

International Coal Group, Inc.  
Form SC 13D/A  
February 25, 2009

**SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**Amendment No. 4 To**

**SCHEDULE 13D**

**Under the Securities Exchange Act of 1934**

International Coal Group, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

45928H106

(CUSIP Number)

Paul Rivett

Vice President

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 -

Christopher J. Cummings

Shearman & Sterling LLP

Commerce Court West

199 Bay Street, Suite 4405

Toronto, Ontario M5L 1E8

Telephone (416) 360-8484

February 17, 2009

(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).

CUSIP No. 45928H106

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

1

V. PREM WATSA

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a) ☐

(b) ☐

SEC USE ONLY

3

SOURCE OF FUNDS

4

OO

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEM 2(D) OR 2(E).

5

☐

CITIZENSHIP OR PLACE OF ORGANIZATION

6

CANADIAN

SOLE VOTING POWER

7

NUMBER OF

SHARES  
BENEFICIALLY OWNED BY

8

SHARED VOTING POWER  
36,539,400

EACH

9

SOLE DISPOSITIVE POWER

REPORTING  
PERSON

WITH SHARED DISPOSITIVE POWER

10

36,539,400

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

36,539,400

12

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

☐

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

23.8%

14

TYPE OF REPORTING PERSON

IN

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CUSIP No. 45928H106

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

1

1109519 ONTARIO LIMITED

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a) ☐

(b) ☐

SEC USE ONLY

3

SOURCE OF FUNDS

4

OO

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEM 2(D) OR 2(E).

5

☐

CITIZENSHIP OR PLACE OF ORGANIZATION

6

ONTARIO, CANADA

SOLE VOTING POWER

7

NUMBER OF

SHARES  
BENEFICIALLY OWNED BY

8

SHARED VOTING POWER  
36,539,400

EACH

9

SOLE DISPOSITIVE POWER

REPORTING  
PERSON

WITH SHARED DISPOSITIVE POWER

10

36,539,400

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

36,539,400

12

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

☐

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

23.8%

14

TYPE OF REPORTING PERSON

CO

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

1

THE SIXTY TWO INVESTMENT COMPANY LIMITED

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a) ☐

(b) ☐

SEC USE ONLY

3

SOURCE OF FUNDS

4

OO

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEM 2(D) OR 2(E).

5

☐

CITIZENSHIP OR PLACE OF ORGANIZATION

6

BRITISH COLUMBIA, CANADA

SOLE VOTING POWER

7

NUMBER OF

SHARES  
BENEFICIALLY OWNED BY

8

SHARED VOTING POWER

36,539,400

EACH

9

SOLE DISPOSITIVE POWER

REPORTING  
PERSON

WITH SHARED DISPOSITIVE POWER

10

36,539,400

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

36,539,400

12

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

☐

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

23.8%

14

TYPE OF REPORTING PERSON

CO

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

1

810679 ONTARIO LIMITED

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a) ☐

(b) ☐

SEC USE ONLY

3

SOURCE OF FUNDS

4

OO

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEM 2(D) OR 2(E).

5

☐

CITIZENSHIP OR PLACE OF ORGANIZATION

6

ONTARIO, CANADA

SOLE VOTING POWER

7

NUMBER OF

|                       |                     |
|-----------------------|---------------------|
| SHARES                | SHARED VOTING POWER |
| BENEFICIALLY OWNED BY | 8                   |
|                       | 36,539,400          |

|      |                        |
|------|------------------------|
| EACH | SOLE DISPOSITIVE POWER |
|------|------------------------|

9



REPORTING  
PERSON

WITH SHARED DISPOSITIVE POWER

10

36,539,400

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

36,539,400

12

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

☐

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

23.8%

14

TYPE OF REPORTING PERSON

CO

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

1

FAIRFAX FINANCIAL HOLDINGS LIMITED

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a) ☐

(b) ☐

SEC USE ONLY

3

SOURCE OF FUNDS

4

OO

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEM 2(D) OR 2(E).

5

☐

CITIZENSHIP OR PLACE OF ORGANIZATION

6

CANADA

SOLE VOTING POWER

7

NUMBER OF

|                       |                     |
|-----------------------|---------------------|
| SHARES                | SHARED VOTING POWER |
| BENEFICIALLY OWNED BY | 36,539,400          |

8

EACH SOLE DISPOSITIVE POWER

9

REPORTING  
PERSON

WITH SHARED DISPOSITIVE POWER

10

36,539,400

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

36,539,400

12

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

☐

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

23.8%

14

TYPE OF REPORTING PERSON

CO

---

CUSIP No. 45928H106

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

1

ODYSSEY RE HOLDINGS CORP

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a) ☐

(b) ☐

SEC USE ONLY

3

SOURCE OF FUNDS

4

OO

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEM 2(D) OR 2(E).

5

☐

CITIZENSHIP OR PLACE OF ORGANIZATION

6

DELAWARE

SOLE VOTING POWER

7

NUMBER OF

|                       |                     |
|-----------------------|---------------------|
| SHARES                | SHARED VOTING POWER |
| BENEFICIALLY OWNED BY | 8                   |
|                       | 15,896,418          |

|      |                        |
|------|------------------------|
| EACH | SOLE DISPOSITIVE POWER |
|------|------------------------|

9

REPORTING  
PERSON

WITH SHARED DISPOSITIVE POWER

10

15,896,418

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

15,896,418

12

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

☐

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

10.4%

14

TYPE OF REPORTING PERSON

CO

---

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

1

ODYSSEY AMERICA REINSURANCE CORPORATION

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a) ☐

(b) ☐

SEC USE ONLY

3

SOURCE OF FUNDS

4

OO

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEM 2(D) OR 2(E).

5

☐

CITIZENSHIP OR PLACE OF ORGANIZATION

6

CONNECTICUT

SOLE VOTING POWER

7

NUMBER OF

|                       |                     |
|-----------------------|---------------------|
| SHARES                | SHARED VOTING POWER |
| BENEFICIALLY OWNED BY | 13,763,093          |

8

EACH SOLE DISPOSITIVE POWER

9

REPORTING  
PERSON

WITH SHARED DISPOSITIVE POWER

10

13,763,093

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

13,763,093

12

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

☐

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

9.0%

14

TYPE OF REPORTING PERSON

CO

---

CUSIP No. 45928H106

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

1

CLEARWATER INSURANCE COMPANY

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a) ☐

(b) ☐

SEC USE ONLY

3

SOURCE OF FUNDS

4

OO

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEM 2(D) OR 2(E).

5

☐

CITIZENSHIP OR PLACE OF ORGANIZATION

6

DELAWARE

SOLE VOTING POWER

7

NUMBER OF

|                       |                     |
|-----------------------|---------------------|
| SHARES                | SHARED VOTING POWER |
| BENEFICIALLY OWNED BY | 8                   |
|                       | 2,133,325           |

|      |                        |
|------|------------------------|
| EACH | SOLE DISPOSITIVE POWER |
|------|------------------------|

9



REPORTING  
PERSON

WITH SHARED DISPOSITIVE POWER

10

2,133,325

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,133,325

12

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

☐

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

1.4%

14

TYPE OF REPORTING PERSON

CO

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CUSIP No. 45928H106

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

1

UNITED STATES FIRE INSURANCE COMPANY

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a) ☐

(b) ☐

SEC USE ONLY

3

SOURCE OF FUNDS

4

OO

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEM 2(D) OR 2(E).

5

☐

CITIZENSHIP OR PLACE OF ORGANIZATION

6

DELAWARE

SOLE VOTING POWER

7

NUMBER OF

|                       |                     |
|-----------------------|---------------------|
| SHARES                | SHARED VOTING POWER |
| BENEFICIALLY OWNED BY | 8                   |
|                       | 3,216,300           |

|      |                        |
|------|------------------------|
| EACH | SOLE DISPOSITIVE POWER |
|------|------------------------|

9

REPORTING  
PERSON

WITH SHARED DISPOSITIVE POWER

10

3,216,300

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

3,216,300

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

12

☐

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

13

2.1%

TYPE OF REPORTING PERSON

14

CO

---

CUSIP No. 45928H106

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

1

THE NORTH RIVER INSURANCE COMPANY

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a) ☐

(b) ☐

SEC USE ONLY

3

SOURCE OF FUNDS

4

OO

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEM 2(D) OR 2(E).

5

☐

CITIZENSHIP OR PLACE OF ORGANIZATION

6

NEW JERSEY

SOLE VOTING POWER

7

NUMBER OF

|                       |                     |
|-----------------------|---------------------|
| SHARES                | SHARED VOTING POWER |
| BENEFICIALLY OWNED BY | 8                   |
|                       | 7,660,347           |

|      |                        |
|------|------------------------|
| EACH | SOLE DISPOSITIVE POWER |
|------|------------------------|

9

REPORTING  
PERSON

WITH SHARED DISPOSITIVE POWER

10

7,660,347

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

7,660,347

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

12

☐

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

13

5.0%

TYPE OF REPORTING PERSON

14

CO

---

CUSIP No. 45928H106

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

1

TIG INSURANCE COMPANY

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a) ☐

(b) ☐

SEC USE ONLY

3

SOURCE OF FUNDS

4

OO

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(D) OR 2(E).

5

☐

CITIZENSHIP OR PLACE OF ORGANIZATION

6

CALIFORNIA

SOLE VOTING POWER

7

NUMBER OF

SHARES  
BENEFICIALLY OWNED BY

8

SHARED VOTING POWER  
6,849,735

EACH

9

SOLE DISPOSITIVE POWER

REPORTING  
PERSON

WITH SHARED DISPOSITIVE POWER

10

6,849,735

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,849,735

12

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

☐

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

4.5%

14

TYPE OF REPORTING PERSON

CO

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This Amendment No. 4 amends the Schedule 13D filed with the Securities and Exchange Commission on April 14, 2008 by V. Prem Watsa, 1109519 Ontario Limited, The Sixty Two Investment Company Limited, 810679 Ontario Limited, Fairfax Financial Holdings Limited, OdysseyRe Holdings Corp., Odyssey America Reinsurance Corporation, United States Fire Insurance Company, The North River Insurance Company and TIG Insurance Company, as amended by Amendment No. 1 thereto filed on May 29, 2008, Amendment No. 2 thereto filed on November 25, 2008, and Amendment No. 3 thereto filed on December 9, 2008.

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

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

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

This Amendment No. 4 to the Schedule 13D is being filed to report that the Reporting Persons have acquired an additional 6,400,000 shares of common stock of International Coal Group, Inc.

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

**Item 2. Identity and Background.**

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 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. The principal business of 1109519 is as 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. The principal business of Sixty Two is as an investment holding company. The principal business and principal office address of Sixty Two is 1600 Cathedral Place, 925 West Georgia St., Vancouver, British Columbia, Canada, V6C 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 and principal office address of 810679 is 95 Wellington Street West, Suite 800, Toronto, Ontario, Canada, M5J 2N7;
5. Fairfax Financial Holdings Limited ( Fairfax ), 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. Odyssey Re Holdings Corp. ( OdysseyRe ), a corporation incorporated under the laws of Delaware, is a majority-owned subsidiary of Fairfax. OdysseyRe is a holding company. The principal business and principal office address of OdysseyRe is 300 First Stamford Place, Stamford, Connecticut 06902;
7. Odyssey America Reinsurance Corporation ( Odyssey America ), a corporation incorporated under the laws of Connecticut, is a wholly-owned subsidiary of OdysseyRe. The principal business of Odyssey America is reinsurance. The principal business and principal office address of Odyssey America is 300 First Stamford Place, Stamford, Connecticut 06902;
8. Clearwater Insurance Company ( Clearwater ), a corporation incorporated under the laws of Delaware, is a wholly-owned subsidiary of Odyssey America. The principal business of Clearwater is property/casualty reinsurance. The principal business and principal office address of Clearwater is 300 First Stamford Place, Stamford, Connecticut 06902;
9. 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/casualty insurance. The principal business and principal office address of US Fire is 305 Madison Ave., Morristown, New Jersey 07962;
10. The North River Insurance Company ( North River ), a corporation incorporated under the laws of New Jersey, is a wholly-owned subsidiary

of Fairfax. The principal business of North River is insurance. The principal business and principal office address of North River is 305 Madison Ave., Morristown, New Jersey 07962; and

11. 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/casualty insurance. The principal business and principal office address of TIG is 250 Commercial Street, Suite 500, Manchester, NH 03101.

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, OdysseyRe, Odyssey America, Clearwater, US Fire, North River or TIG that it is the beneficial owner of the Shares referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended (the Exchange Act ), or for any other purpose, and such beneficial ownership is expressly disclaimed.

The name, present principal occupation or employment and name, principal business and address of any corporation or other organization in which such employment is conducted and the citizenship of each director and executive officer of each of the Reporting Persons is set forth in Annex A, B, C, D, E, F, G, H, I or J as the case may be, and such Annexes are incorporated herein by reference.

Pursuant to Rule 13d-1(k) under the Securities Exchange Act of 1934, 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 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:

The source of the funds for the shares of common stock of ICG beneficially owned by the Reporting Persons was cash on hand from existing investment portfolios. The aggregate purchase price for such shares was approximately \$119,099,787.

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

(c) 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 or J 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 ICG's common shares held by the Reporting Persons other than each of the Reporting Persons.

(e) Not applicable.

**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:

Ex. 4.1: Joint filing agreement dated as of February 25, 2009 between V. Prem Watsa, 1109519 Ontario Limited, The Sixty Two Investment Company Limited, 810679 Ontario Limited, Fairfax Financial Holdings Limited, Odyssey Re Holdings Corp., Odyssey America Reinsurance Corporation, Clearwater Insurance Company, United States Fire Insurance Company, The North River Insurance Company and TIG Insurance Company.

**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 25, 2009

V. Prem Watsa

/s/ V. Prem Watsa

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**SIGNATURE**

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

Dated: February 25, 2009

1109519 Ontario 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 25, 2009

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 25, 2009

810679 Ontario 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 25, 2009

Fairfax Financial Holdings Limited

By: /s/ Paul Rivett

Name: Paul Rivett

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 25, 2009

Odyssey Re Holdings Corp.

By: /s/ Donald L. Smith

Name: Donald L. Smith

Title: Senior 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 25, 2009

Odyssey America Reinsurance Corporation

By: /s/ Donald L. Smith

Name: Donald L. Smith

Title: Senior 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 25, 2009

Clearwater Insurance Company

By: /s/ Donald L. Smith

Name: Donald L. Smith

Title: Senior 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 25, 2009

United States Fire Insurance Company

By: /s/ Paul Bassaline

Name: Paul Bassaline

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 25, 2009

The North River Insurance Company

By: /s/ Paul Bassaline

Name: Paul Bassaline

Title: Vice President

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**SIGNATURE**

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

Dated: February 25, 2009

TIG Insurance Company

By: /s/ John J. Bator

Name: John J. Bator

Title: Chief Financial Officer

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**Annex Index**

| <b>Annex</b> | <b>Description</b>                                                           |
|--------------|------------------------------------------------------------------------------|
| A            | Directors and Executive Officers of 1109519 Ontario Limited                  |
| B            | Directors and Executive Officers of The Sixty Two Investment Company Limited |
| C            | Directors and Executive Officers of 810679 Ontario Limited                   |
| D            | Directors and Executive Officers of Fairfax Financial Holdings Limited       |
| E            | Directors and Executive Officers of Odyssey Re Holdings Corp.                |
| F            | Directors and Executive Officers of Odyssey America Reinsurance Corporation  |
| G            | Directors and Executive Officers of Clearwater Insurance Company             |
| H            | Directors and Executive Officers of United States Fire Insurance Company     |
| I            | Directors and Executive Officers of The North River Insurance Company        |
| J            | Directors and Executive Officers of TIG Insurance Company                    |

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## ANNEX A

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

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

| <b>Name</b>                                         | <b>Present Principal Occupation or Employment and the Name, Principal Business and Address of any Corporation or other Organization in which such employment is conducted</b> | <b>Citizenship</b> |
|-----------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------|
| V. Prem Watsa (President and Director)              | Chairman and Chief Executive Officer,<br>Fairfax Financial Holdings Limited<br>95 Wellington Street West<br>Suite 800<br>Toronto, Ontario M5J 2N7                             | Canadian           |
| Eric P. Salsberg (Assistant Secretary and Director) | Vice President, Corporate Affairs,<br>Fairfax Financial Holdings Limited                                                                                                      | Canadian           |

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## ANNEX B

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

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

| <b>Name</b>                                         | <b>Present Principal Occupation or Employment and the Name, Principal Business and Address of any Corporation or other Organization in which such employment is conducted</b> | <b>Citizenship</b> |
|-----------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------|
| V. Prem Watsa (President and Director)              | Chairman and Chief Executive Officer,<br>Fairfax Financial Holdings Limited<br>95 Wellington Street West<br>Suite 800<br>Toronto, Ontario M5J 2N7                             | Canadian           |
| Eric P. Salsberg (Assistant Secretary and Director) | Vice President, Corporate Affairs,<br>Fairfax Financial Holdings Limited                                                                                                      | Canadian           |

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## ANNEX C

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

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

| <b>Name</b>                                         | <b>Present Principal Occupation or Employment and the Name, Principal Business and Address of any Corporation or other Organization in which such employment is conducted</b> | <b>Citizenship</b> |
|-----------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------|
| V. Prem Watsa (President and Director)              | Chairman and Chief Executive Officer,<br>Fairfax Financial Holdings Limited<br>95 Wellington Street West<br>Suite 800<br>Toronto, Ontario M5J 2N7                             | Canadian           |
| Eric P. Salsberg (Assistant Secretary and Director) | Vice President, Corporate Affairs,<br>Fairfax Financial Holdings Limited                                                                                                      | Canadian           |

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## ANNEX D

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

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

| <b>Name</b>                                             | <b>Present Principal Occupation or Employment and the Name, Principal Business and Address of any Corporation or other Organization in which such employment is conducted</b> | <b>Citizenship</b> |
|---------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------|
| V. Prem Watsa<br>(Chairman and Chief Executive Officer) | Chairman and Chief Executive Officer, Fairfax Financial Holdings Limited<br>95 Wellington Street West<br>Suite 800<br>Toronto, Ontario M5J 2N7                                | Canadian           |
| Anthony Griffiths<br>(Director)                         | Independent Business Consultant<br>Toronto, Ontario, Canada                                                                                                                   | Canadian           |
| Robert Gunn<br>(Director)                               | Independent Business Consultant<br>Toronto, Ontario, Canada                                                                                                                   | Canadian           |
| David Johnston<br>(Director)                            | President and Vice-Chancellor,<br>University of Waterloo<br>St. Clements, Ontario, Canada                                                                                     | Canadian           |
| Brandon W. Sweitzer<br>(Director)                       | Senior Advisor to the President of the Chamber of Commerce of The United States<br>1615 H Street, NW<br>Washington, DC 20062                                                  | United States      |
| Paul Murray<br>(Director)                               | President, Pine Smoke Investments<br>Toronto, Ontario Canada                                                                                                                  | Canadian           |
| Alan D. Horn<br>(Director)                              | Chairman, Rogers Communications Inc. and President and Chief Executive Officer, Rogers Telecommunications Limited<br>Toronto, Ontario, Canada                                 | Canadian           |

| <b>Name</b>                                                                            | <b>Present Principal Occupation or Employment and the Name, Principal Business and Address of any Corporation or other Organization in which such employment is conducted</b> | <b>Citizenship</b> |
|----------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------|
| Greg Taylor<br>(Vice President and Chief Financial Officer)                            | Vice President and Chief Financial Officer,<br>Fairfax Financial Holdings Limited                                                                                             | Canadian           |
| Eric P. Salsberg<br>(Vice President, Corporate Affairs)                                | Vice President, Corporate Affairs,<br>Fairfax Financial Holdings Limited                                                                                                      | Canadian           |
| Paul Rivett<br>(Vice President, Chief Legal Officer)                                   | Vice President, Chief Legal Officer<br>Fairfax Financial Holdings Limited                                                                                                     | Canadian           |
| Bradley P. Martin<br>(Vice President, Chief Operating Officer and Corporate Secretary) | Vice President, Chief Operating Officer and Corporate Secretary,<br>Fairfax Financial Holdings Limited                                                                        | Canadian           |

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## ANNEX E

**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.

| <b>Name</b>                                                                         | <b>Present Principal Occupation or Employment and the Name, Principal Business and Address of any Corporation or other Organization in which such employment is conducted</b> | <b>Citizenship</b> |
|-------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------|
| V. Prem Watsa<br>(Chairman)                                                         | Chairman and Chief Executive Officer,<br>Fairfax Financial Holdings Limited<br>95 Wellington Street West<br>Suite 800<br>Toronto, Ontario M5J 2N7                             | Canadian           |
| James F. Dowd<br>(Vice Chairman)                                                    | President and Chief Executive Officer,<br>Fairfax Inc.<br>305 Madison Avenue<br>Morristown, NJ 07962                                                                          | United States      |
| Andrew Barnard<br>(President, Chief Executive Officer and Director)                 | President, Chief Executive Officer, and Director<br>Odyssey Re Holdings Corp.<br>300 First Stamford Place,<br>Stamford, Connecticut 06902                                     | United States      |
| Michael G. Wacek<br>(Executive Vice President)                                      | Executive Vice President,<br>Odyssey Re Holdings Corp.                                                                                                                        | United States      |
| R. Scott Donovan<br>(Executive Vice President and Chief Financial Officer)          | Executive Vice President and Chief Financial Officer,<br>Odyssey Re Holdings Corp.                                                                                            | United States      |
| Donald L. Smith<br>(Senior Vice President, General Counsel and Corporate Secretary) | Senior Vice President,<br>General Counsel and Corporate Secretary,<br>Odyssey Re Holdings Corp.                                                                               | United States      |

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

## ANNEX F

**DIRECTORS AND EXECUTIVE OFFICERS OF  
ODYSSEY AMERICA REINSURANCE CORPORATION**

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

| <b>Name</b>                                                                                   | <b>Present Principal Occupation or Employment and the Name, Principal Business and Address of any Corporation or other Organization in which such employment is conducted</b> | <b>Citizenship</b> |
|-----------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------|
| Andrew A. Barnard<br>(Chairman, Chief Executive Officer and Director)                         | President, Chief Executive Officer, and Director<br>Odyssey Re Holdings Corp.<br>300 First Stamford Place<br>Stamford, Connecticut 06902                                      | United States      |
| Michael G. Wacek<br>(President and Director)                                                  | Executive Vice President,<br>Odyssey Re Holdings Corp                                                                                                                         | United States      |
| R. Scott Donovan<br>(Executive Vice President and Director)                                   | Executive Vice President and Chief Financial Officer,<br>Odyssey Re Holdings Corp.                                                                                            | United States      |
| James B. Salvesen<br>(Senior Vice President and Chief Financial Officer)                      | Senior Vice President and Chief Financial Officer,<br>Odyssey America Reinsurance Corporation                                                                                 | United States      |
| James E. Migliorini<br>(Executive Vice President and Director)                                | Executive Vice President,<br>Odyssey America Reinsurance Corporation                                                                                                          | United States      |
| Donald L. Smith<br>(Senior Vice President, General Counsel, Corporate Secretary and Director) | Senior Vice President, General Counsel and Corporate Secretary,<br>Odyssey Re Holdings Corp.                                                                                  | United States      |
| Brian D. Young<br>(Executive Vice President and Director)                                     | Executive Vice President,<br>Odyssey America Reinsurance Corporation                                                                                                          | United States      |

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## ANNEX G

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

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

| <b>Name</b>                                                                                   | <b>Present Principal Occupation or Employment and the Name, Principal Business and Address of any Corporation or other Organization in which such employment is conducted</b> | <b>Citizenship</b> |
|-----------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------|
| Andrew A. Barnard<br>(Chairman, Chief Executive Officer and Director)                         | President, Chief Executive Officer, and Director<br>Odyssey Re Holdings Corp.<br>300 First Stamford Place<br>Stamford, Connecticut 06902                                      | United States      |
| Michael G. Wacek<br>(Executive Vice President and Director)                                   | Executive Vice President,<br>Odyssey Re Holdings Corp.                                                                                                                        | United States      |
| James E. Migliorini<br>(President and Director)                                               | Executive Vice President,<br>Odyssey America Reinsurance Corporation<br>300 Stamford Place<br>Stamford, CT 06902                                                              | United States      |
| R. Scott Donovan<br>(Executive Vice President and Director)                                   | Executive Vice President and Chief Financial Officer,<br>Odyssey Re Holdings Corp.                                                                                            | United States      |
| Robert S. Bennett<br>(Executive Vice President, Chief Actuary and Director)                   | Executive Vice President and Chief Actuary,<br>Odyssey America Reinsurance Corporation                                                                                        | United States      |
| Donald L. Smith<br>(Senior Vice President, General Counsel, Corporate Secretary and Director) | Senior Vice President, General Counsel and Corporate Secretary,<br>Odyssey Re Holdings Corp.                                                                                  | United States      |
| Brian D. Young<br>(Executive Vice President and Director)                                     | Executive Vice President,<br>Odyssey America Reinsurance Corporation                                                                                                          | United States      |



| <b>Name</b>                                                         | <b>Present Principal Occupation or<br/>Employment and the Name, Principal<br/>Business and Address of any Corporation<br/>or other Organization in which such<br/>employment is conducted</b> | <b>Citizenship</b> |
|---------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------|
| Christopher L. Gallagher<br>(Executive Vice President and Director) | Senior Vice President,<br>Odyssey America Reinsurance Corporation                                                                                                                             | United States      |

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## ANNEX H

**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.

| <b>Name</b>                                                                                           | <b>Present Principal Occupation or Employment and the Name, Principal Business and Address of any Corporation or other Organization in which such employment is conducted</b>                  | <b>Citizenship</b> |
|-------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------|
| Douglas M. Libby<br>(President, Chief Executive Officer, Chairman and Director)                       | President and Chief Executive Officer,<br>Crum & Forster Holdings Corp. and various<br>other insurance subsidiaries,<br>305 Madison Avenue<br>Morristown, NJ 07962                             | United States      |
| Mary Jane Robertson<br>(Executive Vice President, Chief Financial Officer,<br>Treasurer and Director) | Executive Vice President, Chief Financial<br>Officer and Treasurer,<br>Crum & Forster Holdings Corp. and<br>various other insurance subsidiaries<br>305 Madison Avenue<br>Morristown, NJ 07962 | United States      |
| Dennis J. Hammer<br>(Senior Vice President,<br>Controller and Director)                               | Senior Vice President and Controller,<br>United States Fire Insurance Company<br>305 Madison Avenue<br>Morristown, NJ 07962                                                                    | United States      |

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## ANNEX I

**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.

| <b>Name</b>                                                                                        | <b>Present Principal Occupation or Employment and the Name, Principal Business and Address of any Corporation or other Organization in which such employment is conducted</b>                   | <b>Citizenship</b> |
|----------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------|
| Douglas M. Libby<br>(President, Chief Executive Officer, Chairman and Director)                    | President and Chief Executive Officer,<br>Crum & Forster Holdings Corp. and various<br>other insurance subsidiaries,<br>305 Madison Avenue<br>Morristown, NJ 07962                              | United States      |
| Mary Jane Robertson<br>(Executive Vice President, Chief Financial Officer, Treasurer and Director) | Executive Vice President, Chief Financial<br>Officer and Treasurer,<br>Crum & Forster Holdings Corp. and various other<br>insurance subsidiaries,<br>305 Madison Avenue<br>Morristown, NJ 07962 | United States      |
| Dennis J. Hammer<br>(Senior Vice President,<br>Controller and Director)                            | Senior Vice President and Controller,<br>United States Fire Insurance Company,<br>305 Madison Avenue<br>Morristown, NJ 07962                                                                    | United States      |

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## ANNEX J

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

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

| <b>Name</b>                                                                        | <b>Present Principal Occupation or Employment and the Name, Principal Business and Address of any Corporation or other Organization in which such employment is conducted</b> | <b>Citizenship</b> |
|------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------|
| Nicholas C. Bentley<br>(Chairman, Chief Executive Officer, President and Director) | Chairman, Chief Executive Officer, President and Director,<br>TIG Insurance Company<br>250 Commercial St.<br>Suite 5000<br>Manchester, New Hampshire 03101                    | United Kingdom     |
| Charles G. Ehrlich<br>(Senior Vice President and Director)                         | Senior Vice President and Secretary,<br>Riverstone Claims Management LLC<br>250 Commercial Street, Suite 5000<br>Manchester, NH 03101                                         | United States      |
| John M. Parker<br>(Senior Vice President and Director)                             | Senior Vice President,<br>TIG Insurance Company                                                                                                                               | United States      |
| John J. Bator<br>(Senior Vice President, Chief Financial Officer and Director)     | Senior Vice President, Chief Financial Officer and Director,<br>TIG Insurance Company                                                                                         | United States      |
| Frank DeMaria<br>(Senior Vice President and Director)                              | Senior Vice President,<br>TIG Insurance Company                                                                                                                               | United States      |

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**Exhibit Index**

**Exhibit No.    Description**

Ex. 4.1:        Joint filing agreement dated as of February 25, 2009 between V. Prem Watsa, 1109519 Ontario Limited, The Sixty Two Investment Company Limited, 810679 Ontario Limited, Fairfax Financial Holdings Limited, Odyssey Re Holdings Corp., Odyssey America Reinsurance Corporation, Clearwater Insurance Company, United States Fire Insurance Company, The North River Insurance Company and TIG Insurance Company.