

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**Form 10-Q**

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended September 30, 2016

OR

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from      to

Commission file number 001-36169

**Blue Capital Reinsurance Holdings Ltd.**

(Exact Name of Registrant as Specified in Its Charter)

**Bermuda**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**98-1120002**  
(I.R.S. Employer  
Identification No.)

**Waterloo House  
100 Pitts Bay Road  
Pembroke HM 08  
Bermuda**  
(Address of Principal Executive Offices)

**(441) 278-0400**  
(Registrant's Telephone Number, Including Area Code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of "large accelerated filer", "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer   
Non-accelerated filer

Accelerated filer   
Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

As of November 1, 2016, the registrant had 8,756,071 common shares outstanding, with a par value of \$1.00 per share ("Common Shares").

BLUE CAPITAL REINSURANCE HOLDINGS LTD.

INDEX TO FORM 10-Q

	<u>Page</u>
<b>PART I - FINANCIAL INFORMATION</b>	
	<a href="#">3</a>
<b>Item 1. Financial Statements</b>	<a href="#">5</a>
Consolidated Balance Sheets at September 30, 2016 (unaudited) and December 31, 2015	<a href="#">5</a>
Unaudited Consolidated Statements of Income and Comprehensive Income for the Three and Nine Months Ended September 30, 2016 and 2015	<a href="#">6</a>
Unaudited Consolidated Statements of Changes in Shareholders' Equity for the Nine Months Ended September 30, 2016 and 2015	<a href="#">7</a>
Unaudited Consolidated Statements of Cash Flows for the Nine Months Ended September 30, 2016 and 2015	<a href="#">8</a>
Notes to the Unaudited Consolidated Financial Statements	<a href="#">9</a>
<b>Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations</b>	<a href="#">18</a>
<b>Item 3. Quantitative and Qualitative Disclosures About Market Risk</b>	<a href="#">28</a>
<b>Item 4. Controls and Procedures</b>	<a href="#">28</a>
<b>PART II - OTHER INFORMATION</b>	
<b>Item 1. Legal Proceedings</b>	<a href="#">30</a>
<b>Item 1A. Risk Factors</b>	<a href="#">30</a>
<b>Item 2. Unregistered Sales of Equity Securities and Use of Proceeds</b>	<a href="#">30</a>
<b>Item 3. Defaults Upon Senior Securities</b>	<a href="#">30</a>
<b>Item 4. Mine Safety Disclosures</b>	<a href="#">30</a>
<b>Item 5. Other Information</b>	<a href="#">30</a>
<b>Item 6. Exhibits</b>	<a href="#">31</a>
<b>SIGNATURES</b>	<a href="#">31</a>

## Cautionary Statement Regarding Forward-Looking Statements

Some of the statements under "Item 2. *Management's Discussion and Analysis of Financial Condition and Results of Operations*" and elsewhere in this Quarterly Report on Form 10-Q may include forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 ("PSLRA"). The PSLRA provides a "safe harbor" for forward-looking statements. These forward looking statements reflect our current views with respect to future events and financial performance. Such statements include forward looking statements with respect to us specifically and the insurance and reinsurance business generally, investments, capital markets and the general economic environments in which we operate. Statements which include the words "expect," "intend," "plan," "believe," "project," "anticipate," "seek," "will," and similar statements of a future or forward-looking nature identify forward-looking statements for purposes of the PSLRA or otherwise.

All forward-looking statements address matters that involve risks and uncertainties. Accordingly, there are or will be important factors that could cause actual results to differ materially from those indicated in such statements. We believe that these factors include, but are not limited to, the following:

- the fact that we have limited operating history;
- the possibility of severe or unanticipated losses from natural and man-made catastrophes, including those that may result from changes in climate conditions, including global temperatures and expected sea levels;
- the effectiveness of our loss limitation methods;
- our dependence on our Company's Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO"), both of whom are not our direct employees, and our service providers including Blue Capital Management Ltd. (the "Manager") which provides various underwriting, investment and administrative services;
- our ability to effectively execute our business plan and any new ventures that we may enter into;
- continued acceptance of our business strategy, security and financial condition by regulators, brokers and insureds;
- failure by any service provider to carry out its obligations to us in accordance with the terms of its appointment;
- conflicts of interest that could result from our relationships and potential overlaps in business with related parties, including Endurance Specialty Holdings Ltd. ("Endurance") and its subsidiaries;
- the cyclical nature of the property catastrophe insurance and reinsurance industry;
- the availability of capital and financing, including our ability to raise more equity capital and our ability to release capital from existing obligations to redeploy annually;
- the levels of new and renewal business achieved;
- the availability of opportunities to increase writings within our property and catastrophe lines of business and our ability to capitalize on those opportunities;
- the inherent uncertainty of our risk management process, which is subject to, among other things, industry loss estimates and estimates generated by modeling techniques;
- the inherent uncertainties in establishing loss and loss adjustment expense ("LAE") reserves and unanticipated adjustments to premium estimates;
- changes in the availability, cost or quality of reinsurance or retrocessional coverage;
- general economic and market conditions, including inflation, volatility in the credit and capital markets and conditions specific to the insurance and reinsurance markets in which we operate;
- changes in and the impact of governmental legislation or regulation, including changes in tax laws in the jurisdictions where we conduct business;
- statutory or regulatory developments, including those involving tax policy, reinsurance and other regulatory matters such as the adoption of proposed legislation that would affect Bermuda-headquartered companies or Bermuda-based insurers or reinsurers;
- potential treatment of us as an investment company or a passive foreign investment company for purposes of U.S. securities laws or U.S. federal taxation, respectively;
- the impact of the United Kingdom's June 2016 referendum on European Union membership and the potential withdrawal of the United Kingdom from the European Union;

## [Table of Contents](#)

- the amount and timing of reinsurance recoveries;
- the effects of competitors' pricing policies, and of changes in laws and regulations on competition, industry consolidation and development of competing financial products;
- the overall level of competition, and the related supply and demand dynamics in our markets relating to growing capital levels in our industry;
- actions by our competitors, many of which are larger or have greater financial resources than we do;
- declining demand due to increased retentions by cedants and other factors;
- acts of terrorism, political unrest, outbreak of war and other hostilities or other non-forecasted and unpredictable events;
- unexpected developments concerning the small number of insurance and reinsurance brokers upon whom we rely for a large portion of revenues;
- the ability of the counterparty institutions with which we conduct business to continue to meet their obligations to us;
- operational risks, including the risk of fraud and any errors and omissions, as well as technology breaches or failures;
- changes in tax regulations or laws applicable to us, our subsidiaries, brokers or customers;
- our dependence as a holding company upon dividends or distributions from our operating subsidiaries; and
- changes in accounting principles or the application of such principles by regulators.

The foregoing review of important factors should not be construed as exhaustive and should be read in conjunction with the other cautionary statements that are included herein and in the Company's Annual Report on Form 10-K for the year ended December 31, 2015 (the "2015 Form 10-K") and in the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2016, each as filed with the Securities and Exchange Commission (the "SEC"), including the risk factors set forth in Item 1A thereof. We undertake no obligation to publicly update or review any forward-looking statement, whether as a result of new information, future developments or otherwise. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the dates on which they are made.

**PART I - FINANCIAL INFORMATION****Item 1. Financial Statements.****BLUE CAPITAL REINSURANCE HOLDINGS LTD.  
CONSOLIDATED BALANCE SHEETS**

<b>(In millions of U.S. dollars, except per share amounts)</b>	<b>September 30,</b>	<b>December 31,</b>
	<b>2016</b>	<b>2015</b>
<b>Assets</b>	(Unaudited)	
Cash and cash equivalents	\$ 7.8	\$ 6.1
Reinsurance premiums receivable	14.2	15.9
Deferred reinsurance acquisition costs	0.5	0.1
Funds held by ceding companies	180.8	195.3
Other assets	1.3	0.2
<b>Total Assets</b>	<b>\$ 204.6</b>	<b>\$ 217.6</b>
<b>Liabilities</b>		
Loss and loss adjustment expense reserves	\$ 10.3	\$ 4.0
Unearned reinsurance premiums	3.7	1.3
Debt	—	13.0
Reinsurance balances payable	7.1	7.6
Other liabilities (See Note 7)	4.3	4.1
<b>Total Liabilities</b>	<b>25.4</b>	<b>30.0</b>
Commitments and contingent liabilities (See Note 8)	—	—
<b>Shareholders' Equity</b>		
Common Shares, at par value - 8,756,071 shares issued and outstanding (2015 - 8,752,335)	8.8	8.8
Additional paid-in capital	165.4	165.3
Retained earnings	5.0	13.5
<b>Total Shareholders' Equity</b>	<b>179.2</b>	<b>187.6</b>
<b>Total Liabilities and Shareholders' Equity</b>	<b>\$ 204.6</b>	<b>\$ 217.6</b>

See notes to the unaudited consolidated financial statements, including Note 7 which describes certain related party transactions.

**BLUE CAPITAL REINSURANCE HOLDINGS LTD.**  
**UNAUDITED CONSOLIDATED STATEMENTS OF INCOME AND COMPREHENSIVE INCOME**

(In millions of U.S. dollars, except per share amounts)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	2016	2015
<b>Revenues</b>				
Reinsurance premiums written	\$ 7.8	\$ 5.9	\$ 34.5	\$ 33.6
Change in net unearned reinsurance premiums	2.6	3.6	(2.4)	(4.6)
Net reinsurance premiums earned	10.4	9.5	32.1	29.0
Net loss from derivative instruments	(0.5)	(0.3)	(0.5)	(0.3)
Total revenues	9.9	9.2	31.6	28.7
<b>Expenses</b>				
<i>Underwriting expenses:</i>				
Loss and loss adjustment expenses	2.6	1.4	10.4	2.3
Reinsurance acquisition costs	2.9	2.0	7.2	6.5
General and administrative expenses	1.1	1.3	3.7	4.5
<i>Non-underwriting expenses:</i>				
Interest expense	—	0.1	—	0.1
Total expenses	6.6	4.8	21.3	13.4
<b>Net income and comprehensive income</b>	<b>\$ 3.3</b>	<b>\$ 4.4</b>	<b>\$ 10.3</b>	<b>\$ 15.3</b>
<b>Per share amounts:</b>				
Basic and diluted earnings per Common Share	\$ 0.38	\$ 0.50	\$ 1.17	\$ 1.74
Dividends declared per Common Share and RSU	0.30	0.30	2.14	1.56

See notes to the unaudited consolidated financial statements, including Note 7 which describes certain related party transactions.

**BLUE CAPITAL REINSURANCE HOLDINGS LTD.**  
**UNAUDITED CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY**  
**Nine Months Ended September 30, 2016 and 2015**

<b>(In millions of U.S. dollars)</b>	<b>Total shareholders' equity</b>	<b>Common Shares, at par value</b>	<b>Additional paid-in capital</b>	<b>Retained earnings</b>
Balance at January 1, 2016	\$ 187.6	\$ 8.8	\$ 165.3	\$ 13.5
Net income	10.3	—	—	10.3
Expense recognized for RSUs	0.1	—	0.1	—
Dividends declared - Common Shares and RSUs	(18.8)	—	—	(18.8)
<b>Balance at September 30, 2016</b>	<b>\$ 179.2</b>	<b>\$ 8.8</b>	<b>\$ 165.4</b>	<b>\$ 5.0</b>

<b>(In millions of U.S. dollars)</b>	<b>Total shareholders' equity</b>	<b>Common Shares, at par value</b>	<b>Additional paid-in capital</b>	<b>Retained earnings</b>
Balance at January 1, 2015	\$ 180.5	\$ 8.8	\$ 165.2	\$ 6.5
Net income	15.3	—	—	15.3
Expense recognized for RSUs	0.1	—	0.1	—
Dividends declared - Common Shares and RSUs	(13.7)	—	—	(13.7)
Balance at September 30, 2015	<b>\$ 182.2</b>	<b>\$ 8.8</b>	<b>\$ 165.3</b>	<b>\$ 8.1</b>

See notes to the unaudited consolidated financial statements, including Note 7 which describes certain related party transactions.

**BLUE CAPITAL REINSURANCE HOLDINGS LTD.**  
**UNAUDITED CONSOLIDATED STATEMENTS OF CASH FLOWS**

(In millions of U.S. dollars)	Nine Months Ended September 30,	
	2016	2015
<b>Cash flows provided by operating activities:</b>		
Net income	\$ 10.3	\$ 15.3
Charges to reconcile net income to net cash and cash equivalents from operations:		
Expense recognized for RSUs	0.1	0.1
Net change in:		
Loss and loss adjustment expense reserves	6.3	(2.7)
Unearned reinsurance premiums	2.4	4.6
Reinsurance balances payable	(0.5)	2.9
Deferred reinsurance acquisition costs	(0.4)	(0.5)
Reinsurance premiums receivable	1.7	(6.7)
Funds held by ceding companies	14.5	(11.2)
Other liabilities	(2.5)	2.6
Other assets	(1.1)	—
<b>Net cash and cash equivalents provided by operating activities</b>	<b>30.8</b>	<b>4.4</b>
<b>Net cash and cash equivalents provided by investing activities</b>	<b>—</b>	<b>—</b>
<b>Cash flows used in financing activities:</b>		
Dividends paid - Common Shares and RSUs	(16.1)	(11.1)
Borrowings under the Credit Agreements	—	5.0
Repayments of borrowings under the Credit Agreements	(13.0)	(4.0)
<b>Net cash and cash equivalents used in financing activities</b>	<b>(29.1)</b>	<b>(10.1)</b>
<b>Net increase (decrease) in cash and cash equivalents during the period</b>	<b>1.7</b>	<b>(5.7)</b>
Cash and cash equivalents - beginning of period	6.1	11.5
<b>Cash and cash equivalents - end of period</b>	<b>\$ 7.8</b>	<b>\$ 5.8</b>

See notes to the unaudited consolidated financial statements, including Note 7 which describes certain related party transactions.

**BLUE CAPITAL REINSURANCE HOLDINGS LTD.**  
**Notes to the Unaudited Consolidated Financial Statements**  
**(in millions of United States dollars, except share and per**  
**share amounts or as otherwise indicated)**

**NOTE 1. Basis of Presentation and Summary of Significant Accounting Policies**

***Basis of Presentation and Overview***

Blue Capital Reinsurance Holdings Ltd. (the "Company" or the "Registrant") is a Bermuda exempted limited liability company that, through its subsidiaries (collectively "Blue Capital"), offers collateralized reinsurance in the property catastrophe market and invests in various insurance-linked securities. The Company was incorporated under the laws of Bermuda on June 24, 2013, and commenced its operations on November 12, 2013. The Company's headquarters and principal executive offices are located at Waterloo House, 100 Pitts Bay Road, Pembroke, Bermuda HM 08, which is also our registered office.

The unaudited consolidated financial statements incorporated in this report on Form 10-Q have been prepared in accordance with accounting principles generally accepted in the U.S. ("GAAP") for interim financial information and in accordance with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by GAAP. Certain prior period amounts, all of which are immaterial, have been reclassified to conform to the current period presentation. These interim unaudited consolidated financial statements should be read in conjunction with the audited consolidated financial statements contained in the 2015 Form 10-K. In the opinion of management, these interim unaudited consolidated financial statements include all adjustments, consisting only of normal recurring adjustments, necessary to fairly present the Company's financial position, results of operations and cash flows. The unaudited consolidated financial statements include the accounts of the Registrant and its wholly-owned subsidiaries. All significant intercompany accounts and transactions have been eliminated in consolidation. These interim unaudited consolidated financial statements may not be indicative of financial results for the full year. The December 31, 2015 consolidated balance sheet data was derived from audited consolidated financial statements, but does not include all of the disclosures required by GAAP.

There were no material changes in the Company's significant accounting and reporting policies subsequent to the filing of the 2015 Form 10-K.

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as of the date of the financial statements, and the reported amounts of revenues earned and expenses incurred during the period. Actual results could differ materially from those estimates. The significant estimates reflected in these interim unaudited consolidated financial statements include, but are not limited to, loss and LAE reserves and written and earned reinsurance premiums. Estimates and assumptions are periodically reviewed and the effects of revisions are recorded in the consolidated financial statements in the period that they are determined to be necessary.

The Company operates as a single business segment through its wholly-owned subsidiaries: (i) Blue Capital Re Ltd. ("Blue Capital Re"), a Bermuda Class 3A insurer which provides collateralized reinsurance; and (ii) Blue Capital Re ILS Ltd. ("Blue Capital Re ILS"), a Bermuda exempted limited liability company which conducts hedging and other investment activities, including entering into industry loss warranties and related instruments, in support of Blue Capital Re's operations. Blue Capital leverages the reinsurance underwriting expertise and infrastructure of Endurance and its various subsidiaries to conduct its business. Endurance is the beneficial owner of 33.3% of the Company's outstanding Common Shares.

Subject to the discretion of the Company's board of directors (the "Board"), the Company intends to continue to distribute through dividends or repurchases of Common Shares a minimum of 90% of its annual Distributable Income to its holders of Common Shares and RSUs. "Distributable Income," a non-GAAP measure, means GAAP net income plus (minus) non-cash expenses (revenues) recorded in net income for the period.

***Recent Accounting Pronouncements***

In March 2016, the Financial Accounting Standards Board issued Accounting Standards Update 2016-09, "Improvements to Employee Share-Based Payment Accounting" ("ASU 2016-09"). ASU 2016-09 will change how companies account for certain aspects of share-based payments to employees. Entities will be required to recognize the income tax effects of awards in the income statement when the awards vest or are settled. The guidance also changes employers' accounting for an employee's use

**BLUE CAPITAL REINSURANCE HOLDINGS LTD.**  
**Notes to the Unaudited Consolidated Financial Statements**  
**(in millions of United States dollars, except share and per**  
**share amounts or as otherwise indicated)**

**NOTE 1. Basis of Presentation and Summary of Significant Accounting Policies, cont'd**

of shares to satisfy the employer's statutory income tax withholding obligation, and accounting for forfeitures. ASU 2016-09 is effective for public business entities for annual and interim periods beginning after December 15, 2016. Early adoption is permitted. ASU 2016-09 is not expected to impact the Company's Consolidated Financial Statements.

**NOTE 2. Written and Earned Reinsurance Premiums**

Written premiums represent business bound from ceding companies and net earned premiums represent the portion of net written premiums (gross written premiums less any ceded reinsurance) which is recognized as revenue over the period of time that coverage is provided.

Blue Capital seeks to diversify its exposure across geographic zones around the world in order to obtain a prudent spread of risk. The spread of these exposures is also a function of market conditions and opportunities. The following table sets forth a breakdown of Blue Capital's premiums written by geographic area of risks insured during the three and nine month periods ended September 30, 2016 and 2015:

	Three Months Ended September 30,				Nine Months Ended September 30,			
	2016		2015		2016		2015	
Worldwide <sup>(1)</sup>	\$ 7.6	98%	\$ 5.1	86%	\$ 26.2	76%	\$ 19.1	57%
USA:								
Nationwide	—	—%	0.1	2%	3.4	10%	5.6	17%
Florida	—	—%	—	—%	2.8	8%	2.4	7%
Gulf region	0.1	1%	0.1	2%	0.8	2%	1.7	5%
California	—	—%	—	—%	0.3	1%	0.7	2%
Midwest region and other	—	—%	—	—%	0.4	1%	0.6	2%
Mid-Atlantic region	—	—%	—	—%	0.4	1%	0.4	1%
Worldwide, excluding U.S. <sup>(2)</sup>	0.1	1%	0.6	10%	0.2	1%	3.1	9%
Total premiums written	<u>\$ 7.8</u>	<u>100%</u>	<u>\$ 5.9</u>	<u>100%</u>	<u>\$ 34.5</u>	<u>100%</u>	<u>\$ 33.6</u>	<u>100%</u>

<sup>(1)</sup> "Worldwide" comprises reinsurance contracts that cover risks in more than one geographic area and do not specifically exclude the U.S.

<sup>(2)</sup> "Worldwide, excluding U.S." comprises reinsurance contracts that cover risks in more than one geographic area but specifically exclude the U.S.

The following table sets forth a breakdown of Blue Capital's net reinsurance premiums earned by geographic area of risks insured during the three and nine month periods ended September 30, 2016 and 2015:

	Three Months Ended September 30,				Nine Months Ended September 30,			
	2016		2015		2016		2015	
Worldwide <sup>(1)</sup>	\$ 8.3	79%	\$ 5.9	62%	\$ 25.7	80%	\$ 18.4	63%
USA:								
Nationwide	0.8	8%	1.4	15%	2.6	8%	4.3	15%
Florida	0.7	7%	0.6	6%	1.9	6%	1.7	6%
Gulf region	0.2	2%	0.4	4%	0.6	2%	1.3	4%
California	0.1	1%	0.2	2%	0.2	1%	0.5	2%
Midwest region and other	0.1	1%	0.2	2%	0.3	1%	0.5	2%
Mid-Atlantic region	0.1	1%	0.1	1%	0.3	1%	0.3	1%
Worldwide, excluding U.S. <sup>(2)</sup>	0.1	1%	0.7	8%	0.5	1%	2.0	7%
Total net premiums earned	<u>\$ 10.4</u>	<u>100%</u>	<u>\$ 9.5</u>	<u>100%</u>	<u>\$ 32.1</u>	<u>100%</u>	<u>\$ 29.0</u>	<u>100%</u>

<sup>(1)</sup> "Worldwide" comprises reinsurance contracts that cover risks in more than one geographic area and do not specifically exclude the U.S.

<sup>(2)</sup> "Worldwide, excluding U.S." comprises reinsurance contracts that cover risks in more than one geographic area but specifically exclude the U.S.

**BLUE CAPITAL REINSURANCE HOLDINGS LTD.**  
**Notes to the Unaudited Consolidated Financial Statements**  
**(in millions of United States dollars, except share and per**  
**share amounts or as otherwise indicated)**

**NOTE 3. Derivative Instruments**

***Inward Industry Loss Warranty ("ILW") Swaps***

In February 2016, Blue Capital Re ILS entered into an inward ILW swap (the "2016 Inward ILW Swap") with a third-party under which qualifying loss payments are triggered by reference to the level of losses incurred by the insurance industry as a whole, rather than by losses incurred by the insured. In return for a fixed payment received of \$0.4 million, Blue Capital Re ILS is required to make a floating payment in the event of certain losses incurred from specified natural catastrophes in the U.S., Europe, Japan, Australia and New Zealand from February 2016 to February 2017. Blue Capital Re ILS's maximum payment obligation under the 2016 Inward ILW Swap is \$2.7 million. Through September 30, 2016, Blue Capital Re ILS was not aware of any industry loss event occurring that would have triggered a payment obligation under the 2016 Inward ILW Swap.

The 2016 Inward ILW Swap is valued on the basis of models developed by the Manager, which represent unobservable (Level 3) inputs. As of September 30, 2016, the fair value of the 2016 Inward ILW Swap was \$0.2 million, which was recorded as an "other liability" on the Company's September 30, 2016 Unaudited Consolidated Balance Sheet.

During each of the three and nine months ended September 30, 2016, Blue Capital Re ILS recognized income from derivative instruments of \$0.1 million and \$0.2 million, respectively, pursuant to the 2016 Inward ILW Swap and 2015 Inward ILW Swap.

In February 2015, Blue Capital Re ILS entered into an inward ILW swap (the "2015 Inward ILW Swap") with a third-party under which qualifying loss payments are triggered by reference to the level of losses incurred by the insurance industry as a whole, rather than by losses incurred by the insured. In return for a fixed payment received of \$0.6 million, Blue Capital Re ILS was required to make a floating payment in the event of certain losses incurred from specified natural catastrophes in the U.S., Europe, Japan, Australia and New Zealand from February 2015 to February 2016. Blue Capital Re ILS's maximum payment obligation under the 2015 Inward ILW Swap was \$5.2 million. During the term of the 2015 Inward ILW Swap, Blue Capital Re ILS was not aware of any industry loss event occurring that would have triggered a payment obligation under the 2015 Inward ILW Swap.

The 2015 Inward ILW Swap was valued on the basis of models developed by the Manager, which represent unobservable (Level 3) inputs.

During the three and nine months ended September 30, 2015, Blue Capital Re ILS recognized income from derivative instruments of \$0.2 million and \$0.3 million, respectively, pursuant to the 2015 Inward ILW Swap.

***Outward ILW Swaps***

In April 2016, Blue Capital Re ILS entered into various outward ILW swaps (the "2016 Outward ILW Swaps") with third-parties in order to purchase protection against natural catastrophes across multiple geographic zones from April 2016 to April 2017. In return for fixed payments totaling \$2.0 million, Blue Capital Re ILS is entitled to receive floating payments in the event of certain losses incurred by the insurance industry as a whole. The maximum aggregate recovery to Blue Capital Re ILS from the 2016 Outward ILW Swaps is \$14.5 million. Through September 30, 2016, Blue Capital Re ILS was not aware of any industry loss event occurring which would have triggered a recovery under the 2016 Outward ILW Swaps.

The 2016 Outward ILW Swaps are valued on the basis of modeling developed by the Manager, which represents unobservable (Level 3) inputs. As of September 30, 2016, the fair value of the 2016 Outward ILW Swaps was \$1.1 million, which was recorded as an "other asset" on the Company's September 30, 2016 Consolidated Balance Sheet.

During the three and nine month periods ended September 30, 2016, Blue Capital Re recognized a loss from derivative instruments of \$0.7 million and \$0.9 million, respectively, pursuant to the 2016 Outward ILW Swaps.

**BLUE CAPITAL REINSURANCE HOLDINGS LTD.**  
**Notes to the Unaudited Consolidated Financial Statements**  
**(in millions of United States dollars, except share and per**  
**share amounts or as otherwise indicated)**

**NOTE 3. Derivative Instruments, cont'd**

In June 2015, Blue Capital Re ILS entered into an outward ILW swap (the "2015 Outward ILW Swap") with a third-party in order to purchase protection against U.S. wind exposures from June 2015 to December 2015. In return for a fixed payment of \$0.7 million, Blue Capital Re ILS was entitled to receive a floating payment in the event of certain losses incurred by the insurance industry as a whole. The maximum recovery to Blue Capital Re ILS under the 2015 Outward ILW Swap was \$3.7 million. Through September 30, 2015, Blue Capital Re ILS was not aware of any industry loss event occurring which would have triggered a recovery under the 2015 Outward ILW Swap.

The 2015 Outward ILW Swap was valued on the basis of a model developed by the Manager, which represented unobservable (Level 3) inputs.

During the three and nine months ended September 30, 2015, Blue Capital Re recognized a loss from derivative instruments of \$0.5 million and \$0.6 million, respectively, pursuant to the 2015 Outward ILW Swap

**NOTE 4. Basic and Diluted Earnings per Common Share**

The Company applies the two-class method of calculating its earnings per Common Share. In applying the two-class method, any outstanding RSUs are considered to be participating securities. See Note 6. For all periods presented in which RSUs were outstanding, the two-class method was used to determine basic and diluted earnings per Common Share since this method yielded a more dilutive result than the treasury stock method.

For purposes of determining basic and diluted earnings per Common Share, a portion of net income is allocated to outstanding RSUs which serves to reduce the Company's earnings per Common Share numerators. Net losses are not allocated to outstanding RSUs and, therefore, do not impact the Company's per Common Share numerators in any period in which it incurs a net loss.

The following table outlines the Company's computation of its basic and diluted earnings per Common Share for the three and nine months ended September 30, 2016 and 2015:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	2016	2015
Net income	\$ 3.3	\$ 4.4	\$ 10.3	\$ 15.3
Less: net earnings allocated to participating securities <sup>(1)</sup>	—	—	—	—
Earnings per Common Share numerator	<u>\$ 3.3</u>	<u>\$ 4.4</u>	<u>\$ 10.3</u>	<u>\$ 15.3</u>
Average Common Shares outstanding (in thousands of shares)	8,756	8,752	8,754	8,751
Basic and diluted earnings per Common Share	<u>\$ 0.38</u>	<u>\$ 0.50</u>	<u>\$ 1.17</u>	<u>\$ 1.74</u>

<sup>(1)</sup> During the three and nine month periods ended September 30, 2016 and 2015, the net earnings allocated to participating securities totaled less than \$0.1 million.

**Dividends to Holders of Common Shares and RSUs**

The Company declared regular cash dividends per Common Share and RSU of \$0.30 during each of the three month periods ended September 30, 2016 and 2015 and \$0.90 per Common Share and RSU during each of the nine month periods ended September 30, 2016 and 2015. In addition, in February 2016 and 2015, the Company declared special dividends with respect to its 2015 and 2014 Distributable Income of \$1.24 and \$0.66, respectively, per Common Share and RSU. As of September 30, 2016, the Company had \$2.6 million of dividends payable to holders of Common Shares and RSUs, which is included within "other liabilities" on its Unaudited Consolidated Balance Sheet at that date. As of December 31, 2015, the Company had no dividends payable to holders of Common Shares and RSUs.

The total amount of dividends paid to holders of Common Shares and RSUs during the nine month periods ended September 30, 2016 and 2015 was \$16.1 million and \$11.1 million, respectively.

**BLUE CAPITAL REINSURANCE HOLDINGS LTD.**  
**Notes to the Unaudited Consolidated Financial Statements**  
**(in millions of United States dollars, except share and per**  
**share amounts or as otherwise indicated)**

**NOTE 4. Basic and Diluted Earnings per Common Share cont'd**

There are restrictions on the payment of dividends by the Company, Blue Capital Re and Blue Capital Re ILS. Any future determination to pay dividends to holders of Common Shares and RSUs will be at the discretion of the Board and will be dependent upon many factors, including the Company's results of operations, cash flows, financial position, capital requirements, general business opportunities, and legal, regulatory and contractual restrictions.

**NOTE 5. Credit Agreement**

On May 6, 2016, the Company entered into a credit facility (the "2016 Credit Facility") with Endurance Investment Holdings Ltd. (the "Lender"), a wholly-owned subsidiary of Endurance. The 2016 Credit Facility provides the Company with an unsecured \$20.0 million revolving credit facility for working capital and general corporate purposes and expires on September 30, 2018. The 2016 Credit Facility replaces the 2014 Credit Agreement and related Guarantee Agreement which expired on April 29, 2016. Borrowings under the 2016 Credit Facility bear interest, set at the time of the borrowing, at a rate equal to the applicable LIBOR rate plus 150 basis points. A one-time fee of \$20,000 was due to the Lender in connection with establishing the 2016 Credit Facility. The 2016 Credit Facility contains covenants that limit the Company's ability, among other things, to grant liens on its assets, sell assets, merge or consolidate, or incur debt. If the Company fails to comply with any of these covenants, the Lender could revoke the facility and exercise remedies against the Company. In addition, in the event of a default in the performance of any of the agreements or covenants under certain management agreements with the Manager by the Company, the Lender has the right to terminate the 2016 Credit Facility. As of September 30, 2016, the Company was in compliance with all of its respective covenants associated with the 2016 Credit Facility.

On May 1, 2015, the Company renewed its 364-day unsecured credit agreement (the "2014 Credit Agreement", together with the 2016 Credit Facility the "Credit Agreements") which permitted it to borrow up to \$20.0 million on a revolving basis for working capital and general corporate purposes. Borrowings under the 2014 Credit Agreement incurred interest, set at the time of the borrowing, at a rate equal to the 3-month LIBOR rate plus 100 basis points. The Company was also subject to an ongoing annual commitment and administrative fee of 0.375% of the facility's total capacity.

Endurance served as a guarantor of the Company's obligations under the 2014 Credit Agreement and received an annual guarantee fee from the Company equal to 0.125% of the facility's total capacity (the "Guarantee Agreement"). See Note 7.

As of September 30, 2016 and December 31, 2015, the Company had nil and \$13.0 million of outstanding borrowings, respectively, under the Credit Agreements. With respect to the Company's outstanding borrowings at December 31, 2015, \$4.0 million was repaid on February 2, 2016 and was subject to an annual interest rate of 1.33%, \$5.0 million was repaid on February 22, 2016 and was subject to an annual interest rate of 1.48% and \$4.0 million was repaid on March 11, 2016 and was subject to an annual interest rate of 1.51%.

During the nine month periods ended September 30, 2016 and 2015, the Company paid interest on its borrowings under the Credit Agreements of less than \$0.1 million and \$0.1 million, respectively.

During each of the three and nine month periods ended September 30, 2016, the Company incurred less than \$0.1 million in facility and structuring fees in connection with the Credit Agreements. These fees are included within "general and administrative expenses" on the Company's Unaudited Consolidated Statements of Income and Comprehensive Income.

During the three and nine months ended September 30, 2015, the Company incurred less than \$0.1 million and \$0.1 million, respectively, in facility and structuring fees in connection with the Credit Agreements. These fees are included within "general and administrative expenses" on the Company's Unaudited Consolidated Statements of Income and Comprehensive Income.

**BLUE CAPITAL REINSURANCE HOLDINGS LTD.**  
**Notes to the Unaudited Consolidated Financial Statements**  
**(in millions of United States dollars, except share and per**  
**share amounts or as otherwise indicated)**

**NOTE 5. Credit Agreement cont'd**

The 2014 Credit Agreement, which expired on April 29, 2016, contained covenants that limited the Company's ability to, among other things, grant liens on its assets, sell assets, merge or consolidate, incur debt and enter into certain transactions with affiliates. The 2014 Credit Agreement also contained covenants that required: (i) the Company to maintain a debt to total capitalization ratio of less than or equal to 22.5%; (ii) the Company to maintain a consolidated tangible net worth of no less than 70% of its consolidated tangible net worth as of May 2, 2014 (the original closing date of the Credit Agreement); (iii) Endurance to maintain a debt to total capitalization ratio of less than 35.0%; (iv) Endurance to maintain a consolidated tangible net worth of no less than \$1.8 billion; and (v) each of Endurance's regulated insurance subsidiaries that has a claims paying rating from A.M. Best to maintain a rating of at least "B++." If the Company or Endurance failed to comply with any of these covenants, the lender could have revoked the facility and exercised remedies against the Company or Endurance.

**NOTE 6. Share-Based Compensation**

The Company's 2013 Long-Term Incentive Plan (the "2013 LTIP"), which was adopted by the Board in September 2013, permits the issuance of up to one percent of the aggregate Common Shares outstanding to participants. Incentive awards that may be granted under the 2013 LTIP include RSUs, restricted Common Shares, incentive share options (on a limited basis), non-qualified share options, share appreciation rights, deferred share units, performance compensation awards, performance units, cash incentive awards and other equity-based and equity-related awards.

At the discretion of the Board's Compensation and Nominating Committee, incentive awards, the value of which are based on Common Shares, may be made to the Company's directors, future employees and consultants pursuant to the 2013 LTIP. For all periods presented, the Company's outstanding share-based incentive awards consisted solely of RSUs.

RSUs are phantom (as opposed to actual) Common Shares which, depending on the individual award, vest in equal tranches over a one to five-year period subject to the recipient maintaining a continuous relationship with the Company through the applicable vesting date. RSUs are payable in Common Shares upon vesting (the amount of which may be reduced by applicable statutory income tax withholdings at the recipient's option). RSUs do not require the payment of an exercise price and are not entitled to voting rights, but they are entitled to receive payments equivalent to any dividends and distributions declared on the Common Shares underlying the RSUs.

There were no awards of RSUs and no RSUs vested during the three months ended September 30, 2016 and 2015.

During the nine months ended September 30, 2016 and 2015, the Company awarded a total of 7,095 RSUs (2015: 7,000) to directors of its Board. The RSUs earn ratably each year based on continued service as a director over a three-year vesting period. The grant date fair value of the RSUs was \$0.1 million (2015: \$0.1 million). During the nine months ended September 30, 2016, 3,736 RSUs (2015: 2,335) vested. The fair value of the vesting RSUs was \$0.1 million (2015: less than \$0.1 million).

During each of the three months ended September 30, 2016 and 2015, the Company recognized less than \$0.1 million of RSU expense. During each of the nine months ended September 30, 2016 and 2015, the Company recognized \$0.1 million of RSU expense. At September 30, 2016 compensation costs not yet recognized related to unvested RSUs was \$0.1 million.

As of September 30, 2016 and December 31, 2015, there were 13,158 and 9,799 RSUs outstanding under the 2013 LTIP.

**NOTE 7. Related Party Transactions**

As of September 30, 2016 and December 31, 2015, Endurance and its wholly owned subsidiary, Endurance Specialty Insurance Ltd. ("Endurance Bermuda"), owned 33.3% of the Company's outstanding Common Shares.

Through each of the following roles and relationships, Blue Capital leverages Endurance's reinsurance underwriting expertise and infrastructure to conduct its business: (i) the Manager, a wholly-owned subsidiary of Endurance, manages Blue Capital Re's and Blue Capital Re ILS's reinsurance underwriting decisions; (ii) Blue Water Re Ltd. ("Blue Water Re") is a significant source of reinsurance business for Blue Capital Re; (iii) the Manager's Chief Executive Officer serves as a director and the CEO; (iv) the Manager's Treasurer serves as the Company's CFO; and (v) Endurance's Chief Financial Officer serves as Chairman of the Board.

**BLUE CAPITAL REINSURANCE HOLDINGS LTD.**  
**Notes to the Unaudited Consolidated Financial Statements**  
**(in millions of United States dollars, except share and per**  
**share amounts or as otherwise indicated)**

**NOTE 7. Related Party Transactions cont'd**

All of the compensation that employees of Endurance are entitled to as directors of the Company is assigned directly to Endurance.

***Services Provided to Blue Capital by Endurance***

Endurance provides services to Blue Capital through the following arrangements:

***BW Retrocessional Agreement.*** Through a retrocessional contract dated December 31, 2013 (the "BW Retrocessional Agreement"), between Blue Capital Re and Blue Water Re, Blue Water Re has the option to cede to Blue Capital Re up to 100% of its participation in the ceded reinsurance business it writes, provided that such business is in accordance with the Company's underwriting guidelines. Pursuant to the BW Retrocessional Agreement, Blue Capital Re may participate in: (i) retrocessional, quota share or other agreements between Blue Water Re and Endurance Bermuda or other third-party reinsurers, which provides it with the opportunity to participate in a diversified portfolio of risks on a proportional basis; and (ii) fronting agreements between Blue Water Re and Endurance Bermuda or other well capitalized third-party rated reinsurers, which allows Blue Capital Re to transact business with counterparties who prefer to enter into contracts with rated reinsurers.

For all periods presented, all of the reinsurance business of Blue Capital Re was originated pursuant to the BW Retrocessional Agreement.

***Investment Management Agreement.*** The Company has entered into an Investment Management Agreement (the "Investment Management Agreement") with the Manager. Pursuant to the terms of the Investment Management Agreement, the Manager has full discretionary authority, including the delegation of the provision of its services, to manage the Company's assets, subject to the Company's underwriting guidelines, the terms of the Investment Management Agreement and the oversight of the Board.

***Underwriting and Insurance Management Agreement.*** The Company, Blue Capital Re and the Manager have entered into an Underwriting and Insurance Management Agreement (the "Underwriting and Insurance Management Agreement"). Pursuant to the Underwriting and Insurance Management Agreement, the Manager provides underwriting, risk management, claims management, ceded retrocession agreements management and actuarial and reinsurance accounting services to Blue Capital Re. The Manager has full discretionary authority to manage the underwriting decisions of Blue Capital Re, subject to the Company's underwriting guidelines, the terms of the Underwriting and Insurance Management Agreement and the oversight of the Company's and Blue Capital Re's boards of directors.

***Administrative Services Agreement.*** The Company has entered into an Administrative Services Agreement with the Manager, as amended on November 13, 2014 (the "Administrative Services Agreement"). Pursuant to the terms of the Administrative Services Agreement, the Manager provides Blue Capital with support services, including the services of our CEO and CFO, as well as finance and accounting, internal audit, claims management and policy wording, modeling software licenses, office space, information technology, human resources and administrative support.

***Credit Facility Agreement.*** The Company entered into the 2016 Credit Facility with Endurance Investment Holdings Ltd. (the "Lender"), a subsidiary of Endurance, on May 6, 2016. The 2016 Credit Facility provides the Company with an unsecured \$20.0 million revolving credit facility for working capital and general corporate purposes and expires on September 30, 2018.

***Fees Incurred Pursuant to the Aforementioned Agreements***

During the three and nine months ended September 30, 2016, the Company incurred general and administrative expenses of: (i) \$0.7 million and \$2.0 million pursuant to the Investment Management Agreement; (ii) \$0.1 million and \$0.4 million pursuant to the Administrative Services Agreement; and (iii) nil and \$0.4 million pursuant to the Underwriting and Insurance Management Agreement.

**BLUE CAPITAL REINSURANCE HOLDINGS LTD.**  
**Notes to the Unaudited Consolidated Financial Statements**  
**(in millions of United States dollars, except share and per**  
**share amounts or as otherwise indicated)**

**NOTE 7. Related Party Transactions cont'd**

During the three and nine months ended September 30, 2015, the Company incurred general and administrative expenses of: (i) \$0.7 million and \$2.0 million, respectively, pursuant to the Investment Management Agreement; (ii) \$0.1 million and \$0.4 million, respectively, pursuant to the Administrative Services Agreement; and (iii) \$0.2 million and \$0.8 million, respectively, pursuant to the Underwriting and Insurance Management Agreement.

During each of the three and nine months ended September 30, 2016 and 2015, the Company incurred fees of less than \$0.1 million pursuant to Endurance's guarantee of the Company's obligations with respect to the Guarantee Agreement. The Company incurred fees of less than \$0.1 million under the 2016 Credit Facility during the three and nine months ended September 30, 2016. See Note 5.

As of September 30, 2016 and December 31, 2015, the Company owed Endurance \$0.9 million and \$2.9 million for the services performed pursuant to the aforementioned agreements, respectively, which are included within "other liabilities" on the Company's Consolidated Balance Sheets at those dates.

**NOTE 8. Commitments and Contingent Liabilities**

***Commitments***

As of September 30, 2016 and December 31, 2015, Blue Capital had no commitments for operating leases or capital expenditures and does not expect any material expenditures of this type during the foreseeable future.

The Company and its subsidiaries may not terminate the Investment Management Agreement, the Underwriting and Insurance Management Agreement or the Administrative Services Agreement until the fifth anniversary of the completion of its initial public offering on November 5, 2013 (the "IPO"), whether or not the Manager's performance results are satisfactory. Upon any termination or non-renewal of either of the Investment Management Agreement or the Underwriting and Insurance Management Agreement (other than for a material breach by, or the insolvency of, the Manager), the Company must pay a one-time termination fee to the Manager equal to 5% of its GAAP shareholders' equity (approximately \$9.0 million as of September 30, 2016).

***Amounts Held in Trust for the Benefit of Ceding Companies***

Blue Capital Re does not operate with a financial strength rating and, instead, fully collateralizes its reinsurance obligations through cash and cash equivalents held in various trust funds established for the benefit of ceding companies.

As of September 30, 2016, Blue Capital Re ILS had pledged \$3.1 million of its cash and cash equivalents to trust accounts established for the benefit of third parties. As of December 31, 2015, Blue Capital Re and Blue Capital Re ILS had collectively pledged \$5.1 million of their cash and cash equivalents to trust accounts established for the benefit of third parties (\$5.1 million) and Blue Water Re (less than \$0.1 million). The cash and cash equivalents pledged to Blue Water Re at December 31, 2015 represented funds that had not yet been formally transferred to a trust account to collateralize Blue Capital Re's obligations to Blue Water Re. See Note 7. These amounts are presented on the Company's Consolidated Balance Sheets as "cash and cash equivalents."

As of September 30, 2016 and December 31, 2015, Blue Capital had transferred \$180.8 million and \$195.3 million of its cash and cash equivalents, respectively, to a trust account established by Blue Water Re for its benefit pursuant to the BW Retrocessional Agreement. See Note 7. These amounts are presented on the Company's Consolidated Balance Sheets as "funds held by ceding companies."

**BLUE CAPITAL REINSURANCE HOLDINGS LTD.**  
**Notes to the Unaudited Consolidated Financial Statements**  
**(in millions of United States dollars, except share and per**  
**share amounts or as otherwise indicated)**

**NOTE 8. Commitments and Contingent Liabilities, cont'd**

***Litigation***

Blue Capital Re, as a reinsurer, is subject to litigation and arbitration proceedings in the normal course of its business. Such proceedings often involve reinsurance contract disputes which are typical for the reinsurance industry. Blue Capital Re's estimates of possible losses incurred in connection with such legal proceedings are provided for as "loss and loss adjustment expenses" on its Unaudited Consolidated Statements of Income and Comprehensive Income and are included within "loss and loss adjustment expense reserves" on its Consolidated Balance Sheets.

The Company and its subsidiaries had no unresolved legal proceedings at September 30, 2016 and December 31, 2015.

***Concentrations of Credit and Counterparty Risk***

Blue Capital Re ILS's derivative instruments are subject to counterparty risk. The Company and the Manager routinely monitor this risk.

Blue Capital Re markets retrocessional and reinsurance policies worldwide through brokers. Credit risk exists to the extent that any of these brokers may be unable to fulfill their contractual obligations to Blue Capital Re. For example, Blue Capital Re is required to pay amounts owed on claims under policies to brokers, and these brokers, in turn, pay these amounts to the ceding companies that have reinsured a portion of their liabilities with Blue Capital Re. In some jurisdictions, if a broker fails to make such a payment, Blue Capital Re might remain liable to the ceding company for the deficiency. In addition, in certain jurisdictions, when the ceding company pays premiums for these policies to brokers, these premiums are considered to have been paid and the ceding insurer is no longer liable to Blue Capital Re for those amounts, whether or not the premiums have actually been received.

Blue Capital Re remains liable for losses it incurs to the extent that any third-party reinsurer is unable or unwilling to make timely payments under reinsurance agreements. Blue Capital Re would also be liable in the event that its ceding companies were unable to collect amounts due from underlying third-party reinsurers.

**NOTE 9. Fair Value of Financial Instruments**

GAAP requires disclosure of fair value information for certain financial instruments. For those financial instruments in which quoted market prices are not available, fair values are estimated by discounting future cash flows using current market rates or quoted market prices for similar obligations. These estimates are not necessarily indicative of amounts that could be realized in a current market exchange. Blue Capital carries its assets and liabilities that constitute financial instruments on its Consolidated Balance Sheets at fair value with the exception of its outstanding borrowings under the Credit Agreements.

At September 30, 2016 and December 31, 2015, the fair value of the Company's outstanding borrowings under the Credit Agreements, each of which were of a short duration, approximated their carrying value of nil and \$13.0 million, respectively. See Note 5.

**NOTE 10. Subsequent Event**

On October 7 and 8, 2016, Hurricane Matthew traveled alongside the southeastern coast of the United States, ultimately making landfall in South Carolina. To date, reported claims as a result of this storm have been limited. Accordingly, while losses emanating from the storm cannot be accurately estimated at this time, the Company may need to establish appropriate loss reserves related to Hurricane Matthew in the fourth quarter of 2016, which may have a negative impact on its results of operations.

**Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations**

**General**

The following is a discussion and analysis of our results of operations for the three and nine month periods ended September 30, 2016 and 2015, and our financial condition as of September 30, 2016 and December 31, 2015. This discussion and analysis should be read in conjunction with the unaudited consolidated financial statements and related notes thereto included in Part I, Item 1 of this report and with our audited consolidated financial statements and related notes thereto contained in the 2015 Form 10-K, as filed with the SEC.

**Overview**

We are a Bermuda reinsurance holding company which offers collateralized reinsurance in the property catastrophe market. Our principal objective is to maximize the expected total return for our shareholders, primarily through the payment of dividends, by underwriting a diversified portfolio of short-tail reinsurance contracts and investing in insurance-linked securities with what we believe to be attractive risk and return characteristics. We provide our shareholders with the opportunity to own an alternative asset class whose returns we believe have historically been largely uncorrelated to those of other asset classes, such as global equities, bonds and hedge funds.

Subject to the discretion of the Company's board of directors (the "Board"), the Company intends to continue to distribute through dividends or repurchases of Common Shares a minimum of 90% of its annual Distributable Income to its holders of Common Shares and RSUs. "Distributable Income," a non-GAAP measure, means GAAP net income plus (minus) non-cash expenses (revenues) recorded in net income for the period.

The majority of our property catastrophe business is originated during the key January and June annual renewal periods.

We experienced continued competition during the January 1 and June 1, 2016 renewal periods, due to relatively light industry catastrophe losses experienced over the past several years. As a result, we experienced an overall rate decrease of approximately 7% and 3% on the risks we wrote at January 1, and June 1, 2016, respectively, versus those written a year ago. Despite the competitive market conditions we currently face, through the efforts of the Manager thus far in 2016, we believe that we have achieved preferred signings with our business partners including a shift in the profile of renewal premiums where we increased our participation in the retrocessional quota share agreement with Endurance Bermuda and reduced the amount of other indemnity reinsurance and retro ILW business in our portfolio.

**Review of Consolidated Results of Operations**

We operate as a single business segment through the Company and its wholly-owned subsidiaries: (i) Blue Capital Re, a Bermuda exempted limited liability company registered as a Class 3A insurer in Bermuda, which offers collateralized reinsurance; and (ii) Blue Capital Re ILS, a Bermuda exempted limited liability company which conducts hedging and other investment activities in support of Blue Capital Re's operations.

[Table of Contents](#)

Our consolidated results of operations for the three and nine month periods ended September 30, 2016 and 2015 were as follows:

(\$ in millions)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	2016	2015
<b>Revenues</b>				
Reinsurance premiums written	\$ 7.8	\$ 5.9	\$ 34.5	\$ 33.6
Change in net unearned reinsurance premiums	2.6	3.6	(2.4)	(4.6)
Net reinsurance premiums earned	10.4	9.5	32.1	29.0
Net loss from derivative instruments	(0.5)	(0.3)	(0.5)	(0.3)
Total revenues	9.9	9.2	31.6	28.7
<b>Expenses</b>				
<i>Underwriting expenses:</i>				
Loss and LAE - current year losses	2.9	1.2	10.1	2.6
Loss and LAE - prior year losses	(0.3)	0.2	0.3	(0.3)
Reinsurance acquisition costs	2.9	2.0	7.2	6.5
General and administrative expenses	1.1	1.3	3.7	4.5
<i>Non-underwriting expenses:</i>				
Interest expense	—	0.1	—	0.1
Total expenses	6.6	4.8	21.3	13.4
<b>Net income and comprehensive income</b>	<b>\$ 3.3</b>	<b>\$ 4.4</b>	<b>\$ 10.3</b>	<b>\$ 15.3</b>
Loss and LAE ratio	25.0%	15.3%	32.3%	8.1%
Reinsurance acquisition cost ratio	28.2%	21.3%	22.4%	22.5%
General and administrative expense ratio	10.3%	14.2%	11.7%	15.5%
GAAP combined ratio	63.5%	50.8%	66.4%	46.1%

**Reinsurance Premiums Written and Earned**

During the three months ended September 30, 2016 and 2015, we wrote \$7.8 million and \$5.9 million of reinsurance premiums, respectively, all of which represented indemnity reinsurance contracts relating to property catastrophe risks. The increase in reinsurance premiums written during the third quarter of 2016 versus that of the comparable 2015 period resulted as we increased our participation in the retrocessional quota share agreement with Endurance Bermuda (the "Endurance Quota Share Agreement") under which premiums are recorded as written uniformly over the period of the agreement.

During the nine months ended September 30, 2016 and 2015, we wrote \$34.5 million and \$33.6 million of reinsurance premiums, respectively, all of which represented indemnity reinsurance contracts relating to property catastrophe risks. The increase in reinsurance premiums written during the first nine months of 2016, versus that of the comparable 2015 period, was primarily the result of business mix changes year over year. In 2016, there was a reduction in the amount of other indemnity reinsurance and retro ILW business renewed in January and we increased our participation in the Endurance Quota Share Agreement which resulted in written premiums increasing.

Net premiums earned increased during the three and nine month periods ended September 30, 2016, versus that of the comparable 2015 periods due to the increased participation in the Endurance Quota Share Agreement, partially offset by the impact of non-renewals of other contracts.

See Note 2 of the Notes to the Unaudited Consolidated Financial Statements.

**Net Loss from Derivative Instruments**

During the three and nine months ended September 30, 2016, our in-force derivative contracts included the 2016 Inward ILW Swap and the 2016 Outward ILW Swaps. During the three and nine months ended September 30, 2015, our in-force derivative contracts included the 2015 Inward ILW Swap and the 2015 Outward ILW Swap.

[Table of Contents](#)

During each of the three and nine months ended September 30, 2016, we recognized \$0.5 million of net loss from derivative instruments. During each of the three and nine months ended September 30, 2015, we recognized \$0.3 million of net loss from derivative instruments.

See Note 3 of the Notes to the Unaudited Consolidated Financial Statements.

**Loss and LAE**

The following table summarizes the components of our consolidated loss and LAE incurred and our loss and LAE ratios for the three and nine month periods ended September 30, 2016 and 2015:

(\$ in millions)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	2016	2015
Loss and LAE incurred - current year	\$ 2.9	\$ 1.2	\$ 10.1	\$ 2.6
Loss and LAE incurred - prior year	(0.3)	0.2	0.3	(0.3)
Total loss and LAE incurred	\$ 2.6	\$ 1.4	\$ 10.4	\$ 2.3
Loss and LAE ratio	25.0%	15.3%	32.3%	8.1%

During the three and nine months ended September 30, 2016, we established \$2.9 million and \$10.1 million of loss and LAE reserves, respectively, for estimated losses incurred during such periods primarily driven by the catastrophe events summarized in the following table together with reported attritional losses and IBNR reserves. During the three and nine months ended September 30, 2015, we established \$1.2 million and \$2.6 million of net loss and LAE reserves, respectively, for estimated losses incurred during such periods, nearly all of which constituted IBNR reserves. There were no individually significant loss events that impacted us during the three and nine month periods ended September 30, 2015.

Event Date	Event (U.S. dollars in millions)	Loss and loss adjustment expenses	
		Three Months Ended September 30, 2016	Nine Months Ended September 30, 2016
May 2016	Canadian wildfires	\$ (0.6)	\$ 3.6
	Other loss events <sup>(1)</sup>	\$ 0.6	\$ 2.2
		\$ —	\$ 5.8

(1) Other loss events for both the three and nine month periods ended September 30, 2016 included the Texas hailstorm, Japanese earthquake and Netherlands hail events for which the losses were individually below \$1.0 million.

During the three months ended September 30, 2016, we recognized \$0.3 million of favorable loss and LAE reserve development and in the nine months ended September 30, 2016 we recognized \$0.3 million of adverse loss and LAE reserve development for estimated losses incurred during 2014 and 2015. In addition, during the three months ended September 30, 2015, we recognized \$0.2 million of adverse loss and LAE reserve development and in the nine months ended September 30, 2015, we recognized \$0.3 million of favorable loss and LAE reserve development for estimated losses incurred during 2014.

**Reinsurance Acquisition Costs**

The following table summarizes our consolidated reinsurance acquisition costs and our reinsurance acquisition cost ratios for the three and nine month periods ended September 30, 2016 and 2015:

(\$ in millions)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	2016	2015
Commissions, brokerage costs, fronting fees and other	\$ 2.3	\$ 1.6	\$ 6.1	\$ 4.9
Profit commissions	0.6	0.4	1.1	1.6
Total reinsurance acquisition costs	\$ 2.9	\$ 2.0	\$ 7.2	\$ 6.5
Reinsurance acquisition cost ratio	28.2%	21.3%	22.4%	22.5%

Our reinsurance acquisition costs, which we normally recognize over the underlying risk period of the related contracts, include commissions, brokerage costs, fronting fees, premium taxes and excise taxes, in each case, when applicable, and are

[Table of Contents](#)

normally a set percentage of gross premiums written. Our reinsurance acquisition costs may also include profit commissions, which are paid by reinsurers to ceding companies in the event of favorable loss experience.

Our reinsurance acquisition costs relating to commissions, brokerage costs, fronting fees and related costs increased in the three and nine months ended September 30, 2016, versus the comparable 2015 periods, primarily reflecting the higher concentration of earned premium from the Endurance Quota Share Agreement which maintains a higher acquisition cost. Our profit commissions incurred, which fluctuate based on our loss experience, were lower in the nine months ended September 30, 2016 compared to 2015 as a result of the higher level of loss events impacting our results.

### **General and Administrative Expenses**

The following table summarizes our consolidated general and administrative expenses and our general and administrative expense ratios for the three and nine month periods ended September 30, 2016 and 2015:

(\$ in millions)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	2016	2015
Investment Management Agreement fees	\$ 0.7	\$ 0.7	\$ 2.0	\$ 2.0
Administrative Services Agreement fees	0.1	0.1	0.4	0.4
Underwriting and Insurance Management Agreement fees	—	0.2	0.4	0.8
Credit Agreement structuring and facility fees	—	—	—	0.1
Public company expenses	0.3	0.3	0.9	1.2
Total general and administrative expenses	\$ 1.1	\$ 1.3	\$ 3.7	\$ 4.5
General and administrative expense ratio	10.3%	14.2%	11.7%	15.5%

See Note 7 of the Notes to the Unaudited Consolidated Financial Statements for further information regarding the nature of the expenses that we incur pursuant to the agreements with the Manager and other affiliates of Endurance.

The expenses we have incurred pursuant to the Investment Management Agreement and Administrative Services Agreement have remained consistent from period to period. During the three and nine month periods ended September 30, 2016, we incurred nil and \$0.4 million of performance fees pursuant to the Underwriting and Insurance Management Agreement. The absence of a performance fee expense in the quarter ended September 30, 2016 was due to our financial results not meeting the level of return necessary to trigger a performance fee in the period.

Our public company expenses incurred during the periods presented consisted of director fees, corporate insurance premiums, audit fees, share-based compensation and other expenses associated with being a publicly traded company. The decrease in these expenses in 2016 compared to 2015 is due to higher legal and professional fees in the prior period in connection with the May 2015 amendment and renewal of the 2014 Credit Agreement.

### **Interest Expense**

During each of the three and nine months ended September 30, 2016 and 2015, we incurred interest expense on our borrowings under the Credit Agreements of less than \$0.1 million and \$0.1 million respectively.

### **Income Taxes**

We were not subject to income taxes in any jurisdiction during the periods presented.

### **Summary Financial Results**

#### **Three and Nine Months Ended September 30, 2016**

We ended the third quarter of 2016 with a fully converted book value per Common Share ("FCBVPS") of \$20.44, an increase of 1.9% for the quarter and 5.5% for the nine months ended September 30, 2016 after taking into account dividends declared on Common Shares during the periods. Our net income for the nine months ended September 30, 2016 was \$10.3 million, which was impacted by a number of loss events in the second quarter. Our GAAP combined ratio was 63.5% and 66.4% for the three and nine months ended September 30, 2016, respectively.

**Three and Nine Months Ended September 30, 2015**

We ended the third quarter of 2015 with a FCBVPS of \$20.80, an increase of 2.5% for the quarter and 8.4% for the nine months ended September 30, 2015 after taking into account dividends declared on Common Shares during the periods. The increase in our book value per Common Share, after taking into account dividends declared, was the result of strong underwriting results driven by a lack of major catastrophe loss activity and was evidenced by net income of \$15.3 million for the nine months ended September 30, 2015. Our GAAP combined ratio was 50.8% and 46.1% for the three and nine months ended September 30, 2015, respectively.

**Book Value Per Common Share**

The following table presents our computation of book value per Common Share ("BVPS") and FCBVPS as of selected balance sheet dates:

	September 30, 2016	June 30, 2016	Dec. 31, 2015	September 30, 2015
<b>Book value numerator (in millions of U.S. dollars):</b>				
[A] Shareholders' Equity	\$ 179.2	\$ 178.5	\$ 187.6	\$ 182.2
<b>Book value denominators (in thousands of shares):</b>				
[B] Common Shares outstanding	8,756	8,756	8,752	8,752
RSUs outstanding	13	13	10	7
[C] Common Shares and RSUs outstanding	8,769	8,769	8,762	8,759
<b>BVPCS [A] / [B]</b>	<b>\$ 20.47</b>	<b>\$ 20.38</b>	<b>\$ 21.44</b>	<b>\$ 20.82</b>
<b>FCBVPS [A] / [C]</b>	<b>20.44</b>	<b>20.35</b>	<b>21.41</b>	<b>20.80</b>
<b>Increase in FCBVPS:<sup>(1)</sup></b>				
From June 30, 2016	<b>1.9%</b>			
From December 31, 2015	<b>5.5%</b>			
From September 30, 2015	<b>8.9%</b>			

(1) Computed as the increase in FCBVPS after taking into account dividends declared on Common Shares and RSUs of \$0.30, \$2.14 and \$2.14 during the three, nine and twelve month periods ended September 30, 2016, respectively.

Our computations of FCBVPS and the increase in FCBVPS are non-GAAP measures which we believe are important to our investors, analysts and other interested parties who benefit from having an objective and consistent basis for comparison with other companies within our industry. However, these measures should not be viewed as a substitute for those determined in accordance with GAAP.

**Subsequent Event**

On October 7 and 8, 2016, Hurricane Matthew traveled alongside the southeastern coast of the United States, ultimately making landfall in South Carolina. To date, reported claims as a result of this storm have been limited. Accordingly, while losses emanating from the storm cannot be accurately estimated at this time, the Company may need to establish appropriate loss reserves related to Hurricane Matthew in the fourth quarter of 2016, which may have a negative impact on its results of operations.

**Exposure Management**

The following discussion should be read in conjunction with Item 1A "Risk Factors" included in the 2015 Form 10-K and the quarterly report on Form 10-Q for the quarter ended June 30, 2016, as filed with the SEC, in particular the risk factor entitled "Our stated catastrophe and enterprise-wide risk management exposures are based on estimates and judgments which are subject to significant uncertainties."

The Manager monitors our net exposure to any one catastrophe loss event in any single zone within certain broadly defined major catastrophe zones. On June 1, 2016 our projected net exposures by zone were in compliance with our underwriting guidelines. Namely, our projected net exposure to any one zone was below 50% of our projected shareholders' equity at September 30, 2016.

These broadly defined major catastrophe zones are currently defined as follows:

[Table of Contents](#)

North America:

U.S. - Northeast  
 U.S. - Mid-Atlantic  
 U.S. - Florida  
 U.S. - Gulf  
 U.S. - New Madrid  
 U.S. - Midwest  
 U.S. - California  
 U.S. - Hawaii  
 Canada - Eastern  
 Canada - Western

Europe:

Western Central Europe<sup>(1)</sup>  
 Eastern Europe  
 Southern Europe  
 Northern Europe, Benelux  
 and Scandinavia  
 U.K. and Ireland

Rest of World:

Australia  
 New Zealand  
 Japan  
 South America  
 Middle East

<sup>(1)</sup> Consisting of France, Germany, Switzerland and Austria.

Single Event Losses

For certain defined catastrophe region and peril combinations, the Manager assesses the probability and likely magnitude of losses using a combination of industry third-party models, proprietary models and underwriting judgment. The Manager attempts to model the projected net impact from a single event, taking into account contributions from property catastrophe reinsurance (including retrocessional business), property pro-rata reinsurance and event-linked derivative securities, offset by the net benefit of any reinsurance or derivative protections we purchase and the benefit of premiums.

There is no single standard methodology or set of assumptions utilized industry-wide in estimating property catastrophe losses. As a result, it may be difficult to accurately compare estimates of risk exposure among different insurance and reinsurance companies due to, among other things, underwriting judgment, differences in modeling, modeling assumptions, portfolio composition and concentrations, and selected event scenarios.

The table that follows details our projected net impact from single event losses as of June 1, 2016 for selected zones at specified return periods using industry-recognized third-party vendor models. It is important to note that each catastrophe model we use contains its own assumptions as to the frequency and severity of loss events, and results may vary significantly from model to model.

Since the Manager utilizes a combination of third-party models, its own proprietary models and underwriting judgment to project the net impact from single event losses, our internal projections may be higher or lower than those presented in the table below:

**Net Impact from Single Event Losses at Specified Return Periods**

	Net Impact (Millions)	Return Period <sup>(1)</sup>	Percentage of September 30, 2016 Shareholders' Equity
U.S. - Florida hurricane	\$ 54	1 in 100 year	30%
Japan earthquake	32	1 in 250 year	18%
All other zones			less than 15%

(1) A "100-year" return period can also be referred to as the 1.0% occurrence exceedance probability ("OEP"), meaning there is an estimated 1.0% chance in any given year that this level will be exceeded. A "250-year" return period can also be referred to as the 0.4% OEP, meaning there is an estimated 0.4% chance in any given year that this level will be exceeded.

On June 1, 2016 our projected single event loss exposures were within our underwriting guidelines. Namely, the projected net impact from any one catastrophe loss event (excluding earthquake) at the 1 in 100 year return period for any one zone did not exceed 35% of our projected shareholders' equity at September 30, 2016, and the projected net impact from any one earthquake loss event at the 1 in 250 year return period for any zone did not exceed 35% of our projected shareholders' equity at September 30, 2016.

Our projections of the net impact from single event losses may vary considerably within a particular territory depending on the specific characteristics of the event.

Given the limited availability of reliable historical data, there is a great deal of uncertainty with regard to the accuracy of any catastrophe model, especially when contemplating longer return periods.

## [Table of Contents](#)

Our single event loss estimates represent snapshots as of June 1, 2016. The composition of our in-force portfolio may change materially at any time due to the acceptance of new policies, losses incurred, the expiration of existing policies and changes in our ceded reinsurance and derivative protections. There were no material changes made to the composition of our in-force portfolio from June 1, 2016 to September 30, 2016.

### **Liquidity and Capital Resources**

#### *Liquidity*

The Company has no operations of its own and relies on dividends and distributions from Blue Capital Re to pay its expenses and to repay its outstanding borrowings under the Credit Agreements, as well as to fund the payment of any dividends to its shareholders or share repurchase programs. The ability of Blue Capital Re to pay dividends is dependent on its ability to meet the requirements of applicable Bermuda law and regulations. Under Bermuda law, Blue Capital Re may not declare or pay a dividend to the Company if there are reasonable grounds for believing that Blue Capital Re is, or would after the payment be, unable to pay its liabilities as they become due, or the realizable value of Blue Capital Re's assets would thereby be less than the aggregate of its liabilities and its issued share capital and share premium accounts. Further, Blue Capital Re, as a regulated insurance company in Bermuda, is subject to additional regulatory restrictions on the payment of dividends or distributions. As of September 30, 2016, Blue Capital Re could pay a dividend or return additional paid-in capital totaling approximately \$12.4 million (December 31, 2015 – \$50.6 million) without prior regulatory approval based upon the Bermuda insurance and corporate regulations.

The primary sources of cash for the Company's operating subsidiaries are capital contributions, premium collections, issuances of and net income from insurance-linked securities and reinsurance recoveries. The primary uses of cash for the Company's operating subsidiaries are payments of loss and LAE reserves, reinsurance acquisition costs, general and administrative expenses, ceded reinsurance, purchases of and net losses from insurance-linked securities and dividends and distributions.

As of September 30, 2016, we held \$7.8 million of cash and cash equivalents of which: (i) \$3.1 million was pledged to trust accounts established for the benefit of third parties; and (ii) \$4.7 million represented unencumbered cash on hand.

On May 6, 2016, the Company entered into a credit facility (the "2016 Credit Facility") with Endurance Investment Holdings Ltd. (the "Lender"), a wholly-owned subsidiary of Endurance. The 2016 Credit Facility provides the Company with an unsecured \$20.0 million revolving credit facility for working capital and general corporate purposes and expires on September 30, 2018. The 2016 Credit Facility replaces the 2014 Credit Agreement and related Guarantee Agreement which expired on April 29, 2016. Borrowings under the 2016 Credit Facility bear interest, set at the time of the borrowing, at a rate equal to the applicable LIBOR rate plus 150 basis points. A one-time fee of \$20,000 was due to the Lender in connection with establishing the 2016 Credit Facility. The 2016 Credit Facility contains covenants that limit the Company's ability, among other things, to grant liens on its assets, sell assets, merge or consolidate, or incur debt. If the Company fails to comply with any these covenants, the Lender could revoke the facility and exercise remedies against the Company. In addition, in the event of a default in the performance of any of the agreements or covenants under certain management agreements with the Manager by the Company, the Lender has the right to terminate the 2016 Credit Facility. As of September 30, 2016, the Company was in compliance with all of its respective covenants associated with the Credit Facility.

As of September 30, 2016, we had no outstanding borrowings under the 2016 Credit Facility. See Note 5 of the Notes to the Unaudited Consolidated Financial Statements.

On May 1, 2015, we renewed and amended our 364-day Credit Agreement (the "2014 Credit Agreement") which permitted us to borrow up to \$20.0 million on a revolving basis for working capital and general corporate purposes. The 2014 Credit Agreement expired on April 29, 2016.

The 2014 Credit Agreement contained covenants that limited the Company's ability to, among other things, grant liens on its assets, sell assets, merge or consolidate, incur debt and enter into certain transactions with affiliates. The 2014 Credit Agreement also contained covenants that required: (i) the Company to maintain a debt to total capitalization ratio of less than or equal to 22.5%; (ii) the Company to maintain a consolidated tangible net worth of no less than 70% of its consolidated tangible net worth as of May 2, 2014 (the original closing date of the Credit Agreement); (iii) Endurance to maintain a debt to total capitalization ratio of less than 35.0%; (iv) Endurance to maintain a consolidated tangible net worth of no less than \$1.8 billion; and (v) each of Endurance's regulated insurance subsidiaries that has a claims paying rating from A.M. Best to maintain

## [Table of Contents](#)

a rating of at least "B++." If the Company or Endurance failed to comply with any of these covenants, the lender could have revoked the facility and exercised remedies against the Company or Endurance.

During the nine month period ended September 30, 2016, we declared: (i) a special dividend with respect to 2015 of \$1.24 per Common Share and RSU, which was paid on March 15, 2016; (ii) a first quarter 2016 regular dividend of \$0.30 per Common Share and RSU, which was paid on April 15, 2016; (iii) a second quarter 2016 regular dividend of \$0.30 per Common Share and RSU, which was paid on July 15, 2016; and (iv) a third quarter 2016 regular dividend of \$0.30 per Common Share and RSU, which was paid on October 14, 2016. The total dollar amount of dividends paid during the nine month period ended September 30, 2016 was \$16.1 million.

We intend to continue to distribute a minimum of 90% of annual Distributable Income by making quarterly dividend payments for each of the first three fiscal quarters of each fiscal year, followed by either repurchases of Common Shares or payment of a fourth "special" dividend after the end of our fiscal year. Any future determination to pay dividends or repurchase Common Shares will remain at the discretion of the Board and will be dependent upon many factors, including: (i) our financial condition, liquidity, results of operations (including our ability to generate cash flow in excess of our expenses) and capital requirements; (ii) general business conditions, (iii) legal, tax and regulatory limitations; (iv) contractual prohibitions and other restrictions; (v) trading price of the Company's Common Shares as compared to the Company's book value per share; and (vi) any other factors that the Board deems relevant. We currently expect that our dividends will be subject to customary dividend tax treatment in the U.S., but if our total dividends paid during any given year exceed our current and accumulated earnings and profits as of the end of such year (determined under U.S. tax principles), a portion of our dividends paid in that year will be treated: (i) first, as a nontaxable return of capital, to the extent of a shareholder's tax basis in Common Shares (on a dollar-for-dollar basis); and (ii) subsequently, as capital gain.

### *Capital Resources*

Our total shareholders' equity (or total capital) was \$179.2 million and \$187.6 million as of September 30, 2016 and December 31, 2015, respectively. Our total capital decreased during the nine month period ended September 30, 2016 as a result of the declaration of \$18.8 million in dividends to holders of Common Shares and RSUs which was partially offset by net income of \$10.3 million and equity compensation expense for RSUs of \$0.1 million.

We do not consider any short-term borrowings outstanding under the Credit Agreements to be a component of our capital structure.

We may need to raise additional capital in the future, by issuing new debt, equity or hybrid securities, in order to enable us to, among other things: write new business; enter into other reinsurance opportunities; cover or pay losses; manage working capital requirements; repurchase Common Shares; respond to, or comply with, any changes in the capital requirements, if any, that the BMA or other regulatory bodies may require; acquire new businesses; or invest in existing businesses. We intend to rely on future offerings of Common Shares to raise additional equity capital; however, we cannot assure you that we will be able to successfully raise additional capital. In the event that we incur indebtedness for any of these purposes or other purposes, we intend to limit our borrowing to an amount no greater than 50% of our shareholders' equity at the time of the borrowing. However, subject to the approval of the Board, we may borrow an amount in excess of 50% of our shareholders' equity at the time of the borrowing.

The issuance of any new debt, equity or hybrid securities might be on terms and conditions that are unfavorable to our shareholders. Any new issuances of equity or hybrid securities could include the issuance of securities with rights, preferences and privileges that are senior or otherwise superior to those of Common Shares and could be dilutive to our existing shareholders. Any new debt securities may contain terms that materially restrict our operations, including our ability to distribute cash to our shareholders. In addition, if we cannot obtain adequate capital on favorable terms, or at all, our business could be adversely affected.

### *Collateral Requirements and Restrictions*

Each of the reinsurance contracts that Blue Capital Re writes is required to be fully-collateralized by cash and cash equivalents or funds held by reinsurance companies. This collateral is not available to Blue Capital Re for any other purpose until the expiration of the applicable reinsurance contract (or, in the event of a covered loss, the resolution of such loss under the applicable contract).

Each industry loss warranty contract that Blue Capital Re ILS issues is required to be fully-collateralized by cash and cash equivalents. This collateral is not available to Blue Capital Re ILS for any other purpose until the expiration of the applicable industry loss warranty contract (or, in the event of a covered loss, the resolution of such loss under the contract).

### **Contractual Obligations and Commitments**

As of September 30, 2016, we had no outstanding borrowings under the Credit Agreements. See Note 5 of the Notes to the Unaudited Consolidated Financial Statements.

The Company and its operating subsidiaries have entered into the Investment Management Agreement, the Underwriting and Insurance Management Agreement and the Administrative Services Agreement with the Manager and the 2016 Credit Facility with the Lender.

*Investment Management Agreement.* Pursuant to the Investment Management Agreement, we are obligated to pay the Manager a management fee (the "Management Fee") equal to 1.5% of our average total shareholders' equity (as defined in the Investment Management Agreement) per annum, calculated and payable in arrears in cash each quarter (or part thereof) that the Investment Management Agreement is in effect.

As of September 30, 2016, our total shareholders' equity was \$179.2 million. Assuming that our average total shareholders' equity remains at this level in future periods, we would expect to pay the Manager a Management Fee of approximately \$2.7 million per year pursuant to this agreement.

*Underwriting and Insurance Management Agreement.* Pursuant to the Underwriting and Insurance Management Agreement, we are obligated to pay the Manager a performance fee (the "Performance Fee") which is equal to 20% of our pre-tax, pre-Performance Fee income over a hurdle amount (as defined in the Underwriting and Insurance Management Agreement) and payable in arrears in cash each quarter (or part thereof) that such agreement is in effect.

Since the Underwriting and Insurance Management Agreement is dependent on our future performance, we are unable to determine the amount of Performance Fees we would expect to pay the Manager in future periods pursuant to this agreement. During the first nine months of 2016, we incurred \$0.4 million in Performance Fees pursuant to this agreement.

*Administrative Services Agreement.* Pursuant to the Administrative Services Agreement, we are obligated to reimburse the Manager for various fees, expenses and other costs in connection with the services provided under the terms of this agreement, including the services of our CFO, modeling software licenses and finance, legal and administrative support.

We currently expect to pay the Manager approximately \$0.6 million per year in future periods pursuant to this agreement.

*Credit Facility Agreement.* The 2016 Credit Facility provides the Company with an unsecured \$20.0 million revolving credit facility for working capital and general corporate purposes and expires on September 30, 2018.

Borrowings under the 2016 Credit Facility will bear interest, set at the time of the borrowing, at a rate equal to the LIBOR rate plus 150 basis points. Upon consummation of the 2016 Credit Facility, a one-time fee of \$20,000 was due to the Lender in connection with the set-up of the facility.

*Certain Termination Provisions Associated with the Foregoing Agreements.* We may not terminate the Investment Management Agreement, the Underwriting and Insurance Management Agreement or the Administrative Services Agreement for five years after the completion of the IPO, whether or not the Manager's performance results are satisfactory. Upon any termination or non-renewal of either of the Investment Management Agreement or the Underwriting and Insurance Management Agreement (other than for a material breach by, or the insolvency of, the Manager), we must pay a one-time termination fee to the Manager equal to 5% of our GAAP shareholders' equity, calculated as of the most recently completed quarter prior to the date of termination. In addition, if the Investment Management Agreement, the Underwriting and Insurance Management Agreement, or the Administrative Services Agreement is terminated for any reason, the Lender may terminate the 2016 Credit Facility and we would be required to repay any outstanding amounts under the 2016 Credit Facility.

As of September 30, 2016, if we were to terminate either the Investment Management Agreement or the Underwriting and Insurance Management Agreement, we would be required to pay the Manager a one-time termination fee of approximately \$9.0 million.

[Table of Contents](#)

Neither the Company nor its operating subsidiaries had any commitments for operating leases or capital expenditures at September 30, 2016 and neither the Company nor its operating subsidiaries expect any material expenditures of this type during the next 12 months or for the foreseeable future.

**Off-Balance Sheet Arrangements**

As of September 30, 2016, we were not subject to any off-balance sheet arrangements that we believe are material to our investors.

**Cash Flows**

(\$ in millions)	Nine Months Ended September 30,	
	2016	2015
Net cash provided by operating activities	\$ 30.8	\$ 4.4
Net cash used in financing activities	(29.1)	(10.1)
Net increase (decrease) in cash and cash equivalents	1.7	(5.7)
Cash and cash equivalents, beginning of period	6.1	11.5
Cash and cash equivalents, end of period	\$ 7.8	\$ 5.8

We experienced a net increase of \$1.7 million and a net decrease of \$5.7 million in our cash and cash equivalents during the nine month periods ended September 30, 2016 and 2015, respectively.

During the nine months ended September 30, 2016, our premium collections, net releases of cash and cash equivalents from trusts established by Blue Water Re and cash inflows from other operating activities exceeded our payments of general and administrative expenses by \$30.8 million. We also paid \$16.1 million in dividends to holders of Common Shares and RSUs and repaid \$13.0 million under the Credit Agreement during the period.

During the nine months ended September 30, 2015, our premium collections and cash inflows from other operating activities exceeded our transfers of cash and cash equivalents into trusts established by Blue Water Re and payments of general and administrative expenses by \$4.4 million. We also paid \$11.1 million in dividends to holders of Common Shares and RSUs and borrowed an incremental \$1.0 million under the 2014 Credit Agreement during the period.

**Summary of Critical Accounting Policies and Estimates**

Our Unaudited Consolidated Financial Statements have been prepared in accordance with GAAP. The preparation of our financial statements requires us to make estimates and assumptions that affect the reported and disclosed amounts of our assets and liabilities as of the balance sheet dates and the reported amounts of our revenues and expenses during the reporting periods. We believe the items that require the most subjective and complex estimates are: (i) our loss and LAE reserves; and (ii) our written and earned reinsurance premiums. In addition, we qualify as an "emerging growth company" under the Jumpstart Our Business Startups Act of 2012 (the "JOBS Act"), which significantly affects certain of our reporting requirements.

Our accounting policies for these items are of critical importance to our Unaudited Consolidated Financial Statements.

*Loss and LAE Reserves*

As of September 30, 2016 our best estimate for gross and net unpaid loss and LAE reserves was \$10.3 million, with IBNR representing approximately 31% of such reserves.

Our reserving methodology does not lend itself well to a statistical calculation of a range of estimates surrounding the best point estimate of our loss and loss adjustment expense reserves. Due to the low frequency and high severity nature of claims within much of our business, our reserving methodology principally involves arriving at a specific point estimate for the ultimate expected loss on a contract by contract basis, and our aggregate loss reserves are the sum of the individual loss reserves established.

Further information regarding our loss and LAE reserve estimates is included in the section entitled "Summary of Critical Accounting Policies and Estimates" in Item 7 "Management's Discussion and Analysis of Financial Condition and Results of Operations" included in the 2015 Form 10-K, as filed with the SEC.

[Table of Contents](#)

*Written and Earned Reinsurance Premiums*

During the nine month periods ended September 30, 2016 and 2015, we wrote \$34.5 million and \$33.6 million in reinsurance premiums, respectively, and earned reinsurance premiums of \$32.1 million and \$29.0 million, respectively.

For reinsurance contracts which incorporate minimum premium amounts, we typically write the entire ultimate premium at inception, and earn the associated premium after the premium is written over the term of the contract. For reinsurance contracts which do not incorporate minimum premium amounts, we typically write the premium over the term of the contract, and earn the associated premium in the same periods that the premium is written.

Subsequent adjustments of written premium, based on reports of actual premium by the ceding companies, or revisions in estimates of ultimate premium, are recorded in the period in which they are determined. Such adjustments are generally determined after the associated risk periods have expired, in which case the premium adjustments are fully written when earned.

Detailed information regarding our written and earned reinsurance premiums is included in the section entitled "*Summary of Critical Accounting Policies and Estimates*" in Item 7 "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" included in the 2015 Form 10-K, as filed with the SEC.

*JOBS Act*

The JOBS Act contains provisions that, among other things, reduce certain reporting requirements for an emerging growth company. As an emerging growth company, we are electing not to take advantage of the extended transition period afforded by the JOBS Act for the implementation of new or revised accounting standards, and as a result, we will comply with new or revised accounting standards on the relevant dates on which adoption of such standards is required for non-emerging growth companies. Section 107 of the JOBS Act provides that our decision not to take advantage of the extended transition period is irrevocable.

We have also determined that, as an emerging growth company, we will not: (i) provide an auditor's attestation report on our system of internal controls over financial reporting pursuant to Section 404(b); (ii) provide all of the compensation disclosure that may be required of non-emerging growth public companies under the Dodd-Frank Wall Street Reform and Consumer Protection Act; (iii) comply with any requirement that may be adopted by the Public Company Accounting Oversight Board regarding mandatory audit firm rotation or a supplement to the auditor's report providing additional information about the audit and the financial statements; or (iv) disclose certain executive compensation-related items such as the correlation between executive compensation and performance and comparisons of our CEO's compensation to median employee compensation.

We will continue to be an emerging growth company until the earliest of: (i) the last day of the fiscal year during which we had total annual gross revenues of at least \$1.0 billion (as indexed for inflation); (ii) the last day of the fiscal year following the fifth anniversary of the date of the IPO; (iii) the date on which we have, during the previous three-year period, issued more than \$1.0 billion in non-convertible debt; and (iv) the date on which we are deemed to be a "large accelerated filer," as defined under the Exchange Act.

Since we have elected not to take advantage of the extended transition period afforded by the JOBS Act for the implementation of new or revised accounting standards, our Unaudited Consolidated Financial Statements may not be comparable to those emerging growth companies that have chosen to take advantage of the extended transition period afforded by the JOBS Act.

**Item 3. *Quantitative and Qualitative Disclosures about Market Risk.***

Refer to the 2015 Form 10-K, as filed with the SEC, and in particular Item 7A - "*Quantitative and Qualitative Disclosures about Market Risk.*" As of September 30, 2016, there were no material changes to our market risks as described in the 2015 Form 10-K, as filed with the SEC.

**Item 4. Controls and Procedures.**

**Evaluation of Disclosure Controls and Procedures**

a) Disclosure Controls and Procedures. The Company's management, with the participation of the Company's CEO and CFO, has evaluated the effectiveness of the Company's disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act")) as of the end of the period covered by this report. Based on such evaluation, the Company's CEO and CFO have concluded that, as of the end of such period, the Company's disclosure controls and procedures are effective in recording, processing, summarizing and reporting, on a timely basis, information required to be disclosed by the Company in the reports that it files or submits under the Exchange Act.

(b) Internal Control Over Financial Reporting. There have not been any changes in the Company's internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during the Company's third fiscal quarter that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

**PART II - OTHER INFORMATION**

**Item 1. Legal Proceedings.**

We may be party to various legal proceedings generally arising in the ordinary course of our business. Pursuant to our reinsurance agreements, disputes are generally required to be finally settled by arbitration. Currently, there is no litigation pending or, to the knowledge of management, contemplated against us or any of our officers or directors in their capacity as such.

**Item 1A. Risk Factors.**

*Before investing in any of our securities, you should carefully consider the risk factors and all other information set forth in our 2015 Form 10-K and our Quarterly Report on Form 10-Q for the quarter ended June 30, 2016, as supplemented by the following risk factor and other information in this Form 10-Q. These risks could materially affect our business, results of operations or financial condition and cause the trading price of our securities to decline. **You could lose all or part of your investment.** The heading used in this section is solely to aid the reader as to a general category of risk related to investing in the Company. The risk factor listed may apply to more than one category or to the Company generally. Accordingly, the heading used in this section should not be construed as limiting in any manner the general applicability of the risk factor included in this section.*

***The Proposed Merger between Sampo Holdings, Inc. and Endurance could disrupt our business.***

Endurance announced on October 5, 2016 that it has entered into a definitive merger agreement (the "Proposed Merger") pursuant to which it will be acquired by Sampo Holdings, Inc., subject to the satisfaction of certain conditions.

We rely on affiliates of Endurance to provide us with accounting, secretarial, internal audit, administrative and other services that are integral to our day-to-day operations. In addition, our CEO and our CFO are employees of affiliates of Endurance and their services are provided to us through an administrative services agreement with the Manager.

Our relationship with Endurance and its affiliates, may be impacted by the Proposed Merger and any changes in our relationship with Endurance as a result of the Proposed Merger could significantly impact our business.

**Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.**

- (a) None.
- (b) None.
- (c) None.

**Item 3. Defaults upon Senior Securities.**

None.

**Item 4. Mine Safety Disclosures.**

Not applicable.

**Item 5. Other Information.**

- (a) None.
- (b) None.

[Table of Contents](#)

**Item 6. Exhibits.**

The exhibits followed by an asterisk (\*) indicate exhibits physically filed with this Quarterly Report on Form 10-Q. All other exhibit numbers indicate exhibits filed by incorporation by reference or otherwise.

<b>Exhibit Number</b>	<b>Description of Document</b>
11	Statement Re: Computation of Per Share Earnings (included as Note 4 of the Notes to the Unaudited Consolidated Financial Statements).
31.1	Certification of Adam Szakmary, CEO of Blue Capital Reinsurance Holdings Ltd., pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as amended. (*)
31.2	Certification of Greg A. Garside, CFO of Blue Capital Reinsurance Holdings Ltd., pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as amended. (*)
32	Certifications of Adam Szakmary and Greg A. Garside, CEO and CFO, respectively, of Blue Capital Reinsurance Holdings Ltd., pursuant to 18 U.S.C. Section 1350. (*)
101	The following materials from the Company's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2016, formatted in XBRL (eXtensible Business Reporting Language): (i) the Consolidated Balance Sheets as at September 30, 2016 (unaudited) and December 31, 2015; (ii) the Unaudited Consolidated Statements of Income and Comprehensive Income; (iii) the Unaudited Consolidated Statements of Changes in Shareholders' Equity; (iv) the Unaudited Consolidated Statements of Cash Flows; and (v) the Notes to the Unaudited Consolidated Financial Statements. (*)

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

BLUE CAPITAL REINSURANCE HOLDINGS LTD.

By: /s/ GREG A. GARSIDE

Name: Greg A. Garside  
Title: Chief Financial Officer  
(Principal Financial Officer)

November 4, 2016

**CERTIFICATION PURSUANT TO RULES 13a-14(a) OR 15d-14(a)  
OF THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED**

I, Adam Szakmary, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Blue Capital Reinsurance Holdings Ltd.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Registrant as of, and for, the periods presented in this report;
4. The Registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the Registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Evaluated the effectiveness of the Registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures as of the end of the period covered by this report based on such evaluation; and
  - (c) Disclosed in this report any change in the Registrant's internal control over financial reporting that occurred during the Registrant's most recent fiscal quarter (the Registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Registrant's internal control over financial reporting; and
5. The Registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Registrant's auditors and the audit committee of the Registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the Registrant's internal control over financial reporting.

Date: November 4, 2016

By: /s/ ADAM SZAKMARY

Name: Adam Szakmary  
Title: Chief Executive Officer  
(Principal Executive Officer)

**CERTIFICATION PURSUANT TO RULES 13a-14(a) OR 15d-14(a)  
OF THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED**

I, Greg A. Garside, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Blue Capital Reinsurance Holdings Ltd.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Registrant as of, and for, the periods presented in this report;
4. The Registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the Registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Evaluated the effectiveness of the Registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures as of the end of the period covered by this report based on such evaluation; and
  - (c) Disclosed in this report any change in the Registrant's internal control over financial reporting that occurred during the Registrant's most recent fiscal quarter (the Registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Registrant's internal control over financial reporting; and
5. The Registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Registrant's auditors and the audit committee of the Registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the Registrant's internal control over financial reporting.

Date: November 4, 2016

By: /s/ GREG A. GARSIDE

Name: Greg A. Garside  
Title: Chief Financial Officer  
(Principal Financial Officer)

**CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350**

In connection with the Quarterly Report of Blue Capital Reinsurance Holdings Ltd. (the "Company") on Form 10-Q for the period ended September 30, 2016, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), we, Adam Szakmary and Greg A. Garside, Chief Executive Officer and Chief Financial Officer, respectively, of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that to our knowledge:

- (a) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and,
- (b) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: November 4, 2016

BY: /s/ ADAM SZAKMARY

Name: Adam Szakmary  
Title: Chief Executive Officer  
(Principal Executive Officer)

Date: November 4, 2016

BY: /s/ GREG A. GARSIDE

Name: Greg A. Garside  
Title: Chief Financial Officer  
(Principal Financial Officer)

