Resolute Forest Products Inc. Form SC 13D/A February 03, 2015

SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934 (Amendment No. 10)*

Resolute Forest Products Inc.

(Name of Issuer)

Common Stock, \$0.001 Par Value

(Title of Class of Securities)

003687209

(CUSIP Number)

Paul Rivett

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 -

Jason R. Lehner

Shearman & Sterling LLP

Commerce Court West

199 Bay Street, Suite 4405

Toronto, Ontario M5L 1E8

Telephone (416) 360-8484

January 26, 2015

(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. 003687209

1	Names of Reporting Perso V. PREM WATSA	on/I.R.S. Identification Nos. of Above Persons (Entities Only)	
2	Check the Appropriate Bo (a) (b)	ox if a Member of a Group o x	
3	SEC Use Only		
4	Source of Funds OO		
5	Check Box if Disclosure of	of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e).	o
6	Citizenship or Place of Or CANADIAN	ganization	
	7	Sole Voting Power	
Number of Shares Beneficially Owned by	8	Shared Voting Power 29,044,012	
Each Reporting Person With	9	Sole Dispositive Power	
Terson with	10	Shared Dispositive Power 29,044,012	
11	Aggregate Amount Benef 29,044,012	icially Owned by Each Reporting Person	
12	Check Box if the Aggrega	ate Amount in Row (11) Excludes Certain Shares o	
13	Percent of Class Represented by Amount in Row (11) 30.7%		
14	Type of Reporting Person IN		

CUSIP No. 003687209

1	Names of Reporting Person 1109519 ONTARIO LIM	on/I.R.S. Identification Nos. of Above Persons (Entities Only) ITED	
2	Check the Appropriate Bo	ox if a Member of a Group	
	(a)	0	
	(b)	X	
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).	o
6	6 Citizenship or Place of Organization ONTARIO, CANADA		
	7	Sole Voting Power	
Number of			
Shares	8	Shared Voting Power	
Beneficially		29,044,012	
Owned by Each	9	Sole Dispositive Power	
Reporting	Ź	Sole Dispositive Former	
Person With			
	10	Shared Dispositive Power 29,044,012	
11	Aggregate Amount Benef 29,044,012	icially Owned by Each Reporting Person	
12	Check Box if the Aggrega	ate Amount in Row (11) Excludes Certain Shares o	
13	Percent of Class Represented by Amount in Row (11) 30.7%		
14	Type of Reporting Person CO		

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)	0		
	(b)	X		
3	SEC Use Only			
4	Source of Funds OO			
5	Check Box if Disclosure o	f Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e). o)	
6	Citizenship or Place of Organization BRITISH COLUMBIA, CANADA			
	7	Sole Voting Power		
Number of				
Shares	8	Shared Voting Power		
Beneficially		29,044,012		
Owned by Each	9	Sole Dispositive Power		
Reporting		Sole Dispositive Fower		
Person With				
	10	Shared Dispositive Power 29,044,012		
11	Aggregate Amount Benefi	cially Owned by Each Reporting Person		
	29,044,012			
12	Check Box if the Aggregat	te Amount in Row (11) Excludes Certain Shares o		
13	Percent of Class Represent 30.7%	ted by Amount in Row (11)		
14	Type of Reporting Person CO			

1	Names of Reporting Person 810679 ONTARIO LIMIT	on/I.R.S. Identification Nos. of Above Persons (Entities Only) ΓΕD	
2	Check the Appropriate Bo (a) (b)	ox if a Member of a Group o x	
3	SEC Use Only		
4	Source of Funds OO		
5	Check Box if Disclosure of	of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e).	o
6	Citizenship or Place of Organization ONTARIO, CANADA		
	7	Sole Voting Power	
Number of Shares Beneficially Owned by	8	Shared Voting Power 29,044,012	
Each Reporting	9	Sole Dispositive Power	
Person With	10	Shared Dispositive Power 29,044,012	
11	Aggregate Amount Benefi 29,044,012	icially Owned by Each Reporting Person	
12	Check Box if the Aggrega	te Amount in Row (11) Excludes Certain Shares o	
13	Percent of Class Represented by Amount in Row (11) 30.7%		
14	Type of Reporting Person CO		

1	Names of Reporting Person FAIRFAX FINANCIAL I	on/I.R.S. Identification Nos. of Above Persons (Entities Only) HOLDINGS LIMITED	
2	Check the Appropriate Bo	ox if a Member of a Group	
	(a)	0	
	(b)	X	
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).	o
6	Citizenship or Place of Organization CANADA		
	7	Sole Voting Power	
Number of			
Shares	8	Shared Voting Power	
Beneficially		29,044,012	
Owned by Each	9	Sole Dispositive Power	
Reporting	Ź	Sold Elisposia (CT on CT	
Person With			
	10	Shared Dispositive Power 29,044,012	
11	Aggregate Amount Benef 29,044,012	icially Owned by Each Reporting Person	
12	Check Box if the Aggrega	ate Amount in Row (11) Excludes Certain Shares o	
13	Percent of Class Represented by Amount in Row (11) 30.7%		
14	Type of Reporting Person CO		

CUSIP No. 003687209

1	Names of Reporting Pers FFHL GROUP LTD.	on/I.R.S. Identification Nos. of Above Persons (Entities Only)	
2		ox if a Member of a Group	
	(a) (b)	0 X	
2			
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).	0
6	Citizenship or Place of O CANADA	rganization	
	7	Sole Voting Power	
Number of Shares Beneficially	8	Shared Voting Power 26,728,274	
Owned by Each Reporting	9	Sole Dispositive Power	
Person With	10	Shared Dispositive Power 26,728,274	
11	Aggregate Amount Bene 26,728,274	ficially Owned by Each Reporting Person	
12	Check Box if the Aggreg	ate Amount in Row (11) Excludes Certain Shares o	
13	Percent of Class Represent 28.3%	nted by Amount in Row (11)	
14	Type of Reporting Person CO	1	

1		on/I.R.S. Identification Nos. of Above Persons (Entities Only) INTERNATIONAL CORP.	
2	Check the Appropriate Bo	ox if a Member of a Group	
	(a)	0	
	(b)	X	
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).	o
6	Citizenship or Place of Or BARBADOS	rganization	
	7	Sole Voting Power	
Number of Shares Beneficially	8	Shared Voting Power 431,200	
Owned by Each Reporting	9	Sole Dispositive Power	
Person With	10	Shared Dispositive Power 431,200	
11	Aggregate Amount Benef 431,200	icially Owned by Each Reporting Person	
12	Check Box if the Aggrega	ate Amount in Row (11) Excludes Certain Shares o	
13	Percent of Class Represer 0.5%	Percent of Class Represented by Amount in Row (11) 0.5%	
14	Type of Reporting Person CO	ı	

1	Names of Reporting Person. WENTWORTH INSURAN	/I.R.S. Identification Nos. of Above Persons (Entities Only) ICE COMPANY LTD.	
2	Check the Appropriate Box	if a Member of a Group	
	(a)	0	
	(b)	X	
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).	o
6	Citizenship or Place of Orga BARBADOS	anization	
	7	Sole Voting Power	
Number of			
Shares	8	Shared Voting Power	
Beneficially Owned by		431,200	
Each	9	Sole Dispositive Power	
Reporting		•	
Person With	10	Chanad Diamositivo Dovon	
	10	Shared Dispositive Power 431,200	
11	Aggregate Amount Benefic 431,200	ially Owned by Each Reporting Person	
12			
12	Check Box if the Aggregate	Amount in Row (11) Excludes Certain Shares o	
13	Percent of Class Represente 0.5%	d by Amount in Row (11)	
14	Type of Reporting Person CO		

1	Names of Reporting Person FAIRFAX (US) INC.	on/I.R.S. Identification Nos. of Above Persons (Entities Only)
2	Check the Appropriate Bo (a) (b)	ox if a Member of a Group o x
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 On DELAWARE	rganization
	7	Sole Voting Power
Number of Shares Beneficially	8	Shared Voting Power 24,034,967
Owned by Each Reporting	9	Sole Dispositive Power
Person With	10	Shared Dispositive Power 24,034,967
11	Aggregate Amount Benef 24,034,967	cicially Owned by Each Reporting Person
12	Check Box if the Aggrega	ate Amount in Row (11) Excludes Certain Shares o
13	Percent of Class Represented by Amount in Row (11) 25.4%	
14	Type of Reporting Person	

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)	0		
	(b)	X		
3	SEC Use Only			
4	Source of Funds OO			
5	Check Box if Disclosure of Legs	al Proceedings Is Required Pursuant to Item 2(d) or 2(e).	o	
6	Citizenship or Place of Organiza DELAWARE	ation		
	7	Sole Voting Power		
Number of				
Shares	8	Shared Voting Power		
Beneficially		2,083,231		
Owned by Each	9	Sole Dispositive Power		
Reporting	,	Sole Dispositive Fower		
Person With				
	10	Shared Dispositive Power		
		2,083,231		
11	Aggregate Amount Beneficially 2,083,231	Owned by Each Reporting Person		
12	Check Box if the Aggregate Am	ount in Row (11) Excludes Certain Shares o		
13	Percent of Class Represented by 2.2%	Percent of Class Represented by Amount in Row (11) 2.2%		
14	Type of Reporting Person CO			

1	Names of Reporting Pers ZENITH NATIONAL IN	on/I.R.S. Identification Nos. of Above Persons (Entities Only) ISURANCE CORP.	
2	Check the Appropriate B	ox if a Member of a Group	
	(a)	0	
	(b)	X	
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).	o
6	Citizenship or Place of O DELAWARE	rganization	
	7	Sole Voting Power	
Number of Shares Beneficially	8	Shared Voting Power 821,077	
Owned by Each Reporting	9	Sole Dispositive Power	
Person With	10	Shared Dispositive Power 821,077	
11	Aggregate Amount Bene 821,077	ficially Owned by Each Reporting Person	
12	Check Box if the Aggreg	ate Amount in Row (11) Excludes Certain Shares o	
13	Percent of Class Represent 0.9%	nted by Amount in Row (11)	
14	Type of Reporting Person CO	1	

1	Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only) ZENITH INSURANCE COMPANY		
2	Check the Appropriate B	ox if a Member of a Group	
	(a)	0	
	(b)	X	
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).	o
6	Citizenship or Place of O CALIFORNIA	rganization	
	7	Sole Voting Power	
Number of Shares Beneficially	8	Shared Voting Power 821,077	
Owned by Each Reporting	9	Sole Dispositive Power	
Person With	10	Shared Dispositive Power 821,077	
11	Aggregate Amount Bene 821,077	ficially Owned by Each Reporting Person	
12	Check Box if the Aggreg	ate Amount in Row (11) Excludes Certain Shares o	
13	Percent of Class Represented by Amount in Row (11) 0.9%		
14	Type of Reporting Person	1	

1	Names of Reporting Person/I.R.S TIG HOLDINGS, INC.	. Identification Nos. of Above Persons (Entities Only)	
2	Check the Appropriate Box if a M	Member of a Group	
	(a)	0	
	(b)	X	
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). o	
6	Citizenship or Place of Organizat DELAWARE	ion	
	7	Sole Voting Power	
Number of			
Shares	8	Shared Voting Power	
Beneficially		2,913,799	
Owned by Each	9	Sole Dispositive Power	
Reporting			
Person With			
	10	Shared Dispositive Power 2,913,799	
11	Aggregate Amount Beneficially (2,913,799	Owned by Each Reporting Person	
12	Check Box if the Aggregate Amo	ount in Row (11) Excludes Certain Shares o	
13	Percent of Class Represented by A 3.1%	Percent of Class Represented by Amount in Row (11) 3.1%	
14	Type of Reporting Person CO		

1	Names of Reporting Person/I.R.S TIG INSURANCE COMPANY	S. Identification Nos. of Above Persons (Entities Only)
2	Check the Appropriate Box if a M	Member of a Group
	(a)	0
	(b)	X
3	SEC Use Only	
4	Source of Funds OO	
5	Check Box if Disclosure of Lega	l Proceedings Is Required Pursuant to Item 2(d) or 2(e). o
6	Citizenship or Place of Organizat CALIFORNIA	ion
	7	Sole Voting Power
Number of		
Shares	8	Shared Voting Power
Beneficially		2,913,799
Owned by Each	9	Colo Diamogitivo Dovvon
Reporting	9	Sole Dispositive Power
Person With		
	10	Shared Dispositive Power
		2,913,799
11	Aggregate Amount Beneficially (2,913,799	Owned by Each Reporting Person
12	Check Box if the Aggregate Amo	ount in Row (11) Excludes Certain Shares o
13	Percent of Class Represented by 3.1%	Amount in Row (11)
14	Type of Reporting Person CO	

CUSIP No. 003687209

1	Names of Reporting Person GENERAL FIDELITY IN	on/I.R.S. Identification Nos. of Above Persons (Entities Only) NSURANCE COMPANY	
2	Check the Appropriate Bo	ox if a Member of a Group	
	(a)	0	
	(b)	X	
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).	o
6	Citizenship or Place of Or SOUTH CAROLINA	ganization	
	7	Sole Voting Power	
Number of			
Shares	8	Shared Voting Power	
Beneficially		309,846	
Owned by Each	9	Sole Dispositive Power	
Reporting	9	Sole Dispositive Fower	
Person With			
	10	Shared Dispositive Power 309,846	
11	Aggregate Amount Benef 309,846	icially Owned by Each Reporting Person	
12	Check Box if the Aggrega	ate Amount in Row (11) Excludes Certain Shares o	
13	Percent of Class Represent 0.3%	Percent of Class Represented by Amount in Row (11) 0.3%	
14	Type of Reporting Person CO		

1	Names of Reporting Personal FAIRMONT SPECIALT	on/I.R.S. Identification Nos. of Above Persons (Entities Only) Y GROUP INC.
2	Check the Appropriate Bo	ox if a Member of a Group
	(a) (b)	o x
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 O DELAWARE	rganization
	7	Sole Voting Power
Number of Shares Beneficially	8	Shared Voting Power 99,661
Owned by Each Reporting	9	Sole Dispositive Power
Person With	10	Shared Dispositive Power 99,661
11	Aggregate Amount Benef	Ficially Owned by Each Reporting Person
12	Check Box if the Aggrega	ate Amount in Row (11) Excludes Certain Shares o
13	Percent of Class Represented by Amount in Row (11) 0.1%	
14	Type of Reporting Persor CO	1

CUSIP No. 003687209

1	Names of Reporting Person/I.R FAIRMONT PREMIER INSUI	S. Identification Nos. of Above Persons (Entities Only) RANCE COMPANY
2	Check the Appropriate Box if a	Member of a Group
	(a)	0
	(b)	X
3	SEC Use Only	
4	Source of Funds OO	
5	Check Box if Disclosure of Leg	al Proceedings Is Required Pursuant to Item 2(d) or 2(e). o
6	Citizenship or Place of Organiz CALIFORNIA	ation
	7	Sole Voting Power
Number of		
Shares	8	Shared Voting Power
Beneficially		99,661
Owned by Each	9	Sole Dispositive Power
Reporting		
Person With	10	al ID: W D
	10	Shared Dispositive Power 99,661
11		Owned by Each Reporting Person
	99,661	
12	Check Box if the Aggregate An	nount in Row (11) Excludes Certain Shares o
13	Percent of Class Represented by	Amount in Row (11)
	0.1%	
14	Type of Reporting Person CO	

CUSIP No. 003687209

1		on/I.R.S. Identification Nos. of Above Persons (Entities Only) Y INSURANCE COMPANY	
2	Check the Appropriate Bo (a) (b)	ox if a Member of a Group o x	
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).	o
6	Citizenship or Place of Or CALIFORNIA	ganization	
	7	Sole Voting Power	
Number of Shares Beneficially Owned by	8	Shared Voting Power 99,661	
Each Reporting Person With	9	Sole Dispositive Power	
Terson with	10	Shared Dispositive Power 99,661	
11	Aggregate Amount Benef 99,661	icially Owned by Each Reporting Person	
12	Check Box if the Aggrega	ate Amount in Row (11) Excludes Certain Shares o	
13	Percent of Class Represen 0.1%	ated by Amount in Row (11)	
14	Type of Reporting Person CO		

CUSIP No. 003687209

1	Names of Reporting Person ODYSSEY US HOLDIN	on/I.R.S. Identification Nos. of Above Persons (Entities Only) GS INC.	
2	Check the Appropriate Bo (a) (b)	ox if a Member of a Group o x	
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).	o
6	Citizenship or Place of On DELAWARE	rganization	
	7	Sole Voting Power	
Number of Shares Beneficially Owned by	8	Shared Voting Power 13,776,804	
Each Reporting	9	Sole Dispositive Power	
Person With	10	Shared Dispositive Power 13,776,804	
11	Aggregate Amount Benef 13,776,804	ficially Owned by Each Reporting Person	
12	Check Box if the Aggrega	ate Amount in Row (11) Excludes Certain Shares o	
13	Percent of Class Represer 14.6%	Percent of Class Represented by Amount in Row (11) 14.6%	
14	Type of Reporting Person CO	ı	

1	Names of Reporting Person ODYSSEY RE HOLDING	VI.R.S. Identification Nos. of Above Persons (Entities Only) S CORP.	
2	Check the Appropriate Box	if a Member of a Group	
	(a)	0	
	(b)	X	
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). o)
6	Citizenship or Place of Org DELAWARE	anization	
	7	Sole Voting Power	
Number of Shares Beneficially Owned by	8	Shared Voting Power 13,776,804	
Each Reporting Person With	9	Sole Dispositive Power	
reison with	10	Shared Dispositive Power 13,776,804	
11	Aggregate Amount Benefic 13,776,804	ially Owned by Each Reporting Person	
12	Check Box if the Aggregate	e Amount in Row (11) Excludes Certain Shares o	
13	Percent of Class Represented 14.6%	ed by Amount in Row (11)	
14	Type of Reporting Person CO		

1	Names of Reporting Person ODYSSEY REINSURAN	on/I.R.S. Identification Nos. of Above Persons (Entities Only) NCE COMPANY	
2	Check the Appropriate Bo	ox if a Member of a Group	
	(a)	0	
	(b)	X	
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).	o
6	Citizenship or Place of Or CONNECTICUT	rganization	
	7	Sole Voting Power	
Number of Shares Beneficially	8	Shared Voting Power 12,785,693	
Owned by Each Reporting	9	Sole Dispositive Power	
Person With	10	Shared Dispositive Power 12,785,693	
11	Aggregate Amount Benef 12,785,693	icially Owned by Each Reporting Person	
12	Check Box if the Aggrega	ate Amount in Row (11) Excludes Certain Shares o	
13	Percent of Class Represer 13.5%	nted by Amount in Row (11)	
14	Type of Reporting Person CO		

1	Names of Reporting Personal HUDSON INSURANCE	on/I.R.S. Identification Nos. of Above Persons (Entities Only) COMPANY	
2		ox if a Member of a Group	
	(a) (b)	o X	
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).	o
6	Citizenship or Place of O DELAWARE	rganization	
	7	Sole Voting Power	
Number of Shares Beneficially	8	Shared Voting Power 157,000	
Owned by Each Reporting	9	Sole Dispositive Power	
Person With	10	Shared Dispositive Power 157,000	
11	Aggregate Amount Benef	ficially Owned by Each Reporting Person	
12	Check Box if the Aggrega	ate Amount in Row (11) Excludes Certain Shares o	
13	Percent of Class Represer 0.2%	nted by Amount in Row (11)	
14	Type of Reporting Persor CO	1	

CUSIP No. 003687209

1		on/I.R.S. Identification Nos. of Above Persons (Entities Only) INSURANCE COMPANY
2	Check the Appropriate Bo	ox if a Member of a Group
	(a)	0
	(b)	x
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 On NEW YORK	rganization
	7	Sole Voting Power
Number of		
Shares	8	Shared Voting Power
Beneficially		157,000
Owned by	0	
Each	9	Sole Dispositive Power
Reporting Person With		
Terson With	10	Shared Dispositive Power 157,000
		,
11	Aggregate Amount Benef 157,000	icially Owned by Each Reporting Person
12	Check Box if the Aggrega	ate Amount in Row (11) Excludes Certain Shares o
13	Percent of Class Represer	nted by Amount in Row (11)
13	0.2%	ned by Amount in Row (11)
14	Type of Reporting Person CO	

1	Names of Reporting Person NEWLINE HOLDINGS	on/I.R.S. Identification Nos. of Above Persons (Entities Only) UK LIMITED	
2	Check the Appropriate Bo	ox if a Member of a Group	
	(a)	0	
	(b)	X	
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).	o
6	Citizenship or Place of On ENGLAND AND WALE		
	7	Sole Voting Power	
Number of Shares Beneficially	8	Shared Voting Power 244,205	
Owned by Each Reporting	9	Sole Dispositive Power	
Person With	10	Shared Dispositive Power 244,205	
11	Aggregate Amount Benef 244,205	icially Owned by Each Reporting Person	
12	Check Box if the Aggrega	ate Amount in Row (11) Excludes Certain Shares o	
13	Percent of Class Represer 0.3%	nted by Amount in Row (11)	
14	Type of Reporting Person CO	ı	

1	Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only) NEWLINE CORPORATE NAME LIMITED			
2	Check the Appropriate Bo	ox if a Member of a Group		
	(a)	0		
	(b)	X		
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).	o	
6	Citizenship or Place of Organization ENGLAND AND WALES			
	7	Sole Voting Power		
Number of Shares Beneficially Owned by	8	Shared Voting Power 244,205		
Each Reporting	9	Sole Dispositive Power		
Person With	10	Shared Dispositive Power 244,205		
11	Aggregate Amount Benef 244,205	ficially Owned by Each Reporting Person		
12	Check Box if the Aggrega	ate Amount in Row (11) Excludes Certain Shares o		
13	Percent of Class Represented by Amount in Row (11) 0.3%			
14	Type of Reporting Persor CO	1		

CUSIP No. 003687209

1	Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only) CRUM & FORSTER HOLDINGS CORP.		
2	Check the Appropriate Bo (a) (b)	ox if a Member of a Group o x	
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).	o
6	Citizenship or Place of Organization DELAWARE		
	7	Sole Voting Power	
Number of Shares Beneficially Owned by	8	Shared Voting Power 4,440,056	
Each Reporting	9	Sole Dispositive Power	
Person With	10	Shared Dispositive Power 4,440,056	
11	Aggregate Amount Beneficially Owned by Each Reporting Person 4,440,056		
12	Check Box if the Aggrega	ate Amount in Row (11) Excludes Certain Shares o	
13	Percent of Class Represented by Amount in Row (11) 4.7%		
14	Type of Reporting Persor CO	1	

1	Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only) THE NORTH RIVER INSURANCE COMPANY			
2	Check the Appropriate Bo (a) (b)	ox if a Member of a Group o x		
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).	o	
6	Citizenship or Place of O NEW JERSEY	rganization		
	7	Sole Voting Power		
Number of Shares Beneficially Owned by	8	Shared Voting Power 993,163		
Each Reporting Person With	9	Sole Dispositive Power		
Terson with	10	Shared Dispositive Power 993,163		
11	Aggregate Amount Benef 993,163	ficially Owned by Each Reporting Person		
12	Check Box if the Aggrega	ate Amount in Row (11) Excludes Certain Shares o		
13	Percent of Class Represented by Amount in Row (11) 1.0%			
14	Type of Reporting Persor CO	1		

CUSIP No. 003687209

1		Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only) UNITED STATES FIRE INSURANCE COMPANY			
2	(a)	ox if a Member of a Group			
	(b)	X			
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).	o		
6	Citizenship or Place of O DELAWARE	rganization			
	7	Sole Voting Power			
Number of Shares Beneficially Owned by	8	Shared Voting Power 3,446,893			
Each Reporting	9	Sole Dispositive Power			
Person With	10	Shared Dispositive Power 3,446,893			
11	Aggregate Amount Benef 3,446,893	Aggregate Amount Beneficially Owned by Each Reporting Person 3,446,893			
12	Check Box if the Aggreg	ate Amount in Row (11) Excludes Certain Shares o			
13	Percent of Class Represer 3.6%	Percent of Class Represented by Amount in Row (11) 3.6%			
14	Type of Reporting Persor CO	1			

CUSIP No. 003687209

1	Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only) STONEBRIDGE HOLDING S.À.R.L.			
2	Check the Appropriate Bo	ox if a Member of a Group		
	(a)	0		
	(b)	X		
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).	o	
6	Citizenship or Place of On LUXEMBOURG	rganization		
	7	Sole Voting Power		
Number of Shares	8	Charad Vatina Dayyar		
Beneficially	8	Shared Voting Power 1,352,521		
Owned by Each	9	Sole Dispositive Power		
Reporting Person With				
Person with	10	Shared Dispositive Power 1,352,521		
11	Aggregate Amount Beneficially Owned by Each Reporting Person 1,352,521			
12	Check Box if the Aggrega	ate Amount in Row (11) Excludes Certain Shares o		
13	Percent of Class Represer 1.4%	Percent of Class Represented by Amount in Row (11) 1.4%		
14	Type of Reporting Person CO			

CUSIP No. 003687209

1	Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only) STONEBRIDGE RE S.À.R.L.			
2	Check the Appropriate Bo (a) (b)	ox if a Member of a Group o x		
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).	o	
6	Citizenship or Place of O LUXEMBOURG	rganization		
	7	Sole Voting Power		
Number of Shares Beneficially	8	Shared Voting Power 1,352,521		
Owned by Each Reporting	9	Sole Dispositive Power		
Person With	10	Shared Dispositive Power 1,352,521		
11	Aggregate Amount Benef 1,352,521	Aggregate Amount Beneficially Owned by Each Reporting Person 1,352,521		
12	Check Box if the Aggreg	ate Amount in Row (11) Excludes Certain Shares o		
13	Percent of Class Represer 1.4%	Percent of Class Represented by Amount in Row (11) 1.4%		
14	Type of Reporting Persor CO	1		

CUSIP No. 003687209

1	Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only) FAIRFAX LUXEMBOURG HOLDINGS S.À.R.L.			
2	Check the Appropriate Box if a	Member of a Group		
	(a)	0		
	(b)	X		
3	SEC Use Only			
4	Source of Funds OO			
5	Check Box if Disclosure of Leg	al Proceedings Is Required Pursuant to Item 2(d) or 2(e). o		
6	Citizenship or Place of Organiza LUXEMBOURG	ation		
	7	Sole Voting Power		
Number of				
Shares	8	Shared Voting Power		
Beneficially		1,352,521		
Owned by Each	9	Sole Dispositive Power		
Reporting	9	Sole Dispositive Fower		
Person With				
	10	Shared Dispositive Power		
		1,352,521		
11	Aggregate Amount Beneficially 1,352,521	Owned by Each Reporting Person		
12	Check Box if the Aggregate An	nount in Row (11) Excludes Certain Shares o		
13	Percent of Class Represented by 1.4%	Amount in Row (11)		
14	Type of Reporting Person CO			

1		Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only)		
	RIVERSTONE HOLDIN	NGS LIMITED		
2		sox if a Member of a Group		
	(a) (b)	0 X		
2				
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).	o	
6	Citizenship or Place of Organization ENGLAND AND WALES			
	7	Sole Voting Power		
Number of				
Shares Beneficially	8	Shared Voting Power 1,352,521		
Owned by Each Reporting	9	Sole Dispositive Power		
Person With	10	al ID: W D		
	10	Shared Dispositive Power 1,352,521		
11	Aggregate Amount Beneficially Owned by Each Reporting Person 1,352,521			
12	Check Box if the Aggreg	gate Amount in Row (11) Excludes Certain Shares o		
13	Percent of Class Represented by Amount in Row (11) 1.4%			
14	Type of Reporting Person	n		

1	Names of Reporting Pers RIVERSTONE INSURA	on/I.R.S. Identification Nos. of Above Persons (Entities Only) NCE LIMITED		
2	Check the Appropriate Bo	ox if a Member of a Group		
_	(a)	0		
	(b)	X		
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).	o	
6	Citizenship or Place of Organization ENGLAND AND WALES			
	7	Sole Voting Power		
Number of				
Shares	8	Shared Voting Power		
Beneficially		1,352,521		
Owned by	0	CID: '' D		
Each Reporting	9	Sole Dispositive Power		
Person With				
	10	Shared Dispositive Power 1,352,521		
11	Aggregate Amount Benef 1,352,521	Aggregate Amount Beneficially Owned by Each Reporting Person 1,352,521		
12	Check Box if the Aggreg	ate Amount in Row (11) Excludes Certain Shares o		
13	Percent of Class Represer 1.4%	Percent of Class Represented by Amount in Row (11) 1.4%		
14	Type of Reporting Persor	1		

1	Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only) 1823671 ONTARIO LIMITED			
2	Check the Appropriate Bo	ox if a Member of a Group		
	(b)	X		
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).	o	
6	Citizenship or Place of Ontario	rganization		
	7	Sole Voting Power		
Number of Shares Beneficially Owned by	8	Shared Voting Power 499,512		
Each Reporting Person With	9	Sole Dispositive Power		
Person With	10	Shared Dispositive Power 499,512		
11	Aggregate Amount Benef 499,512	cicially Owned by Each Reporting Person		
12	Check Box if the Aggrega	ate Amount in Row (11) Excludes Certain Shares o		
13	Percent of Class Represented by Amount in Row (11) 0.5%			
14	Type of Reporting Person CO			

1	Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only) 1874616 ONTARIO LIMITED			
2	Check the Appropriate Bo (a) (b)	ox if a Member of a Group o x		
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 Ontonia	rganization		
	7	Sole Voting Power		
Number of Shares Beneficially Owned by	8	Shared Voting Power 272,572		
Each Reporting Person With	9	Sole Dispositive Power		
Telson with	10	Shared Dispositive Power 272,572		
11	Aggregate Amount Benef 272,572	ficially Owned by Each Reporting Person		
12	Check Box if the Aggrega	ate Amount in Row (11) Excludes Certain Shares o		
13	Percent of Class Represer 0.3%	Percent of Class Represented by Amount in Row (11) 0.3%		
14	Type of Reporting Person CO	1		

1		Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only) 1874617 ONTARIO LIMITED			
2		Check the Appropri	iate Box if a M	ember of a Group	
		(a)		0	
		(b)		X	
3		SEC Use Only			
4		Source of Funds OO			
5		Check Box if Discle	osure of Legal	Proceedings Is Required Pursuant to Item 2(d) or 2(e).	0
6		Citizenship or Place of Organization ONTARIO			
		7		Sole Voting Power	
Number of					
Shares		8		Shared Voting Power	
Beneficially				708,808	
Owned by Each		9		Sole Dispositive Power	
Reporting		9		Sole Dispositive I owel	
Person With					
		10		Shared Dispositive Power 708,808	
11		Aggregate Amount Beneficially Owned by Each Reporting Person 708,808			
12		Check Box if the A	ggregate Amou	ant in Row (11) Excludes Certain Shares o	
13	•	Percent of Class Represented by Amount in Row (11) 0.7%			
14	ļ	Type of Reporting l	Person		

CUSIP No. 003687209

1	Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only) NORTHBRIDGE SHARE OPTION 1 CORP.			
2	Check the Appropriate Box if a Member of a Group			
	(a)	0		
	(b)	X		
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). o			
6	Citizenship or Place of Organization ONTARIO			
	7	Sole Voting Power		
Number of				
Shares	8	Shared Voting Power		
Beneficially		21,295		
Owned by Each	9	Sole Dispositive Power		
Reporting		Sole Dispositive Fower		
Person With				
	10	Shared Dispositive Power 21,295		
11	Aggregate Amount Beneficially Owned by Each Reporting Person			
	21,295			
12	CL ID 'CA A	. A		
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares o			
13	Percent of Class Represented by Amount in Row (11) 0.0%			
14	Type of Reporting Person			
	CO			

1	Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only) NORTHBRIDGE FINANCIAL CORPORATION			
2	Check the Appropriate Box if a Member of a Group			
	(a)	0		
	(b)	X		
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). o			
6	Citizenship or Place of Organization ONTARIO			
	7	Sole Voting Power		
Number of Shares Beneficially	8	Shared Voting Power 3,042,095		
Owned by Each Reporting	9	Sole Dispositive Power		
Person With	10	Shared Dispositive Power 3,042,095		
11	Aggregate Amount Beneficially Owned by Each Reporting Person 3,042,095			
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares o			
13	Percent of Class Represented by Amount in Row (11) 3.2%			
14	Type of Reporting Persor CO	1		

1	Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only) NORTHBRIDGE COMMERCIAL INSURANCE CORPORATION			
2	Check the Appropriate Box if a Member of a Group			
	(a)	0		
	(b)	X		
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). o			
6	Citizenship or Place of Organization CANADA			
	7	Sole Voting Power		
Number of				
Shares	8	Shared Voting Power		
Beneficially	Ŭ	789,945		
Owned by		,		
Each	9	Sole Dispositive Power		
Reporting				
Person With				
	10	Shared Dispositive Power 789,945		