Blue Capital Reinsurance Holdings Ltd.
Form 10-Q
August 08, 2014
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 10-Q

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

For the quarterly period ended June 30, 2014

OR

o 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	**98-1120002**
(State or Other Jurisdiction of	(I.R.S. Employer
Incorporation or Organization)	Identification No.)

94 Pitts Bay Road

Pembroke HM 08

Bermuda

(Address of Principal Executive Offices)

(441) 296-5004

(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 x No o

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 x No o

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 o	Accelerated filer o
Non-accelerated filer x	Smaller reporting company o

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

As of August 1, 2014, the registrant had 8,750,000 common shares outstanding, with a par value of $1.00 per share (Common Shares).

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PART I - FINANCIAL INFORMATION

Item 1. ***Financial Statements.***

BLUE CAPITAL REINSURANCE HOLDINGS LTD.

CONSOLIDATED BALANCE SHEETS

Unaudited

(In millions of U.S. dollars, except per share amounts)		**June 30, 2014**		**December 31, 2013**
Assets				
Cash and cash equivalents	**$**	**25.2**	$	173.8
Reinsurance premiums receivable		**11.1**		
Deferred reinsurance acquisition costs		**0.9**		
Funds held by ceding companies		**163.9**		
Other assets		**0.8**		1.7
Total Assets	**$**	**201.9**	$	175.5
Liabilities				
Loss and loss adjustment expense reserves	**$**	**7.9**	$	
Unearned reinsurance premiums		**11.2**		
Accounts payable and accrued expenses (See Note 10)		**5.5**		0.7
Other liabilities		**2.0**		1.5
Total Liabilities		**26.6**		2.2
Commitments and Contingent Liabilities (See Note 11)				
Shareholders Equity				
Common Shares, at par value - **8,750,000** shares issued and outstanding		**8.8**		8.8
Additional paid-in capital		**165.2**		165.2
Retained earnings (deficit)		**1.3**		(0.7)
Total Shareholders Equity		**175.3**		173.3
Total Liabilities and Shareholders Equity	**$**	**201.9**	$	175.5

See Notes to Consolidated Financial Statements, including Note 10 which describes certain related party transactions.

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BLUE CAPITAL REINSURANCE HOLDINGS LTD.

CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME

Unaudited

	Three Month Periods Ended June 30,		Six Month Periods Ended June 30,	
(In millions of U.S. dollars, except per share amounts)	**2014**	**2013**	**2014**	**2013**
Revenues				
Reinsurance premiums written	**$ 10.7**	$	**$ 32.5**	$
Change in net unearned reinsurance premiums	**0.4**		**(11.2)**	
Net reinsurance premiums earned	**11.1**		**21.3**	
Net income from derivative instruments	**0.1**		**0.2**	
Total revenues	**11.2**		**21.5**	
Expenses				
Underwriting expenses:				
Loss and loss adjustment expenses	**7.3**		**8.2**	
Reinsurance acquisition costs	**1.5**		**3.7**	
General and administrative expenses	**1.1**		**2.2**	
Non-underwriting expenses:				
Interest and financing expenses	**0.1**		**0.1**	
Total expenses	**10.0**		**14.2**	
Net income and comprehensive income	**$ 1.2**	$	**$ 7.3**	$
Per share data:				
Basic and diluted earnings per Common Share	**$ 0.13**	$	**$ 0.83**	$
Dividends declared per Common Share	**0.30**		**0.60**	

See Notes to Consolidated Financial Statements, including Note 1 for information concerning the 2013 periods presented and Note 10 which describes certain related party transactions.

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BLUE CAPITAL REINSURANCE HOLDINGS LTD.

CONSOLIDATED STATEMENTS OF SHAREHOLDERS EQUITY

Six Month Periods Ended June 30, 2014 and 2013

Unaudited

(In millions of U.S. dollars)	**Total shareholders equity**	**Common Shares, at par value**	**Additional paid-in capital**	**Retained earnings (deficit)**
Opening balances at January 1, 2014	$ 173.3	$ 8.8	$ 165.2	$ (0.7)
Net income	7.3			7.3
Dividends declared on Common Shares	(5.3)			(5.3)
Ending balances at June 30, 2014	**$ 175.3**	**$ 8.8**	**$ 165.2**	**$ 1.3**

(In millions of U.S. dollars)	**Total shareholders equity**	**Common Shares, at par value**	**Additional paid-in capital**	**Retained earnings**
Opening balances at January 1, 2013	$	$	$	$
Issuance of Common Shares				
Ending balances at June 30, 2013	$	$	$	$

See Notes to Consolidated Financial Statements, including Note 1 for information concerning the 2013 periods presented and Note 10 which describes certain related party transactions.

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BLUE CAPITAL REINSURANCE HOLDINGS LTD.

CONSOLIDATED STATEMENTS OF CASH FLOWS

Unaudited

(In millions of U.S. dollars)	Six Month Periods Ended June 30, 2014	2013
Cash flows from operations:		
Net income	$ 7.3	$
Net change in:		
Loss and loss adjustment expense reserves	7.9	
Unearned reinsurance premiums	11.2	
Deferred reinsurance acquisition costs	(0.9)	
Reinsurance premiums receivable	(11.1)	
Funds held by ceding companies	(163.9)	
Accounts payable and accrued expenses	2.1	
Other assets	0.9	
Other liabilities	0.5	
Net cash and cash equivalents used for operations	(146.0)	
Net cash and cash equivalents from investing activities		
Cash flows from financing activities:		
Dividends paid to common shareholders	(2.6)	
Net cash and cash equivalents used for financing activities	(2.6)	
Net decrease in cash and cash equivalents during the period	(148.6)	
Cash and cash equivalents - beginning of period	173.8	
Cash and cash equivalents - end of period	$ 25.2	$

See Notes to Consolidated Financial Statements, including Note 1 for information concerning the 2013 periods presented and Note 10 which describes certain related party transactions.

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BLUE CAPITAL REINSURANCE HOLDINGS LTD.

Notes to Consolidated Financial Statements

(in millions of United States U.S. dollars, except share and per

share amounts or as otherwise indicated)

Unaudited

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

Basis of Presentation

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, commenced its operations on November 12, 2013, and does not have any material operating history. The Company s headquarters and principal executive offices are located at 94 Pitts Bay Road, Pembroke, Bermuda HM 08.

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. These interim consolidated financial statements should be read in conjunction with the audited consolidated financial statements contained in the Company s Annual Report on Form 10-K for the year ended December 31, 2013 (the 2013 Form 10-K), as filed with the Securities and Exchange Commission (the SEC). In the opinion of management, these interim consolidated financial statements include all normally recurring adjustments considered necessary to fairly present the Company s financial position, results of operations and cash flows. All significant intercompany accounts and transactions have been eliminated in consolidation. These interim consolidated financial statements may not be indicative of financial results for the full year. The December 31, 2013 condensed balance sheet data was derived from audited consolidated financial statements, but does not include all disclosures required by GAAP.

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 consolidated financial statements include, but are not limited to, loss and loss adjustment expense (LAE) reserves and written and earned reinsurance premiums.

For the period from June 24, 2013 through June 30, 2013, the Company had no operating revenues or expenses and the Company s sole shareholder at that time, Montpelier Re Holdings Ltd. (Montpelier), incurred all of the fees and expenses related to the Company s formation, which totaled less than $0.1 million. The Company was not required to reimburse Montpelier for any such fees and expenses related to its formation. In addition, on June 24, 2013, Montpelier provided the Company with its initial capital contribution, which also totaled less than $0.1 million.

Overview

On November 5, 2013, the Company s registration statement on Form S-1 was declared effective, pursuant to which it sold 6,250,000 Common Shares to the public at a price of $20.00 per share (the IPO). Concurrent with the IPO, the Company completed a private placement with Montpelier Reinsurance Ltd. (Montpelier Re), a wholly-owned subsidiary of Montpelier, pursuant to which it sold an additional 2,500,000 Common Shares at a price of $20.00 per share (the Private Placement). The Company s total gross proceeds from the IPO and the Private Placement were $175.0 million, and its total net proceeds (expressed after its net expenses associated with the IPO) were $174.0 million. The Company s Common Shares began trading on the New York Stock Exchange on November 6, 2013 under the symbol BCRH and were subsequently listed on the Bermuda Stock Exchange under the symbol BCRH.BH.

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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 offers 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 purchasing catastrophe bonds, in support of Blue Capital Re s operations.

The Company s business strategy is to build a diversified portfolio of reinsurance risks that will generate underwriting profits, which it intends to principally distribute through the payment of dividends, with returns commensurate with the amount of risk assumed. The Company seeks to provide its shareholders with the opportunity to own an alternative asset class whose returns are believed to 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 currently intends to distribute a minimum of 90% of its Distributable Income in the form of cash dividends to its holders of Common Shares. Distributable Income, a non-GAAP measure, means the Company s net income excluding any non-cash compensation expense, unrealized gains and losses and other non-cash items recorded in its net income for the period. Subject to the discretion of the Board, the Company intends to make regular quarterly dividend payments for each of the first three quarters of each year, followed by a fourth special dividend after the end of the year to meet its dividend payout target for each calendar year.

Through each of the following roles and relationships, the Company leverages Montpelier s reinsurance underwriting expertise and infrastructure to conduct its business: (i) Blue Capital Management Ltd. (the Investment Manager) and Blue Capital Insurance Managers Ltd. (the Reinsurance Manager), each wholly-owned subsidiaries of Montpelier (collectively referred to herein as the Managers), manage Blue Capital Re s and Blue Capital Re ILS s reinsurance underwriting decisions; (ii) Blue Water Re Ltd. (Blue Water Re), Montpelier s wholly-owned special purpose insurance vehicle, is a significant source of reinsurance business for Blue Capital Re; and (iii) certain officers of Montpelier also serve as the Company s Chief Executive Officer, the Company s interim Chief Financial Officer, and as two of the Company s five directors, including the role of Chairman. See Note 10.

The Company qualifies as an emerging growth company as defined in Section 2(a)(19) of the Securities Act of 1933, as amended, as modified by the Jumpstart Our Business Startups Act of 2012 (the JOBS Act). As a result, the Company is eligible to take advantage of certain exemptions from various reporting requirements applicable to other public companies that are not emerging growth companies. The Company intends to continue to take advantage of some, but not all, of the exemptions available to emerging growth companies until such time that it is no longer an emerging growth company. The Company has, however, irrevocably elected not to take advantage of the extended transition period afforded by the JOBS Act for the implementation of new or revised accounting standards. As a result, the Company 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.

Cash and Cash Equivalents

Blue Capital s cash and cash equivalents of $25.2 million and $173.8 million at June 30, 2014 and December 31, 2013, respectively, consist of cash and fixed income investments with maturities of less than three months, as measured from the date of purchase. For all periods presented, the amortized cost of each of Blue Capital s cash equivalents approximated their fair value.

Net investment income is recorded net of investment management, custody and other investment-related expenses. During the three and six month periods ended June 30, 2014, the amount of net investment income that Blue Capital earned on its cash and cash equivalents totaled less than $0.1 million.

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.

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As of June 30, 2014, Blue Capital had pledged $20.6 million of cash and cash equivalents to trust accounts established for the benefit of Blue Water Re (in support of the BW Retrocessional Agreement - see Note 10) and third parties. These funds are presented on the Company s Consolidated Balance Sheets as cash and cash equivalents.

As of June 30, 2014, Blue Capital had transferred $163.9 million of cash and cash equivalents to a trust account established by Blue Water Re for its benefit (in support of the BW Retrocessional Agreement - see Note 10). These funds are presented on the Company s Consolidated Balance Sheets as funds held by ceding companies.

As of December 31, 2013, Blue Capital was not required to establish any trust accounts for the benefit of Blue Water Re or third-parties.

Reinsurance Premiums and Acquisition Costs

Blue Capital Re writes reinsurance contracts on both an excess-of-loss and a pro-rata basis. For excess-of-loss contracts, written premiums are typically based on the deposit or minimum premium specified in the reinsurance contract. For pro-rata contracts, written premiums are recognized based on estimates of ultimate premiums provided by either the ceding companies or the Managers.

All of Blue Capital Re s reinsurance contracts are currently being written on a losses-occurring basis, which means that all claims occurring during the period of the contract are covered, regardless of the inception dates of the underlying policies. Any claims occurring after the expiration of a losses-occurring contract are not covered.

For reinsurance contracts which incorporate minimum premium amounts, Blue Capital Re typically writes the entire ultimate premium at inception, and earns the associated premium after the premium is written over the term of the contract. For reinsurance contracts which do not incorporate minimum premium amounts, Blue Capital Re typically writes the premium over the term of the contract, and earns 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.

Unearned reinsurance premiums represent the portion of premiums written that are applicable to future reinsurance coverage provided by in-force contracts.

Reinsurance premiums receivable are recorded at amounts due less any provision for doubtful accounts. As of June 30, 2014 and December 31, 2013, Blue Capital Re did not require a provision for doubtful accounts.

When a reinsurance contract provides for a reinstatement of coverage following a covered loss, the associated reinstatement premiums are recorded as both written and earned when Blue Capital Re determines that such a loss event has occurred.

Deferred reinsurance acquisition costs are comprised of commissions, brokerage costs, premium taxes and excise taxes, each of which relates directly to the writing of reinsurance contracts. Deferred acquisition costs are typically amortized over the underlying risk period of the related contracts. However, if the sum of a contract s expected losses and LAE and deferred acquisition costs exceeds related unearned premiums and any projected investment income, a premium deficiency is determined to exist. In this event, deferred acquisition costs are immediately expensed to the extent necessary to eliminate the premium deficiency. If the premium deficiency exceeds deferred acquisition costs then a liability is accrued for the excess deficiency. There were no premium deficiency adjustments recognized during the three or six month periods ended June 30, 2014.

Deferred reinsurance acquisition costs also include incurred profit commissions.

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Ceded Reinsurance

In the normal course of business, Blue Capital Re may purchase reinsurance in order to manage its exposures. The amount of reinsurance that Blue Capital Re may buy will vary from year to year depending on its risk appetite, as well as the availability and cost of the reinsurance coverage. Ceded reinsurance premiums will be accounted for on a basis consistent with those used in accounting for the underlying reinsurance premiums assumed and will be reported as a reduction of net reinsurance premiums written and earned.

Under Blue Capital Re s reinsurance security policy, reinsurers are typically required to be rated A- (Excellent) or better by A.M. Best (or an equivalent rating with another recognized rating agency) at the time the policy is written. Blue Capital Re also considers reinsurers that are not rated or do not fall within this threshold on a case-by-case basis, if adequately collateralized.

As of June 30, 2014 and December 31, 2013, Blue Capital Re had not purchased any reinsurance.

Fair Value Hierarchy

GAAP establishes a hierarchy that prioritizes the inputs to valuation techniques used to measure the fair value of certain assets and liabilities into the three broad levels described below. The level in the hierarchy within which a given fair value measurement falls is determined based on the lowest level input that is significant to the measurement. Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the reporting entity has the ability to access at the measurement date, Level 2 inputs are inputs other than quoted prices that are observable for the asset or liability, either directly or indirectly, and Level 3 inputs are unobservable inputs (i.e., on the basis of pricing models with significant unobservable inputs or non-binding broker quotes) for the asset or liability.

Recent Accounting Pronouncements

There have been no recent accounting pronouncements that are expected to have a material impact on the presentation of either the Company s Consolidated Statements of Operations and Comprehensive Income or its Consolidated Balance Sheets.

NOTE 2. Loss and LAE Reserve Movements

The following table summarizes Blue Capital Re s loss and LAE reserve movements for the three and six month periods ended June 30, 2014 and 2013:

	Three Month Periods Ended June 30, 2014	2013	Six Month Periods Ended June 30, 2014	2013
Gross unpaid loss and LAE reserves - beginning	**$ 0.9**	**$**	**$**	**$**
Reinsurance recoverable on unpaid losses - beginning				
Net unpaid loss and LAE reserves - beginning	**0.9**			
Losses and LAE incurred	**7.3**		**8.2**	
Losses and LAE paid and approved for payment	**(0.3)**		**(0.3)**	
Movement in net unpaid loss and LAE reserves	**7.0**		**7.9**	
Net unpaid loss and LAE reserves - ending	**7.9**		**7.9**	
Reinsurance recoverable on unpaid losses - ending				
Gross unpaid loss and LAE reserves - ending	**$ 7.9**	$	**$ 7.9**	$

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Loss and LAE reserves are comprised of case reserves (which are based on claims that have been reported) and IBNR reserves (which are based on losses that are believed to have occurred but for which claims have not yet been reported and may include a provision for expected future development on existing case reserves). Case reserves are set on the basis of loss reports received from third parties. IBNR reserves are estimated by management using various actuarial methods as well as a combination of the Manager s own loss experience, historical industry loss experience and management and the Manager s professional judgment.

The uncertainties inherent in the reserving process, potential delays by cedants and brokers in the reporting of loss information, together with the potential for unforeseen adverse developments, may result in loss and LAE reserves ultimately being significantly greater or less than the reserve provided at the end of any given reporting period. The degree of uncertainty is further increased when a significant loss event takes place near the end of a reporting period. Loss and LAE reserve estimates are regularly reviewed and updated as new information becomes known. Any resulting adjustments are reflected in income in the period in which they become known.

Blue Capital Re s reserving process is highly dependent on loss information received from its cedants and the Managers.

During the three and six month periods ended June 30, 2014, Blue Capital Re established $7.3 million and $8.2 million of loss and LAE reserves, respectively, for estimated losses incurred during such periods. As of December 31, 2013, Blue Capital Re had not yet established any loss and LAE reserves.

NOTE 3. Derivative Instruments

Inward ILW Swap

In December 2013 Blue Capital Re ILS entered into an ILW swap (the 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 of $1.5 million, Blue Capital Re ILS is required to make a floating-rate payment in the event of certain losses incurred from specified natural catastrophes in the U.S., Europe, Japan, Australia and New Zealand from November 2013 to December 2014. Blue Capital Re ILS s maximum payment obligation under the Inward ILW Swap is $10.0 million. Through June 30, 2014, Blue Capital Re ILS was not aware of any industry loss event occurring that would have triggered a payment obligation under the Inward ILW Swap.

The Inward ILW Swap is valued on the basis of models developed by the Managers, which represent unobservable (Level 3) inputs. See Note 1. As of June 30, 2014 and December 31, 2013, the fair value of the Inward ILW Swap was $1.3 million and $1.5 million, respectively, and was recorded as an other liability on the Company s Consolidated Balance Sheets.

Outward ILW Swap

In June 2014 Blue Capital Re ILS entered into an ILW swap (the Outward ILW Swap) with a third-party in order to purchase protection against U.S. wind exposures from June 2014 to December 2014. In return for a fixed payment of $0.7 million, Blue Capital Re ILS is 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 Outward ILW Swap is $3.7 million. Through June 30, 2014, Blue Capital Re ILS was not aware of any industry loss event occurring that would have triggered a recovery under the Outward ILW Swap.

The Outward ILW Swap is valued on the basis of models developed by the Managers, which represent unobservable (Level 3) inputs. See Note 1. As of June 30, 2014, the fair value of the Outward ILW Swap was $0.7 million, which was recorded as an other asset on the Company s Consolidated Balance Sheets.

During the three and six month periods ended June 30, 2014, Blue Capital Re ILS recognized net income from derivative instruments of $0.1 million and $0.2 million, respectively, pursuant to the Inward and Outward ILW Swaps.

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NOTE 4. Shareholders Equity

Common Shares

The Company s share capital consists of Common Shares with a $1.00 par value per share. Holders of Common Shares are entitled to one vote for each share held, subject to any voting limitations imposed by the Company s Bye-Laws. As of June 30, 2014 and December 31, 2013, the Company had 8,750,000 Common Shares outstanding.

Common Share Dividends

The Company declared cash dividends per Common Share of $0.30 and $0.60 during the three and six month periods ended June 30, 2014, respectively. The total amount of dividends paid to holders of Common Shares during the six month period ended June 30, 2014 was $2.6 million. As of June 30, 2014, the Company had $2.7 million of dividends payable to holders of Common Shares, which is included within accounts payable and accrued expenses on its Consolidated Balance Sheet at June 30, 2014.

There are restrictions on the payment of dividends to the Company from Blue Capital Re. See Note 9. Any future determination to pay dividends to holders of Common Shares 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.

Common Share Repurchase Authorization

As of June 30, 2014, the Company had no Common Share repurchase authorization as part of publicly announced plans or programs.

NOTE 5. 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 Restricted Share Units (RSUs) are considered to be participating securities. See Note 7. 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 loss per Common Share numerators in the event of a loss per Common Share.

The following table outlines the Company s computation of its basic and diluted earnings per Common Share for the three and six month periods ended June 30, 2014 and 2013:

	Three Month Periods Ended June 30, 2014	Three Month Periods Ended June 30, 2013	Six Month Periods Ended June 30, 2014	Six Month Periods Ended June 30, 2013
Net income	**$ 1.2**	$	**$ 7.3**	$
Less: net earnings allocated to participating securities (1)				
Earnings per Common Share numerator	**$ 1.2**	$	**$ 7.3**	$
Average Common Shares outstanding (in thousands of shares)	**8,750**	1	**8,750**	1
Basic and diluted earnings per Common Share	**$ 0.13**	$	**$ 0.83**	$

(1) For the three and six month periods ended June 30, 2014, the net earnings allocated to participating securities totaled less than $0.1 million.

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NOTE 6. Credit Facility

On May 2, 2014, the Company entered into a 364-day unsecured credit agreement (the Credit Agreement) which permits it to borrow up to $20.0 million on a revolving basis for working capital and general corporate purposes. Montpelier serves as a guarantor for the Credit Agreement and is entitled to receive an annual guarantee fee from the Company equal to 0.125% of the total capacity of the Credit Facility. See Note 10.

The Credit Agreement contains covenants that limits the Company s and, to a lesser extent, Montpelier s ability, among other things, to grant liens on its assets, sell assets, merge or consolidate, incur debt and enter into certain transactions with affiliates. If the Company or Montpelier were to fail to comply with any of these covenants, the issuer of the Credit Agreement could revoke the facility and exercise remedies against the Company or Montpelier.

As of June 30, 2014, the Company and Montpelier were in compliance with each of the covenants associated with the Credit Agreement.

The Company incurred $0.1 million in non-recurring fees in establishing the Credit Facility and is subject to an ongoing annual commitment and administrative fee of 0.375% of the total capacity of the Credit Facility. As of June 30, 2014, there were no borrowings made under the Credit Agreement.

NOTE 7. Share-Based Compensation

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.

The Company s 2013 Long-Term Incentive Plan (the 2013 LTIP), which was adopted by the Board on September 27, 2013, permits the issuance of up to one percent of the aggregate Common Shares outstanding (at the time of grant) 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.

In June 2014, the Company awarded a total of 7,000 RSUs to its directors. The RSUs awarded 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 awarded was $0.1 million. In determining the grant date fair value associated with the RSUs awarded, the Company assumed a forfeiture rate of zero. This forfeiture assumption may be adjusted, if necessary, based on future experience.

During the three and six month periods ended June 30, 2014, the Company recognized less than $0.1 million of RSU expense. The Company expects to incur future RSU expense associated with its currently outstanding RSUs of less than $0.1 million during each of 2014, 2015, 2016 and 2017.

As of December 31, 2013, there were no incentive awards outstanding under the 2013 LTIP.

NOTE 8. Income Taxes

The Company and its subsidiaries are domiciled in Bermuda and each have received an assurance from the Bermuda government exempting them from all local income, withholding and capital gains taxes until March 31, 2035. At the present time, no such taxes are levied in Bermuda.

The Company and its subsidiaries currently intend to conduct substantially all of their operations in Bermuda in a manner such that they will not be engaged in a trade or business in the U.S. However, because there is no definitive authority regarding activities that constitute being engaged in a trade or business in the U.S. for federal income tax purposes, the Company cannot assure that the U.S. Internal Revenue Service will not contend, perhaps successfully, that the Company or any of its subsidiaries is engaged in a trade or business in the U.S. A foreign corporation deemed to be so engaged would be subject to U.S. federal income tax, as well as branch profits tax, on its income that is treated as effectively connected with the conduct of that trade or business unless the corporation is entitled to relief under an applicable tax treaty.

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NOTE 9. Regulation and Capital Requirements

Blue Capital Re is registered under The Insurance Act 1978 of Bermuda and related regulations, as amended (the Insurance Act), as a Class 3A insurer. Class 3A insurers benefit from an expedited application process, less regulatory stringency and minimal capital and surplus requirements. As a result of the approvals received from the Bermuda Monetary Authority (the BMA) and the terms of Blue Capital Re s business plan, Blue Capital Re s reinsurance contracts must be fully-collateralized. Further, Blue Capital Re is not required to prepare and file statutory financial statements or statutory financial returns annually with the BMA. However, beginning in 2014, Blue Capital Re is required to prepare and file annual audited GAAP financial statements with the BMA.

The Insurance Act limits the maximum amount of annual dividends and distributions that may be paid by Blue Capital Re and provides that the value of the assets of an insurer must exceed the value of its liabilities by an amount greater than its prescribed minimum solvency margin. If Blue Capital Re were to fail to meet its minimum solvency margin on the last day of any financial year, it would be prohibited from declaring or paying any dividends during the next financial year without the approval of the BMA. Blue Capital Re s minimum solvency margin has been set by the BMA to be $1.0 million at all times.

The Insurance Act also provides a minimum liquidity ratio and requires general business insurers and reinsurers to maintain the value of their relevant assets at not less than 75% of the amount of their relevant liabilities.

As of June 30, 2014 and December 31, 2013, the value of Blue Capital Re s assets exceeded the value of its liabilities and its minimum solvency margin by $168.4 million and $159.0 million, respectively, and it comfortably met its minimum liquidity ratio requirements at such dates.

Blue Capital Re may dividend all of its retained earnings to its parent at any time without BMA approval. As of June 30, 2014 and December 31, 2013, Blue Capital Re had retained earnings of $9.4 million and less than $0.1 million, respectively.

Blue Capital Re may not reduce its total capital by 15% or more, as set out in its previous year s financial statements, unless it has received the prior approval of the BMA. Total capital consists of the insurer s paid in share capital, its contributed surplus (sometimes called additional paid in capital) and any other fixed capital designated by the BMA as capital. With respect to the year ended December 31, 2014, Blue Capital Re has the ability to distribute up to $24.0 million of its total capital to its parent without BMA approval.

Blue Capital Re has not distributed any of its total capital or declared or paid any dividends since its inception.

The Bermuda Companies Act 1981 also limits the Company s and Blue Capital Re s ability to pay dividends and distributions to its shareholders. Neither the Company nor Blue Capital Re is permitted to declare or pay a dividend, or make a distribution out of contributed surplus, if it is, or would after the payment be, unable to pay its liabilities as they become due, or if the realizable value of its assets would be less than its liabilities.

NOTE 10. Related Party Transactions

Through each of the following roles and relationships, the Company leverages Montpelier s reinsurance underwriting expertise and infrastructure to conduct its business: (i) the Managers, each a wholly-owned subsidiary of Montpelier, manage Blue Capital Re s and Blue Capital Re ILS s reinsurance underwriting decisions; (ii) Blue Water Re, Montpelier s wholly-owned special purpose insurance vehicle, is a significant source of reinsurance business for Blue Capital Re; (iii) Mr. William Pollett, Montpelier s Chief Corporate Development and Strategy Officer and Treasurer, serves as a director of the Company and the Chief Executive Officer of the Company; (iv) Mr. Michael Paquette, Montpelier s Chief Financial Officer, serves as the Company s interim Chief Financial Officer; and (v) Mr. Christopher Harris, Montpelier s Chief Executive Officer, serves as Chairman of the Company.

As of June 30, 2014 and December 31, 2013, Montpelier owned 29.6% and 28.6% of the Company s outstanding Common Shares, respectively.

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Services Provided to the Company and its Subsidiaries by Montpelier

Montpelier provides services to the Company and its subsidiaries 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 Blue Capital Re 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 Montpelier Re or other third-party reinsurers, which provide 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 Montpelier Re or other well capitalized third-party rated reinsurers, which allow Blue Capital Re to transact business with counterparties who prefer to enter into contracts with rated reinsurers.

Investment Management Agreement. The Company has entered into an Investment Management Agreement with the Investment Manager. Pursuant to the terms of the Investment Management Agreement, the Investment Manager has full discretionary authority, including the delegation of the provision of its services, to manage the Company s assets, subject to its 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 Reinsurance 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 Reinsurance Manager provides underwriting, risk management, claims management, ceded retrocession agreements management, and actuarial and reinsurance accounting services to Blue Capital Re. The Reinsurance Manager has full discretionary authority to manage the underwriting decisions of Blue Capital Re, subject to Blue Capital Re s underwriting guidelines, the terms of the Underwriting and Insurance Management Agreement and the oversight of the Board.

Administrative Services Agreement. The Company has entered into an Administrative Services Agreement with Investment Manager (the Administrative Services Agreement). Pursuant to the terms of the Administrative Services Agreement, the Investment Manager provides the Company and its subsidiaries with support services, including the services of Messrs. Pollett and Paquette, as well as finance and accounting, claims management and policy wording, modeling software licenses, office space, information technology, human resources and administrative support.

During the three month and six month periods ended June 30, 2014, all of the reinsurance business of Blue Capital Re was originated pursuant to the BW Retrocessional Agreement.

During the three and six month periods ended June 30, 2014, the Company incurred general and administrative expenses of $0.6 million and $1.3 million, respectively, pursuant to the Investment Management Agreement, $0.2 million and $0.3 million, respectively, pursuant to the Administrative Services Agreement and zero and less than $0.1 million, respectively, pursuant to the Underwriting and Insurance Management Agreement.

As of June 30, 2014 and December 31, 2013, the Company owed Montpelier $1.6 million and $0.5 million, respectively, for the services performed pursuant to the Investment Management Agreement, the Underwriting and Insurance Management Agreement and the Administrative Services Agreement.

In addition to the foregoing, on May 2, 2014, the Company entered into the Credit Agreement which permits it to borrow up to $20.0 million on a revolving basis for working capital and general corporate purposes. Montpelier serves as a guarantor for the Credit Agreement and is entitled to receive an annual guarantee fee from the Company equal to 0.125% of the total capacity of this facility. See Note 6.

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NOTE 11. Commitments and Contingent Liabilities

Commitments

As of June 30, 2014 and December 31, 2013, 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 for five years after the completion of the IPO, whether or not the Managers 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 applicable Manager), the Company must pay a one-time termination fee to either the Investment Manager or the Reinsurance Manager, as applicable, equal to 5% of its GAAP shareholders equity, calculated as of the most recently completed quarter prior to the date of termination (approximately $8.8 million as of June 30, 2014).

Litigation

Blue Capital, 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 LAE on its Consolidated Statements of Operations and Comprehensive Income and are included within loss and LAE reserves on its Consolidated Balance Sheets.

The Company and its subsidiaries had no unresolved legal proceedings at June 30, 2014.

Concentrations of Credit and Counterparty Risk

Blue Capital Re ILS s derivative instruments are subject to counterparty risk. The Company and the Managers 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 are 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.

Under Blue Capital Re s reinsurance security policy, reinsurers are typically required to be rated A- (Excellent) or better by A.M. Best (or an equivalent rating with another recognized rating agency) at the time the policy is written. Blue Capital Re also considers reinsurers that are not rated or do not fall within this threshold on a case-by-case basis if collateralized up to policy limits, net of any premiums owed. The Managers will monitor the financial condition and ratings of any of its reinsurers on an ongoing basis.

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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 six month periods ended June 30, 2014, and our financial condition as of June 30, 2014 and December 31, 2013. 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 2013 Form 10-K, as filed with the SEC.

This discussion contains forward-looking statements within the meaning of the U.S. federal securities laws, pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995, that are not historical facts, including statements about our beliefs and expectations. These statements are based upon current plans, estimates and projections. Forward-looking statements rely on a number of assumptions concerning future events and are subject to a number of uncertainties and various risk factors, many of which are outside our control. See Item 1A *Risk Factors* contained in the 2013 Form 10-K, as filed with the SEC, for specific important factors that could cause actual results to differ materially from those contained in forward looking statements. In particular, statements using words such as may, should, estimate, expect, anticipate, intend, believe, predict, potential, or words of similar meaning generally involve forward-looking stateme forward-looking statements include, among others, statements relating to our future financial performance, our business prospects and strategy, our dividend policy and expected dividend payout, anticipated financial position, liquidity and capital needs and other similar matters. These forward-looking statements are based on management s current expectations and assumptions about future events, which are inherently subject to uncertainties, risks and changes in circumstances that are difficult to predict.

Our results may differ materially from those expressed in, or implied by, the forward-looking statements included in this Form10-Q as a result of various factors, including, among others:

- the fact that we have little 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 Chief Executive Officer and interim Chief Financial Officer and our service providers;

- our ability to effectively execute our business plan and any new ventures that we may enter into;

- 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 Montpelier 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 in our core reinsurance lines of business and in specific areas of the casualty reinsurance market 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;

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- the accuracy of those estimates and judgments used in the preparation of our financial statements, including those related to revenue recognition, insurance and other reserves, reinsurance recoverables, asset valuations, contingencies and litigation which, for a new reinsurance company like us, are even more difficult to make than those made in a mature company because of limited historical information;

- the inherent uncertainties of establishing reserves for loss and LAE 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, interest rates and foreign currency exchange rates, 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 as to tax policy and 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 amount and timing of any reinsurance recoverables and reimbursements we actually receive from our reinsurers;

- the overall level of competition, and the related supply and demand dynamics in our markets relating to growing capital levels in our industry;

- 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;
- operational risks, including the risk of fraud and any errors and omissions, as well as technology breaches or failures;
- our dependence as a holding company upon dividends or distributions from our operating subsidiaries;
- changes in accounting principles or the application of such principles by regulators; and
- the impact of any foreign currency fluctuations.

We undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events 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.

A widely-used measure of relative underwriting performance for an insurance or reinsurance company is the combined ratio. Our combined ratio is calculated by adding: (i) the ratio of incurred losses and LAE to earned premiums (known as the loss and LAE ratio); (ii) the ratio of acquisition costs to earned premiums (known as the acquisition cost ratio); and (iii) the ratio of general and administrative expenses to earned premiums (known as the general and administrative expense ratio), with each component determined in accordance with GAAP (the GAAP combined ratio). A GAAP combined ratio under 100% indicates that an insurance or reinsurance company is generating an underwriting profit. A GAAP combined ratio over 100% indicates that an insurance or reinsurance company is generating an underwriting loss.

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Overview

Natural Catastrophe Risk Management

We reinsure exposures throughout the world against various natural catastrophe perils. The Managers manage our net exposure to these perils using a combination of industry third-party models, proprietary models, underwriting judgment and purchases of outwards reinsurance and/or derivative instruments.

Our multi-tiered risk management approach focuses on tracking exposed contract limits, estimating the potential net impact of a single natural catastrophe event and simulating our yearly net operating result to reflect an aggregation of modeled underwriting, investment and other risks. The Managers and the Board regularly review the outputs from this process and the Managers routinely seek to refine and improve our risk management process.

The following discussion should be read in conjunction with the *Risk Factors* contained in Item 1A herein, particularly 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.*

Exposure Management

The Managers monitor our net exposure to a single natural catastrophe occurrence within certain broadly defined major catastrophe zones. Our June 1, 2014 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 shareholders equity at June 30, 2014.

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

North America:	*Europe:*	*Rest of World:*
U.S. - Northeast	Western Central Europe (1)	Australia
U.S. - Mid-Atlantic	Eastern Europe	New Zealand
U.S. - Florida	Southern Europe	Japan
U.S. - Gulf	Northern Europe, Benelux	South America
U.S. - New Madrid	and Scandinavia	Middle East
U.S. - Midwest	U.K. and Ireland	
U.S. - California		
U.S. - Hawaii		
Canada - Eastern		
Canada - Western		

(1) Consisting of France, Germany, Switzerland and Austria.

Single Event Losses

For certain defined natural catastrophe region and peril combinations, the Managers assess the probability and likely magnitude of losses using a combination of industry third-party models, CATM_ and underwriting judgment. The Managers attempt 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, differences in modeling, modeling assumptions, portfolio composition and concentrations, and selected event scenarios.

The table that follows details the projected net impact from single event losses as of June 1, 2014 for selected zones at selected return period levels using AIR Worldwide Corporation s CLASIC/2 model version 15.0, one of several industry-recognized third-party vendor models. It is important to note that each catastrophe model contains its own assumptions as to the frequency and severity of loss events, and results may vary significantly from model to model.

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Since the Managers utilize a combination of third-party models, CATM_ 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 following table:

Net Impact From Single Event Losses at Specified Return Periods

	Net Impact (Millions)	Return Period (1)	Percentage of June 30, 2014 Shareholders Equity
U.S. - Florida hurricane	$ 58	1 in 100 year	33%
U.S. - Gulf hurricane	38	1 in 100 year	21%
U.K. and Ireland windstorm	34	1 in 100 year	19%
U.S. - California earthquake	28	1 in 250 year	16%
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 a 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 a 0.4% chance in any given year that this level will be exceeded.

Our June 1, 2014 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 shareholders equity at June 30, 2014, 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 shareholders equity at June 30, 2014.

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.

Our single event loss estimates represent snapshots as of June 1, 2014. The composition of our in-force portfolio may change materially at any time due to the acceptance of new policies, the expiration of existing policies, losses incurred and changes in our outwards reinsurance and derivative protections.

Annual Operating Result

In addition to monitoring treaty contract limits and single event accumulation potential, we attempt to simulate our annual operating result to reflect an aggregation of modeled underwriting risks. This approach estimates a net operating result over simulated twelve month periods, including contributions from certain variables such as aggregate premiums, losses and expenses.

The Managers view this approach as a supplement to our single event stress test as it allows for multiple losses from both natural catastrophe and other circumstances and attempts to take into account certain risks that are unrelated to our underwriting activities. Through our modeling, we endeavor to take into account many risks that we face as an enterprise. However, by the very nature of the insurance and reinsurance business, and due to limitations associated with the use of models in general, our simulated result does not cover every potential risk.

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Summary Financial Results

Three and Six Month Periods Ended June 30, 2014

We ended the second quarter of 2014 with a fully converted book value per Common Share (FCBVPS) of $20.02, an increase of 0.6% for the quarter after taking into account dividends declared on Common Shares during the period. Our net income for the three months ended June 30, 2014 was $1.2 million, which included $7.3 million in net losses, primarily from U.S. tornadoes and European Windstorm Ela. Our GAAP combined ratio was 89.2% for the second quarter of 2014.

We experienced an increase in FCBVPS of 4.1% during the first half of 2014 after taking into account dividends declared on Common Shares during the period. Our net income for the six month period ended June 30, 2014 was $7.3 million, which included the second quarter 2014 storm losses described above. Our GAAP combined ratio was 66.1% for the first half of 2014.

Three and Six Month Periods Ended June 30, 2013

For the period from June 24, 2013 (the date of our formation) through June 30, 2013, we had no revenues or expenses and our sole shareholder at that time, Montpelier, incurred all of the fees and expenses related to our formation, which totaled less than $0.1 million. We were not required to reimburse Montpelier for any such fees and expenses related to our formation.

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:

	June 30, 2014	March 31, 2014	Dec. 31, 2013
Book value numerator (in $ millions):			
[A] Shareholders Equity	**$ 175.3**	$ 176.8	$ 173.3
Book value denominators (in thousands of shares):			
[B] Common Shares outstanding	**8,750**	8,750	8,750
RSUs outstanding	**7**		
[C] Common Shares and RSUs outstanding	**8,757**	8,750	8,750
BVPCS [A] / [B]	**$ 20.04**	$ 20.20	$ 19.80
FCBVPS [A] / [C]	**20.02**	20.20	19.80

Increase in FCBVPS: (1)	
From March 31, 2014	**0.6%**
From December 31, 2013	**4.1%**

(1) Computed as the increase in FCBVPS after taking into account dividends declared on Common Shares of $0.30 and $0.60 during the three and six month periods ended June 30, 2014, 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.

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Executive Overview

We are a newly-formed 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.

The net proceeds we received from the IPO and the Private Placement were $174.0 million. Initially, we intended to deploy approximately $160.0 million of such net proceeds in indemnity reinsurance contracts and related instruments during the first six months of our operations, while retaining the remaining proceeds for anticipated corporate cash obligations, including dividends to shareholders, through January 31, 2015. In May 2014 we entered into the Credit Agreement which, among other things, now allows us to fully deploy all of the net proceeds we received pursuant to the IPO and the Private Placement during the initial year of our operations. As of June 30, 2014, we had deployed all but $4.6 million of our available capital.

Of the total capital deployed by Blue Capital at June 30, 2014, approximately 40% was deployed in support of first event reinsurance coverages, 40% was deployed in support of a catastrophe quota share and the balance was deployed in support of second and subsequent event reinsurance coverages.

The indemnity reinsurance contracts bound by Blue Capital Re during the six month period ended June 30, 2014 have expected total annual premiums of $45.4 million which, when coupled with the Inward and Outward ILW Swaps written by Blue Capital Re ILS to-date, collectively represent $203.5 million in total reinsurance contract limit.

Subject to the discretion of the Board, we intend to distribute a minimum of 90% of our Distributable Income in the form of regular quarterly dividends, followed by a special dividend after the end of our fiscal year to meet our dividend payout target for each fiscal year. On March 31 and June 30, 2014, we declared our first two regular cash dividends, each in the amount of $0.30 per Common Share, which were paid on April 30 and July 31, 2014, respectively.

Whereas we experienced significant competition during the key January 1 and June 1, 2014 renewal seasons, due to an increase in industry capacity from both: (i) new sources of capital flowing into property catastrophe reinsurance; and (ii) relatively light industry catastrophe losses experienced over the past several quarters, the terms and conditions we were able to achieve were largely consistent with our expectation of the January 1, 2014 market at the time we completed the IPO.

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, including entering into industry loss warranties and purchasing catastrophe bonds, in support of Blue Capital Re s operations.

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Our consolidated results of operations for the three and six month periods ended June 30, 2014 were as follows:

($ in millions)	Three Month Periods Ended June 30, 2014	2013	Six Month Periods Ended June 30, 2014	2013
Revenues				
Reinsurance premiums written	$ **10.7**	$	$ **32.5**	$
Change in net unearned reinsurance premiums	**0.4**		**(11.2)**	
Net reinsurance premiums earned	**11.1**		**21.3**	
Net income from derivative instruments	**0.1**		**0.2**	
Total revenues	**11.2**		**21.5**	
Expenses				
Underwriting expenses:				
Loss and LAE	**7.3**		**8.2**	
Reinsurance acquisition costs	**1.5**		**3.7**	
General and administrative expenses	**1.1**		**2.2**	
Non-underwriting expenses:				
Interest and financing expenses	**0.1**		**0.1**	
Total expenses	**10.0**		**14.2**	
Net income and comprehensive income	$ **1.2**	$	$ **7.3**	$
Loss and LAE ratio	**65.6%**	%	**38.3%**	%
Acquisition cost ratio	**14.1%**	%	**17.5%**	%
General and administrative expense ratio	**9.5%**	%	**10.3%**	%
GAAP combined ratio	**89.2%**	%	**66.1%**	%

Note: For the period from June 24, 2013 (the date of our formation) through June 30, 2013, we had no operating revenues or expenses and our sole shareholder at that time, Montpelier, incurred all of the fees and expenses related to our formation, which totaled less than $0.1 million. We were not required to reimburse Montpelier for any such fees and expenses related to our formation.

Reinsurance Premiums Written and Earned

During the three and six month periods ended June 30, 2014, we wrote $10.7 million and $32.5 million of reinsurance premiums, respectively. The expected total annual premiums associated with the indemnity reinsurance contracts bound during the three and six month periods ended June 30, 2014, were $4.4 million and $45.4 million, respectively. See *Reinsurance Premiums and Acquisition Costs* in Note 1 of the Notes to Consolidated Financial Statements. As a result, we expect to write a further $12.9 million of premium throughout the balance of 2014 associated with our in-force indemnity reinsurance contracts at June 30, 2014.

During the three and six month periods ended June 30, 2014, we earned $11.1 million and $21.3 million of reinsurance premiums, respectively. Our net premiums written and earned during the three and six month periods ended June 30, 2014 included $0.3 million of reinstatement premiums.

The premiums we earned during the six months ended June 30, 2014, represented approximately 47% of the expected total annual premiums associated with our in-force indemnity reinsurance contracts at June 30, 2014.

We did not write or earn any reinsurance premiums during the three and six month periods ended June 30, 2013.

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Net Income From Derivative Instruments

During the three and six month periods ended June 30, 2014, our in-force derivative contracts included the Inward ILW Swap and the Outward ILW Swap. Through June 30, 2014, we were not aware of any industry loss events occurring that would have triggered a payment obligation, or receipt, under either the ILW Swap or the Outward ILW Swap, respectively. Accordingly, we recognized $0.1 million and $0.2 million in net income from these derivative instruments during the three and six month periods ended June 30, 2104, respectively. See Note 3 of the Notes to Consolidated Financial Statements.

We did not derive any net income from derivative instruments during the three and six month periods ended June 30, 2013.

Loss and LAE

During the three and six month periods ended June 30, 2014, we experienced $7.3 million and $8.2 million in net loss and LAE, respectively, which related primarily to losses incurred from U.S. tornadoes and European Windstorm Ela during the second quarter of 2014.

We did not incur any loss and LAE during the three and six month periods ended June 30, 2013.

Reinsurance Acquisition Costs

Our reinsurance acquisition costs include commissions, brokerage costs, premium taxes and excise taxes, when applicable, and are 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 are typically amortized over the underlying risk period of the related contracts.

The following table summarizes our consolidated reinsurance acquisition costs and the components of our acquisition cost ratio for the three and six month periods ended June 30, 2014:

($ in millions)	**Three Month Period Ended June 30, 2014**	**Six Month Period Ended June 30, 2014**

Commissions, brokerage costs and other	$	1.5	14.1%	$	3.1	14.6%
Profit commissions			%		0.6	2.9%
Total reinsurance acquisition costs and associated ratios	$	1.5	14.1%	$	3.7	17.5%

Our reinsurance acquisition cost ratio for the three month period ended June 30, 2014 remained consistent with that of the first quarter of 2014. During the second quarter of 2014, we did not accrue any profit commissions in light of the losses we incurred during that period.

We did not incur any reinsurance acquisition costs during the three and six month periods ended June 30, 2013.

General and Administrative Expenses

The following table summarizes our consolidated general and administrative expenses and the components of our general and administrative expense ratio for the three and six month periods ended June 30, 2014:

($ in millions)		Three Month Period Ended June 30, 2014			Six Month Period Ended June 30, 2014	
Amounts incurred pursuant to the Investment Management Agreement	$	0.6	5.9%	$	1.3	6.2%
Public company expenses		0.3	2.3		0.6	2.8
Amounts incurred pursuant to the Administrative Services Agreement		0.2	1.3		0.3	1.3
Total general and administrative expenses and associated ratios	$	1.1	9.5%	$	2.2	10.3%

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See Note 10 of the Notes to Consolidated Financial Statements for further information regarding the nature of the expenses that we incur pursuant to the Investment Management Agreement, the Underwriting and Insurance Management Agreement and the Administrative Services Agreement. During the three and six month periods ended June 30, 2014, we incurred less than $0.1 million pursuant to the Underwriting and Insurance Management Agreement.

Our public company expenses incurred during the periods presented consisted of director fees, corporate insurance premiums, audit and professional fees, other expenses associated with being a publicly traded company.

For the period from June 24, 2013 (the date of our formation) through June 30, 2013, we incurred no general and administrative expenses because our sole shareholder at that time, Montpelier, incurred all of the fees and expenses related to our formation, which totaled less than $0.1 million. We were not required to reimburse Montpelier for any such fees and expenses related to our formation.

Interest and Financing Expenses

On May 2, 2014, we entered into the Credit Agreement which permits us to borrow up to $20.0 million on a revolving basis for working capital and general corporate purposes. We incurred $0.1 million in non-recurring fees in establishing the Credit Agreement during the three month period ended June 30, 2014.

Income taxes

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

Liquidity and Capital Resources

Liquidity

As of June 30, 2014, we held $25.2 million of cash and cash equivalents of which: (i) $20.6 million was pledged to trust accounts established for the benefit of Blue Water Re (in support of the BW Retrocessional Contract) and third parties; and (ii) $4.6 million represented unencumbered cash on hand.

The Company has no operations of its own and relies on dividends and distributions from its operating subsidiaries to pay its expenses and dividends to its shareholders. There are restrictions imposed by the BMA on the payment of dividends to the Company from its operating subsidiaries as described in Note 9 of the Notes to Consolidated Financial Statements.

Subject to the discretion of the Board, we intend to distribute a minimum of 90% of our Distributable Income in the form of cash dividends to our shareholders. We intend to make regular quarterly dividend payments for each of the first three fiscal quarters of each fiscal year, followed by a fourth special dividend after the end of our fiscal year to meet our dividend payout target for each fiscal year, but any determination to pay dividends to our shareholders will be at the discretion of the Board and will depend on a variety of factors, including: (i) the Company s financial condition, liquidity, results of operations (including its ability to generate cash flow in excess of expenses and its expected or actual net income) and capital requirements; (ii) general business conditions, (iii) legal, tax and regulatory limitations; (iv) contractual prohibitions and other restrictions; and (v) any other factors that the Board deems relevant.

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, reinsurance acquisition costs, general and administrative expenses, including fees payable to the Managers, ceded reinsurance, purchases of and net losses from insurance-linked securities and dividends and distributions.

On May 2, 2014, we entered into the Credit Agreement which allows us to borrow up to $20.0 million on a revolving basis for working capital and general corporate purposes. Montpelier serves as a guarantor for the Credit Agreement. The Credit Agreement will, among other things, allow us to deploy all of the net proceeds we received pursuant to the IPO and the Private Placement during the initial year of our operations.

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The Credit Agreement contains covenants that limits our ability, among other things, to grant liens on our assets, sell assets, merge or consolidate, incur debt and enter into certain transactions with affiliates. If we were to fail to comply with any of these covenants, the issuer of the Credit Agreement could revoke the facility and exercise remedies against us. As of June 30, 2014, we were in compliance with each of the covenants associated with the Credit Agreement.

As of June 30, 2014, there were no borrowings made under the Credit Agreement. See Note 6 of the Notes to Consolidated Financial Statements.

Capital Resources

Our total capital was $175.3 million and $173.3 million at June 30, 2014 and December 31, 2013, respectively. The increase in our total capital during the six month period ended June 30, 2014 was the result of recording net income of $7.3 million and declaring $5.3 million in dividends to holders of Common Shares.

We may need to raise additional capital in the future, including a term loan or the issuance of debt, equity or hybrid securities, in order to permit 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 financial instruments might contain 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 the 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. 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

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 Managers.

A summary of our obligations pursuant to each of these agreements follows:

Investment Management Agreement. Pursuant to the Investment Management Agreement, we are obligated to pay the Investment Manager a management fee (the Management Fee) which is 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 June 30, 2014, our total shareholders equity was $175.3 million. Assuming that our average total shareholders equity remains at this level in future periods, we would expect to pay the Investment Manager a Management Fee of approximately $2.6 million per year pursuant to this agreement.

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Underwriting and Insurance Management Agreement. Pursuant to the Underwriting and Insurance Management Agreement, we are obligated to pay the Reinsurance 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 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 Reinsurance Manager in future periods pursuant to this agreement. To date, we have incurred less than $0.1 million in Performance Fees pursuant to this agreement.

Administrative Services Agreement. Pursuant to the Administrative Services Agreement, we are obligated to reimburse the Investment 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 interim Chief Financial Officer, modeling software licenses and finance, legal and administrative support.

We currently expect to pay the Investment Manager approximately $0.6 million per year in future periods pursuant to this agreement, which is inclusive of the fee that we are currently paying for the services of our interim Chief Financial Officer. We expect to hire a permanent Chief Financial Officer, who will not be an employee of Montpelier, within 24 months of the IPO. Once we hire a permanent Chief Financial Officer, we expect to pay the Investment Manager approximately $0.2 million per year in future periods pursuant to this agreement.

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 Managers 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 applicable Manager), we must pay a one-time termination fee to either the Investment Manager or the Reinsurance Manager, as applicable, equal to 5% of our GAAP shareholders equity, calculated as of the most recently completed quarter prior to the date of termination.

As of June 30, 2014, if we were to terminate either the Investment Management Agreement or the Underwriting and Insurance Management Agreement, we would be required to pay the Managers a one-time termination fee of approximately $8.8 million.

Off-Balance Sheet Arrangements

As of June 30, 2014, we were not subject to any off-balance sheet arrangement that we believe is material to our investors.

Cash Flows

We experienced a net decrease in our cash and cash equivalents of $148.6 million during the six month period ended June 30, 2014.

During the six month period ended June 30, 2014, our transfers of cash and cash equivalents into trusts established by Blue Water Re in support of our reinsurance obligations and payments and prepayments of general and administrative expenses exceeded our premium collections by $146.0 million. We also paid $2.6 million in dividends to holders of Common Shares during the period.

We did not experience any cash flows during the six month periods ended June 30, 2013.

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Summary of Critical Accounting Policies and Estimates

Our 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 JOBS Act, which significantly affects certain of our reporting requirements.

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

Loss and LAE Reserves

As of June 30, 2014 our best estimate for gross and net unpaid loss and LAE reserves was $7.9 million, with IBNR representing approximately 96% 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 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 Estimates* in Item 7 *Management s Discussion and Analysis of Financial Condition and Results of Operations* included in the 2013 Form 10-K, as filed with the SEC.

Written and Earned Reinsurance Premiums

During the three and six month periods ended June 30, 2014, we wrote $10.7 million and $32.5 million in reinsurance premiums, respectively, and earned reinsurance premiums of $11.1 million and $21.3 million, respectively.

For reinsurance contracts which incorporate minimum premium amounts, Blue Capital Re typically writes the entire ultimate premium at inception, and earns the associated premium after the premium is written over the term of the contract. For reinsurance contracts which do not incorporate minimum premium amounts, Blue Capital Re typically writes the premium over the term of the contract, and earns 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 Estimates* in Item 7 *Management s Discussion and Analysis of Financial Condition and Results of Operations* included in the 2013 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.

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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 Chief Executive Officer 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 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 2013 Form 10-K, as filed with the SEC, and in particular Item 7A - *Quantitative and Qualitative Disclosures About Market Risk.* As of June 30, 2014, there were no material changes to our market risks as described in the 2013 Form 10-K.

Item 4. ***Controls and Procedures***.

Evaluation of Disclosure Controls and Procedures

Our Principal Executive Officer (PEO) and Principal Financial Officer (PFO) have evaluated the effectiveness of our disclosure controls and procedures (as defined in Rule 13a-15(e) of the Exchange Act) as of June 30, 2014. Based on that evaluation, our PEO and PFO have concluded that our disclosure controls and procedures are effective.

Changes in Internal Controls

During the three month period ended June 30, 2014, there were no changes in the Company s internal controls that 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 are 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. Our estimates of possible losses incurred in connection with such legal proceedings are provided for as loss and LAE on our Consolidated Statements of Operations and are included within loss and LAE reserves on our Consolidated Balance Sheets.

We had no unresolved legal proceedings at June 30, 2014.

Item 1A. ***Risk Factors***.

Factors that could cause our actual results to differ materially from those in this report are any of the risks described in Item 1A *Risk Factors* included in the 2013 Form 10-K, as filed with the SEC. Any of these factors could result in a significant or material adverse effect on our results of operations or financial condition.

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Additional risks not presently known to us or currently deemed immaterial may also impair our business or results of operations.

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

(a) None.

(b) On November 5, 2013, our registration statement on Form S-1 (File No.333-191586) was declared effective pursuant to which, on November 6, 2013, we sold 6,250,000 Common Shares to the public at a price of $20.00 per share. The underwriters of the IPO were Deutsche Bank Securities Inc., Barclays Capital Inc., Keefe, Bruyette & Woods, Inc., Raymond James & Associates, Inc., UBS Securities LLC, RBC Capital Markets, LLC and Sterne, Agee & Leach, Inc., LLC. Concurrent with the IPO, we completed the Private Placement with Montpelier Re, pursuant to which we sold an additional 2,500,000 Common Shares at a price of $20.00 per share.

Our total gross proceeds from the IPO and the Private Placement were $175.0 million and our total net proceeds (expressed after our net expenses associated with the IPO) were $174.0 million. In connection with the IPO, Montpelier: (i) reimbursed us for the underwriting discount we incurred, which was equal to 5% of the gross IPO proceeds we received from third-parties ($6.2 million); (ii) paid a structuring fee to Deutsche Bank Securities Inc. equal to one percent of the gross IPO proceeds we received from third-parties ($1.3 million); and (iii) paid all of our expenses in connection with the IPO in excess of $1.0 million. No payments for such expenses were made directly or indirectly to any of our directors, officers or affiliates or to any persons owning 10% or more of any class of our Common Shares.

Initially, we intended to deploy approximately $160.0 million of net proceeds we raised in indemnity reinsurance contracts and related instruments during the first six months of our operations, while retaining the remaining proceeds for anticipated corporate cash obligations, including dividends to shareholders, through January 31, 2015. In May 2014 we entered into the Credit Agreement which, among other things, now allows us to fully deploy all of the net proceeds we received pursuant to the IPO and the Private Placement during the initial year of our operations. As of June 30, 2014, we had deployed all but $4.6 million of our available capital.

(c) None.

Item 3. ***Defaults Upon Senior Securities.***

None.

Item 4. ***Mine Safety Disclosures.***

Not applicable.

Item 5. ***Other Information.***

(a) None.

(b) None.

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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.

Exhibit Number	**Description of Document**
10.1	Form of Director Restricted Share Unit Award Agreement under the Company s 2013 Long-Term Incentive Plan (incorporated herein by reference to Exhibit 10.1 to the Company s Current Report on Form 8-K filed on May 15, 2014).
11	Statement Re: Computation of Per Share Earnings (included as Note 5 of the Notes to Consolidated Financial Statements).
31.1	Certification of William Pollett, Chief Executive Officer 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 Michael S. Paquette, Chief Financial Officer 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 William Pollett and Michael S. Paquette, Chief Executive Officer and Chief Financial Officer, 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 June 30, 2014, formatted in XBRL (eXtensible Business Reporting Language): (i) the Consolidated Balance Sheets; (ii) the Consolidated Statements of Operations and Comprehensive Income; (iii) the Consolidated Statements of Shareholders Equity; (iv) the Consolidated Statements of Cash Flows; and (v) the Notes to Condensed 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/ MICHAEL S. PAQUETTE
Name:	Michael S. Paquette
Title:	Chief Financial Officer (Principal Financial Officer)

August 8, 2014