

AbitibiBowater Inc.  
Form SC 13D/A  
December 06, 2011

# **SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**AMENDMENT NO. 5 TO**

## **SCHEDULE 13D**

**UNDER THE SECURITIES EXCHANGE ACT OF 1934**

### **AbitibiBowater Inc.**

**(Name of Issuer)**

**Common Stock, \$0.001 par value**

**(Title of Class of Securities)**

**003687209**

**(CUSIP Number)**

**Paul Rivett**

**Vice President and Chief Legal Officer**

**Fairfax Financial Holdings Limited**

**95 Wellington Street West, Suite 800**

**Toronto, Ontario, Canada, M5J 2N7**

Edgar Filing: AbitibiBowater Inc. - Form SC 13D/A

**Telephone: (416) 367-4941**

**(Name, Address and Telephone Number of Person**

**Authorized to Receive Notices and Communications)**

**- With a copy to -**

**Jason R. Lehner**

**Shearman & Sterling LLP**

**Commerce Court West**

**199 Bay Street, Suite 4405**

**Toronto, Ontario M5L 1E8**

**Telephone (416) 360-8484**

**November 28, 2011**

**(Date of Event which Requires Filing of this Statement)**

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4), check the following box " .

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 003687209

Page 2 of 79 Pages

(1) Name of Reporting Person

V. Prem Watsa

(2) Check the Appropriate Box if a Member of a Group

(a)  (b)

(3) SEC Use Only

(4) Source of Funds

OO

(5) Check box if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e).

..

(6) Citizenship or Place of Organization

Canada

(7) Sole Voting Power  
Number of

Shares (8) Shared Voting Power

Beneficially

Owned by **17,503,704**

Each (9) Sole Dispositive Power

Reporting (10) Shared Dispositive Power

Person

With **17,503,704**

(11) Aggregate Amount Beneficially Owned by each Reporting Person

**17,503,704**

(12) Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

(13) Percent of Class Represented by Amount in Row (11)

**18.0%**

(14) Type of Reporting Person (See Instructions)

IN

CUSIP No. 003687209

Page 3 of 79 Pages

(1) Name of Reporting Person

1109519 ONTARIO LIMITED

(2) Check the Appropriate Box if a Member of a Group

(a)  (b)

(3) SEC Use Only

(4) Source of Funds

OO

(5) Check box if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e).

..

(6) Citizenship or Place of Organization

Ontario, Canada

(7) Sole Voting Power

Number of

Shares

(8) Shared Voting Power

Beneficially

Owned by

**17,503,704**

Each

(9) Sole Dispositive Power

Reporting

(10) Shared Dispositive Power

Person

With

**17,503,704**

(11) Aggregate Amount Beneficially Owned by each Reporting Person

**17,503,704**

(12) Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

(13) Percent of Class Represented by Amount in Row (11)

**18.0%**

(14) Type of Reporting Person (See Instructions)

CO

CUSIP No. 003687209

Page 4 of 79 Pages

(1) Name of Reporting Person

**THE SIXTY TWO INVESTMENT COMPANY LIMITED**

(2) Check the Appropriate Box if a Member of a Group

(a)  (b)

(3) SEC Use Only

(4) Source of Funds

**OO**

(5) Check box if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e).

..

(6) Citizenship or Place of Organization

**British Columbia**

(7) Sole Voting Power

Number of

Shares (8) Shared Voting Power

Beneficially

Owned by **17,503,704**

Each (9) Sole Dispositive Power

Reporting (10) Shared Dispositive Power

Person

With **17,503,704**

(11) Aggregate Amount Beneficially Owned by each Reporting Person

**17,503,704**

(12) Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

(13) Percent of Class Represented by Amount in Row (11)

**18.0%**

(14) Type of Reporting Person (See Instructions)

CO



CUSIP No. 003687209

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(1) Name of Reporting Person

810679 ONTARIO LIMITED

(2) Check the Appropriate Box if a Member of a Group

(a)  (b)

(3) SEC Use Only

(4) Source of Funds

OO

(5) Check box if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e).

..

(6) Citizenship or Place of Organization

Ontario, Canada

(7) Sole Voting Power

Number of

Shares

(8) Shared Voting Power

Beneficially

Owned by

**17,503,704**

Each

(9) Sole Dispositive Power

Reporting

(10) Shared Dispositive Power

Person

With

**17,503,704**

(11) Aggregate Amount Beneficially Owned by each Reporting Person

**17,503,704**

(12) Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

(13) Percent of Class Represented by Amount in Row (11)

**18.0%**

(14) Type of Reporting Person (See Instructions)

CO

CUSIP No. 003687209

Page 6 of 79 Pages

(1) Name of Reporting Person

FAIRFAX FINANCIAL HOLDINGS LIMITED

(2) Check the Appropriate Box if a Member of a Group

(a)  (b)

(3) SEC Use Only

(4) Source of Funds

OO

(5) Check box if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e).

..

(6) Citizenship or Place of Organization

Canada

(7) Sole Voting Power  
Number of

Shares (8) Shared Voting Power

Beneficially

Owned by **17,503,704**

Each (9) Sole Dispositive Power

Reporting (10) Shared Dispositive Power

Person

With

**17,503,704**

(11) Aggregate Amount Beneficially Owned by each Reporting Person

**17,503,704**

(12) Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

(13) Percent of Class Represented by Amount in Row (11)

**18.0%**

(14) Type of Reporting Person (See Instructions)

CO

CUSIP No. 003687209

Page 7 of 79 Pages

(1) Name of Reporting Person

TIG INSURANCE COMPANY

(2) Check the Appropriate Box if a Member of a Group

(a)  (b)

(3) SEC Use Only

(4) Source of Funds

OO

(5) Check box if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e).

..

(6) Citizenship or Place of Organization

California

(7) Sole Voting Power

Number of

Shares

(8) Shared Voting Power

Beneficially

Owned by

**1,659,407**

Each

(9) Sole Dispositive Power

Reporting

(10) Shared Dispositive Power

Person

With

**1,659,407**

(11) Aggregate Amount Beneficially Owned by each Reporting Person

**1,659,407**

(12) Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

(13) Percent of Class Represented by Amount in Row (11)

**1.7%**

(14) Type of Reporting Person (See Instructions)

CO

CUSIP No. 003687209

Page 8 of 79 Pages

(1) Name of Reporting Person

FAIRMONT SPECIALTY INSURANCE COMPANY

(2) Check the Appropriate Box if a Member of a Group

(a)  (b)

(3) SEC Use Only

(4) Source of Funds

OO

(5) Check box if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e).

..

(6) Citizenship or Place of Organization

California

(7) Sole Voting Power

Number of

Shares

(8) Shared Voting Power

Beneficially

Owned by

**99,661**

Each

(9) Sole Dispositive Power

Reporting

(10) Shared Dispositive Power

Person

With

**99,661**

(11) Aggregate Amount Beneficially Owned by each Reporting Person

**99,661**

(12) Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

(13) Percent of Class Represented by Amount in Row (11)

**0.1%**

(14) Type of Reporting Person (See Instructions)

CO



CUSIP No. 003687209

Page 9 of 79 Pages

(1) Name of Reporting Person

GENERAL FIDELITY INSURANCE COMPANY

(2) Check the Appropriate Box if a Member of a Group

(a)  (b)

(3) SEC Use Only

(4) Source of Funds

OO

(5) Check box if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e).

..

(6) Citizenship or Place of Organization

South Carolina

(7) Sole Voting Power

Number of

Shares

(8) Shared Voting Power

Beneficially

Owned by

**90,121**

Each

(9) Sole Dispositive Power

Reporting

(10) Shared Dispositive Power

Person

With

**90,121**

(11) Aggregate Amount Beneficially Owned by each Reporting Person

**90,121**

(12) Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

(13) Percent of Class Represented by Amount in Row (11)

**0.1%**

(14) Type of Reporting Person (See Instructions)

CO

CUSIP No. 003687209

Page 10 of 79 Pages

(1) Name of Reporting Person

THE NORTH RIVER INSURANCE COMPANY

(2) Check the Appropriate Box if a Member of a Group

(a)  (b)

(3) SEC Use Only

(4) Source of Funds

OO

(5) Check box if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e).

..

(6) Citizenship or Place of Organization

New Jersey

(7) Sole Voting Power

Number of

Shares

(8) Shared Voting Power

Beneficially

Owned by

**1,615,588**

Each

(9) Sole Dispositive Power

Reporting

(10) Shared Dispositive Power

Person

With

**1,615,588**

(11) Aggregate Amount Beneficially Owned by each Reporting Person

**1,615,588**

(12) Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

(13) Percent of Class Represented by Amount in Row (11)

**1.7%**

(14) Type of Reporting Person (See Instructions)

CO

CUSIP No. 003687209

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(1) Name of Reporting Person

SENECA INSURANCE COMPANY, INC.

(2) Check the Appropriate Box if a Member of a Group

(a)  (b)

(3) SEC Use Only

(4) Source of Funds

OO

(5) Check box if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e).

..

(6) Citizenship or Place of Organization

New York

(7) Sole Voting Power

Number of

Shares

(8) Shared Voting Power

Beneficially

Owned by

**350,000**

Each

(9) Sole Dispositive Power

Reporting

(10) Shared Dispositive Power

Person

With

**350,000**

(11) Aggregate Amount Beneficially Owned by each Reporting Person

**350,000**

(12) Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

(13) Percent of Class Represented by Amount in Row (11)

**0.4%**

(14) Type of Reporting Person (See Instructions)

CO

CUSIP No. 003687209

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(1) Name of Reporting Person

ODYSSEY REINSURANCE COMPANY

(2) Check the Appropriate Box if a Member of a Group

(a)  (b)

(3) SEC Use Only

(4) Source of Funds

OO

(5) Check box if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e).

..

(6) Citizenship or Place of Organization

Connecticut

(7) Sole Voting Power

Number of

Shares

(8) Shared Voting Power

Beneficially

Owned by

**5,122,102**

Each

(9) Sole Dispositive Power

Reporting

(10) Shared Dispositive Power

Person

With

**5,122,102**

(11) Aggregate Amount Beneficially Owned by each Reporting Person

**5,122,102**

(12) Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

(13) Percent of Class Represented by Amount in Row (11)

**5.3%**

(14) Type of Reporting Person (See Instructions)

CO



CUSIP No. 003687209

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(1) Name of Reporting Person

CLEARWATER INSURANCE COMPANY

(2) Check the Appropriate Box if a Member of a Group

(a)  (b)

(3) SEC Use Only

(4) Source of Funds

OO

(5) Check box if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e).

..

(6) Citizenship or Place of Organization

Delaware

(7) Sole Voting Power

Number of

Shares

(8) Shared Voting Power

Beneficially

Owned by

**325,000**

Each

(9) Sole Dispositive Power

Reporting

(10) Shared Dispositive Power

Person

With

**325,000**

(11) Aggregate Amount Beneficially Owned by each Reporting Person

**325,000**

(12) Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

(13) Percent of Class Represented by Amount in Row (11)

**0.3%**

(14) Type of Reporting Person (See Instructions)

CO

CUSIP No. 003687209

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(1) Name of Reporting Person

UNITED STATES FIRE INSURANCE COMPANY

(2) Check the Appropriate Box if a Member of a Group

(a)  (b)

(3) SEC Use Only

(4) Source of Funds

OO

(5) Check box if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e).

..

(6) Citizenship or Place of Organization

Delaware

(7) Sole Voting Power

Number of

Shares

(8) Shared Voting Power

Beneficially

Owned by

**618,454**

Each

(9) Sole Dispositive Power

Reporting

(10) Shared Dispositive Power

Person

With

**618,454**

(11) Aggregate Amount Beneficially Owned by each Reporting Person

**618,454**

(12) Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

(13) Percent of Class Represented by Amount in Row (11)

**0.6%**

(14) Type of Reporting Person (See Instructions)

CO

CUSIP No. 003687209

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(1) Name of Reporting Person

MARKEL INSURANCE COMPANY OF CANADA

(2) Check the Appropriate Box if a Member of a Group

(a)  (b)

(3) SEC Use Only

(4) Source of Funds

OO

(5) Check box if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e).

..

(6) Citizenship or Place of Organization

Canada

(7) Sole Voting Power  
Number of

Shares (8) Shared Voting Power

Beneficially

Owned by **665,681**

Each (9) Sole Dispositive Power

Reporting (10) Shared Dispositive Power

Person

With **665,681**

(11) Aggregate Amount Beneficially Owned by each Reporting Person

**665,681**

(12) Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

(13) Percent of Class Represented by Amount in Row (11)

**0.7%**

(14) Type of Reporting Person (See Instructions)

CO

CUSIP No. 003687209

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(1) Name of Reporting Person

COMMONWEALTH INSURANCE COMPANY

(2) Check the Appropriate Box if a Member of a Group

(a)  (b)

(3) SEC Use Only

(4) Source of Funds

OO

(5) Check box if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e).

..

(6) Citizenship or Place of Organization

Canada

(7) Sole Voting Power  
Number of

Shares (8) Shared Voting Power

Beneficially

Owned by **371,003**

Each (9) Sole Dispositive Power

Reporting (10) Shared Dispositive Power

Person

With

**371,003**

(11) Aggregate Amount Beneficially Owned by each Reporting Person

**371,003**

(12) Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

(13) Percent of Class Represented by Amount in Row (11)

**0.4%**

(14) Type of Reporting Person (See Instructions)

CO



CUSIP No. 003687209

Page 17 of 79 Pages

(1) Name of Reporting Person

FEDERATED INSURANCE COMPANY OF CANADA

(2) Check the Appropriate Box if a Member of a Group

(a)  (b)

(3) SEC Use Only

(4) Source of Funds

OO

(5) Check box if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e).

..

(6) Citizenship or Place of Organization

Canada

(7) Sole Voting Power  
Number of

Shares (8) Shared Voting Power

Beneficially

Owned by **153,221**

Each (9) Sole Dispositive Power

Reporting (10) Shared Dispositive Power

Person

With

**153,221**

(11) Aggregate Amount Beneficially Owned by each Reporting Person

**153,221**

(12) Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

(13) Percent of Class Represented by Amount in Row (11)

**0.2%**

(14) Type of Reporting Person (See Instructions)

CO

CUSIP No. 003687209

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(1) Name of Reporting Person

LOMBARD GENERAL INSURANCE COMPANY OF CANADA

(2) Check the Appropriate Box if a Member of a Group

(a)  (b)

(3) SEC Use Only

(4) Source of Funds

OO

(5) Check box if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e).

..

(6) Citizenship or Place of Organization

Canada

(7) Sole Voting Power  
Number of

Shares (8) Shared Voting Power

Beneficially

Owned by **1,142,156**

Each (9) Sole Dispositive Power

Reporting (10) Shared Dispositive Power

Person

With **1,142,156**

(11) Aggregate Amount Beneficially Owned by each Reporting Person

**1,142,156**

(12) Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

(13) Percent of Class Represented by Amount in Row (11)

**1.2%**

(14) Type of Reporting Person (See Instructions)

CO

CUSIP No. 003687209

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(1) Name of Reporting Person

LOMBARD INSURANCE COMPANY

(2) Check the Appropriate Box if a Member of a Group

(a)  (b)

(3) SEC Use Only

(4) Source of Funds

OO

(5) Check box if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e).

..

(6) Citizenship or Place of Organization

Canada

(7) Sole Voting Power  
Number of

Shares (8) Shared Voting Power

Beneficially

Owned by **327,172**

Each (9) Sole Dispositive Power

Reporting (10) Shared Dispositive Power

Person

With

**327,172**

(11) Aggregate Amount Beneficially Owned by each Reporting Person

**327,172**

(12) Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

(13) Percent of Class Represented by Amount in Row (11)

**0.3%**

(14) Type of Reporting Person (See Instructions)

CO

(1) Name of Reporting Person

ZENITH INSURANCE COMPANY

(2) Check the Appropriate Box if a Member of a Group

(a)  (b)

(3) SEC Use Only

(4) Source of Funds

OO

(5) Check box if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e).

..

(6) Citizenship or Place of Organization

California

(7) Sole Voting Power

Number of

Shares (8) Shared Voting Power

Beneficially

Owned by **750,748**

Each (9) Sole Dispositive Power

Reporting (10) Shared Dispositive Power

Person

With **750,748**

(11) Aggregate Amount Beneficially Owned by each Reporting Person

**750,748**

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(12) Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) ..

(13) Percent of Class Represented by Amount in Row (11)

**0.8%**

(14) Type of Reporting Person (See Instructions)

CO



(1) Name of Reporting Person

FAIRFAX (BARBADOS) INTERNATIONAL CORP.

(2) Check the Appropriate Box if a Member of a Group

(a)  (b)

(3) SEC Use Only

(4) Source of Funds

OO

(5) Check box if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e).

..

(6) Citizenship or Place of Organization

Barbados

(7) Sole Voting Power

Number of

Shares

(8) Shared Voting Power

Beneficially

Owned by

**4,989,109**

Each

(9) Sole Dispositive Power

Reporting

(10) Shared Dispositive Power

Person

With

**4,989,109**

(11) Aggregate Amount Beneficially Owned by each Reporting Person

**4,989,109**

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(12) Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) ..

(13) Percent of Class Represented by Amount in Row (11)

**5.1%**

(14) Type of Reporting Person (See Instructions)

CO

(1) Name of Reporting Person

WENTWORTH INSURANCE COMPANY LTD.

(2) Check the Appropriate Box if a Member of a Group

(a)  (b)

(3) SEC Use Only

(4) Source of Funds

OO

(5) Check box if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e).

..

(6) Citizenship or Place of Organization

Barbados

(7) Sole Voting Power  
Number of

Shares (8) Shared Voting Power

Beneficially

Owned by **951,200**

Each (9) Sole Dispositive Power

Reporting (10) Shared Dispositive Power

Person

With

**951,200**

(11) Aggregate Amount Beneficially Owned by each Reporting Person

**951,200**

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(12) Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) ..

(13) Percent of Class Represented by Amount in Row (11)

1.0%

(14) Type of Reporting Person (See Instructions)

CO

This Amendment No. 5 amends the Schedule 13D filed with the Securities and Exchange Commission on April 11, 2008 by V. Prem Watsa, 1109519 Ontario Limited, The Sixty Two Investment Company Limited, 810679 Ontario Limited, Fairfax Financial Holdings Limited ( Fairfax ), TIG Insurance Company, The North River Insurance Company, Odyssey Reinsurance Company (formerly known as Odyssey America Reinsurance Corporation), United States Fire Insurance Company, Markel Insurance Company of Canada, Commonwealth Insurance Company, Federated Insurance Company of Canada, Lombard General Insurance Company of Canada, Lombard Insurance Company and Zenith Insurance Company, as amended by Amendment No. 1 to the Schedule 13D filed on October 17, 2008, Amendment No. 2 to the Schedule 13D filed on March 23, 2009, Amendment No. 3 to the Schedule 13D filed on December 27, 2010 and Amendment No. 4 to the Schedule 13D filed on January 14, 2011.

Amendment No. 1 to the Schedule 13D related to the election by AbitibiBowater Inc., a Delaware corporation ( AbitibiBowater ), pursuant to the terms of the Notes (as defined in Item 3 herein), to pay interest on the Notes on the October 15, 2008 interest payment date entirely by increasing the principal amount of the Notes in lieu of paying cash interest on the Notes.

Amendment No. 2 to the Schedule 13D was filed to report that Fairfax had entered into a Support Agreement and a Firm Commitment Agreement related to a recapitalization proposal of AbitibiBowater with respect to its Abitibi-Consolidated Inc. subsidiary.

Amendment No. 3 to the Schedule 13D was filed as a result of the issuance of new shares (the Shares ) of common stock, \$0.001 par value, of AbitibiBowater to the Reporting Persons (as defined in Item 2 herein) in connection with the emergence from bankruptcy and reorganization of AbitibiBowater and certain of its affiliates (the Reorganization ). Pursuant to the Second Amended Joint Plan of Reorganization under Chapter 11 of the Bankruptcy Code, dated as of November 23, 2010, among AbitibiBowater and certain of its affiliates and the debtors named therein (the Plan ), the Reporting Persons received an aggregate of 11,687,314 Shares in partial consideration of their claims arising from their ownership of debt securities of AbitibiBowater and its affiliates.

Amendment No. 4 to the Schedule 13D was filed in order to amend Items 2, 3, 4, 5 and 6 of the Schedule 13D.

This Amendment No. 5 to the Schedule 13D is being filed as a result of the entry by Fairfax into a lock-up agreement with AbitibiBowater in connection with AbitibiBowater's intended take-over bid to acquire all of the issued and outstanding shares of Fibrek Inc., ( Fibrek ) (of which Fairfax and/or one or more of the Reporting Persons is a shareholder) pursuant to which lock-up agreement Fairfax agreed to receive its consideration in the form of either cash or a mix of cash and AbitibiBowater common shares in the event the take-over bid is completed. Such transactions could, if completed and Fairfax or any of the Reporting Persons (defined herein) receive consideration in the form of AbitibiBowater common shares, result in an increased beneficial ownership interest by Fairfax and the Reporting Persons in AbitibiBowater's common shares.

The following amendments to Items 2, 4, 5, 6 and 7 of the Schedule 13D are hereby made:

**Item 2. Identity and Background**

Item 2 of the Schedule 13D is hereby amended in its entirety to read as follows, and in addition Annexes A, B, C, D, E, F, G, H, I, J, K, L, M, N, O, P, Q and R are replaced with the Annexes A, B, C, D, E, F, G, H, I, J, K, L, M, N, O, P, Q, R, S, and T hereto annexed:

This statement is being jointly filed by the following persons (collectively, the Reporting Persons):

1. V. Prem Watsa, an individual, is a citizen of Canada. Mr. Watsa's business address is 95 Wellington Street West, Suite 800, Toronto, Ontario, Canada, M5J 2N7;
2. 1109519 Ontario Limited ( 1109519 ), a corporation incorporated under the laws of Ontario, is controlled by V. Prem Watsa. The principal business of 1109519 is as an investment holding company. The principal business address and principal office address of 1109519 is 95 Wellington Street West, Suite 800, Toronto, Ontario, Canada, M5J 2N7;
3. The Sixty Two Investment Company Limited ( Sixty Two ), a corporation incorporated under the laws of British Columbia, is controlled by V. Prem Watsa. The principal business of Sixty Two is as an investment holding company. The principal business address and principal office address of Sixty Two is 1600 Cathedral Place, 925 West Georgia St., Vancouver, British Columbia, Canada, V6C 3L3;
4. 810679 Ontario Limited ( 810679 ), a corporation incorporated under the laws of Ontario, is controlled by V. Prem Watsa. The principal business of 810679 is as an investment holding company. The principal business address and principal office address of 810679 is 95 Wellington Street West, Suite 800, Toronto, Ontario, Canada, M5J 2N7;
5. Fairfax Financial Holdings Limited ( Fairfax ), a corporation incorporated under the laws of Canada, is controlled by Sixty Two, 1109519 and V. Prem Watsa. Fairfax is a financial services holding company. The principal business and principal office address of Fairfax is 95 Wellington Street West, Suite 800, Toronto, Ontario, Canada, M5J 2N7;
6. TIG Insurance Company ( TIG ), a corporation incorporated under the laws of California, is a wholly-owned subsidiary of Fairfax. The principal business of TIG is property/casualty insurance. The principal business address and principal office address of TIG is 250 Commercial Street, Suite 5000, Manchester, New Hampshire 03101;
7. Fairmont Specialty Insurance Company ( Fairmont ), a corporation incorporated under the laws of California, is a wholly-owned subsidiary of TIG. The principal business of Fairmont is property/casualty insurance. The principal business address and principal office address of Fairmont is 250 Commercial Street, Suite 5000, Manchester, New Hampshire 03101;

8. General Fidelity Insurance Company ( General Fidelity ), a corporation incorporated under the laws of South Carolina, is a wholly-owned subsidiary of TIG. The principal business of General Fidelity is property/casualty insurance. The principal business address and principal office address of General Fidelity is 250 Commercial Street, Suite 5000, Manchester, New Hampshire 03101;
9. The North River Insurance Company ( North River ), a corporation incorporated under the laws of New Jersey, is a wholly-owned subsidiary of Fairfax. The principal business of North River is insurance. The principal business address and principal office address of North River is 305 Madison Avenue, Morristown, New Jersey 07962;
10. Seneca Insurance Company, Inc. ( Seneca ), a corporation incorporated under the laws of New York, is a wholly-owned subsidiary of North River. The principal business of Seneca is insurance. The principal business address and principal office address of Seneca is 160 Water Street, New York, NY 10038;
11. Odyssey Reinsurance Company ( ORC ), a corporation incorporated under the laws of Connecticut, is a wholly-owned subsidiary of Fairfax. The principal business of ORC is reinsurance. The principal business address and principal office address of ORC is 300 First Stamford Place, Stamford, Connecticut 06902;
12. Clearwater Insurance Company ( Clearwater ), a corporation incorporated under the laws of Delaware, is a wholly-owned subsidiary of Fairfax. The principal business of Clearwater is reinsurance. The principal business address and principal office address of Clearwater is 300 First Stamford Place, Stamford, Connecticut 06902;
13. United States Fire Insurance Company ( US Fire ), a corporation incorporated under the laws of Delaware, is a wholly-owned subsidiary of Fairfax. The principal business of US Fire is property/casualty insurance. The principal business and principal office address of US Fire is 305 Madison Ave., Morristown, New Jersey 07962;
14. Markel Insurance Company of Canada ( Markel ), a corporation incorporated under the laws of Canada, is a wholly-owned subsidiary of Fairfax. The principal business of Markel is property/casualty insurance. The principal business address and principal office address of Markel is 55 University Avenue, Suite 1500, Toronto, Ontario, Canada, M5J 2H7;
15. Commonwealth Insurance Company ( Commonwealth ), a corporation incorporated under the laws of Canada, is a wholly-owned subsidiary of Fairfax. The principal business of Commonwealth is property/casualty insurance. The principal business address and principal office address of Commonwealth is 595 Burrard Street, Suite 1500, Box 49115 Bentall Tower III, Vancouver, BC, Canada, V7X 1G4;
16. Federated Insurance Company of Canada ( Federated ), a corporation incorporated under the laws of Canada, is a wholly-owned subsidiary of Fairfax. The principal business of Federated is property/casualty insurance. The principal business address and principal office address of Federated is 717 Portage Ave., Winnipeg, Manitoba, Canada, R3C 3C9;

17. Lombard General Insurance Company of Canada ( LGICC ), a corporation incorporated under the laws of Canada, is a wholly-owned subsidiary of Fairfax. The principal business of LGICC is property/casualty insurance. The principal business address and principal office address of LGICC is 105 Adelaide Street West, 3rd Floor, Toronto, Ontario, Canada M5H 1P9;

18. Lombard Insurance Company ( Lombard ), a corporation incorporated under the laws of Canada, is a wholly-owned subsidiary of LGICC. The principal business of Lombard is property/casualty insurance. The principal business address and principal office address of Lombard is 105 Adelaide Street West, 3rd Floor, Toronto, Ontario, Canada M5H 1P9;

19. Zenith Insurance Company ( Zenith ), a corporation incorporated under the laws of California, is a wholly-owned subsidiary of Fairfax. The principal business of Zenith is workers compensation insurance. The principal business and principal office address of Zenith is 21255 Califa Street, Woodland Hills, California 91367-5021; and

20. Fairfax (Barbados) International Corp. ( FBIC ), a corporation established under the laws of Barbados, is a wholly-owned subsidiary of Fairfax. The principal business of FBIC is as an investment holding company. The principal business and principal office address of FBIC is #12 Pine Commercial, The Pine, St Michael, Barbados, WI, BB11103.

21. Wentworth Insurance Company Ltd. ( Wentworth), a corporation established under the laws of Barbados, is a wholly-owned subsidiary of Fairfax. The principal business of Wentworth is reinsurance. The principal business and principal office address of Wentworth is #12 Pine Commercial, The Pine, St Michael, Barbados, WI, BB11103.

Neither the filing of this Schedule 13D nor the information contained herein shall be deemed to constitute an affirmation by V. Prem Watsa, 1109519, Sixty Two, 810679, Fairfax, TIG, Fairmont, General Fidelity, North River, Seneca, ORC, Clearwater, US Fire, Markel, Commonwealth, Federated, LGICC, Lombard, Zenith, FBIC or Wentworth that such person is the beneficial owner of the Shares referred to herein for purposes of Section 13(d) or 13(g) of the Securities Exchange Act of 1934, as amended (the Exchange Act ), or for any other purpose, and such beneficial ownership is expressly disclaimed.

The name, present principal occupation or employment and name, principal business and address of any corporation or other organization in which such employment is conducted and the citizenship of each executive officer and director of each of the Reporting Persons is set forth in Annex A, B, C, D, E, F, G, H, I, J, K, L, M, N, O, P, Q, R, S or T as the case may be, and such Annexes are incorporated herein by reference.

Pursuant to Rule 13d-1(k) under the Exchange Act, the Reporting Persons have agreed to file jointly one statement with respect to their ownership of the Shares.

During the last five years, none of the Reporting Persons, and, to the best of each such Reporting Person s knowledge, none of the persons listed in Annex A, B, C, D, E, F, G, H, I, J, K, L, M, N, O, P, Q, R, S, or T have been (a) convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (b) a party to a civil proceeding of a judicial or



administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

**Item 4. Purpose of Transaction**

Item 4 of the Schedule 13D is hereby amended by adding the following paragraph at the end thereof:

A copy of the Lock-up Agreement is included as Exhibit 10.1 to AbitibiBowater's current report on Form 8-K, filed with the Securities and Exchange Commission on November 29, 2011, and is incorporated by reference into this Item 4.

**Item 5. Interest in the Securities of the Issuer**

Item 5 of the Schedule 13D is hereby amended in its entirety to read as follows:

(a) Based on the most recent information available, the aggregate number and percentage of the Shares (the securities identified by Item 1 of this Schedule 13D) that are beneficially owned by each of the Reporting Persons is set forth in boxes 11 and 13 of the second part of the cover page to this Schedule 13D for each of the Reporting Persons, and such information is incorporated herein by reference.

The percentage of the Shares beneficially owned by each of the Reporting Persons was calculated based on 97,089,416 Shares issued and outstanding. See Item 6 herein.

(b) The number of Shares as to which each of the Reporting Persons has sole voting power, shared voting power, sole dispositive power and shared dispositive power is set forth in boxes 7, 8, 9 and 10, respectively, on the second part of the cover page to this Schedule 13D for each of the Reporting Persons, and such information is incorporated herein by reference.

(c) Except as described herein, none of the Reporting Persons, nor, to the best knowledge of the Reporting Persons, any person listed in Annex A, B, C, D, E, F, G, H, I, J, K, L, M, N, O, P, Q, R, S or T beneficially owns, or during the last 60 days has acquired or disposed of, any Shares.

(d) No person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, Shares held by the Reporting Persons other than each of the Reporting Persons, and in respect of 50,623 Shares, certain pension plans of certain subsidiaries of Fairfax.

(e) Not applicable.

**Item 6. Contracts, Arrangements, Understandings or Relationships with respect to Securities of the Issuer**

Item 6 of the Schedule 13D is hereby amended in its entirety to read as follows:

Second Amended Joint Plan of Reorganization

In connection with AbitibiBowater and its affiliates' Chapter 11 proceedings, the Bankruptcy Court for the District of Delaware (the "Bankruptcy Court") held a series of hearings to consider confirmation of the Plan. On November 23, 2010, the Bankruptcy Court entered an order (the "Confirmation Order") approving and confirming the Plan.

On December 9, 2010, the Plan became effective and AbitibiBowater and its debtor affiliates emerged from Chapter 11 protection. Upon the effectiveness of the Plan, the Debt Securities were canceled. Subsequently, the Reporting Persons received an aggregate of 11,687,314 Shares in partial consideration of their claims arising from their ownership of the Debt Securities.

Following the Reorganization, 73,752,881 Shares were distributed to certain creditors named in the Plan on a pro rata basis within certain creditor classes based on Allowed Claims (as defined in the Plan). In addition, 23,382,073 Shares were issued and are being held in reserve for the benefit of holders of disputed claims, including a claim (the "Contribution Claim") asserted by certain holders of the 7.95% notes due November 15, 2011 issued by Bowater Canada Finance Corporation. To the extent that the Contribution Claim or other disputed claims are allowed, obligations arising therefrom will be satisfied by a distribution of Shares currently held in escrow (the "Escrow Shares") to former holders of such disputed claims, respectively. Escrow Shares sufficient to satisfy the entire Contribution Claim are currently held in escrow pending the outcome of such claims. If the Contribution Claim is disallowed, the Escrow Shares will be distributed on a pro rata basis to certain of the debtors' creditors, including the Reporting Persons.

A copy of the Confirmation Order, of which the Plan forms a part, is included as Exhibit 2.2 to AbitibiBowater's current report on Form 8-K, filed with the Securities and Exchange Commission on November 30, 2010, and is incorporated by reference into this Item 6.

The trial in respect of the Contribution Claim is scheduled to commence on December 8, 2011 in the United States Bankruptcy Court for the District of Delaware.

Lock-up Agreement

On November 28, 2011, Fairfax entered into a lock-up agreement (the "Lock-up Agreement") with AbitibiBowater in connection with AbitibiBowater's intended take-over bid to acquire all of the issued and outstanding common shares of Fibrek (of which Fairfax and/or one

or more of the Reporting Persons is a shareholder), pursuant to which lock-up agreement Fairfax agreed to receive its consideration in the form of either cash or a mix of cash and AbitibiBowater common shares in the event the take-over bid is completed. If such transactions are completed and Fairfax or any of the other Reporting Persons (defined herein) who are affiliates of Fairfax and whose shares in Fibrek are subject to the Lock-up Agreement receive consideration in the form of AbitibiBowater common shares, Fairfax and such Reporting Persons could acquire an increased beneficial ownership interest in AbitibiBowater's common shares. The Lock-up Agreement provides, among other provisions, that AbitibiBowater will be required to commence a formal take-over bid on or before December 30, 2011 provided certain conditions are satisfied, including, without limitation, there not having occurred any material adverse change with respect to either AbitibiBowater or Fibrek. Under the Lock-up Agreement, Fairfax has no ability to tender to or facilitate any competing transaction or to withdraw any of its own shares of Fibrek or shares of Fibrek held by Reporting Persons who are controlled by Fairfax and whose shares of Fibrek are subject to the Lock-up Agreement.

A copy of the Lock-up Agreement is included as Exhibit 10.1 to AbitibiBowater's current report on Form 8-K, filed with the Securities and Exchange Commission on November 29, 2011, and is incorporated by reference into this Item 6. The foregoing description of the Lock-up Agreement is qualified in its entirety by reference to the full text of the Lock-up Agreement.

**Item 7. Material to be filed as Exhibits**

Item 7 of the Schedule 13D is hereby amended by the addition of the following exhibits to the end thereof:

- Ex. 4.1 Joint filing agreement dated as of December 6, 2011 among V. Prem Watsa, 1109519 Ontario Limited, The Sixty Two Investment Company Limited, 810679 Ontario Limited, Fairfax Financial Holdings Limited, TIG Insurance Company, Fairmont Specialty Insurance Company, General Fidelity Insurance Company, The North River Insurance Company, Seneca Insurance Company, Inc., Odyssey Reinsurance Company (formerly known as Odyssey America Reinsurance Corporation), Clearwater Insurance Company, United States Fire Insurance Company, Markel Insurance Company of Canada, Commonwealth Insurance Company, Federated Insurance Company of Canada, Lombard General Insurance Company of Canada, Lombard Insurance Company, Zenith Insurance Company, Fairfax (Barbados) International Corp. and Wentworth Insurance Company Ltd.

**SIGNATURES**

After reasonable inquiry and to the best knowledge and belief of the undersigned, such person certifies that the information set forth in this statement with respect to such person is true, complete and correct.

IN WITNESS WHEREOF, the undersigned have executed this instrument as of this 6th day of December, 2011.

V. PREM WATSA

/s/ V. PREM WATSA

1109519 ONTARIO LIMITED

By: /s/ V. PREM WATSA  
Name: **V. Prem Watsa**  
Title: **President**

THE SIXTY TWO INVESTMENT

COMPANY LIMITED

By: /s/ V. PREM WATSA  
Name: **V. Prem Watsa**  
Title: **President**

810679 ONTARIO LIMITED

By: /s/ V. PREM WATSA  
Name: **V. Prem Watsa**  
Title: **President**

FAIRFAX FINANCIAL HOLDINGS LIMITED

By: /s/ V. PREM WATSA  
Name: **V. Prem Watsa**  
Title: **Chairman and Chief Executive Officer**

TIG INSURANCE COMPANY

By: /s/ JOHN. J. BATOR  
Name: **John J. Bator**  
Title: **Chief Financial Officer and Senior Vice**

**President**

FAIRMONT SPECIALTY INSURANCE

COMPANY

By: /s/ JOHN. J. BATOR  
Name: **John J. Bator**  
Title: **Chief Financial Officer and Senior Vice**

**President**

GENERAL FIDELITY INSURANCE COMPANY

By: /s/ JOHN. J. BATOR  
Name: **John J. Bator**  
Title: **Chief Financial Officer and Senior Vice**

**President**

THE NORTH RIVER INSURANCE COMPANY

By: /s/ PAUL BASSALINE  
Name: **Paul Bassaline**  
Title: **Vice President & Controller**

UNITED STATES FIRE INSURANCE

COMPANY

By: /s/ PAUL BASSALINE  
Name: **Paul Bassaline**  
Title: **Vice President & Controller**

ODYSSEY REINSURANCE COMPANY

By: /s/ KIRK M. REISCHE  
Name: **Kirk M. Reische**  
Title: **Vice President**

CLEARWATER INSURANCE COMPANY

By: /s/ KIRK M. REISCHE  
Name: **Kirk M. Reische**  
Title: **Vice President**



MARKEL INSURANCE COMPANY OF

CANADA

By: /s/ CRAIG PINNOCK  
Name: **Craig Pinnock**  
Title: **Director**

COMMONWEALTH INSURANCE COMPANY

By: /s/ CRAIG PINNOCK  
Name: **Craig Pinnock**  
Title: **Director**

FEDERATED INSURANCE COMPANY OF

CANADA

By: /s/ CRAIG PINNOCK  
Name: **Craig Pinnock**  
Title: **Director**

LOMBARD GENERAL INSURANCE

COMPANY OF CANADA

By: /s/ CRAIG PINNOCK  
Name: **Craig Pinnock**  
Title: **Director**

LOMBARD INSURANCE COMPANY

By: /s/ CRAIG PINNOCK  
Name: **Craig Pinnock**  
Title: **Director**

ZENITH INSURANCE COMPANY

By: /s/ MICHAEL JANSEN  
Name: **Michael Jansen**  
Title: **Executive Vice President and General  
Counsel**

SENECA INSURANCE COMPANY, INC.

By: /s/ JAMES V. KRAUS  
Name: **James V. Kraus**  
Title: **Assistant Vice President**

FAIRFAX (BARBADOS) INTERNATIONAL  
CORP.

By: /s/ JANICE BURKE  
Name: **Janice Burke**  
Title: **Vice President and General Manager**

WENTWORTH INSURANCE COMPANY LTD.

By: /s/ JANICE BURKE  
Name: **Janice Burke**  
Title: **Vice President and General Manager**

Annex Index

<b>Annex</b>	<b>Description</b>
A	Directors and Executive Officers of 1109519 Ontario Limited
B	Directors and Executive Officers of The Sixty Two Investment Company Limited
C	Directors and Executive Officers of 810679 Ontario Limited
D	Directors and Executive Officers of Fairfax Financial Holdings Limited
E	Directors and Executive Officers of TIG Insurance Company
F	Directors and Executive Officers of The North River Insurance Company
G	Directors and Executive Officers of Odyssey Reinsurance Company
H	Directors and Executive Officers of United States Fire Insurance Company
I	Directors and Executive Officers of Markel Insurance Company of Canada
J	Directors and Executive Officers of Commonwealth Insurance Company
K	Directors and Executive Officers of Federated Insurance Company of Canada
L	Directors and Executive Officers of Lombard General Insurance Company of Canada
M	Directors and Executive Officers of Lombard Insurance Company
N	Directors and Executive Officers of Zenith Insurance Company
O	Directors and Executive Officers of Fairmont Specialty Insurance Company
P	Directors and Executive Officers of General Fidelity Insurance Company
Q	Directors and Executive Officers of Seneca Insurance Company, Inc.
R	Directors and Executive Officers of Clearwater Insurance Company
S	Directors and Executive Officers of Fairfax (Barbados) International Corp.
T	Directors and Executive Officers of Wentworth Insurance Company Ltd.

**DIRECTORS AND EXECUTIVE OFFICERS OF  
1109519 ONTARIO LIMITED**

The following table sets forth certain information with respect to the directors and executive officers of 1109519 Ontario Limited.

<b>Name</b>	<b>Present Principal Occupation or Employment and the Name, Principal Business and Address of any Corporation or other Organization in which such employment is conducted</b>	<b>Citizenship</b>
V. Prem Watsa  (President and Director)	Chairman and Chief Executive Officer,  Fairfax Financial Holdings Limited  95 Wellington Street West  Suite 800  Toronto, Ontario M5J 2N7	Canadian
Eric P. Salsberg  (Assistant Secretary)	Vice President, Corporate Affairs,  Fairfax Financial Holdings Limited	Canadian

**DIRECTORS AND EXECUTIVE OFFICERS OF  
THE SIXTY TWO INVESTMENT COMPANY LIMITED**

The following table sets forth certain information with respect to the directors and executive officers of The Sixty Two Investment Company Limited.

<b>Name</b>	<b>Present Principal Occupation or Employment and the Name, Principal Business and Address of any Corporation or other Organization in which such employment is conducted</b>	<b>Citizenship</b>
V. Prem Watsa  (President and Director)	Chairman and Chief Executive Officer,  Fairfax Financial Holdings Limited  95 Wellington Street West  Suite 800  Toronto, Ontario M5J 2N7	Canadian
Eric P. Salsberg  (Assistant Secretary and Director)	Vice President, Corporate Affairs,  Fairfax Financial Holdings Limited	Canadian

**DIRECTORS AND EXECUTIVE OFFICERS OF  
810679 ONTARIO LIMITED**

The following table sets forth certain information with respect to the directors and executive officers of 810679 Ontario Limited.

<b>Name</b>	<b>Present Principal Occupation or Employment and the Name, Principal Business and Address of any Corporation or other Organization in which such employment is conducted</b>	<b>Citizenship</b>
V. Prem Watsa  (President and Director)	Chairman and Chief Executive Officer,  Fairfax Financial Holdings Limited  95 Wellington Street West  Suite 800  Toronto, Ontario M5J 2N7	Canadian
Eric P. Salsberg  (Assistant Secretary)	Vice President, Corporate Affairs,  Fairfax Financial Holdings Limited	Canadian



**DIRECTORS AND EXECUTIVE OFFICERS OF  
FAIRFAX FINANCIAL HOLDINGS LIMITED**

The following table sets forth certain information with respect to the directors and executive officers of Fairfax Financial Holdings Limited.

Name	Present Principal Occupation or Employment and the Name, Principal Business and Address of any Corporation or other Organization in which such employment is conducted	Citizenship
V. Prem Watsa  (Chairman and Chief Executive Officer)	Chairman and Chief Executive Officer,  Fairfax Financial Holdings Limited  95 Wellington Street West  Suite 800  Toronto, Ontario M5J 2N7	Canadian
Anthony Griffiths  (Director)	Independent Business Consultant  Toronto, Ontario, Canada	Canadian
Robert Gunn  (Director)	Independent Business Consultant  Toronto, Ontario, Canada	Canadian
Brandon W. Sweitzer  (Director)	Senior Advisor to the President of the  Chamber of Commerce of The United States  1615 H Street, NW  Washington, DC 20062	United States
Alan D. Horn  (Director)	Chairman, Rogers Communications Inc. and  President and Chief Executive Officer,  Rogers Telecommunications Limited  Toronto, Ontario, Canada	Canadian
Timothy R. Price	Chairman of Brookfield Funds	Canadian

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(Director)	Brookfield Asset Management Inc. Brookfield Place, Suite 300 181 Bay Street Toronto, ON M5J 2T3	
John Varnell (Vice President and Chief Financial Officer)	Vice President and Chief Financial Officer, Fairfax Financial Holdings Limited	Canadian
Eric P. Salsberg (Vice President, Corporate Affairs)	Vice President, Corporate Affairs, Fairfax Financial Holdings Limited	Canadian
Peter Clark (Vice President and Chief Risk Officer)	Vice President and Chief Risk Officer Fairfax Financial Holdings Limited	Canadian
Jean Cloutier (Vice President, International Operations)	Vice President, International Operations Fairfax Financial Holdings Limited	Canadian

**Present Principal Occupation or**

**Employment and the Name, Principal**

**Business and Address of any Corporation**

**or other Organization in which such**

<b>Name</b>	<b>employment is conducted</b>	<b>Citizenship</b>
Paul Rivett  (Vice President, Chief Legal Officer)	Vice President, Chief Legal Officer,  Fairfax Financial Holdings Limited	Canadian
Bradley P. Martin  (Vice President, Chief Operating Officer and Corporate Secretary)	Vice President, Chief Operating Officer and  Corporate Secretary,  Fairfax Financial Holdings Limited	Canadian

**DIRECTORS AND EXECUTIVE OFFICERS OF  
TIG INSURANCE COMPANY**

The following table sets forth certain information with respect to the directors and executive officers of TIG Insurance Company.

<b>Name</b>	<b>Present Principal Occupation or Employment and the Name, Principal Business and Address of any Corporation or other Organization in which such employment is conducted</b>	<b>Citizenship</b>
Nicholas C. Bentley  (Chairman, Chief Executive Officer, President and Director)	Manager, President and Chief Executive Officer, Riverstone Resources LLC  250 Commercial Street, Suite 5000  Manchester, NH 03101	United Kingdom
Charles G. Ehrlich  (Senior Vice President, Secretary and Director)	Senior Vice President and Secretary,  Riverstone Resources LLC  250 Commercial Street, Suite 5000  Manchester, NH 03101	United States
John M. Parker  (Senior Vice President and Director)	Senior Vice President,  Riverstone Resources LLC  250 Commercial Street, Suite 5000  Manchester, NH 03101	United States
John J. Bator  (Senior Vice President, Chief Financial Officer and Director)	Senior Vice President and Chief Financial Officer, Riverstone Resources LLC  250 Commercial Street, Suite 5000  Manchester, NH 03101	United States
Frank DeMaria  (Senior Vice President and Director)	Senior Vice President,  Riverstone Resources LLC  250 Commercial Street, Suite 5000  Manchester, NH 03101	United States

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Richard J. Fabian

Senior Vice President and General Counsel,

United States

(Senior Vice President, General Counsel and  
Director)

Riverstone Resources LLC

250 Commercial Street, Suite 5000

Manchester, NH 03101

**Present Principal Occupation or**

**Employment and the Name, Principal**

**Business and Address of any Corporation**

**or other Organization in which such**

<b>Name</b>	<b>employment is conducted</b>	<b>Citizenship</b>
Nina L. Caroselli  (Senior Vice President)	Senior Vice President,  Riverstone Resources LLC  250 Commercial Street, Suite 5000  Manchester, NH 03101	United States

**DIRECTORS AND EXECUTIVE OFFICERS OF  
THE NORTH RIVER INSURANCE COMPANY**

The following table sets forth certain information with respect to the directors and executive officers of The North River Insurance Company.

<b>Name</b>	<b>Present Principal Occupation or Employment and the Name, Principal Business and Address of any Corporation or other Organization in which such employment is conducted</b>	<b>Citizenship</b>
Douglas M. Libby  (President, Chief Executive Officer, Chairman and Director)	President and Chief Executive Officer,  Crum & Forster Holdings Corp. and various other insurance subsidiaries,  305 Madison Avenue  Morristown, NJ 07962	United States
Mary Jane Robertson  (Executive Vice President, Chief Financial Officer, Treasurer and Director)	Executive Vice President, Chief Financial Officer and Treasurer,  Crum & Forster Holdings Corp. and various other insurance subsidiaries,  305 Madison Avenue  Morristown, NJ 07962	United States
Stephen M. Mulready  (Executive Vice President and Director)	Executive Vice President  United States Fire Insurance Company,  305 Madison Avenue  Morristown, NJ 07962	United States
Marc J. Adee  (Senior Vice President)	President  Fairmont Specialty, a division of Crum & Forster  10350 Richmond Avenue, Suites 250/300	United States

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Houston, TX 77042

Mark G. Brown

Senior Vice President

United States

(Senior Vice President)

United States Fire Insurance Company

305 Madison Avenue

Morristown, NJ 07962

Stephen A. Eisenmann

Senior Vice President

United States

(Senior Vice President)

United States Fire Insurance Company

305 Madison Avenue

Morristown, NJ 07962



<b>Name</b>	<b>Present Principal Occupation or Employment and the Name, Principal Business and Address of any Corporation or other Organization in which such employment is conducted</b>	<b>Citizenship</b>
Donald R. Fischer	Senior Vice President  United States Fire Insurance Company  305 Madison Avenue  Morristown, NJ 07962	United States
(Senior Vice President)		
Nigel P. Fitzgerald	Senior Vice President  United States Fire Insurance Company  10350 Richmond Avenue, Suites 250/300  Houston, TX 77042	United States
(Senior Vice President)		
David J. Ghezzi	Senior Vice President  United States Fire Insurance Company  305 Madison Avenue  Morristown, NJ 07962	United States
(Senior Vice President)		
James V. Kraus	Senior Vice President, General Counsel & Secretary  United States Fire Insurance Company  305 Madison Avenue  Morristown, NJ 07962	United States
(Senior Vice President, General Counsel & Secretary)		
Matthew W. Kunish	Senior Vice President  United States Fire Insurance Company  305 Madison Avenue  Morristown, NJ 07962	United States
(Senior Vice President)		
Keith McCarthy	Senior Vice President  Seneca Insurance Company, Inc.  160 Water Street  New York, NY 10038	United States
(Senior Vice President)		

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Ellen C. O Connor (Senior Vice President)	Senior Vice President Seneca Insurance Company, Inc. 160 Water Street New York, NY 10038	United States
Mark L. Owens (Senior Vice President)	Senior Vice President United States Fire Insurance Company 725 South Figueroa Street, Suites 2300/2380 Los Angeles, CA 90017	United States

<b>Name</b>	<b>Present Principal Occupation or Employment and the Name, Principal Business and Address of any Corporation or other Organization in which such</b>	<b>Citizenship</b>
Nathan J. Sambul	Senior Vice President employment is conducted	United States
(Senior Vice President)	United States Fire Insurance Company 305 Madison Avenue Morristown, NJ 07962	
Chris I. Stormo	Senior Vice President	United States
(Senior Vice President)	United States Fire Insurance Company 305 Madison Avenue Morristown, NJ 07962	

**DIRECTORS AND EXECUTIVE OFFICERS OF  
ODYSSEY REINSURANCE COMPANY**

The following table sets forth certain information with respect to the directors and executive officers of Odyssey Reinsurance Company.

<b>Name</b>	<b>Present Principal Occupation or Employment and the Name, Principal Business and Address of any Corporation or other Organization in which such employment is conducted</b>	<b>Citizenship</b>
Brian D. Young  (Chairman of the Board of Directors, President and Chief Executive Officer)	President, Chief Executive Officer, and Director Odyssey Re Holdings Corp.  300 First Stamford Place,  Stamford, Connecticut 06902	United States
Michael G. Wacek  (Executive Vice President and Director)	Executive Vice President,  Odyssey Re Holdings Corp.	United States
Jan Christiansen  (Executive Vice President and Director)	Executive Vice President and  Chief Financial Officer,  Odyssey Re Holdings Corp.	United States
James B. Salvesen  (Senior Vice President and Chief Financial Officer)	Senior Vice President and  Chief Financial Officer,  Odyssey Reinsurance Company	United States
Peter H. Lovell  (Senior Vice President, General Counsel and Corporate Secretary)	Senior Vice President, General Counsel  and Corporate Secretary,  Odyssey Re Holdings Corp.	United States

**DIRECTORS AND EXECUTIVE OFFICERS OF  
UNITED STATES FIRE INSURANCE COMPANY**

The following table sets forth certain information with respect to the directors and executive officers of United States Fire Insurance Company.

<b>Name</b>	<b>Present Principal Occupation or Employment and the Name, Principal Business and Address of any Corporation or other Organization in which such employment is conducted</b>	<b>Citizenship</b>
Douglas M. Libby	President and Chief Executive Officer,  Crum & Forster Holdings Corp. and various other insurance subsidiaries,  305 Madison Avenue  Morristown, NJ 07962	United States
(President, Chief Executive Officer, Chairman and Director)		
Mary Jane Robertson	Executive Vice President, Chief Financial Officer and Treasurer,  Crum & Forster Holdings Corp. and various other insurance subsidiaries  305 Madison Avenue  Morristown, NJ 07962	United States
(Executive Vice President, Chief Financial Officer, Treasurer and Director)		
Stephen M. Mulready	Executive Vice President United States Fire Insurance Company  305 Madison Avenue  Morristown, NJ 07962	United States
(Executive Vice President and Director)		
Marc J. Adee	President  Fairmont Specialty, a division of Crum & Forster  10350 Richmond Avenue, Suites 250/300  Houston, TX 77042	United States
(Senior Vice President)		
Nicole E. Bennett-Smith	Senior Vice President & Chief Information Officer  United States Fire Insurance Company  305 Madison Avenue	United States
(Senior Vice President & Chief Information Officer)		



Mark G. Brown	Senior Vice President	United States
(Senior Vice President)	United States Fire Insurance Company	
	305 Madison Avenue	
	Morristown, NJ 07962	
Stephen A. Eisenmann	Senior Vice President	United States
(Senior Vice President)	United States Fire Insurance Company	
	305 Madison Avenue	
	Morristown, NJ 07962	
Donald R. Fischer	Senior Vice President	United States
(Senior Vice President)	United States Fire Insurance Company	
	305 Madison Avenue	
	Morristown, NJ 07962	
Nigel P. Fitzgerald	Senior Vice President	United States
(Senior Vice President)	United States Fire Insurance Company	
	10350 Richmond Avenue, Suites 250/300	
	Houston, TX 77042	
David J. Ghezzi	Senior Vice President	United States
(Senior Vice President)	United States Fire Insurance Company	
	305 Madison Avenue	
	Morristown, NJ 07962	
James V. Kraus	Senior Vice President, General Counsel & Secretary	United States
(Senior Vice President, General Counsel & Secretary)	United States Fire Insurance Company	
	305 Madison Avenue	
	Morristown, NJ 07962	
Matthew W. Kunish	Senior Vice President	United States
(Senior Vice President)	United States Fire Insurance Company	
	305 Madison Avenue	

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Morristown, NJ 07962

Keith McCarthy

Senior Vice President

United States

(Senior Vice President)

Seneca Insurance Company, Inc.

160 Water Street

New York, NY 10038



Ellen C. O Connor	Senior Vice President	United States
(Senior Vice President)	Seneca Insurance Company, Inc.	
	160 Water Street	
	New York, NY 10038	
Mark L. Owens	Senior Vice President	United States
(Senior Vice President)	United States Fire Insurance Company	
	725 South Figueroa Street, Suites 2300/2380	
	Los Angeles, CA 90017	
Nathan J. Sambul	Senior Vice President	United States
(Senior Vice President)	United States Fire Insurance Company	
	305 Madison Avenue	
	Morristown, NJ 07962	
Chris I. Stormo	Senior Vice President	United States
(Senior Vice President)	United States Fire Insurance Company	
	305 Madison Avenue	
	Morristown, NJ 07962	
Richard S. Yien	Senior Vice President	United States
(Senior Vice President & Chief Technology Officer)	United States Fire Insurance Company	
	305 Madison Avenue	
	Morristown, NJ 07962	

**DIRECTORS AND EXECUTIVE OFFICERS OF  
MARKEL INSURANCE COMPANY OF CANADA**

The following table sets forth certain information with respect to the directors and executive officers of Markel Insurance Company of Canada.

Name	Present Principal Occupation or Employment and the Name, Principal Business and Address of any Corporation or other Organization in which such employment is conducted	Citizenship
Silvy Wright	President and Chief Executive Officer,	Canadian
(President and Chair)	Northbridge Financial Corporation  105 Adelaide Street West, 7 <sup>th</sup> Floor  Toronto, Ontario M5H 1P9	
Lori McDougall	Vice President, Finance,	Canadian
(Vice President, Finance and Director)	Markel Insurance Company of Canada  55 University Avenue  Suite 1500  Toronto, Ontario M5J 2H7	
Bryan S. Smith	Independent Business Consultant and	Canadian
(Director)	Corporate Director  Toronto, Ontario, Canada	
Craig Pinnock	Chief Financial Officer,	Canadian
(Director)	Northbridge Financial Corporation  105 Adelaide Street West, 7 <sup>th</sup> Floor  Toronto, Ontario M5H 1P9	
Robert J. Gunn	Independent Business Consultant and	Canadian
(Director)	Corporate Director  Toronto, Ontario, Canada	
Robert S. Weiss	Independent Business Consultant and	Canadian
(Director)	Corporate Director	



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Name	Present Principal Occupation or Employment and the Name, Principal Business and Address of any Corporation or other Organization in which such employment is conducted	Citizenship
Fabian Richenberger	President,  Lombard General Insurance Company of Canada  105 Adelaide Street West  3rd Floor  Toronto, Ontario M5H 1P9	Swiss
(Director)		
Nora Hillyer	Senior Vice President, Underwriting  Markel Insurance Company of Canada  55 University Avenue  Suite 1500  Toronto, Ontario M5J 2H7	Canadian
(Senior Vice President, Underwriting)		
Ed Knoblauch	Vice President, Corporate Litigation  Markel Insurance Company of Canada  55 University Avenue  Suite 1500  Toronto, Ontario M5J 2H7	Canadian
(Vice President, Corporate Litigation)		
Rose Oxenham	Vice President, Client Relations  Markel Insurance Company of Canada  55 University Avenue  Suite 1500  Toronto, Ontario M5J 2H7	Canadian
(Vice President, Client Relations)		
Will Mandau	Vice President, Claims  Markel Insurance Company of Canada  55 University Avenue  Suite 1500  Toronto, Ontario M5J 2H7	Canadian
(Vice President, Claims)		
Karen Burr	Vice President, Human Resources  Markel Insurance Company of Canada	Canadian
(Vice President, Human Resources)		

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55 University Avenue

Suite 1500

Toronto, Ontario M5J 2H7

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**DIRECTORS AND EXECUTIVE OFFICERS OF  
COMMONWEALTH INSURANCE COMPANY**

The following table sets forth certain information with respect to the directors and executive officers of Commonwealth Insurance Company.

Name	Present Principal Occupation or Employment and the Name, Principal Business and Address of any Corporation or other Organization in which such employment is conducted	Citizenship
Silvy Wright  (Chair)	President and Chief Executive Officer,  Northbridge Financial Corporation  105 Adelaide Street West, 7 <sup>th</sup> Floor  Toronto, Ontario M5H 1P9	Canadian
Timothy R. Ius  (President, Chief Executive Officer and Director)	President and Chief Executive Officer  Commonwealth Insurance Company  595 Burrard Street  Suite 1500, Box 49115 Bentall Tower III,  Vancouver, BC V7X 1G4	Canadian
Stewart J. Woo  (Chief Financial Officer and Director)	Chief Financial Officer,  Commonwealth Insurance Company  595 Burrard Street  Suite 1500, Box 49115 Bentall Tower III,  Vancouver, BC V7X 1G4	Canadian
Bryan S. Smith  (Director)	Independent Business Consultant and  Corporate Director  Toronto, Ontario, Canada	Canadian
Craig Pinnock  (Director)	Chief Financial Officer,  Northbridge Financial Corporation  105 Adelaide Street West, 7 <sup>th</sup> Floor  Toronto, Ontario M5H 1P9	Canadian

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Robert J. Gunn

Independent Business Consultant and

Canadian

(Director)

Corporate Director

Toronto, Ontario, Canada

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Robert S. Weiss (Director)	Independent Business Consultant and Corporate Director Toronto, Ontario, Canada	Canadian
Gregory W. Kostiw (Chief Underwriting Officer)	Chief Underwriting Officer, Commonwealth Insurance Company 595 Burrard Street Suite 1500, Box 49115 Bentall Tower III, Vancouver, BC V7X 1G4	Canadian
Donald M. Parry (Vice-President, Secretary, Controller)	Vice-President, Secretary, Controller, Commonwealth Insurance Company 595 Burrard Street Suite 1500, Box 49115 Bentall Tower III, Vancouver, BC V7X 1G4	Canadian
Bruce M. Gregg (Chief Risk Officer)	Chief Risk Officer, Commonwealth Insurance Company 595 Burrard Street Suite 1500, Box 49115 Bentall Tower III, Vancouver, BC V7X 1G4	Canadian
Edward P. Hunter (Senior Vice President, Underwriting, U.S. Division)	Senior Vice President, Underwriting, U.S. Division, Commonwealth Insurance Company 595 Burrard Street Suite 1500, Box 49115 Bentall Tower III, Vancouver, BC V7X 1G4	Canadian



**DIRECTORS AND EXECUTIVE OFFICERS OF  
FEDERATED INSURANCE COMPANY OF CANADA**

The following table sets forth certain information with respect to the directors and executive officers of Federated Insurance Company of Canada.

Name	Present Principal Occupation or Employment and the Name, Principal Business and Address of any Corporation or other Organization in which such employment is conducted	Citizenship
Silvy Wright  (Chair)	President and Chief Executive Officer,  Northbridge Financial Corporation  105 Adelaide Street West, 7 <sup>th</sup> Floor  Toronto, Ontario M5H 1P9	Canadian
John Paisley  (President, Chief Executive Officer and Director)	President and Chief Executive Officer,  Federated Insurance Company of Canada  717 Portage Avenue  Winnipeg, Manitoba R3C 3C9	Canadian
Garrick Hurlin  (Chief Financial Officer, Vice President, Finance, Corporate Secretary and Director)	Chief Financial Officer, Vice President,  Finance and Corporate Secretary,  Federated Insurance Company of Canada  717 Portage Avenue  Winnipeg, Manitoba R3C 3C9	Canadian
Bryan S. Smith  (Director)	Independent Business Consultant and  Corporate Director  Toronto, Ontario, Canada	Canadian
Craig Pinnock  (Director)	Chief Financial Officer,  Northbridge Financial Corporation  105 Adelaide Street West, 7 <sup>th</sup> Floor  Toronto, Ontario M5H 1P9	Canadian
Robert J. Gunn	Independent Business Consultant and	Canadian

(Director)

Corporate Director

Toronto, Ontario, Canada

Robert S. Weiss (Director)	Independent Business Consultant and Corporate Director Toronto, Ontario, Canada	Canadian
Sylvain Baril (Senior Vice President, Business Operations (Underwriting))	Senior Vice President, Business Operations (Underwriting), Federated Insurance Company of Canada 717 Portage Avenue Winnipeg, Manitoba R3C 3C9	Canadian
George Halkiotis (Vice President, Claims)	Vice President, Claims, Federated Insurance Company of Canada 717 Portage Avenue Winnipeg, Manitoba R3C 3C9	Canadian
Mark Greenway (Vice President, Business Operations (Sales))	Vice President, Business Operations (Sales), Federated Insurance Company of Canada 717 Portage Avenue Winnipeg, Manitoba R3C 3C9	Canadian
Douglas Overwater (Vice President, Corporate Relations)	Vice President, Corporate Relations Federated Insurance Company of Canada 717 Portage Avenue Winnipeg, Manitoba R3C 3C9	Canadian
Wayne Connelly (Vice President, Strategic Planning)	Vice President, Strategic Planning Federated Insurance Company of Canada 717 Portage Avenue Winnipeg, Manitoba R3C 3C9	Canadian

**DIRECTORS AND EXECUTIVE OFFICERS OF  
LOMBARD GENERAL INSURANCE COMPANY OF CANADA**

The following table sets forth certain information with respect to the directors and executive officers of Lombard General Insurance Company of Canada.

Name	Present Principal Occupation or Employment and the Name, Principal Business and Address of any Corporation or other Organization in which such employment is conducted	Citizenship
Silvy Wright  (Chair)	President and Chief Executive Officer,  Northbridge Financial Corporation  105 Adelaide Street West, 7 <sup>th</sup> Floor  Toronto, Ontario M5H 1P9	Canadian
Fabian Richenberger  (President and Director)	President,  Lombard General Insurance Company of  Canada  105 Adelaide Street West  3rd Floor  Toronto, Ontario M5H 1P9	Swiss
Jane Gardner-Robinson  (Executive Vice President and Director)	Executive Vice President,  Lombard General Insurance Company of  Canada  105 Adelaide Street West  3rd Floor  Toronto, Ontario M5H 1P9	Canadian
Bryan S. Smith  (Director)	Independent Business Consultant and  Corporate Director  Toronto, Ontario, Canada	Canadian
Craig Pinnock  (Director)	Chief Financial Officer,  Northbridge Financial Corporation	Canadian

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Toronto, Ontario M5H 1P9

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Robert J. Gunn (Director)	Independent Business Consultant and Corporate Director Toronto, Ontario, Canada	Canadian
Robert S. Weiss (Director)	Independent Business Consultant and Corporate Director Toronto, Ontario, Canada	Canadian
Stephen F. McManus (Senior Vice President, Chief Financial Officer and Treasurer)	Senior Vice President, Chief Financial Officer and Treasurer, Lombard General Insurance Company of Canada 105 Adelaide Street West 3rd Floor Toronto, Ontario M5H 1P9	Canadian
William J. Dunlop (Senior Vice President, General Counsel & Human Resources and Secretary)	Senior Vice President, General Counsel & Human Resources and Secretary, Lombard General Insurance Company of Canada 105 Adelaide Street West 3rd Floor Toronto, Ontario M5H 1P9	Canadian
Jean Roy (Senior Vice President, Actuarial)	Senior Vice President, Actuarial, Lombard General Insurance Company of Canada 105 Adelaide Street West 3rd Floor Toronto, Ontario M5H 1P9	Canadian
David De Kuyper (Senior Vice President, Market Management)	Senior Vice President, Market Management Lombard General Insurance Company of	Canadian

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Canada

105 Adelaide Street West

3rd Floor

Toronto, Ontario M5H 1P9

Glenn Penny

Senior Vice President, Customer Services

Canadian

(Senior Vice President, Customer Services  
Operations)

Operations,

Lombard General Insurance Company of

Canada

105 Adelaide Street West

3rd Floor

Toronto, Ontario M5H 1P9

<p>Katharine M. Allan  (Senior Vice President, Personal Lines Retail &amp; Chief Underwriting Officer)</p>	<p>Senior Vice President, Personal Lines Retail &amp; Chief Underwriting Officer,  Lombard General Insurance Company of  Canada  105 Adelaide Street West  3rd Floor  Toronto, Ontario M5H 1P9</p>	<p>Canadian</p>
<p>Peter B. Aumonier  (Senior Vice President, Claims)</p>	<p>Senior Vice President, Claims  Lombard General Insurance Company of  Canada  105 Adelaide Street West  3rd Floor  Toronto, Ontario M5H 1P9</p>	<p>Canadian</p>
<p>Mark L. LeBlanc  (Senior Vice President, Central Region)</p>	<p>Senior Vice President, Central Region  Lombard General Insurance Company of  Canada  105 Adelaide Street West  3rd Floor  Toronto, Ontario M5H 1P9</p>	<p>Canadian</p>
<p>Anthony O Brien  (Senior Vice President, Risk Solutions)</p>	<p>Senior Vice President, Risk Solutions  Lombard General Insurance Company of  Canada  105 Adelaide Street West  3rd Floor  Toronto, Ontario M5H 1P9</p>	<p>Canadian</p>
<p>Richard Lapierre  (Vice President, Quebec Region)</p>	<p>Vice President, Quebec Region,  Lombard General Insurance Company of  Canada</p>	<p>Canadian</p>



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105 Adelaide Street West

3rd Floor

Toronto, Ontario M5H 1P9

Janina Chmielewsk

Vice President, Finance and Assistant

Canadian

(Vice President, Finance and

Treasurer

Assistant Treasurer)

Lombard General Insurance Company of

Canada

105 Adelaide Street West

3rd Floor

Toronto, Ontario M5H 1P9

**DIRECTORS AND EXECUTIVE OFFICERS OF  
LOMBARD INSURANCE COMPANY**

The following table sets forth certain information with respect to the directors and executive officers of Lombard Insurance Company.

Name	Present Principal Occupation or Employment and the Name, Principal Business and Address of any Corporation or other Organization in which such employment is conducted	Citizenship
Silvy Wright  (Chair)	President and Chief Executive Officer,  Northbridge Financial Corporation  105 Adelaide Street West, 7th Floor  Toronto, Ontario M5H 1P9	Canadian
Fabian Richenberger  (President and Director)	President,  Lombard General Insurance Company of  Canada  105 Adelaide Street West  3rd Floor  Toronto, Ontario M5H 1P9	Swiss
Jane Gardner-Robinson  (Executive Vice President and Director)	Executive Vice President,  Lombard General Insurance Company of  Canada  105 Adelaide Street West  3rd Floor  Toronto, Ontario M5H 1P9	Canadian
Bryan S. Smith  (Director)	Independent Business Consultant and  Corporate Director  Toronto, Ontario, Canada	Canadian

Craig Pinnock (Director)	Chief Financial Officer, Northbridge Financial Corporation 105 Adelaide Street West, 7th Floor Toronto, Ontario M5H 1P9	Canadian
Robert J. Gunn (Director)	Independent Business Consultant and Corporate Director Toronto, Ontario, Canada	Canadian
Robert S. Weiss (Director)	Independent Business Consultant and Corporate Director Toronto, Ontario, Canada	Canadian
Stephen F. McManus (Senior Vice President, Chief Financial Officer and Treasurer)	Senior Vice President, Chief Financial Officer and Treasurer, Lombard General Insurance Company of Canada 105 Adelaide Street West 3rd Floor Toronto, Ontario M5H 1P9	Canadian
William J. Dunlop (Senior Vice President, General Counsel & Human Resources and Secretary)	Senior Vice President, General Counsel & Human Resources and Secretary, Lombard General Insurance Company of Canada 105 Adelaide Street West 3rd Floor Toronto, Ontario M5H 1P9	Canadian
Jean Roy (Senior Vice President, Actuarial)	Senior Vice President, Actuarial, Lombard General Insurance Company of Canada 105 Adelaide Street West	Canadian

3rd Floor

Toronto, Ontario M5H 1P9

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David De Kuyper  (Senior Vice President, Market Management)	Senior Vice President, Market Management  Lombard General Insurance Company of  Canada  105 Adelaide Street West  3rd Floor  Toronto, Ontario M5H 1P9	Canadian
Glenn Penny  (Senior Vice President, Customer Services Operations)	Senior Vice President, Customer Services  Operations,  Lombard General Insurance Company of  Canada  105 Adelaide Street West  3rd Floor  Toronto, Ontario M5H 1P9	Canadian
Katharine M. Allan  (Senior Vice President, Personal Lines Retail & Chief Underwriting Officer)	Senior Vice President, Personal Lines Retail  & Chief Underwriting Officer,  Lombard General Insurance Company of  Canada  105 Adelaide Street West  3rd Floor  Toronto, Ontario M5H 1P9	Canadian
Peter B. Aumonier  (Senior Vice President, Claims)	Senior Vice President, Claims  Lombard General Insurance Company of  Canada  105 Adelaide Street West  3rd Floor  Toronto, Ontario M5H 1P9	Canadian
Mark L. LeBlanc  (Senior Vice President, Central Region)	Senior Vice President, Central Region  Lombard General Insurance Company of	Canadian

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Canada

105 Adelaide Street West

3rd Floor

Toronto, Ontario M5H 1P9

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Anthony O Brien (Senior Vice President, Risk Solutions)	Senior Vice President, Risk Solutions Lombard General Insurance Company of Canada 105 Adelaide Street West 3rd Floor Toronto, Ontario M5H 1P9	Canadian
Richard Lapierre (Vice President, Quebec Region)	Vice President, Quebec Region, Lombard General Insurance Company of Canada 105 Adelaide Street West 3rd Floor Toronto, Ontario M5H 1P9	Canadian
Janina Chmielewsk (Vice President, Finance and Assistant Treasurer)	Vice President, Finance and Assistant Treasurer Lombard General Insurance Company of Canada 105 Adelaide Street West 3rd Floor Toronto, Ontario M5H 1P9	Canadian

**DIRECTORS AND EXECUTIVE OFFICERS OF  
ZENITH INSURANCE COMPANY**

The following table sets forth certain information with respect to the directors and executive officers of Zenith Insurance Company.

Name	Present Principal Occupation or Employment and the Name, Principal Business and Address of any Corporation or other Organization in which such employment is conducted	Citizenship
Stanley R. Zax  (Chief Executive Officer, President and Chairman of the Board of Directors)	Chief Executive Officer and Chairman of the Board of Directors, Zenith Insurance Company  21255 Califa St.  Woodland Hills, CA 91367	United States
Jack D. Miller  (Vice Chairman and Director)	Vice Chairman, Zenith Insurance Company  21255 Califa St.  Woodland Hills, CA 91367	United States
Michael E. Jansen  (Executive Vice President and General Counsel and Director)	Executive Vice President and General Counsel, Zenith Insurance Company  21255 Califa St.  Woodland Hills, CA 91367	United States
Kari L. Van Gundy  (Executive Vice President, Chief Financial Officer and Treasurer and Director)	Executive Vice President, Chief Financial Officer & Treasurer, Zenith Insurance Company  21255 Califa St.  Woodland Hills, CA 91367	United States
Jason Clarke  (Executive Vice President and Chief Actuary)	Executive Vice President and Chief Actuary, Zenith Insurance Company  21255 Califa St.  Woodland Hills, CA 91367	United States



Davidson M. Pattiz Executive Vice President of Claims, Zenith Insurance Company United States

(Executive Vice President)

21255 Califa St.

Woodland Hills, CA 91367

Hyman J. Lee Jr.

Senior Vice President and Assistant General Counsel and  
Secretary, Zenith Insurance Company

United States

(Senior Vice President and Assistant General  
Counsel and Secretary)

21255 Califa St.

Woodland Hills, CA 91367

**DIRECTORS AND EXECUTIVE OFFICERS OF  
FAIRMONT SPECIALTY INSURANCE COMPANY**

The following table sets forth certain information with respect to the directors and executive officers of Fairmont Specialty Insurance Company.

Name	Present Principal Occupation or Employment and the Name, Principal Business and Address of any Corporation or other Organization in which such employment is conducted	Citizenship
Nicholas C. Bentley  (Chairman, Chief Executive Officer, President and Director)	Manager, President and Chief Executive Officer, Riverstone Resources LLC  250 Commercial Street, Suite 5000  Manchester, NH 03101	United Kingdom
Charles G. Ehrlich  (Senior Vice President, Secretary and Director)	Senior Vice President and Secretary,  Riverstone Resources LLC  250 Commercial Street, Suite 5000  Manchester, NH 03101	United States
John M. Parker  (Senior Vice President and Director)	Senior Vice President,  Riverstone Resources LLC  250 Commercial Street, Suite 5000  Manchester, NH 03101	United States
John J. Bator  (Senior Vice President, Chief Financial Officer and Director)	Senior Vice President and Chief Financial Officer, Riverstone Resources LLC  250 Commercial Street, Suite 5000  Manchester, NH 03101	United States
Frank DeMaria  (Senior Vice President and Director)	Senior Vice President,  Riverstone Resources LLC  250 Commercial Street, Suite 5000  Manchester, NH 03101	United States

Name	Present Principal Occupation or Employment and the Name, Principal Business and Address of any Corporation or other Organization in which such employment is conducted	Citizenship
Richard J. Fabian	Senior Vice President and General Counsel,	United States
(Senior Vice President, General Counsel and Director)	Riverstone Resources LLC 250 Commercial Street, Suite 5000 Manchester, NH 03101	
Nina L. Caroselli	Senior Vice President,	United States
(Senior Vice President)	Riverstone Resources LLC 250 Commercial Street, Suite 5000 Manchester, NH 03101	

**DIRECTORS AND EXECUTIVE OFFICERS OF  
GENERAL FIDELITY INSURANCE COMPANY**

The following table sets forth certain information with respect to the directors and executive officers of General Fidelity Insurance Company.

Name	Present Principal Occupation or Employment and the Name, Principal Business and Address of any Corporation or other Organization in which such employment is conducted	Citizenship
Nicholas C. Bentley  (Chairman, Chief Executive Officer, President and Director)	Manager, President and Chief Executive Officer, Riverstone Resources LLC  250 Commercial Street, Suite 5000  Manchester, NH 03101	United Kingdom
Nina L. Caroselli  (Senior Vice President and Director)	Senior Vice President,  Riverstone Resources LLC  250 Commercial Street, Suite 5000  Manchester, NH 03101	United States
John M. Parker  (Senior Vice President)	Senior Vice President,  Riverstone Resources LLC  250 Commercial Street, Suite 5000  Manchester, NH 03101	United States
John J. Bator  (Senior Vice President, Chief Financial Officer and Director)	Senior Vice President and Chief Financial Officer, Riverstone Resources LLC  250 Commercial Street, Suite 5000  Manchester, NH 03101	United States
Richard J. Fabian  (Senior Vice President, General Counsel and Director)	Senior Vice President and General Counsel,  Riverstone Resources LLC  250 Commercial Street, Suite 5000  Manchester, NH 03101	United States

**DIRECTORS AND EXECUTIVE OFFICERS OF  
SENECA INSURANCE COMPANY, INC.**

The following table sets forth certain information with respect to the directors and executive officers of Seneca Insurance Company, Inc.

Name	Present Principal Occupation or Employment and the Name, Principal Business and Address of any Corporation or other Organization in which such employment is conducted	Citizenship
Douglas M. Libby  (Chairman and Director)	President and Chief Executive Officer,  Crum & Forster Holdings Corp. and various  other insurance subsidiaries,  305 Madison Avenue  Morristown, NJ 07962	United States
Gary N. Dubois  (President and Chief Executive Officer)	President and Chief Executive Officer  Seneca Insurance Company, Inc.  110 William Street  New York, NY 10038	United States
Marc T. A. Wolin  (Senior Vice President, Treasurer, Chief Financial Officer, Chief Operating Officer, Secretary and Director)	Senior Vice President, Treasurer, Chief Financial Officer, COO and Secretary,  Seneca Insurance Company, Inc.,  160 Water Street  New York, NY 10038	United States
Mary Jane Robertson  (Director)	Executive Vice President, Chief Financial Officer and Treasurer,  Crum & Forster Holdings Corp. and various other insurance subsidiaries,  305 Madison Avenue  Morristown, NJ 07962	United States
Stephen M. Mulready  (Director)	Executive Vice President  United States Fire Insurance Company  305 Madison Avenue	United States



<p>Chris I. Stormo  (Senior Vice President and Director)</p>	<p>Senior Vice President,  United States Fire Insurance Company,  305 Madison Avenue  Morristown, NJ 07962</p>	<p>United States</p>
<p>Matthew W. Kunish  (Vice President and Director)</p>	<p>Senior Vice President,  United States Fire Insurance Company,  305 Madison Avenue  Morristown, NJ 07962</p>	<p>United States</p>
<p>Stephen A. Eisenmann  (Director)</p>	<p>Senior Vice President,  United States Fire Insurance Company,  305 Madison Avenue  Morristown, NJ 07962</p>	<p>United States</p>
<p>David J. Ghezzi  (Director)</p>	<p>Senior Vice President,  United States Fire Insurance Company,  305 Madison Avenue  Morristown, NJ 07962</p>	<p>United States</p>
<p>Donald R. Fischer  (Director)</p>	<p>Senior Vice President,  United States Fire Insurance Company,  305 Madison Avenue  Morristown, NJ 07962</p>	<p>United States</p>
<p>Paul W. Bassaline  (Director)</p>	<p>Vice President and Controller,  United States Fire Insurance Company,  305 Madison Avenue  Morristown, NJ 07962</p>	<p>United States</p>
<p>Harvey Childs  (Director)</p>	<p>Chairman of the Board,  Bail USA, Inc.,  157 Main Street</p>	<p>United States</p>

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Greenville, PA 16125

Albert B. Lewis

Of Counsel,

United States

(Director)

D Amato & Lynch,

70 Pine Street

New York, NY 10270

Gabriel M. Krausman

Special Counsel,

United States

(Director)

Leahey & Johnson,

120 Wall Street

New York, NY 10005



Keith McCarthy	Senior Vice President	United States
(Senior Vice President)	Seneca Insurance Company, Inc.	
	160 Water Street	
	New York, NY 10038	
Ellen C. O Connor	Senior Vice President	United States
(Senior Vice President)	Seneca Insurance Company, Inc.	
	160 Water Street	
	New York, NY 10038	

**DIRECTORS AND EXECUTIVE OFFICERS OF  
CLEARWATER INSURANCE COMPANY**

The following table sets forth certain information with respect to the directors and executive officers of Clearwater Insurance Company.

Name	Present Principal Occupation or Employment and the Name, Principal Business and Address of any Corporation or other Organization in which such employment is conducted	Citizenship
Nicholas C. Bentley  (Director)	Manager, President and Chief Executive Officer, Riverstone Resources LLC  250 Commercial Street, Suite 5000  Manchester, NH 03101	United Kingdom
John J. Bator  (Director)	Senior Vice President and Chief Financial Officer, Riverstone Resources LLC  250 Commercial Street, Suite 5000  Manchester, NH 03101	United States
Nina L. Caroselli  (Director)	Senior Vice President,  Riverstone Resources LLC  250 Commercial Street, Suite 5000  Manchester, NH 03101	United States
Richard J. Fabian  (Director)	Senior Vice President and General Counsel,  Riverstone Resources LLC  250 Commercial Street, Suite 5000  Manchester, NH 03101	United States
John M. Parker  (Director)	Senior Vice President,  Riverstone Resources LLC  250 Commercial Street, Suite 5000  Manchester, NH 03101	United States
Jan Christiansen	Executive Vice President and Chief Financial Officer,	United States

(President)

Odyssey Re Holdings Corp.

Michael G. Wacek (Executive Vice President)	Executive Vice President, Odyssey Re Holdings Corp.	United States
Robert S. Bennett (Executive Vice President and Chief Actuary)	Executive Vice President and Chief Actuary, Odyssey America Reinsurance Corporation	United States
Peter H. Lovell (Senior Vice President, General Counsel and Corporate Secretary)	Senior Vice President, General Counsel and Corporate Secretary, Odyssey Re Holdings Corp.	United States
Brian D. Young (Executive Vice President)	President and Chief Executive Officer, Odyssey Re Holdings Corp.	United States
Christopher L. Gallagher (Executive Vice President)	Senior Vice President, Odyssey Reinsurance Company	United States

**DIRECTORS AND EXECUTIVE OFFICERS OF  
FAIRFAX (BARBADOS) INTERNATIONAL CORP.**

The following table sets forth certain information with respect to the directors and executive officers of Fairfax (Barbados) International Corp.

Name	Present Principal Occupation or Employment and the Name, Principal Business and Address of any Corporation or other Organization in which such employment is conducted	Citizenship
Lisl Lewis	CEO & Director	Barbados
(Director)	Southwold Bank & Trust Ltd.  ITC Building  Warrens, St. Thomas, Barbados	
Alister O Brien Campbell	Director (Retired Insurance Executive)	Barbados
(Director)	Wentworth Insurance Company Ltd.  Building #2 Suite 1A, Manor Lodge Complex,  Lodge Hill, St. Michael, Barbados	
Ronald Schokking	Vice President & Treasurer	Canada
(Chairman)	Fairfax Financial Holdings Limited  95 Wellington Street West, Suite 800  Toronto, Ontario, M5J 2N7	
Jean Cloutier	Vice President, International Operations	Canada
(Director)	Fairfax Financial Holdings Limited  95 Wellington Street West, Suite 800  Toronto, Ontario, M5J 2N7	
William Peter Douglas	General Manager, Zenta Global Ltd.	Barbados
(Director)	Suite C, Durants Business Centre  Durants, Christ Church, Barbados	
Janice Burke	Vice President and General Manager,	United States
(Vice President and General Manager)	Wentworth Insurance Company Ltd.	

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Building #2 Suite 1A, Manor Lodge Complex,

Lodge Hill, St. Michael, Barbados

**DIRECTORS AND EXECUTIVE OFFICERS OF  
WENTWORTH INSURANCE COMPANY LTD.**

The following table sets forth certain information with respect to the directors and executive officers of Wentworth Insurance Company Ltd.

Name	Present Principal Occupation or Employment and the Name, Principal Business and Address of any Corporation or other Organization in which such employment is conducted	Citizenship
Lisl Lewis  (Director)	CEO & Director  Southwold Bank & Trust Ltd.  ITC Building  Warrens, St. Thomas, Barbados	Barbados
Alister O Brien Campbell  (Director)	Director (Retired Insurance Executive)  Wentworth Insurance Company Ltd.  Building #2 Suite 1A, Manor Lodge Complex,  Lodge Hill, St. Michael, Barbados	Barbados
Ronald Schokking  (Chairman)	Vice President & Treasurer  Fairfax Financial Holdings Limited  95 Wellington Street West, Suite 800  Toronto, Ontario, M5J 2N7	Canada
Jean Cloutier  (Director)	Vice President, International Operations  Fairfax Financial Holdings Limited  95 Wellington Street West, Suite 800  Toronto, Ontario, M5J 2N7	Canada
William Peter Douglas  (Director)	General Manager,  Zenta Global Ltd.  Suite C, Durants Business Centre  Durants, Christ Church, Barbados	Barbados





Exhibit Index

Exhibit No.	Description
Ex. 4.1	Joint filing agreement dated as of December 6, 2011 among V. Prem Watsa, 1109519 Ontario Limited, The Sixty Two Investment Company Limited, 810679 Ontario Limited, Fairfax Financial Holdings Limited, TIG Insurance Company, Fairmont Specialty Insurance Company, General Fidelity Insurance Company, The North River Insurance Company, Seneca Insurance Company, Inc., Odyssey Reinsurance Company (formerly known as Odyssey America Reinsurance Corporation), Clearwater Insurance Company, United States Fire Insurance Company, Markel Insurance Company of Canada, Commonwealth Insurance Company, Federated Insurance Company of Canada, Lombard General Insurance Company of Canada, Lombard Insurance Company, Zenith Insurance Company, Fairfax (Barbados) International Corp. and Wentworth Insurance Company Ltd.