

IN THE GRAND COURT OF THE CAYMAN ISLANDS

CAUSE NO. 194 OF 2005

IN THE MATTER OF THE COMPANIES LAW (2004 REVISION)

AND

IN THE MATTER OF CENTRUM INSURANCE COMPANY, LTD.

PETITION

TO THE GRAND COURT OF THE CAYMAN ISLANDS

The humble Petition of **CENTRUM INSURANCE COMPANY, LTD.** ('Centrum') shows as follows:

1. The object of this Petition is to seek the sanction of the Court for a Scheme of Arrangement ('the Scheme') pursuant to Sections 86 and 87 of the Companies Law (2004 Revision) ('the Companies Law') between the abovenamed Centrum and the sole Centrum Shareholder, Onika Insurance Company, Ltd. ('Onika').
2. Centrum was incorporated in the Cayman Islands as an exempted company on the 29 June 1983. Centrum holds an unrestricted Class B Insurer's Licence under the Insurance Law (2003 Revision) of the Cayman Islands. The registered office of Centrum is at the offices of Marsh Management Services Cayman Limited, 3rd Floor, FirstCaribbean House, Main Street, P.O. Box 1051 GT, George Town, Grand Cayman, Cayman Islands. The present authorized share capital of Centrum is US\$120,000 divided into 120,000 ordinary voting shares, all of which have been issued and are fully paid.
3. Onika was incorporated in the Cayman Islands on 5 June 1985 and holds an unrestricted Class B Insurer's Licence under the Insurance Law (2003 Revision) of the Cayman Islands. The registered office of Onika is at the offices of Marsh Management Services Cayman Limited, 3rd Floor, FirstCaribbean House, Main Street, P.O. Box 1051 GT, George Town, Grand Cayman, Cayman Islands. The present authorized share capital of Onika is US\$120,000 divided into 120,000 ordinary voting shares, all of which have been issued and are fully paid. Onika is a wholly owned subsidiary of Henry Ford Health System ('HFHS') a non-profit health care enterprise organized under the laws of the State of Michigan, United States of America.
4. The proposed Scheme has the following features, inter alia:-
 - 4.1. Onika insures or re-insures and Centrum formerly insured or reinsured various risks of HFHS, its affiliates and certain members of their medical staff. Onika continues to

operate but with effect from 1 August 2002. Centrum was placed into run-off and non longer writers any insurance business. With effect from 15 January 2003, under the terms of a Loss Portfolio Reinsurance Agreement, Onika assumed the insurance liabilities of Centrum. However, Centrum has outstanding primary liabilities relating to insurance contracts written in prior years.

4.2. HFHS continues to develop and consolidate its operations and now wants to rationalize its captive insurance program by merging the residual operations of the business and undertaking of Centrum (the 'Centrum Operations') into Onika and dissolving Centrum.

4.3. The merger will be implemented by a Scheme of Arrangement of Centrum and Onika under Sections 86 and 87 of the Companies Law (2004 Revision). When the Scheme of Arrangement becomes effective, the Centrum Residual Operations will be merged into Onika. Centrum will become a dormant company and within sixty (60) days after the Effective Date and subject to the Order of the Court, Centrum will be dissolved.

Subject to the approval of the requisite statutory majorities required pursuant to s. 86 of the

Companies Law, **YOUR PETITIONER HUMBL Y PRAYS** as follows:

1. That the Scheme set out in the Schedule hereto be sanctioned by the Court so as to be binding on Centrum and its Shareholder;
2. Such other Orders as may be made in the premise this Honourable Court deems fit.

DATED the 26th day of October 2005

Solomon Harris
SOLOMON HARRIS
ATTORNEYS-AT-LAW FOR THE
COMPANY

NOTE: It is intended that this Petition will be served on the Registrar of Companies.

THIS PETITION is presented by **SOLOMON HARRIS** of 2nd Floor, FirstCaribbean House, P.O. Box 1990 GT, Grand Cayman, Cayman Islands, Attorneys-at-law for and on behalf of the Company whose address for service is that of its said Attorneys-at-law.