

COMMONWEALTH INSURANCE CO
Form 3
November 12, 2010

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | | |
|---|---------|----------|--------------------------------------|---|--|
| 1. Name and Address of Reporting Person * | | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â FAIRFAX FINANCIAL HOLDINGS LTD/ CAN | | | (Month/Day/Year) | SANDRIDGE ENERGY INC [SD] | |
| (Last) | (First) | (Middle) | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 95 WELLINGTON STREET WEST,Â SUITE 800 | | | | (Check all applicable) | |
| (Street) | | | | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| TORONTO,Â A6Â M5J 2N7 | | | | <input type="checkbox"/> Officer (give title below) | <input type="checkbox"/> Other (specify below) |
| (City) | (State) | (Zip) | | | <input type="checkbox"/> Form filed by One Reporting Person |
| | | | | | <input checked="" type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|
| Common Stock, \$0.001 par value (?Common Shares?) | 14,203,600 | I | See Footnote ⁽¹⁾ |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|--|---------------------------|----------------------|---|
|--|--|--|---------------------------|----------------------|---|

Edgar Filing: COMMONWEALTH INSURANCE CO - Form 3

| | Date Exercisable | Expiration Date | (Instr. 4) Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | |
|--|------------------|-----------------|---------------------------------|----------------------------|------------------------------|---|------------------|
| 6.0% Conv. Perp. Preferred Stock (?6.0% Preferred Shares?) | Â (2) | Â (2) | Common Stock, \$0.001 par value | 18,422,992 (3) | \$ (3) | I | See Footnote (4) |
| 8.5% Conv. Perp. Preferred Stock (?8.5% Preferred Shares?) | Â (5) | Â (6) | Common Stock, \$0.001 par value | 11,388,456 (7) | \$ (7) | I | See Footnote (8) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| FAIRFAX FINANCIAL HOLDINGS LTD/ CAN 95 WELLINGTON STREET WEST SUITE 800 TORONTO,Â A6Â M5J 2N7 | Â | Â X | Â | Â |
| MARKEL INSURANCE CO OF CANADA 55 UNIVERSITY AVENUE SUITE 1500 TORONTO,Â A6Â M5J 2H7 | Â | Â X | Â | Â |
| Federated Insurance CO of Canada 717 PORTAGE AVENUE WINNIPEG,Â A2Â R3C 3C9 | Â | Â X | Â | Â |
| COMMONWEALTH INSURANCE CO 595 BURRARD STREET SUITE 1500, BOX 49115 BENTALL TOWER III VANCOUVER,Â A1Â V7X 1G4 | Â | Â X | Â | Â |
| LOMBARD GENERAL INSURANCE CO OF CANADA 105 ADELAIDE STREET WEST, 3RD FLOOR TORONTO,Â A6Â M5H 1P9 | Â | Â X | Â | Â |
| UNITED STATES FIRE INSURANCE CO 305 MADISON AVENUE MORRISSTOWN,Â NJÂ 07962 | Â | Â X | Â | Â |
| NORTH RIVER INSURANCE CO 305 MADISON AVENUE MORRISSTOWN,Â NJÂ 07962 | Â | Â X | Â | Â |
| Zenith Insurance Co 21255 CALIFA STREET, | Â | Â X | Â | Â |

WOODLAND HILLS, CA 91367-5021

Falcon Insurance Co (Hong Kong) Ltd
 6/F, DCH COMMERCIAL CENTRE,
 25 WESTLANDS ROAD,
 QUARRY BAY, K3

Â Â X Â Â

Signatures

| | |
|---|------------|
| /s/ Paul Rivett, Vice President and Chief Legal Officer | 11/10/2010 |
| __Signature of Reporting Person | Date |
| /s/ Craig Pinnock, Director | 11/10/2010 |
| __Signature of Reporting Person | Date |
| /s/ Craig Pinnock, Director | 11/10/2010 |
| __Signature of Reporting Person | Date |
| /s/ Craig Pinnock, Director | 11/10/2010 |
| __Signature of Reporting Person | Date |
| /s/ Craig Pinnock, Director | 11/10/2010 |
| __Signature of Reporting Person | Date |
| /s/ Paul Bassaline, Vice President | 11/10/2010 |
| __Signature of Reporting Person | Date |
| /s/ Paul Bassaline, Vice President | 11/10/2010 |
| __Signature of Reporting Person | Date |
| /s/ Michael E. Jansen, Executive Vice President and General Counsel | 11/10/2010 |
| __Signature of Reporting Person | Date |
| /s/ Gobinath Arvind Athappan, Chief Executive Officer and Director | 11/11/2010 |
| __Signature of Reporting Person | Date |

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) 277,000 Common Shares are held directly by V. Prem Watsa, 1,440,000 Common Shares are held by Fairfax Inc., 711,400 Common Shares are held by Markel Insurance Company of Canada, 409,000 Common Shares are held by Federated Insurance Company of Canada, 1,112,800 Common Shares are held by Commonwealth Insurance Company, 2,845,400 Common Shares are held by Lombard General Insurance Company of Canada, 202,800 Common Shares are held by United States Fire Insurance Company, 962,000 Common Shares are held by The North River Insurance Company and its subsidiaries, 243,000 Common Shares are held by TIG Insurance Company, 1,000,000 Common Shares are held by Zenith Insurance Company, 4,619,200 Common Shares are held by Odyssey America Reinsurance Corporation and its subsidiaries, 80,000 Common Shares are held by Falcon Insurance Company (Hong Kong) Ltd. and 301,000 Common Shares are held by certain other subsidiaries of Fairfax Financial Holdings Limited.
- (2) The 6.0% Preferred Shares are convertible into Common Shares at the option of the holder thereof at any time prior to December 21, 2014, on which date the 6.0% Preferred Shares will be automatically converted into Common Shares.
- (3) Each 6.0% Preferred Share is convertible into approximately 9.21 Common Shares, subject to adjustment under certain circumstances.
- (4) 70,000 6.0% Preferred Shares are held by Markel Insurance Company of Canada, 40,000 6.0% Preferred Shares are held by Federated Insurance Company of Canada, 110,000 6.0% Preferred Shares are held by Commonwealth Insurance Company, 240,000 6.0% Preferred Shares are held by Lombard General Insurance Company of Canada, 500,000 6.0% Preferred Shares are held by Fairfax Inc., 250,000

Edgar Filing: COMMONWEALTH INSURANCE CO - Form 3

6.0% Preferred Shares are held by The North River Insurance Company, 750,000 6.0% Preferred Shares are held by Odyssey America Reinsurance Corporation and 40,000 6.0% Preferred Shares held by pension plans of certain subsidiaries of Fairfax Financial Holdings Limited.

- (5) The 8.5% Preferred Shares are convertible at any time at the holder's option.
- (6) After February 20, 2014, Sandridge Energy Inc. may cause all outstanding 8.5% Preferred Shares to automatically convert into Common Shares at the then-prevailing conversion rate if certain conditions are met.
- (7) Each 8.5% Preferred Share is convertible into 12.4805 Common Shares, subject to adjustment under certain circumstances.
57,600 8.5% Preferred Shares are held by United States Fire Insurance Company, 88,800 8.5% Preferred Shares are held by The North River Insurance Company and its subsidiaries, 69,000 8.5% Preferred Shares are held by TIG Insurance Company, 496,200 8.5% Preferred Shares are held by Odyssey America Reinsurance Corporation and its subsidiaries, 22,700 8.5% Preferred Shares are held by Falcon Insurance Company (Hong Kong) Ltd., 169,600 8.5% Preferred Shares are held by certain other subsidiaries of Fairfax Financial Holdings Limited and 8,600 8.5% Preferred Shares are held by pension plans of certain other subsidiaries of Fairfax Financial Holdings Limited.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.