

Resolute Forest Products Inc.
Form SC 13D/A
October 18, 2012

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

AMENDMENT NO. 7

TO

SCHEDULE 13D

UNDER THE SECURITIES EXCHANGE ACT OF 1934

Resolute Forest Products Inc.

(Name of Issuer)

Common Stock, \$0.001 par value

(Title of Class of Securities)

003687209

(CUSIP Number)

Paul Rivett

Vice President, Operations

Fairfax Financial Holdings Limited

95 Wellington Street West, Suite 800

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

Toronto, Ontario, Canada, M5J 2N7

Telephone: (416) 367-4941

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

- *With a copy to* -

Jason R. Lehner

Shearman & Sterling LLP

Commerce Court West

199 Bay Street, Suite 4405

Toronto, Ontario M5L 1E8

Telephone (416) 360-8484

October 12, 2012

(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).

(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

OO

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

(6) Citizenship or Place of Organization

Canada

(7) Sole Voting Power

Number of

Shares

(8) Shared Voting Power

Beneficially

Owned by

22,365,237

Each

(9) Sole Dispositive Power

Reporting

(10) Shared Dispositive Power

Person

With

22,365,237

(11) Aggregate Amount Beneficially Owned by each Reporting Person

22,365,237

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

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

21.8%

(14) Type of Reporting Person (See Instructions)

IN

(1) Name of Reporting Person

1109519 ONTARIO LIMITED

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

(a) (b)

(3) SEC Use Only

(4) Source of Funds

OO

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

(6) Citizenship or Place of Organization

Ontario, Canada

(7) Sole Voting Power

Number of

Shares

(8) Shared Voting Power

Beneficially

Owned by

22,365,237

Each

(9) Sole Dispositive Power

Reporting

(10) Shared Dispositive Power

Person

With

22,365,237

(11) Aggregate Amount Beneficially Owned by each Reporting Person

22,365,237

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(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)

21.8%

(14) Type of Reporting Person (See Instructions)

CO

(1) Name of Reporting Person

THE SIXTY TWO INVESTMENT COMPANY LIMITED

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

(a) (b)

(3) SEC Use Only

(4) Source of Funds

OO

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

(6) Citizenship or Place of Organization

British Columbia

(7) Sole Voting Power

Number of

Shares

(8) Shared Voting Power

Beneficially

Owned by

22,365,237

Each

(9) Sole Dispositive Power

Reporting

(10) Shared Dispositive Power

Person

With

22,365,237

(11) Aggregate Amount Beneficially Owned by each Reporting Person

22,365,237

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(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)

21.8%

(14) Type of Reporting Person (See Instructions)

CO

(1) Name of Reporting Person

810679 ONTARIO LIMITED

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

(a) (b)

(3) SEC Use Only

(4) Source of Funds

OO

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

(6) Citizenship or Place of Organization

Ontario, Canada

(7) Sole Voting Power

Number of

Shares

(8) Shared Voting Power

Beneficially

Owned by

22,365,237

Each

(9) Sole Dispositive Power

Reporting

(10) Shared Dispositive Power

Person

With

22,365,237

(11) Aggregate Amount Beneficially Owned by each Reporting Person

22,365,237

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(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)

21.8%

(14) Type of Reporting Person (See Instructions)

CO

(1) Name of Reporting Person

FAIRFAX FINANCIAL HOLDINGS LIMITED

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

(a) (b)

(3) SEC Use Only

(4) Source of Funds

OO

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

(6) Citizenship or Place of Organization

Canada

(7) Sole Voting Power

(8) Shared Voting Power

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person

22,365,237

(9) Sole Dispositive Power

With

(10) Shared Dispositive Power

22,365,237

(11) Aggregate Amount Beneficially Owned by each Reporting Person

22,365,237

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

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

21.8%

(14) Type of Reporting Person (See Instructions)

CO

(1) Name of Reporting Person

TIG INSURANCE COMPANY

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

(a) (b)

(3) SEC Use Only

(4) Source of Funds

OO

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

(6) Citizenship or Place of Organization

California

(7) Sole Voting Power

(8) Shared Voting Power

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person

2,026,683

(9) Sole Dispositive Power

With

(10) Shared Dispositive Power

2,026,683

(11) Aggregate Amount Beneficially Owned by each Reporting Person

2,026,683

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

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

2.0%

(14) Type of Reporting Person (See Instructions)

CO

(1) Name of Reporting Person

FAIRMONT SPECIALTY INSURANCE COMPANY

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

(a) (b)

(3) SEC Use Only

(4) Source of Funds

OO

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

(6) Citizenship or Place of Organization

California

(7) Sole Voting Power

Number of

Shares

(8) Shared Voting Power

Beneficially

Owned by

99,661

Each

(9) Sole Dispositive Power

Reporting

(10) Shared Dispositive Power

Person

With

99,661

(11) Aggregate Amount Beneficially Owned by each Reporting Person

99,661

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(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)

0.1%

(14) Type of Reporting Person (See Instructions)

CO

(1) Name of Reporting Person

GENERAL FIDELITY INSURANCE COMPANY

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

(a) (b)

(3) SEC Use Only

(4) Source of Funds

OO

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

(6) Citizenship or Place of Organization

South Carolina

(7) Sole Voting Power

Number of

Shares

(8) Shared Voting Power

Beneficially

Owned by

267,289

Each

(9) Sole Dispositive Power

Reporting

(10) Shared Dispositive Power

Person

With

267,289

(11) Aggregate Amount Beneficially Owned by each Reporting Person

267,289

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(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)

0.3%

(14) Type of Reporting Person (See Instructions)

CO

(1) Name of Reporting Person

THE NORTH RIVER INSURANCE COMPANY

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

(a) (b)

(3) SEC Use Only

(4) Source of Funds

OO

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

(6) Citizenship or Place of Organization

New Jersey

(7) Sole Voting Power

Number of

Shares

(8) Shared Voting Power

Beneficially

Owned by

785,752

Each

(9) Sole Dispositive Power

Reporting

(10) Shared Dispositive Power

Person

With

785,752

(11) Aggregate Amount Beneficially Owned by each Reporting Person

785,752

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(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)

0.8%

(14) Type of Reporting Person (See Instructions)

CO

(1) Name of Reporting Person

SENECA INSURANCE COMPANY, INC.

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

(a) (b)

(3) SEC Use Only

(4) Source of Funds

OO

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

(6) Citizenship or Place of Organization

New York

(7) Sole Voting Power

Number of

Shares

(8) Shared Voting Power

Beneficially

Owned by

500,000

Each

(9) Sole Dispositive Power

Reporting

(10) Shared Dispositive Power

Person

With

500,000

(11) Aggregate Amount Beneficially Owned by each Reporting Person

500,000

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(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)

0.5%

(14) Type of Reporting Person (See Instructions)

CO

(1) Name of Reporting Person

ODYSSEY REINSURANCE COMPANY

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

(a) (b)

(3) SEC Use Only

(4) Source of Funds

OO

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

(6) Citizenship or Place of Organization

Connecticut

(7) Sole Voting Power

Number of

Shares

(8) Shared Voting Power

Beneficially

Owned by

11,955,420

Each

(9) Sole Dispositive Power

Reporting

(10) Shared Dispositive Power

Person

With

11,955,420

(11) Aggregate Amount Beneficially Owned by each Reporting Person

11,955,420

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(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)

11.6%

(14) Type of Reporting Person (See Instructions)

CO

(1) Name of Reporting Person

CLEARWATER INSURANCE COMPANY

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

(a) (b)

(3) SEC Use Only

(4) Source of Funds

OO

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

(6) Citizenship or Place of Organization

Delaware

(7) Sole Voting Power

Number of

Shares

(8) Shared Voting Power

Beneficially

Owned by

1,987,265

Each

(9) Sole Dispositive Power

Reporting

(10) Shared Dispositive Power

Person

With

1,987,265

(11) Aggregate Amount Beneficially Owned by each Reporting Person

1,987,265

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(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)

1.9%

(14) Type of Reporting Person (See Instructions)

CO

(1) Name of Reporting Person

UNITED STATES FIRE INSURANCE COMPANY

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

(a) (b)

(3) SEC Use Only

(4) Source of Funds

OO

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

(6) Citizenship or Place of Organization

Delaware

(7) Sole Voting Power

Number of

Shares

(8) Shared Voting Power

Beneficially

Owned by

744,431

Each

(9) Sole Dispositive Power

Reporting

(10) Shared Dispositive Power

Person

With

744,431

(11) Aggregate Amount Beneficially Owned by each Reporting Person

744,431

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

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

0.7%

(14) Type of Reporting Person (See Instructions)

CO

(1) Name of Reporting Person

NORTHBRIDGE COMMERCIAL INSURANCE CORPORATION

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

(a) (b)

(3) SEC Use Only

(4) Source of Funds

OO

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

(6) Citizenship or Place of Organization

Canada

(7) Sole Voting Power

Number of

Shares

(8) Shared Voting Power

Beneficially

Owned by

742,231

Each

(9) Sole Dispositive Power

Reporting

(10) Shared Dispositive Power

Person

With

742,231

(11) Aggregate Amount Beneficially Owned by each Reporting Person

742,231

(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)

0.7%

(14) Type of Reporting Person (See Instructions)

CO

(1) Name of Reporting Person

NORTHBRIDGE INDEMNITY INSURANCE CORPORATION

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

(a) (b)

(3) SEC Use Only

(4) Source of Funds

OO

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

(6) Citizenship or Place of Organization

Canada

(7) Sole Voting Power
Number of

Shares (8) Shared Voting Power

Beneficially

Owned by **432,498**

Each (9) Sole Dispositive Power

Reporting (10) Shared Dispositive Power

Person

With **432,498**

(11) Aggregate Amount Beneficially Owned by each Reporting Person

432,498

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(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)

0.4%

(14) Type of Reporting Person (See Instructions)

CO

(1) Name of Reporting Person

FEDERATED INSURANCE COMPANY OF CANADA

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

(a) (b)

(3) SEC Use Only

(4) Source of Funds

OO

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

(6) Citizenship or Place of Organization

Canada

(7) Sole Voting Power
Number of

Shares (8) Shared Voting Power
Beneficially

Owned by **175,253**
Each (9) Sole Dispositive Power

Reporting (10) Shared Dispositive Power
Person

With **175,253**
(11) Aggregate Amount Beneficially Owned by each Reporting Person

175,253

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(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)

0.2%

(14) Type of Reporting Person (See Instructions)

CO

(1) Name of Reporting Person

NORTHBRIDGE GENERAL INSURANCE CORPORATION

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

(a) (b)

(3) SEC Use Only

(4) Source of Funds

OO

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

(6) Citizenship or Place of Organization

Canada

(7) Sole Voting Power
Number of

Shares (8) Shared Voting Power

Beneficially

Owned by **1,383,281**

Each (9) Sole Dispositive Power

Reporting (10) Shared Dispositive Power

Person

With **1,383,281**

(11) Aggregate Amount Beneficially Owned by each Reporting Person

1,383,281

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(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)

1.3%

(14) Type of Reporting Person (See Instructions)

CO

(1) Name of Reporting Person

NORTHBRIDGE PERSONAL INSURANCE CORPORATION

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

(a) (b)

(3) SEC Use Only

(4) Source of Funds

OO

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

(6) Citizenship or Place of Organization

Canada

(7) Sole Voting Power
Number of

Shares (8) Shared Voting Power

Beneficially

Owned by **474,432**

Each (9) Sole Dispositive Power

Reporting (10) Shared Dispositive Power

Person

With **474,432**

(11) Aggregate Amount Beneficially Owned by each Reporting Person

474,432

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(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)

0.5%

(14) Type of Reporting Person (See Instructions)

CO

(1) Name of Reporting Person

ZENITH INSURANCE COMPANY

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

(a) (b)

(3) SEC Use Only

(4) Source of Funds

OO

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

(6) Citizenship or Place of Organization

California

(7) Sole Voting Power

Number of

Shares

(8) Shared Voting Power

Beneficially

Owned by

811,780

Each

(9) Sole Dispositive Power

Reporting

(10) Shared Dispositive Power

Person

With

811,780

(11) Aggregate Amount Beneficially Owned by each Reporting Person

811,780

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(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)

0.8%

(14) Type of Reporting Person (See Instructions)

CO

(1) Name of Reporting Person

FAIRFAX (BARBADOS) INTERNATIONAL CORP.

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

(a) (b)

(3) SEC Use Only

(4) Source of Funds

OO

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

(6) Citizenship or Place of Organization

Barbados

(7) Sole Voting Power
Number of

Shares (8) Shared Voting Power

Beneficially

Owned by **951,200**

Each (9) Sole Dispositive Power

Reporting (10) Shared Dispositive Power

Person

With **951,200**

(11) Aggregate Amount Beneficially Owned by each Reporting Person

951,200

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(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)

0.9%

(14) Type of Reporting Person (See Instructions)

CO

(1) Name of Reporting Person

WENTWORTH INSURANCE COMPANY LTD.

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

(a) (b)

(3) SEC Use Only

(4) Source of Funds

OO

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

(6) Citizenship or Place of Organization

Barbados

(7) Sole Voting Power
Number of

Shares (8) Shared Voting Power

Beneficially

Owned by **951,200**
Each (9) Sole Dispositive Power

Reporting (10) Shared Dispositive Power
Person

With **951,200**

(11) Aggregate Amount Beneficially Owned by each Reporting Person

951,200

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(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)

0.9%

(14) Type of Reporting Person (See Instructions)

CO

(1) Name of Reporting Person

NEWLINE CORPORATE NAME LIMITED

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

(a) (b)

(3) SEC Use Only

(4) Source of Funds

OO

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

(6) Citizenship or Place of Organization

UNITED KINGDOM

(7) Sole Voting Power

Number of

Shares

(8) Shared Voting Power

Beneficially

Owned by

191,822

Each

(9) Sole Dispositive Power

Reporting

(10) Shared Dispositive Power

Person

With

191,822

(11) Aggregate Amount Beneficially Owned by each Reporting Person

191,822

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(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)

0.2%

(14) Type of Reporting Person (See Instructions)

CO

(1) Name of Reporting Person

SENECA SPECIALTY INSURANCE COMPANY

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

(a) (b)

(3) SEC Use Only

(4) Source of Funds

OO

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

(6) Citizenship or Place of Organization

Arizona

(7) Sole Voting Power
Number of

Shares (8) Shared Voting Power

Beneficially

Owned by **150,000**
Each (9) Sole Dispositive Power

Reporting (10) Shared Dispositive Power
Person

With **150,000**

(11) Aggregate Amount Beneficially Owned by each Reporting Person

150,000

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(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)

0.1%

(14) Type of Reporting Person (See Instructions)

CO

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

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

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

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

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

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

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

Amendment No. 7 to the Schedule 13D is being filed in connection with the purchase by Fairfax and certain of its subsidiaries of securities convertible into Shares (Convertible Notes).

The following amendments to Items 2, 4, 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, and in addition Annexes A, B, C, D, E, F, G, H, I, J, K, L, M, N, O, P, Q, R, S and T are replaced with the Annexes A, B, C, D, E, F, G, H, I, J, K, L, M, N, O, P, Q, R, S, T, U and V hereto annexed:

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, 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 address 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 address 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 address and principal office address of 810679 is 95 Wellington Street West, Suite 800, Toronto, Ontario, Canada, M5J 2N7;
5. Fairfax Financial Holdings Limited (Fairfax and, together with its subsidiaries, the Fairfax Group of Companies), a corporation incorporated under the laws of Canada, is controlled by 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. 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 address and principal office address of TIG is 250 Commercial Street, Suite 5000, Manchester, New Hampshire 03101;

7. Fairmont Specialty Insurance Company (Fairmont), a corporation incorporated under the laws of California, is a wholly-owned subsidiary of TIG. The principal business of Fairmont is property/casualty insurance. The principal business address and principal office address of Fairmont is 250 Commercial Street, Suite 5000, Manchester, New Hampshire 03101;
8. General Fidelity Insurance Company (General Fidelity), a corporation incorporated under the laws of South Carolina, is a wholly-owned subsidiary of TIG. The principal business of General Fidelity is property/casualty insurance. The principal business address and principal office address of General Fidelity is 250 Commercial Street, Suite 5000, Manchester, New Hampshire 03101;
9. The North River Insurance Company (North River), a corporation incorporated under the laws of New Jersey, is a wholly-owned subsidiary of Fairfax. The principal business of North River is insurance. The principal business address and principal office address of North River is 305 Madison Avenue, Morristown, New Jersey 07962;
10. Seneca Insurance Company, Inc. (Seneca), a corporation incorporated under the laws of New York, is a wholly-owned subsidiary of North River. The principal business of Seneca is insurance. The principal business address and principal office address of Seneca is 160 Water Street, New York, NY 10038;
11. Odyssey Reinsurance Company (ORC), a corporation incorporated under the laws of Connecticut, is a wholly-owned subsidiary of Fairfax. The principal business of ORC is reinsurance. The principal business address and principal office address of ORC is 300 First Stamford Place, Stamford, Connecticut 06902;
12. Clearwater Insurance Company (Clearwater), a corporation incorporated under the laws of Delaware, is a wholly-owned subsidiary of Fairfax. The principal business of Clearwater is reinsurance. The principal business address and principal office address of Clearwater is 300 First Stamford Place, Stamford, Connecticut 06902;
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 property/casualty insurance. The principal business and principal office address of US Fire is 305 Madison Ave., Morristown, New Jersey 07962;
14. Northbridge Commercial Insurance Corporation (formerly Markel Insurance Company of Canada) (Northbridge Commercial), a corporation incorporated under the laws of Canada, is a wholly-owned subsidiary of Fairfax. The principal business of Northbridge Commercial is property/casualty insurance. The principal business address and principal office address of Northbridge Commercial is 55 University Avenue, Suite 1500, Toronto, Ontario, Canada, M5J 2H7;

15. Northbridge Indemnity Insurance Corporation (formerly Commonwealth Insurance Company) (Northbridge Indemnity), a corporation incorporated under the laws of Canada, is a wholly-owned subsidiary of Fairfax. The principal business of Northbridge Indemnity is property/casualty insurance. The principal business address and principal office address of Northbridge Indemnity is 595 Burrard Street, Suite 1500, Box 49115 Bentall Tower III, Vancouver, BC, Canada, V7X 1G4;
16. Federated Insurance Company of Canada (Federated), a corporation incorporated under the laws of Canada, is a wholly-owned subsidiary of Fairfax. The principal business of Federated is property/casualty insurance. The principal business address and principal office address of Federated is 717 Portage Ave., Winnipeg, Manitoba, Canada, R3C 3C9;
17. Northbridge General Insurance Corporation (formerly Lombard General Insurance Company of Canada) (Northbridge General), a corporation incorporated under the laws of Canada, is a wholly-owned subsidiary of Fairfax. The principal business of Northbridge General is property/casualty insurance. The principal business address and principal office address of Northbridge General is 105 Adelaide Street West, 3rd Floor, Toronto, Ontario, Canada M5H 1P9;
18. Northbridge Personal Insurance Corporation (formerly Lombard Insurance Company) (Northbridge Personal), a corporation incorporated under the laws of Canada, is a wholly-owned subsidiary of Northbridge General. The principal business of Northbridge Personal is property/casualty insurance. The principal business address and principal office address of Northbridge Personal is 105 Adelaide Street West, 3rd Floor, Toronto, Ontario, Canada M5H 1P9;
19. Zenith Insurance Company (Zenith), a corporation incorporated under the laws of California, is a wholly-owned subsidiary of Fairfax. The principal business of Zenith is workers compensation insurance. The principal business and principal office address of Zenith is 21255 Califa Street, Woodland Hills, California 91367-5021; and
20. Fairfax (Barbados) International Corp. (FBIC), a corporation established under the laws of Barbados, is a wholly-owned subsidiary of Fairfax. The principal business of FBIC is as an investment holding company. The principal business and principal office address of FBIC is #12 Pine Commercial, The Pine, St Michael, Barbados, WI, BB11103.
21. Wentworth Insurance Company Ltd. (Wentworth), a corporation established under the laws of Barbados, is a wholly-owned subsidiary of FBIC. The principal business of Wentworth is reinsurance. The principal business and principal office address of Wentworth is #12 Pine Commercial, #12 Pine Commercial, The Pine, St Michael, Barbados, WI, BB11103.
22. Newline Corporate Name Limited (Newline), a corporation incorporated under the laws of the United Kingdom, is a wholly-owned subsidiary of ORC. The principal business of Newline is to be a Corporate Name at Lloyd s of London. The principal business and principal office address of Newline is Suite 5/4, The London Underwriting Centre, 3 Minster Court, Mincing Lane, London EC3R 7DD.

23. Seneca Specialty Insurance Company (Seneca Specialty), an Arizona corporation, is a wholly-owned subsidiary of Seneca. The principal business of Seneca Specialty is insurance. The principal business and principal office address of Seneca Specialty is 160 Water Street, New York, NY 10038.

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, TIG, Fairmont, General Fidelity, North River, Seneca, ORC, Clearwater, US Fire, Northbridge Commercial, Northbridge Indemnity, Federated, Northbridge General, Northbridge Personal, Zenith, FBIC, Wentworth, Newline or Seneca Specialty 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 of each of the Reporting Persons is set forth in Annex A, B, C, D, E, F, G, H, I, J, K, L, M, N, O, P, Q, R, S, T, U or V as the case may be, and such Annexes are incorporated herein by reference.

Pursuant to Rule 13d-1(k) under the Exchange Act, the Reporting Persons have agreed to file jointly one statement with respect to their ownership of the Shares.

During the last five years, none of the Reporting Persons, and, to the best of each such Reporting Person's knowledge, none of the persons listed in Annex A, B, C, D, E, F, G, H, I, J, K, L, M, N, O, P, Q, R, S, T, U or V 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 4. Purpose of Transaction

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

Item 5. Interest in the 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 by Item 1 of this Schedule 13D) that are beneficially owned by each of the Reporting Persons is set forth in boxes 11 and 13 of the second part of the cover page to this Schedule 13D for each of the Reporting Persons, and such information is incorporated herein by reference.

The percentage of the Shares beneficially owned by each of the Reporting Persons was calculated based on 99,309,942 Shares issued and outstanding.

In connection with the creditor protection proceedings relating to Resolute, a subsidiary of Resolute entered into a settlement agreement pursuant to which Resolute is required to make a distribution (the Distribution) to holders of the Convertible Notes on the later of (a) November 1, 2012, or (b) two business days after the order approving such settlement agreement becomes a final order. The number of Shares in boxes (7) through (11) is calculated based on the number of Shares that the Reporting Persons expects such Convertible Notes to be converted into pursuant to the Distribution.

(b) Except as described herein, 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.

Bradley P. Martin beneficially owns 4,679 Shares and Paul Rivett beneficially owns 4,269 Shares, and each of them has sole voting power and sole dispositive power with respect to such respective Shares.

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

1,526 deferred stock units were granted to Bradley P. Martin on September 30, 2012.

(d) No person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, Shares held by the Reporting Persons other than each of the Reporting Persons, and in respect of 108,667 Shares, certain pension plans of certain subsidiaries of Fairfax.

(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. 7.1 Joint filing agreement dated as of October 17, 2012 among V. Prem Watsa, 1109519 Ontario Limited, The Sixty Two Investment Company Limited, 810679 Ontario Limited, Fairfax Financial Holdings Limited, TIG Insurance Company, Fairmont Specialty Insurance Company, General Fidelity Insurance Company, The North River Insurance Company, Seneca Insurance Company, Inc., Odyssey Reinsurance Company, Clearwater Insurance Company, United States Fire Insurance Company, Northbridge Commercial Insurance Corporation (formerly Markel Insurance Company of Canada), Northbridge Indemnity Insurance Corporation (formerly Commonwealth Insurance Company), Federated Insurance Company of Canada, Northbridge General Insurance Corporation (formerly Lombard General Insurance Company of Canada), Northbridge General Insurance Corporation (formerly Lombard Insurance Company), Zenith Insurance Company, Fairfax (Barbados) International Corp., Wentworth Insurance Company Ltd., Newline Corporate Name Limited and Seneca Specialty Insurance Company.

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 have executed this instrument as of this 17th day of October, 2012.

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/ Paul Rivett
Name: Paul Rivett
Title: Vice President, Operations

TIG INSURANCE COMPANY

By: /s/ John J. Bator
Name: John J. Bator
Title: Senior Vice President &

Chief Financial Officer

FAIRMONT SPECIALTY INSURANCE COMPANY

By: /s/ John J. Bator
Name: John J. Bator
Title: Senior Vice President &

Chief Financial Officer

GENERAL FIDELITY INSURANCE COMPANY

By: /s/ John J. Bator
Name: John J. Bator
Title: Senior Vice President &

Chief Financial Officer

THE NORTH RIVER INSURANCE COMPANY

By: /s/ Paul Bassaline
Name: Paul Bassaline
Title: Vice President and Controller

UNITED STATES FIRE INSURANCE COMPANY

By: /s/ Paul Bassaline
Name: Paul Bassaline
Title: Vice President and Controller

ODYSSEY REINSURANCE COMPANY

By: /s/ Kirk M. Reische
Name: Kirk M. Reische
Title: Vice President

CLEARWATER INSURANCE COMPANY

By: /s/ Kirk M. Reische
Name: Kirk M. Reische
Title: Vice President

NORTHBRIDGE COMMERCIAL INSURANCE
CORPORATION

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

NORTHBRIDGE INDEMNITY INSURANCE
CORPORATION

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

FEDERATED INSURANCE COMPANY OF CANADA

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

NORTHBRIDGE GENERAL INSURANCE
CORPORATION

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

NORTHBRIDGE PERSONAL INSURANCE
CORPORATION

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

ZENITH INSURANCE COMPANY

By: /s/ Michael Jansen
Name: Michael Jansen
Title: Executive Vice President

and General Counsel

SENECA INSURANCE COMPANY, INC.

By: /s/ James V. Kraus
Name: James V. Kraus
Title: Assistant Vice President

SENECA SPECIALTY INSURANCE COMPANY

By: /s/ James V. Kraus
Name: James V. Kraus
Title: Assistant Vice President

FAIRFAX (BARBADOS) INTERNATIONAL CORP.

By: /s/ Janice Burke
Name: Janice Burke
Title: Vice President & General Manager

WENTWORTH INSURANCE COMPANY LTD.

By: /s/ Janice Burke
Name: Janice Burke