

Seaspans CORP
Form SC 13D
February 26, 2018

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

Seaspans Corporation

(Name of Issuer)

Class A Common Shares

(Title of Class of Securities)

Y75638109

(CUSIP Number)

Paul Rivett

President

Fairfax Financial Holdings Limited

95 Wellington Street West, Suite 800

Toronto, Ontario, Canada, M5J 2N7

Telephone: (416) 367-4941

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

- With a copy to -

Jason R. Lehner

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Shearman & Sterling LLP

Commerce Court West

199 Bay Street, Suite 4405

Toronto, Ontario M5L 1E8

Telephone (416) 360-8484

February 14, 2018

(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 that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box o.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

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).

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CUSIP No. Y75638109

13D

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

V. PREM WATSA

2 Check the Appropriate Box if a Member of a Group

(a)

(b)

3 SEC Use Only

4 Source of Funds

OO

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

6 Citizenship or Place of Organization

CANADIAN

7 Sole Voting Power

0

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8 Shared Voting Power

39,139,560

9 Sole Dispositive Power

0

10 Shared Dispositive Power

39,139,560

11 Aggregate Amount Beneficially Owned by Each Reporting Person

39,139,560

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

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

24.1%

14 Type of Reporting Person

IN

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CUSIP No. Y75638109

13D

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

THE ONE ONE ZERO NINE HOLDCO LIMITED

2 Check the Appropriate Box if a Member of a Group

(a) o
 (b) x

3 SEC Use Only

4 Source of Funds

OO

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

6 Citizenship or Place of Organization

ONTARIO

7 Sole Voting Power
0

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8 Shared Voting Power
39,139,560

9 Sole Dispositive Power
0

10 Shared Dispositive Power
39,139,560

11 Aggregate Amount Beneficially Owned by Each Reporting Person
39,139,560

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

13 Percent of Class Represented by Amount in Row (11)
24.1%

14 Type of Reporting Person

CO

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CUSIP No. Y75638109

13D

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

THE SIXTY TWO INVESTMENT COMPANY LIMITED

2 Check the Appropriate Box if a Member of a Group

(a) o
 (b) x

3 SEC Use Only

4 Source of Funds

OO

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

6 Citizenship or Place of Organization

BRITISH COLUMBIA

7 Sole Voting Power
0

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8 Shared Voting Power
38,461,539

9 Sole Dispositive Power
0

10 Shared Dispositive Power
38,461,539

11 Aggregate Amount Beneficially Owned by Each Reporting Person
38,461,539

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

13 Percent of Class Represented by Amount in Row (11)
23.7%

14 Type of Reporting Person

CO

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CUSIP No. Y75638109

13D

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

FAIRFAX FINANCIAL HOLDINGS LIMITED

2 Check the Appropriate Box if a Member of a Group

(a) o
 (b) x

3 SEC Use Only

4 Source of Funds

OO

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

6 Citizenship or Place of Organization

CANADA

7 Sole Voting Power
0

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8 Shared Voting Power
38,461,539

9 Sole Dispositive Power
0

10 Shared Dispositive Power
38,461,539

11 Aggregate Amount Beneficially Owned by Each Reporting Person
38,461,539

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

13 Percent of Class Represented by Amount in Row (11)
23.7%

14 Type of Reporting Person

CO

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CUSIP No. Y75638109

13D

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

FFHL GROUP LTD.

2 Check the Appropriate Box if a Member of a Group

(a) o
 (b) x

3 SEC Use Only

4 Source of Funds

OO

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

6 Citizenship or Place of Organization

CANADA

7 Sole Voting Power
0

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8 Shared Voting Power
29,230,769

9 Sole Dispositive Power
0

10 Shared Dispositive Power
29,230,769

11 Aggregate Amount Beneficially Owned by Each Reporting Person
29,230,769

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

13 Percent of Class Represented by Amount in Row (11)
18.0%

14 Type of Reporting Person

CO

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CUSIP No. Y75638109

13D

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

FAIRFAX (US) INC.

2 Check the Appropriate Box if a Member of a Group

(a) o
 (b) x

3 SEC Use Only

4 Source of Funds
 OO

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

6 Citizenship or Place of Organization

DELAWARE

7 Sole Voting Power
 0

Number of
 Shares
 Beneficially
 Owned by
 Each
 Reporting
 Person With

8 Shared Voting Power
 14,153,846

9 Sole Dispositive Power
 0

10 Shared Dispositive Power
 14,153,846

11 Aggregate Amount Beneficially Owned by Each Reporting Person
 14,153,846

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

13 Percent of Class Represented by Amount in Row (11)
 8.7%

14 Type of Reporting Person
 CO

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CUSIP No. Y75638109

13D

- 1 Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only)
ZENITH NATIONAL INSURANCE CORP.
- 2 Check the Appropriate Box if a Member of a Group
(a)
(b)
- 3 SEC Use Only
- 4 Source of Funds
OO
- 5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e).
- 6 Citizenship or Place of Organization
DELAWARE
- | | | |
|---|----|-------------------------------------|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 7 | Sole Voting Power
0 |
| | 8 | Shared Voting Power
769,231 |
| | 9 | Sole Dispositive Power
0 |
| | 10 | Shared Dispositive Power
769,231 |
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
769,231
- 12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares
- 13 Percent of Class Represented by Amount in Row (11)
0.5%
- 14 Type of Reporting Person
CO

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CUSIP No. Y75638109

13D

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

ZENITH INSURANCE COMPANY

2 Check the Appropriate Box if a Member of a Group

(a) o
 (b) x

3 SEC Use Only

4 Source of Funds
 OO

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

6 Citizenship or Place of Organization

CALIFORNIA

7 Sole Voting Power
 0

Number of
 Shares
 Beneficially
 Owned by
 Each
 Reporting
 Person With

8 Shared Voting Power
 769,231

9 Sole Dispositive Power
 0

10 Shared Dispositive Power
 769,231

11 Aggregate Amount Beneficially Owned by Each Reporting Person
 769,231

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

13 Percent of Class Represented by Amount in Row (11)
 0.5%

14 Type of Reporting Person
 CO

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CUSIP No. Y75638109

13D

- 1 Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only)
 ODYSSEY US HOLDINGS INC.
- 2 Check the Appropriate Box if a Member of a Group
 (a)
 (b)
- 3 SEC Use Only
- 4 Source of Funds
 OO
- 5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e).
- 6 Citizenship or Place of Organization
 DELAWARE
- | | | |
|---|----|--|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 7 | Sole Voting Power
0 |
| | 8 | Shared Voting Power
11,076,923 |
| | 9 | Sole Dispositive Power
0 |
| | 10 | Shared Dispositive Power
11,076,923 |
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
 11,076,923
- 12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares
- 13 Percent of Class Represented by Amount in Row (11)
 6.8%
- 14 Type of Reporting Person
 CO

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CUSIP No. Y75638109

13D

- 1 Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only)
 ODYSSEY RE HOLDINGS CORP.
- 2 Check the Appropriate Box if a Member of a Group
 (a) o
 (b) x
- 3 SEC Use Only
- 4 Source of Funds
 OO
- 5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e). o
- 6 Citizenship or Place of Organization
 DELAWARE
- | | | | |
|---|----|--|------------|
| | 7 | Sole Voting Power | 0 |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 8 | Shared Voting Power | 11,076,923 |
| | 9 | Sole Dispositive Power | 0 |
| | 10 | Shared Dispositive Power | 11,076,923 |
| | 11 | Aggregate Amount Beneficially Owned by Each Reporting Person | 11,076,923 |
- 12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares o
- 13 Percent of Class Represented by Amount in Row (11)
 6.8%
- 14 Type of Reporting Person
 CO

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CUSIP No. Y75638109

13D

1	Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only)
	ODYSSEY REINSURANCE COMPANY
2	Check the Appropriate Box if a Member of a Group
	(a) <input type="radio"/>
	(b) <input checked="" type="radio"/>
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="radio"/>
6	Citizenship or Place of Organization
	CONNECTICUT
7	Sole Voting Power
	0
8	Shared Voting Power
	11,076,923
9	Sole Dispositive Power
	0
10	Shared Dispositive Power
	11,076,923
11	Aggregate Amount Beneficially Owned by Each Reporting Person
	11,076,923
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares <input type="radio"/>
13	Percent of Class Represented by Amount in Row (11)
	6.8%
14	Type of Reporting Person
	CO

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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CUSIP No. Y75638109

13D

- 1 Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only)
 CRUM & FORSTER HOLDINGS CORP.
- 2 Check the Appropriate Box if a Member of a Group
 (a) o
 (b) x
- 3 SEC Use Only
- 4 Source of Funds
 OO
- 5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e). o
- 6 Citizenship or Place of Organization
 DELAWARE
- | | | |
|---|----|---------------------------------------|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 7 | Sole Voting Power
0 |
| | 8 | Shared Voting Power
2,307,692 |
| | 9 | Sole Dispositive Power
0 |
| | 10 | Shared Dispositive Power
2,307,692 |
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
 2,307,692
- 12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares o
- 13 Percent of Class Represented by Amount in Row (11)
 1.4%
- 14 Type of Reporting Person
 CO

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CUSIP No. Y75638109

13D

- 1 Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only)
 UNITED STATES FIRE INSURANCE COMPANY
- 2 Check the Appropriate Box if a Member of a Group
 (a) o
 (b) x
- 3 SEC Use Only
- 4 Source of Funds
 OO
- 5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e). o
- 6 Citizenship or Place of Organization
 DELAWARE
- | | | | |
|---|----|--|-----------|
| | 7 | Sole Voting Power | 0 |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 8 | Shared Voting Power | 2,307,692 |
| | 9 | Sole Dispositive Power | 0 |
| | 10 | Shared Dispositive Power | 2,307,692 |
| | 11 | Aggregate Amount Beneficially Owned by Each Reporting Person | 2,307,692 |
- 12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares o
- 13 Percent of Class Represented by Amount in Row (11)
 1.4%
- 14 Type of Reporting Person
 CO

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CUSIP No. Y75638109

13D

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

RIVERSTONE HOLDINGS LIMITED

2 Check the Appropriate Box if a Member of a Group

(a) o
 (b) x

3 SEC Use Only

4 Source of Funds
 OO

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

6 Citizenship or Place of Organization

UNITED KINGDOM

7 Sole Voting Power
 0

Number of
 Shares
 Beneficially
 Owned by
 Each
 Reporting
 Person With

8 Shared Voting Power
 2,000,000

9 Sole Dispositive Power
 0

10 Shared Dispositive Power
 2,000,000

11 Aggregate Amount Beneficially Owned by Each Reporting Person
 2,000,000

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

13 Percent of Class Represented by Amount in Row (11)
 1.2%

14 Type of Reporting Person
 CO

CUSIP No. Y75638109

13D

1	Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only)
	RIVERSTONE INSURANCE LIMITED
2	Check the Appropriate Box if a Member of a Group
	(a) <input type="radio"/>
	(b) <input checked="" type="radio"/>
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="radio"/>
6	Citizenship or Place of Organization
	UNITED KINGDOM
7	Sole Voting Power
	0
8	Shared Voting Power
	2,000,000
9	Sole Dispositive Power
	0
10	Shared Dispositive Power
	2,000,000
11	Aggregate Amount Beneficially Owned by Each Reporting Person
	2,000,000
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares <input type="radio"/>
13	Percent of Class Represented by Amount in Row (11)
	1.2%
14	Type of Reporting Person
	CO

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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CUSIP No. Y75638109

13D

- 1 Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only)
NORTHBRIDGE FINANCIAL CORPORATION
- 2 Check the Appropriate Box if a Member of a Group
(a) o
(b) x
- 3 SEC Use Only
- 4 Source of Funds
OO
- 5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e). o
- 6 Citizenship or Place of Organization
CANADA
- | | | | |
|---|----|--|------------|
| | 7 | Sole Voting Power | 0 |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 8 | Shared Voting Power | 13,076,923 |
| | 9 | Sole Dispositive Power | 0 |
| | 10 | Shared Dispositive Power | 13,076,923 |
| | 11 | Aggregate Amount Beneficially Owned by Each Reporting Person | 13,076,923 |
- 12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares o
- 13 Percent of Class Represented by Amount in Row (11)
8.1%
- 14 Type of Reporting Person
CO

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CUSIP No. Y75638109

13D

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

NORTHBRIDGE GENERAL INSURANCE CORPORATION

2 Check the Appropriate Box if a Member of a Group

(a) o
 (b) x

3 SEC Use Only

4 Source of Funds
 OO

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

6 Citizenship or Place of Organization

CANADA

7 Sole Voting Power
 0

Number of
 Shares
 Beneficially
 Owned by
 Each
 Reporting
 Person With

8 Shared Voting Power
 13,076,923

9 Sole Dispositive Power
 0

10 Shared Dispositive Power
 13,076,923

11 Aggregate Amount Beneficially Owned by Each Reporting Person
 13,076,923

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

13 Percent of Class Represented by Amount in Row (11)
 8.1%

14 Type of Reporting Person
 CO

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CUSIP No. Y75638109

13D

- 1 Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only)
1102952 B.C. UNLIMITED LIABILITY COMPANY
- 2 Check the Appropriate Box if a Member of a Group
(a) o
(b) x
- 3 SEC Use Only
- 4 Source of Funds
OO
- 5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e). o
- 6 Citizenship or Place of Organization
BRITISH COLUMBIA
- | | | |
|---|----|---------------------------------------|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 7 | Sole Voting Power
0 |
| | 8 | Shared Voting Power
9,230,770 |
| | 9 | Sole Dispositive Power
0 |
| | 10 | Shared Dispositive Power
9,230,770 |
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
9,230,770
- 12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares o
- 13 Percent of Class Represented by Amount in Row (11)
5.7%
- 14 Type of Reporting Person
CO

CUSIP No. Y75638109

13D

- 1 Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only)
FAIRFAX FINANCIAL HOLDINGS (SWITZERLAND) GMBH
- 2 Check the Appropriate Box if a Member of a Group
(a) o
(b) x
- 3 SEC Use Only
- 4 Source of Funds
OO
- 5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e). o
- 6 Citizenship or Place of Organization
SWITZERLAND
- | | | |
|---|----|---------------------------------------|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 7 | Sole Voting Power
0 |
| | 8 | Shared Voting Power
9,230,770 |
| | 9 | Sole Dispositive Power
0 |
| | 10 | Shared Dispositive Power
9,230,770 |
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
9,230,770
- 12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares o
- 13 Percent of Class Represented by Amount in Row (11)
5.7%
- 14 Type of Reporting Person
CO

CUSIP No. Y75638109

13D

- 1 Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only)
 ALLIED WORLD ASSURANCE COMPANY HOLDINGS, GMBH
- 2 Check the Appropriate Box if a Member of a Group
 (a) o
 (b) x
- 3 SEC Use Only
- 4 Source of Funds
 OO
- 5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e). o
- 6 Citizenship or Place of Organization
 SWITZERLAND
- | | | | |
|---|----|--|-----------|
| | 7 | Sole Voting Power | 0 |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 8 | Shared Voting Power | 9,230,770 |
| | 9 | Sole Dispositive Power | 0 |
| | 10 | Shared Dispositive Power | 9,230,770 |
| | 11 | Aggregate Amount Beneficially Owned by Each Reporting Person | 9,230,770 |
- 12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares o
- 13 Percent of Class Represented by Amount in Row (11)
 5.7%
- 14 Type of Reporting Person
 CO

CUSIP No. Y75638109

13D

- 1 Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only)
- ALLIED WORLD ASSURANCE COMPANY HOLDINGS, LTD
- 2 Check the Appropriate Box if a Member of a Group
 (a) o
 (b) x
- 3 SEC Use Only
- 4 Source of Funds
 OO
- 5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e). o
- 6 Citizenship or Place of Organization
 BERMUDA
- | | | |
|---|----|---------------------------------------|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 7 | Sole Voting Power
0 |
| | 8 | Shared Voting Power
9,230,770 |
| | 9 | Sole Dispositive Power
0 |
| | 10 | Shared Dispositive Power
9,230,770 |
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
 9,230,770
- 12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares o
- 13 Percent of Class Represented by Amount in Row (11)
 5.7%
- 14 Type of Reporting Person
 CO

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CUSIP No. Y75638109

13D

- 1 Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only)
 ALLIED WORLD ASSURANCE COMPANY, LTD
- 2 Check the Appropriate Box if a Member of a Group
 (a) o
 (b) x
- 3 SEC Use Only
- 4 Source of Funds
 OO
- 5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e). o
- 6 Citizenship or Place of Organization
 BERMUDA
- | | | |
|---|----|---------------------------------------|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 7 | Sole Voting Power
0 |
| | 8 | Shared Voting Power
9,230,770 |
| | 9 | Sole Dispositive Power
0 |
| | 10 | Shared Dispositive Power
9,230,770 |
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
 9,230,770
- 12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares o
- 13 Percent of Class Represented by Amount in Row (11)
 5.7%
- 14 Type of Reporting Person
 CO

Item 1. Security and Issuer.

The class of securities to which this statement relates is the Class A Common Shares of Seaspan Corporation (Seaspan), par value \$0.01 per share (Common Shares). The address of the principal executive office of Seaspan is Unit 2, 2nd Floor, Bupa Centre, 141 Connaught Road West, Hong Kong, China.

Item 2. Identity and Background.

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

1. V. Prem Watsa, an individual, is a citizen of Canada and is the Chairman and Chief Executive Officer of Fairfax Financial Holdings Limited. Mr. Watsa's business address is 95 Wellington Street West, Suite 800, Toronto, Ontario M5J 2N7;

2. The One One Zero Nine Holdco Limited (Holdco), a corporation incorporated under the laws of Ontario, is controlled by V. Prem Watsa. The principal business of Holdco is as an investment holding company. The principal business address and principal office address of Holdco is 95 Wellington Street West, Suite 800, Toronto, Ontario M5J 2N7;

3. The Sixty Two Investment Company Limited (Sixty Two), a corporation incorporated under the laws of British Columbia, is controlled by V. Prem Watsa. The principal business of Sixty Two is as an investment holding company. The principal business address and principal office address of Sixty Two is 1600 Cathedral Place, 925 West Georgia St., Vancouver, British Columbia V6C 3L2;

4. Fairfax Financial Holdings Limited (Fairfax and, together with its subsidiaries, the Fairfax Group of Companies), a corporation incorporated under the laws of Canada, is controlled by V. Prem Watsa. Fairfax is a holding company. The principal business address and principal office address of Fairfax is 95 Wellington Street West, Suite 800, Toronto, Ontario M5J 2N7;

5. FFHL Group Ltd. (FFHL), a corporation incorporated under the laws of Canada, is a holding company. The principal business address and principal office address of FFHL is 95 Wellington Street West, Suite 800, Toronto, Ontario, Canada, M5J 2N7;

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

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7. Zenith National Insurance Corp. (ZNIC), a corporation incorporated under the laws of Delaware, is a holding company. The principal business address and principal office address of ZNIC is 21255 Califa Street, Woodland Hills, California 91367-5021;

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8. Zenith Insurance Company (Zenith), a corporation incorporated under the laws of California, is a workers compensation insurance company. The principal business address and principal office address of Zenith is 21255 Califa Street, Woodland Hills, California 91367-5021;
9. Odyssey US Holdings Inc. (Odyssey), a corporation incorporated under the laws of Delaware, is a holding company. The principal business address and principal office address of Odyssey is 300 First Stamford Place, Stamford, Connecticut 06902;
10. Odyssey Re Holdings Corp. (Odyssey Re), a corporation incorporated under the laws of Delaware, is a holding company. The principal business address and principal office address of Odyssey Re is 1209 Orange Street, Wilmington, Delaware 19801;
11. Odyssey Reinsurance Company (Odyssey Reinsurance), a corporation incorporated under the laws of Connecticut, is a reinsurance company. The principal business address and principal office address of Odyssey Reinsurance is 300 First Stamford Place, Stamford, Connecticut 06902;
12. Crum & Forster Holdings Corp. (Crum & Forster), a corporation incorporated under the laws of Delaware, is a holding company. The principal business address and principal office address of Crum & Forster is 305 Madison Avenue, Morristown, New Jersey 07962;
13. United States Fire Insurance Company (US Fire), a corporation incorporated under the laws of Delaware, is an insurance company. The principal business address and principal office address of US Fire is 305 Madison Ave., Morristown, New Jersey 07962;
14. RiverStone Holdings Limited (RiverStone Holdings), a company incorporated under the laws of the United Kingdom, is a holding company. The principal business address and principal office address of RiverStone Holdings is 161-163 Preston Road, Brighton, East Sussex, BN1 6AU, England;
15. RiverStone Insurance Limited (RiverStone), a company incorporated under the laws of the United Kingdom, is an insurance and reinsurance company. The principal business address and principal office address of RiverStone is 161-163 Preston Road, Brighton, East Sussex, BN1 6AU, England;
16. Northbridge Financial Corporation (NFC), a corporation incorporated under the laws of Canada, is a holding company. The principal business address and principal office address of NFC is 105 Adelaide Street West, 7th Floor, Toronto, Ontario M5H 1P9;
17. Northbridge General Insurance Corporation (Northbridge General), a corporation incorporated under the laws of Canada, is a property/casualty insurance company. The principal business address and principal office address of Northbridge General is 105 Adelaide Street West, 7th Floor, Toronto, Ontario M5H 1P9;

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18. 1102952 B.C. Unlimited Liability Company (1102952), a corporation incorporated under the laws of British Columbia, is a holding company. The principal business address and principal office address of 1102952 is 1600-925 West Georgia Street, Vancouver, British Columbia, V6C 3L2;

19. Fairfax Financial Holdings (Switzerland) GmbH (FFHS), a corporation incorporated under the laws of Switzerland, is a holding company. The principal business address and principal office address of FFHS is Gubelstrasse 24, 6300, Zug, Switzerland;

20. Allied World Assurance Company Holdings, GmbH (Allied Holdings GmbH), a limited liability company incorporated under the laws of Switzerland, is a holding company. The principal business address and principal office address of Allied Holdings GmbH is Park Tower, 15th Floor, Gubelstrasse 24, 6300, Zug, Switzerland;

21. Allied World Assurance Company Holdings, Ltd (Allied Holdings Ltd), a corporation incorporated under the laws of Bermuda, is a holding company. The principal business address and principal office address of Allied Holdings Ltd is 27 Richmond Road, Pembroke HM 08, Bermuda; and

22. Allied World Assurance Company, Ltd (Allied Assurance), a corporation incorporated under the laws of Bermuda, is an insurance company. The principal business address and principal office address of Allied Assurance is 27 Richmond Road, Pembroke HM 08, Bermuda.

Neither the filing of this Schedule 13D nor the information contained herein shall be deemed to constitute an affirmation by V. Prem Watsa, Holdco, Sixty Two, Fairfax, FFHL, Fairfax US, ZNIC, Zenith, Odyssey, Odyssey Re, Odyssey Reinsurance, Crum & Forster, US Fire, RiverStone Holdings, RiverStone, NFC, Northbridge General, 1102952, FFHS, Allied Holdings GmbH, Allied Holdings Ltd, or Allied Assurance that it is the beneficial owner of the Common Shares referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended (the Exchange Act), or for any other purpose, and such beneficial ownership is expressly disclaimed.

The name, present principal occupation or employment and name, principal business and address of any corporation or other organization in which such employment is conducted and the citizenship of each director and executive officer of each of the Reporting Persons is set forth in Annex A, B, C, D, E, F, G, H, I, J, K, L, M, N, O, P, Q, R, S, T and U 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 Common Shares.

During the last five years, none of the Reporting Persons, and to the best of each such Reporting Person's knowledge, none of the executive officers or directors of such Reporting Person have been (a) convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (b) a party to a civil proceeding of a judicial or administrative body of

competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Item 3. Source and Amount of Funds or Other Consideration.

The source of funds for the purchase of the Warrants (as defined herein), which are exercisable for the Common Shares beneficially owned by the Reporting Persons, was cash on hand from existing investment portfolios.

Item 4. Purpose of Transaction.

The Reporting Persons acquired the Warrants, which are exercisable for Common Shares, for investment purposes. One or more entities within the Fairfax Group of Companies, including one or more of the Reporting Persons, may determine to purchase additional securities of Seaspan in the open market or otherwise, depending upon price, market conditions, availability of funds, evaluation of alternative investments and other factors. While none of the Reporting Persons has any present plans to sell any Warrants, Common Shares or other securities of Seaspan, one or more of them could determine, based upon the same set of factors listed above with respect to purchases, to sell some or all of such securities. The Reporting Persons have no intention to effect any of the transactions specified in Item 4 of Schedule 13D.

Item 5. Interest in Securities of the Issuer.

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

(b) Except as described below, the numbers of Common 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 and U beneficially owns, or has acquired or disposed of, any Common 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 Common Shares held by the Reporting Persons other than each of the Reporting Persons.

(e) Not applicable.

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

On January 17, 2018 and on February 14, 2018, Seaspan entered into a series of agreements as described in the Report of Foreign Private Issuer on Form 6-K filed by Seaspan on February 14, 2018 (the "Form 6-K", with capitalized terms used below not defined herein having the meanings ascribed to them in the Form 6-K), in connection with certain financing transactions. Pursuant to these transactions, Seaspan issued to certain of the Reporting Persons warrants (the "Warrants") representing the right to purchase an aggregate 38,461,539 Common Shares.

On January 17, 2018, Seaspan entered into a subscription agreement (the "Subscription Agreement") by and between Seaspan and Hamblin Watsa Investment Counsel Ltd., investment manager for certain of the Reporting Persons (the "Purchasers"), pursuant to which Seaspan issued for cash to the Purchasers \$250.0 million in aggregate principal amount of 5.50% Senior Notes due 2025 (the "Notes") and the Warrants to purchase 38,461,539 Common Shares in a private placement exempt from the registration requirements of the Securities Act of 1933, as amended.

Each of the Warrants has an exercise term of 7 years from February 14, 2018 and may be exercised by each holder thereof by cash at an exercise price of \$6.50 (subject to adjustments provided in the Warrant Agreement) per Common Share or, if such holder is also a holder of Notes, offsetting the Warrant exercise price against the outstanding principal balance of such Notes, or a combination thereof. At any time after February 14, 2022, Seaspan may require all holders of Warrants to exercise their Warrants, in whole or in part, if the fair market value of a Common Share, as determined in accordance with the Warrant Agreement, equals or exceeds two times the exercise price on the third trading day prior to the date on which Seaspan delivers notice of the required exercise.

In addition, the Warrants are subject to customary anti-dilution adjustments in the event of splits or combinations of Common Shares; distributions on Common Shares paid in Common Shares, other securities, property or rights; dividends in excess of the current quarterly rate; a Company tender or exchange offer; issuances of Common Shares (or securities convertible into or exchangeable for Common Shares) in non-public offerings at a per Common Share price below a specified discount to the then Common Share fair market value and other similar events.

Simultaneously with the closing of the refinancing transactions, Seaspan, certain subsidiary guarantors of Seaspan (the "Guarantors") and the Purchasers entered into a registration rights agreement (the "Registration Rights Agreement") pursuant to which Seaspan agreed, upon certain terms and conditions, to (a) on or prior to 180 days after February 14, 2018, complete an offer to the holders of the Notes to exchange any and all of the Notes and the Guarantees for a like aggregate principal amount of debt securities issued by Seaspan and guaranteed by the Guarantors, which debt securities and guarantees are substantially identical to the Notes and the Guarantees, except that they have been registered pursuant to an effective registration statement under the Securities Act, and (b) on or prior to 60 days after February 14,

2018, to file a registration statement covering the resale of the Common Shares issuable upon the exercise of the Warrants. In addition, the Registration Rights Agreement provides certain incidental piggy-back registration rights, which generally allow the holders of the Warrants to participate in registered offerings of Seaspan's Common Shares that are initiated by Seaspan or on behalf of other holders of Seaspan's securities, as well as demand rights, which allow holders of the Warrants to demand that Seaspan register the Common Shares issuable upon the exercise of the Warrants in an underwritten offering.

The foregoing descriptions of the Subscription Agreement, the Warrants and the Registration Rights Agreement do not purport to be complete and are qualified in their entirety by reference to the Subscription Agreement, Warrant Agreement and the Registration Rights Agreement. Copies of the Warrant Agreement and the Registration Rights Agreement are filed as Exhibits 4.3 and 4.4, respectively, to the Form 6-K and are incorporated by reference herein.

Item 7. Material to be Filed as Exhibits.

The following is filed herewith as an exhibit:

Ex. 1: Members of filing group

Ex. 2: Joint filing agreement dated as of February 26, 2018 among V. Prem Watsa, The One One Zero Nine Holdco Limited, The Sixty Two Investment Company Limited, Fairfax Financial Holdings Limited, FFHL Group Ltd., RiverStone Holdings Limited, RiverStone Insurance Limited, Fairfax (US) Inc., Zenith National Insurance Corp., Zenith Insurance Company, Odyssey US Holdings Inc., Odyssey Re Holdings Corp., Odyssey Reinsurance Company, Crum & Forster Holdings Corp., United States Fire Insurance Company, RiverStone Holdings Limited, RiverStone Insurance Limited, Northbridge Financial Corporation, Northbridge General Insurance Corporation, 1102952 B.C. Unlimited Liability Company, Fairfax Financial Holdings (Switzerland) GmbH, Allied World Assurance Company Holdings, GmbH, Allied World Assurance Company Holdings, Ltd and Allied World Assurance Company, Ltd

Ex. 3: Power of attorney, dated February 9, 2017

Ex. 4: Power of attorney, dated February 26, 2018

Ex. 5: Warrant Agreement, dated February 14, 2018, by and among Seaspan Corporation and the investors specified therein (incorporated by reference to Exhibit 4.3 of the Form 6-K)

Ex. 6: Registration Rights Agreement, dated February 14, 2018, by and among Seaspan Corporation, the subsidiary Guarantors and the investors specified therein (incorporated by reference to Exhibit 4.4 of the Form 6-K)

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: February 26, 2018

V. Prem Watsa

/s/ V. Prem Watsa

SIGNATURE

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

Dated: February 26, 2018

The One One Zero Nine Holdco 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: February 26, 2018

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: February 26, 2018

Fairfax Financial Holdings Limited

By: /s/ Paul Rivett
Name: Paul Rivett
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: February 26, 2018

FFHL Group Ltd.

By: /s/ Paul Rivett
Name: Paul Rivett
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: February 26, 2018

Fairfax (US) Inc.

By: /s/ Paul Rivett
Name: Paul Rivett
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: February 26, 2018

Zenith National Insurance Corp.

By: /s/ Paul Rivett
Name: Paul Rivett
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: February 26, 2018

Zenith Insurance Company

By: /s/ Paul Rivett
Name: Paul Rivett
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: February 26, 2018

Odyssey US Holdings Inc.

By: /s/ Paul Rivett
Name: Paul Rivett
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: February 26, 2018

Odyssey Re Holdings Corp.

By: /s/ Paul Rivett
Name: Paul Rivett
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: February 26, 2018

Odyssey Reinsurance Company

By: /s/ Paul Rivett
Name: Paul Rivett
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: February 26, 2018

Crum & Forster Holdings Corp.

By: /s/ Paul Rivett
Name: Paul Rivett
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: February 26, 2018

United States Fire Insurance Company

By: /s/ Paul Rivett
Name: Paul Rivett
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: February 26, 2018

RiverStone Holdings Limited

By: /s/ Nicholas C. Bentley
Name: Nicholas C. Bentley
Title: Managing 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: February 26, 2018

RiverStone Insurance Limited

By: /s/ Nicholas C. Bentley
Name: Nicholas C. Bentley
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: February 26, 2018

Northbridge Financial Corporation

By: /s/ Paul Rivett
Name: Paul Rivett
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: February 26, 2018

Northbridge General Insurance Corporation

By: /s/ Paul Rivett
Name: Paul Rivett
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: February 26, 2018

1102952 B.C. Unlimited Liability Company

By: /s/ Paul Rivett
Name: Paul Rivett
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: February 26, 2018

Fairfax Financial Holdings (Switzerland) GmbH

By: /s/ Paul Rivett
Name: Paul Rivett
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: February 26, 2018

Allied World Assurance Company Holdings, GmbH

By: /s/ Paul Rivett
Name: Paul Rivett
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: February 26, 2018

Allied World Assurance Company Holdings, Ltd

By: /s/ Paul Rivett
Name: Paul Rivett
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: February 26, 2018

Allied World Assurance Company, Ltd

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

Annex Index

Annex	Description
A	Directors and Executive Officers of The One One Zero Nine Holdco Limited
B	Directors and Executive Officers of The Sixty Two Investment Company Limited
C	Directors and Executive Officers of Fairfax Financial Holdings Limited
D	Directors and Executive Officers of FFHL Group Ltd.
E	Directors and Executive Officers of Fairfax (US) Inc.
F	Directors and Executive Officers of Zenith National Insurance Corp.
G	Directors and Executive Officers of Zenith Insurance Company
H	Directors and Executive Officers of Odyssey US Holdings Inc.
I	Directors and Executive Officers of Odyssey Re Holdings Corp.
J	Directors and Executive Officers of Odyssey Reinsurance Company
K	Directors and Executive Officers of Crum & Forster Holdings Corp.
L	Directors and Executive Officers of United States Fire Insurance Company
M	Directors and Executive Officers of RiverStone Holdings Limited
N	Directors and Executive Officers of RiverStone Insurance Limited
O	Directors and Executive Officers of Northbridge Financial Corporation
P	Directors and Executive Officers of Northbridge General Insurance Corporation
Q	Directors and Executive Officers of 1102952 B.C. Unlimited Liability Company
R	Directors and Executive Officers of Fairfax Financial Holdings (Switzerland) GmbH
S	Directors and Executive Officers of Allied World Assurance Company Holdings, GmbH
T	Directors and Executive Officers of Allied World Assurance Company Holdings, Ltd
U	Directors and Executive Officers of Allied World Assurance Company, Ltd

**DIRECTORS AND EXECUTIVE OFFICERS OF
THE ONE ONE ZERO NINE HOLDCO LIMITED**

The following table sets forth certain information with respect to the directors and executive officers of The One One Zero Nine Holdco Limited.

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

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

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

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

**DIRECTORS AND EXECUTIVE OFFICERS OF
FAIRFAX FINANCIAL HOLDINGS LIMITED**

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

Name	Present Principal Occupation or Employment and the Name, Principal Business and Address of any Corporation or other Organization in which such employment is conducted	Citizenship
V. Prem Watsa (Chairman and Chief Executive Officer)	Chairman and Chief Executive Officer, Fairfax Financial Holdings Limited 95 Wellington Street West, Suite 800 Toronto, Ontario M5J 2N7	Canada
Anthony F. Griffiths (Director)	Independent Business Consultant, Toronto, Ontario, Canada	Canada
Robert J. Gunn (Director)	Independent Business Consultant, Toronto, Ontario, Canada	Canada
Alan D. Horn (Director)	Chairman, Rogers Communications Inc. and President and Chief Executive Officer, Rogers Telecommunications Limited 333 Bloor Street East Toronto, Ontario, M4W 1G9	Canada
Karen L. Jurjevich (Director)	Principal, Branksome Hall and CEO and Principal, Branksome Hall Global 10 Elm Avenue Toronto, Ontario M4W 1N4	Canada
John R. V. Palmer (Director)	Chairman, Toronto Leadership Centre 65 Queen Street West, Suite 1240 Toronto, ON M5H 2M5	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
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
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
Lauren C. Templeton (Director)	Founder and President, Templeton and Phillips Capital Management, LLC 810 Scenic Highway Lookout Mountain, TN, USA 37350	United States
Benjamin P. Watsa (Director)	Founder and President, Marval Capital Ltd. 77 King Street West, Suite 4545 Toronto, Ontario M5K 1K2	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
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
Paul Rivett (President)	President, 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
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