

RESEARCH IN MOTION LTD  
Form SC 13G  
January 27, 2012

# SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

## SCHEDULE 13G

(Rule 13d-102)

Information to be Included in Statements Filed Pursuant to § 240.13d-1(b), (c)

and (d) and Amendments Thereto Filed Pursuant to § 240.13d-2.

Under the Securities Exchange Act of 1934

## Research in Motion Limited

(Name of Issuer)

Common Shares

(Title of Class of Securities)

760975102

(CUSIP Number)

January 26, 2012

(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\*

## Edgar Filing: RESEARCH IN MOTION LTD - Form SC 13G

The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page. The information required in 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 ( Act ) 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. 760975102

Page 2 of 43 Pages

1 Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only)

**V. PREM WATSA**

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)  (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

**CANADIAN**

5 SOLE VOTING POWER

NUMBER OF

SHARES 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

**26,848,500**

EACH

7 SOLE DISPOSITIVE POWER

REPORTING

8 SHARED DISPOSITIVE POWER

PERSON

WITH

**26,848,500**

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**26,848,500**

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

**5.12%**

12 TYPE OF REPORTING PERSON

**IN**

2

Cusip No. 760975102

Page 3 of 43 Pages

1 Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only)

**1109519 ONTARIO LIMITED**

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)  (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

**ONTARIO, CANADA**

5 SOLE VOTING POWER

NUMBER OF

SHARES 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

**26,848,500**

EACH

7 SOLE DISPOSITIVE POWER

REPORTING

8 SHARED DISPOSITIVE POWER

PERSON

WITH

**26,848,500**

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**26,848,500**

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

**5.12%**

12 TYPE OF REPORTING PERSON

**CO**

3

Cusip No. 760975102

Page 4 of 43 Pages

1 Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only)

2 **THE SIXTY TWO INVESTMENT COMPANY LIMITED**  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)  (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

**BRITISH COLUMBIA, CANADA**

5 SOLE VOTING POWER  
NUMBER OF

SHARES 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY **26,848,500**  
EACH 7 SOLE DISPOSITIVE POWER

REPORTING 8 SHARED DISPOSITIVE POWER  
PERSON

WITH **26,848,500**  
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 **26,848,500**  
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 **5.12%**  
TYPE OF REPORTING PERSON

**CO**

4



1 Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only)

**810679 ONTARIO LIMITED**

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)  (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

**ONTARIO, CANADA**

5 SOLE VOTING POWER  
NUMBER OF

SHARES 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY **26,848,500**  
EACH 7 SOLE DISPOSITIVE POWER

REPORTING 8 SHARED DISPOSITIVE POWER  
PERSON

WITH **26,848,500**  
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**26,848,500**  
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

**5.12%**  
12 TYPE OF REPORTING PERSON

**CO**

5

Cusip No. 760975102

Page 6 of 43 Pages

1 Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only)

**FAIRFAX FINANCIAL HOLDINGS LIMITED**

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)  (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

**CANADA**

5 SOLE VOTING POWER  
NUMBER OF

SHARES 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY **26,848,500**  
EACH 7 SOLE DISPOSITIVE POWER

REPORTING 8 SHARED DISPOSITIVE POWER

PERSON

WITH **26,848,500**

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 **26,848,500**  
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 **5.12%**  
TYPE OF REPORTING PERSON

**CO**

6

1 Names of Reporting Person I.R.S. Identification Nos. of Above Persons (Entities Only)

2 **UNITED STATES FIRE INSURANCE COMPANY**  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)  (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

**DELAWARE**

5 SOLE VOTING POWER  
NUMBER OF

SHARES 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY **2,843,251**  
EACH 7 SOLE DISPOSITIVE POWER

REPORTING 8 SHARED DISPOSITIVE POWER  
PERSON

WITH **2,843,251**  
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**2,843,251**  
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

**0.54%**  
12 TYPE OF REPORTING PERSON

**CO**

7

1 Names of Reporting Person I.R.S. Identification Nos. of Above Persons (Entities Only)

**TIG INSURANCE COMPANY**

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)  (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

**CALIFORNIA**

5 SOLE VOTING POWER  
NUMBER OF

SHARES 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY **3,323,500**  
EACH 7 SOLE DISPOSITIVE POWER

REPORTING 8 SHARED DISPOSITIVE POWER

PERSON

WITH **3,323,500**

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**3,323,500**

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

**0.63%**

12 TYPE OF REPORTING PERSON

**CO**

8



1 Names of Reporting Person I.R.S. Identification Nos. of Above Persons (Entities Only)

**GENERAL FIDELITY INSURANCE COMPANY**

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)  (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

**SOUTH CAROLINA**

5 SOLE VOTING POWER

NUMBER OF

SHARES

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

**952,400**

EACH

7 SOLE DISPOSITIVE POWER

REPORTING

8 SHARED DISPOSITIVE POWER

PERSON

WITH

**952,400**

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**952,400**

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

**0.18%**

12 TYPE OF REPORTING PERSON

**CO**

9

1 Names of Reporting Person I.R.S. Identification Nos. of Above Persons (Entities Only)

**MARKEL INSURANCE COMPANY OF CANADA**

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)  (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

**CANADA**

5 SOLE VOTING POWER  
NUMBER OF

SHARES 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY **1,134,800**  
EACH 7 SOLE DISPOSITIVE POWER

REPORTING 8 SHARED DISPOSITIVE POWER  
PERSON

WITH **1,134,800**  
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**1,134,800**  
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

**0.22%**  
12 TYPE OF REPORTING PERSON

**CO**

10

1 Names of Reporting Person I.R.S. Identification Nos. of Above Persons (Entities Only)

**ODYSSEY REINSURANCE COMPANY**

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)  (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

**CONNECTICUT**

5 SOLE VOTING POWER  
NUMBER OF

SHARES 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY **5,784,200**  
EACH 7 SOLE DISPOSITIVE POWER

REPORTING 8 SHARED DISPOSITIVE POWER  
PERSON

WITH **5,784,200**

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**5,784,200**

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

**1.10%**

12 TYPE OF REPORTING PERSON

**CO**

11

1 Names of Reporting Person I.R.S. Identification Nos. of Above Persons (Entities Only)

**ZENITH INSURANCE COMPANY**

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)  (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

**CALIFORNIA**

5 SOLE VOTING POWER  
NUMBER OF

SHARES 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY **2,908,900**  
EACH 7 SOLE DISPOSITIVE POWER

REPORTING 8 SHARED DISPOSITIVE POWER  
PERSON

WITH **2,908,900**

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**2,908,900**

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

**0.55%**

12 TYPE OF REPORTING PERSON

**CO**

12



1 Names of Reporting Person I.R.S. Identification Nos. of Above Persons (Entities Only)

2 **LOMBARD GENERAL INSURANCE COMPANY OF CANADA**  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)  (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

**CANADA**

5 SOLE VOTING POWER  
NUMBER OF

SHARES 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY **5,634,800**  
EACH 7 SOLE DISPOSITIVE POWER

REPORTING 8 SHARED DISPOSITIVE POWER  
PERSON

WITH **5,634,800**

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 **5,634,800**  
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 **1.08%**  
TYPE OF REPORTING PERSON

**CO**

13

1 Names of Reporting Person I.R.S. Identification Nos. of Above Persons (Entities Only)

2 **FEDERATED INSURANCE COMPANY OF CANADA**  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)  (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

**CANADA**

5 SOLE VOTING POWER  
NUMBER OF

SHARES 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY **511,800**  
EACH 7 SOLE DISPOSITIVE POWER

REPORTING 8 SHARED DISPOSITIVE POWER  
PERSON

WITH **511,800**  
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 **511,800**  
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

**0.10%**  
12 TYPE OF REPORTING PERSON

**CO**

14

1 Names of Reporting Person I.R.S. Identification Nos. of Above Persons (Entities Only)

**COMMONWEALTH INSURANCE COMPANY**

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)  (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

**CANADA**

5 SOLE VOTING POWER  
NUMBER OF

SHARES 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY **1,273,600**  
EACH 7 SOLE DISPOSITIVE POWER

REPORTING 8 SHARED DISPOSITIVE POWER  
PERSON

WITH **1,273,600**

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**1,273,600**

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

**0.24%**

12 TYPE OF REPORTING PERSON

**CO**

15

1 Names of Reporting Person I.R.S. Identification Nos. of Above Persons (Entities Only)

**LOMBARD INSURANCE COMPANY**

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)  (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

**CANADA**

5 SOLE VOTING POWER  
NUMBER OF

SHARES 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY **1,205,600**  
EACH 7 SOLE DISPOSITIVE POWER

REPORTING 8 SHARED DISPOSITIVE POWER  
PERSON

WITH **1,205,600**

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 **1,205,600**  
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

**0.23%**  
TYPE OF REPORTING PERSON

**CO**

16



1 Names of Reporting Person I.R.S. Identification Nos. of Above Persons (Entities Only)

**CLEARWATER INSURANCE COMPANY**

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)  (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

**DELAWARE**

5 SOLE VOTING POWER  
NUMBER OF

SHARES 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY **1,713,649**  
EACH 7 SOLE DISPOSITIVE POWER

REPORTING 8 SHARED DISPOSITIVE POWER  
PERSON

WITH **1,713,649**

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**1,713,649**

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

**0.33%**

12 TYPE OF REPORTING PERSON

**CO**

17

1 Names of Reporting Person I.R.S. Identification Nos. of Above Persons (Entities Only)

**ZENITH INSURANCE COMPANY**

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)  (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

**CANADA**

5 SOLE VOTING POWER  
NUMBER OF

SHARES 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY **297,700**

EACH 7 SOLE DISPOSITIVE POWER

REPORTING 8 SHARED DISPOSITIVE POWER

PERSON

WITH

**297,700**

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**297,700**

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

**0.06%**

12 TYPE OF REPORTING PERSON

**CO**

18

1 Names of Reporting Person I.R.S. Identification Nos. of Above Persons (Entities Only)

**ADVENT UNDERWRITING LIMITED**

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)  (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

**UNITED KINGDOM**

5 SOLE VOTING POWER  
NUMBER OF

SHARES 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY **1,280,000**  
EACH 7 SOLE DISPOSITIVE POWER

REPORTING 8 SHARED DISPOSITIVE POWER  
PERSON

WITH **1,280,000**

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**1,280,000**

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

**0.24%**

12 TYPE OF REPORTING PERSON

**CO**

19

**Item 1.(a) Name of Issuer:**

Research in Motion Limited

**Item 1(b) Address of Issuer's Principal Executive Offices:**

295 Philip Street, Waterloo, Ontario, Canada N2L 3W8

**Item 2.(a) Name of Person Filing:**

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

1. V. Prem Watsa, an individual;
2. 1109519 Ontario Limited ( 1109519 ), a corporation incorporated under the laws of Ontario;
3. The Sixty Two Investment Company Limited ( Sixty Two ), a corporation incorporated under the laws of British Columbia;
4. 810679 Ontario Limited ( 810679 ), a corporation incorporated under the laws of Ontario;
5. Fairfax Financial Holdings Limited ( Fairfax ), a corporation incorporated under the laws of Canada;
6. United States Fire Insurance Company ( US Fire ), a corporation incorporated under the laws of Delaware;
7. TIG Insurance Company ( TIG ), a corporation incorporated under the laws of California;
8. General Fidelity Insurance Company ( General Fidelity ), a corporation incorporated under the laws of South Carolina;
9. Markel Insurance Company of Canada ( Markel ), a corporation incorporated under the laws of Canada;
10. Odyssey Reinsurance Company ( Odyssey Reinsurance ), a corporation incorporated under the laws of Connecticut;
11. Zenith Insurance Company ( Zenith ), a corporation incorporated under the laws of California;
12. Lombard General Insurance Company of Canada ( LGICC ), a corporation incorporated under the laws of Canada;

13. Federated Insurance Company of Canada ( Federated ), a corporation incorporated under the laws of Canada;
14. Commonwealth Insurance Company ( Commonwealth ), a corporation incorporated under the laws of Canada;
15. Lombard Insurance Company ( Lombard ), a corporation incorporated under the laws of Canada;
16. Clearwater Insurance Company ( Clearwater ), a corporation incorporated under the laws of Delaware;
17. Zenith Insurance Company ( ZIC ), a corporation incorporated under the laws of Canada; and
18. Advent Underwriting Limited ( Advent ), a corporation incorporated under the laws of the United Kingdom.

**Item 2(b) Address of Principal Business Office:**

The addresses of the Reporting Persons are as follows:

1. Mr. Watson's business address is 95 Wellington Street West, Suite 800, Toronto, Ontario M5J 2N7;
2. The principal business address and principal office address of 1109519 is 95 Wellington Street West, Suite 800, Toronto, Ontario M5J 2N7;
3. The principal business address and principal office address of Sixty Two is 1600 Cathedral Place, 925 West Georgia St., Vancouver, British Columbia V6C 3L3;
4. The principal business address and principal office address of 810679 is 95 Wellington Street West, Suite 800, Toronto, Ontario M5J 2N7;
5. The principal business address and principal office address of Fairfax is 95 Wellington Street West, Suite 800, Toronto, Ontario M5J 2N7;
6. The principal business and principal office address of US Fire is 305 Madison Ave., Morristown, New Jersey 07962;
7. The principal business address and principal office address of TIG is 250 Commercial Street, Suite 5000, Manchester, New Hampshire 03101;
8. The principal business address and principal office address of General Fidelity is 250 Commercial Street, Suite 5000, Manchester, New Hampshire 03101;



9. The principal business address and principal office address of Markel is 55 University Avenue, Suite 1500, Toronto, Ontario, Canada, M5J 2H7;
10. The principal business address and principal office address of Odyssey Reinsurance is 300 First Stamford Place, Stamford, Connecticut 06902;
11. The principal business address and principal office address of Zenith is 21255 Califa Street, Woodland Hills, California 91367-5021;
12. The principal business address and principal office address of LGICC is 105 Adelaide Street West, 3rd Floor, Toronto, Ontario, Canada M5H 1P9;
13. The principal business address and principal office address of Federated is 717 Portage Ave., Winnipeg, Manitoba, Canada, R3C 3C9;
14. The principal business address and principal office address of Commonwealth is 595 Burrard Street, Suite 1500, Box 49115 Bentall Tower III, Vancouver, British Columbia, Canada, V7X 1G4;
15. The principal business address and principal office address of Lombard is 105 Adelaide Street West, 3rd Floor, Toronto, Ontario, Canada M5H 1P9;
16. The principal business address and principal office address of Clearwater is 300 First Stamford Place, Stamford, Connecticut 06902;
17. The principal business address and principal office address of ZIC is 105 Adelaide Street West, 3rd Floor, Toronto, Ontario, Canada M5H 1P9; and
18. The principal business address and principal office address of Advent is 2 Minster Court, Mincing Lane, London EC3R 7BB.

**Item 2(c) Citizenship:**

V. Prem Watsa is a citizen of Canada.

**Item 2(d) Title of Class of Securities:**

Common Shares ( Shares )

**Item 2(e) CUSIP Number:**

760975102

**Item 3. If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:**

- (a) .. Broker or Dealer registered under Section 15 of the Act (15 U.S.C. 78o);
- (b) .. Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) .. Insurance Company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) .. An Investment Company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) .. An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) .. An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) .. A parent holding company or control person, in accordance with §240.13d-1(b)(1)(ii)(G);
- (h) .. A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) .. A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) .. A non-US institution in accordance with §240.13d-1(b)(1)(ii)(J);
- (k) .. Group, in accordance with §240.13d-1(b)(1)(ii)(K).

**Item 4. Ownership.**

Based on the most recent information available, the aggregate number and percentage of the Shares that are beneficially owned by each of the Reporting Persons is set forth in boxes 9 and 11 of the second part of the cover page to this Schedule 13G, and such information is incorporated herein by reference.

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 5, 6, 7 and 8, respectively, on the second part of the cover page to this Schedule 13G, and such information is incorporated herein by reference.

On January 25, 2012, the Reporting Persons acquired an aggregate of 6,499,500 Shares, and on January 26, 2012, the Reporting Persons acquired an aggregate of 7,550,700 Shares.

Neither the filing of this Schedule 13G nor the information contained herein shall be deemed to constitute an affirmation by V. Prem Watsa, 1109519, Sixty Two, 810679, Fairfax, US Fire, TIG, General Fidelity, Markel, Odyssey Reinsurance, Zenith, LGICC, Federated, Commonwealth, Lombard, Clearwater, ZIC or Advent 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, or for any other purpose, and such beneficial ownership is expressly disclaimed.

**Item 5. Ownership of Five Percent or Less of a Class.**

Not applicable.

**Item 6. Ownership of More than Five Percent on Behalf of Another Person.**

Certain of the Shares beneficially owned by the Reporting Persons are held by subsidiaries and pension plans of Fairfax, which subsidiaries and pension plans have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such securities. No such interest of a subsidiary or pension plan relates to more than 5% of the class of Shares.

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.**

Not applicable.

**Item 8. Identification and Classification of Members of the Group.**

See attached Exhibit No. 1.

**Item 9. Notice of Dissolution of Group.**

Not applicable.

**Item 10. Certification.**

By signing below each Reporting Person certifies that, to the best of its knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under § 240.14a-11.

**SIGNATURE**

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

Dated: January 26, 2012

V. Prem Watsa

/s/ V. Prem Watsa

**SIGNATURE**

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

Dated: January 26, 2012

1109519 Ontario Limited

By: /s/ V. Prem Watsa  
Name: V. Prem Watsa  
Title: President

26

**SIGNATURE**

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

Dated: January 26, 2012

The Sixty Two Investment Company Limited

By: /s/ V. Prem Watsa  
Name: V. Prem Watsa  
Title: President

**SIGNATURE**

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

Dated: January 26, 2012

810679 Ontario Limited

By: /s/ V. Prem Watsa  
Name: V. Prem Watsa  
Title: President

**SIGNATURE**

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

Dated: January 26, 2012

Fairfax Financial Holdings Limited

By: /s/ V. Prem Watsa

Name: V. Prem Watsa

Title: Chairman and Chief Executive Officer



**SIGNATURE**

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

Dated: January 26, 2012

United States Fire Insurance Company

By: /s/ Paul Bassaline

Name: Paul Bassaline

Title: Vice President and Controller

**SIGNATURE**

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

Dated: January 26, 2012

TIG Insurance Company

By: /s/ John M. Parker

Name: John M. Parker

Title: Senior Vice President

**SIGNATURE**

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

Dated: January 26, 2012

General Fidelity Insurance Company

By: /s/ John M. Parker

Name: John M. Parker

Title: Senior Vice President

**SIGNATURE**

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

Dated: January 26, 2012

Markel Insurance Company of Canada

By: /s/ Karen Burr

Name: Karen Burr

Title: Vice President, Human Resources

**SIGNATURE**

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

Dated: January 26, 2012

Odyssey Reinsurance Company

By: /s/ Kirk Reische

Name: Kirk Reische

Title: Vice President

**SIGNATURE**

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

Dated: January 26, 2012

Zenith Insurance Company, a California corporation

By: /s/ Michael Jansen

Name: Michael Jansen

Title: Executive Vice President and General Counsel

**SIGNATURE**

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

Dated: January 26, 2012

Lombard General Insurance Company of Canada

By: /s/ W.J. Dunlop

Name: W.J. Dunlop

Title: Senior Vice President and General Counsel

**SIGNATURE**

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

Dated: January 26, 2012

Federated Insurance Company of Canada

By: /s/ G. Hurlin

Name: G. Hurlin

Title: Vice President, Finance



**SIGNATURE**

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

Dated: January 26, 2012

Commonwealth Insurance Company

By: /s/ Stewart Woo

Name: Stewart Woo

Title: Chief Financial Officer

**SIGNATURE**

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

Dated: January 26, 2012

Lombard Insurance Company

By: /s/ W.J. Dunlop

Name: W.J. Dunlop

Title: Senior Vice President and General Counsel

**SIGNATURE**

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

Dated: January 26, 2012

Clearwater Insurance Company

By: /s/ Kirk Reische  
Name: Kirk Reische  
Title: Vice President

**SIGNATURE**

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

Dated: January 26, 2012

Zenith Insurance Company, a Canadian corporation

By: /s/ W.J. Dunlop

Name: W.J. Dunlop

Title: Senior Vice President and General Counsel

**SIGNATURE**

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

Dated: January 26, 2012

Advent Underwriting Limited

By: /s/ Neil Ewing  
Name: Neil Ewing  
Title: Company Secretary

**Exhibit Index**

<b>Exhibit No.</b>	<b>Description</b>
1	Members of filing group.
2	Joint filing agreement dated as of January 26, 2012 among V. Prem Watsa, 1109519 Ontario Limited, The Sixty Two Investment Company Limited, 810679 Ontario Limited, Fairfax Financial Holdings Limited, United States Fire Insurance Company, TIG Insurance Company, General Fidelity Insurance Company, Markel Insurance Company of Canada, Odyssey Reinsurance Company, Zenith Insurance Company, a California corporation, Lombard General Insurance Company of Canada, Federated Insurance Company of Canada, Commonwealth Insurance Company, Lombard Insurance Company, Clearwater Insurance Company, Zenith Insurance Company, a Canadian corporation and Advent Underwriting Limited.

MEMBERS OF FILING GROUP

V. Prem Watsa

1109519 Ontario Limited

The Sixty Two Investment Company Limited

810679 Ontario Limited

Fairfax Financial Holdings Limited

United States Fire Insurance Company

TIG Insurance Company

General Fidelity Insurance Company

Markel Insurance Company of Canada

Odyssey Reinsurance Company

Zenith Insurance Company, a California corporation

Lombard General Insurance Company of Canada

Federated Insurance Company of Canada

Commonwealth Insurance Company

Lombard Insurance Company

Clearwater Insurance Company

Zenith Insurance Company, a Canadian corporation

Advent Underwriting Limited

CUSIP No. 760975102

AGREEMENT CONCERNING JOINT FILING  
OF SCHEDULE 13G

The undersigned agree as follows:

(i) each of them is individually eligible to use the Schedule 13G to which this Exhibit is attached, and such Schedule 13G is filed on behalf of each of them; and

(ii) each of them is responsible for the timely filing of such Schedule 13G and any amendments thereto, and for the completeness and accuracy of the information concerning such person contained therein; but none of them is responsible for the completeness or accuracy of the information concerning the other person making the filing, unless such person knows or has reason to believe that such information is inaccurate.

This Agreement may be executed in any number of counterparts, each of which shall be deemed to be an original, but all of which, taken together, shall constitute one and the same instrument.

Dated: January 26, 2012



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

UNITED STATES FIRE INSURANCE COMPANY

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

TIG INSURANCE COMPANY

By: /s/ John M. Parker  
Name: John M. Parker  
Title: Senior Vice President

GENERAL FIDELITY INSURANCE COMPANY

By: /s/ John M. Parker  
Name: John M. Parker  
Title: Senior Vice President

MARKEL INSURANCE COMPANY OF CANADA

By: /s/ Karen Burr  
Name: Karen Burr  
Title: Vice President, Human Resources

LOMBARD GENERAL INSURANCE COMPANY OF CANADA

By: /s/ W.J. Dunlop  
Name: W.J. Dunlop  
Title: Senior Vice President and General Counsel

FEDERATED INSURANCE COMPANY OF CANADA

By: /s/ G. Rick Hurlin  
Name: G. Rick Hurlin  
Title: Vice President, Finance

LOMBARD INSURANCE COMPANY

By: /s/ W.J. Dunlop  
Name: W.J. Dunlop  
Title: Senior Vice President and General Counsel

ZENITH INSURANCE COMPANY

By: /s/ W.J. Dunlop

Name: W.J. Dunlop

Title: Senior Vice President and General Counsel

COMMONWEALTH INSURANCE COMPANY

By: /s/ Stewart Woo

Name: Stewart Woo

Title: Chief Financial Officer

ODYSSEY REINSURANCE COMPANY

By: /s/ Kirk Reische  
Name: Kirk Reische  
Title: Vice President

CLEARWATER INSURANCE COMPANY

By: /s/ Kirk Reische  
Name: Kirk Reische  
Title: Vice President

ZENITH INSURANCE COMPANY

By: /s/ Michael Jansen

Name: Michael Jansen

Title: Executive Vice President and General Counsel

ADVENT UNDERWRITING LIMITED

By: /s/ Neil Ewing  
Name: Neil Ewing  
Title: Company Secretary