting records; or
- certain disclosures of managing agent remuneration specified by law are not made; or
- the syndicate annual accounts are not in agreement with the accounting records.

We have no exceptions to report arising from this responsibility.



Mark Bolton (Senior statutory auditor)
For and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
London
6th March 2018

Syndicate 3500
Profit and Loss Account
For the year ended 31st December 2017

	Note	2017 £'000	2016 £'000
Technical Account – General Business			
Gross premiums written and earned	6	(2,354)	(153)
Outward reinsurance premiums		<u>2,354</u>	<u>153</u>
Written and earned premiums net of reinsurance		<u>-</u>	<u>-</u>
Gross claims paid	7	(6,312)	(5,908)
Reinsurers' share	7	<u>2,693</u>	<u>5,043</u>
Net claims paid		<u>(3,619)</u>	<u>(865)</u>
Change in the gross provision for claims		60,341	10,264
Reinsurers' share		<u>(60,341)</u>	<u>(10,264)</u>
Change in the net provision for claims		<u>-</u>	<u>-</u>
Claims incurred, net of reinsurance		(3,619)	(865)
Net operating expenses	6,8	<u>-</u>	<u>-</u>
Total technical charges, net of reinsurance		<u>(3,619)</u>	<u>(865)</u>
Balance on the technical account for general business		(3,619)	(865)
Non-Technical Account			
Investment income	10	543	1,291
Unrealised gains on investments		2,281	1,793
Realised losses on investments		(190)	(558)
Investment expenses and charges	11	(156)	(161)
Foreign exchange gain (loss)	12	<u>1,141</u>	<u>(1,500)</u>
Result for the financial year		£ <u>-</u>	£ <u>-</u>

The results above are all derived from continuing operations.

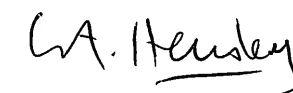
Syndicate 3500 has no recognised gains or losses other than those included in the Profit and Loss Account above and therefore no Statement of Comprehensive Income has been presented.

Syndicate 3500
Balance Sheet
As at 31st December 2017

	Note	2017 £'000	2016 £'000
Assets			
Investments			
Other financial investments	13	41,292	42,417
Reinsurers' share of technical provisions			
Claims outstanding	7	42,799	109,074
Debtors			
Debtors arising out of direct insurance operations	14	274	666
Debtors arising out of reinsurance operations	15	2,132	7,758
Other debtors	16	-	2
		2,406	8,426
Other assets			
Cash at bank and in hand		6,065	12,046
Overseas deposits		1,377	1,395
		7,442	13,441
Prepayments and accrued income			
Accrued interest		4	135
Total assets		£ 93,943	£ 173,493
Capital, Reserves and Liabilities			
Capital and reserves			
Members' balances		-	-
Technical provisions			
Claims outstanding		42,799	109,074
Creditors			
Creditors arising out of reinsurance operations	17	50,229	63,635
Other creditors including taxation and social security	18	915	638
		51,144	64,273
Accruals and deferred income			
		-	146
Total capital, reserves and liabilities		£ 93,943	£ 173,493

The financial statements on pages 12 to 35 were approved by the Board of RiverStone Managing Agency Limited on 6th March 2018 and were signed on its behalf by:


L. R. Tanzer
 Managing Director


L.A. Hemsley
 Finance Director

Syndicate 3500
Statement of Changes in Members' Balances
For the year ended 31st December 2017

	Members' Balances £'000	Profit and Loss Account £'000	Total Members' Balances £'000
Balance at 1st January 2016			
Result for the financial year	-	-	-
Total comprehensive income for the year	-	-	-
Distribution to corporate member	-	-	-
Total transactions with owners, recognised directly in equity	-	-	-
Balance at 31st December 2016	£ -	£ -	£ -
Balance at 1st January 2017			
Result for the financial year	-	-	-
Total comprehensive income for the year	-	-	-
Distribution to corporate member	-	-	-
Total transactions with owners, recognised directly in equity	-	-	-
Balance at 31st December 2017	£ -	£ -	£ -

Syndicate 3500
Statement of Cash Flows
For the year ended 31st December 2017

	Note	2017 £'000	2016 £'000
Reconciliation of operating profit to net cash outflow from operating activities			
Result for the financial year		-	-
(Decrease) increase in gross technical provisions		(66,275)	7,560
Decrease (increase) in reinsurers' share of gross technical provisions		66,275	(7,560)
Decrease in debtors		6,171	3,943
Decrease in creditors		(13,275)	(8,567)
Investment return		(2,478)	(2,365)
Net cash outflow from operating activities		(9,582)	(6,989)
Purchase of equity and debt instruments		(89,734)	(46,639)
Sale of equity and debt instruments		89,299	67,175
Investment income received		543	734
Foreign exchange relating to investing activities		3,463	(13,959)
Net cash (outflow) inflow from investing activities		(6,011)	322
Cash and cash equivalents at beginning of year		12,287	10,079
Foreign exchange on cash and cash equivalents		-	1,886
Cash and cash equivalents at end of year		£ 6,276	£ 12,287
Cash and cash equivalents consist of:			
Cash at bank and in hand	20	6,065	12,046
Short term deposits with credit institutions		211	241
Cash and cash equivalents		£ 6,276	£ 12,287

Syndicate 3500

Notes to the Financial Statements

For the year ended 31st December 2017

1. General Information

Syndicate 3500 was established in 2003 to reinsure to close the 2000 and prior years of account of Syndicates 271 and 506 and the subsequent reinsurance to close in 2005 of the 2001 year of account of Syndicate 506. Syndicate 3500 has also accepted the reinsurance to close of Syndicate 376 (in 2011), Syndicate 2112 (in 2012), Syndicate 3330 (in 2012) and, in 2012, the novation of the contracts under which the 2001 and prior years of Syndicate 535 and the 1999 and prior years of Syndicate 1204 were previously closed into Centrewrite Limited. All of Syndicate 3500's liabilities are reinsured by RiverStone Insurance (UK) Limited ("RiverStone Insurance (UK)"). Syndicate 3500 is managed by RiverStone Managing Agency Limited ("the Managing Agent"), whose registered office address is Park Gate, 161-163 Preston Road, Brighton, East Sussex, United Kingdom, BN1 6AU.

2. Statement of Compliance

The financial statements of Syndicate 3500 have been prepared in accordance with Regulations 5 of The Insurance Accounts Directive (Lloyd's Syndicate and Aggregate Accounts) Regulations 2008, and in compliance with United Kingdom Accounting Standards, including Financial Reporting Standard 102, "The Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland" ("FRS102") and Financial Reporting Standard 103, "Insurance Contracts" (FRS103).

3. Summary of Significant Accounting Policies

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

(a) Basis of Preparation

The preparation of financial statements in conformity with FRS102 and FRS103 requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the accounting policies of Syndicate 3500. The areas involving a higher degree of judgement or complexity or areas where assumptions and estimates are significant to the financial statements, are disclosed further below.

These financial statements are prepared on a going concern basis under the historical cost convention.

Restatement reclassification of comparatives

Certain comparative amounts have been adjusted to conform to changes in accounting policies and presentation in the current year.

(b) Going Concern

Having addressed the principal risks, the directors of the Managing Agent considers it appropriate to adopt the going concern basis of accounting in preparing these financial statements. The ability of Syndicate 3500 to meet its obligations as they fall due is underpinned by the support provided by Lloyd's solvency process and its chain of security for any members who are unable to meet their underwriting liabilities. This chain of security includes Funds at Lloyd's, which are further explained in Note 23.

Syndicate 3500

Notes to the Financial Statements

For the year ended 31st December 2017

(c) Insurance Contracts

(i) Premiums Written

Premiums written relate solely to adjustments made in the year to estimates of premiums written in prior years. Premiums are shown gross of commission payable and exclude taxes and duties levied on them. Estimates are made for pipeline premiums, including amounts due to Syndicate 3500 not yet notified.

(ii) Claims Incurred and Reinsurers' Share

Claims incurred comprise claims and related claims handling expenses paid in the year and changes in provisions for outstanding claims, including provisions for claims incurred but not reported and related expenses, together with any other adjustments to claims from previous years. Where applicable, reductions are made for salvage and other recoveries.

Provisions for outstanding claims and related reinsurance recoveries are established based on estimates of the ultimate net cost of settlement along with actuarial and statistical projections. Claims provisions are determined based upon previous claims experience, knowledge of events and the terms and conditions of the relevant policies and on interpretation of circumstances. Particularly relevant is experience with similar cases and historical claims payment trends. The approach also includes the consideration of the development of loss payment trends, levels of unpaid claims, judicial decisions and economic conditions.

Whilst the board of directors of the Managing Agent ("the Board") believes that the provisions for outstanding claims and related reinsurance recoveries including bad debt provisions are fairly stated, these estimates inevitably contain inherent uncertainties because significant periods of time may elapse between the occurrence of an incurred loss, the reporting of that loss to Syndicate 3500, Syndicate 3500's payment of the loss and the receipt of reinsurance recoveries. These uncertainties are inherent in much of the business previously underwritten and assumed by Syndicate 3500. The estimates made are based upon current facts available to Syndicate 3500 and the prevailing legal environment and are subjected to continual review, with any resulting adjustments reported in current earnings. Anticipated reinsurance recoveries are disclosed separately as assets on the balance sheet.

(d) Syndicate Operating Expenses

All costs relating to the administration and handling of claims are shown as part of gross claims paid. All other administrative costs of Syndicate 3500, including any members' expenses, are shown as net operating expenses. With the exception of members' expenses all other costs are covered under the reinsurance protection agreement, and hence no provision for run-off costs has been booked.

(e) Distribution of Profits and Collection of Losses

Lloyd's operates a detailed set of regulations regarding solvency and the distribution of profits and payment of losses between Syndicates and their members. Lloyd's continues to require membership of Syndicates to be on an underwriting year of account basis and profits and losses accrue to members according to their membership of a year of account. Normally profits and losses are settled between Syndicate 3500 and members after results for a year of account are finalised after 36 months. This period may be extended if a year of account goes into run-off. Syndicate 3500 may make earlier on account distributions or cash calls according to the cash flow of a particular year of account and subject to Lloyd's requirements.

Syndicate 3500

Notes to the Financial Statements

For the year ended 31st December 2017

(f) Translation of Foreign Currencies

The financial statements are presented in Pounds Sterling and, unless otherwise stated, are rounded to thousands. Items included in Syndicate 3500's financial statements are measured using the currency of the primary economic environment in which it operates. Syndicate 3500's functional currency is the US Dollar. The Sterling to US Dollar rate at year end was 1.3528.

Foreign currency transactions are translated into the functional currency using the average rate of exchange during the year. At each year end foreign currency monetary items are translated using the year end rate of exchange. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the profit and loss account for the year. All exchange differences arising from the translation from functional currency to presentation currency are recognised through the Statement of Comprehensive Income as a separate component of equity. All of Syndicate 3500's foreign exchange gains and losses are reinsured into RiverStone Insurance (UK) and therefore no movements arise in the Statement of Comprehensive Income.

(g) Tax

No amount has been provided in these financial statements for tax on trading income. Under Schedule 19 of the Finance Act 1993, managing agents are not required to deduct basic rate income tax from trading income. In addition, all UK basic rate income tax deducted from syndicate investment income is recoverable by managing agents and consequently the distribution made to members or their members' agents is gross of tax. Capital appreciation falls within trading income and is also distributed gross of tax.

No provision has been made for any United States Federal Income Tax payable on underwriting results or investment earnings. Any payments on account made by Syndicate 3500 during the year have been included in the balance sheet under the heading 'other debtors'.

No provision has been made for any other overseas tax payable by members on underwriting results.

(h) Investment Return

Investment return comprises all investment income, realised investment gains and losses and movements in unrealised gains and losses, net of investment expenses and charges.

Realised gains and losses on investments carried at market value are calculated as the difference between sale proceeds and purchase price. Movements in unrealised gains and losses on investments represent the difference between the valuation at the balance sheet date, together with the reversal of unrealised gains and losses recognised in earlier accounting periods in respect of investment disposals in the current year.

(i) Other Financial Investments

Syndicate 3500 has chosen to apply the recognition and measurement provisions of IAS 39 (as adopted for use in the EU) and the disclosure requirements of FRS 102 in respect of the financial statements.

Syndicate 3500 classifies all of its investments as financial assets at fair value through profit and loss. Management determines the classification of its investments at initial recognition and re-evaluates this at every reporting date.

A financial asset is classified as fair value through profit and loss at inception if it is acquired principally for the purpose of selling in the short term, if it forms part of a portfolio of financial assets in which

Syndicate 3500

Notes to the Financial Statements

For the year ended 31st December 2017

there is evidence of short-term profit-taking, or if so designated by management to minimise any measurement or recognition inconsistency with the associated liabilities. All derivatives are classified as at fair value through profit and loss.

Financial assets designated as at fair value through profit and loss at inception are those that are managed and whose performance is evaluated on a fair value basis. Information about these financial assets is provided internally on a fair value basis to Syndicate 3500's key management personnel. Syndicate 3500's investment strategy is to invest in listed and unlisted equity securities and fixed interest rate debt securities and derivatives designated upon initial recognition at fair value through profit and loss.

The fair values of listed investments are based on current bid prices on the balance sheet date. Unlisted investments for which a market exists are also stated at the current bid price on the balance sheet date or the last trading day before that date.

Net gains or losses arising from changes in the fair value of financial assets at fair value through profit and loss are presented in the Profit and Loss Account within 'Unrealised gains on investments' or 'Unrealised losses on investments' in the year in which they arise.

Syndicate 3500 discloses its investments in accordance with a fair value hierarchy with the following levels:

- (i) Level 1 – the unadjusted quoted price in an active market for identical assets or liabilities that the entity can access at the measurement date;
- (ii) Level 2 – inputs other than quoted prices included within Level 1 that are observable (i.e. developed using market data) for the asset or liability, either directly or indirectly
- (iii) Level 3 – inputs are unobservable (i.e. for which market data is unavailable) for the asset or liability

(j) Related Party Transactions

Syndicate 3500 discloses transactions with related parties which are not wholly owned within the same group. Where appropriate, transactions of a similar nature are aggregated unless, in the opinion of the directors, separate disclosure is necessary to understand the effect of the transactions on the financial statements.

4. Critical Accounting Judgements and Estimation Uncertainty

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Syndicate 3500 makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimation of the ultimate liability arising from claims made under insurance contracts is Syndicate 3500's most critical accounting estimate. There are several sources of uncertainty that need to be considered in the estimate of the liability that Syndicate 3500 will ultimately pay for such claims. Some of these claims are not expected to be settled for several years and there is uncertainty as to the amounts at which they will be settled. The level of provision has been set on the basis of the information that is currently available, including potential outstanding loss advices, experience of development of similar claims and case law. The most significant assumptions made relate to the level of future claims, the level of future claims settlements and the legal interpretation of insurance policies. Whilst the directors consider that the gross

Syndicate 3500

Notes to the Financial Statements

For the year ended 31st December 2017

provision for claims and the related reinsurance recoveries are fairly stated on the basis of the information currently available to them, the ultimate liability will vary as a result of subsequent information and events and may result in adjustments to the amount provided. Adjustments to the amounts of provision are reflected in the financial statements for the year in which the adjustments are made. The methods used, and the estimates made, are reviewed regularly.

Claims Relating to Terrorist Attacks of 11th September 2001

Syndicate 3500 has exposure to insured losses incurred in the terrorist attacks in the United States of America on 11th September 2001. Syndicate 3500 was a first-tier reinsurer of American Airlines and a direct insurer of losses related to property and contingency coverage. Syndicate 3500 also has assumed reserves for excess of loss reinsurances of other insurers and reinsurers. These claims are fully reinsured with unaffiliated reinsurers and with an affiliated company under a reinsurance contract.

In December 2017, the direct claim brought by World Trade Centre Properties LLC (“WTCP”) against American Airlines, United Airlines and the airlines' security contractors (Globe and Huntleigh) (“the Aviation Defendants”) was settled by agreement, for \$97 million for 100% of Aviation Defendants' interests. Syndicate 3500's prior reserves had been based on a market reserve of \$865 million.

The settlement of WTC aviation losses is now inherently certain within the loss settlement noted above and the majority of the claim payments and reinsurance recoveries will be concluded in 2018.

At 31st December 2017, before consideration of reinsurance from Syndicate 3500's affiliated reinsurer, the remaining reserves of Syndicate 3500 in connection with the events of 11th September are estimated to be £13.8 million gross and £8.3 million net. Of these amounts, £10.2 million gross and £5.6 million net relate to aviation losses and the remainder is in respect of non-aviation losses.

5. Management of Insurance and Financial Risk

Financial Risk Management Objectives

Syndicate 3500 is exposed to insurance risk through the insurance contracts that it has written and to financial risk through its financial assets, reinsurance assets and policyholder liabilities. In particular, the key financial risk is that the proceeds from financial assets are not sufficient to fund the obligations arising from insurance policies as they fall due. The most important components of this financial risk are market risk (including interest rate risk, equity price risk and currency risk), credit risk and liquidity risk.

Syndicate 3500 has established an overall risk management policy which focuses on the main risks to which it is exposed, paying particular attention to key risks which impact on the overall operation of the business. A risk register is maintained which is updated at least quarterly. All risks on the register are reviewed with key management personnel and the Board reviews the key risks on a quarterly basis.

(a) Insurance Risk

The risk under any one insurance contract is the possibility that the insured event occurs and the uncertainty over the amount of the resulting ultimate claim. By the very nature of an insurance contract, this risk is unpredictable at the outset.

Syndicate 3500

Notes to the Financial Statements

For the year ended 31st December 2017

The principal risk that Syndicate 3500 faces under its insurance contracts is that the actual claims and benefit payments exceed the carrying amount of the insurance liabilities. This could occur because the frequency or severity of claims and benefits are greater than estimated. The actual number and amount of claims and benefits arising from insurance contracts will vary from year to year from the level established using statistical techniques.

Experience shows that the larger the portfolio of similar insurance contracts, the smaller the relative variability about the expected outcome will be. In addition, a more diversified portfolio is less likely to be materially affected by a change in any subset of the portfolio. Syndicate 3500 has a diversified portfolio of insurance risks, all of which relate to business originally written previously, and which are mature in nature.

Syndicate 3500 mitigates insurance risk through the 100% reinsurance with an affiliate reinsurer RiverStone Insurance (UK).

i) Process for Assessment of Technical Provisions

Syndicate 3500 adopts a consistent process to the calculation of an appropriate provision for the exposures arising from the business it has written. A full reserving analysis is conducted at least annually and the technical provisions recorded on the balance sheet are in line with the Board's view of the best estimate value of the underlying liabilities.

The technical provisions recorded at the reporting date comprise the estimated ultimate cost of settlement of all claims incurred in respect of events up to that date, whether reported or not, together with related claims handling expenses, less amounts already paid. This is estimated based on known facts at the balance sheet date. The provision is revised as part of a regular ongoing process as claims experience develops, certain claims are settled and further claims are reported.

Syndicate 3500 uses assumptions based on a mixture of internal and market data to measure its claims liabilities. This information is used to project the ultimate number and value of claims, by major class of business, using recognised statistical estimation techniques.

Assumptions are reviewed and tested regularly in the light of actual claims development and general market movements and trends.

ii) Sources of Uncertainty in the Estimation of Future Claim Payments

The sources of estimation uncertainty in establishing the ultimate liability arising from claims made under insurance contracts is discussed in Note 4.

The estimated cost of claims includes direct expenses to be incurred in settling claims, net of the expected subrogation value and other recoveries. Syndicate 3500 takes all reasonable steps to ensure that it has appropriate information regarding its claims exposures. However, given the uncertainty in establishing claims provisions, it is likely that the final outcome will prove to be different from the original liability established.

The liability for insurance contracts comprises a provision for claims incurred but not yet reported and a provision for reported claims not yet paid. The estimation of claims incurred but not reported is generally subject to a greater degree of uncertainty than the estimates of claims that have already been notified, for which there is more information available.

Syndicate 3500

Notes to the Financial Statements

For the year ended 31st December 2017

iii) Key Assumptions and Sensitivities

The assumptions that have the greatest impact on technical provisions are those that affect the expected level of claims. The insurance risk profile of Syndicate 3500 on a gross basis is dominated by its exposure to the remaining claims in respect of the terrorist attacks in the USA on 11 September 2001. The settlement agreement reached in December 2017, means that uncertainty over these technical provisions is now reduced.

A segment of the portfolio is exposed to liability business in several markets, this segment carries potential exposure to substantial claims with an extended reporting tail.

Since the Syndicate is fully reinsured with affiliate company RiverStone Insurance (UK), the net uncertainty is minimal.

iv) Claims Development Tables

The following table presents the comparison of actual claims incurred to previous estimates for the last 10 years. No net table is produced as all of Syndicate 3500's business is fully reinsured.

Claims Outstanding (gross)			
Underwriting Year	2008	2009	Total
	£'000	£'000	£'000
At end of reporting year	-	-	-
- One year later	-	-	-
- Two years later	-	-	-
- Three years later	-	682	682
- Four years later	2,835	653	3,488
- Five years later	3,164	268	3,432
- Six years later	4,326	1,333	5,659
- Seven years later	4,565	1,933	6,498
- Eight years later	5,021	1,185	6,206
- Nine years later	4,360	-	4,360
- Ten years later	-	-	-
Current estimate of cumulative claims	5,255	846	6,101
Cumulative payments to date	(4,071)	(429)	(4,500)
Liability recognised in the balance sheet	£ 1,184	£ 417	£ 1,601
Reserve in respect of prior years			41,198
Total reserve included in balance sheet			£ 42,799

The last original underwriting year for Syndicate 3500 business is 2009 and therefore only columns for 2009 and prior years are presented in the above table.

v) Insurance Risk Concentrations

The concentration of insurance risk before and after reinsurance by the most material classes of business is summarised below, with reference to the carrying amount of outstanding claims (gross and net of reinsurance) arising from insurance contracts:

Syndicate 3500
Notes to the Financial Statements
For the year ended 31st December 2017

	2017		2016	
	Gross £'000	Net £'000	Gross £'000	Net £'000
WTC	13,830	-	74,534	-
Banco de la Republica	7,988	-	8,726	-
Aviation	1,961	-	3,452	-
Professional Indemnity	1,567	-	2,685	-
All other loss reserves	17,293	-	19,339	-
Claims expense reserve	160	-	338	-
Total technical provisions	£ 42,799	£ -	109,074	£ -

(b) Market Risk

i) Interest Rate Risk

Interest rate risk arises primarily from investments in fixed interest securities. In addition, to the extent that claims inflation is correlated to interest rates, liabilities to policyholders are exposed to interest rate risk. Syndicate 3500 works closely with its investment manager to review the duration of the investment portfolio in relation to the estimated mean duration of the liabilities.

Given the short term nature of the cash and investments of Syndicate 3500, it is not exposed to significant interest rate risk since maturing short term investments are repriced at market interest rates on an ongoing basis.

The impact of a 100 basis point increase in interest rates on the value of Syndicate 3500's investments held at 31st December 2017 is an approximate £200,000 loss (2016: £1.6 million) to the profit and loss account. Similarly, a 100 basis point decrease in interest rates would give rise to an approximate £200,000 gain (2016: £1.8 million) to the profit and loss account, prior to cessions to RiverStone Insurance (UK).

Syndicate 3500 mitigates interest rate risk through the 100% reinsurance with an affiliate reinsurer, RiverStone Insurance (UK).

ii) Equity Price Risk

Syndicate 3500 is exposed to equity securities price risk as a result of its holdings in equity investments, classified as financial assets at fair value through profit or loss. Exposures to individual companies and to equity shares in aggregate are monitored in order to ensure compliance with the relevant regulatory limits for solvency.

Investments held comprise unlisted and listed investments. Listed investments are those that are traded on recognised stock exchanges, primarily in Europe, North America and Asia.

Syndicate 3500 has a defined investment policy which sets limits on its exposure to equities, both in aggregate terms and by counterparty. This policy of diversification is used to manage Syndicate 3500's price risk arising from its investments in equity securities.

Syndicate 3500

Notes to the Financial Statements

For the year ended 31st December 2017

Listed equity securities held at 31st December 2017 represent 69.4% of total equity investments. If equity market indices had increased/decreased by 5%, with all other variables held constant, and all Syndicate 3500's equity investments moved according to the historical correlation with the index, there would be a gain of £600,000 (2016: £500,000) to the profit and loss account, prior to cessions to RIUK.

Syndicate 3500 mitigates equity price risk through the 100% reinsurance with an affiliate reinsurer, RiverStone Insurance (UK).

iii) Currency Risk

Syndicate 3500 manages its foreign exchange risk against its functional currency, which is the Pound Sterling. Syndicate 3500 has a proportion of its assets and liabilities denominated in currencies other than the Pound Sterling, the most significant being the Euro and US Dollar. Syndicate 3500 seeks to mitigate the risk by matching the estimated foreign currency denominated liabilities with assets denominated in the same currency, and by the utilisation of forward currency contracts.

At 31st December 2017, if the Pound had weakened by 10% more in 2017 against the US Dollar with all other variables held constant, profit for the year would have been £147,000 higher (2016: £1.4 million higher), prior to cessions to RiverStone Insurance (UK) mainly as a result of net foreign exchange gains on the translation of US Dollar denominated financial assets, and US Dollar denominated liabilities.

Syndicate 3500 mitigates currency risk through the 100% reinsurance with an affiliate reinsurer, RiverStone Insurance (UK).

(c) Credit Risk

Credit risk is the risk that a counterparty will be unable to pay amounts in full when due. Key areas where Syndicate 3500 is exposed to credit risk are:

- reinsurers' share of insurance liabilities;
- amounts due from reinsurers in respect of claims already paid;
- amounts due from insurance intermediaries;
- amounts due from corporate bond issuers;
- counterparty risk with respect to derivative transactions; and
- cash at bank and in hand.

Syndicate 3500's primary credit risk exposure is to RiverStone Insurance (UK) through the 100% reinsurance arrangement. Syndicate 3500 reduces its exposure to the credit risk of RiverStone Insurance (UK) through the operation of the majority of the reinsurance arrangement on a funds withheld basis. Additionally, the Board reviews the financial position of RiverStone Insurance (UK) on at least a quarterly basis.

As Syndicate 3500 is in runoff its exposures to other reinsurers and insurance intermediaries are determined by contracts previously written. Syndicate 3500 manages the levels of credit risk from reinsurers and insurance intermediaries by quarterly review of receivable balances by counterparty. Management assesses the creditworthiness of all reinsurers and intermediaries by reviewing credit grades provided by rating agencies and other publicly available financial information. It is Syndicate 3500's policy to provide for reinsurer bad debts in situations where it does not expect to collect the full amount outstanding due to the financial position of the reinsurer or due to disputes over coverage. In certain circumstances, collateral is held in the form of either deposits or letters of credit from reinsurers.

Syndicate 3500

Notes to the Financial Statements

For the year ended 31st December 2017

Syndicate 3500 reduces its exposure to credit risk in relation to investments by entering into transactions with counterparties that are reputable and by settling trades through recognised exchanges. Syndicate 3500 maintains strict control limits on the maximum notional amount of derivative positions. The assets bearing credit risk are summarized below, together with an analysis by credit rating (AM Best or equivalent):

	2017	2016
	£'000	£'000
Debt securities	24,642	26,497
Deposits with credit institutions	706	738
Assets arising from reinsurance contracts held	44,089	112,700
Premium receivable	1,116	4,133
Cash at bank and in hand	6,065	12,046
Overseas deposits	1,377	1,395
	<u>77,995</u>	<u>157,509</u>
Total assets bearing credit risk	£ 77,995	£ 157,509

	2017	2016
	£'000	£'000
A++	23,192	10,907
A+	5,385	28,625
A, A-	1,763	30,230
B++ and below or not rated (including affiliated assets)	47,655	87,747
	<u>77,995</u>	<u>157,509</u>
Total assets bearing credit risk	£ 77,995	£ 157,509

Assets arising from reinsurance and insurance contracts held are further analysed as follows:

	2017	2016
	£'000	£'000
Performing	44,234	107,035
Past due	30	2,755
Impaired	-	2,994
Provision for irrecoverable amounts	(175)	(84)
	<u>44,089</u>	<u>112,700</u>
	£ 44,089	£ 112,700

All credit risk other than that reinsured to RiverStone Insurance (UK) is mitigated by the reinsurance into RiverStone Insurance (UK).

(d) Liquidity Risk

The primary liquidity risk is the obligation to pay claims to policy holders as they fall due. The projected settlement of these liabilities is modelled, on a regular basis, using actuarial techniques. The Board sets limits on the minimum proportion of maturing funds available to meet such calls and on the minimum level of borrowing facilities that should be in place to cover anticipated liabilities and unexpected levels of demand. The table below analyses the maturity of Syndicate 3500's financial liabilities and

Syndicate 3500

Notes to the Financial Statements

For the year ended 31st December 2017

outstanding claims. All liabilities are presented on a contractual cash flow basis except for the insurance liabilities, which are presented in their expected cash flows.

	No Contractual Maturity Date £'000	< 6 months or on demand £'000	Between 6 months and 1 year £'000	Between 1 year and 2 years £'000	Between 2 years and 5 years £'000	> 5 Years £'000	Carrying Value £'000
At 31st December 2017							
Creditors	-	50,210	177	128	403	226	51,144
Claims outstanding	-	6,799	6,799	4,920	15,470	8,811	42,799
Financial liabilities and outstanding claims	£ -	£ 57,009	£ 6,976	£ 5,048	£ 15,873	£ 9,037	£ 93,943
At 31st December 2016							
Creditors	-	61,802	1,662	150	409	250	64,273
Claims outstanding	-	43,861	43,861	3,957	10,802	6,593	109,074
Financial liabilities and outstanding claims	£ -	£ 105,663	£ 45,523	£ 4,107	£ 11,211	£ 6,843	£ 173,347

(e) Capital Management

Syndicate 3500 maintains an efficient capital structure comprising only its equity shareholders' funds, consistent with its risk profile and the regulatory and market requirements of its business. Syndicate 3500's objectives in managing its capital are:

- to match the profile of its assets and liabilities, taking account of the risks inherent in the business
- to satisfy the requirements of its policyholders and regulators
- to retain financial flexibility by maintaining adequate liquidity

Syndicate 3500 considers not only the traditional sources of capital funding but the alternative sources of capital including reinsurance and securitisation, as appropriate, when assessing its deployment and usage of capital. Syndicate 3500 manages as capital all items that are eligible to be treated as capital for regulatory purposes. Syndicate 3500 is regulated by the Prudential Regulation Authority, the Financial Conduct Authority and Lloyd's and is subject to insurance solvency regulations which specify the minimum amount and type of capital that must be held in addition to the insurance liabilities. Syndicate 3500 manages capital in accordance with these rules and performs the necessary tests to ensure continuous and full compliance with such regulations. Syndicate 3500 manages its own regulatory capital by reference to both minimum capital requirements and also self-assessed risk-based capital based on EU Directive. Syndicate 3500 has complied with all of its capital requirements throughout the year.

Syndicate 3500
Notes to the Financial Statements
For the year ended 31st December 2017

6. Segmental Analysis

	Gross premiums written 2017 £'000	Gross premiums earned 2017 £'000	Gross claims incurred 2017 £'000	Gross operating expenses 2017 £'000	Re- insurance balance 2017 £'000
Direct Insurance					
Accident and health	-	-	(10)	1	9
Motor	-	-	(14)	1	14
Marine, aviation and transport	-	-	426	(22)	(415)
Credit and surety	-	-	-	-	-
Fire and other damage to property	10	10	(2)	-	(8)
Third party liability	4	4	(3,127)	161	3,039
	<u>14</u>	<u>14</u>	<u>(2,727)</u>	<u>141</u>	<u>2,639</u>
Reinsurance acceptances	<u>(2,368)</u>	<u>(2,368)</u>	<u>56,756</u>	<u>(2,917)</u>	<u>(55,157)</u>
Total	£ (2,354)	£ (2,354)	£ 54,029	£ (2,776)	£ (52,518)
	2016 £'000	2016 £'000	2016 £'000	2016 £'000	2016 £'000
Direct Insurance					
Accident and health	-	-	31	(22)	(26)
Motor	-	-	(2)	1	2
Marine, aviation and transport	(2)	(2)	385	(273)	(319)
Credit and surety	-	-	20	(14)	(16)
Fire and other damage to property	-	-	59	(42)	(49)
Third party liability	(15)	(15)	433	(307)	(347)
	<u>(17)</u>	<u>(17)</u>	<u>926</u>	<u>(657)</u>	<u>(755)</u>
Reinsurance acceptances	<u>(136)</u>	<u>(136)</u>	<u>3,430</u>	<u>(2,433)</u>	<u>(1,223)</u>
Total	£ (153)	£ (153)	£ 4,356	£ (3,090)	£ (1,978)

Syndicate 3500 is in run-off and premiums earned during the year are in respect of premiums and adjustments made in the year to estimates of premiums written in prior years. All premiums written were in respect of insurance contracts concluded in the UK.

The reinsurance balance includes £4.5 million (2016: £3.6 million) in respect of recoveries made from Syndicate 3500 (UK) under the reinsurance protection agreements with RiverStone Insurance (UK).

Syndicate 3500
Notes to the Financial Statements
For the year ended 31st December 2017

7. Technical Provisions – Claims Outstanding

The change in the provisions for claims outstanding during the year was as follows:

	2017			2016		
	Gross £'000	Reinsurers' Share £'000	Net £'000	Gross £'000	Reinsurers' Share £'000	Net £'000
Claims outstanding at 1 January	109,074	109,074	-	101,514	101,514	-
Change in estimates of technical provisions, including foreign exchange	(59,963)	(63,582)	3,619	13,468	12,603	865
Paid claims	<u>(6,312)</u>	<u>(2,693)</u>	<u>(3,619)</u>	<u>(5,908)</u>	<u>(5,043)</u>	<u>(865)</u>
Claims outstanding at 31 December	£ 42,799	£ 42,799	£ -	£ 109,074	£ 109,074	£ -

Included within reinsurers' share of technical provisions – claims outstanding are amounts recoverable from an affiliated company of £32,150,758 (2016: £55,379,322)

8. Net Operating Expenses

Syndicate operating expenses included within net operating expenses comprise:

	2017 £'000	2016 £'000
Administrative expenses	2,776	3,090
Less: recovered under reinsurance protection agreement	<u>(2,776)</u>	<u>(3,090)</u>
	£ -	£ -

The management and administration of RiverStone Managing Agency is carried out by RiverStone Management Limited ("RiverStone Management"), a fellow subsidiary, which also provides these services to other group companies. RiverStone Management recharges these costs to RiverStone Managing Agency, which in turn recharges them substantially to Syndicate 3500. These costs are ultimately recovered by Syndicate 3500 under the reinsurance protection agreement with RiverStone Insurance (UK).

Operating costs charged to Syndicate 3500 by RiverStone Managing Agency during the year were £2,923,000 (2016: £2,771,000).

The Directors, Run-off Manager and other key management personnel of Syndicate 3500 receive no emoluments from RiverStone Managing Agency. The contracts of employment of the U.K. executive Directors and employees are with RiverStone Management which makes charges for the services described above. Emoluments paid by RiverStone Management to the key management personnel of Syndicate 3500 in respect of their services in relation to Syndicate 3500 are summarised below. These amounts represent emoluments based on an apportionment of time.

Syndicate 3500
Notes to the Financial Statements
For the year ended 31st December 2017

	2017 £'000	2016 £'000
Total emoluments: Directors, run off manager and key management personnel	£ <u>523</u>	£ <u>325</u>
Run-off Manager	£ <u>100</u>	£ <u>93</u>

Further information in respect of the directors of RiverStone Managing Agency is provided in that company's financial statements.

9. Auditors' Remuneration

	2017 £'000	2016 £'000
Audit	125	122
Audit related assurance services	<u>31</u>	<u>32</u>
	£ <u>156</u>	£ <u>154</u>

10. Investment Income

	2017 £'000	2016 £'000
Income from financial assets at fair value through profit and loss	£ <u>543</u>	£ <u>1,291</u>

11. Investment Expenses and Charges

	2017 £'000	2016 £'000
Investment expenses	£ <u>156</u>	£ <u>161</u>

12. Result for the year

	2017 £'000	2016 £'000
The result for the year is stated after charging (crediting):		
Foreign exchange (gains) losses	£ <u>(1,141)</u>	£ <u>1,500</u>

Syndicate 3500
Notes to the Financial Statements
For the year ended 31st December 2017

13. Other Financial Investments

(a) Other Financial Investments by Category

	Market Value 2017 £'000	Market Value 2016 £'000	Historic Cost 2017 £'000	Historic Cost 2016 £'000
Financial Assets – at fair value through profit and loss				
Shares and other variable-yield securities and units in unit trusts - designated at fair value through profit and loss on initial recognition	15,944	15,182	12,270	13,433
Debt securities and other fixed interest securities designated at fair value through profit and loss on initial recognition	24,642	26,497	24,375	23,770
Deposits with credit institutions	<u>706</u>	<u>738</u>	<u>706</u>	<u>738</u>
	£ 41,292	£ 42,417	£ 37,351	£ 37,941

(b) Listed Investments

Included in carrying values of financial assets above are amounts in respect of listed investments as follows:

	2017 £'000	2016 £'000
At fair value through profit and loss		
Shares and other variable yield securities and units in unit trusts	11,066	9,347
Debt securities and other fixed interest securities	<u>2,024</u>	<u>17,404</u>
Total listed investments	£ 13,090	£ 26,751

(c) Disclosures of Fair Values in Accordance with the Fair Value Hierarchy

	Level 1 2017 £'000	Level 2 2017 £'000	Level 3 2017 £'000	Total 2017 £'000
Shares and other variable yield securities and units in unit trusts	-	11,066	4,878	15,944
Debt securities and other fixed interest securities	22,618	2,024	-	24,642
Deposits with credit institutions	<u>706</u>	<u>-</u>	<u>-</u>	<u>706</u>
	£ 23,324	£ 13,090	£ 4,878	£ 41,292

Syndicate 3500
Notes to the Financial Statements
For the year ended 31st December 2017

	Level 1 2016 £'000	Level 2 2016 £'000	Level 3 2016 £'000	Total 2016 £'000
Shares and other variable yield securities and units in unit trusts	-	9,348	5,834	15,182
Debt securities and other fixed interest securities	9,093	17,404	-	26,497
Deposits with credit institutions	738	-	-	738
	<u>£ 9,831</u>	<u>£ 26,752</u>	<u>£ 5,834</u>	<u>£ 42,417</u>

Level 3 investments valuations are based on third party broker quotes.

(d) Level 3 Pricing

Level 3 valuation techniques are used by Syndicate 3500's investment manager's independent pricing service providers and third party broker-dealers and include comparisons with similar instruments where observable market prices exist, discounted cash flow analysis, option pricing models, and other valuation techniques commonly used by market participants. Syndicate S3500's investment manager assesses the reasonableness of pricing received from these third party sources by comparing the fair values received to recent transaction prices for similar assets, where available, to industry accepted discounted cash flow models (that incorporate estimates of the amount and timing of future cash flows and market observable inputs such as credit spreads and discount rates) and to option pricing models (that incorporate market observable inputs including the quoted price, volatility and dividend yield of the underlying security and the risk free rate).

(e) Reconciliation of Movements in Level 3 Financial Investments Measured at Fair Value

	At Fair Value Through Profit and Loss			Available for Sale		Total 2017 £'000
	Debt Securities 2017 £'000	Equity Shares 2017 £'000	Derivatives 2017 £'000	Debt Securities 2017 £'000	Equity Shares 2017 £'000	
At 1 January	-	5,834	-	-	-	5,834
Total losses recognised in the profit and loss account	-	(956)	-	-	-	(956)
Purchases	-	-	-	-	-	-
Total	<u>£ -</u>	<u>£ 4,878</u>	<u>£ -</u>	<u>£ -</u>	<u>£ -</u>	<u>£ 4,878</u>

Syndicate 3500
Notes to the Financial Statements
For the year ended 31st December 2017

	At Fair Value Through Profit and Loss			Available for Sale		Total 2016 £'000
	Debt Securities 2016 £'000	Equity Shares 2016 £'000	Derivatives 2016 £'000	Debt Securities 2016 £'000	Equity Shares 2016 £'000	
	At 1 January	-	-	-	-	
Total losses recognised in the profit and loss account	-	493	-	-	-	493
Purchases		5,341				5,341
Total	£ -	£ 5,834	£ -	£ -	£ -	£ 5,834

Total losses of £956,000 (2016: gains £493,000) comprise unrealised losses of £956,000 on Level 3 financial investments held during the year, all of which are presented in the net investment return in the profit and loss account.

(f) Collateralised Cash and Investments

Syndicate 3500 maintains a letter of credit facility in respect of its contractual obligations under which Syndicate 3500 is obliged to collateralise its liabilities. The total amount of collateral provided at 31st December 2017 was £14.8 million (2016: £14 million).

14. Debtors Arising Out of Direct Insurance Operations

	2017 £'000	2016 £'000
Amount owed from intermediaries	£ 274	£ 666

15. Debtors Arising Out of Reinsurance Operations

	2017 £'000	2016 £'000
Amount owed from intermediaries	1,016	3,625
Premiums receivable from cedants	1,116	4,133
	£ 2,132	£ 7,758

16. Other Debtors

	2017 £'000	2016 £'000
Balance due from affiliates	£ -	£ 2

Syndicate 3500
Notes to the Financial Statements
For the year ended 31st December 2017

17. Creditors Arising out of Reinsurance Operations

	2017	2016
	£'000	£'000
Intermediaries	1,892	2,558
Amounts owed to group undertakings	<u>48,337</u>	<u>61,077</u>
	£ <u>50,229</u>	£ <u>63,635</u>

18. Other Creditors Including Taxation and Social Security

	2017	2016
	£'000	£'000
Amounts owed to group undertakings	<u>£ 915</u>	<u>£ 638</u>

19. Movement in Opening and Closing Portfolio Investments Net of Financing

	2017	2016
	£'000	£'000
Net cash (outflow) inflow for the year	(5,448)	468
Increase (decrease) in overseas deposits	69	(1,080)
Net portfolio disinvestment (investment)	<u>468</u>	<u>(20,673)</u>
Movement arising from cash flows	(4,911)	(21,285)
Changes in market value and exchange rates	<u>(2,213)</u>	<u>16,662</u>
Total movement in portfolio investments, net of financing	(7,124)	(4,623)
Balance brought forward at 1 st January, net of financing	<u>55,858</u>	<u>60,481</u>
Balance carried forward at 31st December, net of financing	£ <u>48,734</u>	£ <u>55,858</u>

Syndicate 3500
Notes to the Financial Statements
For the year ended 31st December 2017

20. Movement in Cash, Portfolio Investments and Financing

	At 1 January 2017 £'000	Cash Flow £'000	Changes to Market Value and Currencies £'000	At 31 December 2017 £'000
Cash at bank and in hand	12,046	(5,448)	(533)	6,065
Overseas deposits	1,395	69	(87)	1,377
	<u>13,441</u>	<u>(5,379)</u>	<u>(620)</u>	<u>7,442</u>
Portfolio investments:				
Shares and other variable yield securities	15,182	-	762	15,944
Debt and other fixed income	26,497	435	(2,290)	24,642
Deposits with credit institutions	738	33	(65)	706
Total portfolio investments	<u>42,417</u>	<u>468</u>	<u>(1,593)</u>	<u>41,292</u>
Total cash, portfolio investments and financing	<u>£ 55,858</u>	<u>£ (4,911)</u>	<u>£ (2,213)</u>	<u>£ 48,734</u>

21. Net Cash Inflow (Outflow) on Portfolio Investments

	2017 £'000	2016 £'000
Shares and other variable yield securities	-	(3,818)
Debt and other fixed income securities	435	(16,718)
Deposits with credit institutions	33	(137)
Net cash inflow (outflow) on portfolio investments	<u>£ 468</u>	<u>£ (20,673)</u>

22. Commitments and Contingent Liabilities

As at 31st December 2017, there were no outstanding commitments or contingent liabilities (2016: nil).

23. Funds at Lloyd's

Every member of Lloyd's is required to hold capital at Lloyd's which is held in trust and known as Funds at Lloyd's (FAL). These funds are required primarily in case syndicate assets prove insufficient to meet members' underwriting liabilities. The level of FAL that Lloyd's requires a member to maintain is determined by Lloyd's according to the nature and the amount of risk to be underwritten by the member and the assessment of the reserving risk in respect of that business. FAL is not hypothecated to any specific syndicate participation by a member, therefore there are no specific funds available to a Syndicate which can be precisely identified as its capital. Consequently, no amount has been shown in these financial statements by way of capital reserves. In addition to the FAL and any additional funds

Syndicate 3500

Notes to the Financial Statements

For the year ended 31st December 2017

a member may introduce to meet losses, there is a Central Guarantee Fund controlled by Lloyd's which they may utilise to meet any syndicate liabilities that are not met by a member.

24. Related Parties

The managing agent of the syndicate, RiverStone Managing Agency, and the corporate member that provides capital to the syndicate, RiverStone Corporate Capital Limited ("RiverStone Corporate Capital"), are wholly owned subsidiaries of RiverStone Holdings Limited which is registered in England and Wales. The ultimate parent company and controlling party is Fairfax Financial Holdings Limited ("Fairfax") which is registered in Canada and listed on the Toronto Stock Exchange.

Fairfax is the smallest and largest group of undertakings to consolidate these financial statements and its registered office is 95 Wellington Street West, Suite 800, Toronto, Ontario, Canada, M5J 2N7. The financial statements of Fairfax can be obtained from the Corporate Secretary at this address or from the website at www.fairfax.ca.

During the year, Syndicate 3500 had the following related party transactions and balances:

RiverStone Managing Agency undertakes the management of Syndicate 3500 and charged expenses of £2.9 million during the year (2016: £2.8 million). At the end of the year a balance of £915,000 (2016: £633,000) was payable from Syndicate 3500 to RiverStone Managing Agency, which is payable on demand.

RiverStone Insurance (UK) fully reinsures all of Syndicate 3500's exposures and during the year recoveries of £4.5 million (2016: £3.6 million) were made by Syndicate 3500 under the reinsurance protection agreements. At the end of the year a total amount of £32.2 million (2016: £55.4 million) was recorded by Syndicate 3500 as amounts recoverable from RiverStone Insurance (UK) under the reinsurance protection agreements, offset by an intercompany balance payable of £48.3 million (2016: £58.4 million) payable to RiverStone Insurance (UK), primarily representing funds withheld under the reinsurance protection agreements.

Syndicate 3500 has a balance payable to RiverStone Management Limited, a fellow subsidiary of RiverStone Holdings Limited, of £7,000 (2016: £91,000), which is payable on demand. There were no transactions in 2017 and the movement on the balance during the year is due to the write off of historic balances.

Syndicate 3500 has a balance payable to its corporate member, RiverStone Corporate Capital Limited, of nil (2016: £5,000), which is payable on demand. There were no transactions with RiverStone Corporate Capital Limited in 2017.

Directors' Interests

All of directors of RiverStone Managing Agency listed on page 7 hold, or held in the year, directorships of other companies within the Fairfax group.