

ODYSSEY RE HOLDINGS CORP
Form SC 13D/A
November 23, 2004

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

AMENDMENT NO. 2 TO

SCHEDULE 13D

UNDER THE SECURITIES EXCHANGE ACT OF 1934

Odyssey Re Holdings Corp.

(Name of Issuer)

Common Stock, \$.01 par value

(Title of Class of Securities)

67612W108

(CUSIP Number)

Eric P. Salsberg
Vice President, Corporate Affairs
Fairfax Financial Holdings Limited
95 Wellington Street West, Suite 800
Toronto, Ontario, Canada, M5J 2N7
Telephone: (416) 367-4941

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

- With a copy to -

Brice T. Voran
Shearman & Sterling LLP
Commerce Court West
199 Bay Street, Suite 4405
Toronto, Ontario M5L 1E8
Telephone (416) 360-8484

November 19, 2004

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b) (3) or (4), check the following box [].

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

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CUSIP No. 67612W108

Page 2 of 39
Pages

(1) Name of Reporting Person
V. Prem Watsa

(2) Check the Appropriate Box if a Member of a Group (a)
(b)

(3) SEC Use Only

(4) Source of Funds
00

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

(6) Citizenship or Place of Organization
Canada

	(7) Sole Voting Power
Number of Shares Beneficially Owned by Each Reporting Person With	(8) Shared Voting Power 52,364,400
	(9) Sole Dispositive Power
	(10) Shared Dispositive Power 52,364,400

(11) Aggregate Amount Beneficially Owned by each Reporting Person 52,364,400

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

(13) Percent of Class Represented by Amount in Row (11) 80.8

(14) Type of Reporting Person (See Instructions) IN

2

13D

CUSIP No. 67612W108

Page 3 of 39
Pages

(1) Name of Reporting Person
1109519 ONTARIO LIMITED

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(2) Check the Appropriate Box if a Member of a Group (a) []
(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). []

(6) Citizenship or Place of Organization
Ontario, Canada

	(7) Sole Voting Power
Number of Shares Beneficially Owned by Each Reporting Person With	(8) Shared Voting Power 52,364,400
	(9) Sole Dispositive Power
	(10) Shared Dispositive Power 52,364,400

(11) Aggregate Amount Beneficially Owned by each Reporting Person 52,364,400

(12) Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares
(See Instructions) []

(13) Percent of Class Represented by Amount in Row (11) 80.8

(14) Type of Reporting Person (See Instructions) CO

3

13D

CUSIP No. 67612W108

Page 4 of 39
Pages

(1) Name of Reporting Person
THE SIXTY TWO INVESTMENT COMPANY LIMITED

(2) Check the Appropriate Box if a Member of a Group (a) []
(b) [X]

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(3) SEC Use Only

(4) Source of Funds
OO

(5) Check box if Disclosure of Legal Proceedings is Required Pursuant to
Item 2(d) or 2(e). []

(6) Citizenship or Place of Organization
British Columbia

	(7) Sole Voting Power
Number of Shares Beneficially Owned by Each Reporting Person With	(8) Shared Voting Power 52,364,400
	(9) Sole Dispositive Power
	(10) Shared Dispositive Power 52,364,400

(11) Aggregate Amount Beneficially Owned by each Reporting Person 52,364,400

(12) Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares
(See Instructions) []

(13) Percent of Class Represented by Amount in Row (11) 80.8

(14) Type of Reporting Person (See Instructions) CO

4

13D

CUSIP No. 67612W108

Page 5 of 39
Pages

(1) Name of Reporting Person
810679 ONTARIO LIMITED

(2) Check the Appropriate Box if a Member of a Group (a) []
(b) [X]

(3) SEC Use Only

(4) Source of Funds
OO

(5) Check box if Disclosure of Legal Proceedings is Required Pursuant to

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Item 2(d) or 2(e).

[]

(6) Citizenship or Place of Organization
Ontario, Canada

Number of
Shares Beneficially
Owned
by Each
Reporting
Person With

(7) Sole Voting Power

(8) Shared Voting Power
52,364,400

(9) Sole Dispositive Power

(10) Shared Dispositive Power
52,364,400

(11) Aggregate Amount Beneficially Owned by each Reporting Person 52,364,400

(12) Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares
(See Instructions) []

(13) Percent of Class Represented by Amount in Row (11) 80.8

(14) Type of Reporting Person (See Instructions) CO

5

13D

CUSIP No. 67612W108

Page 6 of 39
Pages

(1) Name of Reporting Person
FAIRFAX FINANCIAL HOLDINGS LIMITED

(2) Check the Appropriate Box if a Member of a Group (a) []
(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). []

(6) Citizenship or Place of Organization
Canada

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Number of Shares Beneficially Owned by Each Reporting Person With	(7) Sole Voting Power ----- (8) Shared Voting Power 52,364,400 ----- (9) Sole Dispositive Power ----- (10) Shared Dispositive Power 52,364,400 -----
(11) Aggregate Amount Beneficially Owned by each Reporting Person	52,364,400
(12) Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)	[]
(13) Percent of Class Represented by Amount in Row (11)	80.8
(14) Type of Reporting Person (See Instructions)	CO

6

13D

CUSIP No. 67612W108

Page 7 of 39
Pages

(1) Name of Reporting Person FFHL GROUP LTD.	
(2) Check the Appropriate Box if a Member of a Group	(a) [] (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).	[]
(6) Citizenship or Place of Organization Canada	

Number of Shares Beneficially Owned by Each Reporting	(7) Sole Voting Power ----- (8) Shared Voting Power 52,364,400 -----
---	--

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Person With

(9) Sole Dispositive Power

(10) Shared Dispositive Power
52,364,400

(11) Aggregate Amount Beneficially Owned by each Reporting Person 52,364,400

(12) Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares
(See Instructions) []

(13) Percent of Class Represented by Amount in Row (11) 80.8

(14) Type of Reporting Person (See Instructions) CO

7

13D

CUSIP No. 67612W108

Page 8 of 39
Pages

(1) Name of Reporting Person
FAIRFAX INC.

(2) Check the Appropriate Box if a Member of a Group (a) []
(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). []

(6) Citizenship or Place of Organization
Wyoming

(7) Sole Voting Power

Number of
Shares Beneficially
Owned
by Each
Reporting
Person With

(8) Shared Voting Power
52,364,400

(9) Sole Dispositive Power

(10) Shared Dispositive Power
52,364,400

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(11) Aggregate Amount Beneficially Owned by each Reporting Person 52,364,400

 (12) Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares []
 (See Instructions)

 (13) Percent of Class Represented by Amount in Row (11) 80.8

 (14) Type of Reporting Person (See Instructions) CO

8

13D

CUSIP No. 67612W108

Page 9 of 39
 Pages

 (1) Name of Reporting Person
 FAIRFAX FINANCIAL (US) LLC

 (2) Check the Appropriate Box if a Member of a Group (a) []
 (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). []

 (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
 4,300,000

 (9) Sole Dispositive Power

 (10) Shared Dispositive Power
 4,300,000

 (11) Aggregate Amount Beneficially Owned by each Reporting Person 4,300,000

 (12) Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares []
 (See Instructions)

 (13) Percent of Class Represented by Amount in Row (11) 6.6

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(14) Type of Reporting Person (See Instructions) CO

9

13D

CUSIP No. 67612W108

Page 10 of 39
Pages

(1) Name of Reporting Person
TIG HOLDINGS, INC.

(2) Check the Appropriate Box if a Member of a Group (a) []
(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). []

(6) Citizenship or Place of Organization
Delaware

	(7) Sole Voting Power
Number of	-----
Shares Beneficially	(8) Shared Voting Power
Owned	47,200,000
by Each	-----
Reporting	(9) Sole Dispositive Power
Person With	-----
	(10) Shared Dispositive Power
	47,200,000

(11) Aggregate Amount Beneficially Owned by each Reporting Person 47,200,000

(12) Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares
(See Instructions) []

(13) Percent of Class Represented by Amount in Row (11) 72.9

(14) Type of Reporting Person (See Instructions) CO

10

13D

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CUSIP No. 67612W108

Page 11 of 39
Pages

(1) Name of Reporting Person
TIG INSURANCE GROUP INC.

(2) Check the Appropriate Box if a Member of a Group (a) []
(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). []

(6) Citizenship or Place of Organization
California

	(7) Sole Voting Power
Number of	-----
Shares Beneficially	(8) Shared Voting Power
Owned	47,200,000
by Each	-----
Reporting	(9) Sole Dispositive Power
Person With	-----
	(10) Shared Dispositive Power
	47,200,000

(11) Aggregate Amount Beneficially Owned by each Reporting Person 47,200,000

(12) Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares
(See Instructions) []

(13) Percent of Class Represented by Amount in Row (11) 72.9

(14) Type of Reporting Person (See Instructions) CO

11

13D

CUSIP No. 67612W108

Page 12 of 39
Pages

(1) Name of Reporting Person
TIG INSURANCE COMPANY

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(2) Check the Appropriate Box if a Member of a Group (a) []
 (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). []

(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 12,660,966
	(9) Sole Dispositive Power
	(10) Shared Dispositive Power 12,660,966

(11) Aggregate Amount Beneficially Owned by each Reporting Person 12,660,966

(12) Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares
 (See Instructions) []

(13) Percent of Class Represented by Amount in Row (11) 19.5

(14) Type of Reporting Person (See Instructions) CO

12

13D

CUSIP No. 67612W108

Page 13 of 39
 Pages

(1) Name of Reporting Person
 ORH HOLDINGS INC.

(2) Check the Appropriate Box if a Member of a Group (a) []
 (b) [X]

(3) SEC Use Only

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(4) Source of Funds
00

(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 6,166,667
	(9) Sole Dispositive Power
	(10) Shared Dispositive Power 6,166,667

(11) Aggregate Amount Beneficially Owned by each Reporting Person 6,166,667

(12) Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares
(See Instructions) []

(13) Percent of Class Represented by Amount in Row (11) 9.5

(14) Type of Reporting Person (See Instructions) CO

13

13D

CUSIP No. 67612W108

Page 14 of 39
Pages

(1) Name of Reporting Person
UNITED STATES FIRE INSURANCE COMPANY

(2) Check the Appropriate Box if a Member of a Group (a) []
(b) [X]

(3) SEC Use Only

(4) Source of Funds
00

(5) Check box if Disclosure of Legal Proceedings is Required Pursuant to
Item 2(d) or 2(e). []

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(6)	Citizenship or Place of Organization Delaware	
	Number of Shares Beneficially Owned by Each Reporting Person With	(7) Sole Voting Power
		(8) Shared Voting Power 800,000
		(9) Sole Dispositive Power
		(10) Shared Dispositive Power 800,000
(11)	Aggregate Amount Beneficially Owned by each Reporting Person	800,000
(12)	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)	[]
(13)	Percent of Class Represented by Amount in Row (11)	1.2
(14)	Type of Reporting Person (See Instructions)	CO

14

This Amendment No. 2 amends the Statement on Schedule 13D filed with the Securities and Exchange Commission on June 27, 2001 by V. Prem Watsa, The Sixty Two Investment Company Limited, Fairfax Financial Holdings Limited ("Fairfax"), Odyssey Re Holdings Ltd., Odyssey Re Group Ltd., Fairfax Inc., TIG Holdings, Inc., TIG Insurance Group, TIG Insurance Company, and ORH Holdings Inc., as amended by Amendment No. 1 thereto filed on March 7, 2003 (such schedule, as amended, the "Schedule 13D") in relation to shares of common stock, par value \$0.01 per share, of Odyssey Re Holdings Corp. ("Shares").

Amendment No. 1 to the Schedule 13D related to the purchase by Fairfax, through a subsidiary, pursuant to a master note purchase agreement, dated as of March 3, 2003, of 4,300,000 outstanding Shares (the "2003 Purchased Shares") in a private transaction. As consideration for the Purchased Shares, a subsidiary of Fairfax issued \$78,045,000 aggregate principal amount of 3.15% Exchangeable Notes due February 28, 2010 (the "Old Exchangeable Notes"), exchangeable into 4,300,000 Shares.

This Amendment No. 2 to the Schedule 13D relates to the purchase (the "Purchase") by a subsidiary of Fairfax of its \$78,045,000 aggregate principal amount of Old Exchangeable Notes in a private transaction. As consideration, the subsidiary issued \$100,964,000 aggregate principal amount of new 3.15% Exchangeable Notes due November 19, 2009 (the "New Exchangeable Notes"). The New Exchangeable Notes are exchangeable into 4,300,000 Shares. The Old Exchangeable Notes have been cancelled.

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

ITEM 2. IDENTITY AND BACKGROUND

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

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

1. V. Prem Watsa, an individual, is a citizen of Canada. Mr. Watsa's business address is 95 Wellington Street West, Suite 800, Toronto, Ontario, M5J 2N7;
2. 1109519 Ontario Limited ("1109519"), a corporation incorporated under the laws of Ontario, is controlled by V. Prem Watsa. The principal business of 1109519 is as an investment holding company. The principal business address and principal office address of 1109519 is 95 Wellington Street West, Suite 800, Toronto, Ontario, M5J 2N7;
3. The Sixty Two Investment Company Limited ("Sixty Two"), a corporation incorporated under the laws of British Columbia, is controlled by V. Prem Watsa. The principal business of Sixty Two is as an investment holding company. The principal business address and

15

principal office address of Sixty Two is 1600 Cathedral Place, 925 West Georgia St., Vancouver, British Columbia, Canada, V6C 3L3;

4. 810679 Ontario Limited ("810679"), a corporation incorporated under the laws of Ontario, is controlled by V. Prem Watsa. The principal business of 810679 is as an investment holding company. The principal business address and principal office address of 810679 is 95 Wellington Street West, Suite 800, Toronto, Ontario, Canada, M5J 2N7;
5. Fairfax, a corporation incorporated under the laws of Canada, is controlled by Sixty Two, 1109519 and V. Prem Watsa. Fairfax is a financial services holding company. The principal business and principal office address of Fairfax is 95 Wellington Street West, Suite 800, Toronto, Ontario, Canada, M5J 2N7;
6. FFHL Group Ltd., a corporation incorporated under the laws of Canada, is a wholly-owned subsidiary of Fairfax. The principal business of FFHL Group Ltd. is as a holding company. The principal business address and principal office address of FFHL Group Ltd. is 95 Wellington Street West, Suite 800, Toronto, Ontario, Canada, M5J 2N7;
7. Fairfax Inc., a corporation incorporated under the laws of Wyoming, is a wholly-owned subsidiary of Fairfax. The principal business of Fairfax Inc. is as a holding company. The principal business address and principal office address of Fairfax Inc. is 300 First Stamford Place, Stamford, CT 06902;
8. Fairfax Financial (US) LLC ("Fairfax LLC"), a Delaware limited liability company, is a wholly-owned subsidiary of Fairfax. The sole member of Fairfax LLC is Fairfax Inc. The principal business of Fairfax LLC is as a holding company. The principal

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business address and principal office address of Fairfax LLC is 5205 North O'Connor Blvd., Irving, Texas 75039;

9. TIG Holdings, Inc., a corporation incorporated under the laws of Delaware, is a wholly-owned subsidiary of Fairfax. The principal business of TIG Holdings, Inc. is as a holding company. The principal business address and principal office address of TIG Holdings, Inc. is 5205 North O'Connor Blvd., Irving, Texas 75039;
10. TIG Insurance Group Inc., a corporation incorporated under the laws of California, is a majority-owned subsidiary of Fairfax. The principal business of TIG Insurance Group is as a holding company. The principal business address and principal office address of TIG Insurance Group is 5205 North O'Connor Blvd., Irving, Texas 75039;

16

11. TIG Insurance Company ("TIG"), a corporation incorporated under the laws of California, is a majority-owned subsidiary of Fairfax. The principal business of TIG is property/casualty insurance. The principal business address and principal office address of TIG is 5205 North O'Connor Blvd., Irving, Texas 75039;
12. ORH Holdings Inc. ("ORH"), a corporation incorporated under the laws of Delaware, is a majority-owned subsidiary of Fairfax. The principal business of ORH is as a holding company. The principal business address and principal office address of ORH is 300 First Stamford Place, Stamford, Connecticut 06902; and
13. United States Fire Insurance Company ("US Fire"), a corporation incorporated under the laws of Delaware, is a wholly-owned subsidiary of Fairfax. The principal business of US Fire is insurance. The principal business address and principal office address of US Fire is 305 Madison Avenue, P.O. Box 1943, Morristown, New Jersey 07962.

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 Group Ltd., Fairfax Inc., Fairfax LLC, TIG Holdings, Inc., TIG Insurance Group, TIG, ORH or US Fire that such person is the beneficial owner of the Shares referred to herein for purposes of Section 13(d) or 13(g) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or for any other purpose, and such beneficial ownership is expressly disclaimed.

The name, present principal occupation or employment and name, principal business and address of any corporation or other organization in which such employment is conducted and the citizenship of each executive officer and director, or each member of the board of managers, as applicable, of each of the Reporting Persons is set forth in Annex A, B, C, D, E, F, G, H, I, J, K or L, 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

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the best of each such Reporting Person's knowledge, none of the persons listed in Annex A, B, C, D, E, F, G, H, I, J, K or L have been (a) convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (b) a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws."

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

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

17

"On November 19, 2004, Fairfax LLC purchased its \$78,045,000 aggregate principal amount of Old Exchangeable Notes, in a private transaction, from NMS Services (Cayman) Inc. (the "Purchaser"), an affiliate of Bank of America, N.A., as purchaser under the Master Note Purchase Agreement (as defined below). As consideration for the Old Exchangeable Notes, Fairfax LLC issued \$100,964,000 aggregate principal amount of New Exchangeable Notes. In addition, in connection with the purchase of the Old Exchangeable Notes, Fairfax has agreed to reimburse the Purchaser for certain costs."

ITEM 4. PURPOSE OF TRANSACTION

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

"The 2003 Purchased Shares were acquired and the Purchase was made by Fairfax for investment purposes and in order for Odyssey Re Holdings Corp. ("OdysseyRe") to be included in Fairfax's U.S. consolidated tax group so as to more quickly use Fairfax's future income tax asset and to allow for the cash flow benefit of receiving tax sharing payments from OdysseyRe.

The Reporting Persons have the following plans and proposals:

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

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

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

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

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

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

18

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

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

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

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

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

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

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

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

(c) Except as described herein, none of the Reporting Persons, nor, to the best knowledge of the Reporting Persons, any person listed in Annex A, B, C, D, E, F, G, H, I, J, K or L beneficially owns, or during the last 60 days has acquired or disposed of, any Shares.

To the best knowledge of the Reporting Persons, the following persons beneficially own the following amounts of Shares and have sole voting power and sole dispositive power with respect to such Shares, except that Mr. Griffiths shares voting and dispositive power over 5,000 of such Shares with Fourfourtwo Investments Limited, a company controlled by Mr. Griffiths (in each case the amount of Shares accounts for less than 1% of the total outstanding amount of Shares):

James F. Dowd	7,500
Andrew A. Barnard:	264,052
Anthony Griffiths:	7,500
Robbert Hartog	2,500
Brandon W. Sweitzer	3,500
Frank B. Bennett	1,550

(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.

(e) Not applicable."

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER

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

"Except as described herein, none of the Reporting Persons, nor to the best knowledge of each of the Reporting Persons, any person listed in Annex A, B, C, D, E, F, G, H, I, J, K or L has any contract, arrangement, understanding or relationship (legal or otherwise) with any person with respect to any securities of OdysseyRe, including, but not limited to, transfer or voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or loss, or the giving or withholding of proxies other than as described below.

Pursuant to a master note purchase agreement among Fairfax LLC, the Purchaser, Fairfax, as guarantor, and Banc of America Securities LLC, as agent, dated as of November 19, 2004 (the "Master Note Purchase Agreement"), in consideration for the Old Exchangeable Notes, Fairfax LLC issued (1) \$68,092,000 aggregate principal amount of New Exchangeable Notes that are exchangeable into 2,900,000 Shares at the option of the Purchaser during the period beginning on and including November 3, 2006 through and including November 17, 2006, such date the "Exchange Period End Date" for such Exchangeable Notes and (2) \$32,872,000 aggregate principal amount of New Exchangeable Notes that are exchangeable into 1,400,000 Shares at the option of the Purchaser during the period beginning on and including August 4, 2006 through and including August 18, 2006, such date the "Exchange Period End Date" for such Exchangeable Notes. The Old Exchangeable Notes have been cancelled. In addition, under the Master Note Purchase Agreement, the New Exchangeable Notes are exchangeable at the option of the Purchaser if at any time prior to the applicable Exchange Period End Date (a) OdysseyRe shall declare either (i) a dividend on the Shares to be paid in property other than cash or Shares or (ii) a quarterly cash dividend in excess of \$0.03125 per Share, or (b) Fairfax LLC fails to reimburse the Purchaser for certain costs. The performance of Fairfax LLC's obligations under the New Exchangeable Notes has been guaranteed by Fairfax and, pursuant to a pledge agreement among Fairfax LLC, the Purchaser, and Banc of America Securities LLC, as agent, dated as of November 19, 2004 (the "Pledge Agreement"), secured by a pledge of the 2003 Purchased Shares in favor of the Purchaser.

Immediately following the Purchase, the Purchaser transferred the New Exchangeable Notes to Intrepid Portfolios LLC ("Intrepid"), an affiliate of Bank of America, N.A. In addition, the Purchaser transferred its rights and obligations, and Intrepid assumed the Purchaser's rights and obligations, under the Master Note Purchase Agreement and the Pledge Agreement.

OdysseyRe has entered into a registration rights agreement with TIG and ORH. The registration rights agreement includes rights to require OdysseyRe to register the offer and sale of Shares held by TIG and ORH on up to three

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different occasions. Each of TIG and ORH may also require OdysseyRe to file registration statements on Form S-3. The registration rights agreement also includes the right to require OdysseyRe to include OdysseyRe common stock held by TIG and ORH in up to three future registration statements that OdysseyRe files with the Securities and Exchange Commission. Under the agreement, OdysseyRe also provides TIG and ORH with the right to participate in any securities offerings by OdysseyRe in order to maintain their percentage ownership. These rights are subject to various conditions and limitations. Under the registration rights agreement, OdysseyRe will bear all expenses incurred in connection with the registrations, other than any underwriting discounts and commissions. Registration of Shares upon the exercise of these registration rights would result in such Shares becoming freely tradable without restriction under the Securities Act.

Messrs. Andrew A. Barnard, James F. Dowd, Frank B. Bennett, Robbert Hartog, Anthony Griffiths and Brandon W. Sweitzer have been granted stock options to purchase Shares in the amount of 40,000, 15,000, 5,000, 5,000, 5,000, and 5,000, respectively, under the OdysseyRe 2002 Stock Incentive Plan that have not been exercised."

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

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

- 2.1 Master Note Purchase Agreement dated as of November 19, 2004.
 - 2.2 Promissory Note ("Note 1") in the amount of \$68,092,000 due November 19, 2009 exchangeable into 2,900,000 Shares.
 - 2.3 Promissory Note ("Note 2") in the amount of \$11,740,000 due November 19, 2009 exchangeable into 500,000 Shares.
 - 2.4 Promissory Note ("Note 3") in the amount of \$11,740,000 due November 19, 2009 exchangeable into 500,000 Shares.
 - 2.5 Promissory Note ("Note 4") in the amount of \$9,392,000 due November 19, 2009 exchangeable into 400,000 Shares.
 - 2.6 Note Purchase Confirmation No. 1 relating to Note 1.
 - 2.7 Note Purchase Confirmation No. 2 relating to Note 2.
 - 2.8 Note Purchase Confirmation No. 3 relating to Note 3.
- 21
- 2.9 Note Purchase Confirmation No. 4 relating to Note 4.
 - 2.10 Pledge Agreement dated as of November 19, 2004.
 - 2.11 Joint filing agreement dated as of November 23, 2004 between V. Prem Watsa, 1109519 Ontario Limited, The Sixty Two Investment Company Limited, 810679 Ontario Limited, Fairfax Financial Holdings Limited, FFHL Group Limited, Fairfax Inc., Fairfax Financial (US) LLC, TIG Holdings, Inc., TIG Insurance Group, TIG Insurance Company, ORH Holdings Inc., and United States Fire Insurance Company.

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SIGNATURES

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

IN WITNESS WHEREOF, the undersigned has executed this instrument as of the 23rd day of November, 2004.

V. PREM WATSA

/s/ V. Prem Watsa

1109519 ONTARIO LIMITED

By: /s/ V. Prem Watsa

Name: V. Prem Watsa
Title: President

THE SIXTY TWO INVESTMENT
COMPANY LIMITED

By: /s/ V. Prem Watsa

Name: V. Prem Watsa
Title: President

810679 ONTARIO LIMITED

By: /s/ V. Prem Watsa

Name: V. Prem Watsa
Title: President

FAIRFAX FINANCIAL HOLDINGS LIMITED

By: /s/ Eric P. Salsberg

Name: Eric P. Salsberg
Title: Vice President, Corporate Affairs

FFHL GROUP LTD.

By: /s/ Eric P. Salsberg

Name: Eric P. Salsberg
Title: Vice President

FAIRFAX INC.

By: /s/ Eric P. Salsberg

Name: Eric P. Salsberg
Title: Vice President

FAIRFAX FINANCIAL (US) LLC.

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By: /s/ Bradley P. Martin

Name: Bradley P. Martin
Title: Vice President

TIG HOLDINGS, INC.

By: /s/ R. Scott Donovan

Name: R. Scott Donovan
Title: President

TIG INSURANCE GROUP

By: /s/ R. Scott Donovan

Name: R. Scott Donovan
Title: President

TIG INSURANCE COMPANY

By: /s/ R. Scott Donovan

Name: R. Scott Donovan
Title: President

ORH HOLDINGS INC.

By: /s/ Eric P. Salsberg

Name: Eric P. Salsberg
Title: Vice President

UNITED STATES FIRE INSURANCE COMPANY

By: /s/ Mary Jane Robertson

Name: Mary Jane Robertson
Title: Senior Executive Vice President,
Chief Financial Officer & Treasurer

ANNEX INDEX

ANNEX	DESCRIPTION
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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.

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- F Directors and Executive Officers of Fairfax Inc.
- G Members of the Board of Managers and Executive Officers of Fairfax Financial (US) LLC
- H Directors and Executive Officers of TIG Holdings, Inc.
- I Directors and Executive Officers of TIG Insurance Group
- J Directors and Executive Officers of TIG Insurance Company
- K Directors and Executive Officers of ORH Holdings Inc.
- L Directors and Executive Officers of United States Fire Insurance Company

26

ANNEX A

DIRECTORS AND EXECUTIVE OFFICERS OF
1109519 ONTARIO LIMITED

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

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 (Assistant Secretary and Director)	Vice President, Corporate Affairs, Fairfax Financial Holdings Limited	Canada

27

ANNEX B

DIRECTORS AND EXECUTIVE OFFICERS OF
THE SIXTY TWO INVESTMENT COMPANY LIMITED

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

PRESENT PRINCIPAL OCCUPATION OR EMPLOYMENT
AND THE NAME, PRINCIPAL BUSINESS AND ADDRESS
OF ANY CORPORATION OR OTHER ORGANIZATION IN

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NAME ----	WHICH SUCH EMPLOYMENT IS CONDUCTED -----	CITIZENSHIP -----
V. Prem Watsa (President and Director)	Chairman and Chief Executive Officer, Fairfax Financial Holdings Limited 95 Wellington Street West Suite 800 Toronto, Ontario M5J 2N7	Canadian
Eric P. Salsberg (Assistant Secretary and Director)	Vice President, Corporate Affairs, Fairfax Financial Holdings Limited	Canadian

28

ANNEX C

DIRECTORS AND EXECUTIVE OFFICERS OF
810679 ONTARIO LIMITED

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

NAME ----	PRESENT PRINCIPAL OCCUPATION OR EMPLOYMENT AND THE NAME, PRINCIPAL BUSINESS AND ADDRESS OF ANY CORPORATION OR OTHER ORGANIZATION IN WHICH SUCH EMPLOYMENT IS CONDUCTED -----	CITIZENSHIP -----
V. Prem Watsa (President and Director)	Chairman and Chief Executive Officer, Fairfax Financial Holdings Limited 95 Wellington Street West Suite 800 Toronto, Ontario M5J 2N7	Canadian
Eric P. Salsberg (Assistant Secretary and Director)	Vice President, Corporate Affairs, Fairfax Financial Holdings Limited	Canadian

29

ANNEX D

DIRECTORS AND EXECUTIVE OFFICERS OF
FAIRFAX FINANCIAL HOLDINGS LIMITED

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

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 -----
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V. Prem Watsa Chairman and Chief Executive (Chairman and Chief Executive Officer)	Officer, Fairfax Financial Holdings Limited 95 Wellington Street West Suite 800 Toronto, Ontario M5J 2N7
Frank B. Bennett (Director)	President, Artesian Management Inc. 301 Carlson Parkway, Suite 120 Minnetonka, MN 55305
Robbert Hartog (Director)	President, Robhar Investments Ltd. R.R. #1 Perkinsfield, Ontario L0L 2J0
Anthony Griffiths (Director)	Independent Business Consultant Toronto, Ontario, Canada
Brandon W. Sweitzer (Director)	Senior Advisor to the President of the Chamber of Commerce of The United States 1615 H Street, NW Washington, DC 20062
Trevor J. Ambridge (Vice President and Chief Financial Officer)	Vice President and Chief Financial Officer, Fairfax Financial Holdings Limited
Eric P. Salsberg (Vice President, Corporate Affairs)	Vice President, Corporate Affairs, Fairfax Financial Holdings Limited

30

ANNEX E

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 -----
James F. Dowd (Chairman)	President and Chief Executive Officer, Fairfax Inc. 305 Madison Avenue Morristown, NJ 07960
Eric P. Salsberg (Vice President and Director)	Vice President, Corporate Affairs, Fairfax Financial Holdings Limited 95 Wellington Street West Suite 800

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	Toronto, Ontario M5J 2N7
Bradley P. Martin (Vice President and Director)	Vice President, Fairfax Financial Holdings Limited
V. Prem Watsa (Vice President and Director)	Chairman and Chief Executive Officer, Fairfax Financial Holdings Limited
Ronald Schokking (Vice President)	Vice President, Finance, Fairfax Financial Holdings Limited
M. Jane Williamson (Director)	Vice President, Fairfax Financial Holdings Limited

31

ANNEX F

DIRECTORS AND EXECUTIVE OFFICERS OF
FAIRFAX INC.

The following table sets forth certain information with respect to the directors and executive officers of Fairfax 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 -----
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
James F. Dowd (Chairman, President and Chief Executive Officer)	Chairman, President and Chief Executive Officer, Fairfax Inc. 305 Madison Avenue Morristown, NJ 07906
Ronald Schokking (Vice President)	Vice President, Finance, Fairfax Financial Holdings Limited
Roland W. Jackson (Vice President, Treasurer and Director)	Vice President, Treasurer and Director, Fairfax Inc.
Trevor J. Ambridge (Vice President)	Vice President and Chief Financial Officer, Fairfax Financial Holdings Limited

32

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ANNEX G

MEMBERS OF THE BOARD OF MANAGERS AND EXECUTIVE OFFICERS OF
FAIRFAX FINANCIAL (US) LLC

The following table sets forth certain information with respect to the members of the board of managers and executive officers of Fairfax Financial (US) LLC.

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 -----
John K. Cassil (President and Manager)	Assistant Secretary, TIG Insurance Company 5205 North O'Connor Blvd. Irving, Texas 75039
Roland Jackson (Manager)	Vice President, Fairfax Inc. 305 Madison Avenue Morristown, NJ 07906
William McManus (Manager)	Managing Director, Horizon Management, Inc. 8318 Pineville-Matthews Road Suite 390 G Charlotte, NC 28226
Bradley P. Martin (Vice President)	Vice President, Fairfax Financial Holdings Limited 95 Wellington Street West Suite 800 Toronto, Ontario M5J 2N7

33

ANNEX H

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 -----
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V. Prem Watsa (Chairman and Director)	Chairman and Chief Executive Officer, Fairfax Financial Holdings Limited 95 Wellington Street West Suite 800 Toronto, Ontario M5J 2N7
Trevor J. Ambridge (Director)	Vice President and Chief Financial Officer, Fairfax Financial Holdings Limited
Dennis C. Gibbs (Chief Executive Officer and Director)	Chief Executive Officer and Director, TIG Insurance Company
R. Scott Donovan (President and Director)	President and Director, TIG Insurance Company
Michael J. Sluka (Senior Vice President, Chief Financial Officer and Treasurer)	Senior Vice President, Chief Financial Officer and Treasurer and Director, TIG Insurance Company

34

ANNEX I

DIRECTORS AND EXECUTIVE OFFICERS OF
TIG INSURANCE GROUP

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

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 -----
R. Scott Donovan (President and Director)	President and Director, TIG Insurance Company 5205 North O'Connor Blvd., Irving, Texas 75039
Dennis C. Gibbs (Chief Executive Officer and Director)	Chief Executive Officer and Director, TIG Insurance Company
Charles G. Ehrlich (Senior Vice President, General Counsel and Secretary)	Senior Vice President and Director, TIG Insurance Company
Michael J. Sluka (Senior Vice President, Chief Financial Officer, Treasurer, and Director)	Senior Vice President, Chief Financial Officer, Treasurer and Director, TIG Insurance Company
William J. Gillett (Director)	Managing Director -- Europe, RiverStone Holdings Limited

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 -----
Dennis C. Gibbs (Chairman, Chief Executive Officer and Director)	Chairman, Chief Executive Officer and Director, TIG Insurance Company
R. Scott Donovan (President and Director)	President and Director, TIG Insurance Company
Charles G. Ehrlich (Senior Vice President and Director)	Senior Vice President and Director, TIG Insurance Company
John M. Parker (Senior Vice President, General Counsel, and Secretary)	Senior Vice President, General Counsel, and Secretary, TIG Insurance Company
Robert L. Gossett (Senior Vice President and Director)	Senior Vice President and Director, TIG Insurance Company
Michael J. Sluka (Senior Vice President, Chief Financial Officer, Treasurer and Director)	Senior Vice President, Chief Financial Officer, Treasurer and Director, TIG Insurance Company

DIRECTORS AND EXECUTIVE OFFICERS OF
ORH HOLDINGS INC.

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

PRESENT PRINCIPAL OCCUPATION OR
EMPLOYMENT AND THE NAME,
PRINCIPAL BUSINESS AND ADDRESS OF
ANY CORPORATION OR OTHER
ORGANIZATION IN WHICH SUCH

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NAME ----	EMPLOYMENT IS CONDUCTED -----
Andrew A. Barnard (President)	President and Chief Executive Officer, Odyssey Re Holdings Corp. 300 First Stamford Place, Stamford, Connecticut 06902
Eric P. Salsberg (Vice President and Director)	Vice President, Corporate Affairs, Fairfax Financial Holdings Limited 95 Wellington Street West Suite 800 Toronto, Ontario
Bradley P. Martin (Vice President and Director)	Vice President, Fairfax Financial Holdings Limited

37

ANNEX L

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 -----
Nikolas Antonopoulos (Chairman of the Board, Chief Executive Officer and Director)	Chief Executive Officer and President, Crum & Forster Holdings Corp. and various other insurance subsidiaries 305 Madison Avenue Morristown, NJ 07962
Mary Jane Robertson (Senior Executive Vice President, Chief Financial Officer, Treasurer and Director)	Executive Vice President, Chief Financial Officer and Treasurer, Crum & Forster Holdings Corp. and various other insurance subsidiaries
Dennis J. Hammer (Senior Vice President and Controller)	Senior Vice President and Controller, United States Fire Insurance Company
Joseph F. Braunstein, Jr. (President and Director)	President and Director, United States Fire Insurance Company

38

EXHIBIT INDEX

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EXHIBIT NO. -----	DESCRIPTION -----
2.1	Master Note Purchase Agreement dated as of November 19, 2004.
2.2	Promissory Note ("Note 1") in the amount of \$68,092,000 due November 19, 2009 exchangeable into 2,900,000 Shares.
2.3	Promissory Note ("Note 2") in the amount of \$11,740,000 due November 19, 2009 exchangeable into 500,000 Shares.
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2.6	Note Purchase Confirmation No. 1 relating to Note 1.
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2.8	Note Purchase Confirmation No. 3 relating to Note 3.
2.9	Note Purchase Confirmation No. 4 relating to Note 4.
2.10	Pledge Agreement dated as of November 19, 2004.
2.11	Joint filing agreement dated as of November 23, 2004 between V. Prem Watsa, 1109519 Ontario Limited, The Sixty Two Investment Company Limited, 810679 Ontario Limited, Fairfax Financial Holdings Limited, FFHL Group Limited, Fairfax Inc., Fairfax Financial (US) LLC, TIG Holdings, Inc., TIG Insurance Group, TIG Insurance Company, ORH Holdings Inc., and United States Fire Insurance Company.