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FAIRFAX FINANCIAL HOLDINGS LTD/ CAN Form 13F-HR May 13, 2011

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form 13F

| FORM 13F COVER PAGE |
|---|
| Report for the Quarter Ended: March 31, 2011 |
| Check here if Amendment: []; Amendment Number: |
| This Amendment (check only one): [] is a restatement. |
| Institutional Investment Manager Filing this Report: |
| Name: Fairfax Financial Holdings Limited Address: 95 Wellington Street West Suite 800 Toronto, ON M5J 2N7 |
| Form 13F File Number: 028-12554 |
| The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form. |
| Person Signing this Report on Behalf of Reporting Manager: |
| Name: Paul Rivett Title: Vice President and Chief Legal Officer Phone: 416-367-4941 |
| Signature, Place, and Date of Signing: |
| /s/ Paul Rivett Toronto, ON May 13, 201 |
| Report Type (Check one only): |
| [X] 13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager are reported in this report.) |
| [] 13F NOTICE. (Check here if no holdings reported are in this report, and al holdings are reported by other reporting manager(s).) |
| [] 13F COMBINATION REPORT. (Check here if a portion of the holdings for this reporting manager are reported in this report and a portion are reported by other reporting manager(s).) |

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Report Summary:

Number of Other Included Managers: 2
Form 13F Information Table Entry Total: 43
Form 13F Information Table Value Total: \$3,041,580
(thousands)

List of Other Included Managers:

Provide a numbered list of the name(s) and Form 13F file number(s) of all institutional investment managers with respect to which this report is filed, other than the manager filing this report.

| No. Form 13F File Number | Name |
|--------------------------|---------------------------------------|
| | |
| 01 028-12555 | Hamblin Watsa Investment Counsel Ltd. |
| 02 028-12556 | V. Prem Watsa |

FAIRFAX FINANCIAL HOLDINGS LIMITED FORM 13F INFORMATION TABLE MARCH 31, 2011

| COLUMN 1 | COLUMN 2 | JMN 2 COLUMN 3 COL | | COLUM | COLUMN 6 | |
|--|----------------|--------------------|---------|--------------------|----------|---------|
| NAME OF ISSUER | TITLE OF CLASS | | | SHRS OR PRN AMT | | |
| | | | | | | |
| ABITIBIBOWATER INC | | | , | , , | | DEFINED |
| BALDWIN & LYONS INC CL B | CL B | 057755209 | 22,656 | 969,875 | SH | DEFINED |
| BCE INC. | COM NEW | 05534B760 | 9,698 | 268,300 | SH | DEFINED |
| BCE INC. BERKSHIRE HATHAWAY INC. BERKSHIRE HATHAWAY INC. | CL A | 084670108 | 753 | 6 | SH | DEFINED |
| BERKSHIRE HATHAWAY INC. | CL B NEW | 084670702 | 879 | 10,500 | SH | DEFINED |
| BRISTOL-MYERS SQB | COM | 110122108 | 264 | 10,000 | SH | DEFINED |
| BROWN & BROWN INC | | | | 12,000 | | DEFINED |
| CFS BANCORP INC. | COM | 12525D102 | 55 | 10,000 | SH | DEFINED |
| | | | | 100,000 | | DEFINED |
| CRESUD S A C I F Y A | SPONSORED ADR | | | | | DEFINED |
| | COM | 24702R101 | 329,283 | 22,693,489 | SH | DEFINED |
| EXCO RESOURCES INC | COM | 269279402 | 13,622 | 659,000 | SH | DEFINED |
| FIRST PLACE FINANCIAL/OHIO | COM | 33610T109 | 22 | 10,000 | SH | DEFINED |
| FRONTIER COMMUNICATIONS CORP | COM | 35906A108 | 152,684 | 18,620,000 | SH | DEFINED |
| HOLOGIC INC | COM | 436440101 | 444 | 20,000 | SH | DEFINED |
| INTEL CORP | SDCV | 458140AD2 | 11,831 | 11,500,000 | SH | DEFINED |
| INTERNATIONAL COAL GRP INC NEW | COM | 45928H106 | 254,903 | 22,577,788 | SH | DEFINED |
| JOHNSON & JOHNSON | COM | 478160104 | 307,170 | 5,184,300 | SH | DEFINED |
| KRAFT FOODS INC | CL A | 50075N104 | 168,270 | 5,365,751 | SH | DEFINED |
| LEVEL 3 COMMUNICATIONS INC | COM | 52729N100 | 203,344 | 139,276,421 | SH | DEFINED |
| LEVEL 3 COMMUNICATIONS INC | NOTE | 52729NBM1 | 130,956 | 100,062,000 | PRN | DEFINED |
| LEVEL 3 COMMUNICATIONS INC | NOTE | | | 75,000,000 | | DEFINED |
| MBIA INC | COM | 55262C100 | 301 | 30,000 | SH | DEFINED |
| MERCK & CO. INC. | COM | 58933Y105 | 264 | 8,000 | SH | DEFINED |
| MOHAWK INDS INC | COM | 608190104 | 355 | 5,800 | SH | DEFINED |
| NAM TAI ELECTRS INC | COM PAR \$0.02 | 629865205 | 225 | 35,000 | SH | DEFINED |
| NEW YORK COMMUNITY BANCORP INC | COM | 649445103 | 517 | 30,000 | SH | DEFINED |
| NEWMARKET CORP | COM | 651587107 | 633 | 4,000 | SH | DEFINED |

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| COM | 680223104 | 380 | 30,000 | SH | DEFINED |
|---------------|---|---|--|--|--|
| COM | 690370101 | 53 , 136 | 3,388,774 | SH | DEFINED |
| NOTE | 690370AB7 | 21,328 | 21,653,000 | PRN | DEFINED |
| COM | 703481101 | 441 | 15,000 | SH | DEFINED |
| COM | 717081103 | 4,773 | 235,000 | SH | DEFINED |
| COM | 760975102 | 116,504 | 2,065,000 | SH | DEFINED |
| SPONSORED ADR | 783513104 | 5 , 390 | 194,100 | SH | DEFINED |
| COM | 80007P307 | 272,737 | 21,307,600 | SH | DEFINED |
| COM | 78442P106 | 382 | 25,000 | SH | DEFINED |
| CL A | 860370105 | 8,683 | 1,136,546 | SH | DEFINED |
| COM | 868447103 | 2,265 | 362 , 974 | SH | DEFINED |
| COM NEW | 902973304 | 117,569 | 4,448,310 | SH | DEFINED |
| COM NEW | 903293405 | 113,188 | 6,794,000 | SH | DEFINED |
| COM | 931142103 | 11,455 | 220,000 | SH | DEFINED |
| COM | 949746101 | 143,016 | 4,511,530 | SH | DEFINED |
| | COM NOTE COM COM COM SPONSORED ADR COM COM COM COM COM CL A COM COM NEW COM NEW COM NEW | COM 690370101 NOTE 690370AB7 COM 703481101 COM 717081103 COM 760975102 SPONSORED ADR 783513104 COM 80007P307 COM 78442P106 CL A 860370105 COM 868447103 COM NEW 902973304 COM NEW 903293405 COM 931142103 | COM 690370101 53,136 NOTE 690370AB7 21,328 COM 703481101 441 COM 717081103 4,773 COM 760975102 116,504 SPONSORED ADR 783513104 5,390 COM 80007P307 272,737 COM 78442P106 382 CL A 860370105 8,683 COM 868447103 2,265 COM NEW 902973304 117,569 COM NEW 903293405 113,188 COM 931142103 11,455 | COM 690370101 53,136 3,388,774 NOTE 690370AB7 21,328 21,653,000 COM 703481101 441 15,000 COM 717081103 4,773 235,000 COM 760975102 116,504 2,065,000 SPONSORED ADR 783513104 5,390 194,100 COM 80007P307 272,737 21,307,600 COM 78442P106 382 25,000 CL A 860370105 8,683 1,136,546 COM 868447103 2,265 362,974 COM NEW 902973304 117,569 4,448,310 COM NEW 903293405 113,188 6,794,000 COM 931142103 11,455 220,000 | COM 690370101 53,136 3,388,774 SH NOTE 690370AB7 21,328 21,653,000 PRN COM 703481101 441 15,000 SH COM 717081103 4,773 235,000 SH COM 760975102 116,504 2,065,000 SH SPONSORED ADR 783513104 5,390 194,100 SH COM 80007P307 272,737 21,307,600 SH COM 78442P106 382 25,000 SH CL A 860370105 8,683 1,136,546 SH COM 868447103 2,265 362,974 SH COM NEW 9032973304 117,569 4,448,310 SH COM 931142103 11,455 220,000 SH |