

International Coal Group, Inc.
Form SC 13D/A
December 22, 2009

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

AMENDMENT NO. 5 TO

SCHEDULE 13D

Under the Securities Exchange Act of 1934

International Coal Group, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

45928H106

(CUSIP Number)

Paul Rivett

Vice President

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

December 18, 2009

(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(e), 13d-1(f) or 13d-1(g), check the following box .

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

Cusip No. 45928H106

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

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

CANADIAN

SOLE VOTING POWER

7

NUMBER OF

SHARES SHARED VOTING POWER
BENEFICIALLY OWNED BY 8 45,155,588

EACH SOLE DISPOSITIVE POWER
REPORTING 9

PERSON

WITH SHARED DISPOSITIVE POWER

10

45,155,588

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

45,155,588

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

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

13

27.7%

TYPE OF REPORTING PERSON

14

IN

Cusip No. 45928H106

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

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 SHARED VOTING POWER
BENEFICIALLY OWNED BY 8 45,155,588

EACH SOLE DISPOSITIVE POWER
REPORTING 9

PERSON

WITH SHARED DISPOSITIVE POWER

10

45,155,588

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

45,155,588

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

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

13

27.7%

TYPE OF REPORTING PERSON

14

CO

Cusip No. 45928H106

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

1 THE SIXTY TWO INVESTMENT COMPANY LIMITED

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS
OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEM 2(D) OR 2(E).

6 CITIZENSHIP OR PLACE OF ORGANIZATION
BRITISH COLUMBIA, CANADA

7 SOLE VOTING POWER

NUMBER OF

8 SHARES BENEFICIALLY OWNED BY 8 SHARED VOTING POWER
45,155,588

9 EACH REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH SHARED DISPOSITIVE POWER

10

45,155,588

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

45,155,588

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

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

13

27.7%

TYPE OF REPORTING PERSON

14

CO

Cusip No. 45928H106

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

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 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

45,155,588

EACH
REPORTING

9

SOLE DISPOSITIVE POWER

PERSON

WITH SHARED DISPOSITIVE POWER

10

45,155,588

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

45,155,588

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

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

13

27.7%

TYPE OF REPORTING PERSON

14

CO

Cusip No. 45928H106

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

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

45,155,588

EACH SOLE DISPOSITIVE POWER

REPORTING 9

PERSON

WITH SHARED DISPOSITIVE POWER

10

45,155,588

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

45,155,588

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

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

13

27.7%

TYPE OF REPORTING PERSON

14

CO

Cusip No. 45928H106

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

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 SHARED VOTING POWER
BENEFICIALLY OWNED BY 8 15,917,140

EACH SOLE DISPOSITIVE POWER
REPORTING 9

PERSON

WITH SHARED DISPOSITIVE POWER

10

15,917,140

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

15,917,140

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

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

13

9.8%

TYPE OF REPORTING PERSON

14

CO

Cusip No. 45928H106

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

1

CLEARWATER 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

DELAWARE

SOLE VOTING POWER

7

NUMBER OF

SHARES SHARED VOTING POWER
BENEFICIALLY OWNED BY 8 2,133,325

EACH SOLE DISPOSITIVE POWER
REPORTING 9

PERSON

WITH SHARED DISPOSITIVE POWER

10

2,133,325

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

2,133,325

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

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

13

1.3%

TYPE OF REPORTING PERSON

14

CO

Cusip No. 45928H106

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

1 UNITED STATES FIRE INSURANCE COMPANY

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (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 3,216,300

9 EACH SOLE DISPOSITIVE POWER
REPORTING

PERSON

WITH SHARED DISPOSITIVE POWER

10

3,216,300

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

3,216,300

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

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

13

2.0%

TYPE OF REPORTING PERSON

14

CO

Cusip No. 45928H106

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

1 THE NORTH RIVER INSURANCE COMPANY

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS
OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEM 2(D) OR 2(E).

6 CITIZENSHIP OR PLACE OF ORGANIZATION
NEW JERSEY

7 SOLE VOTING POWER

NUMBER OF

8 SHARES SHARED VOTING POWER
BENEFICIALLY OWNED BY 7,660,347

9 EACH SOLE DISPOSITIVE POWER
REPORTING

PERSON

WITH SHARED DISPOSITIVE POWER

10

7,660,347

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

7,660,347

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

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

13

4.7%

TYPE OF REPORTING PERSON

14

CO

Cusip No. 45928H106

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

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 SHARED VOTING POWER
BENEFICIALLY OWNED BY 8 9,003,782

EACH SOLE DISPOSITIVE POWER
REPORTING 9

PERSON

WITH SHARED DISPOSITIVE POWER

10

9,003,782

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

9,003,782

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

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

13

5.5%

TYPE OF REPORTING PERSON

14

CO

This Amendment No. 5 amends the Schedule 13D filed with the Securities and Exchange Commission on April 14, 2008 by V. Prem Watsa, 1109519 Ontario Limited, The Sixty Two Investment Company Limited, 810679 Ontario Limited, Fairfax Financial Holdings Limited, OdysseyRe Holdings Corp., Odyssey America Reinsurance Corporation, United States Fire Insurance Company, The North River Insurance Company and TIG Insurance Company, as amended by Amendment No. 1 thereto filed on May 29, 2008, Amendment No. 2 thereto filed on November 25, 2008, Amendment No. 3 thereto filed on December 9, 2008, and Amendment No. 4 thereto filed on February 25, 2009.

Amendment No. 1 to the Schedule 13D was filed to report that Fairfax Financial Holdings Limited and International Coal Group, Inc. (ICG) entered into a Registration Rights Agreement, dated as of May 16, 2008, as described in Item 6 therein.

Amendment No. 2 to the Schedule 13D was filed to report that the Reporting Persons (as defined below) had acquired an additional 4,994,400 shares of common stock of ICG.

Amendment No. 3 to the Schedule 13D was filed to report that the Reporting Persons had acquired an additional 4,090,000 shares of common stock of ICG.

Amendment No. 4 to the Schedule 13D was filed to report that the Reporting Persons had acquired an additional 6,400,000 shares of common stock of ICG.

This Amendment No. 5 to the Schedule 13D is being filed to report the exchange of \$30,000,000 aggregate principal amount of 9.00% Convertible Senior Notes due 2012 (2012 Notes) of ICG for 8,616,188 shares of common stock of ICG, as described in Item 6 herein.

The following amendments to Items 2, 3, 6 and 7 of the Schedule 13D are hereby made:

Item 2. Identity and Background.

Item 2 of the Schedule 13D is hereby amended in its entirety to read as follows:

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

1. V. Prem Watsa, an individual, is a citizen of Canada and is the Chairman and Chief Executive Officer of Fairfax Financial Holdings Limited. Mr. Watsa's business address is 95 Wellington Street West, Suite 800, Toronto, Ontario, Canada, M5J 2N7;
2. 1109519 Ontario Limited (1109519), a corporation incorporated under the laws of Ontario, is controlled by V. Prem Watsa. The principal business of 1109519 is as an investment holding company. The principal business and principal office address of 1109519 is 95 Wellington Street West, Suite 800, Toronto, Ontario, Canada, M5J 2N7;

3. The Sixty Two Investment Company Limited (Sixty Two), a corporation incorporated under the laws of British Columbia, is controlled by V. Prem Watsa. The principal business of Sixty Two is as an investment holding company. The principal business and principal office address of Sixty Two is 1600 Cathedral Place, 925 West Georgia St., Vancouver, British Columbia, Canada, V6C 3L3;
4. 810679 Ontario Limited (810679), a corporation incorporated under the laws of Ontario, is controlled by V. Prem Watsa. The principal business of 810679 is as an investment holding company. The principal business and principal office address of 810679 is 95 Wellington Street West, Suite 800, Toronto, Ontario, Canada, M5J 2N7;
5. Fairfax Financial Holdings Limited (Fairfax), a corporation incorporated under the laws of Canada, is controlled by V. Prem Watsa. Fairfax is a financial services holding company. The principal business and principal office address of Fairfax is 95 Wellington Street West, Suite 800, Toronto, Ontario, Canada, M5J 2N7;
6. Odyssey America Reinsurance Corporation (Odyssey America), a corporation incorporated under the laws of Connecticut, is a wholly-owned subsidiary of Fairfax. The principal business of Odyssey America is reinsurance. The principal business and principal office address of Odyssey America is 300 First Stamford Place, Stamford, Connecticut 06902;
7. Clearwater Insurance Company (Clearwater), a corporation incorporated under the laws of Delaware, is a wholly-owned subsidiary of Odyssey America. The principal business of Clearwater is property/casualty reinsurance. The principal business and principal office address of Clearwater is 300 First Stamford Place, Stamford, Connecticut 06902;
8. United States Fire Insurance Company (US Fire), a corporation incorporated under the laws of Delaware, is a wholly-owned subsidiary of Fairfax. The principal business of US Fire is property/casualty insurance. The principal business and principal office address of US Fire is 305 Madison Ave., Morristown, New Jersey 07962;
9. The North River Insurance Company (North River), a corporation incorporated under the laws of New Jersey, is a wholly-owned subsidiary of Fairfax. The principal business of North River is insurance. The principal business and principal office address of North River is 305 Madison Ave., Morristown, New Jersey 07962; and

10. TIG Insurance Company (TIG), a corporation incorporated under the laws of California, is a wholly-owned subsidiary of Fairfax. The principal business of TIG is property/casualty insurance. The principal business and principal office address of TIG is 250 Commercial Street, Suite 500, Manchester, NH 03101.

Neither the filing of this Schedule 13D nor the information contained herein shall be deemed to constitute an affirmation by V. Prem Watsa, 1109519, Sixty Two, 810679, Fairfax, Odyssey America, Clearwater, US Fire, North River or TIG that it is the beneficial owner of the shares of common stock of ICG (the Shares) referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended (the Exchange Act), or for any other purpose, and such beneficial ownership is expressly disclaimed.

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

Pursuant to Rule 13d-1(k) under the Securities Exchange Act of 1934, the Reporting Persons have agreed to file jointly one statement with respect to their ownership of the Shares.

During the last five years, none of the Reporting Persons, and, to the best of each such Reporting Person's knowledge, none of the executive officers or directors of such Reporting Person have been (a) convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (b) a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.

Item 6 of the Schedule 13D is hereby amended and supplemented by the addition of the following information to the end thereof:

Exchange Agreement

On December 22, 2009, pursuant to an Exchange Agreement (the Exchange Agreement), dated as of December 18, 2009, among ICG, Fairfax, Odyssey America and TIG: Fairfax exchanged \$15,000,000 aggregate principal amount of 2012 Notes for 4,308,094 Shares; Odyssey America exchanged \$7,500,000 aggregate principal amount of 2012 Notes for 2,154,047 Shares; and TIG exchanged \$7,500,000 aggregate principal amount of 2012 Notes for 2,154,047 Shares. The description in this Item 6 of the Exchange Agreement is qualified in its entirety by reference to the Exchange Agreement, which has been filed as an Exhibit to this Schedule 13D.

Item 7. Material to be Filed as Exhibits.

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

Ex. 5.1: Joint filing agreement dated as of December 22, 2009 between V. Prem Watsa, 1109519 Ontario Limited, The Sixty Two Investment Company Limited, 810679 Ontario Limited, Fairfax Financial Holdings Limited, Odyssey America Reinsurance Corporation, Clearwater Insurance Company, United States Fire Insurance Company, The North River Insurance Company and TIG Insurance Company.

Ex. 5.2: Exchange Agreement, dated as of December 18, 2009, among International Coal Group, Inc., Fairfax Financial Holdings Limited, Odyssey America Reinsurance Corporation and TIG Insurance Company.

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: December 22, 2009

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: December 22, 2009

1109519 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: December 22, 2009

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: December 22, 2009

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: December 22, 2009

Fairfax Financial Holdings Limited

By: /s/ Paul Rivett

Name: Paul Rivett

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: December 22, 2009

Odyssey America Reinsurance Corporation

By: /s/ Peter H. Lovell

Name: Peter H. Lovell

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: December 22, 2009

Clearwater Insurance Company

By: /s/ Peter H. Lovell

Name: Peter H. Lovell

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: December 22, 2009

United States Fire Insurance Company

By: /s/ Paul Bassaline

Name: Paul Bassaline

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: December 22, 2009

The North River Insurance Company

By: /s/ Paul Bassaline

Name: Paul Bassaline

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: December 22, 2009

TIG Insurance Company

By: /s/ John J. Bator

Name: John J. Bator

Title: Chief Financial Officer

Annex Index

Annex Description

- A Directors and Executive Officers of 1109519 Ontario Limited
 - B Directors and Executive Officers of The Sixty Two Investment Company Limited
 - C Directors and Executive Officers of 810679 Ontario Limited
 - D Directors and Executive Officers of Fairfax Financial Holdings Limited
 - E Directors and Executive Officers of Odyssey America Reinsurance Corporation
 - F Directors and Executive Officers of Clearwater Insurance Company
 - G Directors and Executive Officers of United States Fire Insurance Company
 - H Directors and Executive Officers of The North River Insurance Company
 - I Directors and Executive Officers of TIG Insurance Company
-

**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 |

ANNEX B

**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 |
| Alan D. Horn (Director) | Chairman, Rogers Communications Inc. and President and Chief Executive Officer, Rogers Telecommunications Limited 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 |
|--|---|--------------------|
| Greg Taylor (Vice President and Chief Financial Officer) | Vice President and Chief Financial Officer, Fairfax Financial Holdings Limited | Canadian |
| Eric P. Salsberg (Vice President, Corporate Affairs) | Vice President, Corporate Affairs, Fairfax Financial Holdings Limited | Canadian |
| 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 |

ANNEX E

**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 of the Board of Directors, President and Chief Executive Officer) | President, Chief Executive Officer and Director, Odyssey Re Holdings Corp. 300 First Stamford Place, Stamford, Connecticut 06902 | United States |
| Michael G. Wacek (Director) | Executive Vice President, Odyssey Re Holdings Corp | United States |
| R. Scott Donovan (Executive Vice President and Director) | Executive Vice President and Chief Financial Officer, Odyssey Re Holdings Corp. | United States |
| James B. Salvesen (Senior Vice President and Chief Financial Officer) | Senior Vice President and Chief Financial Officer, Odyssey America Reinsurance Corporation | United States |
| Peter H. Lovell (Senior Vice President, General Counsel and Corporate Secretary) | Senior Vice President, General Counsel and Corporate Secretary, Odyssey Re Holdings Corp. | United States |
| Brian D. Young (Executive Vice President and Director) | Executive Vice President and Chief Operating Officer, Odyssey Re Holdings Corp. | United States |

ANNEX F

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

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

| Name | Present Principal Occupation or Employment and the Name, Principal Business and Address of any Corporation or other Organization in which such employment is conducted | Citizenship |
|---|--|------------------|
| Andrew A. Barnard (Chairman of the Board of Directors and Chief Executive Officer) | President, Chief Executive Officer and Director, Odyssey Re Holdings Corp. 300 First Stamford Place, Stamford, Connecticut 06902 | United States |
| Michael G. Wacek (Executive Vice President and Director) | Executive Vice President, Odyssey Re Holdings Corp. | United States |
| R. Scott Donovan (President and Director) | Executive Vice President and Chief Financial Officer, Odyssey Re Holdings Corp. | United States |
| Robert S. Bennett (Executive Vice President, Chief Actuary and Director) | Executive Vice President and Chief Actuary, Odyssey America Reinsurance Corporation | United States |
| Peter H. Lovell (Senior Vice President, General Counsel and Corporate Secretary) | Senior Vice President, General Counsel and Corporate Secretary, Odyssey Re Holdings Corp. | United States |
| Brian D. Young (Executive Vice President and Director) | Executive Vice President and Chief Operating Officer, Odyssey Re Holdings Corp. | United States |
| Christopher L. Gallagher (Executive Vice President and Director) | Senior Vice President, Odyssey America Reinsurance Corporation | United States |

ANNEX G

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

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

| 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 (President, Chief Executive Officer, Chairman and Director) | President and Chief Executive Officer, Crum & Forster Holdings Corp. and various other insurance subsidiaries, 305 Madison Avenue Morristown, NJ 07962 | United States |
| Mary Jane Robertson (Executive Vice President, Chief Financial Officer, Treasurer and Director) | Executive Vice President, Chief Financial Officer and Treasurer, Crum & Forster Holdings Corp. and various other insurance subsidiaries 305 Madison Avenue Morristown, NJ 07962 | United States |
| Dennis J. Hammer (Senior Vice President, Controller and Director) | Senior Vice President and Controller, United States Fire Insurance Company 305 Madison Avenue Morristown, NJ 07962 | United States |

ANNEX H

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

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

| 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 (President, Chief Executive Officer, Chairman and Director) | President and Chief Executive Officer, Crum & Forster Holdings Corp. and various other insurance subsidiaries, 305 Madison Avenue Morristown, NJ 07962 | United States |
| Mary Jane Robertson (Executive Vice President, Chief Financial Officer, Treasurer and Director) | Executive Vice President, Chief Financial Officer and Treasurer, Crum & Forster Holdings Corp. and various other insurance subsidiaries, 305 Madison Avenue Morristown, NJ 07962 | United States |
| Dennis J. Hammer (Senior Vice President, Controller and Director) | Senior Vice President and Controller, United States Fire Insurance Company, 305 Madison Avenue Morristown, NJ 07962 | United States |

**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 Secretary) | Senior Vice President and Secretary, 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 |
| Richard J. Fabian (Senior Vice President, General Counsel and Director) | Senior Vice President, General Counsel and Director, TIG Insurance Company | United States |

Exhibit Index

| Exhibit No. | Description |
|--------------------|--|
| Ex. 5.1: | Joint filing agreement dated as of December 22, 2009 between V. Prem Watsa, 1109519 Ontario Limited, The Sixty Two Investment Company Limited, 810679 Ontario Limited, Fairfax Financial Holdings Limited, Odyssey America Reinsurance Corporation, Clearwater Insurance Company, United States Fire Insurance Company, The North River Insurance Company and TIG Insurance Company. |
| Ex. 5.2: | Exchange Agreement, dated as of December 18, 2009, among International Coal Group, Inc., Fairfax Financial Holdings Limited, Odyssey America Reinsurance Corporation and TIG Insurance Company. |