

AbitibiBowater Inc.
Form SC 13D/A
December 27, 2010

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

AMENDMENT NO. 3 TO

SCHEDULE 13D

Under the Securities Exchange Act of 1934

AbitibiBowater Inc.

(Name of Issuer)

Common Stock, \$0.001 par value

(Title of Class of Securities)

003687209

(CUSIP Number)

Eric P. Salsberg

Vice President, Corporate Affairs

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 22, 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(b)(3) or (4), 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

13D

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NAME OF REPORTING PERSON

(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)

Canada

SOLE VOTING POWER

(7)

NUMBER OF

SHARES
BENEFICIALLY OWNED BY

(8)

SHARED VOTING POWER

13,182,494

EACH

(9)

SOLE DISPOSITIVE POWER

REPORTING
PERSON

WITH SHARED DISPOSITIVE POWER

(10)

13,182,494

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

(11)

13,182,494

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
(SEE INSTRUCTIONS)

(12)

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

(13)

13.6%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

(14)

IN

CUSIP No. 003687209

13D

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NAME OF REPORTING PERSON

(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 (8)
OWNED BY 13,182,494

EACH SOLE DISPOSITIVE POWER

(9)

REPORTING
PERSON

WITH SHARED DISPOSITIVE POWER

(10)

13,182,494

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

13,182,494

(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
(SEE INSTRUCTIONS)

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13.6%

(14) TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

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NAME OF REPORTING PERSON

- (1) THE SIXTY TWO INVESTMENT COMPANY 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) British Columbia

SOLE VOTING POWER

(7)

NUMBER OF

SHARES SHARED VOTING POWER
BENEFICIALLY (8)
OWNED BY 13,182,494

EACH SOLE DISPOSITIVE POWER

(9)

REPORTING
PERSON

WITH SHARED DISPOSITIVE POWER

(10)

13,182,494

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

13,182,494

(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
(SEE INSTRUCTIONS)

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13.6%

(14) TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

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NAME OF REPORTING PERSON

(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 SHARED VOTING POWER
BENEFICIALLY (8)
OWNED BY 13,182,494

EACH SOLE DISPOSITIVE POWER

(9)

REPORTING
PERSON

WITH SHARED DISPOSITIVE POWER

(10)

13,182,494

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

13,182,494

(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
(SEE INSTRUCTIONS)

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13.6%

(14) TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

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NAME OF REPORTING PERSON

- (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 (8)
OWNED BY 13,182,494

EACH SOLE DISPOSITIVE POWER

(9)

REPORTING
PERSON

WITH SHARED DISPOSITIVE POWER

(10)

13,182,494

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

13,182,494

(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
(SEE INSTRUCTIONS)

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13.6%

(14) TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

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NAME OF REPORTING PERSON

(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
BENEFICIALLY OWNED BY

(8)

SHARED VOTING POWER

1,269,625

EACH

(9)

SOLE DISPOSITIVE POWER

REPORTING
PERSON

WITH SHARED DISPOSITIVE POWER

(10)

1,269,625

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

(11)

1,269,625

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
(SEE INSTRUCTIONS)

(12)

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

(13)

1.3%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

(14)

CO

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NAME OF REPORTING PERSON

- (1) THE NORTH RIVER 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) New Jersey

SOLE VOTING POWER

(7)

NUMBER OF

SHARES SHARED VOTING POWER
BENEFICIALLY (8)
OWNED BY 1,265,588

EACH SOLE DISPOSITIVE POWER

(9)

REPORTING
PERSON

WITH SHARED DISPOSITIVE POWER

(10)

1,265,588

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

(11)

1,265,588

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
(SEE INSTRUCTIONS)

(12)

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

(13)

1.3%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

(14)

CO

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NAME OF REPORTING PERSON

- (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 (8)
OWNED BY 3,667,903

EACH SOLE DISPOSITIVE POWER

(9)

REPORTING
PERSON

WITH SHARED DISPOSITIVE POWER

(10)

3,667,903

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

(11)

3,667,903

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
(SEE INSTRUCTIONS)

(12)

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

(13)

3.8%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

(14)

CO

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NAME OF REPORTING PERSON

- (1) UNITED STATES FIRE 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 (8)
OWNED BY 252,400

EACH SOLE DISPOSITIVE POWER

(9)

REPORTING
PERSON

WITH SHARED DISPOSITIVE POWER

(10)

252,400

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

(11)

252,400

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
(SEE INSTRUCTIONS)

(12)

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

(13)

0.3%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

(14)

CO

CUSIP No. 003687209

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NAME OF REPORTING PERSON

- (1) MARKEL INSURANCE COMPANY OF CANADA

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 (8)
OWNED BY 465,682

EACH SOLE DISPOSITIVE POWER

(9)

REPORTING
PERSON

WITH SHARED DISPOSITIVE POWER

(10)

465,682

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

(11)

465,682

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
(SEE INSTRUCTIONS)

(12)

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

(13)

0.5%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

(14)

CO

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NAME OF REPORTING PERSON

- (1) COMMONWEALTH 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) Canada

SOLE VOTING POWER

(7)

NUMBER OF

SHARES SHARED VOTING POWER
BENEFICIALLY (8)
OWNED BY 295,303

EACH SOLE DISPOSITIVE POWER

(9)

REPORTING
PERSON

WITH SHARED DISPOSITIVE POWER

(10)

295,303

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

295,303

(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
(SEE INSTRUCTIONS)

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.3%

(14) TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

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NAME OF REPORTING PERSON

- (1) FEDERATED INSURANCE COMPANY OF CANADA

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 (8)
OWNED BY 104,621

EACH SOLE DISPOSITIVE POWER

(9)

REPORTING
PERSON

WITH SHARED DISPOSITIVE POWER

(10)

104,621

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

104,621

(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
(SEE INSTRUCTIONS)

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.1%

(14) TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

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NAME OF REPORTING PERSON

(1)

LOMBARD GENERAL INSURANCE COMPANY OF CANADA

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 (8)

OWNED BY

624,357

EACH

SOLE DISPOSITIVE POWER

(9)

REPORTING
PERSON

WITH SHARED DISPOSITIVE POWER

(10)

624,357

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

(11)

624,357

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
(SEE INSTRUCTIONS)

(12)

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

(13)

0.6%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

(14)

CO

CUSIP No. 003687209

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NAME OF REPORTING PERSON

(1)

LOMBARD 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)

Canada

SOLE VOTING POWER

(7)

NUMBER OF

SHARES

SHARED VOTING POWER

BENEFICIALLY (8)

OWNED BY

84,373

EACH

SOLE DISPOSITIVE POWER

(9)

REPORTING
PERSON

WITH SHARED DISPOSITIVE POWER

(10)

84,373

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

(11)

84,373

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
(SEE INSTRUCTIONS)

(12)

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

(13)

0.1%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

(14)

CO

CUSIP No. 003687209

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NAME OF REPORTING PERSON

- (1) ZENITH 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 (8)
OWNED BY 325,506

EACH SOLE DISPOSITIVE POWER

(9)

REPORTING
PERSON

WITH SHARED DISPOSITIVE POWER

(10)

325,506

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

(11)

325,506

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
(SEE INSTRUCTIONS)

(12)

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

(13)

0.3%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

(14)

CO

This Amendment No. 3 amends the Schedule 13D filed with the Securities and Exchange Commission on April 11, 2008 by V. Prem Watsa, 1109519 Ontario Limited, The Sixty Two Investment Company Limited, 810679 Ontario Limited, Fairfax Financial Holdings Limited, TIG Insurance Company, The North River Insurance Company, Odyssey America Reinsurance Corporation, United States Fire Insurance Company, Markel Insurance Company of Canada, Commonwealth Insurance Company, Federated Insurance Company of Canada, Lombard General Insurance Company of Canada, Lombard Insurance Company and Zenith Insurance Company (collectively, the Reporting Persons), as amended by Amendment No. 1 to the Schedule 13D filed by the Reporting Persons on October 17, 2008 and Amendment No. 2 to the Schedule 13D filed by the Reporting Persons on March 23, 2009.

Amendment No. 1 to the Schedule 13D related to the election by AbitibiBowater Inc., a Delaware corporation (AbitibiBowater), pursuant to the terms of the Notes (as defined in Item 3 herein), to pay interest on the Notes on the October 15, 2008 interest payment date entirely by increasing the principal amount of the Notes in lieu of paying cash interest on the Notes.

Amendment No. 2 to the Schedule 13D was filed to report that Fairfax Financial Holdings Limited had entered into a Support Agreement and a Firm Commitment Agreement related to a recapitalization proposal of AbitibiBowater with respect to its Abitibi-Consolidated Inc. (ACI) subsidiary.

This Amendment No. 3 to the Schedule 13D is being filed as a result of the issuance of Shares (as defined in Item 1 herein) to the Reporting Persons in connection with the emergence from bankruptcy and reorganization of AbitibiBowater and certain of its affiliates (the Reorganization). Pursuant to the Second Amended Joint Plan of Reorganization under Chapter 11 of the Bankruptcy Code, dated as of November 23, 2010, among AbitibiBowater and certain of its affiliates and the debtors named therein (the Plan), the Reporting Persons received an aggregate of 13,182,494 Shares in partial consideration of their claims arising from their ownership of debt securities of AbitibiBowater and its affiliates.

The following amendments to Items 1, 2, 3, 4, 5, 6 and 7 of the Schedule 13D are hereby made:

Item 1. Security and Issuer.

Item 1 of the Schedule 13D is hereby amended in its entirety to read as follows:

The class of securities to which this statement relates is the new shares (the Shares) of common stock, \$0.001 par value, of AbitibiBowater. The Shares are listed on the New York Stock Exchange. The address of the principal executive office of AbitibiBowater is 1155 Metcalfe Street, Suite 800, Montréal, Québec, Canada H3B 5H2.

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:

1. V. Prem Watsa, an individual, is a citizen of Canada. 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 address 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 address 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 address 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 Sixty Two, 1109519 and 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. 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 address and principal office address of TIG is 250 Commercial Street, Suite 5000, Manchester, New Hampshire 03101;
7. 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 address and principal office address of North River is 305 Madison Avenue, Morristown, New Jersey 07962;
8. Odyssey America Reinsurance Corporation (OARC), a corporation incorporated under the laws of Connecticut, is a wholly-owned subsidiary of ORH. The principal business of OARC is reinsurance. The principal business address and principal office address of OARC is 300 First Stamford Place, Stamford, Connecticut 06902;
9. 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;
10. Markel Insurance Company of Canada (Markel), a corporation incorporated under the laws of Canada, is a wholly-owned subsidiary of Fairfax. The principal business of Markel is property/casualty insurance. The principal business address and principal office address of Markel is 55 University Avenue, Suite 1500, Toronto, Ontario, Canada, M5J 2H7;

11. Commonwealth Insurance Company (Commonwealth), a corporation incorporated under the laws of Canada, is a wholly-owned subsidiary of Fairfax. The principal business of Commonwealth is property/casualty insurance. The principal business address and principal office address of Commonwealth is 595 Burrard Street, Suite 1500, Box 49115 Bentall Tower III, Vancouver, BC, Canada, V7X 1G4;

12. Federated Insurance Company of Canada (Federated), a corporation incorporated under the laws of Canada, is a wholly-owned subsidiary of Fairfax. The principal business of Federated is property/casualty insurance. The principal business address and principal office address of Federated is 717 Portage Ave., Winnipeg, Manitoba, Canada, R3C 3C9;

13. Lombard General Insurance Company of Canada (LGICC), a corporation incorporated under the laws of Canada, is a wholly-owned subsidiary of Fairfax. The principal business of LGICC is property/casualty insurance. The principal business address and principal office address of LGICC is 105 Adelaide Street West, 3rd Floor, Toronto, Ontario, Canada M5H 1P9;

14. Lombard Insurance Company (Lombard), a corporation incorporated under the laws of Canada, is a wholly-owned subsidiary of Fairfax. The principal business of Lombard is property/casualty insurance. The principal business address and principal office address of Lombard is 105 Adelaide Street West, 3rd Floor, Toronto, Ontario, Canada M5H 1P9; and

15. Zenith Insurance Company (Zenith), a corporation incorporated under the laws of California, is a wholly-owned subsidiary of Fairfax. The principal business of Zenith is property/casualty insurance. The principal business and principal office address of Zenith is 21255 Califa Street, Woodland Hills, California 91367-5021;

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, TIG, North River, OARC, US Fire, Markel, Commonwealth, Federated, LGICC, Lombard or Zenith that such person is the beneficial owner of the Shares referred to herein for purposes of Section 13(d) or 13(g) of the Securities Exchange Act of 1934, as amended (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 executive officer and director of each of the Reporting Persons is set forth in Annex A, B, C, D, E, F, G, H, I, J, K, L, M, or N, as the case may be, and such Annexes are incorporated herein by reference.

Pursuant to Rule 13d-1(k) under the Exchange Act, 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 persons listed in Annex A, B, C, D, E, F, G, H, I, J, K, L, M, or N 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.

Item 3 of the Schedule 13D is hereby amended in its entirety to read as follows:

The Shares owned by the Reporting Persons were acquired in partial consideration of the Reporting Persons claims arising from their ownership of debt securities (the Debt Securities) of AbitibiBowater and its affiliates (including AbitibiBowater notes that were convertible into shares of AbitibiBowater s old common stock, par value \$1.00 per share), which Debt Securities have been canceled pursuant to the Plan. See Item 6 herein.

Item 4. Purpose of Transaction

Item 4 of the Schedule 13D is hereby amended in its entirety to read as follows:

The Shares were acquired for investment purposes.

The Reporting Persons have the following plans and proposals:

(a) Except as described herein, the Reporting Persons currently do not intend to acquire or dispose of securities of AbitibiBowater, but may formulate plans to do so in the future. The Reporting Persons intend to review, on a continuous basis, various factors related to their direct or indirect investment, as the case may be, in AbitibiBowater, including the price and availability of the securities of AbitibiBowater, subsequent developments affecting AbitibiBowater s business, other investment and business opportunities available to the Reporting Persons and general market and economic conditions. Based upon these and other factors, the Reporting Persons may decide to purchase additional securities of AbitibiBowater or may decide in the future to sell all or part of their investment in AbitibiBowater. See Item 6 herein;

(b) The Reporting Persons have no plans or proposals to cause AbitibiBowater to enter into any extraordinary corporate transaction, such as a merger, reorganization or liquidation of AbitibiBowater or any of its subsidiaries;

(c) The Reporting Persons have no plans or proposals to cause AbitibiBowater or any of its subsidiaries to sell or transfer a material amount of assets;

(d) The Reporting Persons have no plans or proposals which would result in a change in the present board of directors or management of AbitibiBowater, whether through a change in the number or term of directors or otherwise;

(e) The Reporting Persons have no plans to make any material change in the present capitalization or dividend policy of AbitibiBowater;

(f) The Reporting Persons have no plans or proposals to cause AbitibiBowater to make any other material change in its business or corporate structure;

(g) The Reporting Persons have no plans or proposals to cause AbitibiBowater to change its certificate of incorporation or bylaws or to take other actions which may impede the acquisition of control of AbitibiBowater by any person;

(h) The Reporting Persons have no plans or proposals to cause any class of securities of AbitibiBowater to be delisted from any securities exchange or cease to be authorized to be quoted in an inter-dealer quotation system;

(i) The Reporting Persons have no plans or proposals to cause any class of equity securities of AbitibiBowater to become eligible for termination of registration pursuant to Section 12(g) of the Exchange Act; and

(j) The Reporting Persons have no plans or proposals to take any actions similar to those enumerated above.

Item 5. Interest in the Securities of the Issuer

Item 5 of the Schedule 13D is hereby amended in its entirety to read as follows:

(a) Based on the most recent information available, the aggregate number and percentage of the Shares (the securities identified by 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.

The percentage of the Shares beneficially owned by each of the Reporting Persons was calculated based on 97,134,954 Shares issued and outstanding. See Item 6 herein.

(b) The number of Shares as to which each of the Reporting Persons has sole voting power, shared voting power, sole dispositive power and shared dispositive power is set forth in boxes 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, H, I, J, K, L, M or N beneficially owns, or during the last 60 days has acquired or disposed of, any Shares.

(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, Shares held by the Reporting Persons other than each of the Reporting Persons, and certain pension plans of certain subsidiaries of Fairfax.

(e) Not applicable.

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

Item 6 of the Schedule 13D is hereby amended in its entirety to read as follows:

In connection with AbitibiBowater and its affiliates' Chapter 11 proceedings, the Bankruptcy Court for the District of Delaware (the "Bankruptcy Court") held a series of hearings to consider confirmation of the Plan. On November 23, 2010, the Bankruptcy Court entered an order (the "Confirmation Order") approving and confirming the Plan.

On December 9, 2010, the Plan became effective and AbitibiBowater and its debtor affiliates emerged from Chapter 11 protection. Upon the effectiveness of the Plan, the Debt Securities were canceled. Subsequently, the Reporting Persons received an aggregate of 13,182,494 Shares in partial consideration of their claims arising from their ownership of the Debt Securities.

Following the Reorganization, 73,752,881 Shares were distributed to certain creditors named in the Plan on a pro rata basis within certain creditor classes based on Allowed Claims (as defined in the Plan). In addition, 23,382,073 Shares were issued and are being held in reserve for the benefit of holders of disputed claims, including a claim (the "Contribution Claim") asserted by certain holders of the 7.95% notes due November 15, 2011 issued by Bowater Canada Finance Corporation. To the extent that the Contribution Claim or other disputed claims are allowed, obligations arising therefrom will be satisfied by a distribution of Shares currently held in escrow (the "Escrow Shares") to former holders of such disputed claims, respectively. Escrow Shares sufficient to satisfy the entire Contribution Claim are currently held in escrow pending the outcome of such claims. If the Contribution Claim is disallowed, the Escrow Shares will be distributed on a pro rata basis to certain of the debtors' creditors, including the Reporting Persons.

A copy of the Confirmation Order, of which the Plan forms a part, is included as Exhibit 2.2 to AbitibiBowater's current report on Form 8-K, filed with the Securities Exchange Commission on November 30, 2010, and is incorporated by reference into this Item 6.

Item 7. Material to be filed as Exhibits

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

- Ex. 3.1 Joint filing agreement dated as of December 27, 2010 among V. Prem Watsa, 1109519 Ontario Limited, The Sixty Two Investment Company Limited, 810679 Ontario Limited, Fairfax Financial Holdings Limited, TIG Insurance Company, The North River Insurance Company, Odyssey America Reinsurance Corporation, United States Fire Insurance Company, Markel Insurance Company of Canada, Commonwealth Insurance Company, Federated Insurance Company of Canada, Lombard General Insurance Company of Canada, Lombard Insurance Company and Zenith Insurance Company.

- Ex. 3.2. Confirmation Order dated as of November 23, 2010, including AbitibiBowater's second amended joint plan of reorganization under Chapter 11 of the Bankruptcy Code, dated as of November 23, 2010, among AbitibiBowater and certain of its affiliates and the debtors named therein (incorporated by reference to AbitibiBowater's current report on Form 8-K, filed with the Securities and Exchange Commission on November 30, 2010).

SIGNATURES

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

IN WITNESS WHEREOF, the undersigned have executed this instrument as of the 27th day of December, 2010.

V. PREM WATSA

/s/ V. Prem Watsa

1109519 ONTARIO LIMITED

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

THE SIXTY TWO INVESTMENT COMPANY
LIMITED

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

810679 ONTARIO LIMITED

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

FAIRFAX FINANCIAL HOLDINGS LIMITED

By: /s/ V. Prem Watsa

Name: V. Prem Watsa

Title: Chairman and Chief Executive
Officer

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TIG INSURANCE COMPANY

By: /s/ John J. Bator

Name: John J. Bator

Title: Chief Financial Officer and Senior
Vice President

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THE NORTH RIVER INSURANCE COMPANY

By: /s/ Paul Bassaline

Name: Paul Bassaline

Title: Vice President Finance and Assistant
Controller

27

ODYSSEY AMERICA REINSURANCE
CORPORATION

By: /s/ Kirk M. Reische
Name: Kirk M. Reische
Title: Vice President
28

MARKEL INSURANCE COMPANY OF
CANADA

By: /s/ Craig Pinnock
Name: Craig Pinnock
Title: Director

COMMONWEALTH INSURANCE COMPANY

By: /s/ Craig Pinnock
Name: Craig Pinnock
Title: Director

FEDERATED INSURANCE COMPANY OF
CANADA

By: /s/ Craig Pinnock
Name: Craig Pinnock
Title: Director

LOMBARD GENERAL INSURANCE
COMPANY OF CANADA

By: /s/ Craig Pinnock
Name: Craig Pinnock
Title: Director

LOMBARD INSURANCE COMPANY

By: /s/ Craig Pinnock
Name: Craig Pinnock
Title: Director

UNITED STATES FIRE INSURANCE
COMPANY

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

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ZENITH INSURANCE COMPANY

By: /s/ Michael Jansen
Name: Michael Jansen
Title: Executive Vice President and General
Counsel

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 TIG Insurance Company
F	Directors and Executive Officers of The North River Insurance Company
G	Directors and Executive Officers of Odyssey America Reinsurance Corporation
H	Directors and Executive Officers of United States Fire Insurance Company
I	Directors and Executive Officers of Markel Insurance Company of Canada
J	Directors and Executive Officers of Commonwealth Insurance Company
K	Directors and Executive Officers of Federated Insurance Company of Canada
L	Directors and Executive Officers of Lombard General Insurance Company of Canada
M	Directors and Executive Officers of Lombard Insurance Company
N	Directors and Executive Officers of Zenith 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)	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)	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
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
Timothy R. Price (Director)	Chairman of Brookfield Funds Brookfield Asset Management Inc. Brookfield Place, Suite 300 181 Bay Street Toronto, ON M5J 2T3	Canadian
John Varnell (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

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
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
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)	Manager, President and Chief Executive Officer, Riverstone Resources LLC 250 Commercial Street, Suite 5000 Manchester, NH 03101	United Kingdom
Charles G. Ehrlich (Senior Vice President, Secretary and Director)	Senior Vice President and Secretary, Riverstone Resources LLC 250 Commercial Street, Suite 5000 Manchester, NH 03101	United States
John M. Parker (Senior Vice President and Director)	Senior Vice President, Riverstone Resources LLC 250 Commercial Street, Suite 5000 Manchester, NH 03101	United States
John J. Bator (Senior Vice President, Chief Financial Officer and Director)	Senior Vice President and Chief Financial Officer, Riverstone Resources LLC 250 Commercial Street, Suite 5000 Manchester, NH 03101	United States
Frank DeMaria (Senior Vice President and Director)	Senior Vice President, Riverstone Resources LLC 250 Commercial Street, Suite 5000 Manchester, NH 03101	United States
Richard J. Fabian (Senior Vice President, General Counsel and Director)	Senior Vice President and General Counsel, Riverstone Resources LLC 250 Commercial Street, Suite 5000 Manchester, NH 03101	United States

**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 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 G

**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 (Executive Vice President and Director)	Executive Vice President, Odyssey Re Holdings Corp.	United States
Jan Christiansen (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

**DIRECTORS AND EXECUTIVE OFFICERS OF
MARKEL INSURANCE COMPANY OF CANADA**

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

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
Mark J. Ram (Chair)	President and Chief Executive Officer, Northbridge Financial Corporation 105 Adelaide Street West, 7 th Floor Toronto, Ontario M5H 1P9	Canadian
Silvy Wright (President and Director)	President, Markel Insurance Company of Canada 55 University Avenue Suite 1500 Toronto, Ontario M5J 2H7	Canadian
Lori McDougall (Chief Financial Officer and Director)	Chief Financial Officer, Markel Insurance Company of Canada 55 University Avenue Suite 1500 Toronto, Ontario M5J 2H7	Canadian
Bryan S. Smith (Director)	Independent Business Consultant and Corporate Director Toronto, Ontario, Canada	Canadian
Craig Pinnock (Director)	Chief Financial Officer, Northbridge Financial Corporation 105 Adelaide Street West, 7 th Floor Toronto, Ontario M5H 1P9	Canadian
Robert J. Gunn (Director)	Independent Business Consultant and Corporate Director 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
Robert S. Weiss (Director)	Independent Business Consultant and Corporate Director Toronto, Ontario, Canada	Canadian
Nora Hillyer (Senior Vice President, Underwriting)	Senior Vice President, Underwriting Markel Insurance Company of Canada 55 University Avenue Suite 1500 Toronto, Ontario M5J 2H7	Canadian
Timothy Courtney (Vice President, Corporate Underwriting)	Vice President, Corporate Underwriting Markel Insurance Company of Canada 55 University Avenue Suite 1500 Toronto, Ontario M5J 2H7	Canadian
Will Mandau (Vice President, Claims)	Vice President, Claims Markel Insurance Company of Canada 55 University Avenue Suite 1500 Toronto, Ontario M5J 2H7	Canadian
Elaine Lajeunesse (Vice President, Actuarial Services)	Vice President, Actuarial Services Markel Insurance Company of Canada 55 University Avenue Suite 1500 Toronto, Ontario M5J 2H7	Canadian

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

The following table sets forth certain information with respect to the directors and executive officers of Commonwealth 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
Mark J. Ram (Chair)	President and Chief Executive Officer, Northbridge Financial Corporation 105 Adelaide Street West, 7 th Floor Toronto, Ontario M5H 1P9	Canadian
Timothy R. Ius (President, Chief Executive Officer and Director)	President and Chief Executive Officer Commonwealth Insurance Company 595 Burrard Street Suite 1500, Box 49115 Bentall Tower III, Vancouver, BC V7X 1G4	Canadian
Stewart J. Woo (Chief Financial Officer and Director)	Chief Financial Officer, Commonwealth Insurance Company 595 Burrard Street Suite 1500, Box 49115 Bentall Tower III, Vancouver, BC V7X 1G4	Canadian
Bryan S. Smith (Director)	Independent Business Consultant and Corporate Director Toronto, Ontario, Canada	Canadian
Craig Pinnock (Director)	Chief Financial Officer, Northbridge Financial Corporation 105 Adelaide Street West, 7 th Floor Toronto, Ontario M5H 1P9	Canadian
Robert J. Gunn (Director)	Independent Business Consultant and Corporate Director 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
Robert S. Weiss (Director)	Independent Business Consultant and Corporate Director Toronto, Ontario, Canada	Canadian
B. Timothy Davies (Chief Underwriting Officer)	Chief Underwriting Officer, Commonwealth Insurance Company 595 Burrard Street Suite 1500, Box 49115 Bentall Tower III, Vancouver, BC V7X 1G4	Canadian
Bruce M. Gregg (Chief Risk Officer)	Chief Risk Officer, Commonwealth Insurance Company 595 Burrard Street Suite 1500, Box 49115 Bentall Tower III, Vancouver, BC V7X 1G4	Canadian
Edward P. Hunter (Senior Vice President, Underwriting, U.S. Division)	Senior Vice President, Underwriting, U.S. Division, Commonwealth Insurance Company 595 Burrard Street Suite 1500, Box 49115 Bentall Tower III, Vancouver, BC V7X 1G4	Canadian
Patricia A. Gibson (Senior Vice President, Administration)	Senior Vice President, Administration, Commonwealth Insurance Company 595 Burrard Street Suite 1500, Box 49115 Bentall Tower III, Vancouver, BC V7X 1G4	Canadian

**DIRECTORS AND EXECUTIVE OFFICERS OF
FEDERATED INSURANCE COMPANY OF CANADA**

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

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
Mark J. Ram (Chair)	President and Chief Executive Officer, Northbridge Financial Corporation 105 Adelaide Street West, 7 th Floor Toronto, Ontario M5H 1P9	Canadian
John Paisley (President, Chief Executive Officer and Director)	President and Chief Executive Officer, Federated Insurance Company of Canada 717 Portage Avenue Winnipeg, Manitoba R3C 3C9	Canadian
Garrick Hurlin (Chief Financial Officer, Vice President, Finance, Corporate Secretary and Director)	Chief Financial Officer, Vice President, Finance and Corporate Secretary, Federated Insurance Company of Canada 717 Portage Avenue Winnipeg, Manitoba R3C 3C9	Canadian
Bryan S. Smith (Director)	Independent Business Consultant and Corporate Director Toronto, Ontario, Canada	Canadian
Craig Pinnock (Director)	Chief Financial Officer, Northbridge Financial Corporation 105 Adelaide Street West, 7 th Floor Toronto, Ontario M5H 1P9	Canadian
Robert J. Gunn (Director)	Independent Business Consultant and Corporate Director 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
Robert S. Weiss (Director)	Independent Business Consultant and Corporate Director Toronto, Ontario, Canada	Canadian
Sylvain Baril (Senior Vice President, Business Operations (Underwriting))	Senior Vice President, Business Operations (Underwriting), Federated Insurance Company of Canada 717 Portage Avenue Winnipeg, Manitoba R3C 3C9	Canadian
George Halkiotis (Vice President, Claims)	Vice President, Claims, Federated Insurance Company of Canada 717 Portage Avenue Winnipeg, Manitoba R3C 3C9	Canadian
Mark Greenway (Vice President, Business Operations (Sales))	Vice President, Business Operations (Sales), Federated Insurance Company of Canada 717 Portage Avenue Winnipeg, Manitoba R3C 3C9	Canadian
Douglas Overwater (Vice President, Corporate Relations)	Vice President, Corporate Relations Federated Insurance Company of Canada 717 Portage Avenue Winnipeg, Manitoba R3C 3C9	Canadian

ANNEX L

**DIRECTORS AND EXECUTIVE OFFICERS OF
LOMBARD GENERAL INSURANCE COMPANY OF CANADA**

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

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
Mark J. Ram (Chair and Chief Executive Officer)	President and Chief Executive Officer, Northbridge Financial Corporation 105 Adelaide Street West, 7 th Floor Toronto, Ontario M5H 1P9	Canadian
Fabian Richenberger (President and Director)	President, Lombard General Insurance Company of Canada 105 Adelaide Street West 3rd Floor Toronto, Ontario M5H 1P9	Swiss
Jane Gardiner-Robinson (Executive Vice President and Director)	Executive Vice President, Lombard General Insurance Company of Canada 105 Adelaide Street West 3rd Floor Toronto, Ontario M5H 1P9	Canadian
Bryan S. Smith (Director)	Independent Business Consultant and Corporate Director Toronto, Ontario, Canada	Canadian
Craig Pinnock (Director)	Chief Financial Officer, Northbridge Financial Corporation 105 Adelaide Street West, 7 th Floor Toronto, Ontario M5H 1P9	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
Robert J. Gunn (Director)	Independent Business Consultant and Corporate Director Toronto, Ontario, Canada	Canadian
Robert S. Weiss (Director)	Independent Business Consultant and Corporate Director Toronto, Ontario, Canada	Canadian
Stephen F. McManus (Senior Vice President, Chief Financial Officer and Treasurer)	Senior Vice President, Chief Financial Officer and Treasurer, Lombard General Insurance Company of Canada 105 Adelaide Street West 3rd Floor Toronto, Ontario M5H 1P9	Canadian
William J. Dunlop (Senior Vice President, General Counsel & Human Resources and Secretary)	Senior Vice President, General Counsel & Human Resources and Secretary, Lombard General Insurance Company of Canada 105 Adelaide Street West 3rd Floor Toronto, Ontario M5H 1P9	Canadian
Jean Roy (Senior Vice President, Actuarial)	Senior Vice President, Actuarial, Lombard General Insurance Company of Canada 105 Adelaide Street West 3rd Floor Toronto, Ontario M5H 1P9	Canadian
Glenn Penny (Senior Vice President, Customer Services Operations)	Senior Vice President, Customer Services Operations, Lombard General Insurance Company of Canada 105 Adelaide Street West 3rd Floor Toronto, Ontario M5H 1P9	Canadian
Katharine M. Allan (Senior Vice President, Personal Lines Retail & Chief Underwriting Officer)	Senior Vice President, Personal Lines Retail & Chief Underwriting Officer, Lombard General Insurance Company of Canada 105 Adelaide Street West 3rd Floor Toronto, Ontario M5H 1P9	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
Mark L. LeBlanc (Senior Vice President, Central Region)	Senior Vice President, Central Region, Lombard General Insurance Company of Canada 105 Adelaide Street West 3rd Floor Toronto, Ontario M5H 1P9	Canadian
Richard Lapierre (Vice President, Quebec Region)	Vice President, Quebec Region, Lombard General Insurance Company of Canada 105 Adelaide Street West 3rd Floor Toronto, Ontario M5H 1P9	Canadian

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

The following table sets forth certain information with respect to the directors and executive officers of Lombard 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
Mark J. Ram (Chair and Chief Executive Officer)	President and Chief Executive Officer, Northbridge Financial Corporation 105 Adelaide Street West, 7 th Floor Toronto, Ontario M5H 1P9	Canadian
Fabian Richenberger (President and Director)	President, Lombard General Insurance Company of Canada 105 Adelaide Street West 3rd Floor Toronto, Ontario M5H 1P9	Swiss
Jane Gardiner-Robinson (Executive Vice President and Director)	Executive Vice President, Lombard General Insurance Company of Canada 105 Adelaide Street West 3rd Floor Toronto, Ontario M5H 1P9	Canadian
Bryan S. Smith (Director)	Independent Business Consultant and Corporate Director Toronto, Ontario, Canada	Canadian
Craig Pinnock (Director)	Chief Financial Officer, Northbridge Financial Corporation 105 Adelaide Street West, 7 th Floor Toronto, Ontario M5H 1P9	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
Robert J. Gunn (Director)	Independent Business Consultant and Corporate Director Toronto, Ontario, Canada	Canadian
Robert S. Weiss (Director)	Independent Business Consultant and Corporate Director Toronto, Ontario, Canada	Canadian
Stephen F. McManus (Senior Vice President, Chief Financial Officer and Treasurer)	Senior Vice President, Chief Financial Officer and Treasurer, Lombard General Insurance Company of Canada 105 Adelaide Street West 3rd Floor Toronto, Ontario M5H 1P9	Canadian
William J. Dunlop (Senior Vice President, General Counsel & Human Resources and Secretary)	Senior Vice President, General Counsel & Human Resources and Secretary, Lombard General Insurance Company of Canada 105 Adelaide Street West 3rd Floor Toronto, Ontario M5H 1P9	Canadian
Jean Roy (Senior Vice President, Actuarial)	Senior Vice President, Actuarial, Lombard General Insurance Company of Canada 105 Adelaide Street West 3rd Floor Toronto, Ontario M5H 1P9	Canadian
Glenn Penny (Senior Vice President, Customer Services Operations)	Senior Vice President, Customer Services Operations, Lombard General Insurance Company of Canada 105 Adelaide Street West 3rd Floor Toronto, Ontario M5H 1P9	Canadian
Katharine M. Allan (Senior Vice President, Personal Lines Retail & Chief Underwriting Officer)	Senior Vice President, Personal Lines Retail & Chief Underwriting Officer, Lombard General Insurance Company of Canada 105 Adelaide Street West 3rd Floor Toronto, Ontario M5H 1P9	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
Mark L. LeBlanc (Senior Vice President, Central Region)	Senior Vice President, Central Region, Lombard General Insurance Company of Canada 105 Adelaide Street West 3rd Floor Toronto, Ontario M5H 1P9	Canadian
Richard Lapierre (Vice President, Quebec Region)	Vice President, Quebec Region, Lombard General Insurance Company of Canada 105 Adelaide Street West 3rd Floor Toronto, Ontario M5H 1P9	Canadian

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

The following table sets forth certain information with respect to the directors and executive officers of Zenith 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
Stanley R. Zax (Chief Executive Officer and Chairman of the Board of Directors)	Chief Executive Officer and Chairman of the Board of Directors, Zenith Insurance Company 21255 Califa St. Woodland Hills, CA 91367	United States
Janet D. Frank (President and Chief Operating Officer and Director)	President and Chief Operating Officer, Zenith Insurance Company 21255 Califa St. Woodland Hills, CA 91367	United States
Jack D. Miller (Vice Chairman and Director)	Vice Chairman, Zenith Insurance Company 21255 Califa St. Woodland Hills, CA 91367	United States
Michael E. Jansen (Executive Vice President and General Counsel and Director)	Executive Vice President and General Counsel, Zenith Insurance Company 21255 Califa St. Woodland Hills, CA 91367	United States
Kari L. Van Gundy (Executive Vice President, Chief Financial Officer and Treasurer and Director)	Executive Vice President, Chief Financial Officer & Treasurer, Zenith Insurance Company 21255 Califa St. Woodland Hills, CA 91367	United States
Robert E. Meyer (Executive Vice President and Chief Actuary)	Executive Vice President and Chief Actuary, Zenith Insurance Company 21255 Califa St. Woodland Hills, CA 91367	United States

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
Davidson M. Pattiz (Executive Vice President)	Executive Vice President, Zenith Insurance Company 21255 Califa St. Woodland Hills, CA 91367	United States
Hyman J. Lee Jr. (Senior Vice President and Assistant General Counsel and Secretary)	Senior Vice President and Assistant General Counsel and Secretary, Zenith Insurance Company 21255 Califa St. Woodland Hills, CA 91367	United States

Exhibit Index

Exhibit No.	Description
Ex. 3.1	Joint filing agreement dated as of December 27, 2010 among V. Prem Watsa, 1109519 Ontario Limited, The Sixty Two Investment Company Limited, 810679 Ontario Limited, Fairfax Financial Holdings Limited, TIG Insurance Company, The North River Insurance Company, Odyssey America Reinsurance Corporation, United States Fire Insurance Company, Markel Insurance Company of Canada, Commonwealth Insurance Company, Federated Insurance Company of Canada, Lombard General Insurance Company of Canada, Lombard Insurance Company and Zenith Insurance Company.
Ex. 3.2.	Confirmation Order dated as of November 23, 2010, including AbitibiBowater's second amended joint plan of reorganization under Chapter 11 of the Bankruptcy Code, dated as of November 23, 2010, among AbitibiBowater and certain of its affiliates and the debtors named therein (incorporated by reference to AbitibiBowater's current report on Form 8-K, filed with the Securities and Exchange Commission on November 30, 2010).