

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

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D/A

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

Resolute Forest Products Inc.

(Name of Issuer)

Common Stock, \$0.001 Par Value

(Title of Class of Securities)

003687209

(CUSIP Number)

Paul Rivett

President

Fairfax Financial Holdings Limited

95 Wellington Street West, Suite 800

Toronto, Ontario, Canada, M5J 2N7

Telephone: (416) 367-4941

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

- With a copy to -

Edgar Filing: Resolute Forest Products Inc. - Form SC 13D/A

Jason R. Lehner

Shearman & Sterling LLP

Commerce Court West

199 Bay Street, Suite 4405

Toronto, Ontario M5L 1E8

Telephone (416) 360-8484

January 26, 2015

(Date of Event Which Requires Filing of this Statement)

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

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

Edgar Filing: Resolute Forest Products Inc. - Form SC 13D/A

CUSIP No. 003687209

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) <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 CANADIAN
7	Sole Voting Power
8	Shared Voting Power 29,044,012
9	Sole Dispositive Power
10	Shared Dispositive Power 29,044,012
11	Aggregate Amount Beneficially Owned by Each Reporting Person 29,044,012
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) 30.7%
14	Type of Reporting Person IN

Edgar Filing: Resolute Forest Products Inc. - Form SC 13D/A

CUSIP No. 003687209

1	Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only) 1109519 ONTARIO LIMITED
2	Check the Appropriate Box if a Member of a Group (a) <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 ONTARIO, CANADA
7	Sole Voting Power
8	Shared Voting Power 29,044,012
9	Sole Dispositive Power
10	Shared Dispositive Power 29,044,012
11	Aggregate Amount Beneficially Owned by Each Reporting Person 29,044,012
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) 30.7%
14	Type of Reporting Person CO

Edgar Filing: Resolute Forest Products Inc. - Form SC 13D/A

CUSIP No. 003687209

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) <input type="radio"/> o (b) <input checked="" type="radio"/> 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). <input type="radio"/> o
6	Citizenship or Place of Organization BRITISH COLUMBIA, CANADA
7	Sole Voting Power
8	Shared Voting Power 29,044,012
9	Sole Dispositive Power
10	Shared Dispositive Power 29,044,012
11	Aggregate Amount Beneficially Owned by Each Reporting Person 29,044,012
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares <input type="radio"/> o
13	Percent of Class Represented by Amount in Row (11) 30.7%
14	Type of Reporting Person CO

Edgar Filing: Resolute Forest Products Inc. - Form SC 13D/A

CUSIP No. 003687209

1	Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only) 810679 ONTARIO LIMITED
2	Check the Appropriate Box if a Member of a Group (a) <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 ONTARIO, CANADA
7	Sole Voting Power
8	Shared Voting Power 29,044,012
9	Sole Dispositive Power
10	Shared Dispositive Power 29,044,012
11	Aggregate Amount Beneficially Owned by Each Reporting Person 29,044,012
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) 30.7%
14	Type of Reporting Person CO

Edgar Filing: Resolute Forest Products Inc. - Form SC 13D/A

CUSIP No. 003687209

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) <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 CANADA
7	Sole Voting Power
8	Shared Voting Power 29,044,012
9	Sole Dispositive Power
10	Shared Dispositive Power 29,044,012
11	Aggregate Amount Beneficially Owned by Each Reporting Person 29,044,012
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) 30.7%
14	Type of Reporting Person CO

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

Edgar Filing: Resolute Forest Products Inc. - Form SC 13D/A

CUSIP No. 003687209

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) <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 CANADA
7	Sole Voting Power
8	Shared Voting Power 26,728,274
9	Sole Dispositive Power
10	Shared Dispositive Power 26,728,274
11	Aggregate Amount Beneficially Owned by Each Reporting Person 26,728,274
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) 28.3%
14	Type of Reporting Person CO

Edgar Filing: Resolute Forest Products Inc. - Form SC 13D/A

CUSIP No. 003687209

- 1 Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only)
FAIRFAX (BARBADOS) INTERNATIONAL 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
BARBADOS
- | | | |
|---|----|-------------------------------------|
| | 7 | Sole Voting Power |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 8 | Shared Voting Power
431,200 |
| | 9 | Sole Dispositive Power |
| | 10 | Shared Dispositive Power
431,200 |
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
431,200
- 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

Edgar Filing: Resolute Forest Products Inc. - Form SC 13D/A

CUSIP No. 003687209

- 1 Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only)
WENTWORTH INSURANCE COMPANY LTD.
- 2 Check the Appropriate Box if a Member of a Group
(a)
(b)
- 3 SEC Use Only
- 4 Source of Funds
OO
- 5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e).
- 6 Citizenship or Place of Organization
BARBADOS
- | | | |
|---|----|-------------------------------------|
| | 7 | Sole Voting Power |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 8 | Shared Voting Power
431,200 |
| | 9 | Sole Dispositive Power |
| | 10 | Shared Dispositive Power
431,200 |
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
431,200
- 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

Edgar Filing: Resolute Forest Products Inc. - Form SC 13D/A

CUSIP No. 003687209

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) <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 DELAWARE
7	Sole Voting Power
8	Shared Voting Power 24,034,967
9	Sole Dispositive Power
10	Shared Dispositive Power 24,034,967
11	Aggregate Amount Beneficially Owned by Each Reporting Person 24,034,967
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) 25.4%
14	Type of Reporting Person CO

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

Edgar Filing: Resolute Forest Products Inc. - Form SC 13D/A

CUSIP No. 003687209

1	Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only) CLEARWATER INSURANCE COMPANY
2	Check the Appropriate Box if a Member of a Group (a) <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 DELAWARE
7	Sole Voting Power
8	Shared Voting Power 2,083,231
9	Sole Dispositive Power
10	Shared Dispositive Power 2,083,231
11	Aggregate Amount Beneficially Owned by Each Reporting Person 2,083,231
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) 2.2%
14	Type of Reporting Person CO

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

Edgar Filing: Resolute Forest Products Inc. - Form SC 13D/A

CUSIP No. 003687209

- 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
- | | | |
|---|----|-------------------------------------|
| | 7 | Sole Voting Power |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 8 | Shared Voting Power
821,077 |
| | 9 | Sole Dispositive Power |
| | 10 | Shared Dispositive Power
821,077 |
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
821,077
- 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

Edgar Filing: Resolute Forest Products Inc. - Form SC 13D/A

CUSIP No. 003687209

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) <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 CALIFORNIA
7	Sole Voting Power
8	Shared Voting Power 821,077
9	Sole Dispositive Power
10	Shared Dispositive Power 821,077
11	Aggregate Amount Beneficially Owned by Each Reporting Person 821,077
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) 0.9%
14	Type of Reporting Person CO

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

Edgar Filing: Resolute Forest Products Inc. - Form SC 13D/A

CUSIP No. 003687209

1	Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only) TIG HOLDINGS, INC.
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 DELAWARE
7	Sole Voting Power
8	Shared Voting Power 2,913,799
9	Sole Dispositive Power
10	Shared Dispositive Power 2,913,799
11	Aggregate Amount Beneficially Owned by Each Reporting Person 2,913,799
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) 3.1%
14	Type of Reporting Person CO

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

Edgar Filing: Resolute Forest Products Inc. - Form SC 13D/A

CUSIP No. 003687209

1	Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only) TIG INSURANCE COMPANY
2	Check the Appropriate Box if a Member of a Group (a) <input type="radio"/> o (b) <input checked="" type="radio"/> 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). <input type="radio"/> o
6	Citizenship or Place of Organization CALIFORNIA
7	Sole Voting Power
8	Shared Voting Power 2,913,799
9	Sole Dispositive Power
10	Shared Dispositive Power 2,913,799
11	Aggregate Amount Beneficially Owned by Each Reporting Person 2,913,799
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares <input type="radio"/> o
13	Percent of Class Represented by Amount in Row (11) 3.1%
14	Type of Reporting Person CO

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

Edgar Filing: Resolute Forest Products Inc. - Form SC 13D/A

CUSIP No. 003687209

1	Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only) GENERAL FIDELITY INSURANCE 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 SOUTH CAROLINA
7	Sole Voting Power
8	Shared Voting Power 309,846
9	Sole Dispositive Power
10	Shared Dispositive Power 309,846
11	Aggregate Amount Beneficially Owned by Each Reporting Person 309,846
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) 0.3%
14	Type of Reporting Person CO

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

Edgar Filing: Resolute Forest Products Inc. - Form SC 13D/A

CUSIP No. 003687209

- 1 Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only)
FAIRMONT SPECIALTY GROUP 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
- | | | |
|---|----|------------------------------------|
| | 7 | Sole Voting Power |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 8 | Shared Voting Power
99,661 |
| | 9 | Sole Dispositive Power |
| | 10 | Shared Dispositive Power
99,661 |
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
99,661
- 12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares
- 13 Percent of Class Represented by Amount in Row (11)
0.1%
- 14 Type of Reporting Person
CO

Edgar Filing: Resolute Forest Products Inc. - Form SC 13D/A

CUSIP No. 003687209

1	Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only)	
	FAIRMONT PREMIER 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
Number of Shares Beneficially Owned by Each Reporting Person With	8	Shared Voting Power 99,661
	9	Sole Dispositive Power
	10	Shared Dispositive Power 99,661
11	Aggregate Amount Beneficially Owned by Each Reporting Person	
	99,661	
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares	
	o	
13	Percent of Class Represented by Amount in Row (11)	
	0.1%	
14	Type of Reporting Person	
	CO	

Edgar Filing: Resolute Forest Products Inc. - Form SC 13D/A

CUSIP No. 003687209

1	Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only)	
	FAIRMONT SPECIALTY 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
Number of Shares Beneficially Owned by Each Reporting Person With	8	Shared Voting Power 99,661
	9	Sole Dispositive Power
	10	Shared Dispositive Power 99,661
11	Aggregate Amount Beneficially Owned by Each Reporting Person	
	99,661	
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares	
	o	
13	Percent of Class Represented by Amount in Row (11)	
	0.1%	
14	Type of Reporting Person	
	CO	

Edgar Filing: Resolute Forest Products Inc. - Form SC 13D/A

CUSIP No. 003687209

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) <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 DELAWARE
7	Sole Voting Power
8	Shared Voting Power 13,776,804
9	Sole Dispositive Power
10	Shared Dispositive Power 13,776,804
11	Aggregate Amount Beneficially Owned by Each Reporting Person 13,776,804
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) 14.6%
14	Type of Reporting Person CO

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

Edgar Filing: Resolute Forest Products Inc. - Form SC 13D/A

CUSIP No. 003687209

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) <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 DELAWARE
7	Sole Voting Power
8	Shared Voting Power 13,776,804
9	Sole Dispositive Power
10	Shared Dispositive Power 13,776,804
11	Aggregate Amount Beneficially Owned by Each Reporting Person 13,776,804
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) 14.6%
14	Type of Reporting Person CO

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

Edgar Filing: Resolute Forest Products Inc. - Form SC 13D/A

CUSIP No. 003687209

- 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) 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
CONNECTICUT
- | | | |
|---|----|--|
| | 7 | Sole Voting Power |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 8 | Shared Voting Power
12,785,693 |
| | 9 | Sole Dispositive Power |
| | 10 | Shared Dispositive Power
12,785,693 |
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
12,785,693
- 12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares o
- 13 Percent of Class Represented by Amount in Row (11)
13.5%
- 14 Type of Reporting Person
CO

Edgar Filing: Resolute Forest Products Inc. - Form SC 13D/A

CUSIP No. 003687209

1	Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only) HUDSON INSURANCE 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 DELAWARE
7	Sole Voting Power
8	Shared Voting Power 157,000
9	Sole Dispositive Power
10	Shared Dispositive Power 157,000
11	Aggregate Amount Beneficially Owned by Each Reporting Person 157,000
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) 0.2%
14	Type of Reporting Person CO

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

Edgar Filing: Resolute Forest Products Inc. - Form SC 13D/A

CUSIP No. 003687209

1	Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only) HUDSON SPECIALTY INSURANCE 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 NEW YORK
	7 Sole Voting Power
Number of Shares Beneficially Owned by Each Reporting Person With	8 Shared Voting Power 157,000
	9 Sole Dispositive Power
	10 Shared Dispositive Power 157,000
11	Aggregate Amount Beneficially Owned by Each Reporting Person 157,000
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) 0.2%
14	Type of Reporting Person CO

Edgar Filing: Resolute Forest Products Inc. - Form SC 13D/A

CUSIP No. 003687209

- | | |
|----|---|
| 1 | Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only)
NEWLINE HOLDINGS UK 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
ENGLAND AND WALES |
| 7 | Sole Voting Power |
| 8 | Shared Voting Power
244,205 |
| 9 | Sole Dispositive Power |
| 10 | Shared Dispositive Power
244,205 |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person
244,205 |
| 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)
0.3% |
| 14 | Type of Reporting Person
CO |

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

Edgar Filing: Resolute Forest Products Inc. - Form SC 13D/A

CUSIP No. 003687209

1	Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only) NEWLINE CORPORATE NAME 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 ENGLAND AND WALES
7	Sole Voting Power
8	Shared Voting Power 244,205
9	Sole Dispositive Power
10	Shared Dispositive Power 244,205
11	Aggregate Amount Beneficially Owned by Each Reporting Person 244,205
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) 0.3%
14	Type of Reporting Person CO

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

Edgar Filing: Resolute Forest Products Inc. - Form SC 13D/A

CUSIP No. 003687209

- 1 Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only)
CRUM & FORSTER HOLDINGS CORP.
- 2 Check the Appropriate 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
- | | | |
|---|----|---------------------------------------|
| | 7 | Sole Voting Power |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 8 | Shared Voting Power
4,440,056 |
| | 9 | Sole Dispositive Power |
| | 10 | Shared Dispositive Power
4,440,056 |
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
4,440,056
- 12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares
- 13 Percent of Class Represented by Amount in Row (11)
4.7%
- 14 Type of Reporting Person
CO

Edgar Filing: Resolute Forest Products Inc. - Form SC 13D/A

CUSIP No. 003687209

1	Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only) THE NORTH RIVER INSURANCE 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 NEW JERSEY
7	Sole Voting Power
8	Shared Voting Power 993,163
9	Sole Dispositive Power
10	Shared Dispositive Power 993,163
11	Aggregate Amount Beneficially Owned by Each Reporting Person 993,163
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) 1.0%
14	Type of Reporting Person CO

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

Edgar Filing: Resolute Forest Products Inc. - Form SC 13D/A

CUSIP No. 003687209

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) <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 DELAWARE
7	Sole Voting Power
8	Shared Voting Power 3,446,893
9	Sole Dispositive Power
10	Shared Dispositive Power 3,446,893
11	Aggregate Amount Beneficially Owned by Each Reporting Person 3,446,893
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) 3.6%
14	Type of Reporting Person CO

Edgar Filing: Resolute Forest Products Inc. - Form SC 13D/A

CUSIP No. 003687209

1	Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only) STONEBRIDGE HOLDING S.À.R.L.
2	Check the Appropriate 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 LUXEMBOURG
7	Sole Voting Power
8	Shared Voting Power 1,352,521
9	Sole Dispositive Power
10	Shared Dispositive Power 1,352,521
11	Aggregate Amount Beneficially Owned by Each Reporting Person 1,352,521
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) 1.4%
14	Type of Reporting Person CO

Edgar Filing: Resolute Forest Products Inc. - Form SC 13D/A

CUSIP No. 003687209

- 1 Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only)
STONEBRIDGE RE S.À.R.L.
- 2 Check the Appropriate 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
LUXEMBOURG
- | | | |
|---|----|---------------------------------------|
| | 7 | Sole Voting Power |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 8 | Shared Voting Power
1,352,521 |
| | 9 | Sole Dispositive Power |
| | 10 | Shared Dispositive Power
1,352,521 |
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
1,352,521
- 12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares
- 13 Percent of Class Represented by Amount in Row (11)
1.4%
- 14 Type of Reporting Person
CO

Edgar Filing: Resolute Forest Products Inc. - Form SC 13D/A

CUSIP No. 003687209

1	Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only) FAIRFAX LUXEMBOURG HOLDINGS S.À.R.L.
2	Check the Appropriate Box if a Member of a Group (a) <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 LUXEMBOURG
7	Sole Voting Power
8	Shared Voting Power 1,352,521
9	Sole Dispositive Power
10	Shared Dispositive Power 1,352,521
11	Aggregate Amount Beneficially Owned by Each Reporting Person 1,352,521
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) 1.4%
14	Type of Reporting Person CO

Edgar Filing: Resolute Forest Products Inc. - Form SC 13D/A

CUSIP No. 003687209

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) <input type="radio"/> o (b) <input checked="" type="radio"/> 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). <input type="radio"/> o
6	Citizenship or Place of Organization ENGLAND AND WALES
7	Sole Voting Power
8	Shared Voting Power 1,352,521
9	Sole Dispositive Power
10	Shared Dispositive Power 1,352,521
11	Aggregate Amount Beneficially Owned by Each Reporting Person 1,352,521
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares <input type="radio"/> o
13	Percent of Class Represented by Amount in Row (11) 1.4%
14	Type of Reporting Person CO

Edgar Filing: Resolute Forest Products Inc. - Form SC 13D/A

CUSIP No. 003687209

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 ENGLAND AND WALES
7	Sole Voting Power
8	Shared Voting Power 1,352,521
9	Sole Dispositive Power
10	Shared Dispositive Power 1,352,521
11	Aggregate Amount Beneficially Owned by Each Reporting Person 1,352,521
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) 1.4%
14	Type of Reporting Person CO

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

Edgar Filing: Resolute Forest Products Inc. - Form SC 13D/A

CUSIP No. 003687209

1	Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only) 1823671 ONTARIO 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 ONTARIO
7	Sole Voting Power
8	Shared Voting Power 499,512
9	Sole Dispositive Power
10	Shared Dispositive Power 499,512
11	Aggregate Amount Beneficially Owned by Each Reporting Person 499,512
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) 0.5%
14	Type of Reporting Person CO

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

Edgar Filing: Resolute Forest Products Inc. - Form SC 13D/A

CUSIP No. 003687209

1	Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only) 1874616 ONTARIO 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 ONTARIO
7	Sole Voting Power
8	Shared Voting Power 272,572
9	Sole Dispositive Power
10	Shared Dispositive Power 272,572
11	Aggregate Amount Beneficially Owned by Each Reporting Person 272,572
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) 0.3%
14	Type of Reporting Person CO

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

Edgar Filing: Resolute Forest Products Inc. - Form SC 13D/A

CUSIP No. 003687209

1	Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only) 1874617 ONTARIO 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 ONTARIO
	7 Sole Voting Power
Number of Shares Beneficially Owned by Each Reporting Person With	8 Shared Voting Power 708,808
	9 Sole Dispositive Power
	10 Shared Dispositive Power 708,808
11	Aggregate Amount Beneficially Owned by Each Reporting Person 708,808
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) 0.7%
14	Type of Reporting Person CO

Edgar Filing: Resolute Forest Products Inc. - Form SC 13D/A

CUSIP No. 003687209

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

Edgar Filing: Resolute Forest Products Inc. - Form SC 13D/A

CUSIP No. 003687209

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) <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 ONTARIO
7	Sole Voting Power
8	Shared Voting Power 3,042,095
9	Sole Dispositive Power
10	Shared Dispositive Power 3,042,095
11	Aggregate Amount Beneficially Owned by Each Reporting Person 3,042,095
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares <input type="radio"/>
13	Percent of Class Represented by Amount in Row (11) 3.2%
14	Type of Reporting Person CO

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

Edgar Filing: Resolute Forest Products Inc. - Form SC 13D/A

CUSIP No. 003687209

1	Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only) NORTHBRIDGE COMMERCIAL INSURANCE CORPORATION
2	Check the Appropriate Box if a Member of a Group (a) <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 CANADA
7	Sole Voting Power
8	Shared Voting Power 789,945
9	Sole Dispositive Power
10	Shared Dispositive Power 789,945
11	Aggregate Amount Beneficially Owned by Each Reporting Person 789,945
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) 0.8%
14	Type of Reporting Person CO

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

Edgar Filing: Resolute Forest Products Inc. - Form SC 13D/A

CUSIP No. 003687209

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
Number of Shares Beneficially Owned by Each Reporting Person With	8	Shared Voting Power 2,053,415
	9	Sole Dispositive Power
	10	Shared Dispositive Power 2,053,415
11	Aggregate Amount Beneficially Owned by Each Reporting Person	
	2,053,415	
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares	
		o
13	Percent of Class Represented by Amount in Row (11)	
	2.2%	
14	Type of Reporting Person	
	CO	

Edgar Filing: Resolute Forest Products Inc. - Form SC 13D/A

CUSIP No. 003687209

1	Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only) NORTHBRIDGE PERSONAL INSURANCE CORPORATION
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 CANADA
	7 Sole Voting Power
Number of Shares Beneficially Owned by Each Reporting Person With	8 Shared Voting Power 524,586
	9 Sole Dispositive Power
	10 Shared Dispositive Power 524,586
11	Aggregate Amount Beneficially Owned by Each Reporting Person 524,586
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) 0.6%
14	Type of Reporting Person CO

Edgar Filing: Resolute Forest Products Inc. - Form SC 13D/A

CUSIP No. 003687209

1	Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only) FEDERATED INSURANCE CORPORATION OF CANADA
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 CANADA
7	Sole Voting Power
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 <input type="radio"/>
13	Percent of Class Represented by Amount in Row (11) 0.2%
14	Type of Reporting Person CO

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

Edgar Filing: Resolute Forest Products Inc. - Form SC 13D/A

This Amendment No. 10 amends the Schedule 13D filed with the Securities and Exchange Commission on April 11, 2008 by V. Prem Watsa, 1109519 Ontario Limited, The Sixty Two Investment Company Limited, 810679 Ontario Limited, Fairfax Financial Holdings Limited (Fairfax), TIG Insurance Company, The North River Insurance Company, Odyssey Reinsurance Company, United States Fire Insurance Company, Northbridge Commercial Insurance Corporation (formerly Markel Insurance Company of Canada), Northbridge Indemnity Insurance Corporation (formerly Commonwealth Insurance Company), Federated Insurance Company of Canada, Northbridge General Insurance Corporation (formerly Lombard General Insurance Company of Canada), Northbridge Personal Insurance Corporation (formerly Lombard Insurance Company) and Zenith Insurance Company, as amended by Amendment No. 1 to the Schedule 13D filed on October 17, 2008, Amendment No. 2 to the Schedule 13D filed on March 23, 2009, Amendment No. 3 to the Schedule 13D filed on December 27, 2010, Amendment No. 4 to the Schedule 13D filed on January 14, 2011, Amendment No. 5 to the Schedule 13D filed on December 6, 2011, Amendment No. 6 to the Schedule 13D filed on April 20, 2012, Amendment No. 7 to the Schedule 13D filed on October 18, 2012, Amendment No. 8 to the Schedule 13D filed on December 11, 2012 and Amendment No. 9 to the Schedule 13D filed on May 3, 2013.

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

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

Amendment No. 3 to the Schedule 13D was filed as a result of the issuance of new shares of common stock, \$0.001 par value (the Shares), of Resolute to the Reporting Persons (as defined in Item 2 herein) in connection with the emergence from bankruptcy and reorganization of Resolute and certain of its affiliates (the Reorganization). Pursuant to the Second Amended Joint Plan of Reorganization under Chapter 11 of the Bankruptcy Code, dated as of November 23, 2010, among Resolute and certain of its affiliates and the debtors named therein (the Plan), the Reporting Persons received an aggregate of 11,687,314 Shares in partial consideration of their claims arising from their ownership of debt securities of Resolute and its affiliates.

Amendment No. 4 to the Schedule 13D was filed in order to amend Items 2, 3, 4, 5 and 6 of the Schedule 13D.

Amendment No. 5 to the Schedule 13D was filed as a result of the entry by Fairfax into a lock-up agreement with Resolute in connection with Resolute's intended take-over bid (the Take-Over Bid) to acquire all of the issued and outstanding shares of Fibrek Inc., (Fibrek) (of which Fairfax and/or one or more of the Reporting Persons is a shareholder) pursuant to which lock-up agreement Fairfax agreed to receive its consideration in the form of either cash or a mix of cash and Resolute common shares in the event the take-over bid is completed. Such

Edgar Filing: Resolute Forest Products Inc. - Form SC 13D/A

transactions could, if completed and Fairfax or any of the Reporting Persons (defined herein) receive consideration in the form of Resolute common shares, result in an increased beneficial ownership interest by Fairfax and the Reporting Persons in Resolute's common shares.

Amendment No. 6 to the Schedule 13D was filed in connection with the completion of the Take-Over Bid pursuant to which Fairfax received certain consideration in the form of Shares.

Amendment No. 7 to the Schedule 13D was filed in connection with the purchase by Fairfax and certain of its subsidiaries of securities convertible into Shares.

Amendment No. 8 to the Schedule 13D was filed in connection with the distribution by Resolute of Shares to its creditors, which included Fairfax and its subsidiaries.

Amendment No. 9 was filed in connection with the purchase of Shares by Fairfax and certain of its subsidiaries.

Amendment No. 10 is being filed in connection with the conversion of Resolute's debt securities held by the Fairfax Group of Companies (as defined below) into Shares and the subsequent transfer of Shares within the Fairfax Group of Companies.

The following amendments to Items 2, 5 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. 1109519 Ontario Limited (1109519), a corporation incorporated under the laws of Ontario, is controlled by V. Prem Watsa. 1109519 is an investment holding company. The principal business and principal office address of 1109519 is 95 Wellington Street West, Suite 800, Toronto, Ontario, Canada, M5J 2N7;

3. The Sixty Two Investment Company Limited (Sixty Two), a corporation incorporated under the laws of British Columbia, is controlled by V. Prem Watsa. Sixty Two is an investment holding company. The principal business and principal office address of Sixty Two is 1600

Edgar Filing: Resolute Forest Products Inc. - Form SC 13D/A

Cathedral Place, 925 West Georgia St., Vancouver, British Columbia, Canada, V6C 3L3;

4. 810679 Ontario Limited (810679), a corporation incorporated under the laws of Ontario, is controlled by V. Prem Watsa. 810679 is an investment holding company. The principal business and principal office address of 810679 is 95 Wellington Street West, Suite 800, Toronto, Ontario, Canada, M5J 2N7;

5. Fairfax Financial Holdings Limited (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 financial services holding company. The principal business and principal office address of Fairfax is 95 Wellington Street West, Suite 800, Toronto, Ontario, Canada, M5J 2N7;

6. 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;

7. Fairfax (Barbados) International Corp. (FBIC), a corporation established under the laws of Barbados, is a wholly-owned subsidiary of Fairfax. FBIC is an investment holding company. The principal business and principal office address of FBIC is #12 Pine Commercial, The Pine, St Michael, Barbados, WI, BB11103;

8. Wentworth Insurance Company Ltd. (Wentworth), a corporation established 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 FBIC is #12 Pine Commercial, The Pine, St Michael, Barbados, WI, BB11103;

9. 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 75067;

10. Clearwater Insurance Company (Clearwater), a corporation incorporated under the laws of Delaware, is a wholly-owned subsidiary of Fairfax. The principal business of Clearwater is reinsurance. The principal business and principal office address of Clearwater is 250 Commercial St, Suite 5000, Manchester, New Hampshire 03101;

11. 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 91367-5021;

12. 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;

13. TIG Holdings, Inc. (TIGH), a corporation incorporated under the laws of Delaware, is a wholly-owned subsidiary of Fairfax. TIGH is a holding company. The principal business and principal office address of TIGH is 250 Commercial Street, Suite 5000, Manchester, New Hampshire 03101;

14. 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 03101;

15. General Fidelity Insurance Company (General Fidelity), a corporation incorporated under the laws of South Carolina, is a wholly-owned subsidiary of Fairfax. The principal business of General Fidelity is property/casualty insurance. The principal business address and principal office address of General Fidelity is 250 Commercial Street, Suite 5000, Manchester, New Hampshire 03101;

16. Fairmont Specialty Group Inc. (FSG), a corporation incorporated under the laws of Delaware, is a wholly-owned subsidiary of Fairfax. FSG is a holding company. The principal business address and principal office address of FSG is 250 Commercial Street, Suite 5000, Manchester, New Hampshire 03101;

17. Fairmont Premier Insurance Company (FPIC), a corporation incorporated under the laws of California, is a wholly-owned subsidiary of Fairfax. FPIC is a holding company. The principal business address and principal office address of FPIC is 250 Commercial Street, Suite 5000, Manchester, New Hampshire 03101;

18. Fairmont Specialty Insurance Company (Fairmont), a corporation incorporated under the laws of California, is a wholly-owned subsidiary of Fairfax. The principal business of Fairmont is property and casualty insurance. The principal business address and principal office address of

Edgar Filing: Resolute Forest Products Inc. - Form SC 13D/A

Fairmont is 250 Commercial Street, Suite 5000, Manchester, New Hampshire 03101;

19. Odyssey US Holdings Inc. (Odyssey), a corporation incorporated under the laws of Delaware, is a wholly-owned subsidiary of Fairfax. Odyssey is a holding company. The principal business and principal office address of Odyssey is 300 First Stamford Place, Stamford, Connecticut 06902;

20. Odyssey Re Holdings Corp. (Odyssey Re), a corporation incorporated under the laws of Delaware, is a wholly-owned subsidiary of Fairfax. Odyssey Re is a holding company. The principal business and principal office address of Odyssey Re is 300 First Stamford Place, Stamford, Connecticut 06902;

21. Odyssey Reinsurance Company (Odyssey Reinsurance), a corporation incorporated under the laws of Connecticut, is a wholly-owned subsidiary of Fairfax. The principal business of Odyssey Reinsurance is reinsurance. The principal business and principal office address of Odyssey Reinsurance is 300 First Stamford Place, Stamford, Connecticut 06902;

22. Hudson Insurance Company (Hudson), a corporation incorporated under the laws of Delaware, is a wholly-owned subsidiary of Fairfax. The principal business of Hudson is property and casualty insurance. The principal business and principal office address of Hudson is 100 William St., New York, New York 10038;

23. Hudson Specialty Insurance Company (HSIC), a corporation incorporated under the laws of New York, is a wholly-owned subsidiary of Fairfax. The principal business of HSIC is insurance. The principal business and principal office address of HSIC is 100 William St., New York, New York 10038;

24. Newline Holdings UK Limited (Newline UK), a corporation incorporated under the laws of England and Wales, is a wholly-owned subsidiary of Fairfax. Newline UK is a holding company. The principal business address and principal office address of Newline UK is Suite 5/4, The London Underwriting Centre, 3 Minster Court, Mincing Lane, London EC3R 7DD;

25. Newline Corporate Name Limited (Newline), a corporation incorporated under the laws of England and Wales, is a wholly-owned subsidiary of Fairfax. The principal business of Newline is property and casualty insurance. The principal business address and principal office address of Newline is Suite 5/4, The London Underwriting Centre, 3 Minster Court, Mincing Lane, London EC3R 7DD;

26. 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 305 Madison Avenue, Morristown, NJ 07962;
27. The North River Insurance Company (North River), a corporation incorporated under the laws of New Jersey, is a wholly-owned subsidiary of Fairfax. The principal business of North River is insurance. The principal business address and principal office address of North River is 305 Madison Avenue, Morristown, New Jersey 07962;
28. United States Fire Insurance Company (US Fire), a corporation incorporated under the laws of Delaware, is a wholly-owned subsidiary of Fairfax. The principal business of US Fire is property and casualty insurance. The principal business and principal office address of US Fire is 305 Madison Ave., Morristown, New Jersey 07962;
29. Stonebridge Holding S.à.r.l. (Stonebridge), a corporation incorporated under the laws of the Luxembourg, is a wholly-owned subsidiary of Fairfax. Stonebridge is a holding company. The principal business address and principal office address of Stonebridge is 20, rue Eugène Ruppert, L-2453 Luxembourg;
30. Stonebridge Re S.A. (Stonebridge Re), a corporation incorporated under the laws of the Luxembourg, is a wholly-owned subsidiary of Fairfax. The principal business of Stonebridge Re is reinsurance. The principal business address and principal office address of Stonebridge Re is 20, rue Eugène Ruppert, L-2453 Luxembourg;
31. Fairfax Luxembourg Holdings S.à.r.l. (Fairfax Lux), a corporation incorporated under the laws of the Luxembourg, is a wholly-owned subsidiary of Fairfax. Fairfax Lux is a holding company. The principal business address and principal office address of Fairfax Lux is 5, rue Guillaume Kroll, L-1882 Luxembourg;
32. RiverStone Holdings Ltd. (RiverStone Holdings), a corporation incorporated under the laws of England and Wales, is a wholly-owned subsidiary of Fairfax. RiverStone Holdings 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;
33. RiverStone Insurance Limited (RiverStone), a corporation incorporated under the laws of England and Wales, is a wholly-owned subsidiary of Fairfax. The principal business of RiverStone is property, casualty and

energy insurance. The principal business address and principal office address of RiverStone is 161-163 Preston Road, Brighton, East Sussex, BN1 6AU, England;

34. 1823671 Ontario Limited (1823671), a corporation incorporated under the laws of the Ontario, is a wholly-owned subsidiary of Fairfax. 1823671 is a holding company. The principal business address and principal office address of 1823671 is 95 Wellington Street West, Suite 800, Toronto, Ontario, Canada, M5J 2N7;

35. 1874616 Ontario Limited (1874616), a corporation incorporated under the laws of the Ontario, is a wholly-owned subsidiary of Fairfax. 1874616 is a holding company. The principal business address and principal office address of 1874616 is 95 Wellington Street West, Suite 800, Toronto, Ontario, Canada, M5J 2N7;

36. 1874617 Ontario Limited (1874617), a corporation incorporated under the laws of the Ontario, is a wholly-owned subsidiary of Fairfax. 1874617 is a holding company. The principal business address and principal office address of 1874617 is 95 Wellington Street West, Suite 800, Toronto, Ontario, Canada, M5J 2N7;

37. Northbridge Share Option 1 Corp. (NSOC), a corporation incorporated under the laws of the Ontario, is a wholly-owned subsidiary of Fairfax. NSOC is a holding company. The principal business address and principal office address of NSOC is 105 Adelaide Street West, 7th Floor, Toronto, Ontario, Canada M5H 1P9;

38. 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 address and principal office address of NFC is 105 Adelaide Street West, 7th Floor, Toronto, Ontario, Canada M5H 1P9;

39. Northbridge Commercial Insurance Corporation (NCIC), a corporation incorporated under the laws of Canada, is a wholly-owned subsidiary of Fairfax. The principal business of NCIC is property and casualty insurance. The principal business address and principal office address of NCIC is 55 University Avenue, Suite 1500, Toronto, Ontario, Canada, M5J 2H7;

40. 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 address and principal office address of

NGIC is 105 Adelaide Street West, 3rd Floor, Toronto, Ontario, Canada M5H 1P9;

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

42. 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 address and principal office address of Federated is 717 Portage Ave., Winnipeg, Manitoba, Canada, R3C 3C9.

Neither the filing of this Schedule 13D nor the information contained herein shall be deemed to constitute an affirmation by V. Prem Watsa, 1109519, Sixty Two, 810679, Fairfax, FFHL, FBIC, Wentworth, Fairfax US, Clearwater, ZNIC, Zenith, TIGH, TIG, General Fidelity, FSG, FPIC, Fairmont, Odyssey, Odyssey Re, Odyssey Reinsurance, Hudson, HSIC, Newline UK, Newline, Crum & Forster, North River, US Fire, Stonebridge, Stonebridge Re, Fairfax Lux, RiverStone Holdings, RiverStone, 1823671, 1874616, 1874617, NSOC, NFC, NCIC, NGIC, NPIC or Federated 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, GG, HH, II, JJ, KK, LL, MM, NN or OO 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 94,590,405 Shares issued and outstanding.

Since the date of the last filing, Resolute has distributed additional Shares to the Fairfax Group of Companies which were issued in exchange for debt securities held by the Fairfax Group of Companies in connection with Resolute's and its debtor affiliates' emergence from creditor protection proceedings in the United States under Chapter 11 of the Bankruptcy Code and in Canada under the Companies' Creditors Arrangement Act.

(b) Except as described herein, 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.

Bradley P. Martin beneficially owns 28,541 Shares and has sole voting power and sole dispositive power with respect to such Shares.

(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, GG, HH, II, JJ, KK, LL, MM, NN or OO 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 7. Material to be Filed as Exhibits.

Edgar Filing: Resolute Forest Products Inc. - Form SC 13D/A

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

Ex. 8.2: Joint filing agreement dated as of February 3, 2015 between V. Prem Watsa, 1109519 Ontario Limited, The Sixty Two Investment Company Limited, 810679 Ontario Limited, Fairfax Financial Holdings Limited, FFHL Group Ltd., Fairfax (Barbados) International Corp., Wentworth Insurance Company Ltd., Fairfax (US) Inc., Clearwater Insurance Company, Zenith National Insurance Corp.,

Zenith Insurance Company, TIG Holdings, Inc., TIG Insurance Company, General Fidelity Insurance Company, Fairmont Specialty Group Inc., Fairmont Premier Insurance Company, Fairmont Specialty Insurance Company, Odyssey US Holdings Inc., Odyssey Re Holdings Corp., Odyssey Reinsurance Company, Hudson Insurance Company, Hudson Specialty Insurance Company, Newline Holdings UK Limited, Newline Corporate Name Limited, Crum & Forster Holdings Corp., The North River Insurance Company, United States Fire Insurance Company, Stonebridge Holding S.à.r.l., Stonebridge Re S.A., Fairfax Luxembourg Holdings S.a.r.l., RiverStone Holdings Limited, RiverStone Insurance Limited, 1823671 Ontario Limited, 1874616 Ontario Limited, 1874617 Ontario Limited, Northbridge Share Option 1 Corp., Northbridge Financial Corporation, Northbridge Commercial Insurance Corporation, Northbridge General Insurance Corporation, Northbridge Personal Insurance Corporation and Federated Insurance Corporation of Canada.

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 3, 2015

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 3, 2015

1109519 Ontario Limited

By:

Name:
Title:

/s/ V. Prem Watsa
V. Prem Watsa
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 3, 2015

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 3, 2015

810679 Ontario Limited

By:

Name:
Title:

/s/ V. Prem Watsa
V. Prem Watsa
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 3, 2015

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 3, 2015

FFHL Group Ltd.

By:

Name:

Title:

/s/ Paul Rivett

Paul Rivett

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 3, 2015

Fairfax (Barbados) International Corp.

By:		/s/ Ronald Schokking
	Name:	Ronald Schokking
	Title:	Chairman

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 3, 2015

Wentworth Insurance Company Ltd.

By:		/s/ Ronald Schokking
	Name:	Ronald Schokking
	Title:	Chairman

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 3, 2015

Fairfax (US) Inc.

By:

Name:

Title:

/s/ Dorothy D. Whitaker

Dorothy D. Whitaker

Treasurer, Secretary 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: February 3, 2015

Clearwater Insurance Company

By:

Name:

Title:

/s/ John J. Bator

John J. Bator

Senior Vice President, Chief Financial
Officer, Treasurer 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: February 3, 2015

Zenith National Insurance Corp.

By:

Name:

Title:

/s/ Michael Jansen

Michael Jansen

Executive Vice President, General Counsel
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: February 3, 2015

Zenith Insurance Company

By:

Name:

Title:

/s/ Michael Jansen

Michael Jansen

Executive Vice President, General Counsel
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: February 3, 2015

TIG Holdings, Inc.

By:

Name:

Title:

/s/ Dorothy D. Whitaker

Dorothy D. Whitaker

Chairman, President and Secretary

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 3, 2015

TIG Insurance Company

By:

Name:

Title:

/s/ John J. Bator

John J. Bator

Senior Vice President, Chief Financial
Officer, Treasurer 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: February 3, 2015

General Fidelity Insurance Company

By:

Name:

Title:

/s/ John J. Bator

John J. Bator

Senior Vice President, Chief Financial
Officer, Treasurer 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: February 3, 2015

Fairmont Specialty Group Inc.

By:

Name:

Title:

/s/ John J. Bator

John J. Bator

Senior Vice President, Chief Financial
Officer, Treasurer 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: February 3, 2015

Fairmont Premier Insurance Company

By:

Name:

Title:

/s/ John J. Bator

John J. Bator

Senior Vice President, Chief Financial
Officer, Treasurer 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: February 3, 2015

Fairmont Specialty Insurance Company

By:

Name:

Title:

/s/ John J. Bator

John J. Bator

Senior Vice President, Chief Financial
Officer, Treasurer 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: February 3, 2015

Odyssey US Holdings Inc.

By:

Name:

Title:

/s/ Jan Christiansen

Jan Christiansen

Executive Vice 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 3, 2015

Odyssey Re Holdings Corp.

By:

Name:

Title:

/s/ Jan Christiansen

Jan Christiansen

Executive Vice 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 3, 2015

Odyssey Reinsurance Company

By:		/s/ Kirk M. Reische
	Name:	Kirk M. Reische
	Title:	Vice 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 3, 2015

Hudson Insurance Company

By:

Name:

Title:

/s/ Kirk M. Reische

Kirk M. Reische

Vice 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 3, 2015

Hudson Specialty Insurance Company

By:		/s/ Kirk M. Reische
	Name:	Kirk M. Reische
	Title:	Vice 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 3, 2015

Newline Holdings UK Limited

By:

Name:

Title:

/s/ J. Richard F. Micklem

J. Richard F. Micklem

Chief Operating 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: February 3, 2015

Newline Corporate Name Limited

By:		/s/ J. Richard F. Micklem
	Name:	J. Richard F. Micklem
	Title:	Chief Operating 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: February 3, 2015

Crum & Forster Holdings Corp.

By:

Name:

Title:

/s/ Paul W. Bassaline

Paul W. Bassaline

Senior Vice President, Chief Financial
Officer, Treasurer 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: February 3, 2015

The North River Insurance Company

By:

Name:

Title:

/s/ Paul W. Bassaline

Paul W. Bassaline

Senior Vice President, Chief Financial
Officer, Treasurer 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: February 3, 2015

United States Fire Insurance Company

By:

Name:

Title:

/s/ Paul W. Bassaline

Paul W. Bassaline

Senior Vice President, Chief Financial
Officer, Treasurer 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: February 3, 2015

Stonebridge Holding S.à.r.l.

By:

Name:

Title:

/s/ Ronald Schokking

Ronald Schokking

Manager and Chairman

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 3, 2015

Stonebridge Re S.A.

By:

Name:

Title:

/s/ Ronald Schokking

Ronald Schokking

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 3, 2015

Fairfax Luxembourg Holdings S.à.r.l.

By:		/s/ Ronald Schokking
	Name:	Ronald Schokking
	Title:	Manager and Chairman

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 3, 2015

RiverStone Holdings Limited

By:

Name:

Title:

/s/ John J. Bator

John J. Bator

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: February 3, 2015

RiverStone Insurance Limited

By:

Name:

Title:

/s/ John J. Bator

John J. Bator

Chief Financial 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: February 3, 2015

1823671 Ontario Limited

By:

Name:

Title:

/s/ Paul Rivett

Paul Rivett

Secretary 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: February 3, 2015

1874616 Ontario Limited

By:

Name:
Title:

/s/ Ronald Schokking
Ronald Schokking
Vice President 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: February 3, 2015

1874617 Ontario Limited

By:

Name:
Title:

/s/ Ronald Schokking
Ronald Schokking
Vice President 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: February 3, 2015

Northbridge Share Option 1 Corp.

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

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 3, 2015

Northbridge Financial Corporation

By:		/s/ Craig Pinnock
	Name:	Craig Pinnock
	Title:	Chief Financial 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: February 3, 2015

Northbridge Commercial Insurance Corporation

By:		/s/ Craig Pinnock
	Name:	Craig Pinnock
	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: February 3, 2015

Northbridge General Insurance Corporation

By:		/s/ Craig Pinnock
	Name:	Craig Pinnock
	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: February 3, 2015

Northbridge Personal Insurance Corporation

By:		/s/ Craig Pinnock
	Name:	Craig Pinnock
	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: February 3, 2015

Federated Insurance Corporation of Canada

By:		/s/ Craig Pinnock
	Name:	Craig Pinnock
	Title:	Chief Financial Officer and Director

Annex Index

Annex	Description
A	Directors and Executive Officers of 1109519 Ontario Limited
B	Directors and Executive Officers of The Sixty Two Investment Company Limited
C	Directors and Executive Officers of 810679 Ontario Limited
D	Directors and Executive Officers of Fairfax Financial Holdings Limited
E	Directors and Executive Officers of FFHL Group Ltd.
F	Directors and Executive Officers of Fairfax (Barbados) International Corp.
G	Directors and Executive Officers of Wentworth Insurance Company Ltd.
H	Directors and Executive Officers of Fairfax (US) Inc.
I	Directors and Executive Officers of Clearwater Insurance Company .
J	Directors and Executive Officers of Zenith National Insurance Corp.
K	Directors and Executive Officers of Zenith Insurance Company
L	Directors and Executive Officers of TIG Holdings, Inc.
M	Directors and Executive Officers of TIG Insurance Company
N	Directors and Executive Officers of General Fidelity Insurance Company
O	Directors and Executive Officers of Fairmont Specialty Group Inc.
P	Directors and Executive Officers of Fairmont Premier Insurance Company
Q	Directors and Executive Officers of Fairmont Specialty Insurance Company
R	Directors and Executive Officers of Odyssey US Holdings Inc.

S	Directors and Executive Officers of Odyssey Re Holdings Corp.
T	Directors and Executive Officers of Odyssey Reinsurance Company
U	Directors and Executive Officers of Hudson Insurance Company
V	Directors and Executive Officers of Hudson Specialty Insurance Company
W	Directors and Executive Officers of Newline Holdings UK Limited
X	Directors and Executive Officers of Newline Corporate Name Limited
Y	Directors and Executive Officers of Crum & Forster Holdings Corp.
Z	Directors and Executive Officers of The North River Insurance Company
AA	Directors and Executive Officers of United States Fire Insurance Company
BB	Directors and Executive Officers of Stonebridge Holding S.à.r.l.
CC	Directors and Executive Officers of Stonebridge Re S.A.
DD	Directors and Executive Officers of Fairfax Luxembourg Holdings S.à.r.l.
EE	Directors and Executive Officers of RiverStone Holdings Limited
FF	Directors and Executive Officers of RiverStone Insurance Limited
GG	Directors and Executive Officers of 1823671 Ontario Limited
HH	Directors and Executive Officers of 1874616 Ontario Limited
II	Directors and Executive Officers of 1874617 Ontario Limited
JJ	Directors and Executive Officers of Northbridge Share Option 1 Corp.
KK	Directors and Executive Officers of Northbridge Financial Corporation
LL	Directors and Executive Officers of Northbridge Commercial

	Insurance Corporation
MM	Directors and Executive Officers of Northbridge General Insurance Corporation
NN	Directors and Executive Officers of Northbridge Personal Insurance Corporation
OO	Directors and Executive Officers of Federated Insurance Corporation of Canada

**DIRECTORS AND EXECUTIVE OFFICERS OF
1109519 ONTARIO LIMITED**

The following table sets forth certain information with respect to the directors and executive officers of 1109519 Ontario Limited.

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

**DIRECTORS AND EXECUTIVE OFFICERS OF
810679 ONTARIO LIMITED**

The following table sets forth certain information with respect to the directors and executive officers of 810679 Ontario Limited.

Name	Present Principal Occupation or Employment and the Name, Principal Business and Address of any Corporation or other Organization in which such employment is conducted	Citizenship
V. Prem Watsa (President, Secretary 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 (Assistant Secretary)	Vice President, Corporate Affairs, 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
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
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
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. Brookfield Place, Suite 300 181 Bay Street Toronto, ON M5J 2T3	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
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
David Bonham (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

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
Peter Clarke (Vice President and Chief Risk Officer)	Vice President and Chief Risk Officer, Fairfax Financial Holdings Limited 95 Wellington Street West Suite 800 Toronto, Ontario M5J 2N7	Canada
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
Ronald Schokking (Vice President and Treasurer)	Vice President and Treasurer, Fairfax Financial Holdings Limited 95 Wellington Street West Suite 800 Toronto, Ontario M5J 2N7	Canada
Vinodh Loganadhan (Vice President, Administrative Services)	Vice President, Administrative Services, Fairfax Financial Holdings Limited 95 Wellington Street West Suite 800 Toronto, Ontario M5J 2N7	United States

**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
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 (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
Paul Rivett (Director)	President, Fairfax Financial Holdings Limited 95 Wellington Street West Suite 800 Toronto, Ontario M5J 2N7	Canada
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

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
Ronald Schokking (Vice President and Treasurer)	Vice President and Treasurer, Fairfax Financial Holdings Limited 95 Wellington Street West Suite 800 Toronto, Ontario M5J 2N7	Canada

**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
Lisl Lewis (Director)	Consultant, Port St. Charles, St. Peter, Barbados	Barbados
Alister O Brien Campbell (Director)	Director, Wentworth Insurance Company Ltd. Pine Commercial Centre #12 Pine Commercial The Pine, St. Michael Barbados BB11103	Barbados
Ronald Schokking (Chairman)	Vice President and Treasurer, Fairfax Financial Holdings Limited 95 Wellington Street West, Suite 800 Toronto, Ontario, M5J 2N7	Canada
Jean Cloutier (Director)	Vice President and Chief Actuary, Fairfax Financial Holdings Limited 95 Wellington Street West, Suite 800 Toronto, Ontario, M5J 2N7	Canada
William Peter Douglas (Director)	Director, Wentworth Insurance Company Ltd.. Pine Commercial Centre #12 Pine Commercial The Pine, St. Michael Barbados BB11103	Barbados

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
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 Barbados BB11103	United States

**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
Lisl Lewis (Director)	Consultant, Port St. Charles, St. Peter, Barbados	Barbados
Alister O Brien Campbell (Director)	Director, Wentworth Insurance Company Ltd. Pine Commercial Centre #12 Pine Commercial The Pine, St. Michael Barbados BB11103	Barbados
Ronald Schokking (Chairman)	Vice President and Treasurer, Fairfax Financial Holdings Limited 95 Wellington Street West, Suite 800 Toronto, Ontario, M5J 2N7	Canada
Jean Cloutier (Director)	Vice President and Chief Actuary, Fairfax Financial Holdings Limited 95 Wellington Street West, Suite 800 Toronto, Ontario, M5J 2N7	Canada
William Peter Douglas (Director)	Director, Wentworth Insurance Company Ltd.. Pine Commercial Centre #12 Pine Commercial The Pine, St. Michael Barbados BB11103	Barbados

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
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 Barbados BB11103	United States

**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
Henry W. Edmiston (President and Director)	President, Fairfax (US), Inc. 2850 Lake Vista Drive, Suite 150 Lewisville, Texas 75067	United States
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
Dorothy D. Whitaker (Treasurer, Secretary and Director)	Director, Treasurer and Secretary, Fairfax (US), Inc. 2850 Lake Vista Drive, Suite 150 Lewisville, Texas 75067	United States

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

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

Name	Present Principal Occupation or Employment and the Name, Principal Business and Address of any Corporation or other Organization in which such employment is conducted	Citizenship
Nicholas C. Bentley (President, Chief Executive Officer and Director)	Manager, President and Chief Executive Officer, RiverStone Resources LLC 250 Commercial Street, Suite 5000 Manchester, New Hampshire 03101	United Kingdom
John J. Bator (Senior Vice President, Chief Financial Officer, Treasurer and Director)	Senior Vice President, Chief Financial Officer and Treasurer, RiverStone Resources LLC 250 Commercial Street, Suite 5000 Manchester, New Hampshire 03101	United States
Nina L. Caroselli (Senior Vice President and Director)	Senior Vice President, RiverStone Resources LLC 250 Commercial Street, Suite 5000 Manchester, New Hampshire 03101	United States
Richard J. Fabian (Senior Vice President, General Counsel and Director)	Senior Vice President and General Counsel, RiverStone Resources LLC 250 Commercial Street, Suite 5000 Manchester, New Hampshire 03101	United States
Robert S. Bennett (Executive Vice President and Chief Actuary)	Executive Vice President and Chief Actuary, Crum & Forster Holdings Corp. 305 Madison Avenue Morristown, New Jersey 07962	United States
Frank De Maria (Senior Vice President)	Senior Vice President, RiverStone Resources LLC 250 Commercial Street, Suite 5000 Manchester, New Hampshire 03101	United States

Jeffrey M. Rubin (Senior Vice President)	Senior Vice President, Odyssey Reinsurance Company 300 Stamford Place Stamford, Connecticut 06902	United States
---	--	---------------

Elizabeth A. Sander (Senior Vice President and Actuary)	Senior Vice President and Chief Actuary, Odyssey Reinsurance Company 300 First Stamford Place Stamford, Connecticut 06902	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
Jack D. Miller (Chairman and Chief Executive Officer)	Chairman and Chief Executive Officer, Zenith Insurance Company 21255 Califa St. Woodland Hills, California 91367	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
Peter Clarke (Director)	Vice President and Chief Risk Officer, Fairfax Financial Holdings Limited 95 Wellington Street West Suite 800 Toronto, Ontario M5J 2N7	Canada
David Bonham (Director)	Vice President and Chief Financial Officer, Fairfax Financial Holdings Limited 95 Wellington Street West Suite 800 Toronto, Ontario M5J 2N7	Canada
Michael E. Jansen (Executive Vice President and General Counsel and Director)	Executive Vice President and General Counsel, Zenith Insurance Company 21255 Califa St. Woodland Hills, 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
Paul Rivett (Director)	President, Fairfax Financial Holdings Limited 95 Wellington Street West Suite 800 Toronto, Ontario M5J 2N7	Canada
Kari L. Van Gundy (Executive Vice President and Director)	Chief Executive Officer and Director, Zenith Insurance Company 21255 Califa St. Woodland Hills, California 91367	United States
William J. Owen (Executive Vice President, Chief Financial Officer & Treasurer)	Executive Vice President, Chief Financial Officer and Treasurer, Zenith National Insurance Company 21255 Califa St. Woodland Hills, California 91367	United Kingdom, United States
Davidson Matthew Pattiz (Executive Vice President & Chief Operating Officer)	Executive Vice President and Chief Operating Officer, Zenith National Insurance Company 21255 Califa St. Woodland Hills, California 91367	United States

**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
Jack D. Miller (Chairman and Chief Executive Officer)	Chairman and Chief Executive Officer, Zenith Insurance Company 21255 Califa St. Woodland Hills, California 91367	United States
Michael E. Jansen (Executive Vice President and General Counsel and Director)	Executive Vice President and General Counsel, Zenith Insurance Company 21255 Califa St. Woodland Hills, California 91367	United States
Kari L. Van Gundy (Chief Executive Officer and Director)	Chief Executive Officer and Director, Zenith Insurance Company 21255 Califa St. Woodland Hills, California 91367	United States
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
Davidson M. Pattiz (Chief Operating Officer and Executive Vice President)	Executive Vice President of Claims, 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
William J. Owen (Executive Vice President, Chief Financial Officer & Treasurer)	Executive Vice President, Chief Financial Officer and Treasurer, Zenith National Insurance Company 21255 Califa St. Woodland Hills, California 91367	United Kingdom, United States

**DIRECTORS AND EXECUTIVE OFFICERS OF
TIG HOLDINGS, INC.**

The following table sets forth certain information with respect to the directors and executive officers of TIG Holdings, 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
Dorothy D. Whitaker (Chairman, President and Secretary)	Director, Treasurer and Secretary, Fairfax (US), Inc. 2850 Lake Vista Drive, Suite 150 Lewisville, Texas 75067	United States
Ronald Schokking (Vice President and Treasurer)	Vice President and Treasurer, Fairfax Financial Holdings Limited 95 Wellington Street West Suite 800 Toronto, Ontario M5J 2N7	Canada
Michael T. Bullen (Chief Financial Officer, Treasurer and Director)	Senior International Tax Manager, Fairfax (US) Inc. 2850 Lake Vista Drive, Ste. 150 Lewisville, Texas 75067	United States
Melody Spencer (Vice President)	Tax Manager, Fairfax (US) Inc. 2850 Lake Vista Drive, Ste. 150 Lewisville, Texas 75067	United States
Dennis McGovern (Vice President)	Senior Tax Manager, Fairfax (US) Inc. 2850 Lake Vista Drive, Ste. 150 Lewisville, Texas 75067	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
Sherryl Scott (Assistant Secretary)	Deputy General Counsel, RiverStone Resources LLC 250 Commercial Street, Suite 5000 Manchester, New Hampshire 03101	United States

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

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

Name	Present Principal Occupation or Employment and the Name, Principal Business and Address of any Corporation or other Organization in which such employment is conducted	Citizenship
Nicholas C. Bentley (Chairman, Chief Executive Officer, President and Director)	Manager, President and Chief Executive Officer, RiverStone Resources LLC 250 Commercial Street, Suite 5000 Manchester, New Hampshire 03101	United Kingdom
Nina L. Caroselli (Senior Vice President and Director)	Senior Vice President, RiverStone Resources LLC 250 Commercial Street, Suite 5000 Manchester, New Hampshire 03101	United States
John J. Bator (Senior Vice President, Chief Financial Officer, Treasurer and Director)	Senior Vice President, Chief Financial Officer and Treasurer, RiverStone Resources LLC 250 Commercial Street, Suite 5000 Manchester, New Hampshire 03101	United States
Frank DeMaria (Senior Vice President and Director)	Senior Vice President, RiverStone Resources LLC 250 Commercial Street, Suite 5000 Manchester, New Hampshire 03101	United States
Henry W. Edmiston (Senior Vice President)	President, Fairfax (US), Inc. 2850 Lake Vista Drive, Suite 150 Lewisville, Texas 75067	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
Richard J. Fabian (Senior Vice President, General Counsel and Director)	Senior Vice President and General Counsel, RiverStone Resources LLC 250 Commercial Street, Suite 5000 Manchester, New Hampshire 03101	United States
James K. Kelly (Senior Vice President)	Senior Vice President, RiverStone Resources LLC 250 Commercial Street, Suite 5000 Manchester, New Hampshire 03101	United States

**DIRECTORS AND EXECUTIVE OFFICERS OF
GENERAL FIDELITY INSURANCE COMPANY**

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

Name	Present Principal Occupation or Employment and the Name, Principal Business and Address of any Corporation or other Organization in which such employment is conducted	Citizenship
Nicholas C. Bentley (Chairman, Chief Executive Officer, President and Director)	Manager, President and Chief Executive Officer, RiverStone Resources LLC 250 Commercial Street, Suite 5000 Manchester, New Hampshire 03101	United Kingdom
Nina L. Caroselli (Senior Vice President and Director)	Senior Vice President, RiverStone Resources LLC 250 Commercial Street, Suite 5000 Manchester, New Hampshire 03101	United States
John J. Bator (Senior Vice President, Chief Financial Officer, Treasurer and Director)	Senior Vice President, Chief Financial Officer and Treasurer, RiverStone Resources LLC 250 Commercial Street, Suite 5000 Manchester, New Hampshire 03101	United States
Richard J. Fabian (Senior Vice President, Secretary, General Counsel and Director)	Senior Vice President and General Counsel, RiverStone Resources LLC 250 Commercial Street, Suite 5000 Manchester, New Hampshire 03101	United States
James K. Kelly (Senior Vice President)	Senior Vice President, RiverStone Resources LLC 250 Commercial Street, Suite 5000 Manchester, New Hampshire 03101	United States
Frank DeMaria (Senior Vice President)	Senior Vice President, RiverStone Resources LLC 250 Commercial Street, Suite 5000 Manchester, New Hampshire 03101	United States

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

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
Henry W. Edmiston (Senior Vice President)	President, Fairfax (US), Inc. 2850 Lake Vista Drive, Suite 150 Lewisville, Texas 75067	United States

**DIRECTORS AND EXECUTIVE OFFICERS OF
FAIRMONT SPECIALTY GROUP INC.**

The following table sets forth certain information with respect to the directors and executive officers of Fairmont Specialty Group 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
Nicholas C. Bentley (Chief Executive Officer, Chairman, President and Director)	Manager, President and Chief Executive Officer, RiverStone Resources LLC 250 Commercial Street, Suite 5000 Manchester, New Hampshire 03101	United Kingdom
John J. Bator (Senior Vice President, Chief Financial Officer, Treasurer and Director)	Senior Vice President, Chief Financial Officer and Treasurer, RiverStone Resources LLC 250 Commercial Street, Suite 5000 Manchester, New Hampshire 03101	United States
Richard J. Fabian (General Counsel)	Senior Vice President and General Counsel, RiverStone Resources LLC 250 Commercial Street, Suite 5000 Manchester, New Hampshire 03101	United States
Marc J. Adee (Director)	Director Fairmont Specialty Insurance Group Inc. 10350 Richmond Avenue, Suites 250/300 Houston, Texas 77042	United States

**DIRECTORS AND EXECUTIVE OFFICERS OF
FAIRMONT PREMIER INSURANCE COMPANY**

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

Name	Present Principal Occupation or Employment and the Name, Principal Business and Address of any Corporation or other Organization in which such employment is conducted	Citizenship
Nicholas C. Bentley (Chairman, Chief Executive Officer, President and Director)	Manager, President and Chief Executive Officer, RiverStone Resources LLC 250 Commercial Street, Suite 5000 Manchester, New Hampshire 03101	United Kingdom
John J. Bator (Senior Vice President, Chief Financial Officer, Treasurer and Director)	Senior Vice President, Chief Financial Officer and Treasurer, RiverStone Resources LLC 250 Commercial Street, Suite 5000 Manchester, New Hampshire 03101	United States
Frank DeMaria (Senior Vice President and Director)	Senior Vice President, RiverStone Resources LLC 250 Commercial Street, Suite 5000 Manchester, New Hampshire 03101	United States
Richard J. Fabian (Senior Vice President, General Counsel)	Senior Vice President and General Counsel, RiverStone Resources LLC 250 Commercial Street, Suite 5000 Manchester, New Hampshire 03101	United States
Nina L. Caroselli (Senior Vice President and Director)	Senior Vice President, RiverStone Resources LLC 250 Commercial Street, Suite 5000 Manchester, New Hampshire 03101	United States
James K. Kelly (Senior Vice President)	Senior Vice President, RiverStone Resources LLC 250 Commercial Street, Suite 5000 Manchester, New Hampshire 03101	United States

**DIRECTORS AND EXECUTIVE OFFICERS OF
FAIRMONT SPECIALTY INSURANCE COMPANY**

The following table sets forth certain information with respect to the directors and executive officers of Fairmont 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
Nicholas C. Bentley (Chairman, Chief Executive Officer, President and Director)	Manager, President and Chief Executive Officer, RiverStone Resources LLC 250 Commercial Street, Suite 5000 Manchester, New Hampshire 03101	United Kingdom
John J. Bator (Senior Vice President, Chief Financial Officer, Treasurer and Director)	Senior Vice President, Chief Financial Officer and Treasurer, RiverStone Resources LLC 250 Commercial Street, Suite 5000 Manchester, New Hampshire 03101	United States
Frank DeMaria (Senior Vice President and Director)	Senior Vice President, RiverStone Resources LLC 250 Commercial Street, Suite 5000 Manchester, New Hampshire 03101	United States
Richard J. Fabian (Senior Vice President, General Counsel)	Senior Vice President and General Counsel, RiverStone Resources LLC 250 Commercial Street, Suite 5000 Manchester, New Hampshire 03101	United States
James K. Kelly (Senior Vice President)	Senior Vice President, RiverStone Resources LLC 250 Commercial Street, Suite 5000 Manchester, New Hampshire 03101	United States

**DIRECTORS AND EXECUTIVE OFFICERS OF
ODYSSEY US HOLDINGS INC.**

The following table sets forth certain information with respect to the directors and executive officers of Odyssey US Holdings 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
Brian D. Young (Chairman of the Board of Directors, President and Chief Executive Officer)	President, Chief Executive Officer, and Director, Odyssey Re Holdings Corp. 300 First Stamford Place, Stamford, Connecticut 06902	United States
Michael G. Wacek (Executive Vice President, Corporate Secretary and Director)	Executive Vice President and Chief Risk Officer, Odyssey Re Holdings Corp. 300 First Stamford Place, Stamford, Connecticut 06902	United States
Jan Christiansen (Executive Vice President, Chief Financial Officer, Controller and Director)	Executive Vice President and Chief Financial Officer, Odyssey Re Holdings Corp. 300 First Stamford Place, Stamford, Connecticut 06902	Denmark

**DIRECTORS AND EXECUTIVE OFFICERS OF
ODYSSEY RE HOLDINGS CORP.**

The following table sets forth certain information with respect to the directors and executive officers of Odyssey Re 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
Andrew A. Barnard (Chairman)	President and Chief Operating Officer, Fairfax Insurance Group 100 William Street, 5th Floor New York, New York 10038	United States
Brian D. Young (Chief Executive Officer, President and Director)	Chief Executive Officer, President and Director, Odyssey Re Holdings Corp. 300 First Stamford Place, Stamford, Connecticut 06902	United States
Michael G. Wacek (Executive Vice President and Chief Risk Officer)	Executive Vice President and Chief Risk Officer, Odyssey Re Holdings Corp. 300 First Stamford Place, Stamford, Connecticut 06902	United States
Jan Christiansen (Executive Vice President and Chief Financial Officer)	Executive Vice President and Chief Financial Officer, Odyssey Re Holdings Corp. 300 First Stamford Place, Stamford, Connecticut 06902	Denmark
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

Name	Present Principal Occupation or Employment and the Name, Principal Business and Address of any Corporation or other Organization in which such employment is conducted	Citizenship
Paul Rivett (Director)	President, Fairfax Financial Holdings Limited 95 Wellington Street West Suite 800 Toronto, Ontario M5J 2N7	Canada
David Bonham (Director)	Vice President and Chief Financial Officer, Fairfax Financial Holdings Limited 95 Wellington Street West Suite 800 Toronto, Ontario M5J 2N7	Canada
Peter Clarke (Director)	Vice President and Chief Risk Officer, Fairfax Financial Holdings Limited 95 Wellington Street West Suite 800 Toronto, Ontario M5J 2N7	Canada

**DIRECTORS AND EXECUTIVE OFFICERS OF
ODYSSEY REINSURANCE COMPANY**

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

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
Brian D. Young (Chief Executive Officer, President and Director)	Chief Executive Officer, President and Director, Odyssey Re Holdings Corp. 300 First Stamford Place, Stamford, Connecticut 06902	United States
Michael G. Wacek (Executive Vice President, Chief Risk Officer and Director)	Executive Vice President and Chief Risk Officer, Odyssey Re Holdings Corp. 300 First Stamford Place, Stamford, Connecticut 06902	United States
Jan Christiansen (Executive Vice President and Director)	Executive Vice President and Chief Financial Officer, Odyssey Re Holdings Corp. 300 First Stamford Place, Stamford, Connecticut 06902	Denmark
Elizabeth A. Sander (Executive Vice President and Chief Actuary)	Executive Vice President and Chief Actuary, Odyssey Reinsurance Company 300 First Stamford Place, Stamford, Connecticut 06902	United States
Alaine R. Carey (Executive Vice President)	Executive Vice President, Odyssey Re Holdings Corp. 300 First Stamford Place, Stamford, Connecticut 06902	United States

<p>Patrick E. Gentile (Executive Vice President)</p>	<p>Executive Vice President, Odyssey Reinsurance Company 300 First Stamford Place, Stamford, Connecticut 06902</p>	<p>United States</p>
<p>Joseph A. Guardo (Executive Vice President)</p>	<p>Executive Vice President, Odyssey Reinsurance Company 300 First Stamford Place, Stamford, Connecticut 06902</p>	<p>United States</p>
<p>Carl A. Overy (Executive Vice President)</p>	<p>Chief Executive Officer, London Market Division, Odyssey Reinsurance Company Suite 514, London Underwriting Centre, 3 Minister Court, Mincing Lane, London, EC3R 7DD</p>	<p>United Kingdom</p>
<p>Lucien Pietropoli (Executive Vice President)</p>	<p>Chief Executive Officer, Asia Pacific, Odyssey Reinsurance Company 1 Finlayan Green # 17-00 Singapore 049246</p>	<p>France</p>
<p>Brian D. Quinn (Executive Vice President)</p>	<p>Executive Vice President, Odyssey Reinsurance Company 300 First Stamford Place, Stamford, Connecticut 06902</p>	<p>United States</p>

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

The following table sets forth certain information with respect to the directors and executive officers of Hudson 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
Brian D. Young (Chairman and Chief Executive Officer)	Chairman and Chief Executive Officer, Odyssey Re Holdings Corp. 300 First Stamford Place, Stamford, Connecticut 06902	United States
Christopher L. Gallagher (President, Chief Operating Officer and Director)	President and Chief Operating Officer, Hudson Insurance Company 100 William St., 5th Floor, New York, New York 10038	United States
Michael G. Wacek (Director)	Executive Vice President and Chief Risk Officer, Odyssey Re Holdings Corp. 300 First Stamford Place, Stamford, Connecticut 06902	United States
Jan Christiansen (Director and Executive Vice President)	Executive Vice President and Chief Financial Officer, Odyssey Re Holdings Corp. 300 First Stamford Place Stamford, Connecticut 06902	Denmark
Christopher T. Suarez (Executive Vice President and Chief Underwriting Officer)	Executive Vice President and Chief Underwriting Officer, Hudson Insurance Company. 100 William St., 5th Floor, New York, New York 10038	United States

Elizabeth A. Sander (Executive Vice President and Chief Actuary)	Executive Vice President and Chief Actuary, Odyssey Reinsurance Company 300 First Stamford Place, Stamford, Connecticut 06902	United States
---	--	---------------

Alaine R. Carey (Executive Vice President)	Executive Vice President, Odyssey Reinsurance Company 300 First Stamford Place, Stamford, Connecticut 06902	United States
---	--	---------------

James J. Hooghuis (Executive Vice President)	Executive Vice President and Chief Underwriting Officer, Financial Products Hudson Insurance Group 176 Mineola Blvd., 2nd Floor Mineola, New York 11501	United States
---	---	---------------

**DIRECTORS AND EXECUTIVE OFFICERS OF
HUDSON SPECIALTY INSURANCE COMPANY**

The following table sets forth certain information with respect to the directors and executive officers of Hudson 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
Brian D. Young (Chairman and Chief Executive Officer)	Chief Executive Officer, President and Director, Odyssey Re Holdings Corp. 300 First Stamford Place, Stamford, Connecticut 06902	United States
Christopher L. Gallagher (President, Chief Operating Officer and Director)	President, Chief Operating Officer and Director, Hudson Insurance Company 100 William St., 5th Floor, New York, New York 10038	United States
Jan Christiansen (Director and Executive Vice President)	Executive Vice President and Chief Financial Officer, Odyssey Re Holdings Corp. 300 First Stamford Place Stamford, Connecticut 06902	Denmark
Elizabeth A. Sander (Executive Vice President, Chief Actuary and Director)	Executive Vice President and Chief Actuary, Odyssey Reinsurance Company 300 First Stamford Place, Stamford, Connecticut 06902	United States
Christopher T. Suarez (Executive Vice President, Chief Underwriting Officer and Director)	Executive Vice President and Chief Underwriting Officer, Hudson Insurance Company. 100 William St., 5th Floor, New York, New York 10038	United States

Edgar Filing: Resolute Forest Products Inc. - Form SC 13D/A

Alaine R. Carey (Executive Vice President)	Executive Vice President, Odyssey Reinsurance Company 300 First Stamford Place, Stamford, Connecticut 06902	United States
James J. Hooghuis (Executive Vice President)	Executive Vice President, Hudson Insurance Group 176 Mineola Blvd., 2nd Floor Mineola, New York 11501	United States
Peter H. Lovell (Senior Vice President and Director)	Senior Vice President, General Counsel and Corporate Secretary, Odyssey Re Holdings Corp. 300 First Stamford Place, Stamford, Connecticut 06902	United States
John F. Verbich (Senior Vice President, Chief Financial Officer and Director)	Senior Vice President, and Chief Financial Officer, Hudson Insurance Company 100 William St., 5th Floor New York, New York 10038	United States
Anthony J. Slowski (Senior Vice President, Treasurer and Director)	Senior Vice President, Hudson Insurance Company 100 William St., 5th Floor, New York, New York 10038	United States

**DIRECTORS AND EXECUTIVE OFFICERS OF
NEWLINE HOLDINGS UK LIMITED**

The following table sets forth certain information with respect to the directors and executive officers of Newline Holdings UK 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
Carl A. Overy (Chief Executive Officer and Director)	Director and Chief Executive Officer, Newline Underwriting Management Limited Suite 5/4, The London Underwriting Centre 3 Minster Court, Mincing Lane London EC3R 7DD	United Kingdom
Jan Christiansen (Director)	Executive Vice President and Chief Financial Officer, Odyssey Re Holdings Corp. 300 First Stamford Place, Stamford, Connecticut 06902	Denmark
Robert B. Kastner (Head of Claims and Director)	Director and Head of Claims, Newline Underwriting Management Limited Suite 5/4, The London Underwriting Centre 3 Minster Court, Mincing Lane London EC3R 7DD	United Kingdom
J. Richard F. Micklem (Chief Operating Officer and Director)	Director and Chief Operating Officer, Newline Underwriting Management Limited Suite 5/4, The London Underwriting Centre 3 Minster Court, Mincing Lane London EC3R 7DD	United Kingdom
Philip T. Foley (Chief Underwriting Officer and Director)	Director and Chief Underwriting Officer, Newline Underwriting Management Limited Suite 5/4, The London Underwriting Centre 3 Minster Court, Mincing Lane London EC3R 7DD	United Kingdom

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
Sonny Kapur (Chief Financial Officer and Director)	Director and Chief Financial Officer, Newline Underwriting Management Limited Suite 5/4, The London Underwriting Centre 3 Minster Court, Mincing Lane London EC3R 7DD	United Kingdom
M. Scales (Non-Executive Director)	Non-Executive Director, Newline Underwriting Management Limited Suite 5/4, The London Underwriting Centre 3 Minster Court, Mincing Lane London EC3R 7DD	United Kingdom
J.W.J Spencer (Non-Executive Director)	Non-Executive Director, Newline Underwriting Management Limited Suite 5/4, The London Underwriting Centre 3 Minster Court, Mincing Lane London EC3R 7DD	United Kingdom
Michael G. Wacek (Non-Executive Director)	Executive Vice President and Chief Risk Officer, Odyssey Re Holdings Corp. 300 First Stamford Place, Stamford, Connecticut 06902	United States

**DIRECTORS AND EXECUTIVE OFFICERS OF
NEWLINE CORPORATE NAME LIMITED**

The following table sets forth certain information with respect to the directors and executive officers of Newline Corporate Name 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
Michael G. Wacek (Director)	Executive Vice President and Chief Risk Officer, Odyssey Re Holdings Corp. 300 First Stamford Place, Stamford, Connecticut 06902	United States
Jan Christiansen (Director)	Executive Vice President and Chief Financial Officer, Odyssey Re Holdings Corp. 300 First Stamford Place, Stamford, Connecticut 06902	Denmark
Robert B. Kastner (Head of Claims and Director)	Director and Head of Claims, Newline Underwriting Management Limited Suite 5/4, The London Underwriting Centre 3 Minster Court, Mincing Lane London EC3R 7DD	United Kingdom
J. Richard F. Micklem (Chief Operating Officer and Director)	Director and Chief Operating Officer, Newline Underwriting Management Limited Suite 5/4, The London Underwriting Centre 3 Minster Court, Mincing Lane London EC3R 7DD	United Kingdom

**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
Marc J. Adee (President, Chief Executive Officer, Chairman and Director)	President, Chief Executive Officer and Chairman, Crum & Forster Holdings Corp. and various other insurance subsidiaries, 305 Madison Avenue Morristown, NJ 07962	United States
James V. Kraus (Secretary and Director)	Senior Vice President, General Counsel and Secretary, United States Fire Insurance Company 305 Madison Avenue Morristown, NJ 07962	United States
Paul W. Bassaline (Senior Vice President, Chief Financial Officer, Treasurer and Director)	Senior Vice President, Chief Financial Officer and Treasurer, Crum & Forster Holdings Corp. 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
David Bonham (Director)	Vice President and Chief Financial Officer, Fairfax Financial Holdings Limited 95 Wellington Street West Suite 800	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
Peter Clarke (Director)	Vice President and Chief Risk Officer, Fairfax Financial Holdings Limited 95 Wellington Street West Suite 800 Toronto, Ontario M5J 2N7	Canada
Paul Rivett (Director)	President, Fairfax Financial Holdings Limited 95 Wellington Street West Suite 800 Toronto, Ontario M5J 2N7	Canada

**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
Marc J. Adee (President, Chief Executive Officer, Chairman and Director)	President, Chief Executive Officer and Chairman, Crum & Forster Holdings Corp. and various other insurance subsidiaries, 305 Madison Avenue Morristown, NJ 07962	United States
Stephen M. Mulready (Executive Vice President, Chief Operating Officer and Director)	Executive Vice President and Chief Operating Officer, United States Fire Insurance Company, 305 Madison Avenue Morristown, NJ 07962	United States
Paul W. Bassaline (Senior Vice President, Chief Financial Officer, Treasurer and Director)	Senior Vice President, Chief Financial Officer and Treasurer, Crum & Forster Holdings Corp. 305 Madison Avenue Morristown, NJ 07962	United States

**DIRECTORS AND EXECUTIVE OFFICERS OF
UNITED STATES FIRE INSURANCE COMPANY**

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

Name	Present Principal Occupation or Employment and the Name, Principal Business and Address of any Corporation or other Organization in which such employment is conducted	Citizenship
Marc J. Adee (President, Chief Executive Officer, Chairman and Director)	President, Chief Executive Officer and Chairman, Crum & Forster Holdings Corp. and various other insurance subsidiaries, 305 Madison Avenue Morristown, NJ 07962	United States
Stephen M. Mulready (Executive Vice President, Chief Operating Officer and Director)	Executive Vice President and Chief Operating Officer, United States Fire Insurance Company, 305 Madison Avenue Morristown, NJ 07962	United States
Paul W. Bassaline (Senior Vice President, Chief Financial Officer, Treasurer and Director)	Senior Vice President, Chief Financial Officer and Treasurer, Crum & Forster Holdings Corp. 305 Madison Avenue Morristown, NJ 07962	United States

**DIRECTORS AND EXECUTIVE OFFICERS OF
STONEBRIDGE HOLDING S.À.R.L.**

The following table sets forth certain information with respect to the directors and executive officers of Stonebridge Holding S.à.r.l.

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
Leo de Waal (Manager)	Manager, Stonebridge Holdings S.à.r.l. 20, rue Eugène Ruppert L-2453 Luxembourg	Luxembourg
Ronald Schokking (Manager and Chairman)	Vice President and Treasurer, Fairfax Financial Holdings Limited 95 Wellington Street West Suite 800 Toronto, Ontario M5J 2N7	Canada
Marnix Wielenga (Manager)	Manager, Stonebridge Holdings S.à.r.l. 20, rue Eugène Ruppert L-2453 Luxembourg	Luxembourg

**DIRECTORS AND EXECUTIVE OFFICERS OF
STONEBRIDGE RE S.A.**

The following table sets forth certain information with respect to the directors and executive officers of Stonebridge Re S.A.

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
Ronald Schokking (Director)	Vice President and Treasurer, Fairfax Financial Holdings Limited 95 Wellington Street West Suite 800 Toronto, Ontario M5J 2N7	Canada
Jean Cloutier (Director)	Vice President, International Operations, Fairfax Financial Holdings Limited 95 Wellington Street West Suite 800 Toronto, Ontario M5J 2N7	Canada
Leo de Waal (Director)	Manager, Stonebridge Holdings S.à.r.l. 20, rue Eugène Ruppert L-2453 Luxembourg	Luxembourg
Marnix Wielenga (Director)	Manager, Stonebridge Holdings S.à.r.l. 20, rue Eugène Ruppert L-2453 Luxembourg	Luxembourg
Fredrick Gabriel (General Manager and Director)	Manager, Stonebridge Re S.A. 20, rue Eugène Ruppert L-2453 Luxembourg	Luxembourg

**DIRECTORS AND EXECUTIVE OFFICERS OF
FAIRFAX LUXEMBOURG HOLDINGS S.À.R.L.**

The following table sets forth certain information with respect to the directors and executive officers of Fairfax Luxembourg Holdings S.à.r.l.

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
Leo de Waal (Manager)	Manager, Stonebridge Holdings S.à.r.l. 20, rue Eugène Ruppert L-2453 Luxembourg	Luxembourg
Ronald Schokking (Manager and Chairman)	Vice President and Treasurer, Fairfax Financial Holdings Limited 95 Wellington Street West Suite 800 Toronto, Ontario M5J 2N7	Canada
Marnix Wielenga (Manager)	Manager, Stonebridge Holdings S.à.r.l. 20, rue Eugène Ruppert L-2453 Luxembourg	Luxembourg

**DIRECTORS AND EXECUTIVE OFFICERS OF
RIVERSTONE HOLDINGS LIMITED**

The following table sets forth certain information with respect to the directors and executive officers of RiverStone 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
Nicholas C. Bentley (Chairman, Chief Executive Officer, President and Director)	Manager, President and Chief Executive Officer, RiverStone Resources LLC 250 Commercial Street, Suite 5000 Manchester, New Hampshire 03101	United Kingdom
Luke Tanzer (Managing Director)	Insurance Executive Director, Park Gate, 161-163 Preston Road Brighton BN1 6AU, England	Australia
Lorna Hemsley (Finance Director)	Accountant, Park Gate, 161-163 Preston Road Brighton BN1 6AU, England	United Kingdom
John J. Bator (Chief Financial Officer and Director)	Senior Vice President, Chief Financial Officer and Treasurer, RiverStone Resources LLC 250 Commercial Street, Suite 5000 Manchester, New Hampshire 03101	United States
Fraser Henry (General Counsel and Company Secretary)	General Counsel and Company Secretary, RiverStone Holdings Limited 161-163 Preston Road, Brighton, East Sussex, BN1 6AU, England	United Kingdom

**DIRECTORS AND EXECUTIVE OFFICERS OF
RIVERSTONE INSURANCE LIMITED**

The following table sets forth certain information with respect to the directors and executive officers of RiverStone Insurance 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
Nicholas C. Bentley (Chairman, Chief Executive Officer, President and Director)	Manager, President and Chief Executive Officer, RiverStone Resources LLC 250 Commercial Street, Suite 5000 Manchester, New Hampshire 03101	United Kingdom
Luke Tanzer (Managing Director)	Managing Director, RiverStone Insurance Limited Park Gate, 161-163 Preston Road Brighton BN1 6AU, England	Australia
Lorna Hemsley (Finance Director)	Finance Director, RiverStone Insurance Limited Park Gate, 161-163 Preston Road Brighton BN1 6AU, England	United Kingdom
John J. Bator (Chief Financial Officer)	Senior Vice President, Chief Financial Officer and Treasurer, RiverStone Resources LLC 250 Commercial Street, Suite 5000 Manchester, New Hampshire 03101	United States

Adrian Masterson

Director,

Ireland

(Director)

RiverStone Insurance Limited

Park Gate, 161-163 Preston Road

Brighton BN1 6AU, England

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
Tom Riddell (Director)	Director, RiverStone Insurance Limited Park Gate, 161-163 Preston Road Brighton BN1 6AU, England	United Kingdom
Anthony Keys (Director)	Director, RiverStone Insurance Limited Park Gate, 161-163 Preston Road Brighton BN1 6AU, England	United Kingdom
Fraser Henry (General Counsel and Company Secretary)	General Counsel and Company Secretary, RiverStone Holdings Limited 161-163 Preston Road, Brighton, East Sussex, BN1 6AU, England	United Kingdom

**DIRECTORS AND EXECUTIVE OFFICERS OF
1823671 ONTARIO LIMITED**

The following table sets forth certain information with respect to the directors and executive officers of 1823671 Ontario Limited.

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

**DIRECTORS AND EXECUTIVE OFFICERS OF
1874616 ONTARIO LIMITED**

The following table sets forth certain information with respect to the directors and executive officers of 1874616 Ontario Limited.

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

Edgar Filing: Resolute Forest Products Inc. - Form SC 13D/A

Suite 800

Toronto, Ontario M5J 2N7

Bradley P. Martin

Vice President, Strategic Investments,

Canada

(President and Secretary)

Fairfax Financial Holdings Limited

95 Wellington Street West

Suite 800

Toronto, Ontario M5J 2N7

**DIRECTORS AND EXECUTIVE OFFICERS OF
1874617 ONTARIO LIMITED**

The following table sets forth certain information with respect to the directors and executive officers of 1874617 Ontario Limited.

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

Edgar Filing: Resolute Forest Products Inc. - Form SC 13D/A

Suite 800

Toronto, Ontario M5J 2N7

Bradley P. Martin

Vice President, Strategic Investments,

Canada

(President and Secretary)

Fairfax Financial Holdings Limited

95 Wellington Street West

Suite 800

Toronto, Ontario M5J 2N7

**DIRECTORS AND EXECUTIVE OFFICERS OF
NORTHBRIDGE SHARE OPTION 1 CORP.**

The following table sets forth certain information with respect to the directors and executive officers of Northbridge Share Option 1 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
V. Prem Watsa (President)	Chairman and Chief Executive Officer, 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, Fairfax Financial Holdings Limited 95 Wellington Street West Suite 800 Toronto, Ontario M5J 2N7	Canada
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
Craig Pinnock (Treasurer)	Chief Financial Officer, Northbridge Financial Corporation 105 Adelaide Street West, 7th Floor	Canada

Edgar Filing: Resolute Forest Products Inc. - Form SC 13D/A

Toronto, Ontario M5J 2N7

Paula Sawyers

General Counsel,

Canada

(Secretary)

Northbridge Financial Corporation

105 Adelaide Street West, 7th Floor

Toronto, Ontario M5J 2N7

**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
Silvy Wright (President and Chief Executive Officer)	President and Chief Executive Officer, Northbridge Financial Corporation 105 Adelaide Street West, 7th Floor Toronto, Ontario M5H 1P9	Canada
Craig Pinnock (Chief Financial Officer)	Chief Financial 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
John Varnell (Director)	Vice President, Corporate Development, Fairfax Financial Holdings Limited 95 Wellington Street West Suite 800 Toronto, Ontario M5J 2N7	Canada
Paul Rivett (Director)	President, Fairfax Financial Holdings Limited 95 Wellington Street West	Canada

Suite 800

Toronto, Ontario M5J 2N7

Edgar Filing: Resolute Forest Products Inc. - Form SC 13D/A

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
David Bonham (Director)	Vice President and Chief Financial Officer, Fairfax Financial Holdings Limited 95 Wellington Street West Suite 800 Toronto, Ontario M5J 2N7	Canada
Peter Clarke (Director)	Vice President and Chief Risk Officer, Fairfax Financial Holdings Limited 95 Wellington Street West Suite 800 Toronto, Ontario M5J 2N7	Canada
Lambert Morvan (Chief Underwriting Officer)	Chief Underwriting Officer, Northbridge Financial Corporation 105 Adelaide Street West, 7th Floor Toronto, Ontario M5H 1P9	Canada
Wayne Connelly (President, Federated Insurance)	President, Federated Insurance, Northbridge Financial Corporation 105 Adelaide Street West, 7th Floor Toronto, Ontario M5H 1P9	Canada
Lori McDougall (Chief Corporate Development Officer)	Chief Corporate Development Officer, Northbridge Financial Corporation 105 Adelaide Street West, 3rd Floor Toronto, Ontario M5H 1P9	Canada
Andrew Wood (Chief Information Officer)	Chief Information Officer, Northbridge Financial Corporation 105 Adelaide Street West, 7th Floor	Canada

Edgar Filing: Resolute Forest Products Inc. - Form SC 13D/A

Toronto, Ontario M5H 1P9

Lana Wood Executive Vice President, Western Region, Canada

(Executive Vice President, Western Region) Northbridge Financial Corporation

105 Adelaide Street West, 7th Floor

Toronto, Ontario M5H 1P9

Name	Present Principal Occupation or Employment and the Name, Principal Business and Address of any Corporation or other Organization in which such employment is conducted	Citizenship
Mark LeBlanc (Executive Vice President, Ontario and Atlantic Regions)	Executive Vice President, Ontario and Atlantic Regions, Northbridge Financial Corporation 105 Adelaide Street West, 7th Floor Toronto, Ontario M5H 1P9	Canada
Jean-Francois Béliveau (Executive Vice President, Québec Region)	Executive Vice President, Western Region, Northbridge Financial Corporation 105 Adelaide Street West, 7th Floor Toronto, Ontario M5H 1P9	Canada

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

The following table sets forth certain information with respect to the directors and executive officers of Northbridge Commercial 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
Silvy Wright (President and Chief Executive Officer)	President and Chief Executive Officer, Northbridge Financial Corporation 105 Adelaide Street West, 7th Floor Toronto, Ontario M5H 1P9	Canadian
Craig Pinnock (Director, and Chief Financial Officer)	Chief Financial Officer, Northbridge Financial Corporation 105 Adelaide Street West, 7th Floor Toronto, Ontario M5H 1P9	Canadian
Bryan S. Smith (Director)	Independent Business Consultant and Corporate Director, Toronto, Ontario, Canada	Canadian
Robert J. Gunn (Director)	Independent Business Consultant and Corporate Director, Toronto, Ontario, Canada	Canadian
Robert S. Weiss (Director)	Independent Business Consultant and Corporate Director, Toronto, Ontario, Canada	Canadian
John Varnell (Director)	Vice President, Corporate Development, Fairfax Financial Holdings Limited 95 Wellington Street West	Canada

Suite 800

Toronto, Ontario M5J 2N7

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
David Bonham (Director)	Vice President and Chief Financial Officer, Fairfax Financial Holdings Limited 95 Wellington Street West Suite 800 Toronto, Ontario M5J 2N7	Canada
Lambert Morvan (Chief Underwriting Officer)	Chief Underwriting Officer, Northbridge Financial Corporation 105 Adelaide Street West, 7th Floor Toronto, Ontario M5H 1P9	Canada
Wayne Connelly (President, Federated Insurance)	President, Federated Insurance, Northbridge Financial Corporation 105 Adelaide Street West, 7th Floor Toronto, Ontario M5H 1P9	Canadian
Lori McDougall (Chief Corporate Development Officer)	Chief Corporate Development Officer, Northbridge Financial Corporation 105 Adelaide Street West, 3rd Floor Toronto, Ontario M5H 1P9	Canada
Andrew Wood (Chief Information Officer)	Chief Information Officer, Northbridge Financial Corporation 105 Adelaide Street West, 7th Floor Toronto, Ontario M5H 1P9	Canada
Lana Wood (Executive Vice President, Western Region)	Executive Vice President, Western Region, Northbridge Financial Corporation 105 Adelaide Street West, 7th Floor Toronto, Ontario M5H 1P9	Canada

Edgar Filing: Resolute Forest Products Inc. - Form SC 13D/A

Mark LeBlanc	Executive Vice President, Ontario and Atlantic Regions,	Canada
(Executive Vice President, Ontario and Atlantic Regions)	Northbridge Financial Corporation	
	105 Adelaide Street West, 7th Floor	
	Toronto, Ontario M5H 1P9	

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-Francois Béliveau (Executive Vice President, Québec Region)	Executive Vice President, Western Region, 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
Silvy Wright (President and Chief Executive Officer)	President and Chief Executive Officer, Northbridge Financial Corporation 105 Adelaide Street West, 7th Floor Toronto, Ontario M5H 1P9	Canadian
Craig Pinnock (Director, and Chief Financial Officer)	Chief Financial Officer, Northbridge Financial Corporation 105 Adelaide Street West, 7th Floor Toronto, Ontario M5H 1P9	Canadian
Bryan S. Smith (Director)	Independent Business Consultant and Corporate Director, Toronto, Ontario, Canada	Canadian
Robert J. Gunn (Director)	Independent Business Consultant and Corporate Director, Toronto, Ontario, Canada	Canadian
Robert S. Weiss (Director)	Independent Business Consultant and Corporate Director, Toronto, Ontario, Canada	Canadian
John Varnell (Director)	Vice President, Corporate Development, Fairfax Financial Holdings Limited 95 Wellington Street West	Canada

Suite 800

Toronto, Ontario M5J 2N7

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
David Bonham (Director)	Vice President and Chief Financial Officer, Fairfax Financial Holdings Limited 95 Wellington Street West Suite 800 Toronto, Ontario M5J 2N7	Canada
Lambert Morvan (Chief Underwriting Officer)	Chief Underwriting Officer, Northbridge Financial Corporation 105 Adelaide Street West, 7th Floor Toronto, Ontario M5H 1P9	Canada
Wayne Connelly (President, Federated Insurance)	President, Federated Insurance, Northbridge Financial Corporation 105 Adelaide Street West, 7th Floor Toronto, Ontario M5H 1P9	Canadian
Lori McDougall (Chief Corporate Development Officer)	Chief Corporate Development Officer, Northbridge Financial Corporation 105 Adelaide Street West, 3rd Floor Toronto, Ontario M5H 1P9	Canada
Andrew Wood (Chief Information Officer)	Chief Information Officer, Northbridge Financial Corporation 105 Adelaide Street West, 7th Floor Toronto, Ontario M5H 1P9	Canada
Lana Wood (Executive Vice President, Western Region)	Executive Vice President, Western Region, Northbridge Financial Corporation 105 Adelaide Street West, 7th Floor Toronto, Ontario M5H 1P9	Canada

Edgar Filing: Resolute Forest Products Inc. - Form SC 13D/A

Mark LeBlanc	Executive Vice President, Ontario and Atlantic Regions,	Canada
(Executive Vice President, Ontario and Atlantic Regions)	Northbridge Financial Corporation	
	105 Adelaide Street West, 7th Floor	
	Toronto, Ontario M5H 1P9	

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-Francois Béliveau (Executive Vice President, Québec Region)	Executive Vice President, Western Region, Northbridge Financial Corporation 105 Adelaide Street West, 7th Floor Toronto, Ontario M5H 1P9	Canada

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

The following table sets forth certain information with respect to the directors and executive officers of Northbridge Personal 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
Silvy Wright (President and Chief Executive Officer)	President and Chief Executive Officer, Northbridge Financial Corporation 105 Adelaide Street West, 7th Floor Toronto, Ontario M5H 1P9	Canadian
Craig Pinnock (Director, and Chief Financial Officer)	Chief Financial Officer, Northbridge Financial Corporation 105 Adelaide Street West, 7th Floor Toronto, Ontario M5H 1P9	Canadian
Bryan S. Smith (Director)	Independent Business Consultant and Corporate Director, Toronto, Ontario, Canada	Canadian
Robert J. Gunn (Director)	Independent Business Consultant and Corporate Director, Toronto, Ontario, Canada	Canadian
Robert S. Weiss (Director)	Independent Business Consultant and Corporate Director, Toronto, Ontario, Canada	Canadian
John Varnell (Director)	Vice President, Corporate Development, Fairfax Financial Holdings Limited 95 Wellington Street West	Canada

Suite 800

Toronto, Ontario M5J 2N7

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
David Bonham (Director)	Vice President and Chief Financial Officer, Fairfax Financial Holdings Limited 95 Wellington Street West Suite 800 Toronto, Ontario M5J 2N7	Canada
Lambert Morvan (Chief Underwriting Officer)	Chief Underwriting Officer, Northbridge Financial Corporation 105 Adelaide Street West, 7th Floor Toronto, Ontario M5H 1P9	Canada
Wayne Connelly (President, Federated Insurance)	President, Federated Insurance, Northbridge Financial Corporation 105 Adelaide Street West, 7th Floor Toronto, Ontario M5H 1P9	Canadian
Lori McDougall (Chief Corporate Development Officer)	Chief Corporate Development Officer, Northbridge Financial Corporation 105 Adelaide Street West, 3rd Floor Toronto, Ontario M5H 1P9	Canada
Andrew Wood (Chief Information Officer)	Chief Information Officer, Northbridge Financial Corporation 105 Adelaide Street West, 7th Floor Toronto, Ontario M5H 1P9	Canada
Lana Wood (Executive Vice President, Western Region)	Executive Vice President, Western Region, Northbridge Financial Corporation 105 Adelaide Street West, 7th Floor Toronto, Ontario M5H 1P9	Canada

Edgar Filing: Resolute Forest Products Inc. - Form SC 13D/A

Mark LeBlanc	Executive Vice President, Ontario and Atlantic Regions,	Canada
(Executive Vice President, Ontario and Atlantic Regions)	Northbridge Financial Corporation	
	105 Adelaide Street West, 7th Floor	
	Toronto, Ontario M5H 1P9	

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-Francois Béliveau (Executive Vice President, Québec Region)	Executive Vice President, Western Region, Northbridge Financial Corporation 105 Adelaide Street West, 7th Floor Toronto, Ontario M5H 1P9	Canada

**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
Silvy Wright (President and Chief Executive Officer)	President and Chief Executive Officer, Northbridge Financial Corporation 105 Adelaide Street West, 7th Floor Toronto, Ontario M5H 1P9	Canadian
Craig Pinnock (Director, and Chief Financial Officer)	Chief Financial Officer, Northbridge Financial Corporation 105 Adelaide Street West, 7th Floor Toronto, Ontario M5H 1P9	Canadian
Bryan S. Smith (Director)	Independent Business Consultant and Corporate Director, Toronto, Ontario, Canada	Canadian
Robert J. Gunn (Director)	Independent Business Consultant and Corporate Director, Toronto, Ontario, Canada	Canadian
Robert S. Weiss (Director)	Independent Business Consultant and Corporate Director, Toronto, Ontario, Canada	Canadian
John Varnell (Director)	Vice President, Corporate Development, Fairfax Financial Holdings Limited 95 Wellington Street West Suite 800	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
David Bonham (Director)	Vice President and Chief Financial Officer, Fairfax Financial Holdings Limited 95 Wellington Street West Suite 800 Toronto, Ontario M5J 2N7	Canada
Lambert Morvan (Chief Underwriting Officer)	Chief Underwriting Officer, Northbridge Financial Corporation 105 Adelaide Street West, 7th Floor Toronto, Ontario M5H 1P9	Canada
Wayne Connelly (President, Federated Insurance)	President, Federated Insurance, Northbridge Financial Corporation 105 Adelaide Street West, 7th Floor Toronto, Ontario M5H 1P9	Canadian
Lori McDougall (Chief Corporate Development Officer)	Chief Corporate Development Officer, Northbridge Financial Corporation 105 Adelaide Street West, 3rd Floor Toronto, Ontario M5H 1P9	Canada
Andrew Wood (Chief Information Officer)	Chief Information Officer, Northbridge Financial Corporation 105 Adelaide Street West, 7th Floor Toronto, Ontario M5H 1P9	Canada
Lana Wood (Executive Vice President, Western Region)	Executive Vice President, Western Region, Northbridge Financial Corporation 105 Adelaide Street West, 7th Floor Toronto, Ontario M5H 1P9	Canada
Mark LeBlanc (Executive Vice President, Ontario and Atlantic Regions)	Executive Vice President, Ontario and Atlantic Regions, 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
Jean-Francois Béliveau (Executive Vice President, Québec Region)	Executive Vice President, Western Region, Northbridge Financial Corporation 105 Adelaide Street West, 7th Floor Toronto, Ontario M5H 1P9	Canada

Exhibit Index

Exhibit No.	Description
Ex. 8.2:	Joint filing agreement dated as of February 3, 2015 between V. Prem Watsa, 1109519 Ontario Limited, The Sixty Two Investment Company Limited, 810679 Ontario Limited, Fairfax Financial Holdings Limited, FFHL Group Ltd., Fairfax (Barbados) International Corp., Wentworth Insurance Company Ltd., Fairfax (US) Inc., Clearwater Insurance Company, Zenith National Insurance Corp., Zenith Insurance Company, TIG Holdings, Inc., TIG Insurance Company, General Fidelity Insurance Company, Fairmont Specialty Group Inc., Fairmont Premier Insurance Company, Fairmont Specialty Insurance Company, Odyssey US Holdings Inc., Odyssey Re Holdings Corp., Odyssey Reinsurance Company, Hudson Insurance Company, Hudson Specialty Insurance Company, Newline Holdings UK Limited, Newline Corporate Name Limited, Crum & Forster Holdings Corp., The North River Insurance Company, United States Fire Insurance Company, Stonebridge Holding S.à.r.l., Stonebridge Re S.A., Fairfax Luxembourg Holdings S.à.r.l., RiverStone Holdings Limited, RiverStone Insurance Limited, 1823671 Ontario Limited, 1874616 Ontario Limited, 1874617 Ontario Limited, Northbridge Share Option 1 Corp., Northbridge Financial Corporation, Northbridge Commercial Insurance Corporation, Northbridge General Insurance Corporation, Northbridge Personal Insurance Corporation and Federated Insurance Corporation of Canada.