

ZENITH NATIONAL INSURANCE CORP
Form SC 13D
January 29, 2010

**SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
SCHEDULE 13D**

**Under the Securities Exchange Act of 1934
Zenith National Insurance Corp.**

(Name of Issuer)

Common Stock, \$1.00 Par Value

(Title of Class of Securities)

989390109

(CUSIP Number)

Paul Rivett

Vice President and Chief Legal Officer

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

Adam M. Givertz

Shearman & Sterling LLP

Commerce Court West

199 Bay Street, Suite 4405

Toronto, Ontario M5L 1E8

Telephone (416) 360-8484

January 25, 2010

(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 o.

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

CUSIP No. 989390109

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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 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

CANADIAN

SOLE VOTING POWER

7

NUMBER OF

SHARES SHARED VOTING POWER

BENEFICIALLY **8**

OWNED BY 3,118,441

EACH SOLE DISPOSITIVE POWER

9

REPORTING
PERSON

WITH SHARED DISPOSITIVE POWER

10

3,118,441

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

3,118,441

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

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

13

8.4%

TYPE OF REPORTING PERSON

14

IN

CUSIP No. 989390109

Page 3 of 34

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 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

ONTARIO, CANADA

7 SOLE VOTING POWER

NUMBER OF

SHARES BENEFICIALLY OWNED BY **8** SHARED VOTING POWER
3,118,441

EACH **9** SOLE DISPOSITIVE POWER

REPORTING
PERSON

WITH SHARED DISPOSITIVE POWER

10

3,118,441

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

3,118,441

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

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

13

8.4%

TYPE OF REPORTING PERSON

14

CO

CUSIP No. 989390109

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1 NAMES OF REPORTING PERSON/I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS
(ENTITIES ONLY)

THE SIXTY TWO INVESTMENT COMPANY LIMITED

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

- (a)
- (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

BRITISH COLUMBIA, CANADA

7 SOLE VOTING POWER

NUMBER OF

SHARES SHARED VOTING POWER
8 BENEFICIALLY OWNED BY 3,118,441

EACH **9** SOLE DISPOSITIVE POWER

REPORTING
PERSON

WITH SHARED DISPOSITIVE POWER

10

3,118,441

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

3,118,441

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

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

13

8.4%

TYPE OF REPORTING PERSON

14

CO

CUSIP No. 989390109

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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 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

ONTARIO, CANADA

7 SOLE VOTING POWER

NUMBER OF

SHARES SHARED VOTING POWER
8 BENEFICIALLY OWNED BY 3,118,441

EACH **9** SOLE DISPOSITIVE POWER

REPORTING
PERSON

WITH SHARED DISPOSITIVE POWER

10

3,118,441

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

3,118,441

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

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

13

8.4%

TYPE OF REPORTING PERSON

14

CO

CUSIP No. 989390109

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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 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

CANADA

7 SOLE VOTING POWER

NUMBER OF

8 SHARES BENEFICIALLY OWNED BY

SHARED VOTING POWER

3,118,441

9 EACH SOLE DISPOSITIVE POWER

REPORTING
PERSON

WITH SHARED DISPOSITIVE POWER

10

3,118,441

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,118,441

12

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

o

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

8.4%

14

TYPE OF REPORTING PERSON

CO

CUSIP No. 989390109

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1 NAMES OF REPORTING PERSON/I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS
(ENTITIES ONLY)

ODYSSEY AMERICA REINSURANCE CORPORATION

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

CONNECTICUT

7 SOLE VOTING POWER

NUMBER OF

SHARES **8** SHARED VOTING POWER

BENEFICIALLY OWNED BY 2,344,541

EACH **9** SOLE DISPOSITIVE POWER

REPORTING
PERSON

WITH SHARED DISPOSITIVE POWER

10

2,344,541

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

2,344,541

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

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

13

6.3%

TYPE OF REPORTING PERSON

14

CO

CUSIP No. 989390109

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1 NAMES OF REPORTING PERSON/I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS
(ENTITIES ONLY)

UNITED STATES FIRE INSURANCE COMPANY

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

- (a)
- (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

7 SOLE VOTING POWER

NUMBER OF

8 SHARES SHARED VOTING POWER
BENEFICIALLY OWNED BY 734,900

9 EACH SOLE DISPOSITIVE POWER

REPORTING
PERSON

WITH SHARED DISPOSITIVE POWER

10

734,900

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

734,900

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

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

13

2.0%

TYPE OF REPORTING PERSON

14

CO

CUSIP No. 989390109

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1 NAMES OF REPORTING PERSON/I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS
(ENTITIES ONLY)

THE NORTH RIVER INSURANCE COMPANY

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

- (a)
- (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

NEW JERSEY

7 SOLE VOTING POWER

NUMBER OF

8 SHARES BENEFICIALLY OWNED BY

8 SHARED VOTING POWER

39,000

9 EACH SOLE DISPOSITIVE POWER

REPORTING
PERSON

WITH SHARED DISPOSITIVE POWER

10

39,000

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

39,000

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

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

13

0.1%

TYPE OF REPORTING PERSON

14

CO

CUSIP No. 989390109

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1 NAMES OF REPORTING PERSON/I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS
(ENTITIES ONLY)

NEWLINE UNDERWRITING MANAGEMENT LIMITED

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

UNITED KINGDOM

7 SOLE VOTING POWER

NUMBER OF

8 SHARES BENEFICIALLY OWNED BY

250,000

SHARED VOTING POWER

9 EACH SOLE DISPOSITIVE POWER

REPORTING
PERSON

WITH SHARED DISPOSITIVE POWER

10

250,000

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

250,000

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

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

13

0.7%

TYPE OF REPORTING PERSON

14

CO

Item 1. Security and Issuer.

The class of securities to which this statement relates is the shares (the Shares) of common stock, \$1.00 par value, of Zenith National Insurance Corp. (Zenith), a Delaware corporation. The Shares are listed on the New York Stock Exchange. The address of the principal executive office of Zenith is 21255 Califa Street, Woodland Hills, California 91367-5021.

Item 2. Identity and Background.

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) and, together with its subsidiaries, the Fairfax Group of Companies), 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 Odyssey Re Holdings Corp. The Fairfax Group of Companies owns all of the common stock of Odyssey Re Holdings Corp. 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. 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;
8. 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
9. Newline Underwriting Management Limited (Newline), a corporation incorporated under the laws of the United Kingdom, is a wholly-owned subsidiary of Odyssey America. The principal business of Newline is as a managing agency. The principal business and principal office address of Newline is Suite 5/4, The London Underwriting Centre, 3 Minster Court, Mincing Lane, London, England, EC3R 7DD.

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, US Fire, North River or Newline that it is the beneficial owner of 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 or H 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 3. Source and Amount of Funds or Other Consideration.

The source of the funds for the Shares was cash on hand from existing investment portfolios. The purchase price for the Shares was approximately \$89,941,675.

Item 4. Purpose of Transaction.

Odyssey America, US Fire, North River and Newline acquired the Shares for investment purposes. One or more entities within the Fairfax Group of Companies, including one or more of the Reporting Persons, may determine to purchase additional Shares or other securities of Zenith in the open market or otherwise, depending upon price, market conditions, availability of funds, evaluation of alternative investments and other factors. While none of the Reporting Persons has any present plans to sell any of the Shares, one or more of them could determine, based upon the same set of factors listed above with respect to purchases, to sell some or all of the Shares. Except as set forth above, the Reporting Persons have no intention to effect any of the transactions specified in Item 4 of Schedule 13D.

Item 5. Interest in Securities of the Issuer.

(a) Based on the most recent information available, the aggregate number and percentage of the Shares (the securities identified pursuant to Item 1 of this Schedule 13D) that are beneficially owned by each of the Reporting Persons is set forth in boxes 11 and 13 of the second part of the cover page to this Schedule 13D for each of the Reporting Persons, and such information is incorporated herein by reference.

(b) The numbers of Shares as to which each of the Reporting Persons has sole voting power, shared voting power, sole dispositive power and shared dispositive power is set forth in boxes 7, 8, 9 and 10, respectively, on the second part of the cover page to this Schedule 13D for each of the Reporting Persons, and such information is incorporated herein by reference.

(c) Except as described herein, none of the Reporting Persons, nor, to the best knowledge of the Reporting Persons, any person listed in Annex A, B, C, D, E, F, G or H, beneficially owns, or has acquired or disposed of, any Shares during the last 60 days:

| Purchaser | Trade Date | Number of Shares | Price per Share | Where/How Effected |
|------------------|-------------------|-------------------------|------------------------|---------------------------|
| Odyssey America | Dec. 9, 2009 | 950,000 | \$30.00 | Open market purchase |
| Newline | Dec. 9, 2009 | 250,000 | \$30.00 | Open market purchase |
| US Fire | Jan. 12, 2010 | 650,000 | \$29.70 | Open market purchase |
| Odyssey America | Jan. 12, 2010 | 277,341 | \$29.70 | Open market purchase |

(d) No person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of Zenith's common shares held by the Reporting Persons other than each of the Reporting Persons.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with respect to Securities of the Issuer

Not applicable.

Item 7. Material to be Filed as Exhibits.

The following is filed herewith as an exhibit:

Ex. 1: Joint filing agreement dated as of January 29, 2010 between V. Prem Watsa, 1109519 Ontario Limited, The Sixty Two Investment Company Limited, 810679 Ontario Limited, Fairfax Financial Holdings Limited, Odyssey America Reinsurance Corporation, United States Fire Insurance Company, The North River Insurance Company and Newline Underwriting Management Limited.

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 29, 2010

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 29, 2010

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: January 29, 2010

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 29, 2010

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 29, 2010

Fairfax Financial Holdings Limited

By: /s/ Paul Rivett

Name: Paul Rivett

Title: Vice President and Chief Legal
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 29, 2010

Odyssey America Reinsurance Corporation

By: /s/ Kirk M. Reische
Name: Kirk M. 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 29, 2010

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: January 29, 2010

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: January 29, 2010

Newline Underwriting Management Limited

By: /s/ Carl A. Overy
Name: Carl A. Overy
Title: Director

By: /s/ J.R.F. Micklem
Name: J.R.F. Micklem
Title: Director

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 United States Fire Insurance Company |
| G | Directors and Executive Officers of The North River Insurance Company |
| H | Directors and Executive Officers of Newline Underwriting Management Limited |

**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) | Vice President, Corporate Affairs, Fairfax Financial Holdings Limited | Canadian |

**DIRECTORS AND EXECUTIVE OFFICERS OF
THE SIXTY TWO INVESTMENT COMPANY LIMITED**

The following table sets forth certain information with respect to the directors and executive officers of The Sixty Two Investment Company Limited.

| Name | Present Principal Occupation or Employment and the Name, Principal Business and Address of any Corporation or other Organization in which such employment is conducted | Citizenship |
|--|---|--------------------|
| V. Prem Watsa (President and Director) | Chairman and Chief Executive Officer, Fairfax Financial Holdings Limited 95 Wellington Street West Suite 800 Toronto, Ontario M5J 2N7 | Canadian |
| Eric P. Salsberg (Assistant Secretary and Director) | Vice President, Corporate Affairs, Fairfax Financial Holdings Limited | Canadian |

**DIRECTORS AND EXECUTIVE OFFICERS OF
810679 ONTARIO LIMITED**

The following table sets forth certain information with respect to the directors and executive officers of 810679 Ontario Limited.

| Name | Present Principal Occupation or Employment and the Name, Principal Business and Address of any Corporation or other Organization in which such employment is conducted | Citizenship |
|---|---|--------------------|
| V. Prem Watsa (President and Director) | Chairman and Chief Executive Officer, Fairfax Financial Holdings Limited 95 Wellington Street West Suite 800 Toronto, Ontario M5J 2N7 | Canadian |
| Eric P. Salsberg (Assistant Secretary) | Vice President, Corporate Affairs, Fairfax Financial Holdings Limited | Canadian |

**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 |
| Greg Taylor (Vice President and Chief Financial Officer) | Vice President and Chief Financial Officer, Fairfax Financial Holdings Limited | Canadian |

| Name | Present Principal Occupation or Employment and the Name, Principal Business and Address of any Corporation or other Organization in which such employment is conducted | Citizenship |
|--|---|--------------------|
| Eric P. Salsberg (Vice President, Corporate Affairs) | Vice President, Corporate Affairs, Fairfax Financial Holdings Limited | Canadian |
| Paul Rivett (Vice President, Chief Legal Officer) | Vice President, Chief Legal Officer Fairfax Financial Holdings Limited | Canadian |
| Bradley P. Martin (Vice President, Chief Operating Officer and Corporate Secretary) | Vice President, Chief Operating Officer and Corporate Secretary, Fairfax Financial Holdings Limited | Canadian |

**DIRECTORS AND EXECUTIVE OFFICERS OF
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 |

**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 G

**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 |

ANNEX H

**DIRECTORS AND EXECUTIVE OFFICERS OF
NEWLINE UNDERWRITING MANAGEMENT LIMITED**

The following table sets forth certain information with respect to the directors and executive officers of Newline Underwriting Management 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 |
|---|---|--------------------|
| Andrew A. Barnard (Chairman and Director) | Chairman, CEO and President, Odyssey Re Holdings Corp., 300 First Stamford Place, Stamford, CT 06902 USA | United States |
| Richard S. Donovan (Director) | Executive Vice President and Chief Financial Officer, Odyssey Re Holdings Corp. | United States |
| Philip T. Foley (Director and Active Underwriter Syndicate 1218) | Active Underwriter Syndicate 1218, Newline Underwriting Management Limited | United Kingdom |
| Simon T. Fradd (Director) | Director, Newline Underwriting Management Limited | United Kingdom |
| Robert B. Kastner (Director and Head of Claims) | Head of Claims, Newline Underwriting Management Limited | United Kingdom |
| James R. F. Micklem (Director and Secretary) | Director and Chief Operating Officer, Newline Underwriting Management Limited | United Kingdom |
| Carl A. Overy (Director and Chief Executive Officer) | Director and Chief Executive Officer, Newline Underwriting Management Limited | United Kingdom |
| Brian D. Young (Director) | Executive Vice President and Chief Operating Officer, Odyssey Re Holdings Corp. | United States |

Exhibit Index

| Exhibit No. | Description |
|--------------------|---|
| Ex. 1: | Joint filing agreement dated as of January 29, 2010 between V. Prem Watsa, 1109519 Ontario Limited, The Sixty Two Investment Company Limited, 810679 Ontario Limited, Fairfax Financial Holdings Limited, Odyssey America Reinsurance Corporation, United States Fire Insurance Company, The North River Insurance Company and Newline Underwriting Management Limited. |