

SECURITIES AND EXCHANGE COMMISSION

FORM SC 13D/A

Schedule filed to report acquisition of beneficial ownership of 5% or more of a class of equity securities [amend]

Filing Date: **2021-08-25**
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([HTML Version](#) on [secdatabase.com](#))

SUBJECT COMPANY

Resolute Forest Products Inc.

CIK: [1393066](#) | IRS No.: [980526415](#) | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **SC 13D/A** | Act: **34** | File No.: [005-83334](#) | Film No.: [211207511](#)
SIC: **2621** Paper mills

Mailing Address

*111 ROBERT-BOURASSA
BLVD
SUITE 5000
MONTREAL A8 H3C 2M1*

Business Address

*111 ROBERT-BOURASSA
BLVD
SUITE 5000
MONTREAL A8 H3C 2M1
514-875-2515*

FILED BY

FAIRFAX FINANCIAL HOLDINGS LTD/ CAN

CIK: [915191](#) | IRS No.: [101728897](#) | State of Incorporation: **Z4** | Fiscal Year End: **1231**
Type: **SC 13D/A**
SIC: **6331** Fire, marine & casualty insurance

Mailing Address

*FAIRFAX FINANCIAL
HOLDINGS LTD
95 WELLINGTON ST WEST
STE 800
TORONTO A6 M5J 2N7*

Business Address

*FAIRFAX FINANCIAL
HOLDINGS LTD
95 WELLINGTON ST WEST
STE 800
TORONTO A6 M5J 2N7
4163674941*

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934
(Amendment No. 13)*

Resolute Forest Products Inc.

(Name of Issuer)

Common Stock, \$0.001 Par Value

(Title of Class of Securities)

003687209

(CUSIP Number)

Peter Clarke
Vice President and Chief Operating 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 R. Lehner
Sean J. Skiffington
Shearman & Sterling LLP
Commerce Court West
199 Bay Street, Suite 4405
Toronto, Ontario M5L 1E8
Telephone (416) 360-8484

August 23, 2021

(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 §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-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 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 003687209

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

Check the Appropriate Box if a Member of a Group

- 2 (a)
(b)
-

3 SEC Use Only

4 Source of Funds
OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e).

6 Citizenship or Place of Organization
CANADIAN

7 Sole Voting Power

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With:

8 Shared Voting Power
30,548,190

9 Sole Dispositive Power

10 Shared Dispositive Power
30,548,190

11 Aggregate Amount Beneficially Owned by Each Reporting Person
30,548,190

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)
38.6%

14 Type of Reporting Person
IN

CUSIP No. 003687209

1 Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only)
THE SECOND 810 HOLDCO LTD.

Check the Appropriate Box if a Member of a Group

- 2 (a)
-

(b)

3 SEC Use Only

4 Source of Funds
OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e).

6 Citizenship or Place of Organization
CANADA

7 Sole Voting Power

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With:

8 Shared Voting Power
30,548,190

9 Sole Dispositive Power

10 Shared Dispositive Power
30,548,190

11 Aggregate Amount Beneficially Owned by Each Reporting Person
30,548,190

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)
38.6%

14 Type of Reporting Person
CO

CUSIP No. 003687209

1 Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only)
THE SECOND 1109 HOLDCO LTD.

Check the Appropriate Box if a Member of a Group

2 (a)

(b)

3 SEC Use Only

4 Source of Funds
OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e).

6 Citizenship or Place of Organization
CANADA

7 Sole Voting Power

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With:

8 Shared Voting Power
30,548,190

9 Sole Dispositive Power

10 Shared Dispositive Power
30,548,190

11 Aggregate Amount Beneficially Owned by Each Reporting Person
30,548,190

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)
38.6%

14 Type of Reporting Person
CO

CUSIP No. 003687209

1 Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only)
THE SIXTY TWO INVESTMENT COMPANY LIMITED

Check the Appropriate Box if a Member of a Group

2 (a)
(b)

3 SEC Use Only

4 Source of Funds
OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e).

6 Citizenship or Place of Organization
BRITISH COLUMBIA

Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power
	8	Shared Voting Power 30,548,190
	9	Sole Dispositive Power
	10	Shared Dispositive Power 30,548,190
11	Aggregate Amount Beneficially Owned by Each Reporting Person 30,548,190	
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares <input type="checkbox"/>	
13	Percent of Class Represented by Amount in Row (11) 38.6%	
14	Type of Reporting Person CO	

CUSIP No. 003687209

1 Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only)
12002574 CANADA INC.

Check the Appropriate Box if a Member of a Group

2 (a)
(b)

3 SEC Use Only

4 Source of Funds
OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e).

6 Citizenship or Place of Organization
CANADA

Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power
	8	Shared Voting Power 30,548,190
	9	Sole Dispositive Power

10 Shared Dispositive Power
30,548,190

11 Aggregate Amount Beneficially Owned by Each Reporting Person
30,548,190

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)
38.6%

14 Type of Reporting Person
CO

CUSIP No. 003687209

1 Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only)
FAIRFAX FINANCIAL HOLDINGS LIMITED

Check the Appropriate Box if a Member of a Group

2 (a)
(b)

3 SEC Use Only

4 Source of Funds
OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e).

6 Citizenship or Place of Organization
CANADA

7 Sole Voting Power

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With:

8 Shared Voting Power
30,548,190

9 Sole Dispositive Power

10 Shared Dispositive Power
30,548,190

11 Aggregate Amount Beneficially Owned by Each Reporting Person
30,548,190

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)
38.6%

14 Type of Reporting Person
CO

CUSIP No. 003687209

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

Check the Appropriate Box if a Member of a Group

2 (a)

(b)

3 SEC Use Only

4 Source of Funds
OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e).

6 Citizenship or Place of Organization
CANADA

7 Sole Voting Power

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With:

8 Shared Voting Power
20,938,927

9 Sole Dispositive Power

10 Shared Dispositive Power
20,938,927

11 Aggregate Amount Beneficially Owned by Each Reporting Person
20,938,927

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)
26.5%

14 Type of Reporting Person
CO

CUSIP No. 003687209

1 Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only)
FAIRFAX (BARBADOS) INTERNATIONAL CORP.

Check the Appropriate Box if a Member of a Group

2 (a)
(b)

3 SEC Use Only

4 Source of Funds
OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e).

6 Citizenship or Place of Organization
BARBADOS

7 Sole Voting Power

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With:

8 Shared Voting Power
294,600

9 Sole Dispositive Power

10 Shared Dispositive Power
294,600

11 Aggregate Amount Beneficially Owned by Each Reporting Person
294,600

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)
0.4%

14 Type of Reporting Person
CO

1 Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only)
WENTWORTH INSURANCE COMPANY LTD.

Check the Appropriate Box if a Member of a Group

2 (a)

(b)

3 SEC Use Only

4 Source of Funds
OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e).

6 Citizenship or Place of Organization
BARBADOS

7 Sole Voting Power

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With:

8 Shared Voting Power
294,600

9 Sole Dispositive Power

10 Shared Dispositive Power
294,600

11 Aggregate Amount Beneficially Owned by Each Reporting Person
294,600

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)
0.4%

14 Type of Reporting Person
CO

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

Check the Appropriate Box if a Member of a Group

- 2 (a)
(b)

3 SEC Use Only

4 Source of Funds
OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e).

6 Citizenship or Place of Organization
ENGLAND AND WALES

7 Sole Voting Power

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With:

8 Shared Voting Power
3,551,140

9 Sole Dispositive Power

10 Shared Dispositive Power
3,551,140

11 Aggregate Amount Beneficially Owned by Each Reporting Person
3,551,140

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)
4.5%

14 Type of Reporting Person
CO

CUSIP No. 003687209

1 Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only)
BRIT INSURANCE HOLDINGS LIMITED

Check the Appropriate Box if a Member of a Group

- 2 (a)
(b)

3 SEC Use Only

4 Source of Funds
OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e).

6 Citizenship or Place of Organization
ENGLAND AND WALES

7 Sole Voting Power

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With:

8 Shared Voting Power
3,551,140

9 Sole Dispositive Power

10 Shared Dispositive Power
3,551,140

11 Aggregate Amount Beneficially Owned by Each Reporting Person
3,551,140

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)
4.5%

14 Type of Reporting Person
CO

CUSIP No. 003687209

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

Check the Appropriate Box if a Member of a Group

2 (a)

(b)

3 SEC Use Only

4 Source of Funds
OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e).

6 Citizenship or Place of Organization
ENGLAND AND WALES

7 Sole Voting Power

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With:

8 Shared Voting Power
990,099

9 Sole Dispositive Power

10 Shared Dispositive Power
990,099

11 Aggregate Amount Beneficially Owned by Each Reporting Person
990,099

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)
1.3%

14 Type of Reporting Person
CO

CUSIP No. 003687209

1 Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only)
BRIT REINSURANCE (BERMUDA) LIMITED

Check the Appropriate Box if a Member of a Group

2 (a)

(b)

3 SEC Use Only

4 Source of Funds
OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e).

6 Citizenship or Place of Organization
BERMUDA

Number of
Shares
Beneficially

7 Sole Voting Power

Owned by Each Reporting Person With:	8	Shared Voting Power 2,561,041
	9	Sole Dispositive Power
	10	Shared Dispositive Power 2,561,041
11	Aggregate Amount Beneficially Owned by Each Reporting Person 2,561,041	
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares <input type="checkbox"/>	
13	Percent of Class Represented by Amount in Row (11) 3.2%	
14	Type of Reporting Person CO	

CUSIP No. 003687209

1	Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only) FAIRFAX (US) INC.	
	Check the Appropriate Box if a Member of a Group	
2	(a)	<input type="checkbox"/>
	(b)	<input checked="" type="checkbox"/>
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). <input type="checkbox"/>	
6	Citizenship or Place of Organization DELAWARE	
Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power
	8	Shared Voting Power 14,050,871
	9	Sole Dispositive Power

10 Shared Dispositive Power
14,050,871

11 Aggregate Amount Beneficially Owned by Each Reporting Person
14,050,871

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)
17.8%

14 Type of Reporting Person
CO

CUSIP No. 003687209

1 Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only)
CRUM & FORSTER HOLDINGS CORP.

Check the Appropriate Box if a Member of a Group

2 (a)

(b)

3 SEC Use Only

4 Source of Funds
OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e).

6 Citizenship or Place of Organization
DELAWARE

7 Sole Voting Power

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With:

8 Shared Voting Power
5,023,624

9 Sole Dispositive Power

10 Shared Dispositive Power
5,023,624

11 Aggregate Amount Beneficially Owned by Each Reporting Person
5,023,624

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)
6.4%

14 Type of Reporting Person
CO

CUSIP No. 003687209

1 Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only)
UNITED STATES FIRE INSURANCE COMPANY

Check the Appropriate Box if a Member of a Group

2 (a)

(b)

3 SEC Use Only

4 Source of Funds
OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e).

6 Citizenship or Place of Organization
DELAWARE

7 Sole Voting Power

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With:

8 Shared Voting Power
5,023,624

9 Sole Dispositive Power

10 Shared Dispositive Power
5,023,624

11 Aggregate Amount Beneficially Owned by Each Reporting Person
5,023,624

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)
6.4%

14 Type of Reporting Person
CO

CUSIP No. 003687209

1 Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only)
THE NORTH RIVER INSURANCE COMPANY

Check the Appropriate Box if a Member of a Group

2 (a)
(b)

3 SEC Use Only

4 Source of Funds
OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e).

6 Citizenship or Place of Organization
NEW JERSEY

7 Sole Voting Power

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With:

8 Shared Voting Power
823,731

9 Sole Dispositive Power

10 Shared Dispositive Power
823,731

11 Aggregate Amount Beneficially Owned by Each Reporting Person
823,731

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)
1.0%

14 Type of Reporting Person
CO

1 Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only)
ZENITH NATIONAL INSURANCE CORP.

Check the Appropriate Box if a Member of a Group

2 (a)
(b)

3 SEC Use Only

4 Source of Funds
OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e).

6 Citizenship or Place of Organization
DELAWARE

7 Sole Voting Power

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With:

8 Shared Voting Power
8,281,136

9 Sole Dispositive Power

10 Shared Dispositive Power
8,281,136

11 Aggregate Amount Beneficially Owned by Each Reporting Person
8,281,136

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)
10.5%

14 Type of Reporting Person
CO

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

Check the Appropriate Box if a Member of a Group

2 (a)

(b)

3 SEC Use Only

4 Source of Funds
OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e).

6 Citizenship or Place of Organization
CANADA

7 Sole Voting Power

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With:

8 Shared Voting Power
8,281,136

9 Sole Dispositive Power

10 Shared Dispositive Power
8,281,136

11 Aggregate Amount Beneficially Owned by Each Reporting Person
8,281,136

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)
10.5%

14 Type of Reporting Person
CO

CUSIP No. 003687209

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

Check the Appropriate Box if a Member of a Group

2 (a)

(b)

3 SEC Use Only

4 Source of Funds
OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e).

6 Citizenship or Place of Organization
CALIFORNIA

7 Sole Voting Power

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With:

8 Shared Voting Power
746,111

9 Sole Dispositive Power

10 Shared Dispositive Power
746,111

11 Aggregate Amount Beneficially Owned by Each Reporting Person
746,111

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)
0.9%

14 Type of Reporting Person
CO

CUSIP No. 003687209

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

Check the Appropriate Box if a Member of a Group

2 (a)

(b)

3 SEC Use Only

4 Source of Funds
OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e).

6 Citizenship or Place of Organization
CANADA

Number of
Shares
Beneficially
Owned by

7 Sole Voting Power

8 Shared Voting Power
3,042,316

Each Reporting Person With:

9 Sole Dispositive Power

10 Shared Dispositive Power
3,042,316

11 Aggregate Amount Beneficially Owned by Each Reporting Person
3,042,316

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)
3.8%

14 Type of Reporting Person
CO

CUSIP No. 003687209

1 Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only)
FEDERATED INSURANCE COMPANY OF CANADA

Check the Appropriate Box if a Member of a Group

2 (a)
(b)

3 SEC Use Only

4 Source of Funds
OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e).

6 Citizenship or Place of Organization
CANADA

7 Sole Voting Power

Number of Shares Beneficially Owned by Each Reporting Person With:

8 Shared Voting Power
198,735

9 Sole Dispositive Power

10 Shared Dispositive Power
198,735

11 Aggregate Amount Beneficially Owned by Each Reporting Person
198,735

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)
0.3%

14 Type of Reporting Person
CO

CUSIP No. 003687209

1 Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only)
NORTHBRIDGE GENERAL INSURANCE CORPORATION

Check the Appropriate Box if a Member of a Group

2 (a)
(b)

3 SEC Use Only

4 Source of Funds
OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e).

6 Citizenship or Place of Organization
CANADA

7 Sole Voting Power

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With:

8 Shared Voting Power
2,843,581

9 Sole Dispositive Power

10 Shared Dispositive Power
2,843,581

11 Aggregate Amount Beneficially Owned by Each Reporting Person
2,843,581

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)
3.6%

14 Type of Reporting Person
CO

CUSIP No. 003687209

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

Check the Appropriate Box if a Member of a Group

2 (a)

(b)

3 SEC Use Only

4 Source of Funds

OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e).

6 Citizenship or Place of Organization

CANADA

7 Sole Voting Power

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With:

8 Shared Voting Power
524,807

9 Sole Dispositive Power

10 Shared Dispositive Power
524,807

11 Aggregate Amount Beneficially Owned by Each Reporting Person
524,807

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)

0.7%

14 Type of Reporting Person

CO

CUSIP No. 003687209

1 Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only)
1102952 B.C. UNLIMITED LIABILITY COMPANY

Check the Appropriate Box if a Member of a Group

- 2 (a)
(b)

3 SEC Use Only

4 Source of Funds
OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e).

6 Citizenship or Place of Organization
BRITISH COLUMBIA

7 Sole Voting Power

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With:

8 Shared Voting Power
2,364,610

9 Sole Dispositive Power

10 Shared Dispositive Power
2,364,610

11 Aggregate Amount Beneficially Owned by Each Reporting Person
2,364,610

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)
3.0%

14 Type of Reporting Person
CO

CUSIP No. 003687209

1 Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only)
ALLIED WORLD ASSURANCE COMPANY HOLDINGS, LTD

Check the Appropriate Box if a Member of a Group

- 2 (a)
(b)

3 SEC Use Only

4 Source of Funds
OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e).

6 Citizenship or Place of Organization
BERMUDA

7 Sole Voting Power

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With:

8 Shared Voting Power
2,364,610

9 Sole Dispositive Power

10 Shared Dispositive Power
2,364,610

11 Aggregate Amount Beneficially Owned by Each Reporting Person
2,364,610

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)
3.0%

14 Type of Reporting Person
CO

CUSIP No. 003687209

1 Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only)
ALLIED WORLD ASSURANCE COMPANY HOLDINGS I, LTD

Check the Appropriate Box if a Member of a Group

2 (a)

(b)

3 SEC Use Only

4 Source of Funds
OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e).

6 Citizenship or Place of Organization
BERMUDA

Number of
Shares

7 Sole Voting Power

Beneficially Owned by Each Reporting Person With:	8	Shared Voting Power 2,364,610
	9	Sole Dispositive Power
	10	Shared Dispositive Power 2,364,610
11	Aggregate Amount Beneficially Owned by Each Reporting Person 2,364,610	
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares <input type="checkbox"/>	
13	Percent of Class Represented by Amount in Row (11) 3.0%	
14	Type of Reporting Person CO	

CUSIP No. 003687209

1 Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only)
ALLIED WORLD ASSURANCE COMPANY, LTD

Check the Appropriate Box if a Member of a Group

2 (a)
(b)

3 SEC Use Only

4 Source of Funds
OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e).

6 Citizenship or Place of Organization
BERMUDA

Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power
	8	Shared Voting Power 2,364,610
	9	Sole Dispositive Power
	10	Shared Dispositive Power 2,364,610

11 Aggregate Amount Beneficially Owned by Each Reporting Person
2,364,610

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)
3.0%

14 Type of Reporting Person
CO

CUSIP No. 003687209

1 Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only)
ALLIED WORLD ASSURANCE HOLDINGS (IRELAND) LTD

Check the Appropriate Box if a Member of a Group

2 (a)
(b)

3 SEC Use Only

4 Source of Funds
OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e).

6 Citizenship or Place of Organization
BERMUDA

7 Sole Voting Power

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With:

8 Shared Voting Power
2,364,610

9 Sole Dispositive Power

10 Shared Dispositive Power
2,364,610

11 Aggregate Amount Beneficially Owned by Each Reporting Person
2,364,610

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)
3.0%

14 Type of Reporting Person
CO

CUSIP No. 003687209

1 Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only)
ALLIED WORLD ASSURANCE HOLDINGS (U.S.) INC.

Check the Appropriate Box if a Member of a Group

2 (a)

(b)

3 SEC Use Only

4 Source of Funds
OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e).

6 Citizenship or Place of Organization
DELAWARE

7 Sole Voting Power

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With:

8 Shared Voting Power
2,364,610

9 Sole Dispositive Power

10 Shared Dispositive Power
2,364,610

11 Aggregate Amount Beneficially Owned by Each Reporting Person
2,364,610

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)
3.0%

14 Type of Reporting Person
CO

CUSIP No. 003687209

1 Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only)
ALLIED WORLD INSURANCE COMPANY

Check the Appropriate Box if a Member of a Group

- 2 (a)
(b)
-

3 SEC Use Only

4 Source of Funds
OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e).

6 Citizenship or Place of Organization
NEW HAMPSHIRE

7 Sole Voting Power

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With:

8 Shared Voting Power
2,364,610

9 Sole Dispositive Power

10 Shared Dispositive Power
2,364,610

11 Aggregate Amount Beneficially Owned by Each Reporting Person
2,364,610

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)
3.0%

14 Type of Reporting Person
CO

CUSIP No. 003687209

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

Check the Appropriate Box if a Member of a Group

- 2 (a)
(b)
-

3 SEC Use Only

4 Source of Funds
OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e).

6 Citizenship or Place of Organization
DELAWARE

7 Sole Voting Power

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With:

8 Shared Voting Power
1,364,610

9 Sole Dispositive Power

10 Shared Dispositive Power
1,364,610

11 Aggregate Amount Beneficially Owned by Each Reporting Person
1,364,610

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)
1.7%

14 Type of Reporting Person
CO

CUSIP No. 003687209

1 Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only)
ALLIED WORLD SPECIALTY INSURANCE COMPANY

Check the Appropriate Box if a Member of a Group

2 (a)

(b)

3 SEC Use Only

4 Source of Funds
OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e).

6 Citizenship or Place of Organization
DELAWARE

7 Sole Voting Power

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With:

8 Shared Voting Power
1,364,610

9 Sole Dispositive Power

10 Shared Dispositive Power
1,364,610

11 Aggregate Amount Beneficially Owned by Each Reporting Person
1,364,610

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)
1.7%

14 Type of Reporting Person
CO

CUSIP No. 003687209

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

Check the Appropriate Box if a Member of a Group

2 (a)

(b)

3 SEC Use Only

4 Source of Funds
OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e).

6 Citizenship or Place of Organization
BARBADOS

Number of
Shares
Beneficially
Owned by
Each

7 Sole Voting Power

8 Shared Voting Power
1,456,803

	9	Sole Dispositive Power
Reporting Person With:	10	Shared Dispositive Power 1,456,803
11		Aggregate Amount Beneficially Owned by Each Reporting Person 1,456,803
12		Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares <input type="checkbox"/>
13		Percent of Class Represented by Amount in Row (11) 1.8%
14		Type of Reporting Person CO

Explanatory note

Pursuant to Rule 13d-2 promulgated under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), this Amendment No. 13 to Schedule 13D (this “Amendment No. 13”) amends the Schedule 13D originally filed with the United States Securities and Exchange Commission (the “SEC”) on April 11, 2008 (as amended and supplemented prior to the date hereof, the “Original Schedule 13D” and, as amended and supplemented by this Amendment No. 13, the “Schedule 13D”).

This Amendment No. 13 is filed in connection with the sale by Fairfax Financial Holdings Limited and certain of its affiliates of all of its interests in RiverStone Europe to CVC Strategic Opportunities Fund II on August 23, 2021.

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

Item 2. Identity and Background.

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

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

1. V. Prem Watsa, an individual, is a citizen of Canada, and is the Chairman and Chief Executive Officer of Fairfax Financial Holdings Limited. Mr. Watsa’s business address is 95 Wellington Street West, Suite 800, Toronto, Ontario, Canada, M5J 2N7;
2. The Second 810 Holdco Ltd. (“810 Holdco”), a corporation incorporated under the laws of Canada, is controlled by V. Prem Watsa. 810 Holdco is an investment holding company. The principal business and principal office address of 810 Holdco is 95 Wellington Street West, Suite 802, Toronto, Ontario, Canada, M5J 2N7;
3. The Second 1109 Holdco Ltd. (“Holdco”), a corporation incorporated under the laws of Canada, is controlled by V. Prem Watsa. Holdco is an investment holding company. The principal business address and principal office address of Holdco is 95 Wellington Street West, Suite 802, Toronto, Ontario, Canada, M5J 2N7;
4. The Sixty Two Investment Company Limited (“Sixty Two”), a corporation incorporated under the laws of British Columbia, is controlled by V. Prem Watsa. Sixty Two is an investment holding company. The principal business and principal office address of Sixty Two is 1600 Cathedral Place, 925 West Georgia St., Vancouver, British Columbia, Canada, V6C 3L2;

- 12002574 Canada Inc. (“12002574”), a corporation incorporated under the laws of Canada, is controlled by V. Prem
5. Watsa. 12002574 is an investment holding company. The principal business and principal office address of 12002574 is 95 Wellington Street West, Suite 800, Toronto, Ontario, Canada, M5J 2N7;
 6. Fairfax Financial Holdings Limited (“Fairfax”) is a corporation incorporated under the laws of Canada. Fairfax is a holding company. The principal business and principal office address of Fairfax is 95 Wellington Street West, Suite 800, Toronto, Ontario, Canada, M5J 2N7;
 7. FFHL Group Ltd. (“FFHL”), a corporation incorporated under the laws of Canada, is a wholly owned subsidiary of Fairfax. FFHL is a holding company. The principal business and principal office address of FFHL is 95 Wellington Street West, Suite 800, Toronto, Ontario, Canada, M5J 2N7;
 8. Fairfax (Barbados) International Corp. (“Fairfax Barbados”), a corporation incorporated under the laws of Barbados, is a wholly owned subsidiary of Fairfax. Fairfax Barbados is an investment holding company. The principal business and principal office address of Fairfax Barbados is #12 Pine Commercial, The Pine, St. Michael, Barbados, BB11103;
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9. Wentworth Insurance Company Ltd. (“Wentworth”), a corporation incorporated under the laws of Barbados, is a wholly owned subsidiary of Fairfax. The principal business of Wentworth is reinsurance. The principal business and principal office address of Wentworth is #12 Pine Commercial, The Pine, St. Michael, Barbados, BB11103;

10. Brit Limited (“Brit”), a company incorporated under the laws of England and Wales, is a subsidiary of Fairfax. Brit is a holding company. The principal business address and principal office address of Brit is The Leadenhall Building, 122 Leadenhall Street, London, United Kingdom, EC3V 4AB;

11. Brit Insurance Holdings Limited (“Brit Insurance”), a corporation incorporated under the laws of England and Wales, is a wholly owned subsidiary of Fairfax. Brit Insurance is a holding company. The principal business and principal office address of Brit Insurance is The Leadenhall Building, 122 Leadenhall Street, London, United Kingdom, EC3V 4AB;

12. Brit UW Limited (“Brit UW”), a corporation incorporated under the laws of England and Wales, is a Lloyd’s Corporate Member. The principal business of Brit UW is Lloyd’s Corporate Member. The principal business address and principal office address of Brit UW is The Leadenhall Building, 122 Leadenhall Street, London, United Kingdom, EC3V 4AB;

13. Brit Reinsurance (Bermuda) Limited (“Brit Reinsurance”), a corporation incorporated under the laws of Bermuda, is a wholly owned subsidiary of Fairfax. The principal business of Brit Reinsurance is reinsurance. The principal business and principal office address of Brit Reinsurance is Clarendon House, 2 Church Street, Hamilton, Bermuda, HM 11;

14. Fairfax (US) Inc. (“Fairfax US”), a corporation incorporated under the laws of Delaware, is a wholly owned subsidiary of Fairfax. Fairfax US is a holding company. The principal business and principal office address of Fairfax US is 2850 Lake Vista Drive, Suite 150, Lewisville, Texas, USA, 75067;

15. Crum & Forster Holdings Corp. (“Crum & Forster”), a corporation incorporated under the laws of Delaware, is a wholly owned subsidiary of Fairfax. Crum & Forster is a holding company. The principal business and principal office address of Crum & Forster is 1209 Orange Street, Wilmington, Delaware, USA, 19801;

16. 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 insurance. The principal business and principal office address of US Fire is 1209 Orange Street, Wilmington, Delaware, USA, 19801;

17. The North River Insurance Company (“North River”), a corporation incorporated under the laws of New Jersey, is a wholly owned subsidiary of Fairfax. The principal business of North River is insurance. The principal business and principal office address of North River is 305 Madison Avenue, Morristown, New Jersey, USA, 07962;

18. Zenith National Insurance Corp. (“ZNIC”), a corporation incorporated under the laws of Delaware, is a wholly owned subsidiary of Fairfax. ZNIC is a holding company. The principal business and principal office address of ZNIC is 21255 Califa Street, Woodland Hills, California, USA, 91367-5021;
19. 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 workers’ compensation insurance. The principal business and principal office address of Zenith is 21255 Califa Street, Woodland Hills, California 91367-5021;
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20. 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 and casualty insurance. The principal business and principal office address of TIG is 250 Commercial Street, Suite 5000, Manchester, New Hampshire, USA, 03101;
21. Northbridge Financial Corporation (“NFC”), a corporation incorporated under the laws of Canada, is a wholly owned subsidiary of Fairfax. NFC is a holding company. The principal business and principal office address of NFC is 105 Adelaide Street West, Toronto, Ontario, Canada, M5H 1P9;
22. 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 and casualty insurance. The principal business and principal office address of Federated is 255 Commerce Drive, P.O. Box 5800, Winnipeg, Manitoba, Canada, R3C 3C9;
23. Northbridge General Insurance Corporation (“NGIC”), a corporation incorporated under the laws of Canada, is a wholly owned subsidiary of Fairfax. The principal business of NGIC is property and casualty insurance. The principal business and principal office address of NGIC is 105 Adelaide Street West, 7th Floor, Toronto, Ontario, Canada, M5H 1P9;
24. Verassure Insurance Company (“Verassure”), a corporation incorporated under the laws of Canada, is a wholly owned subsidiary of Fairfax. The principal business of Verassure is property and casualty insurance. The principal business and principal office address of Verassure is 105 Adelaide Street West, 7th Floor, Toronto, Ontario, Canada, M5H 1P9;
25. 1102952 B.C. Unlimited Liability Company (“1102952”), a corporation incorporated under the laws of British Columbia, is a wholly owned subsidiary of Fairfax. 1102952 is a holding company. The principal business and principal office address of 1102952 is 1600 - 925 West Georgia Street, Vancouver, British Columbia, Canada, V6C 3L2;
26. Allied World Assurance Company Holdings, Ltd (“Allied Holdings Bermuda”), a corporation incorporated under the laws of Bermuda, is a subsidiary of Fairfax. Allied Holdings Bermuda is a holding company. The principal business and principal office address of Allied Holdings Bermuda is 27 Richmond Road, Pembroke, Bermuda, HM 08;
27. Allied World Assurance Company Holdings I, Ltd (“Allied Holdings I Ltd”), a corporation incorporated under the laws of Bermuda, is a subsidiary of Fairfax. Allied Holdings I Ltd is a holding company. The principal business and principal office address of Allied Holdings I Ltd is 27 Richmond Road, Pembroke, Bermuda, HM 08;
28. Allied World Assurance Company, Ltd (“Allied Assurance”), a corporation incorporated under the laws of Bermuda, is a subsidiary of Fairfax. The principal business of Allied Assurance is insurance. The principal business and principal office address of Allied Assurance is 27 Richmond Road, Pembroke, Bermuda, HM 08;
29. Allied World Assurance Holdings (Ireland) Ltd (“Allied Ireland”), a corporation incorporated under the laws of Bermuda, is a subsidiary of Fairfax. Allied Ireland is a holding company. The principal business and principal office address of Allied Ireland is 27 Richmond Road, Pembroke, Bermuda, HM 08;
30. Allied World Assurance Holdings (U.S.) Inc. (“Allied U.S.”), a corporation incorporated under the laws of Delaware, is a subsidiary of Fairfax. Allied U.S. is a holding company. The principal business and principal office address of Allied U.S. is 1209 Orange Street, Wilmington, Delaware, USA, 19801;

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31. Allied World Insurance Company (“Allied Insurance”), a corporation incorporated under the laws of New Hampshire, is a subsidiary of Fairfax. The principal business of Allied Insurance is insurance. The principal business and principal office address of Allied Insurance is 10 Ferry Street, Suite 313, Concord, New Hampshire, USA, 03301;
32. AW Underwriters Inc. (“AW”), a corporation incorporated under the laws of Delaware, is a subsidiary of Fairfax. The principal business of AW is insurance agency. The principal business and principal office address of AW is 251 Little Falls Drive, Wilmington, Delaware, USA, 19808;
33. Allied World Specialty Insurance Company (“Allied Specialty”), a corporation incorporated under the laws of Delaware, is a subsidiary of Fairfax. The principal business of Allied Specialty is insurance. The principal business and principal office address of Allied Specialty is 251 Little Falls Drive, Wilmington, Delaware, USA, 19808; and
34. CRC Reinsurance Limited (“CRC”), a corporation incorporated under the laws of Barbados, is a wholly owned subsidiary of Fairfax. The principal business of CRC is reinsurance. The principal business and principal office address of CRC is #12 Pine Commercial, The Pine, St. Michael, Barbados, BB11103.

Neither the filing of this Schedule 13D nor the information contained herein shall be deemed to constitute an affirmation by V. Prem Watsa, 810 Holdco, Holdco, Sixty Two, 12002574, Fairfax, FFHL, Fairfax Barbados, Wentworth, Brit, Brit Insurance, Brit UW, Brit Reinsurance, Fairfax US, Crum & Forster, US Fire, North River, ZNIC, Zenith, TIG, NFC, Federated, NGIC, Verasure, 1102952, Allied Holdings Bermuda, Allied Holdings I Ltd, Allied Assurance, Allied Ireland, Allied U.S., Allied Insurance, AW, Allied Specialty or CRC that it 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 director and executive officer of each of the Reporting Persons is set forth in Annex A, B, C, D, E, F, G, H, I, J, K, L, M, N, O, P, Q, R, S, T, U, V, W, X, Y, Z, AA, BB, CC, DD, EE, FF or GG, 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 executive officers or directors of such Reporting Person have been (a) convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (b) a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.”

Item 5. Interest in the Securities of the Issuer.

Item 5 of the Schedule 13D is hereby amended and restated 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 Shares beneficially owned by each of the Reporting Persons was calculated based on 79,091,117 Shares issued and outstanding as of August 18, 2021.

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

(c) Except as described herein, none of the Reporting Persons, nor, to the best knowledge of the Reporting Persons, any person listed in Annex A, B, C, D, E, F, G, H, I, J, K, L, M, N, O, P, Q, R, S, T, U, V, W, X, Y, Z, AA, BB, CC, DD, EE, FF or GG, beneficially owns, or has acquired or disposed of, any Shares during the last 60 days.

(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 in respect of 183,229 Shares, 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 and supplemented by the addition of the following:

“On August 23, 2021, Fairfax completed its previously announced transaction (the “RiverStone Transaction”) with CVC Strategic Opportunities Fund II (“CVC”) to sell all of its interests in RiverStone Europe to CVC. Certain subsidiaries of RiverStone Europe are record owners of 5,604,621 shares of common stock in the capital of the Issuer (the “RiverStone Shares”). As described below, Fairfax and its affiliates also remain the continuous beneficial owners of the RiverStone Shares, and retain pecuniary interest in the RiverStone Shares, through and following completion of the RiverStone Transaction.

In connection with the RiverStone Transaction, Fairfax entered into Asset Value Loan Notes (“AVLNs”) with the current holders of the RiverStone Shares (the “Payees”) for purposes of assurance of the value of the RiverStone Shares until such time as such RiverStone Shares are transferred to be directly owned by Fairfax or its affiliates or sold at the direction of Hamblin Watsa Investment Counsel Ltd. (“HWIC”), a wholly owned subsidiary of Fairfax, (such transfer or sale, the “AVLN Transfer”). During the term of the AVLNs, Fairfax (through HWIC) will have operational control and direction over the RiverStone Shares (other than the right to grant any encumbrance over the RiverStone Shares), including having sole control over all voting and related matters involving the RiverStone Shares, other than where the exercise of such right could reasonably be expected, in the opinion of the Payee, to result in liability, regulatory breach or material reputational damage.

The AVLN is structured to provide that the Payee will receive a specified price for the RiverStone Shares upon the AVLN Transfer, which will occur no later than December 31, 2022. The specified price to be paid to the Payee upon the AVLN Transfer will be calculated as the market value of the RiverStone Shares as of December 31, 2019 plus interest on such amount to the date of the AVLN Transfer at an annualized rate of 3% (compounding annually), less any distributions retained by the Payee in respect of the RiverStone Shares, plus any applicable costs of the Payee related to the AVLN Transfer. Any amounts received in excess of that specified price will be for the benefit of Fairfax. The timing of the AVLN Transfer may depend on a number of factors, including market conditions and the timing of transactions with respect to other securities subject to other AVLNs between Fairfax and the Payee.

The forgoing description of the AVLN does not purport to be complete and is qualified in its entirety by the full text of such agreement, the form of which is filed herewith as Exhibit 10 and 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 exhibit to the end thereof:

“Ex. 5: Members of filing group.

Ex. 8.3: Joint filing agreement dated as of August 25, 2021 between V. Prem Watsa, The Second 810 Holdco Ltd., The Second 1109 Holdco Ltd., The Sixty Two Investment Company Limited, 12002574 Canada Inc., Fairfax Financial Holdings Limited, FFHL Group Ltd., Fairfax (Barbados) International Corp., Wentworth Insurance Company Ltd., Brit Limited, Brit Insurance Holdings Limited, Brit UW Limited, Brit Reinsurance (Bermuda) Limited, Fairfax (US) Inc.,

Crum & Forster Holdings Corp., United States Fire Insurance Company, The North River Insurance Company, Zenith National Insurance Corp., Zenith Insurance Company, TIG Insurance Company, Northbridge Financial Corporation, Federated Insurance Company of Canada, Northbridge General Insurance Corporation, Verassure Insurance Company, 1102952 B.C. Unlimited Liability Company, Allied World Assurance Company Holdings, Ltd, Allied World Assurance Company Holdings I, Ltd, Allied World Assurance Company, Ltd, Allied World Assurance Holdings (Ireland) Ltd, Allied World Assurance Holdings (U.S.) Inc., Allied World Insurance Company, AW Underwriters Inc., Allied World Specialty Insurance Company and CRC Reinsurance Limited.

Ex .9: Power of attorney, dated March 9, 2020 (incorporated by reference to Exhibit 8 to the Schedule 13D filed by certain of the Reporting Persons with the SEC on March 9, 2020).

Ex. 10: Form of Asset Value Loan Note Agreement among Fairfax Financial Holdings Limited, as Promisor and applicable Riverstone Europe Company, as Payee and Hamblin Watsa Investment Counsel Ltd., as HWIC.”

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: August 25, 2021

V. Prem Watsa

By: /s/ V. Prem Watsa

SIGNATURE

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

Dated: August 25, 2021

The Second 810 Holdco Ltd.

By: /s/ V. Prem Watsa

Name: V. Prem Watsa

Title: President

SIGNATURE

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

Dated: August 25, 2021

The Second 1109 Holdco Ltd.

By: /s/ V. Prem Watsa

Name: V. Prem Watsa

Title: President

SIGNATURE

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

Dated: August 25, 2021

The Sixty Two Investment Company Limited

By: /s/ V. Prem Watsa

Name: V. Prem Watsa

Title: President

SIGNATURE

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

Dated: August 25, 2021

12002574 Canada Inc.

By: /s/ V. Prem Watsa

Name: V. Prem Watsa

Title: President

SIGNATURE

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

Dated: August 25, 2021

Fairfax Financial Holdings Limited

By: /s/ Peter Clarke

Name: Peter Clarke

Title: Vice President and Chief Operating Officer

SIGNATURE

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

Dated: August 25, 2021

FFHL Group Ltd.

By: /s/ V. Prem Watsa

Name: V. Prem Watsa
Title: President

SIGNATURE

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

Dated: August 25, 2021

Fairfax (Barbados) International Corp.

By: /s/ Peter Clarke

Name: Peter Clarke

Title: Attorney-in-Fact pursuant to Power of Attorney attached to this Schedule 13D

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: August 25, 2021

Wentworth Insurance Company Ltd.

By: /s/ Peter Clarke

Name: Peter Clarke

Title: Attorney-in-Fact pursuant to Power of Attorney attached to this Schedule 13D

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: August 25, 2021

Brit Limited

By: /s/ Mark Allan

Name: Mark Allan

Title: Chief Financial Officer and Director

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: August 25, 2021

Brit Insurance Holdings Limited

By: /s/ Mark Allan

Name: Mark Allan

Title: Director

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: August 25, 2021

Brit UW Limited

By: /s/ Mark Allan

Name: Mark Allan

Title: Director

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: August 25, 2021

Brit Reinsurance (Bermuda) Limited

By: /s/ Mark Allan

Name: Mark Allan

Title: Director

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: August 25, 2021

Fairfax (US) Inc.

By: /s/ Peter Clarke

Name: Peter Clarke

Title: Attorney-in-Fact pursuant to Power of
Attorney attached to this Schedule 13D

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: August 25, 2021

Crum & Forster Holdings Corp.

By: /s/ Peter Clarke

Name: Peter Clarke

Title: Attorney-in-Fact pursuant to Power of
Attorney attached to this Schedule 13D

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: August 25, 2021

United States Fire Insurance Company

By: /s/ Peter Clarke

Name: Peter Clarke

Title: Attorney-in-Fact pursuant to Power of
Attorney attached to this Schedule 13D

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: August 25, 2021

The North River Insurance Company

By: /s/ Peter Clarke

Name: Peter Clarke

Title: Attorney-in-Fact pursuant to Power of
Attorney attached to this Schedule 13D

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: August 25, 2021

Zenith National Insurance Corp.

By: /s/ Peter Clarke

Name: Peter Clarke

Title: Attorney-in-Fact pursuant to Power of Attorney attached to this Schedule 13D

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: August 25, 2021

Zenith Insurance Company

By: /s/ Peter Clarke

Name: Peter Clarke

Title: Attorney-in-Fact pursuant to Power of Attorney attached to this Schedule 13D

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: August 25, 2021

TIG Insurance Company

By: /s/ Peter Clarke

Name: Peter Clarke

Title: Attorney-in-Fact pursuant to Power of Attorney attached to this Schedule 13D

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: August 25, 2021

Northbridge Financial Corporation

By: /s/ Peter Clarke

Name: Peter Clarke

Title: Attorney-in-Fact pursuant to Power of Attorney attached to this Schedule 13D

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: August 25, 2021

Federated Insurance Company of Canada

By: /s/ Peter Clarke

Name: Peter Clarke

Title: Attorney-in-Fact pursuant to Power of Attorney attached to this Schedule 13D

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: August 25, 2021

Northbridge General Insurance Corporation

By: /s/ Peter Clarke

Name: Peter Clarke

Title: Attorney-in-Fact pursuant to Power of Attorney attached to this Schedule 13D

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: August 25, 2021

Verasure Insurance Company

By: /s/ Peter Clarke

Name: Peter Clarke
Title: Attorney-in-Fact pursuant to Power of Attorney attached to this Schedule 13D

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: August 25, 2021

1102952 B.C. Unlimited Liability Company

By: /s/ Peter Clarke

Name: Peter Clarke
Title: Attorney-in-Fact pursuant to Power of Attorney attached to this Schedule 13D

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: August 25, 2021

Allied World Assurance Company Holdings, Ltd

By: /s/ Peter Clarke

Name: Peter Clarke
Title: Attorney-in-Fact pursuant to Power of Attorney attached to this Schedule 13D

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: August 25, 2021

Allied World Assurance Company Holdings I, Ltd

By: /s/ Peter Clarke

Name: Peter Clarke
Title: Attorney-in-Fact pursuant to Power of Attorney attached to this Schedule 13D

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: August 25, 2021

Allied World Assurance Company, Ltd

By: /s/ Peter Clarke

Name: Peter Clarke

Title: Attorney-in-Fact pursuant to Power of Attorney attached to this Schedule 13D

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: August 25, 2021

Allied World Assurance Holdings (Ireland) Ltd

By: /s/ Peter Clarke

Name: Peter Clarke

Title: Attorney-in-Fact pursuant to Power of Attorney attached to this Schedule 13D

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: August 25, 2021

Allied World Assurance Holdings (U.S.) Inc.

By: /s/ Peter Clarke

Name: Peter Clarke

Title: Attorney-in-Fact pursuant to Power of Attorney attached to this Schedule 13D

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: August 25, 2021

Allied World Insurance Company

By: /s/ Peter Clarke

Name: Peter Clarke

Title: Attorney-in-Fact pursuant to Power of Attorney attached to this Schedule 13D

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: August 25, 2021

AW Underwriters Inc.

By: /s/ Peter Clarke

Name: Peter Clarke

Title: Attorney-in-Fact pursuant to Power of Attorney attached to this Schedule 13D

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: August 25, 2021

Allied World Specialty Insurance Company

By: /s/ Peter Clarke

Name: Peter Clarke

Title: Attorney-in-Fact pursuant to Power of Attorney attached to this Schedule 13D

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: August 25, 2021

CRC Reinsurance Limited

By: /s/ Peter Clarke

Name: Peter Clarke

Annex Index

Annex	Description
A	Directors and Executive Officers of The Second 810 Holdco Ltd.
B	Directors and Executive Officers of The Second 1109 Holdco Ltd.
C	Directors and Executive Officers of The Sixty Two Investment Company Limited
D	Directors and Executive Officers of 12002574 Canada Inc.
E	Directors and Executive Officers of Fairfax Financial Holdings Limited
F	Directors and Executive Officers of FFHL Group Ltd.
G	Directors and Executive Officers of Fairfax (Barbados) International Corp.
H	Directors and Executive Officers of Wentworth Insurance Company Ltd.
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X	Directors and Executive Officers of 1102952 B.C. Unlimited Liability Company
Y	Directors and Executive Officers of Allied World Assurance Company Holdings, Ltd
Z	Directors and Executive Officers of Allied World Assurance Company Holdings I, Ltd
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FF	Directors and Executive Officers of Allied World Specialty Insurance Company
GG	Directors and Executive Officers of CRC Reinsurance Limited

**DIRECTORS AND EXECUTIVE OFFICERS OF
THE SECOND 810 HOLDCO LTD.**

The following table sets forth certain information with respect to the directors and executive officers of The Second 810 Holdco Ltd.

Name	Present Principal Occupation or Employment and the Name, Principal	Citizenship
-------------	---	--------------------

**Business and Address of any Corporation
or other Organization in which such
employment is conducted**

Eric P. Salsberg (Secretary)	Vice President, Corporate Affairs and Corporate Secretary, Fairfax Financial Holdings Limited 95 Wellington Street West Suite 800 Toronto, Ontario M5J 2N7	Canada
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	Canada

ANNEX B

**DIRECTORS AND EXECUTIVE OFFICERS OF
THE SECOND 1109 HOLDCO LTD.**

The following table sets forth certain information with respect to the directors and executive officers of The Second 1109 Holdco Ltd.

Name	Present Principal Occupation or Employment and the Name, Principal Business and Address of any Corporation or other Organization in which such employment is conducted	Citizenship
Eric P. Salsberg (Secretary)	Vice President, Corporate Affairs and Corporate Secretary, Fairfax Financial Holdings Limited 95 Wellington Street West Suite 800 Toronto, Ontario M5J 2N7	Canada
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	Canada

ANNEX C

**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
Eric P. Salsberg (Secretary and Director)	Vice President, Corporate Affairs and Corporate Secretary, Fairfax Financial Holdings Limited 95 Wellington Street West Suite 800 Toronto, Ontario M5J 2N7	Canada
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	Canada

ANNEX D

**DIRECTORS AND EXECUTIVE OFFICERS OF
12002574 CANADA INC.**

The following table sets forth certain information with respect to the directors and executive officers of 12002574 Canada Inc.

Name	Present Principal Occupation or Employment and the Name, Principal Business and Address of any Corporation or other Organization in which such employment is conducted	Citizenship
Eric P. Salsberg (Secretary)	Vice President, Corporate Affairs and Corporate Secretary, Fairfax Financial Holdings Limited 95 Wellington Street West Suite 800 Toronto, Ontario M5J 2N7	Canada
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	Canada

ANNEX E

**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
Anthony F. Griffiths (Director)	Independent Business Consultant, Toronto, Ontario, Canada	Canada
Benjamin Watsa (Director)	Founder and President, Marval Capital Ltd. 77 King Street West, Suite 4545 Toronto, Ontario M5K 1K2	Canada
Bradley P. Martin (Vice President, Strategic Investments)	Vice President, Strategic Investments, Fairfax Financial Holdings Limited 95 Wellington Street West Suite 800 Toronto, Ontario M5J 2N7	Canada
Brandon W. Sweitzer (Director)	Dean, School of Risk Management, Insurance and Actuarial Science, St. John's University 101 Murray Street, Suite 438 New York, New York 10007-2165	United States
Christine N. McLean (Director)	Corporate Director, Fairfax Financial Holdings Limited, 95 Wellington Street West Suite 800 Toronto, Ontario M5J 2N7	Canada
David Johnston (Director)	Corporate Director, Ottawa, Canada	Canada
Eric P. Salsberg (Vice President, Corporate Affairs and Corporate Secretary)	Vice President, Corporate Affairs and Corporate Secretary, Fairfax Financial Holdings Limited 95 Wellington Street West Suite 800 Toronto, Ontario M5J 2N7	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
Jean Cloutier (Vice President, International Operations)	Vice President, International Operations, Fairfax Financial Holdings Limited 95 Wellington Street West Suite 800 Toronto, Ontario M5J 2N7	Canada

Jennifer Allen (Vice President and Chief Financial Officer)	Vice President and Chief Financial Officer, Fairfax Financial Holdings Limited 95 Wellington Street West, Suite 800 Toronto, Ontario M5J 2N7	Canada
John Varnell (Vice President, Corporate Development)	Vice President, Corporate Development, Fairfax Financial Holdings Limited 95 Wellington Street West Suite 800 Toronto, Ontario M5J 2N7	Canada
Karen L. Jurjevich (Director)	Principal, Branksome Hall and Chief Executive Officer and Principal, Branksome Hall Global 10 Elm Avenue Toronto, Ontario M4W 1N4	Canada
Lauren C. Templeton (Director)	Founder and President, Templeton and Phillips Capital Management, LLC 810 Scenic Highway Lookout Mountain, TN, USA 37350	United States
Michael Wallace (Vice President)	Vice President, Fairfax Financial Holdings Limited, 95 Wellington Street West, Suite 800 Toronto ON M5J 2N7	Canada
Olivier Quesnel (Vice President and Chief Actuary)	Vice President and Chief Actuary, Fairfax Financial Holdings Limited, 95 Wellington Street West, Suite 800 Toronto ON M5J 2N7	Canada
Peter Clarke (Vice President and Chief Operating Officer)	Vice President and Chief Operating Officer, Fairfax Financial Holdings Limited 95 Wellington Street West Suite 800 Toronto, Ontario M5J 2N7	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
R. William McFarland (Director)	Corporate Director, Fairfax Financial Holdings Limited 95 Wellington Street West, Suite 800 Toronto, Ontario M5J 2N	Canada
Robert J. Gunn (Director)	Independent Business Consultant and Corporate Director, Toronto, Ontario, Canada	Canada

Timothy R. Price (Director)	Chairman of Brookfield Funds, Brookfield Asset Management Inc. c/o Edper Financial Group 51 Yonge Street, Suite 400 Toronto, ON M5E 1J1	Canada
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	Canada
Vinodh Loganadham (Vice President, Administrative Services)	Vice President, Administrative Services, Fairfax Financial Holdings Limited 95 Wellington Street West Suite 800 Toronto, Ontario M5J 2N7	Canada
William Weldon (Director)	Independent Business Consultant, Florida, United States	United States

ANNEX F

**DIRECTORS AND EXECUTIVE OFFICERS OF
FFHL GROUP LTD.**

The following table sets forth certain information with respect to the directors and executive officers of FFHL Group Ltd.

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
Bradley P. Martin (Vice President and Secretary)	Vice President, Strategic Investments, Fairfax Financial Holdings Limited 95 Wellington Street West Suite 800 Toronto, Ontario M5J 2N7	Canada
Eric P. Salsberg (Vice President and Director)	Vice President, Corporate Affairs and Corporate Secretary, Fairfax Financial Holdings Limited 95 Wellington Street West Suite 800 Toronto, Ontario M5J 2N7	Canada
Jennifer Allen (Vice President and Director)	Vice President and Chief Financial Officer, Fairfax Financial Holdings Limited 95 Wellington Street West, Suite 800 Toronto, Ontario M5J 2N7	Canada

Peter Clarke (Vice President and Director)	Vice President and Chief Operating Officer, Fairfax Financial Holdings Limited 95 Wellington Street West Suite 800 Toronto, Ontario M5J 2N7	Canada
V. Prem Watsa (President and Chief Executive Officer and Director)	Chairman and Chief Executive Officer, Fairfax Financial Holdings Limited 95 Wellington Street West Suite 800 Toronto, Ontario M5J 2N7	Canada

ANNEX G

DIRECTORS AND EXECUTIVE OFFICERS OF FAIRFAX (BARBADOS) INTERNATIONAL CORP.

The following table sets forth certain information with respect to the directors and executive officers of Fairfax (Barbados) International Corp.

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
Alistair Dent (Director)	Director, Wentworth Insurance Company Ltd. Pine Commercial Centre #12 Pine Commercial The Pine, St. Michael	United Kingdom
Janice Burke (Vice President and General Manager)	Vice President and General Manager, Wentworth Insurance Company Ltd. Pine Commercial Centre #12 Pine Commercial The Pine, St. Michael	United States
Jean Cloutier (Director)	Vice President, International Operations, Fairfax Financial Holdings Limited 95 Wellington Street West Suite 800 Toronto, Ontario, M5J 2N7	Canada
Lisl Lewis (Director)	Director, Wentworth Insurance Company Ltd. Pine Commercial Centre #12 Pine Commercial The Pine, St. Michael	Barbados
Niall Tully (Vice President and Chief Financial Officer)	Vice President and Chief Financial Officer, ffh Management Services First Floor 25-28 Adelaide Road Dublin 2	Ireland

Paul Mulvin (Vice President)	Vice President, ffh Management Services First Floor 25-28 Adelaide Road Dublin 2	Ireland
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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
Paula Alleyne (Senior Manager, Treasury & Financial Reporting)	Senior Manager Treasury & Financial Reporting, Wentworth Insurance Company Ltd. Pine Commercial Centre #12 Pine Commercial The Pine, St. Michael	Barbados
Ronald Schokking (Chairman)	Independent Business Consultant, Ontario, Canada	Canada
Simon P.G. Lee (Director)	Director, Wentworth Insurance Company Ltd. Pine Commercial Centre #12 Pine Commercial The Pine, St. Michael	United Kingdom
William P. Douglas (Director)	Director, Wentworth Insurance Company Ltd. Pine Commercial Centre #12 Pine Commercial The Pine, St. Michael	Barbados

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.

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
Alistair Dent (Director)	Director, Wentworth Insurance Company Ltd. Pine Commercial Centre	United Kingdom

Janice Burke (Vice President and General Manager)	#12 Pine Commercial The Pine, St. Michael Vice President and General Manager, Wentworth Insurance Company Ltd. Pine Commercial Centre #12 Pine Commercial The Pine, St. Michael	United States
Jean Cloutier (Director)	Vice President, International Operations, Fairfax Financial Holdings Limited 95 Wellington Street West Suite 800 Toronto, Ontario, M5J 2N7	Canada
Lisl Lewis (Director)	Director, Wentworth Insurance Company Ltd. Pine Commercial Centre #12 Pine Commercial The Pine, St. Michael	Barbados
Niall Tully (Vice President and Chief Financial Officer)	Vice President and Chief Financial Officer, ffh Management Services First Floor 25-28 Adelaide Road Dublin 2	Ireland
Paul Mulvin (Vice President)	Vice President, ffh Management Services First Floor 25-28 Adelaide Road Dublin 2	Ireland

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
Paula Alleyne (Senior Manager, Treasury & Financial Reporting)	Senior Manager Treasury & Financial Reporting, Wentworth Insurance Company Ltd. Pine Commercial Centre #12 Pine Commercial The Pine, St. Michael	Barbados
Ronald Schokking (Chairman)	Independent Business Consultant, Ontario, Canada	Canada
Sammy S.Y. Chan (Vice President)	Vice President, Fairfax Asia Limited 41/F Hopewell Centre 183 Queen's Road East Room 411, Wanchai	Canada

William P. Douglas (Director)	Director, Wentworth Insurance Company Ltd. Pine Commercial Centre #12 Pine Commercial The Pine, St. Michael	Barbados
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ANNEX I

**DIRECTORS AND EXECUTIVE OFFICERS OF
BRIT LIMITED**

The following table sets forth certain information with respect to the directors and executive officers of Brit 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
Andrea Welsch (Director)	Independent Non-Executive Director, Brit Limited The Leadenhall Building, 122 Leadenhall Street London EC3V 4AB	United Kingdom
Andrew A. Barnard (Director)	President and Chief Operating Officer, Fairfax Insurance Group 100 William Street, 5th Floor New York, New York 10038	United States
Gavin Wilkinson (Director)	Chief Financial Officer, Brit Limited The Leadenhall Building, 122 Leadenhall Street London EC3V 4AB	United Kingdom
Gordon Campbell (Director)	Senior Independent Non-Executive Director, Brit Limited The Leadenhall Building, 122 Leadenhall Street London EC3V 4AB	Canada
Mark Allan (Executive Director)	Executive Director, Brit Limited and Ki CEO, Brit Limited The Leadenhall Building, 122 Leadenhall Street London EC3V 4AB	United Kingdom
Matthew Wilson (Group Chief Executive Officer and Director)	Group Chief Executive Officer and Director, Brit Limited The Leadenhall Building, 122 Leadenhall Street London EC3V 4AB	United Kingdom

**DIRECTORS AND EXECUTIVE OFFICERS OF
BRIT INSURANCE HOLDINGS LIMITED**

The following table sets forth certain information with respect to the directors and executive officers of Brit Insurance 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
Antony Usher (Director)	Group Financial Controller, Brit Insurance Holdings Limited The Leadenhall Building, 122 Leadenhall Street London EC3V 4AB	United Kingdom
Christopher Denton (Director)	Group Head of ILS and Capital Management and Chief Underwriting Officer, Brit Reinsurance (Bermuda) Limited Chesney House, The Waterfront, 96 Pitts Bay Road,	United Kingdom
Mark Allan (Director)	Executive Director, Brit Limited and Ki CEO, Brit Limited The Leadenhall Building, 122 Leadenhall Street London EC3V 4AB	United Kingdom
Stuart Dawes (Director)	Head of Group Financial Performance, Brit Limited The Leadenhall Building, 122 Leadenhall Street London EC3V 4AB	United Kingdom

**DIRECTORS AND EXECUTIVE OFFICERS OF
BRIT UW LIMITED**

The following table sets forth certain information with respect to the directors and executive officers of Brit UW 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
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Antony Usher (Director)	Group Financial Controller, Brit Insurance Holdings Limited The Leadenhall Building, 122 Leadenhall Street London EC3V 4AB	United Kingdom
Mark Allan (Director)	Executive Director, Brit Limited and Ki CEO, Brit Limited The Leadenhall Building, 122 Leadenhall Street London EC3V 4AB	United Kingdom
Matthew Wilson (Group Chief Executive Officer and Director)	Group Chief Executive Officer and Director, Brit Limited The Leadenhall Building, 122 Leadenhall Street London EC3V 4AB	United Kingdom
Stuart Dawes (Director)	Head of Group Financial Performance, Brit Limited The Leadenhall Building, 122 Leadenhall Street London EC3V 4AB	United Kingdom

ANNEX L

DIRECTORS AND EXECUTIVE OFFICERS OF BRIT REINSURANCE (BERMUDA) LIMITED

The following table sets forth certain information with respect to the directors and executive officers of Brit Reinsurance (Bermuda) 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
Alan Waring (Director)	Independent Non-Executive Director, Brit Reinsurance (Bermuda) Limited Chesney House, The Waterfront, 96 Pitts Bay Road,	Ireland
Christopher Denton (Director)	Group Head of ILS and Capital Management and Chief Underwriting Officer, Brit Reinsurance (Bermuda) Limited Chesney House, The Waterfront, 96 Pitts Bay Road,	United Kingdom
Graham Pewter (Director)	Independent Non-Executive Director, Brit Reinsurance (Bermuda) Limited Chesney House,	United Kingdom

Jay Nichols (Director)	The Waterfront, 96 Pitts Bay Road, Independent Non-Executive Director, Brit Reinsurance (Bermuda) Limited Chesney House, The Waterfront, 96 Pitts Bay Road,	United States
Karl Grieves (Director)	Finance and Operations Director, Brit Reinsurance (Bermuda) Limited Chesney House, The Waterfront, 96 Pitts Bay Road,	United Kingdom
Mark Allan (Non-Executive Director)	Executive Director, Brit Limited and Ki CEO, Brit Limited The Leadenhall Building, 122 Leadenhall Street London EC3V 4AB	United Kingdom

ANNEX M

**DIRECTORS AND EXECUTIVE OFFICERS OF
FAIRFAX (US) INC.**

The following table sets forth certain information with respect to the directors and executive officers of Fairfax (US) Inc.

Name	Present Principal Occupation or Employment and the Name, Principal Business and Address of any Corporation or other Organization in which such employment is conducted	Citizenship
Eric P. Salsberg (Chairman, Vice President and Director)	Vice President, Corporate Affairs and Corporate Secretary, Fairfax Financial Holdings Limited 95 Wellington Street West Suite 800 Toronto, Ontario M5J 2N7	Canada
Melody A. Spencer (Vice President, Treasurer and Director)	Vice President, Treasurer and Director, Fairfax (US) Inc. 2850 Lake Vista Drive, Ste. 150 Lewisville, Texas 75067	United States
Sonja Lundy (Director, President, Chief Executive Officer and Secretary)	Director, President, Chief Executive Officer and Secretary, Fairfax (US) Inc. 2850 Lake Vista Drive, Ste. 150 Lewisville, Texas 75067	United States

**DIRECTORS AND EXECUTIVE OFFICERS OF
CRUM & FORSTER HOLDINGS CORP.**

The following table sets forth certain information with respect to the directors and executive officers of Crum & Forster Holdings Corp.

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
Alejandro Morales (Director)	Senior Vice President, United States Fire Insurance Company 305 Madison Avenue Morristown, NJ 07962	United States
Andrew A. Barnard (Director)	President and Chief Operating Officer, Fairfax Insurance Group 100 William Street, 5th Floor New York, New York 10038	United States
Arleen A. Paladino (Executive Vice President, Chief Financial Officer, Treasurer and Director)	Executive Vice President, Chief Financial Officer and Treasurer, Crum & Forster Holdings Corp. 305 Madison Avenue Morristown, NJ 07962	United States
Jennifer Allen (Director)	Vice President and Chief Financial Officer, Fairfax Financial Holdings Limited 95 Wellington Street West Suite 800 Toronto, Ontario M5J 2N7	Canada
Marc J. Adeo (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
Michael P. McTigue (Secretary)	Senior Vice President, General Counsel and Secretary, United States Fire Insurance Company 305 Madison Avenue Morristown, NJ 07962	United States
Olivier Quesnel (Director)	Vice President and Chief Actuary, Fairfax Financial Holdings Limited, 95 Wellington Street West, Suite 800 Toronto ON M5J 2N7	Canada

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

Peter Clarke (Director)	Vice President and Chief Operating Officer, Fairfax Financial Holdings Limited 95 Wellington Street West Suite 800 Toronto, Ontario M5J 2N7	Canada
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ANNEX O

**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
Alejandro Morales (Director)	Senior Vice President, United States Fire Insurance Company 305 Madison Avenue Morristown, NJ 07962	United States
Arleen A. Paladino (Senior Vice President, Chief Financial Officer and Director)	Executive Vice President, Chief Financial Officer and Treasurer, Crum & Forster Holdings Corp. 305 Madison Avenue Morristown, NJ 07962	United States
Carmine Scaglione (Senior Vice President and Controller)	Senior Vice President and Controller, United States Fire Insurance Company 305 Madison Avenue Morristown, NJ 07962	United States
George R. French (Treasurer and Vice President)	Treasurer and Vice President, United States Fire Insurance Company 305 Madison Avenue Morristown, NJ 07962	United States
Marc J. Adeo (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
Michael P. McTigue (Senior Vice President, General Counsel and Secretary)	Senior Vice President, General Counsel and Secretary, United States Fire Insurance Company 305 Madison Avenue Morristown, NJ 07962	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 The North River Insurance Company.

Name	Present Principal Occupation or Employment and the Name, Principal Business and Address of any Corporation or other Organization in which such employment is conducted	Citizenship
Alejandro Morales (Director)	Senior Vice President, United States Fire Insurance Company 305 Madison Avenue Morristown, NJ 07962	United States
Arleen A. Paladino (Senior Vice President, Chief Financial Officer and Director)	Executive Vice President, Chief Financial Officer and Treasurer, Crum & Forster Holdings Corp. 305 Madison Avenue Morristown, NJ 07962	United States
Carmine Scaglione (Senior Vice President and Controller)	Senior Vice President and Controller, United States Fire Insurance Company 305 Madison Avenue Morristown, NJ 07962	United States
George R. French (Treasurer and Vice President)	Treasurer and Vice President, United States Fire Insurance Company 305 Madison Avenue Morristown, NJ 07962	United States
Marc J. Adeo (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
Michael P. McTigue (Senior Vice President, General Counsel and Secretary)	Senior Vice President, General Counsel and Secretary, United States Fire Insurance Company 305 Madison Avenue Morristown, NJ 07962	United States

**DIRECTORS AND EXECUTIVE OFFICERS OF
ZENITH NATIONAL INSURANCE CORP.**

The following table sets forth certain information with respect to the directors and executive officers of Zenith National Insurance Corp.

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 (Director)	President and Chief Operating Officer, Fairfax Insurance Group 100 William Street, 5th Floor New York, New York 10038	United States
Antonio Gaitan (Executive Vice President, Chief Financial Officer and Treasurer)	Executive Vice President, Chief Financial Officer and Treasurer, Zenith Insurance Company 21255 Califa St. Woodland Hills, California 91367	United States
Chad J. Helin (Executive Vice President, General Counsel, Secretary and Director)	Executive Vice President, General Counsel and Director, Zenith Insurance Company 21255 Califa St. Woodland Hills, California 91367	United States
Davidson M. Pattiz (Executive Vice President and Chief Operating Officer)	Executive Vice President and Chief Operating Officer, Zenith Insurance Company 21255 Califa St. Woodland Hills, California 91367	United States
Jack D. Miller (Chairman and Director)	Chairman and Director, Zenith Insurance Company 21255 Califa St. Woodland Hills, California 91367	United States
Jennifer Allen (Director)	Vice President and Chief Financial Officer, Fairfax Financial Holdings Limited 95 Wellington Street West, Suite 800 Toronto, Ontario M5J 2N7	Canada
Kari L. Van Gundy (President, Chief Executive Officer and Director)	President, Chief Executive Officer and Director, Zenith Insurance Company 21255 Califa St. Woodland Hills, California 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
Olivier Quesnel (Director)	Vice President and Chief Actuary, Fairfax Financial Holdings Limited, 95 Wellington Street West, Suite 800 Toronto ON M5J 2N7	Canada

Peter Clarke (Director)	Vice President and Chief Operating Officer, Fairfax Financial Holdings Limited 95 Wellington Street West Suite 800 Toronto, Ontario M5J 2N7	Canada
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ANNEX R

**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
A. Mary Ames (Executive Vice President)	Executive Vice President, Zenith Insurance Company 21255 Califa St. Woodland Hills, California 91367	United States
Antonio Gaitan (Executive Vice President, Chief Financial Officer and Treasurer)	Executive Vice President, Chief Financial Officer and Treasurer, Zenith Insurance Company 21255 Califa St. Woodland Hills, California 91367	United States
Chad J. Helin (Executive Vice President, General Counsel and Director)	Executive Vice President, General Counsel and Director, Zenith Insurance Company 21255 Califa St. Woodland Hills, California 91367	United States
Craig C. Thomson (Executive Vice President)	Executive Vice President, Zenith Insurance Company 925 Highland Pointe Drive, Suite 250 Roseville, California 95678	United States
Davidson M. Pattiz (Executive Vice President and Chief Operating Officer)	Executive Vice President and Chief Operating Officer, Zenith Insurance Company 21255 Califa St. Woodland Hills, California 91367	United States
Eden M. Feder (Executive Vice President)	Executive Vice President, Zenith Insurance Company 21255 Califa St. Woodland Hills, California 91367	United States
Jack D. Miller (Chairman and Director)	Chairman and Director, Zenith Insurance Company	United States

21255 Califa St.
Woodland Hills, California 91367

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
Jason T. Clarke (Executive Vice President and Chief Actuary)	Executive Vice President and Chief Actuary, Zenith Insurance Company 21255 Califa St. Woodland Hills, California 91367	United States
Jonathan W. Lindsay (Executive Vice President)	Executive Vice President, Zenith Insurance Company 21255 Califa St. Woodland Hills, California 91367	United States
Kari L. Van Gundy (President, Chief Executive Officer and Director)	President, Chief Executive Officer and Director, Zenith Insurance Company 21255 Califa St. Woodland Hills, California 91367	United States
Michael F. Cunningham (Executive Vice President)	Executive Vice President, Zenith Insurance Company 21255 Califa St. Woodland Hills, California 91367	United States
Paul R. Ramont (Executive Vice President)	Executive Vice President, Zenith Insurance Company 21255 Califa St. Woodland Hills, California 91367	United States

ANNEX S

**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
Deborah A. Irving (Director, Executive Vice	Executive Vice President, Chief Financial Officer and Treasurer,	Canada

President, Chief Financial Officer and Treasurer)	RiverStone Resources LLC 250 Commercial Street, Suite 5000 Manchester, New Hampshire 03101	
Matthew W. Kunish (Executive Vice President and Chief Actuary)	Executive Vice President, Chief Actuary, RiverStone Resources LLC 250 Commercial Street, Suite 5000 Manchester, New Hampshire 03101	United Kingdom
Nicholas C. Bentley (Chairman, Chief Executive Officer, President and Director)	Chairman, Chief Executive Officer, President and Director, RiverStone Resources LLC 250 Commercial Street, Suite 5000 Manchester, New Hampshire 03101	United Kingdom
Nina Lynn Caroselli (Executive Vice President)	Executive Vice President, RiverStone Resources LLC 250 Commercial Street, Suite 5000 Manchester, New Hampshire 03101	United States
Richard J. Fabian (Executive Vice President, Chief Legal Officer and Director)	Executive Vice President and General Counsel, RiverStone Resources LLC 250 Commercial Street, Suite 5000 Manchester, New Hampshire 03101	United States
Robert Sampson (Executive Vice President and Director)	Executive Vice President, RiverStone Resources LLC 250 Commercial Street, Suite 5000 Manchester, New Hampshire 03101	United States

ANNEX T

**DIRECTORS AND EXECUTIVE OFFICERS OF
NORTHBRIDGE FINANCIAL CORPORATION**

The following table sets forth certain information with respect to the directors and executive officers of Northbridge Financial 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
Christopher Harness (Chief Information Officer)	Chief Information Officer, Northbridge Financial Corporation 105 Adelaide Street West, 7th Floor Toronto, Ontario M5H 1P9	Canada
Craig Pinnock (Director and Chief Financial Officer)	Chief Financial Officer, Northbridge Financial Corporation 105 Adelaide Street West, 7th Floor Toronto, Ontario M5H 1P9	Canada

Evan Di Bella (Senior Vice President, Claims)	Senior Vice President, Claims, Northbridge Financial Corporation 105 Adelaide Street West, 7th Floor Toronto, Ontario M5H 1P9	Canada
George Halkiotis (President, Federated Insurance)	President, Federated Insurance, Northbridge Financial Corporation 105 Adelaide Street West, 7th Floor Toronto, Ontario M5H 1P9	Canada
Jean-Francois Béliveau (Executive Vice President, Québec)	Executive Vice President, Québec, Northbridge Financial Corporation 105 Adelaide Street West, 7th Floor Toronto, Ontario M5H 1P9	Canada
Jennifer Allen (Director)	Vice President and Chief Financial Officer, Fairfax Financial Holdings Limited 95 Wellington Street West, Suite 800 Toronto, Ontario M5J 2N7	Canada
John Varnell (Director)	Vice President, Corporate Development, Fairfax Financial Holdings Limited 95 Wellington Street West Suite 800 Toronto, Ontario M5J 2N7	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
Lambert Morvan (Chief Operating Officer)	Chief Operating Officer, Northbridge Financial Corporation 105 Adelaide Street West, 7th Floor Toronto, Ontario M5H 1P9	Canada
Lori McDougall (Chief People and Strategy Officer)	Chief People and Strategy Officer, Northbridge Financial Corporation 105 Adelaide Street West, 7th Floor Toronto, Ontario M5H 1P9	Canada
Paul Gardner (Senior Vice President, Corporate Underwriting and Risk Services)	Senior Vice President, Corporate Underwriting and Risk Services, Northbridge Financial Corporation 105 Adelaide Street West, 7th Floor Toronto, Ontario M5H 1P9	Canada
Peter Clarke (Director)	Vice President and Chief Operating Officer, Fairfax Financial Holdings Limited 95 Wellington Street West Suite 800 Toronto, Ontario M5J 2N7	Canada

Robert J. Gunn (Director and Chairman of the Board)	Independent Business Consultant and Corporate Director, Toronto, Ontario, Canada	Canada
Sarah Bhanji (Chief Actuary)	Chief Actuary, Northbridge Financial Corporation 105 Adelaide Street West, 7th Floor Toronto, Ontario M5H 1P9	Canada
Silvy Wright (President, Chief Executive Officer and Director)	President and Chief Executive Officer, Northbridge Financial Corporation 105 Adelaide Street West, 7th Floor Toronto, Ontario M5H 1P9	Canada

ANNEX U

**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
Bryan S. Smith (Director)	Independent Business Consultant and Corporate Director, Toronto, Ontario, Canada	Canada
Christopher Harness (Chief Information Officer)	Chief Information Officer, Northbridge Financial Corporation 105 Adelaide Street West, 7th Floor Toronto, Ontario M5H 1P9	Canada
Craig Pinnock (Director and Chief Financial Officer)	Chief Financial Officer, Northbridge Financial Corporation 105 Adelaide Street West, 7th Floor Toronto, Ontario M5H 1P9	Canada
Evan Di Bella (Senior Vice President, Claims)	Senior Vice President, Claims, Northbridge Financial Corporation 105 Adelaide Street West, 7th Floor Toronto, Ontario M5H 1P9	Canada
George Halkiotis (President, Federated Insurance)	President, Federated Insurance, Northbridge Financial Corporation 105 Adelaide Street West, 7th Floor Toronto, Ontario M5H 1P9	Canada
Jennifer Allen (Director)	Vice President and Chief Financial Officer, Fairfax Financial Holdings Limited	Canada

95 Wellington Street West,
Suite 800
Toronto, Ontario M5J 2N7

John Varnell
(Director)

Vice President, Corporate Development,
Fairfax Financial Holdings Limited
95 Wellington Street West
Suite 800
Toronto, Ontario M5J 2N7

Canada

Lambert Morvan
(Chief Operating Officer)

Chief Operating Officer,
Northbridge Financial Corporation
105 Adelaide Street West, 7th Floor
Toronto, Ontario M5H 1P9

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
Lori McDougall (Chief People and Strategy Officer)	Chief People and Strategy Officer, Northbridge Financial Corporation 105 Adelaide Street West, 7th Floor Toronto, Ontario M5H 1P9	Canada
Robert J. Gunn (Director)	Independent Business Consultant and Corporate Director, Toronto, Ontario, Canada	Canada
Robert S. Weiss (Director)	Independent Business Consultant and Corporate Director, Toronto, Ontario, Canada	Canada
Sarah Bhanji (Chief Actuary)	Chief Actuary, Northbridge Financial Corporation 105 Adelaide Street West, 7th Floor Toronto, Ontario M5H 1P9	Canada
Silvy Wright (Chief Executive Officer and Director)	President and Chief Executive Officer, Northbridge Financial Corporation 105 Adelaide Street West, 7th Floor Toronto, Ontario M5H 1P9	Canada
Paul Gardner (Senior Vice President, Corporate Underwriting and Risk Services)	Senior Vice President, Corporate Underwriting and Risk Services, Northbridge Financial Corporation 105 Adelaide Street West, 7th Floor Toronto, Ontario M5H 1P9	Canada

**DIRECTORS AND EXECUTIVE OFFICERS OF
NORTHBRIDGE GENERAL INSURANCE CORPORATION**

The following table sets forth certain information with respect to the directors and executive officers of Northbridge General Insurance 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
Bryan S. Smith (Director)	Independent Business Consultant and Corporate Director, Toronto, Ontario, Canada	Canada
Christopher Harness (Chief Information Officer)	Chief Information Officer, Northbridge Financial Corporation 105 Adelaide Street West, 7th Floor Toronto, Ontario M5H 1P9	Canada
Craig Pinnock (Director and Chief Financial Officer)	Chief Financial Officer, Northbridge Financial Corporation 105 Adelaide Street West, 7th Floor Toronto, Ontario M5H 1P9	Canada
Evan Di Bella (Senior Vice President, Claims)	Senior Vice President, Claims, Northbridge Financial Corporation 105 Adelaide Street West, 7th Floor Toronto, Ontario M5H 1P9	Canada
Jean-Francois Béliveau (Executive Vice President, Québec)	Executive Vice President, Québec, Northbridge Financial Corporation 105 Adelaide Street West, 7th Floor Toronto, Ontario M5H 1P9	Canada
Jennifer Allen (Director)	Vice President and Chief Financial Officer, Fairfax Financial Holdings Limited 95 Wellington Street West, Suite 800 Toronto, Ontario M5J 2N7	Canada
John Varnell (Director)	Vice President, Corporate Development, Fairfax Financial Holdings Limited 95 Wellington Street West Suite 800 Toronto, Ontario M5J 2N7	Canada
Lambert Morvan (Chief Operating Officer)	Chief Operating Officer, Northbridge Financial Corporation 105 Adelaide Street West, 7th Floor Toronto, Ontario M5H 1P9	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
Lori McDougall (Chief People and Strategy Officer)	Chief People and Strategy Officer, Northbridge Financial Corporation 105 Adelaide Street West, 7th Floor Toronto, Ontario M5H 1P9	Canada
Paul Gardner (Senior Vice President, Corporate Underwriting and Risk Services)	Senior Vice President, Corporate Underwriting and Risk Services, Northbridge Financial Corporation 105 Adelaide Street West, 7th Floor Toronto, Ontario M5H 1P9	Canada
Robert J. Gunn (Director)	Independent Business Consultant and Corporate Director, Toronto, Ontario, Canada	Canada
Robert S. Weiss (Director)	Independent Business Consultant and Corporate Director, Toronto, Ontario, Canada	Canada
Sarah Bhanji (Chief Actuary)	Chief Actuary, Northbridge Financial Corporation 105 Adelaide Street West, 7th Floor Toronto, Ontario M5H 1P9	Canada
Silvy Wright (President, Chief Executive Officer and Director)	President and Chief Executive Officer, Northbridge Financial Corporation 105 Adelaide Street West, 7th Floor Toronto, Ontario M5H 1P9	Canada

ANNEX W

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

The following table sets forth certain information with respect to the directors and executive officers of Verassure 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
Bryan S. Smith (Director)	Independent Business Consultant and Corporate Director, Toronto, Ontario, Canada	Canada
Christopher Harness (Chief Information Officer)	Chief Information Officer, Northbridge Financial Corporation 105 Adelaide Street West, 7th Floor Toronto, Ontario M5H 1P9	Canada

Craig Pinnock (Director and Chief Financial Officer)	Chief Financial Officer, Northbridge Financial Corporation 105 Adelaide Street West, 7th Floor Toronto, Ontario M5H 1P9	Canada
Evan Di Bella (Senior Vice President, Claims)	Senior Vice President, Claims, Northbridge Financial Corporation 105 Adelaide Street West, 7th Floor Toronto, Ontario M5H 1P9	Canada
Jean-Francois Béliveau (Executive Vice President, Québec)	Executive Vice President, Québec, Northbridge Financial Corporation 105 Adelaide Street West, 7th Floor Toronto, Ontario M5H 1P9	Canada
Jennifer Allen (Director)	Vice President and Chief Financial Officer, Fairfax Financial Holdings Limited 95 Wellington Street West, Suite 800 Toronto, Ontario M5J 2N7	Canada
John Varnell (Director)	Vice President, Corporate Development, Fairfax Financial Holdings Limited 95 Wellington Street West Suite 800 Toronto, Ontario M5J 2N7	Canada
Lambert Morvan (Chief Operating Officer)	Chief Operating Officer, Northbridge Financial Corporation 105 Adelaide Street West, 7th Floor Toronto, Ontario M5H 1P9	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
Lori McDougall (Chief People and Strategy Officer)	Chief People and Strategy Officer, Northbridge Financial Corporation 105 Adelaide Street West, 7th Floor Toronto, Ontario M5H 1P9	Canada
Paul Gardner (Senior Vice President, Corporate Underwriting and Risk Services)	Senior Vice President, Corporate Underwriting and Risk Services, Northbridge Financial Corporation 105 Adelaide Street West, 7th Floor Toronto, Ontario M5H 1P9	Canada
Robert J. Gunn (Director)	Independent Business Consultant and Corporate Director, Toronto, Ontario, Canada	Canada
Robert S. Weiss (Director)	Independent Business Consultant and Corporate Director, Toronto, Ontario, Canada	Canada

Sarah Bhanji (Chief Actuary)	Chief Actuary, Northbridge Financial Corporation 105 Adelaide Street West, 7th Floor Toronto, Ontario M5H 1P9	Canada
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Silvy Wright (President, Chief Executive Officer and Director)	President and Chief Executive Officer, Northbridge Financial Corporation 105 Adelaide Street West, 7th Floor Toronto, Ontario M5H 1P9	Canada
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ANNEX X

**DIRECTORS AND EXECUTIVE OFFICERS OF
1102952 B.C. UNLIMITED LIABILITY COMPANY**

The following table sets forth certain information with respect to the directors and executive officers of 1102952 B.C. Unlimited Liability 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
John Varnell (Director)	Vice President, Corporate Development, Fairfax Financial Holdings Limited 95 Wellington Street West, Suite 800 Toronto, Ontario M5J 2N7	Canada

ANNEX Y

**DIRECTORS AND EXECUTIVE OFFICERS OF
ALLIED WORLD ASSURANCE COMPANY HOLDINGS, LTD**

The following table sets forth certain information with respect to the directors and executive officers of Allied World Assurance Company Holdings, Ltd.

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
Graham Collis (Director)	Retired	Bermuda
Jean Cloutier (Director)	Vice President, International Operations, Fairfax Financial Holdings Limited	Canada

95 Wellington Street West
Suite 800
Toronto, Ontario M5J 2N7

Ken Miner
(Director)

EVP & Global Head, Capital Markets,
OMERS Administration Corporation
Royal Bank Plaza, North Tower
200 Bay Street, Suite 2300, PO Box 92
Toronto, Ontario M5J 2J2

Canada

Louis Iglesias
(Chairman of the Board of
Directors, President & Chief
Executive Officer)

Chairman of the Board of Directors, President & Chief
Executive Officer,
Allied World Assurance Company Holdings, Ltd
199 Water Street, 26th Floor
New York, NY 10038

United States

Michael McCrimmon
(Director and Vice Chairman)

Director and Vice Chairman,
Allied World Assurance Company Holdings I, Ltd
27 Richmond Road
Pembroke HM 08
Bermuda

Canada

Scott Hunter
(Director)

Retired

Bermuda

ANNEX Z

**DIRECTORS AND EXECUTIVE OFFICERS OF
ALLIED WORLD ASSURANCE COMPANY HOLDINGS I, LTD**

The following table sets forth certain information with respect to the directors and executive officers of Allied World Assurance Company Holdings I, Ltd.

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
Colm Singleton (Head of Bermuda Office; Executive Vice President, Head of Bermuda and Global Markets Claims Group)	Head of Bermuda Office; Executive Vice President, Head of Bermuda and Global Markets Claims Group, Allied World Assurance Company Holdings I, Ltd 27 Richmond Road Pembroke HM 08 Bermuda	Bermuda
Louis Iglesias (Director)	Chairman of the Board of Directors, President & Chief Executive Officer, Allied World Assurance Company Holdings, Ltd 199 Water Street, 26th Floor New York, NY 10038	United States
Michael McCrimmon (Director and Vice Chairman)	Director and Vice Chairman, Allied World Assurance Company Holdings I, Ltd	Canada

27 Richmond Road
Pembroke HM 08
Bermuda

Wesley Dupont
(Director)

Chief Operating Officer,
Allied World Assurance Company Holdings, Ltd
199 Water Street, 26th Floor
New York, NY 10038

United States

ANNEX AA

**DIRECTORS AND EXECUTIVE OFFICERS OF
ALLIED WORLD ASSURANCE COMPANY, LTD**

The following table sets forth certain information with respect to the directors and executive officers of Allied World Assurance Company, Ltd.

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
Colm Singleton (Head of Bermuda Office; Executive Vice President, Head of Bermuda and Global Markets Claims Group)	Head of Bermuda Office; Executive Vice President, Head of Bermuda and Global Markets Claims Group, Allied World Assurance Company Holdings I, Ltd 27 Richmond Road Pembroke HM 08 Bermuda	Bermuda
John Bender (Director)	CEO, Global Reinsurance, Allied World Assurance Company Holdings, Ltd 199 Water Street, 26th Floor New York, NY 10038	United States
Louis Iglesias (Director)	Chairman of the Board of Directors, President & Chief Executive Officer, Allied World Assurance Company Holdings, Ltd 199 Water Street, 26th Floor New York, NY 10038	United States
Michael McCrimmon (Director and Vice Chairman)	Director and Vice Chairman, Allied World Assurance Company Holdings I, Ltd 27 Richmond Road Pembroke HM 08 Bermuda	Canada
Wesley Dupont (Director)	Chief Operating Officer, Allied World Assurance Company Holdings, Ltd 199 Water Street, 26th Floor New York, NY 10038	United States

**DIRECTORS AND EXECUTIVE OFFICERS OF
ALLIED WORLD ASSURANCE HOLDINGS (IRELAND) LTD**

The following table sets forth certain information with respect to the directors and executive officers of Allied World Assurance Holdings (Ireland) Ltd.

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
Jim O'Mahoney (Director)	Retired	Ireland
Lee Dwyer (Director and President)	Director and President, Allied World Assurance Holdings (Ireland) Ltd 3rd Floor, Georges Quay Plaza Georges Quay Dublin 2	United Kingdom
Sean Hehir (Director)	Retired	Ireland
Wesley Dupont (Director)	Chief Operating Officer, Allied World Assurance Company Holdings, Ltd 199 Water Street, 26th Floor New York, NY 10038	United States

**DIRECTORS AND EXECUTIVE OFFICERS OF
ALLIED WORLD ASSURANCE HOLDINGS (U.S.) INC.**

The following table sets forth certain information with respect to the directors and executive officers of Allied World Assurance Holdings (U.S.) Inc.

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
John Bender (Director and CEO, Global Reinsurance)	CEO, Global Reinsurance, Allied World Assurance Company Holdings, Ltd 199 Water Street, 26th Floor New York, NY 10038	United States

Louis Iglesias (Director and President & Chief Executive Officer)	Chairman of the Board of Directors, President & Chief Executive Officer, Allied World Assurance Company Holdings, Ltd 199 Water Street, 26th Floor New York, NY 10038	United States
Wesley Dupont (Director and Chief Operating Officer)	Chief Operating Officer, Allied World Assurance Company Holdings, Ltd 199 Water Street, 26th Floor New York, NY 10038	United States

ANNEX DD

**DIRECTORS AND EXECUTIVE OFFICERS OF
ALLIED WORLD INSURANCE COMPANY**

The following table sets forth certain information with respect to the directors and executive officers of Allied World 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
Christian Gravier (President, North America Professional Lines)	President, North America Professional Lines, Allied World Insurance Company 199 Water Street, 26th Floor New York, NY 10038	United States
John Bender (Director)	CEO, Global Reinsurance, Allied World Assurance Company Holdings, Ltd 199 Water Street, 26th Floor New York, NY 10038	United States
Joseph Cellura (President, North America Casualty)	President, North America Casualty, Allied World Insurance Company 199 Water Street, 26th Floor New York, NY 10038	United States
Kevin Marine (President & Chief Underwriting Officer, Global Reinsurance)	President & Chief Underwriting Officer, Global Reinsurance, Allied World Insurance Company 199 Water Street, 26th Floor New York, NY 10038	United States
Louis Iglesias (Director)	Chairman of the Board of Directors, President & Chief Executive Officer, Allied World Assurance Company Holdings, Ltd 199 Water Street, 26th Floor New York, NY 10038	United States
Robert Bowden (Executive Vice President, Global Insurance)	Executive Vice President, Global Insurance, Allied World Insurance Company	United States

550 Hope Street, Suite 1825
Los Angeles, CA 90071

Wesley Dupont
(Director)

Chief Operating Officer,
Allied World Assurance Company Holdings, Ltd
199 Water Street, 26th Floor
New York, NY 10038

United States

ANNEX EE

**DIRECTORS AND EXECUTIVE OFFICERS OF
AW UNDERWRITERS INC.**

The following table sets forth certain information with respect to the directors and executive officers of AW Underwriters Inc.

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
Christian Gravier (President, North America Professional Lines)	President, North America Professional Lines, Allied World Insurance Company 199 Water Street, 26th Floor New York, NY 10038	United States
John Bender (Director)	CEO, Global Reinsurance, Allied World Assurance Company Holdings, Ltd 199 Water Street, 26th Floor New York, NY 10038	United States
Joseph Cellura (President, North America Casualty)	President, North America Casualty, Allied World Insurance Company 199 Water Street, 26th Floor New York, NY 10038	United States
Louis Iglesias (Director)	Chairman of the Board of Directors, President & Chief Executive Officer, Allied World Assurance Company Holdings, Ltd 199 Water Street, 26th Floor New York, NY 10038	United States
Robert Bowden (Executive Vice President, Global Insurance)	Executive Vice President, Global Insurance, Allied World Insurance Company 550 Hope Street, Suite 1825 Los Angeles, CA 90071	United States
Wesley Dupont (Director)	Chief Operating Officer, Allied World Assurance Company Holdings, Ltd 199 Water Street, 26th Floor New York, NY 10038	United States

**DIRECTORS AND EXECUTIVE OFFICERS OF
ALLIED WORLD SPECIALTY INSURANCE COMPANY**

The following table sets forth certain information with respect to the directors and executive officers of Allied World Specialty 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
Christian Gravier (President, North America Professional Lines)	President, North America Professional Lines, Allied World Insurance Company 199 Water Street, 26th Floor New York, NY 10038	United States
John Bender (Director)	CEO, Global Reinsurance, Allied World Assurance Company Holdings, Ltd 199 Water Street, 26th Floor New York, NY 10038	United States
Joseph Cellura (President, North America Casualty)	President, North America Casualty, Allied World Insurance Company 199 Water Street, 26th Floor New York, NY 10038	United States
Louis Iglesias (Director)	Chairman of the Board of Directors, President & Chief Executive Officer, Allied World Assurance Company Holdings, Ltd 199 Water Street, 26th Floor New York, NY 10038	United States
Robert Bowden (Executive Vice President, Global Insurance)	Executive Vice President, Global Insurance, Allied World Insurance Company 550 Hope Street, Suite 1825 Los Angeles, CA 90071	United States
Wesley Dupont (Director)	Chief Operating Officer, Allied World Assurance Company Holdings, Ltd 199 Water Street, 26th Floor New York, NY 10038	United States

**DIRECTORS AND EXECUTIVE OFFICERS OF
CRC REINSURANCE LIMITED**

The following table sets forth certain information with respect to the directors and executive officers of CRC Reinsurance 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
Alistair Dent (Director)	Director, Wentworth Insurance Company Ltd. Pine Commercial Centre #12 Pine Commercial The Pine, St. Michael	United Kingdom
Janice Burke (Vice President and General Manager)	Vice President and General Manager, Wentworth Insurance Company Ltd. Pine Commercial Centre #12 Pine Commercial The Pine, St. Michael	United States
Jean Cloutier (Director)	Vice President, International Operations, Fairfax Financial Holdings Limited 95 Wellington Street West Suite 800 Toronto, Ontario, M5J 2N7	Canada
Lisl Lewis (Director)	Director, Wentworth Insurance Company Ltd. Pine Commercial Centre #12 Pine Commercial The Pine, St. Michael	Barbados
Niall Tully (Vice President and Chief Financial Officer)	Vice President and Chief Financial Officer, ffh Management Services First Floor 25-28 Adelaide Road Dublin 2	Ireland
Paul Mulvin (Vice President)	Vice President, ffh Management Services First Floor 25-28 Adelaide Road Dublin 2	Ireland

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
Paula Alleyne (Senior Manager, Treasury & Financial Reporting)	Senior Manager Treasury & Financial Reporting, Wentworth Insurance Company Ltd. Pine Commercial Centre	Barbados

	#12 Pine Commercial The Pine, St. Michael	
Ronald Schokking (Chairman)	Independent Business Consultant, Ontario, Canada	Canada
Sammy S.Y. Chan (Vice President)	Vice President, Fairfax Asia Limited Room 4111, 41st Floor Hopewell Centre, No. 183 Queen's Road East, Wanchai,	Hong Kong
William P. Douglas (Director)	Director, Wentworth Insurance Company Ltd. Pine Commercial Centre #12 Pine Commercial The Pine, St. Michael	Barbados

Exhibit Index

Exhibit No.	Description
Ex. 5:	Members of filing group.
Ex. 8.3:	Joint filing agreement dated as of August 25, 2021 between V. Prem Watsa, The Second 810 Holdco Ltd., The Second 1109 Holdco Ltd., The Sixty Two Investment Company Limited, 12002574 Canada Inc., Fairfax Financial Holdings Limited, FFHL Group Ltd., Fairfax (Barbados) International Corp., Wentworth Insurance Company Ltd., Brit Limited, Brit Insurance Holdings Limited, Brit UW Limited, Brit Reinsurance (Bermuda) Limited, Fairfax (US) Inc., Crum & Forster Holdings Corp., United States Fire Insurance Company, The North River Insurance Company, Zenith National Insurance Corp., Zenith Insurance Company, TIG Insurance Company, Northbridge Financial Corporation, Federated Insurance Company of Canada, Northbridge General Insurance Corporation, Verasure Insurance Company, 1102952 B.C. Unlimited Liability Company, Allied World Assurance Company Holdings, Ltd, Allied World Assurance Company Holdings I, Ltd, Allied World Assurance Company, Ltd, Allied World Assurance Holdings (Ireland) Ltd, Allied World Assurance Holdings (U.S.) Inc., Allied World Insurance Company, AW Underwriters Inc., Allied World Specialty Insurance Company and CRC Reinsurance Limited.
Ex. 9:	Power of attorney, dated March 9, 2020 (incorporated by reference to Exhibit 8 to the Schedule 13D filed by certain of the Reporting Persons with the SEC on March 9, 2020).
Ex. 10:	Form of Asset Value Loan Note Agreement among Fairfax Financial Holdings Limited, as Promisor and applicable Riverstone Europe Company, as Payee and Hamblin Watsa Investment Counsel Ltd., as HWIC.

MEMBERS OF FILING GROUP

V. Prem Watsa
The Second 810 Holdco Ltd.
The Second 1109 Holdco Ltd.
The Sixty Two Investment Company Limited
12002574 Canada Inc.
Fairfax Financial Holdings Limited
FFHL Group Ltd.
Fairfax (Barbados) International Corp.
Wentworth Insurance Company Ltd.
Brit Limited
Brit Insurance Holdings Limited
Brit UW Limited
Brit Reinsurance (Bermuda) Limited
Fairfax (US) Inc.
Crum & Forster Holdings Corp.
United States Fire Insurance Company
The North River Insurance Company
Zenith National Insurance Corp.
Zenith Insurance Company
TIG Insurance Company
Northbridge Financial Corporation
Federated Insurance Company of Canada
Northbridge General Insurance Corporation
Verasure Insurance Company
1102952 B.C. Unlimited Liability Company
Allied World Assurance Company Holdings, Ltd
Allied World Assurance Company Holdings I, Ltd
Allied World Assurance Company, Ltd
Allied World Assurance Holdings (Ireland) Ltd
Allied World Assurance Holdings (U.S.) Inc.
Allied World Insurance Company
AW Underwriters Inc.
Allied World Specialty Insurance Company
CRC Reinsurance Limited

CUSIP No. 003687209

AGREEMENT CONCERNING JOINT FILING
OF SCHEDULE 13D

The undersigned agree as follows:

(i) each of them is individually eligible to use the Schedule 13D/A to which this Exhibit is attached, and such Schedule 13D/A is filed on behalf of each of them; and

(ii) each of them is responsible for the timely filing of such Schedule 13D/A and any amendments thereto, and for the completeness and accuracy of the information concerning such person contained therein; but none of them is responsible for the completeness or accuracy of the information concerning the other person making the filing, unless such person knows or has reason to believe that such information is inaccurate.

This Agreement may be executed in any number of counterparts, each of which shall be deemed to be an original, but all of which, taken together, shall constitute one and the same instrument.

Dated: August 25, 2021

V. PREM WATSA

/s/ V. Prem Watsa

THE SECOND 810 HOLDCO LTD.

By: /s/ V. Prem Watsa

Name: V. Prem Watsa

Title: President

THE SECOND 1109 HOLDCO LTD.

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

12002574 CANADA INC.

By: /s/ V. Prem Watsa

Name: V. Prem Watsa

Title: President

FFHL GROUP LTD.

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

FAIRFAX (BARBADOS) INTERNATIONAL CORP.

By: /s/ Peter Clarke
Name: Peter Clarke
Title: Attorney-in-Fact pursuant to Power of Attorney attached to this Schedule 13D

TIG INSURANCE COMPANY

By: /s/ Peter Clarke
Name: Peter Clarke
Title: Attorney-in-Fact pursuant to Power of Attorney attached to this Schedule 13D

THE NORTH RIVER INSURANCE COMPANY

By: /s/ Peter Clarke
Name: Peter Clarke
Title: Attorney-in-Fact pursuant to Power of Attorney attached to this Schedule 13D

UNITED STATES FIRE INSURANCE COMPANY

By: /s/ Peter Clarke
Name: Peter Clarke
Title: Attorney-in-Fact pursuant to Power of Attorney attached to this Schedule 13D

CRUM & FORSTER HOLDINGS CORP.

By: /s/ Peter Clarke
Name: Peter Clarke
Title: Attorney-in-Fact pursuant to Power of Attorney attached to this Schedule 13D

FEDERATED INSURANCE COMPANY OF CANADA

By: /s/ Peter Clarke
Name: Peter Clarke
Title: Attorney-in-Fact pursuant to Power of Attorney attached to this Schedule 13D

WENTWORTH INSURANCE COMPANY LTD.

By: /s/ Peter Clarke
Name: Peter Clarke
Title: Attorney-in-Fact pursuant to Power of Attorney attached to this Schedule 13D

NORTHBRIDGE GENERAL INSURANCE CORPORATION

By: /s/ Peter Clarke

Name: Peter Clarke

Title: Attorney-in-Fact pursuant to Power of Attorney attached to this Schedule 13D

FAIRFAX FINANCIAL HOLDINGS LIMITED

By: /s/ Peter Clarke

Name: Peter Clarke

Title: Vice President and Chief Operating Officer

FAIRFAX (US) INC.

By: /s/ Peter Clarke

Name: Peter Clarke

Title: Attorney-in-Fact pursuant to Power of Attorney attached to this Schedule 13D

CRC REINSURANCE LIMITED

By: /s/ Peter Clarke

Name: Peter Clarke

Title: Attorney-in-Fact pursuant to Power of Attorney attached to this Schedule 13D

ALLIED WORLD ASSURANCE COMPANY HOLDINGS, LTD

By: /s/ Peter Clarke

Name: Peter Clarke

Title: Attorney-in-Fact pursuant to Power of Attorney attached to this Schedule 13D

ALLIED WORLD ASSURANCE COMPANY HOLDINGS I, LTD

By: /s/ Peter Clarke

Name: Peter Clarke

Title: Attorney-in-Fact pursuant to Power of Attorney attached to this Schedule 13D

ALLIED WORLD ASSURANCE COMPANY, LTD

By: /s/ Peter Clarke

Name: Peter Clarke

Title: Attorney-in-Fact pursuant to Power of Attorney attached to this Schedule 13D

ALLIED WORLD ASSURANCE HOLDINGS (IRELAND) LTD

By: /s/ Peter Clarke

Name: Peter Clarke
Title: Attorney-in-Fact pursuant to Power of Attorney attached to this Schedule 13D

ALLIED WORLD ASSURANCE HOLDINGS (U.S.) INC.

By: /s/ Peter Clarke
Name: Peter Clarke
Title: Attorney-in-Fact pursuant to Power of Attorney attached to this Schedule 13D

ALLIED WORLD INSURANCE COMPANY

By: /s/ Peter Clarke
Name: Peter Clarke
Title: Attorney-in-Fact pursuant to Power of Attorney attached to this Schedule 13D

AW UNDERWRITERS INC.

By: /s/ Peter Clarke
Name: Peter Clarke
Title: Attorney-in-Fact pursuant to Power of Attorney attached to this Schedule 13D

1102952 B.C. UNLIMITED LIABILITY COMPANY

By: /s/ Peter Clarke
Name: Peter Clarke
Title: Attorney-in-Fact pursuant to Power of Attorney attached to this Schedule 13D

ALLIED WORLD SPECIALTY INSURANCE COMPANY

By: /s/ Peter Clarke
Name: Peter Clarke
Title: Attorney-in-Fact pursuant to Power of Attorney attached to this Schedule 13D

NORTHBRIDGE FINANCIAL CORPORATION

By: /s/ Peter Clarke
Name: Peter Clarke
Title: Attorney-in-Fact pursuant to Power of Attorney attached to this Schedule 13D

ZENITH INSURANCE COMPANY

By: /s/ Peter Clarke
Name: Peter Clarke
Title: Attorney-in-Fact pursuant to Power of Attorney attached to this Schedule 13D

VERASSURE INSURANCE COMPANY

By: /s/ Peter Clarke

Name: Peter Clarke

Title: Attorney-in-Fact pursuant to Power of Attorney attached to this Schedule 13D

ZENITH NATIONAL INSURANCE CORP.

By: /s/ Peter Clarke

Name: Peter Clarke

Title: Attorney-in-Fact pursuant to Power of Attorney attached to this Schedule 13D

BRIT REINSURANCE (BERMUDA) LIMITED

By: /s/ Mark Allan

Name: Mark Allan

Title: Director

BRIT LIMITED

By: /s/ Mark Allan

Name: Mark Allan

Title: Chief Financial Officer and Director

BRIT UW LIMITED

By: /s/ Mark Allan

Name: Mark Allan

Title: Director

BRIT INSURANCE HOLDINGS LIMITED

By: /s/ Mark Allan

Name: Mark Allan

Title: Director

SHEARMAN & STERLING

Dated _____ **2020**

FAIRFAX FINANCIAL HOLDINGS LIMITED, as Promisor

- and -

[GATLAND BIDCO LIMITED], as Payee

- and -

HAMBLIN WATSA INVESTMENT COUNSEL LTD., as HWIC

Asset Value Loan Note¹

¹ Note: This Note represents the agreed form of the Notes that will be issued on Completion pursuant to the SPA, and at the time of issuance will be split into Notes for each Affiliated/Strategic Asset

SHEARMAN & STERLING

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THIS INSTRUMENT (the "**Instrument**") is made by deed on _____ 2021,

BETWEEN

- (1) **FAIRFAX FINANCIAL HOLDINGS LIMITED**, a company incorporated in Canada whose registered office is at 95 Wellington Street West, Suite 800, Toronto, Ontario, M5J 2N7, Canada (the "**Promisor**");
- (2) **HAMBLIN WATSA INVESTMENT COUNSEL LTD.** a company incorporated in Canada and whose registered office is at 95 Wellington Street West, Suite 802, Toronto, Ontario, Canada, M5J 2N7 ("**HWIC**"); and
- (3) **[GATLAND BIDCO LIMITED]**, a private company incorporated in Jersey with registered number 132662 and whose registered office is at 27 Esplanade, St Helier, Jersey JE1 1SG (the "**Payee**").

WHEREAS:

(A) On 2 December 2020, the Promisor and the Payee entered into a share sale and purchase agreement (the "**SPA**"), under which Fairfax Financial Holdings Limited and certain Affiliates agreed to sell and Gatland Bidco Limited agreed to purchase the entire share capital of RiverStone (Barbados) Ltd (the "**Target**") and a number of the Target's subsidiaries for such consideration as is set out in the SPA (the "**Consideration**").

(B) The Consideration has been calculated on the basis of, amongst other things, the value of the Affiliated/Strategic Assets as at the Asset Value Date. The Promisor has therefore agreed to issue this Instrument by way of assurance of the value of the Affiliated/Strategic Assets until such time as such assets are purchased by or sold at the direction of HWIC.

IT IS AGREED as follows:

1. DEFINITIONS AND INTERPRETATION

In this Instrument, unless the context otherwise requires, the following expressions shall have the following meanings.

"**Affiliate**" means, with respect to any person, any other person which, directly or indirectly, (a) Controls the first person, (b) is Controlled by the first person, or (c) is under common Control with the first person.

"**Affiliated/Strategic Assets**" means the assets set out in Schedule 1, provided that any asset once disposed of will cease to be an Affiliated/Strategic Asset.

"**Asset Value Date**" means 31 December 2019.

"**Base Asset Value**" means the value as at 31 December 2019 of the Affiliated/Strategic Asset as listed in Schedule 1.

"**Business Day**" has the meaning given to this term in the SPA.

"**Call Option Notice**" has the meaning given to this term in Clause 5.5.

1

"**Completion**" has the meaning given to this term in the SPA.

"**Costs**" means any costs or amounts incurred, paid or to be paid by a member of the Target Group in connection with (i) committed capital contributions in respect of the investment in Brookfield Capital Fund IV, and (ii) any indemnification or similar provision relating to Argentinian Peso to US Dollar foreign exchange risk in respect of the investment in Atlas Corp., each of which investments being Affiliated/Strategic Assets. [*Note: Costs to be included in notes issued in respect of relevant assets only*]

"**Control**" means (i) in relation to a person that is a corporation or limited liability company, the ownership, directly or indirectly, of (A) voting securities of the person carrying more than fifty percent (50%) of the voting rights attaching to all voting securities of the person and which are sufficient, if exercised, to elect a majority of its board of directors or managing officers, as applicable, or (B) shares in the capital stock of the person or warrants or other rights to acquire shares in the capital stock of the person representing greater than fifty percent (50%) of the economic value of the person; (ii) in relation to a person that is a partnership, limited partnership, trust or other similar entity, the ownership, directly or indirectly, of (A) ownership interests of such person carrying more than fifty percent (50%) of the voting rights attaching to all voting ownership interests of the person or, in the case of a limited partnership, ownership of voting securities of the general partner of such limited partnership carrying more than fifty percent (50%) of the voting rights attaching to all voting securities of the general partner and which are sufficient, if exercised, to elect a majority of its board of directors or (B) ownership interests representing greater than fifty percent (50%) of the economic value of the person; and (iii) in relation to any other person, the ownership of securities or other interests entitling the holder to exercise direction over the management and policies of the person (and "**Controls**" and "**Controlled**" are defined accordingly).

"**Distributions**" means the aggregate amount of all and any payments (including dividends and any interest thereon) and capital payments (including redemption monies and any interest thereon) received by a member of the Target Group in cash and in respect of any shares, units, fund or partnership interest, bonds, debentures, convertible instruments or any other instrument or security relating to an Affiliated/Strategic Asset, but not including any payments received in respect of the sale or transfer of the Affiliated/Strategic Assets pursuant to Clauses 5 or 6 or otherwise.

"**Encumbrance**" means any mortgage, charge (fixed or floating), mortgage, pledge, lien, option, claim, power of sale, hypothecation, usufruct, retention of title, right to acquire, right of conversion, right of refusal, right of pre-emption, assignment by way of security or trust arrangement for the purpose of providing security or other security interest (whether conditional or not) of any kind to a third party or any agreement to create any of the foregoing.

"**Exchange Rate**" with respect to a particular currency means, as of any date, the rate at which a currency other than United States currency may be exchanged into US\$, as set forth at, or as near as possible to, 4:00 p.m. New York City time on such date on the Reuters World Currency Page for such currency or, in the event that such rate does not appear on the applicable Reuters currency page, the spot rate of exchange of Bank of America N.A. in the market where its foreign currency exchange operations in respect of such currency are then being conducted at, or as near as possible to, 4:00 p.m. New York City time.

"**Fixed Amount**" means \$[•] [*Note: The Fixed Amount will be dealt with through the issue of a separate note on completion (for the Fixed Amount only), rather than being apportioned across the Notes.*]

"**Guaranteed Affiliated Asset Value**" means for each Affiliated/Strategic Asset, the Base Asset Value plus interest on such amount at an annualised rate of 3% (compounding annually) on a straight line basis assuming a 360 day year accruing from but excluding the Asset Value Date up to and including the date of calculation, calculated in US\$.

"**HWIC**" means Hamblin Watsa Investment Counsel Ltd.

"**Law**" has the meaning given to this term in the SPA.

"**Liquidity Cap**" means £[•] for 2021 and £[•] for 2022, and which shall apply on an aggregate basis for this Instrument together with all Similar Instruments.

"**Liquidity Requirements**" means the anticipated liquidity needs of the Target Group to pay claims, as necessary, during the applicable Quarter.

"**Liquidity Event Notice**" has the meaning given to this term in 5.1.

"**Liquidity Schedule**" has the meaning given to this term in Clause 5.2.

"**Payable Amount**" means:

- (a) At Completion, an amount, calculated in US\$ using the Exchange Rate, equal to (i) the sum of the Guaranteed Affiliated Asset Values that results from using the Completion Date as the date of calculation; LESS (ii) the aggregate actual value of the Affiliated/Strategic Assets at Completion (using the Valuation Methodology) PLUS the Fixed Amount, provided that if this results in a negative number, the Payable Amount is US\$0; and
- (b) After Completion, the Revised Payable Amount, provided that the amount calculated in accordance with (a) above shall be the Payable Amount until the first Valuation Certificate is delivered,

in either case reduced (on a consistent basis but without any double counting) following any and all purchases of any Affiliated/Strategic Asset by a Promisor Managed Acquiror, or such other disposal to a third-party approved by HWIC in writing, which occurs subsequent to issuance of the most recent Valuation Certificate (or if no Valuation Certificate has been issued, Completion) by an amount equal to (i) the Guaranteed Affiliated Asset Value(s) of the relevant Affiliated/Strategic Asset(s) disposed of LESS (ii) the actual value(s) (calculated in US\$ using the Exchange Rate) of the relevant Affiliated/Strategic Asset(s) disposed of, in each case as used in the preparation of the most recent Valuation Certificate (or if no Valuation Certificate has been issued, as at Completion) and as shown in the relevant Payment Certificate.

"**Payment Certificate**" has the meaning given to this term in Clause 3.5.

"**Previous Quarter End**" means the last calendar day in the Quarter immediately preceding the relevant Quarter.

"**Promisor Managed Acquiror**" means the Promisor or such Affiliate of the Promisor that is designated from time to time by HWIC.

"**Put Option Notice**" has the meaning given to this term in Clause 5.6.

"Quarter" means each of the following periods: 1 January to 31 March, 1 April to 30 June, 1 July to 30 September and 1 October to 31 December.

"Revised Payable Amount" means the amount set out in the latest Valuation Certificate that has been delivered by the Promisor to the Payee, as calculated in accordance with Clause 3.4.

"Similar Instruments" means any other instrument issued on substantially the same terms as this Instrument in respect of Affiliated/Strategic Assets as defined and set out in the SPA.

"Target Group" has the meaning given to this term in the SPA.

"Taxes" has the meaning given to this term in the SPA.

"Valuation Certificate" has the meaning given to this term in Clause 3.1.

"Valuation Methodology" means the valuation basis used by the relevant legal entity in which the asset is held at the relevant date, which as at the date of this Instrument shall be consistent with the basis used to calculate the value of the Affiliated/Strategic Assets at the Asset Value Date (which is fair market value (consistent with UK GAAP) other than for Fairfax Middle East Holdings Inc. which is valued at cost consistent with the basis on which it is recognised in the balance sheet of TIG Insurance (Barbados) Limited).

1.2 In this Instrument:

- (a) the division into Recitals, Clauses and Schedules and the insertion of headings are for convenience of reference only and shall not affect the construction or interpretation of this Instrument;
- (b) a reference to a paragraph in a Schedule is, unless otherwise stated, a reference to a paragraph in that Schedule or, where that Schedule is split into parts, a reference to a paragraph in that part of that Schedule;
- (c) a reference to a document (including, without limitation, this Instrument) is a reference to that document as amended, varied, supplemented or novated from time to time (in each case, other than in breach of the provisions of such document);
- (d) the words "**hereto**", "**herein**", "**hereof**", "**hereby**" and "**hereunder**" and similar expressions refer to this Instrument as a whole and not to any particular section or portion of it. References to a Recital, Clause or Schedule are to a recital, clause of, or schedule to, this Instrument (and references to this Instrument include the Schedules). unless otherwise specifically provided;
- (e) words in the singular include the plural and vice versa and words in one gender include all genders;
- (f) any phrase introduced by the terms "**including**", "**include**", "**in particular**" or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms;
- (g) a reference to "£" shall be a reference to Pounds Sterling, being the lawful currency of the United Kingdom.
- (h) unless otherwise specified, references in this Instrument to a statute or statutory provision, requirement of law or governmental consent shall be deemed to include any instrument, order, regulation or direction made or issued under it and shall be deemed to refer to such statute, requirement of law or governmental consent as the same may be amended, supplemented or otherwise modified from time to time except to the extent that any amendment, re-enactment or modification made or coming into effect after the date of this Instrument would impose any new or extended obligation, liability or restriction on, or otherwise adversely affect the rights of any Party under this Instrument;

- (i) each reference to a Party shall be deemed to include that Party's successors and permitted assigns;
- (j) each reference to "**days**" means calendar days unless the term "Business Day" is used.
- (k) references to a "**person**" include any individual, partnership, limited partnership, joint venture, syndicate, sole proprietorship, company or corporation with or without share capital, limited liability company, unincorporated association, trust, joint venture, trustee, executor, administrator or other personal legal representative, governmental authority or other entity however designated or constituted;
- (l) references to a "**company**" include any company or other body corporate, wherever and however incorporated or established;
- (m) references to "**in writing**" (or any similar expression) shall include any modes of reproducing words in a legible and non-transitory form (including, for the avoidance of doubt, through electronic mail);
- (n) unless the context requires otherwise, words and expressions defined in or having a meaning provided in the Companies Act 2006 shall have the same meaning in this Instrument;
- (o) references to any English legal term for any action, remedy, method of judicial proceeding, legal document, legal status, court, official, or any legal concept or thing shall in respect of any jurisdiction other than England be deemed to include what most nearly approximates in that jurisdiction to the English legal term;
- (p) general words introduced by the word "**other**" shall not be given a restrictive meaning by reason of the fact that they are preceded by words indicating a particular class of acts, matters or things and general words shall not be given a restrictive meaning by reason of the fact that they are followed by particular examples intended to be embraced by the general words;
- (q) references to times of the day are to the time in London, United Kingdom (unless otherwise expressly specified); and
- (r) the wording of this Instrument shall be construed without regard to any presumption or rule requiring construction or interpretation against the Party drafting or causing any instrument to be drafted.

2. AMOUNT

- 2.1 For value received, at the Payee's election to be notified in writing to the Promisor no earlier than the earlier to occur of: a) 31 December 2023; and b) the date that all of the Affiliated/Strategic Assets have been sold by the Target Group, the Promisor promises to pay to the Payee the Payable Amount, if any, within 5 Business Days of receipt of such election (the "**Due Date**").

3. VALUATION CERTIFICATES

- 3.1 For the first full Quarter after Completion, and for each successive Quarter thereafter until this Instrument is terminated, the Promisor will deliver to the Payee, as soon as reasonably practicable from the start of the Quarter, and in any event no more than 60 days after the start of the Quarter, a certificate which sets out the Revised Payable Amount for that Quarter (a "**Valuation Certificate**").

- 3.2 If the Payee disagrees with the calculation of the Revised Payable Amount included in the Valuation Certificate (including any disagreement in relation to the Valuation Methodology and its application), the Payee shall notify the Promisor as soon as reasonably practicable following receipt of the Valuation Certificate of its reasonably detailed good faith calculation of

the Revised Payable Amount. The Promisor and HWIC shall provide to the Payee all information and documents reasonably required in order to determine the calculation of the Revised Payable Amount.

3.3 If the Promisor and the Payee cannot reach an agreement on the Revised Payable Amount within 10 Business Days following delivery of the Valuation Certificate, the Parties shall jointly appoint one (1) of the Big Four Firms (the "**Appointed Firm**") to determine the Revised Payable Amount (applying the Valuation Methodology) within 20 Business Days of its appointment. The Appointed Firm shall act as expert and not arbitrator and its determination shall (in the absence of manifest error or fraud) be final and binding. The Promisor, HWIC and the Payee each shall provide to the Appointed Firm (and the Promisor shall procure that each member of the Target Group provides to the Appointed Firm) all information and documents reasonably required in order to determine the calculation of the Revised Payable Amount. The Appointed Firm shall have the authority to allocate its fees between the Promisor and the Payee, and in the absence of such allocation, the Promisor and the Payee shall split the costs equally.

3.4 In a Valuation Certificate, the Revised Payable Amount will be calculated as the amount equal to:

(a) the amount that results from the following equation (i) the sum of the Guaranteed Affiliated Asset Values for all Affiliated/Strategic Assets that results from using the Previous Quarter End as the date of calculation, LESS (ii) the actual value of all the Affiliated/Strategic Assets at the time of the Previous Quarter End (using the Valuation Methodology) PLUS the Fixed Amount; LESS

(b) any Distributions (where applicable converted into US\$ at the Exchange Rate on the day of receipt of the Distributions) received by the Payee or its Affiliates in respect of all of the Affiliated/Strategic Assets by the Previous Quarter End; PLUS

(c) any Costs,

provided that if this results in a negative number, the Revised Payable Amount shall be US\$0.

3.5 After the completion of a sale of any Affiliated/Strategic Asset(s) by the Target Group, the Promisor or HWIC will deliver, as soon as reasonably practicable after the date of the disposal, a certificate which sets out:

(a) the price at which the sale occurred prior to the deduction of any applicable Taxes but less in the case of a disposal under Clause 6 the amount, if any, by which the price on sale exceeds the Guaranteed Affiliated Asset Value (which shall be separately itemised);

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(b) the Guaranteed Affiliated Asset Value of the relevant Affiliated/Strategic Asset(s) at the time of the sale;

(c) the Guaranteed Affiliated Asset Value of the relevant Affiliated/Strategic Asset as used in the preparation of the most recent Valuation Certificate (or if no Valuation Certificate has been issued, as at Completion); and

(d) the actual value of the relevant Affiliated/Strategic Asset(s) as used in the preparation of the most recent Valuation Certificate (or if no Valuation Certificate has been issued, as at Completion),

(a "**Payment Certificate**").

3.6 For the purpose of performing the calculations in this Clause 3, amounts not in US\$ shall be converted into US\$ on the date of such calculation using the Exchange Rate.

3.7 Until this Note terminates, the Promisor will continue to operate the PAM system and will procure that the Payee is given continued access to the ePAM investment ledger on a basis consistent with the access granted to the Target Group prior to Completion and which the Promisor will maintain on a basis consistent with past practice prior to Completion.

4. GOVERNANCE

4.1 After Completion:

(a) the Affiliated/Strategic Assets may only be disposed with the prior approval of HWIC or otherwise pursuant to the terms of this Note. The Affiliated/Strategic Assets and this Note will be permitted to be transferred among the Target Group (which shall be deemed to include any transfer to or deposit in any trust in respect of Funds at Lloyds (FAL)) provided that in respect of the transfer of Affiliated/Strategic Assets:

(i) the Payee will notify HWIC prior to any such transfer and if HWIC, acting reasonably, objects to the transfer, both HWIC and the Payee will consult in good faith in respect of the negative implications HWIC considers would occur as a result of such transfer occurring and which were the reason for the objection (which may include structuring issues, securities laws filings and limitations under existing shareholder agreements relating to the Affiliated/Strategic Assets) and the transfer shall not be completed unless such implications have been resolved to HWIC's satisfaction, acting reasonably, provided that if the Payee acts reasonably in considering the steps necessary for such resolution and uses its reasonable endeavours to implement any reasonable resolution but HWIC does not so consent to the transfer of Affiliated/Strategic Assets within 15 Business Days of the Payee notifying HWIC pursuant to this Clause 4.1(a)(i), then the Payee shall be entitled to effect such transfer; and

(ii) the Payee will be responsible for making any filings or entering into any deeds or similar of adherence which arise as a result of such transfer, and HWIC will provide reasonably required information and cooperation in respect of the same, and the Payee and the Promisor will, or will cause their respective Affiliates to, deliver such transfers or take such actions as are necessary to complete any such transfer of this Note;

(b) the Payee or relevant member of the Target Group to whom an Affiliated/Strategic Asset has been transferred shall be entitled to pledge, grant an Encumbrance over the Affiliated/Strategic Asset or this Note, including in respect of Funds at Lloyds (FAL), provided however that: (i) such Encumbrance will be released prior to the transfer of the Affiliated/Strategic Assets to a Promisor Managed Acquiror as contemplated by Clause 5; and (ii) the nature of any such Encumbrance will be substantially consistent with the nature of Encumbrances granted and debt incurred by members of the Target Group in past practice; and

(c) prior to their purchase by the Promisor or its Affiliates, HWIC will have the right (without charge or expense to the Target Group) to have operational control over the Affiliated/Strategic Assets (but not the right to grant any Encumbrance over the Affiliated/Strategic Assets), including having sole control over all voting and related matters involving the Affiliated/Strategic Assets, other than where the exercise of such right could reasonably be expected, in the opinion of the Payee, to result in liability, regulatory breach or material reputational damage for any member of the Target Group, the Buyer or any Affiliate of the Buyer (which for the purposes of this Clause 4.1(c) shall be as defined in the SPA, (the "**Voting Rights**"), and for this purpose the Payee shall procure the appointment of HWIC either as its proxy or the granting of a voting power of attorney in customary form within 5 Business Days of request by HWIC. HWIC shall indemnify the Payee and each member of the Target Group for any cost, liability or loss which arises to the Payee or member of the Target Group as a result of HWIC exercising its control over the Affiliated/Strategic Assets under this Clause 4.1(c).

4.2 The Payee shall, and shall procure that the Target Group shall, use their reasonable endeavours to assist HWIC with any regulatory filings that may need to be completed in connection with any publicly announced transactions.

5. PUT/CALL OPTIONS

5.1 On or before 31 December 2022, and once per Quarter, the Payee or its Affiliate may issue a notice to the Promisor (which may be issued on an aggregated basis in respect of the same provision in any Similar Instrument) setting out the details of the Liquidity Requirements and requiring the Promisor to procure the purchase by a Promisor Managed Acquiror of Affiliated/Strategic Assets necessary to address the Liquidity Requirements (the "**Liquidity Event Notice**") the selection of which will be at the sole discretion of HWIC, with a price calculated in accordance with Clause 5.3 equal to the amount set out in the

Liquidity Event Notice as required by the Target Group to pay claims, as necessary during the applicable Quarter, provided that the Promisor shall only be required to procure such disposal or acquisition if:

(a) the aggregate amount of proceeds received by the Payee or its Affiliates in respect of the Affiliated/Strategic Assets purchased pursuant to all previous Liquidity Event Notices has not exceeded, and will not exceed as a result of the current Liquidity Event Notice, the applicable Liquidity Cap; and

(b) the Liquidity Requirements, when taken together with the other Liquidity Requirements which have arisen in that Quarter, is consistent with the Liquidity Schedule (as defined below) to the extent a Liquidity Schedule has been agreed between the Promisor and the Payee.

5.2 Promptly following Completion, the Promisor and the Payee or its Affiliate will work together in good faith to agree, and subsequently update as required, a schedule of the liquidity needs of the Target Group and therefore the likely needs for the Payee or its Affiliates to issue any Liquidity Event Notices (a "**Liquidity Schedule**").

5.3 Subject to the proviso in Clause 5.1, upon receipt of a Liquidity Event Notice, the Promisor shall procure that HWIC notifies the Payee of the Affiliated/Strategic Assets that will be purchased by the Promisor Managed Acquiror (an "**HWIC Notice**") and the purchase price for such assets shall be an amount equal to:

(a) the Guaranteed Affiliated Asset Value for the identified Affiliated/Strategic Assets that results from using the date of the applicable Liquidity Event Notice as the date of calculation; LESS

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(b) any Distributions (where applicable converted to US\$ at the Exchange Rate on the day of receipt of the Distributions) received by the Payee or its Affiliates in respect of such Affiliated/Strategic Assets by the date of the applicable Liquidity Event Notice; PLUS

(c) any Costs,

provided that if this results in a negative number, the purchase price is US\$0,

and completion of the sale and purchase of the relevant Affiliated/Strategic Assets shall take place as soon as reasonably practicable following the delivery of the HWIC Notice, and in any event within 15 Business Days of such notice, or such longer time period as is necessary to obtain any mandatory regulatory clearances or approvals. On such completion: (i) the Payee and the Promisor will, or will cause their respective Affiliates or purchasing third party to, deliver such transfers or take such actions as are necessary to complete the sale and purchase of relevant Affiliated/Strategic Assets; (ii) the Payee will cause such assets to be transferred by the relevant member of the Target Group free from all Encumbrances; and (iii) the Promisor will pay or cause to be paid the purchase price to the Payee.

5.4 If HWIC fails to deliver an HWIC Notice, the Payee shall be entitled to select those Affiliated/Strategic Assets it requires to be sold so as to deliver proceeds as are at least equal to (but shall exceed by the minimum practicable amount) the amount set out in the Liquidity Event Notice, and will give written notice of its selection to the Promisor and such notice shall be deemed an HWIC Notice.

5.5 On or before 31 December 2022, HWIC on behalf of the Promisor may deliver one or more notices (each a "**Call Option Notice**") to the Payee requiring it to procure the sale of certain Affiliated/Strategic Assets set out in the Call Option Notice to a Promisor Managed Acquiror at a purchase price (which may either be in cash or, subject to Clause 5.8, investment assets) equal to:

(a) the Guaranteed Affiliated Asset Value that results from using the date of the applicable Call Option Notice as the date of calculation; LESS

- (b) any Distributions (where applicable converted to US\$ at the Exchange Rate on the day of receipt of the Distributions) received by the Payee or its Affiliates in respect of such Affiliated/Strategic Assets by the date of the applicable Call Option Notice; PLUS
 - (c) any Costs,
- provided that if this results in a negative number, the purchase price is US\$0.

5.6 Without prejudice to the rights of the Payee under 4.1(a), if the Promisor has not served a Call Option Notice in respect of all of the Affiliated/Strategic Assets on or before the date falling 15 Business Days prior to 31 December 2022, then, at the Payee's election to be notified in writing to the Promisor on or before the date falling 7 Business Days prior to 31 December 2022, the Payee or its Affiliate may deliver a notice (which may be issued on an aggregated basis in respect of the same provision in any Similar Instrument) (a "**Put Option Notice**") to the Promisor requiring it to procure the purchase by a Promisor Managed Acquiror of all, but not some only, of the Affiliated/Strategic Assets at a purchase price (which may either be in cash or, subject to Clause 5.8, investment assets) equal to:

- (a) the Guaranteed Affiliated Asset Value that results from using the date of the Put Option Notice as the date of calculation; LESS
 - (b) any Distributions (where applicable converted to US\$ at the Exchange Rate on the day of receipt of the Distributions) received by the Payee or its Affiliates in respect of all of the Affiliated/Strategic Assets by the date of the Put Option Notice; PLUS
 - (c) any Costs,
- provided that if this results in a negative number, the purchase price is US\$0.

5.7 Completion of the sale and purchase of the relevant Affiliated/Strategic Assets shall take place as soon as reasonably practicable following the delivery of the Call Option Notice or Put Option Notice, as applicable, and in any event within 15 Business Days or such longer time period as is necessary to obtain any mandatory regulatory clearances or approvals. On such completion: (i) The Payee and the Promisor will, or will cause their respective Affiliates or purchasing third party to, deliver such transfers or take such actions as are necessary to complete the sale and purchase of relevant Affiliated/Strategic Assets; (ii) the Payee will cause such assets to be transferred by the relevant member of the Target Group free from all Encumbrances; and (iii) the Promisor will pay or cause to be paid the purchase price to the Payee.

5.8 If the Promisor wishes to settle the amounts payable on completion of the Call Option or the Put Option through the transfer of investment assets rather than the payment of cash, then the Promisor will give written notice of such fact no later than 5 Business Days prior to completion of the Call Option or Put Option, as the case may be, such notice to give details of those investment assets the Promisor intends to transfer to the Payee in satisfaction of its obligation to pay amounts equal to the Guaranteed Affiliated Asset Values. The Payee will give consideration to and discuss such proposal with the Promisor, but will be under no obligation to accept payment through the transfer of investment assets in lieu of cash.

5.9 If the Payee reasonably determines that any of the Affiliated/Strategic Assets to be transferred as set out in:

- (a) a Call Option Notice cannot be transferred free from Encumbrances on completion of their transfer under Clause 5.7; or
- (b) an HWIC Notice cannot be transferred free from Encumbrances on completion of their transfer under Clause 5.3,

in each case due to being embargoed or encumbered pursuant to applicable Laws (and the Payee shall in any event use all reasonable endeavours to procure the release of Encumbrances over such assets), the Promisor and the Payee will work in good faith to select alternative Affiliated/Strategic Assets which can be transferred on such completion free from Encumbrances, and in the absence of such agreement the Call Option Notice or the HWIC Notice, as applicable,

shall be deemed not to have been given (and completion the of the transfer of those assets set out in the Call Option Notice or HWIC Notice shall not occur).

6. DISPOSAL PAYMENT OBLIGATION

6.1 Within 5 Business Days of completion of the sale of any Affiliated/Strategic Asset by the Target Group that has been approved by HWIC other than pursuant to Clause 5, the Promisor (or an Affiliate thereof) will pay to the Payee an amount equal to:

- (a) the amount that results from the following equation: (i) the Guaranteed Affiliated Asset Value for that Affiliated/Strategic Asset that results from using the date of completion of sale as the date of calculation, LESS (ii) the amount received as consideration for such Affiliated/Strategic Asset prior to the deduction of any applicable Taxes (where applicable converted to US\$ at the Exchange Rate on the day of receipt of the consideration); LESS
- (b) any Distributions (where applicable converted to US\$ at the Exchange Rate on the day of receipt of the Distributions) received by the Payee or its Affiliates in respect of such Affiliated/Strategic Asset prior to the completion of sale; PLUS
- (c) any Costs,

provided that if this results in a negative number, the amount payable is US\$0 and Clause 6.2 shall apply as applicable.

6.2 If on a sale of an Affiliated/Strategic Asset by the Target Group that has been approved by HWIC other than pursuant to Clause 5 the proceeds received as consideration for that Affiliated/Strategic Asset together with any Distributions is greater than the Guaranteed Affiliated Asset Value for that Affiliated/Strategic Asset, then within 5 Business days of receipt by the Target Group of the cash proceeds of that sale, the Payee shall pay to the Promisor an amount equal to the amount by which the Proceeds are in excess of the Guaranteed Affiliated Asset Value or, at the Promisor's election, the Payee may retain such amount as a payment or part payment for the purchase of any further Affiliated/Strategic Assets under Clause 5.

7. INTEREST

Interest shall not accrue on this Instrument, save that if the Promisor fails to pay under this Instrument on the Due Date, then the Promisor shall pay interest accruing at the rate of 10% per annum on the Principal Amount from and including the Due Date until the date of actual payment in full of the Principal Amount and all interest accrued under this promissory note. Such interest shall accrue on a daily basis and shall be payable immediately on demand.

8. PAYMENTS

8.1 All payments shall be made in US\$ in immediately cleared funds in full and without any deduction or withholding, other than any deduction or withholding required by law, to the account notified in writing to the other Party.

8.2 If the Promisor has received a notice from the Payee or an Affiliate of the Payee pursuant to clause 4.4 of the Vendor Loan Note, any amount due and payable and unpaid under this Instrument may be reduced by the amount set off by the Payee or Affiliate of the Payee under such notice. The Promisor and the Payee will work, and will procure that their respective Affiliates will, work together in good faith to give effect to such set-off (including by executing any documents reasonably required to do so efficiently from an accounting and/or tax perspective).

9. RANKING OF THE ASSET VALUE LOAN NOTES

9.1 This Instrument and each Similar Instrument shall rank *pari passu* equally without discrimination or preference among themselves and as an unsubordinated and unsecured debt obligation of the Promisor, including ranking at least equally alongside any unsubordinated and unsecured debt of the Promisor.

10. WARRANTIES AND UNDERTAKINGS

10.1 The Promisor warrants that as at the date of this Instrument it holds a rating of at least Baa3 from Moody's and BBB- from S&P. If at any time such rating is not maintained by the Promisor, or in the reasonable opinion of the Promisor there is a reasonable likelihood of such rating not being maintained, then the Promisor promptly will give notice of such fact to the Payee, and the Parties will work together in good faith to find a solution that would ensure that the Target Group is not disadvantaged by any such downgrade or potential downgrade and taking into account any impact on the regulatory capital position of the Target Group resulting from such downgrade or potential downgrade, provided that the foregoing shall not, after having discussed the possibility of any collateral support arrangements in good faith, place a binding obligation on Fairfax to implement any cash, letter or credit or similar collateral support arrangements.

10.2 Each Party will, from time to time at the request of the other Party, execute and deliver all such further documents and perform or cause to be performed such further acts or things as may be reasonably required to give full effect to, and carry out or better evidence or perfect the intent of, this Instrument and the notices that may be delivered pursuant to the terms of this Instrument.

11. THIRD PARTY RIGHTS

11.1 Clauses 5.5, 5.7 and 5.8 are intended to benefit Fairfax Financial Holdings Inc. and each such Clause shall be enforceable by such entity to the fullest extent permitted by law, subject to the other terms and conditions of this Agreement.

12. TERMINATION

12.1 This Instrument shall terminate automatically without requiring any further actions by any of the parties hereto:

- (a) upon completion of the payment of all amounts owing under it following completion of the sale by the Target Group of all of the Affiliated/Strategic Assets; or
- (b) if mutually agreed in writing between the parties.

13. WAIVER

13.1 The Promisor hereby waives presentment, demand for payment, notice of dishonour, protest and any and all other notices or demands in connection with the delivery, acceptance, performance, default or enforcement of this Instrument.

14. GOVERNING LAW AND JURISDICTION

14.1 This Instrument (together with all documents to be entered into pursuant to it which are not expressed to be governed by another law) and all matters (including without limitation, any contractual or non-contractual obligation) arising from or in connection with it are governed by, and to be construed and take effect in accordance with, English law.

14.2 The courts of England and Wales have exclusive jurisdiction to settle any claim, dispute or matter of difference which may arise out of or in connection with this Instrument (including without limitation claims for set-off or counterclaim) or the legal relationships established by this Instrument and no Party shall attempt to assert the contrary.

15. AGENT FOR SERVICE OF PROCESS

15.1 The Promisor irrevocably appoints Brit Limited of The Leadenhall Building, 122 Leadenhall Street, London, EC3V 4AB, in each case as its agent for service of process in England.

15.2 The Payee irrevocably appoints TMF Global Services (UK) Limited of 8th Floor, 20 Farringdon Street, London EC4A 4AB, in each case as its agent for service of process in England.

15.3 If any person appointed as agent for service of process ceases to act as such the relevant party shall immediately appoint another person to accept service of process on its behalf in England and notify the other party of such appointment in writing. If it fails to do so within ten (10) Business Days the other party shall be entitled by notice to the relevant party to appoint a replacement agent for service of process.

16. **ASSIGNMENT**

16.1 The Payee shall be permitted to assign or transfer any or all of its rights under this agreement in respect of an Affiliated/Strategic Asset to the member of the Target Group that holds such Affiliated/Strategic Asset, provided that the aggregate liability of the Promisor shall not be increased as a result of such assignment.

16.2 The Promisor shall be permitted to assign or transfer any or all of its rights under this agreement to any of its Affiliates.

16.3 The rights and obligations of the Promisor under this Agreement may be divided into participations, syndicated or otherwise apportioned between Promisor Managed Acquirors on any terms as HWIC and the Promisor may agree, provided always that (i) the Promisor will remain the primary obligor in respect of all its obligations hereunder, and (ii) in all cases provided that the Payee does not suffer any reduction in rights or increase in obligations as a result of the such division, participation or syndication.

17. **EXECUTION AND DELIVERY**

17.1 This instrument may be executed and delivered in counterparts and by PDF or other reliable electronic transmission.

18. **HWIC APPOINTMENT AS AGENT**

18.1 HWIC shall be authorized to act as the sole agent for the Promisor under this Instrument and the Payee and Target Group shall be authorized to act on all instructions received by HWIC on behalf of the Promisor.

This Instrument has been entered into as a deed on the date stated at the beginning of it.

**SCHEDULE 1
AFFILIATED/STRATEGIC ASSETS**

[To list the relevant Affiliated/Strategic Asset from the SPA to which this Note relates, together with the Base Asset Value]

**EXECUTED and DELIVERED as a DEED by
FAIRFAX FINANCIAL HOLDINGS LIMITED**
in the presence of:

Authorised Signatory

Witness signature: _____

Witness name: _____

Witness address: _____

Witness occupation: _____

[Asset Value Loan Note – Signature Page]

**EXECUTED and DELIVERED as a DEED by
HAMBLIN WATSA INVESTMENT COUNSEL LTD.**
in the presence of:

Authorised Signatory

Witness signature: _____
Witness name: _____
Witness address: _____

Witness occupation: _____

[Asset Value Loan Note – Signature Page]

**EXECUTED and DELIVERED as a DEED by
[PAYEE]**
in the presence of:

Director

Witness signature: _____
Witness name: _____
Witness address: _____

Witness occupation: _____

[Asset Value Loan Note – Signature Page]
