

AbitibiBowater Inc.
Form SC 13D/A
October 17, 2008

**SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

AMENDMENT NO. 1 TO

SCHEDULE 13D

Under the Securities Exchange Act of 1934

AbitibiBowater Inc.

(Name of Issuer)

Common Stock, \$1.00 par value

(Title of Class of Securities)

003687100

(CUSIP Number)

Eric P. Salsberg

Vice President, Corporate Affairs

Fairfax Financial Holdings Limited

95 Wellington Street West, Suite 800

Toronto, Ontario, Canada, M5J 2N7

Telephone: (416) 367-4941

(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications)

- With a copy to -

Christopher J. Cummings

Shearman & Sterling LLP

Commerce Court West

199 Bay Street, Suite 4405

Toronto, Ontario M5L 1E8

Telephone (416) 360-8484

October 15, 2008

(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 o.

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. 003687100

13D

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NAME OF REPORTING PERSON

1

V. Prem Watsa

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

OO

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEM 2(d) OR 2(e).

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Canada

SOLE VOTING POWER

7

NUMBER OF

SHARES
BENEFICIALLY OWNED BY

8

SHARED VOTING POWER

36,886,111

EACH
REPORTING

9

SOLE DISPOSITIVE POWER

PERSON

WITH SHARED DISPOSITIVE POWER

10

36,886,111

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

36,886,111

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
(SEE INSTRUCTIONS)

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

40.9

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

IN

CUSIP No. 003687100

13D

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NAME OF REPORTING PERSON

1

1109519 ONTARIO LIMITED

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

OO

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEM 2(d) OR 2(e).

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Ontario, Canada

SOLE VOTING POWER

7

NUMBER OF

SHARES
BENEFICIALLY OWNED BY

8

SHARED VOTING POWER

36,886,111

EACH
REPORTING

9

SOLE DISPOSITIVE POWER

PERSON

WITH SHARED DISPOSITIVE POWER

10

36,886,111

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

36,886,111

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
(SEE INSTRUCTIONS)

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

40.9

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

CO

CUSIP No. 003687100

13D

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NAME OF REPORTING PERSON

1

THE SIXTY TWO INVESTMENT COMPANY LIMITED

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

OO

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEM 2(d) OR 2(e).

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

British Columbia

SOLE VOTING POWER

7

NUMBER OF

SHARES
BENEFICIALLY OWNED BY

8

SHARED VOTING POWER

36,886,111

EACH
REPORTING

9

SOLE DISPOSITIVE POWER

PERSON

WITH SHARED DISPOSITIVE POWER

10

36,886,111

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

36,886,111

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
(SEE INSTRUCTIONS)

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

40.9

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

CO

CUSIP No. 003687100

13D

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NAME OF REPORTING PERSON

1

810679 ONTARIO LIMITED

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

- (a)
- (b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e).

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Ontario, Canada

SOLE VOTING POWER

7

NUMBER OF

SHARES
BENEFICIALLY OWNED BY

8

SHARED VOTING POWER

36,886,111

EACH
REPORTING

9

SOLE DISPOSITIVE POWER

PERSON

WITH SHARED DISPOSITIVE POWER

10

36,886,111

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

36,886,111

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
(SEE INSTRUCTIONS)

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

40.9

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

CO

CUSIP No. 003687100

13D

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NAME OF REPORTING PERSON

1

FAIRFAX FINANCIAL HOLDINGS LIMITED

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

OO

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEM 2(d) OR 2(e).

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Canada

SOLE VOTING POWER

7

NUMBER OF

SHARES SHARED VOTING POWER

BENEFICIALLY OWNED BY 8

36,886,111

EACH SOLE DISPOSITIVE POWER

REPORTING 9

PERSON

WITH SHARED DISPOSITIVE POWER

10

36,886,111

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

36,886,111

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
(SEE INSTRUCTIONS)

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

40.9

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

CO

CUSIP No. 003687100

13D

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NAME OF REPORTING PERSON

1

TIG INSURANCE COMPANY

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

OO

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEM 2(d) OR 2(e).

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

California

SOLE VOTING POWER

7

NUMBER OF

SHARES
BENEFICIALLY OWNED BY

8

SHARED VOTING POWER

5,269,444

EACH
REPORTING

9

SOLE DISPOSITIVE POWER

PERSON

WITH SHARED DISPOSITIVE POWER

10

5,269,444

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

5,269,444

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
(SEE INSTRUCTIONS)

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

9.0

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

CO

CUSIP No. 003687100

13D

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NAME OF REPORTING PERSON

1

THE NORTH RIVER INSURANCE COMPANY

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

OO

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEM 2(d) OR 2(e).

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

New Jersey

SOLE VOTING POWER

7

NUMBER OF

SHARES
BENEFICIALLY OWNED BY

8

SHARED VOTING POWER

7,904,166

EACH
REPORTING

9

SOLE DISPOSITIVE POWER

PERSON

WITH SHARED DISPOSITIVE POWER

10

7,904,166

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

7,904,166

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
(SEE INSTRUCTIONS)

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

12.9

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

CO

CUSIP No. 003687100

13D

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1 NAME OF REPORTING PERSON

ODYSSEY RE HOLDINGS 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

Delaware

7 SOLE VOTING POWER

NUMBER OF

8 SHARES SHARED VOTING POWER
BENEFICIALLY OWNED BY 10,538,888

9 EACH SOLE DISPOSITIVE POWER
REPORTING

PERSON

WITH SHARED DISPOSITIVE POWER

10

10,538,888

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

10,538,888

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
(SEE INSTRUCTIONS)

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

16.5

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

CO

CUSIP No. 003687100

13D

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NAME OF REPORTING PERSON

1

ODYSSEY AMERICA REINSURANCE CORPORATION

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

OO

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEM 2(d) OR 2(e).

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Connecticut

SOLE VOTING POWER

7

NUMBER OF

SHARES
BENEFICIALLY OWNED BY

8

SHARED VOTING POWER

10,538,888

EACH
REPORTING

9

SOLE DISPOSITIVE POWER

PERSON

WITH SHARED DISPOSITIVE POWER

10

10,538,888

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

10,538,888

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
(SEE INSTRUCTIONS)

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

16.5

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

CO

CUSIP No. 003687100

13D

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NAME OF REPORTING PERSON

1

NORTHBRIDGE FINANCIAL CORPORATION

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

OO

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEM 2(d) OR 2(e).

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Canada

SOLE VOTING POWER

7

NUMBER OF

SHARES
BENEFICIALLY OWNED BY

8

SHARED VOTING POWER

7,587,999

EACH
REPORTING

9

SOLE DISPOSITIVE POWER

PERSON

WITH SHARED DISPOSITIVE POWER

10

7,587,999

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

7,587,999

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
(SEE INSTRUCTIONS)

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

12.5

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

CO

CUSIP No. 003687100

13D

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NAME OF REPORTING PERSON

1

MARKEL INSURANCE COMPANY OF CANADA

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

OO

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEM 2(d) OR 2(e).

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Canada

SOLE VOTING POWER

7

NUMBER OF

SHARES
BENEFICIALLY OWNED BY

8

SHARED VOTING POWER

1,190,894

EACH
REPORTING

9

SOLE DISPOSITIVE POWER

PERSON

WITH SHARED DISPOSITIVE POWER

10

1,190,894

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

1,190,894

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
(SEE INSTRUCTIONS)

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

2.2

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

CO

CUSIP No. 003687100

13D

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NAME OF REPORTING PERSON

1

COMMONWEALTH INSURANCE COMPANY

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

OO

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEM 2(d) OR 2(e).

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Canada

SOLE VOTING POWER

7

NUMBER OF

SHARES
BENEFICIALLY OWNED BY

8

SHARED VOTING POWER

1,844,305

EACH
REPORTING

9

SOLE DISPOSITIVE POWER

PERSON

WITH SHARED DISPOSITIVE POWER

10

1,844,305

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

1,844,305

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
(SEE INSTRUCTIONS)

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

3.3

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

CO

CUSIP No. 003687100

13D

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NAME OF REPORTING PERSON

1

FEDERATED INSURANCE COMPANY OF CANADA

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

OO

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEM 2(d) OR 2(e).

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Canada

SOLE VOTING POWER

7

NUMBER OF

SHARES
BENEFICIALLY OWNED BY

8

SHARED VOTING POWER

653,411

EACH
REPORTING

9

SOLE DISPOSITIVE POWER

PERSON

WITH SHARED DISPOSITIVE POWER

10

653,411

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

653,411

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
(SEE INSTRUCTIONS)

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

1.2

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

CO

CUSIP No. 003687100

13D

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NAME OF REPORTING PERSON

1

LOMBARD GENERAL INSURANCE COMPANY OF CANADA

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

OO

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEM 2(d) OR 2(e).

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Canada

SOLE VOTING POWER

7

NUMBER OF

SHARES
BENEFICIALLY OWNED BY

8

SHARED VOTING POWER

3,899,388

EACH
REPORTING

9

SOLE DISPOSITIVE POWER

PERSON

WITH SHARED DISPOSITIVE POWER

10

3,899,388

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

3,899,388

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
(SEE INSTRUCTIONS)

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

6.8

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

CO

CUSIP No. 003687100

13D

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NAME OF REPORTING PERSON

1

LOMBARD INSURANCE COMPANY

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

OO

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEM 2(d) OR 2(e).

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Canada

SOLE VOTING POWER

7

NUMBER OF

SHARES
BENEFICIALLY OWNED BY

8

SHARED VOTING POWER

526,944

EACH
REPORTING

9

SOLE DISPOSITIVE POWER

PERSON

WITH SHARED DISPOSITIVE POWER

10

526,944

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

526,944

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
(SEE INSTRUCTIONS)

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

1.0

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

CO

This Amendment No. 1 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, TIG Insurance Company, The North River Insurance Company, OdysseyRe Holdings Corp., Odyssey America Reinsurance Corporation, Northbridge Financial Corporation, Markel Insurance Company of Canada, Commonwealth Insurance Company, Federated Insurance Company of Canada, Lombard General Insurance Company of Canada and Lombard Insurance Company (collectively, the Reporting Persons).

This Amendment No. 1 to the Schedule 13D relates to the election by AbitibiBowater Inc. (AbitibiBowater), pursuant to the terms of the Notes (as defined below), 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.

The following amendments to Items 1, 3, 4, 5 and 7 of the Schedule 13D are hereby made:

Item 1. Security and Issuer

Item 1 of the Schedule 13D is hereby amended in its entirety to read as follows:

The class of securities to which this statement relates is the Common Stock, par value \$1.00 per share, of AbitibiBowater Inc. (the Shares). The Shares are listed on the New York Stock Exchange and the Toronto Stock Exchange. The address of the principal executive office of AbitibiBowater is 1155 Metcalfe Street, Suite 800, Montreal, Quebec, Canada H3B 5H2.

On April 1, 2008, Fairfax Financial Holdings Limited, and certain of its subsidiaries, purchased \$350 million aggregate principal amount of 8.0% Convertible Notes due 2013 (the Notes) of AbitibiBowater in a private transaction.

Pursuant to the terms of the Notes, AbitibiBowater elected 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. Following such increase, the aggregate principal amount of outstanding Notes is approximately \$368.9 million.

The Notes are convertible into Shares at the option of the holder thereof at any time prior to the close of business on the business day immediately preceding the maturity date based on an initial conversion rate of 100 shares per \$1,000 principal amount of Notes (equivalent to an initial conversion price of \$10.00 per share), subject to adjustment under certain circumstances.

Item 3. Source And Amount Of Funds Or Other Consideration

Item 3 of the Schedule 13D is hereby amended in its entirety to read as follows:

The source of funds for the purchase of the Notes was available cash on hand from existing investment portfolios. The purchase price of the Notes was \$350,000,000.

Pursuant to the terms of the Notes, AbitibiBowater elected 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.

Item 4. Purpose of Transaction

Item 4 of the Schedule 13D is hereby amended in its entirety to read as follows:

The Notes were acquired for investment purposes.

The Reporting Persons have the following plans and proposals:

(a) Except as described herein, the Reporting Persons currently do not intend to acquire or dispose of securities of AbitibiBowater, but may formulate plans to do so in the future. The Reporting Persons intend to review, on a continuous basis, various factors related to their direct or indirect investment, as the case may be, in AbitibiBowater, including the price and availability of the securities of AbitibiBowater, subsequent developments affecting AbitibiBowater's business, other investment and business opportunities available to the Reporting Persons and general market and economic conditions. Based upon these and other factors, the Reporting Persons may decide to purchase additional securities of AbitibiBowater or may decide in the future to sell all or part of their investment in AbitibiBowater;

(b) The Reporting Persons have no plans or proposals to cause AbitibiBowater to enter into any extraordinary corporate transaction, such as a merger, reorganization or liquidation of AbitibiBowater or any of its subsidiaries;

(c) The Reporting Persons have no plans or proposals to cause AbitibiBowater or any of its subsidiaries to sell or transfer a material amount of assets;

(d) Except as described herein, the Reporting Persons have no plans or proposals which would result in a change in the present board of directors or management of AbitibiBowater, whether through a change in the number or term of directors or otherwise. Under the terms of the Purchase Agreement described in Item 6 herein, Fairfax was granted the right to appoint two directors to the board of directors of AbitibiBowater, and pursuant thereto Fairfax has caused two of its designees to be appointed to the board;

(e) The Reporting Persons have no plans to make any material change in the present capitalization or dividend policy of AbitibiBowater;

(f) The Reporting Persons have no plans or proposals to cause AbitibiBowater to make any other material change in its business or corporate structure;

(g) The Reporting Persons have no plans or proposals to cause AbitibiBowater to change its certificate of incorporation or bylaws or to take other actions which may impede the acquisition of control of AbitibiBowater by any person;

(h) The Reporting Persons have no plans or proposals to cause any class of securities of AbitibiBowater to be delisted from any securities exchange or cease to be authorized to be quoted in an inter-dealer quotation system;

(i) The Reporting Persons have no plans or proposals to cause any class of equity securities of AbitibiBowater to become eligible for termination of registration pursuant to Section 12(g) of the Exchange Act; and

(j) The Reporting Persons have no plans or proposals to take any actions similar to those enumerated above.

Item 5. Interest in 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 pursuant to 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.

(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 or N 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, except that pension plans of certain subsidiaries of Fairfax have a beneficial ownership interest in Notes convertible into 316,166 Shares.

(e) Not applicable.

Item 7. Material to be filed as Exhibits

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

- Ex. 1.1 Joint filing agreement dated as of October 17, 2008 among V. Prem Watsa, 1109519 Ontario Limited, The Sixty Two Investment Company Limited, 810679 Ontario Limited, Fairfax Financial Holdings Limited, TIG Insurance Company, The North River Insurance Company, Odyssey Re Holdings Corp., Odyssey America Reinsurance Corporation, Northbridge Financial Corporation, Markel

Insurance Company of Canada, Commonwealth Insurance Company, Federated Insurance Company of Canada, Lombard General Insurance Company of Canada, and Lombard Insurance Company.

20

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 has executed this instrument as of the 17th day of October, 2008.

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/ Paul Rivett
Name: Paul Rivett
Title: Vice President

TIG INSURANCE COMPANY

By: /s/ Nicholas C. Bentley
Name: Nicholas C. Bentley
Title: President and Chief Executive
Officer

THE NORTH RIVER INSURANCE COMPANY

By: /s/ Paul Bassaline
Name: Paul Bassaline
Title: Vice President

ODYSSEY RE HOLDINGS CORP.

By: /s/ Donald L. Smith
Name: Donald L. Smith
Title: Senior Vice President

ODYSSEY AMERICA REINSURANCE
CORPORATION

By: /s/ Donald L. Smith
Name: Donald L. Smith
Title: Senior Vice President

NORTHBRIDGE FINANCIAL CORPORATION.

By: /s/ Craig Pinnock
Name: Craig Pinnock
Title: Chief Financial Officer

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

Annex Index

Annex Description

| | |
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**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.

| 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 (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
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.

| 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 (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.

| 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 (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 |

ANNEX D

**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 |
| David Johnston (Director) | President and Vice-Chancellor, University of Waterloo St. Clements, 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 |
| Paul Murray (Director) | President, Pine Smoke Investments Toronto, Ontario Canada | Canadian |
| Alan D. Horn (Director) | Chairman, Rogers Communications Inc. and President and Chief Executive Officer, Rogers Telecommunications Limited Toronto, Ontario, Canada | Canadian and United Kingdom |
| Greg Taylor (Vice President and Chief Financial Officer) | Vice President and Chief Financial Officer, Fairfax Financial Holdings Limited | Canadian |

| 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 |
|---|---|--------------------|
| Eric P. Salsberg (Vice President, Corporate Affairs) | Vice President, Corporate Affairs, Fairfax Financial Holdings Limited | Canadian |
| 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.

| 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) | Chairman, Chief Executive Officer, President and Director, TIG Insurance Company 250 Commercial St. Suite 5000 Manchester, New Hampshire 03101 | United Kingdom |
| Charles G. Ehrlich (Senior Vice President and Director) | Senior Vice President, Secretary and General Counsel, Riverstone Claims Management LLC 250 Commercial Street, Suite 5000 Manchester, NH 03101 | United States |
| John M. Parker (Senior Vice President and Director) | Senior Vice President, TIG Insurance Company | United States |
| John J. Bator (Senior Vice President, Chief Financial Officer and Director) | Senior Vice President, Chief Financial Officer and Director, TIG Insurance Company | United States |
| Frank DeMaria (Senior Vice President and Director) | Senior Vice President, TIG Insurance Company | United States |

ANNEX F

**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 North River 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 |
|--|--|---------------|
| Douglas M. Libby (Chief Executive Officer and Chairman) | President and Chief Executive Officer, Crum & Forster Holdings Corp. and various other insurance subsidiaries, 305 Madison Avenue Morristown, NJ 07962 | United States |
| Joseph F. Braunstein, Jr. (President, Chief Operating Officer and Director) | Vice Chairman, 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 |
| Dennis J. Hammer (Senior Vice President and Controller) | Senior Vice President and Controller, United States Fire Insurance Company, 305 Madison Avenue Morristown, NJ 07962 | United States |

ANNEX G

**DIRECTORS AND EXECUTIVE OFFICERS OF
ODYSSEY RE HOLDINGS CORP.**

The following table sets forth certain information with respect to the directors and executive officers of Odyssey Re Holdings 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 |
|---|--|---------------|
| V. Prem Watsa (Chairman) | Chairman and Chief Executive Officer, Fairfax Financial Holdings Limited 95 Wellington Street West Suite 800 Toronto, Ontario M5J 2N7 | Canadian |
| James F. Dowd (Vice Chairman) | President and Chief Executive Officer, Fairfax Inc. 305 Madison Avenue Morristown, NJ 07962 | United States |
| Andrew Barnard (President, Chief Executive Officer and Director) | 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) | Executive Vice President, Odyssey Re Holdings Corp. | United States |
| R. Scott Donovan (Executive Vice President and Chief Financial Officer) | Executive Vice President and Chief Financial Officer, Odyssey Re Holdings Corp. | United States |
| Anthony J. Narciso, Jr. (Senior Vice President and Controller) | Senior Vice President and Controller, Odyssey Re Holdings Corp. | United States |
| Donald L. Smith (Senior Vice President, General Counsel and Corporate Secretary) | Senior Vice President, General Counsel and Corporate Secretary, Odyssey Re Holdings Corp. | 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 |
|------------------------------------|--|---------------|
| Peter M. Bennett (Director) | Deputy Chairman, Aon Re Canada 150 King Street West Suite 1900 Toronto, Ontario M5H 1J9 | Canadian |
| Anthony F. Griffiths (Director) | Independent Consultant and Corporate Director, 95 Wellington Street West Suite 800 Toronto, Ontario M5J 2N7 | Canadian |
| Patrick W. Kenny (Director) | President and Chief Executive Officer, International Insurance Society 101 Murray Street New York, NY 10007 | United States |
| 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 |
| Bradley P. Martin (Director) | Vice President, Chief Operating Officer and Corporate Secretary, Fairfax Financial Holdings Limited | Canadian |
| Paul M. Wolff (Director) | Partner, Williams & Connolly LLP 725 Twelfth St., N.W. Washington, D.C. 20005 | United States |

ANNEX H

**DIRECTORS AND EXECUTIVE OFFICERS OF
ODYSSEY AMERICA REINSURANCE CORPORATION**

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

| 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 |
|---|---|--------------------|
| Andrew A. Barnard (Chairman, Chief Executive Officer and Director) | President, Chief Executive Officer, and Director Odyssey Re Holdings Corp. 300 First Stamford Place, Stamford, Connecticut 06902 | United States |
| Michael G. Wacek (President and Director) | Executive Vice President, Odyssey Re Holdings Corp. | United States |
| R. Scott Donovan (Executive Vice President, Chief Financial Officer and Director) | Executive Vice President and Chief Financial Officer, Odyssey Re Holdings Corp. | United States |
| James E. Migliorini (Executive Vice President and Director) | Executive Vice President, Odyssey America Reinsurance Corporation | United States |
| Donald L. Smith (Executive Vice President and General Counsel and Director) | Senior Vice President, General Counsel and Corporate Secretary, Odyssey Re Holdings Corp. | United States |
| Brian D. Young (Executive Vice President and Director) | Executive Vice President, Odyssey America Reinsurance Corporation | United States |

**DIRECTORS AND EXECUTIVE OFFICERS OF
NORTHBRIDGE FINANCIAL CORPORATION**

The following table sets forth certain information with respect to the directors and executive officers of Northbridge Financial Corporation.

| 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) | Chairman and Chief Executive Officer, Fairfax Financial Holdings Limited 95 Wellington Street West Suite 800 Toronto, Ontario M5J 2N7 | Canadian |
| Mark J. Ram (President and Chief Executive Officer, Director) | President and Chief Executive Officer, Northbridge Financial Corporation 105 Adelaide Street West, 7 th Floor Toronto, Ontario M5H 1P9 | Canadian |
| Craig Pinnock (Chief Financial Officer) | Chief Financial Officer, Northbridge Financial Corporation 105 Adelaide Street West, 7 th Floor Toronto, Ontario M5H 1P9 | Canadian |
| Ron D. Barbaro (Director) | Independent Consultant and Corporate Director, 105 Adelaide Street West, 7 th Floor Toronto, Ontario M5H 1P9 | Canadian |
| Anthony F. Griffiths (Director) | Independent Consultant and Corporate Director, Toronto, Ontario, Canada | Canadian |
| Robert J. Gunn (Director) | Independent Business Consultant and Corporate Director Toronto, Ontario, Canada | Canadian |

| 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 |
|---------------------------------|---|--------------------|
| Bradley P. Martin (Director) | Vice President, Chief Operating Officer and Corporate Secretary, Fairfax Financial Holdings Limited | Canadian |
| Bryan S. Smith (Director) | Independent Business Consultant and Corporate Director 105 Adelaide Street West, 7 th Floor Toronto, Ontario M5H 1P9 | Canadian |
| Robert S. Weiss (Director) | Independent Business Consultant and Corporate Director 105 Adelaide Street West, 7 th Floor Toronto, Ontario M5H 1P9 | Canadian |

**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 |
|---|---|--------------------|
| Mark J. Ram (Chair) | President and Chief Executive Officer, Northbridge Financial Corporation 105 Adelaide Street West, 7 th Floor Toronto, Ontario M5H 1P9 | Canadian |
| Silvy Wright (President and Director) | President, Markel Insurance Company of Canada 55 University Avenue Suite 1500 Toronto, Ontario M5J 2H7 | Canadian |
| Lori McDougall (Chief Financial Officer and Director) | Chief Financial Officer, Markel Insurance Company of Canada 55 University Avenue Suite 1500 Toronto, Ontario M5J 2H7 | Canadian |
| Bryan S. Smith (Director) | Independent Business Consultant and Corporate Director 105 Adelaide Street West, 7 th Floor Toronto, Ontario M5H 1P9 | Canadian |
| Craig Pinnock (Director) | Chief Financial Officer, Northbridge Financial Corporation 105 Adelaide Street West, 7 th Floor Toronto, Ontario M5H 1P9 | Canadian |
| Robert J. Gunn (Director) | Independent Business Consultant and Corporate Director Toronto, Ontario, Canada | Canadian |

**Present Principal Occupation or
Employment and the Name, Principal
Business and Address of any Corporation
or other Organization in which such
employment is conducted**

Name

Citizenship

Robert S. Weiss
(Director)

Independent Business Consultant and Corporate Director
105 Adelaide Street West, 7th Floor
Toronto, Ontario M5H 1P9

Canadian

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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 |
|---|---|--------------------|
| Mark J. Ram (Chair) | President and Chief Executive Officer, Northbridge Financial Corporation 105 Adelaide Street West, 7 th Floor Toronto, Ontario M5H 1P9 | Canadian |
| Craig Hurford (Vice Chair) | Vice Chair, Commonwealth Insurance Company 595 Burrard Street Suite 1500, Box 49115 Bentall Tower III, Vancouver, BC V7X 1G4 | Canadian |
| Tim Ius (President and Director) | President, Commonwealth Insurance Company 595 Burrard Street Suite 1500, Box 49115 Bentall Tower III, Vancouver, BC V7X 1G4 | Canadian |
| Noel Philips (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 105 Adelaide Street West, 7 th Floor Toronto, Ontario M5H 1P9 | Canadian |
| Craig Pinnock (Director) | Chief Financial Officer, Northbridge Financial Corporation 105 Adelaide Street West, 7 th Floor Toronto, Ontario M5H 1P9 | Canadian |

**Present Principal Occupation or
Employment and the Name, Principal
Business and Address of any Corporation
or other Organization in which such
employment is conducted**

| Name | | Citizenship |
|-------------------------------|---|--------------------|
| Robert J. Gunn (Director) | Independent Business Consultant and Corporate Director Toronto, Ontario, Canada | Canadian |
| Robert S. Weiss (Director) | Independent Business Consultant and Corporate Director 105 Adelaide Street West, 7 th Floor Toronto, Ontario M5H 1P9 | Canadian |

ANNEX L

**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 |
|--|---|--------------------|
| Mark J. Ram (Chair) | President and Chief Executive Officer, Northbridge Financial Corporation 105 Adelaide Street West, 7 th Floor Toronto, Ontario M5H 1P9 | Canadian |
| John Paisley (President and Director) | President, Federated Insurance Company of Canada 717 Portage Avenue Winnipeg, Manitoba R3C 3C9 | Canadian |
| Rick Hurlin (Chief Financial Officer and Director) | Chief Financial Officer, Federated Insurance Company of Canada 717 Portage Avenue Winnipeg, Manitoba R3C 3C9 | Canadian |
| Bryan S. Smith (Director) | Independent Business Consultant and Corporate Director 105 Adelaide Street West, 7 th Floor Toronto, Ontario M5H 1P9 | Canadian |
| Craig Pinnock (Director) | Chief Financial Officer, Northbridge Financial Corporation 105 Adelaide Street West, 7 th Floor Toronto, Ontario M5H 1P9 | Canadian |
| Robert J. Gunn (Director) | Independent Business Consultant and Corporate Director Toronto, Ontario, Canada | Canadian |

**Present Principal Occupation or
Employment and the Name, Principal
Business and Address of any Corporation
or other Organization in which such
employment is conducted**

Name

Citizenship

Robert S. Weiss
(Director)

Independent Business Consultant and Corporate Director
105 Adelaide Street West, 7th Floor
Toronto, Ontario M5H 1P9

Canadian

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**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 |
|---|---|--------------------|
| Mark J. Ram (Chair) | President and Chief Executive Officer, Northbridge Financial Corporation 105 Adelaide Street West, 7 th Floor Toronto, Ontario M5H 1P9 | Canadian |
| Richard Patina (President and Director) | President, Lombard General Insurance Company of Canada 105 Adelaide Street West 3rd Floor Toronto, Ontario M5H 1P9 | Canadian |
| Jane Gardiner-Robinson (Chief Financial Officer and Director) | Chief Financial Officer, 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 105 Adelaide Street West, 7 th Floor Toronto, Ontario M5H 1P9 | Canadian |
| Craig Pinnock (Director) | Chief Financial Officer, Northbridge Financial Corporation 105 Adelaide Street West, 7 th Floor Toronto, Ontario M5H 1P9 | Canadian |
| Robert J. Gunn (Director) | Independent Business Consultant and Corporate Director Toronto, Ontario, Canada | Canadian |

**Present Principal Occupation or
Employment and the Name, Principal
Business and Address of any Corporation
or other Organization in which such
employment is conducted**

Name

Citizenship

Robert S. Weiss
(Director)

Independent Business Consultant and Corporate Director
105 Adelaide Street West, 7th Floor
Toronto, Ontario M5H 1P9

Canadian

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**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 |
|---|---|--------------------|
| Mark J. Ram (Chair) | President and Chief Executive Officer, Northbridge Financial Corporation 105 Adelaide Street West, 7 th Floor Toronto, Ontario M5H 1P9 | Canadian |
| Richard Patina (President and Director) | President, Lombard General Insurance Company of Canada 105 Adelaide Street West 3rd Floor Toronto, Ontario M5H 1P9 | Canadian |
| Jane Gardiner-Robinson (Chief Financial Officer and Director) | Chief Financial Officer, 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 105 Adelaide Street West, 7 th Floor Toronto, Ontario M5H 1P9 | Canadian |
| Craig Pinnock (Director) | Chief Financial Officer, Northbridge Financial Corporation 105 Adelaide Street West, 7 th Floor Toronto, Ontario M5H 1P9 | Canadian |
| Robert J. Gunn (Director) | Independent Business Consultant and Corporate Director Toronto, Ontario, Canada | Canadian |

**Present Principal Occupation or
Employment and the Name, Principal
Business and Address of any Corporation
or other Organization in which such
employment is conducted**

Name

Citizenship

Robert S. Weiss
(Director)

Independent Business Consultant and Corporate Director
105 Adelaide Street West, 7th Floor
Toronto, Ontario M5H 1P9

Canadian

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Exhibit Index

| Exhibit No. | Description |
|--------------------|---|
| Ex. 1.1 | Joint filing agreement dated as of October 17, 2008 among V. Prem Watsa, 1109519 Ontario Limited, The Sixty Two Investment Company Limited, 810679 Ontario Limited, Fairfax Financial Holdings Limited, TIG Insurance Company, The North River Insurance Company, Odyssey Re Holdings Corp., Odyssey America Reinsurance Corporation, Northbridge Financial Corporation, Markel Insurance Company of Canada, Commonwealth Insurance Company, Federated Insurance Company of Canada, Lombard General Insurance Company of Canada, and Lombard Insurance Company. |