

International Coal Group, Inc.  
Form SC 13D/A  
May 03, 2011

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**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**AMENDMENT NO. 8 TO**

**SCHEDULE 13D**

**Under the Securities Exchange Act of 1934**

**International Coal Group, Inc.**

(Name of Issuer)

Common Stock

(Title of Class of Securities)

45928H106

(CUSIP Number)

Paul Rivett

Vice President and Chief Legal Officer

Fairfax Financial Holdings Limited

95 Wellington Street West, Suite 800

Toronto, Ontario, Canada, M5J 2N7

Telephone: (416) 367-4941

*(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)*

- With a copy to -

Jason Lehner

Shearman & Sterling LLP

Commerce Court West

199 Bay Street, Suite 4405

Toronto, Ontario M5L 1E8

Telephone (416) 360-8484

May 2, 2011

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box.

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

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1	NAMES OF REPORTING PERSON/I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
	V. PREM WATSA
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
	(a) o
	(b) p
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
	CANADIAN
7	SOLE VOTING POWER
	NUMBER OF
8	SHARES BENEFICIALLY OWNED BY
	SHARED VOTING POWER
	22,577,788
9	EACH SOLE DISPOSITIVE POWER

REPORTING  
PERSON

WITH SHARED DISPOSITIVE POWER

10

22,577,788

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

22,577,788

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

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

13

11.1%

TYPE OF REPORTING PERSON

14

IN

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

1109519 ONTARIO LIMITED

**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

**3** SEC USE ONLY

**4** SOURCE OF FUNDS (SEE INSTRUCTIONS)

OO

**5** CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEM 2(d) OR 2(e)

**6** CITIZENSHIP OR PLACE OF ORGANIZATION

ONTARIO, CANADA

SOLE VOTING POWER

**7**

NUMBER OF

SHARES BENEFICIALLY OWNED BY

**8**

SHARED VOTING POWER

22,577,788

EACH

**9**

SOLE DISPOSITIVE POWER

REPORTING  
PERSON

WITH SHARED DISPOSITIVE POWER

10

22,577,788

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

22,577,788

12

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

o

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

11.1%

14

TYPE OF REPORTING PERSON

CO

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

THE SIXTY TWO INVESTMENT COMPANY LIMITED

**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

**3** SEC USE ONLY

**4** SOURCE OF FUNDS (SEE INSTRUCTIONS)

OO

**5** CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEM 2(d) OR 2(e)

**6** CITIZENSHIP OR PLACE OF ORGANIZATION

BRITISH COLUMBIA, CANADA

SOLE VOTING POWER

**7**

NUMBER OF

SHARES SHARED VOTING POWER

BENEFICIALLY **8**

OWNED BY 22,577,788

EACH SOLE DISPOSITIVE POWER

**9**

REPORTING  
PERSON

WITH SHARED DISPOSITIVE POWER

10

22,577,788

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

22,577,788

12

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

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

11.1%

14

TYPE OF REPORTING PERSON

CO



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

810679 ONTARIO LIMITED

**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

- (a)
- (b)

**3** SEC USE ONLY

**4** SOURCE OF FUNDS (SEE INSTRUCTIONS)

OO

**5** CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEM 2(d) OR 2(e)

**6** CITIZENSHIP OR PLACE OF ORGANIZATION

ONTARIO, CANADA

SOLE VOTING POWER

**7**

NUMBER OF

SHARES SHARED VOTING POWER  
BENEFICIALLY **8**  
OWNED BY 22,577,788

EACH SOLE DISPOSITIVE POWER

**9**

REPORTING  
PERSON

WITH SHARED DISPOSITIVE POWER

10

22,577,788

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

22,577,788

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

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

13

11.1%

TYPE OF REPORTING PERSON

14

CO

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

FAIRFAX FINANCIAL HOLDINGS LIMITED

**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

**3** SEC USE ONLY

**4** SOURCE OF FUNDS

OO

**5** CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEM 2(d) OR 2(e)

**6** CITIZENSHIP OR PLACE OF ORGANIZATION

CANADA

**7** SOLE VOTING POWER

NUMBER OF

SHARES **8** SHARED VOTING POWER

BENEFICIALLY OWNED BY 22,577,788

EACH **9** SOLE DISPOSITIVE POWER

REPORTING  
PERSON

WITH SHARED DISPOSITIVE POWER

10

22,577,788

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

22,577,788

12

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

o

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

11.1%

14

TYPE OF REPORTING PERSON

CO

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CUSIP No. 45928H106

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

1

ODYSSEY REINSURANCE COMPANY (formerly named ODYSSEY AMERICA  
REINSURANCE CORPORATION)

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

- (a)
- (b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

OO

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEM 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

CONNECTICUT

SOLE VOTING POWER

7

NUMBER OF

SHARES	SHARED VOTING POWER
BENEFICIALLY OWNED BY	8
	10,483,840

EACH  
REPORTING PERSON 9

SOLE DISPOSITIVE POWER

WITH 10

SHARED DISPOSITIVE POWER

10,483,840

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10,483,840

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

5.1%

14 TYPE OF REPORTING PERSON

CO

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**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)

(b)

**3** SEC USE ONLY

**4** SOURCE OF FUNDS (SEE INSTRUCTIONS)

OO

**5** CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEM 2(d) OR 2(e)

**6** CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

SOLE VOTING POWER

**7**

NUMBER OF

SHARES SHARED VOTING POWER

BENEFICIALLY **8**

OWNED BY 1,405,125

EACH SOLE DISPOSITIVE POWER

**9**

REPORTING  
PERSON

WITH SHARED DISPOSITIVE POWER

10

1,405,125

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

1,405,125

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

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

13

0.7%

TYPE OF REPORTING PERSON

14

CO



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

TIG INSURANCE COMPANY

**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

**3** SEC USE ONLY

**4** SOURCE OF FUNDS

OO

**5** CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEM 2(d) OR 2(e)

**6** CITIZENSHIP OR PLACE OF ORGANIZATION

CALIFORNIA

SOLE VOTING POWER

**7**

NUMBER OF

SHARES SHARED VOTING POWER

BENEFICIALLY **8**

OWNED BY 5,930,229

EACH SOLE DISPOSITIVE POWER

**9**

REPORTING  
PERSON

WITH SHARED DISPOSITIVE POWER

10

5,930,229

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

5,930,229

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

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

13

2.9%

TYPE OF REPORTING PERSON

14

CO

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

WENTWORTH INSURANCE COMPANY LTD.

**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

**3** SEC USE ONLY

**4** SOURCE OF FUNDS

OO

**5** CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEM 2(d) OR 2(e)

**6** CITIZENSHIP OR PLACE OF ORGANIZATION

BARBADOS

SOLE VOTING POWER

**7**

NUMBER OF

SHARES SHARED VOTING POWER

BENEFICIALLY **8**

OWNED BY 1,185,600

EACH SOLE DISPOSITIVE POWER

**9**

REPORTING  
PERSON

WITH SHARED DISPOSITIVE POWER

10

1,185,600

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

1,185,600

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

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

13

0.6%

TYPE OF REPORTING PERSON

14

CO

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

NSPIRE RE LIMITED

**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

**3** SEC USE ONLY

**4** SOURCE OF FUNDS

OO

**5** CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEM 2(d) OR 2(e)

**6** CITIZENSHIP OR PLACE OF ORGANIZATION

IRELAND

SOLE VOTING POWER

**7**

NUMBER OF

SHARES BENEFICIALLY **8** SHARED VOTING POWER

OWNED BY 3,572,994

EACH **9** SOLE DISPOSITIVE POWER

REPORTING  
PERSON

WITH SHARED DISPOSITIVE POWER

10

3,572,994

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,572,994

12

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

o

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

1.8%

14

TYPE OF REPORTING PERSON

CO

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This Amendment No. 8 amends the Schedule 13D filed with the Securities and Exchange Commission (the Commission ) on April 14, 2008 by V. Prem Watsa, 1109519 Ontario Limited, The Sixty Two Investment Company Limited, 810679 Ontario Limited, Fairfax Financial Holdings Limited, Odyssey Re Holdings Corp., Odyssey America Reinsurance Corporation (now known as Odyssey Reinsurance Company), United States Fire Insurance Company, The North River Insurance Company and TIG Insurance Company, as amended by Amendment No. 1 thereto filed on May 29, 2008, Amendment No. 2 thereto filed on November 25, 2008, Amendment No. 3 thereto filed on December 9, 2008, Amendment No. 4 thereto filed on February 25, 2009, Amendment No. 5 thereto filed on December 22, 2009, Amendment No. 6 thereto filed on March 10, 2010 and Amendment No. 7 thereto filed on December 13, 2010.

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

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

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

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

Amendment No. 5 to the Schedule 13D was filed to report the exchange of \$30,000,000 aggregate principal amount of 9.00% Convertible Senior Notes due 2012 ( 2012 Notes ) of ICG for 8,616,188 shares of common stock of ICG.

Amendment No. 6 to the Schedule 13D was filed to report that Fairfax and certain underwriters had entered into a lock-up agreement, dated as of March 10, 2010, with respect to the shares of common stock of ICG and debt securities of ICG beneficially owned by Fairfax.

Amendment No. 7 to the Schedule 13D was filed to report to the sale of an aggregate of 22,577,800 shares of common stock of ICG by certain subsidiaries of Fairfax pursuant to an underwriting agreement, dated as of December 14, 2010, among Merrill Lynch, Pierce, Fenner & Smith Incorporated, ICG and the selling stockholders listed in Schedule B thereto, in connection with the sale of such shares in a public offering pursuant to a registration statement on Form S-3 (the Registration Statement ) filed by ICG with the Commission. This transaction closed on December 17, 2010.

This Amendment No. 8 to the Schedule 13D relates to the entry by the Reporting Persons, Arch Coal, Inc. ( Arch ), Atlas Acquisition Corp. ( Merger Sub ) and the other parties thereto into a Tender and Voting Agreement, dated as of May 2, 2011, as described in Item 4 herein, in connection with the entry by Arch, Merger Sub, and ICG into an Agreement and Plan of Merger, dated as of May 2, 2011, as described in Item 4 herein.

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Item 2. Identity and Background

Item 4. Purpose of Transaction

Item 5. Interest in Securities of the Issuer

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

Item 7. Material to be Filed as Exhibits

SIGNATURE

Exhibit Index

EX-7.1

EX-7.2

EX-99.1

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

**Item 2. Identity and Background.**

Paragraphs 6 and 7 of Item 2 of the Schedule 13D are hereby amended in their entirety to read as follows:

6. Odyssey Reinsurance Company ( Odyssey America ), a corporation incorporated under the laws of Connecticut, is a wholly-owned subsidiary of Odyssey Re Holdings Corp. Fairfax beneficially owns all of the common stock of Odyssey Re Holdings Corp. The principal business of Odyssey America is reinsurance. The principal business and principal office address of Odyssey America is 300 First Stamford Place, Stamford, Connecticut 06902;

7. Clearwater Insurance Company ( Clearwater ), a corporation incorporated under the laws of Delaware, is a wholly-owned subsidiary of TIG (Insurance Group, Inc.). The principal business of Clearwater is property/casualty reinsurance. The principal business and principal office address of Clearwater is 300 First Stamford Place, Stamford, Connecticut 06902;

Annexes A, B, C, D, E, F, G, H and I are hereby amended in their entirety to read as attached herein.

**Item 4. Purpose of Transaction.**

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

On May 2, 2011, the Issuer entered into an Agreement and Plan of Merger (the Merger Agreement ) with Arch Coal, Inc., a Delaware corporation ( Arch ), and Atlas Acquisition Corp., a Delaware corporation and a wholly owned subsidiary of Arch ( Merger Sub ), pursuant to which, among other things, (a) Merger Sub will commence a tender offer to purchase all of the outstanding shares of the Issuer s common stock (such offer as it may be amended from time to time as permitted by the Merger Agreement, the Offer ), and (b) following the consummation of the Offer, Merger Sub will be merged with and into the Issuer (the Merger ), with the Issuer being the surviving corporation, all upon the terms and subject to the conditions set forth in the Merger Agreement.

*Agreement to Tender*

In connection with the Merger Agreement, Wentworth, Odyssey America, Clearwater, TIG, and nSpire (the Company Stockholders ) entered into a Tender and Voting Agreement with Arch and Merger Sub, dated as of May 2, 2011 (the Tender and Voting Agreement ). Pursuant to the Tender and Voting Agreement, each Company Stockholder agreed to tender into, and not withdraw from, the Offer all of their shares of common stock of ICG (the Shares ).

*Agreement to Vote; Irrevocable Proxy*

In addition, each of the Company Stockholders agreed to vote all of the Shares (a) in favor of adoption of the Merger Agreement; and (b) against the following actions (other than the Merger and the transactions contemplated by the Merger Agreement): (i) any Company Takeover Proposal (as defined in the Merger Agreement); (ii) any change in the present capitalization of the Issuer or any amendment of the Issuer s certificate of incorporation or by-laws; and (iii) any other action, transaction or proposal that would result in any of the conditions relating to the Merger or the Offer not being fulfilled or satisfied. Each of the Company Stockholders also agreed to grant to specified officers of Arch (or their successors) an irrevocable proxy regarding the foregoing matters.

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*Restriction on Transfer; Proxies; Non-Interference*

Additionally, each of the Company Stockholders agreed not to, among other things, sell, transfer, or otherwise dispose of (each, a Transfer ), or enter into any contract, option, or other arrangement or understanding (including any profit sharing arrangement) with respect to the Transfer of, any of the Shares owned by the Company Stockholders.

*No Solicitation*

The Company Stockholders have agreed to comply with the non-solicitation obligations as described in the Merger Agreement pursuant to which, among other things, the Company Stockholders will not solicit, initiate or knowingly encourage, or knowingly take any other action designed to facilitate, any inquiries or the making of any proposal that constitutes, or would reasonably be expected to lead to, a Company Takeover Proposal.

*Termination*

The Tender and Voting Agreement automatically terminates upon the earlier to occur of (i) announcement by the Issuer or Arch that it has terminated the Merger Agreement, (ii) the Company providing a Notice of Adverse Recommendation (as defined in the Merger Agreement) whether with respect to a Superior Proposal or an Intervening Event (each as defined in the Merger Agreement) and three days having lapsed after such notice is given and not withdrawn, (iii) the termination or expiration of the Offer, without the Shares being accepted for payment and (iv) the Effective Time (as defined in the Merger Agreement).

The Tender and Voting Agreement may be terminated as to a Company Stockholder by such Company Stockholder if the date on which the Merger Sub accepts payment for Shares pursuant to the Offer has not occurred on or before August 2, 2011 (the Outside Date ), provided, however, that (i) the right to terminate the Tender and Voting Agreement is not available to any Company Stockholder whose breach principally causes the failure of the Offer to be consummated by such time and (ii) if on the Outside Date, the HSR Condition (as defined in the Merger Agreement) has not been fulfilled, then the Outside Date will be extended to November 2, 2011.

References to, and descriptions of, the Tender and Voting Agreement as set forth above in this Item 4 are qualified in their entirety by reference to the copy of the Tender and Voting Agreement included as Exhibit 7.2 hereof, and incorporated in this Item 4 in its entirety where such references and descriptions appear.

References to, and descriptions of, the Merger Agreement as set forth above in this Item 4 are qualified in their entirety by reference to the copy of the Merger Agreement included as Exhibit 2.1 to the Issuer's Current Report on Form 8-K filed with the SEC on May 3, 2011, and incorporated in this Item 4 in its entirety where such references and descriptions appear.

**Item 5. Interest in Securities of the Issuer.**

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

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(b) The numbers of Shares as to which each of the Reporting Persons has sole voting power, shared voting power, sole dispositive power and shared dispositive power (in each case, subject to the applicable voting and dispositive power restrictions pursuant to the Tender and Voting Agreement) 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.

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

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

On May 2, 2011, the Company Stockholders entered into the Tender and Voting Agreement in connection with the execution of the Merger Agreement. The terms of the Tender and Voting Agreement and the Merger Agreement set forth in Item 4 above are incorporated herein by reference.

**Item 7. Material to be Filed as Exhibits.**

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

- Ex. 7.1: Joint filing agreement, dated as of May 3, 2011 between V. Prem Watsa, 1109519 Ontario Limited, The Sixty Two Investment Company Limited, 810679 Ontario Limited, Fairfax Financial Holdings Limited, Odyssey Reinsurance Company, Clearwater Insurance Company, TIG Insurance Company, Wentworth Insurance Company Ltd. and nSpire Re Limited.
- Ex. 7.2: Tender and Voting Agreement, dated as of May 2, 2011, among Arch, Merger Sub, and the other parties thereto.

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**SIGNATURE**

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

Dated: May 2, 2011

V. Prem Watsa

/s/ Prem Watsa

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**SIGNATURE**

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

Dated: May 2, 2011

1109519 Ontario Limited

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

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**SIGNATURE**

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

Dated: May 2, 2011

The Sixty Two Investment Company Limited

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

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**SIGNATURE**

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

Dated: May 2, 2011

810679 Ontario Limited

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

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**SIGNATURE**

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

Dated: May 2, 2011

Fairfax Financial Holdings Limited

By: /s/ Paul Rivett

Name: Paul Rivett

Title: Vice President



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**SIGNATURE**

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

Dated: May 2, 2011

Odyssey Reinsurance Company

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

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**SIGNATURE**

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

Dated: May 2, 2011

Clearwater Insurance Company

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

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**SIGNATURE**

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

Dated: May 2, 2011

TIG Insurance Company

By: /s/ John J. Bator

Name: John J. Bator

Title: Chief Financial Officer and  
Senior Vice President

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**SIGNATURE**

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

Dated: May 2, 2011

Wentworth Insurance Company Ltd.

By: /s/ Janice Burke

Name: Janice Burke

Title: Vice President and General Manager

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**SIGNATURE**

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

Dated: May 2, 2011

nSpire Re Limited

By: /s/ John Casey

Name: John Casey

Title: President and Chief Operating Officer

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**Annex Index**

<b>Annex</b>	<b>Description</b>
A	Directors and Executive Officers of 1109519 Ontario Limited
B	Directors and Executive Officers of The Sixty Two Investment Company Limited
C	Directors and Executive Officers of 810679 Ontario Limited
D	Directors and Executive Officers of Fairfax Financial Holdings Limited
E	Directors and Executive Officers of Odyssey Reinsurance Company
F	Directors and Executive Officers of Clearwater Insurance Company
G	Directors and Executive Officers of TIG Insurance Company
H	Directors and Executive Officers of Wentworth Insurance Company Ltd.
I	Directors and Executive Officers of nSpire Re Limited

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**ANNEX A**

**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.

<b>Name</b>	<b>Present Principal Occupation or Employment and the Name, Principal Business and Address of any Corporation or other Organization in which such employment is conducted</b>	<b>Citizenship</b>
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

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**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.

<b>Name</b>	<b>Present Principal Occupation or Employment and the Name, Principal Business and Address of any Corporation or other Organization in which such employment is conducted</b>	<b>Citizenship</b>
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 (Secretary and Director)	Vice President, Corporate Affairs, Fairfax Financial Holdings Limited	Canadian

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**ANNEX C**

**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.

<b>Name</b>	<b>Present Principal Occupation or Employment and the Name, Principal Business and Address of any Corporation or other Organization in which such employment is conducted</b>	<b>Citizenship</b>
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

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**Table of Contents****ANNEX D****DIRECTORS AND EXECUTIVE OFFICERS OF  
FAIRFAX FINANCIAL HOLDINGS LIMITED**

The following table sets forth certain information with respect to the directors and executive officers of Fairfax Financial Holdings Limited.

<b>Name</b>	<b>Present Principal Occupation or Employment and the Name, Principal Business and Address of any Corporation or other Organization in which such employment is conducted</b>	<b>Citizenship</b>
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

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<b>Name</b>	<b>Present Principal Occupation or Employment and the Name, Principal Business and Address of any Corporation or other Organization in which such employment is conducted</b>	<b>Citizenship</b>
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
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

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**Table of Contents****ANNEX E****DIRECTORS AND EXECUTIVE OFFICERS OF  
ODYSSEY REINSURANCE COMPANY**

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

<b>Name</b>	<b>Present Principal Occupation or Employment and the Name, Principal Business and Address of any Corporation or other Organization in which such employment is conducted</b>	<b>Citizenship</b>
Brian D. Young (Chief Executive Officer and President)	President and Chief Executive Officer 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.	Denmark
James B. Salvesen (Senior Vice President and Chief Financial Officer)	Senior Vice President and Chief Financial Officer, Odyssey Reinsurance Company	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

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**Table of Contents****ANNEX F****DIRECTORS AND EXECUTIVE OFFICERS OF  
CLEARWATER INSURANCE COMPANY**

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

<b>Name</b>	<b>Present Principal Occupation or Employment and the Name, Principal Business and Address of any Corporation or other Organization in which such employment is conducted</b>	<b>Citizenship</b>
Brian D. Young (Executive Vice President)	President and Chief Executive Officer Odyssey Re Holdings Corp. 300 First Stamford Place, Stamford, Connecticut 06902	United States
Jan Christiansen (President)	Executive Vice President and Chief Financial Officer, Odyssey Re Holdings Corp.	Denmark
Michael G. Wacek (Executive Vice President)	Executive Vice President, Odyssey Re Holdings Corp.	United States
Robert S. Bennett (Executive Vice President and Chief Actuary)	Executive Vice President and Chief Actuary, Odyssey Reinsurance Company	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
Christopher L. Gallagher (Executive Vice President)	Senior Vice President, Odyssey Reinsurance Company	United States
Nicholas C. Bentley (Director)	Chairman, President and Chief Executive Officer, Riverstone Resources LLC 250 Commercial Street, Suite 5000 Manchester, NH 03101	United Kingdom
John J. Bator (Director)	Senior Vice President and Chief Financial Officer, Riverstone Resources LLC	United States
Nina L. Caroselli (Director)	Senior Vice President Riverstone Resources LLC	United States
Richard J. Fabian (Director)	Senior Vice President and General Counsel,	United States

Riverstone Resources LLC

John M. Parker  
(Director)

Senior Vice President,  
Riverstone Resources LLC

United States

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**Table of Contents****ANNEX G****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.

<b>Name</b>	<b>Present Principal Occupation or Employment and the Name, Principal Business and Address of any Corporation or other Organization in which such employment is conducted</b>	<b>Citizenship</b>
Nicholas C. Bentley (Chairman, Chief Executive Officer, President and Director)	Chairman, 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, Riverstone Resources LLC	United States
John M. Parker (Senior Vice President and Director)	Senior Vice President, Riverstone Resources LLC	United States
John J. Bator (Senior Vice President, Chief Financial Officer and Director)	Senior Vice President and Chief Financial Officer, Riverstone Resources LLC	United States
Frank DeMaria (Senior Vice President and Director)	Senior Vice President, Riverstone Resources LLC	United States

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<b>Name</b>	<b>Present Principal Occupation or Employment and the Name, Principal Business and Address of any Corporation or other Organization in which such employment is conducted</b>	<b>Citizenship</b>
Richard J. Fabian (Senior Vice President, General Counsel and Director)	Senior Vice President and General Counsel, Riverstone Resources LLC	United States

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**Table of Contents****ANNEX H****DIRECTORS AND EXECUTIVE OFFICERS OF  
WENTWORTH INSURANCE COMPANY LTD.**

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

<b>Name</b>	<b>Present Principal Occupation or Employment and the Name, Principal Business and Address of any Corporation or other Organization in which such employment is conducted</b>	<b>Citizenship</b>
Colin Denis Murray (Director)	Director and General Manager JLT Insurance Management (B dos) Ltd. Suite 302, Stevmar House, Rockley Christ Church, Barbados	Trinidad
Alister O Brien Campbell (Director)	Director,  Wentworth Insurance Company Ltd. Building #2 Suite 1A, Manor Lodge Complex, Lodge Hill, St. Michael, Barbados	Barbados
Ronald Schokking (Chairman)	Vice President & Treasurer Fairfax Financial Holdings Limited 95 Wellington Street West, Suite 800 Toronto, Ontario, M5J 2N7	Canada
Jean Cloutier (Director)	Vice President and Chief Actuary Fairfax Financial Holdings Limited 95 Wellington Street West, Suite 800 Toronto, Ontario, M5J 2N7	Canada
William Peter Douglas (Director)	General Manager, Zenta Global Ltd. Suite C, Durants Business Centre Durants, Christ Church, Barbados	Barbados
Janice Burke (Vice President and General Manager)	Vice President and General Manager, Wentworth Insurance Company Ltd. Building #2-Suite 1A, Manor Lodge Complex, Lodge Hill, St. Michael, Barbados	United States

**Table of Contents****ANNEX I****DIRECTORS AND EXECUTIVE OFFICERS OF  
NSPIRE RE LIMITED**

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

<b>Name</b>	<b>Present Principal Occupation or Employment and the Name, Principal Business and Address of any Corporation or other Organization in which such employment is conducted</b>	<b>Citizenship</b>
Ronald Schokking (Chairman & Director)	Vice President & Treasurer, Fairfax Financial Holdings Limited 95 Wellington Street West, Suite 800 Toronto, Ontario M5J 2N7	Canada
Adrian Masterson (Director)	Company Director, nSpire Re Limited First Floor, 25-28 Adelaide Road Dublin 2, Ireland	Republic of Ireland
David Caird (Director)	Company Director, nSpire Re Limited First Floor, 25-28 Adelaide Road Dublin 2, Ireland	Republic of Ireland
Jim Ruane (Director)	Company Director, nSpire Re Limited First Floor, 25-28 Adelaide Road Dublin 2, Ireland	Republic of Ireland
Nicholas C. Bentley (Director)	Manager, President and Chief Executive Officer, Riverstone Resources LLC 250 Commercial Street, Suite 5000 Manchester, NH 03101	United Kingdom
John Casey (President and Chief Operating Officer)	President and Chief Operating Officer, nSpire Re Limited First Floor, 25-28 Adelaide Road Dublin 2, Ireland	Republic of Ireland

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**Exhibit Index**

<b>Exhibit No.</b>	<b>Description</b>
Ex. 7.1:	Joint filing agreement, dated as of May 3, 2011 between V. Prem Watsa, 1109519 Ontario Limited, The Sixty Two Investment Company Limited, 810679 Ontario Limited, Fairfax Financial Holdings Limited, Odyssey Reinsurance Company, Clearwater Insurance Company, TIG Insurance Company, Wentworth Insurance Company Ltd. and nSpire Re Limited.
Ex. 7.2:	Tender and Voting Agreement, dated as of May 2, 2011, among Arch, Merger Sub, and the other parties thereto.