

Edgar Filing: James River Group, INC - Form SC 13G

James River Group, INC  
Form SC 13G  
February 14, 2006

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

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OMB Number: 3235-0145  
Expires: January 31, 2006  
Estimated average burden  
hours per response.....11  
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SCHEDULE 13G

Under the Securities Exchange Act of 1934

JAMES RIVER GROUP, INC

-----  
(Name of Issuer)  
Common Stock  
-----

(Title of Class of Securities)  
470359100  
-----

(CUSIP Number)  
August 8, 2005  
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(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)

/x/ Rule 13d-1(d)

\*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 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 ("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).

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Persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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CUSIP No. 470359100.....

1. Name of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only). Matthew

Bronfman, individually and as trustee under certain trusts for the benefit of descendants of the late Samuel Bronfman, and as manager of JRG Seven, LLC.....

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

- (a) .....
- (b) .....

3. SEC Use Only .....

4. Citizenship or Place of Organization USA.....

Number of Shares 5. Sole Voting Power 108,725.....  
Beneficially  
Owned by Each  
Reporting Person  
With:

6. Shared Voting Power 1,632,688.....

7. Sole Dispositive Power 108,725.....

8. Shared Dispositive Power 1,632,688.....

9. Aggregate Amount Beneficially Owned by Each Reporting Person 1,741,413

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares  
(See Instructions) .....

11. Percent of Class Represented by Amount in Row (9) 11.55%.....

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12. Type of Reporting Person (See Instructions)IN

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CUSIP No. 470359100.....

1. Name of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

Edgar Miles Bronfman, as trustee under certain trusts for the benefit of  
descendants of the late Samuel Bronfman.....

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

(a) .....

(b) .....

3. SEC Use Only .....

4. Citizenship or Place of Organization USA.....

Number of Shares 5. Sole Voting Power .....

Bene-ficially  
Owned by Each  
Reporting Person  
With:

6. Shared Voting Power 1,632,688.....

7. Sole Dispositive Power .....

8. Shared Dispositive Power 1,632,688.....

9. Aggregate Amount Beneficially Owned by Each Reporting Person 1,632,688

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares  
(See Instructions) .....

11. Percent of Class Represented by Amount in Row (9) 10.83%.....

12. Type of Reporting Person (See Instructions)IN

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CUSIP No. 470359100.....

1. Name of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

Edgar Bronfman, Jr., as trustee under certain trusts for the benefit of  
descendants of the late Samuel Bronfman.....

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

- (a) .....
- (b) .....

3. SEC Use Only .....

4. Citizenship or Place of Organization USA.....

Number of Shares 5. Sole Voting Power .....

Bene-ficially  
Owned by Each  
Reporting Person  
With:

6. Shared Voting Power 1,632,688.....

7. Sole Dispositive Power .....

8. Shared Dispositive Power 1,632,688.....

9. Aggregate Amount Beneficially Owned by Each Reporting Person 1,632,688

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares  
(See Instructions) .....

11. Percent of Class Represented by Amount in Row (9) 10.83%

12. Type of Reporting Person (See Instructions) IN

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CUSIP No. 470359100.....  
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1. Name of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only).

Mildred Kalik, as trustee under certain trusts for the benefit of descendants  
of the late Samuel Bronfman.....

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

- (a) .....
- (b) .....

3. SEC Use Only .....

4. Citizenship or Place of Organization USA.....

Number of Shares 5. Sole Voting Power .....

Bene-ficially  
Owned by Each  
Reporting Person  
With:

6. Shared Voting Power 1,632,688.....

7. Sole Dispositive Power .....

8. Shared Dispositive Power 1,632,688.....

9. Aggregate Amount Beneficially Owned by Each Reporting Person 1,632,688

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares  
(See Instructions) .....

11. Percent of Class Represented by Amount in Row (9) 10.83%.....

12. Type of Reporting Person (See Instructions)IN  
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CUSIP No. 470359100.....  
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1. Name of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

Mayo A. Shattuck III, as trustee under certain trusts for the benefit of  
descendants of the late Samuel Bronfman.....  
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2. Check the Appropriate Box if a Member of a Group (See Instructions)

- (a) .....
- (b) .....

3. SEC Use Only .....

4. Citizenship or Place of Organization

USA.....  
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Number of Shares  
Beneficially  
Owned by Each  
Reporting Person  
With:

5. Sole Voting Power .....

6. Shared Voting Power 1,632,688.....  
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7. Sole Dispositive Power .....

8. Shared Dispositive Power 1,632,688.....  
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9. Aggregate Amount Beneficially Owned by Each Reporting Person 1,632,688

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares  
(See Instructions) .....

11. Percent of Class Represented by Amount in Row (9) 10.83%

12. Type of Reporting Person (See Instructions) IN  
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CUSIP No. 470359100.....

1. Name of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

John S. Weinberg, as trustee under certain trusts for the benefit of descendants of the late Samuel Bronfman.....

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

- (a)
(b)

3. SEC Use Only

4. Citizenship or Place of Organization

USA.....

Number of Shares Bene-ficially Owned by Each Reporting Person With:

5. Sole Voting Power

6. Shared Voting Power 1,632,688.....

7. Sole Dispositive Power

8. Shared Dispositive Power 1,632,688.....

9. Aggregate Amount Beneficially Owned by Each Reporting Person 1,632,688

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9) 10.83%

12. Type of Reporting Person (See Instructions)IN

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CUSIP No. 470359100.....

1. Name of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

EBC Fiduciary Company, as trustee under certain trusts for the benefit of descendants of the late Samuel Bronfman.....

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

- (a) .....
(b) .....

3. SEC Use Only .....

4. Citizenship or Place of Organization Wyoming.....

Number of Shares 5. Sole Voting Power .....
Beneficially
Owned by Each
Reporting Person
With:

6. Shared Voting Power 1,632,688.....

7. Sole Dispositive Power .....

8. Shared Dispositive Power 1,632,688.....

9. Aggregate Amount Beneficially Owned by Each Reporting Person 1,632,688..

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (
See Instructions) .....

11. Percent of Class Represented by Amount in Row (9) 10.83%.....

12. Type of Reporting Person (See Instructions) 00

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CUSIP No. 470359100.....  
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1. Name of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

JRG Seven, LLC.....  
.....

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

(a) .....

(b) .....

3. SEC Use Only .....

4. Citizenship or Place of Organization Delaware.....

Number of Shares 5. Sole Voting Power 1,632,688.....  
Beneficially  
Owned by Each  
Reporting Person  
With:

6. Shared Voting Power .....

7. Sole Dispositive Power 1,632,688.....

8. Shared Dispositive Power .....

9. Aggregate Amount Beneficially Owned by Each Reporting Person 1,632,688

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares  
(See Instructions) .....

11. Percent of Class Represented by Amount in Row (9) 10.83%

12. Type of Reporting Person (See Instructions)00

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Item 1...

(a) Name of Issuer

JAMES RIVER GROUP, INC.

(b) Address of Issuer's Principal Executive Offices

1414 Raleigh Road  
Suite 415  
Chapel Hill, NC 27517

Item 2.

(a) Names of Persons Filing

The persons filing this Schedule 13G are (i) JRG Seven LLC, a Delaware limited liability company, (ii) Edgar Miles Bronfman, Edgar Bronfman Jr., Mildred Kalik, Mayo A. Shattuck III, John S. Weinberg and EBC Fiduciary Company, solely as trustees of The Edgar M. Bronfman Non-IBD Trust A under the 1942 EMBT Donation dated May 1, 1942, The Edgar M. Bronfman Non-IBD Trust B under the 1942 EMBT Donation dated May 1, 1942, The Edgar M. Bronfman Non-IBD Trust C under the 1942 EMBT Donation dated May 1, 1942, The Edgar M. Bronfman Non-IBD Trust D under the 1942 EMBT Donation dated May 1, 1942, The Edgar M. Bronfman Non-IBD Trust E under the 1942 EMBT Donation dated May 1, 1942, The Edgar M. Bronfman Non-IBD Trust F under the 1942 EMBT Donation dated May 1, 1942 and The Edgar M. Bronfman Non-IBD Trust G under the 1942 EMBT Donation dated May 1, 1942 (collectively, the "Trusts"); and (iii) Matthew Bronfman, individually, as manager of JRG Seven LLC, and as a trustee under the Trusts.

(b) Addresses of Principal Business Office or, if none, Residence

(i) Edgar Miles Bronfman  
c/o Holtz Rubenstein Remnick LLP  
1430 Broadway, 17th Floor  
New York, NY 10018

(ii) Edgar Bronfman Jr.  
c/o Holtz Rubenstein Remnick LLP  
1430 Broadway, 17th Floor  
New York, NY 10018

(iii) Mildred Kalik  
c/o Holtz Rubenstein Remnick LLP  
1430 Broadway, 17th Floor  
New York, NY 10018

(iv) Mayo A. Shattuck III  
c/o Holtz Rubenstein Remnick LLP  
1430 Broadway, 17th Floor  
New York, NY 10018

(v) John S. Weinberg

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c/o Holtz Rubenstein Remnick LLP  
1430 Broadway, 17th Floor  
New York, NY 10018

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(vi) EBC Fiduciary Company  
c/o Holtz Rubenstein Remnick LLP  
1430 Broadway, 17th Floor  
New York, NY 10018

(vii) Matthew Bronfman  
c/o Holtz Rubenstein Remnick LLP  
1430 Broadway, 17th Floor  
New York, NY 10018

(viii) JRG Seven LLC  
c/o Holtz Rubenstein Remnick LLP  
1430 Broadway, 17th Floor  
New York, NY 10018

(c) Citizenship

See Item 4 of each cover page.

(d) Title of Class of Securities

COMMON STOCK

(e) CUSIP Number

470359100

Item 3. If this statement is filed pursuant to ss.ss.240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

Not Applicable

Item 4. Ownership.

(a) Amount beneficially owned:

JRG Seven LLC directly owns 1,632,688 shares of common stock of the Issuer. The Trusts are the sole members of JRG Seven LLC. Each of the reporting persons listed herein (other than JRG Seven LLC) is a trustee of all of the Trusts.

Matthew Bronfman directly owns 14,371 shares of common stock of the Issuer. Matthew Bronfman is also the controlling person of Bronfman Associates III, which directly owns 87,854 shares of common stock of the Issuer. Matthew Bronfman is also the manager of JRG Seven LLC, whose ownership of common stock of the Issuer is discussed in the paragraph above.

Each reporting person identified in this Schedule 13G expressly disclaims any beneficial interest in the common stock of the Issuer, except for those shares of common stock which are stated to be owned directly by such person (or, in the case of

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Matthew Bronfman, stated to be directly owned by Bronfman Associates III), and except to the extent of such person's beneficial interest in the Trusts.

(b) Percent of class:

See Item 11 of each cover page.

(c) Number of shares as to which the person has:

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(i) Sole power to vote or to direct the vote

See Item 5 of each cover page.

(ii) Shared power to vote or to direct the vote:

See Item 6 of each cover page.

(iii) Sole power to dispose or to direct the disposition of:

See Item 7 of each cover page.

(iv) Shared power to dispose or to direct the disposition of:

See Item 8 of each cover page.

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.

Not Applicable

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.

Not Applicable

Item 9. Notice of Dissolution of Group.

Not Applicable

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Item 10. Certification.

Not Applicable

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 13, 2006

MATTHEW BRONFMAN

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/s/ Matthew Bronfman

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Signature

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 13, 2006

EDGAR MILES BRONFMAN, as Trustee

By: Matthew Bronfman, as  
Attorney-in-Fact pursuant to the  
Power of Attorney attached to this  
Schedule 13G

/s/ Matthew Bronfman

-----  
Signature

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 13, 2006

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EDGAR BRONFMAN, JR., as Trustee

By: Matthew Bronfman, as  
Attorney-in-Fact pursuant to the  
Power of Attorney attached to this  
Schedule 13G

/s/ Matthew Bronfman

-----  
Signature

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I  
certify that the information set forth in this statement is true, complete and  
correct.

Dated: February 13, 2006

MILDRED KALIK, as Trustee

By: Matthew Bronfman, as  
Attorney-in-Fact pursuant to the  
Power of Attorney attached to this  
Schedule 13G

/s/ Matthew Bronfman

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Signature

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 13, 2006

MAYO A. SHATTUCK III, as Trustee

By: Matthew Bronfman, as  
Attorney-in-Fact pursuant to the  
Power of Attorney attached to this  
Schedule 13G

/s/ Matthew Bronfman

-----  
Signature

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 13, 2006

JOHN S. WEINBERG, as Trustee

By: Matthew Bronfman, as  
Attorney-in-Fact pursuant to the  
Power of Attorney attached to this  
Schedule 13G

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/s/ Matthew Bronfman

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Signature

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 13, 2006

EBC FIDUCIARY COMPANY, as Trustee

By: Matthew Bronfman, as  
Attorney-in-Fact pursuant to the  
Power of Attorney attached to this  
Schedule 13G

/s/ Matthew Bronfman

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Signature

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.



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Dated: February 13, 2006

JRG SEVEN, LLC

By: /s/ Matthew Bronfman

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Matthew Bronfman  
Manager