

HUB INTERNATIONAL LTD  
Form SC 13G/A  
February 14, 2008

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE 13G

(Amendment No. 5)\*

Under the Securities Exchange Act of 1934

Hub International Limited  
(Name of Issuer)

Common Shares  
(Title of Class of Securities)

44332P101  
(CUSIP Number)

DECEMBER 31, 2007  
(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in 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 ("Act") 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. 44332P101

13G

Page 2 of 24 Pages

-----  
1 Names of Reporting Person/I.R.S. Identification Nos. of Above Persons  
(Entities Only)

V. PREM WATSA

-----  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
(b)

-----  
3 SEC USE ONLY

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4 CITIZENSHIP OR PLACE OF ORGANIZATION

CANADIAN

5 SOLE VOTING POWER

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

6 SHARED VOTING POWER

7 SOLE DISPOSITIVE POWER

8 SHARED DISPOSITIVE POWER

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.0%

12 TYPE OF REPORTING PERSON

IN

2

Cusip No. 44332P101

13G

Page 3 of 24 Pages

1 Names of Reporting Person/I.R.S. Identification Nos. of Above Persons  
(Entities Only)

1109519 ONTARIO LIMITED

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [ ]  
(b) [X]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

ONTARIO, CANADA

5 SOLE VOTING POWER

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY

6 SHARED VOTING POWER

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EACH REPORTING PERSON WITH 7 SOLE DISPOSITIVE POWER  
-----  
8 SHARED DISPOSITIVE POWER

-----  
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

-----  
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [ ]

-----  
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.0%

-----  
12 TYPE OF REPORTING PERSON

CO

-----  
3

Cusip No. 44332P101

13G

Page 4 of 24 Pages

-----  
1 Names of Reporting Person/I.R.S. Identification Nos. of Above Persons  
(Entities Only)

THE SIXTY TWO INVESTMENT COMPANY LIMITED

-----  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [ ]  
(b) [X]

-----  
3 SEC USE ONLY

-----  
4 CITIZENSHIP OR PLACE OF ORGANIZATION

BRITISH COLUMBIA, CANADA

-----  
5 SOLE VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 6 SHARED VOTING POWER

-----  
7 SOLE DISPOSITIVE POWER

-----  
8 SHARED DISPOSITIVE POWER

-----  
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

-----  
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [ ]

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11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.0%

12 TYPE OF REPORTING PERSON

CO

4

Cusip No. 44332P101

13G

Page 5 of 24 Pages

1 Names of Reporting Person/I.R.S. Identification Nos. of Above Persons  
(Entities Only)

810679 ONTARIO LIMITED

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [ ]  
(b) [X]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

ONTARIO, CANADA

5 SOLE VOTING POWER

NUMBER OF  
SHARES

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

EACH

7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

WITH

8 SHARED DISPOSITIVE POWER

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.0%

12 TYPE OF REPORTING PERSON

CO

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5

Cusip No. 44332P101

13G

Page 6 of 24 Pages

-----  
1 Names of Reporting Person/I.R.S. Identification Nos. of Above Persons  
(Entities Only)

FAIRFAX FINANCIAL HOLDINGS LIMITED

-----  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [ ]  
(b) [X]

-----  
3 SEC USE ONLY

-----  
4 CITIZENSHIP OR PLACE OF ORGANIZATION

CANADA

-----  
5 SOLE VOTING POWER

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

-----  
6 SHARED VOTING POWER

-----  
7 SOLE DISPOSITIVE POWER

-----  
8 SHARED DISPOSITIVE POWER

-----  
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

-----  
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [ ]

-----  
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.0%

-----  
12 TYPE OF REPORTING PERSON

CO

-----  
6

Cusip No. 44332P101

13G

Page 7 of 24 Pages

-----  
1 Names of Reporting Person/I.R.S. Identification Nos. of Above Persons  
(Entities Only)

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ODYSSEY RE HOLDINGS CORP.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [ ]  
(b) [X]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

5 SOLE VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

6 SHARED VOTING POWER

7 SOLE DISPOSITIVE POWER

8 SHARED DISPOSITIVE POWER

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.0%

12 TYPE OF REPORTING PERSON

CO

7

Cusip No. 44332P101

13G

Page 8 of 24 Pages

1 Names of Reporting Person/I.R.S. Identification Nos. of Above Persons  
(Entities Only)

CLEARWATER INSURANCE COMPANY

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [ ]  
(b) [X]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

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-----  
5      SOLE VOTING POWER  
-----  
NUMBER OF      -----  
SHARES      6      SHARED VOTING POWER  
BENEFICIALLY  
OWNED BY      -----  
EACH      7      SOLE DISPOSITIVE POWER  
REPORTING  
PERSON      -----  
WITH      8      SHARED DISPOSITIVE POWER  
-----

-----  
9      AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
-----  
10      CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES      [ ]  
-----

11      PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
0.0%  
-----

12      TYPE OF REPORTING PERSON  
CO  
-----

8

Cusip No. 44332P101      13G      Page 9 of 24 Pages

-----  
1      Names of Reporting Person/I.R.S. Identification Nos. of Above Persons  
    (Entities Only)  
MARKEL INSURANCE COMPANY OF CANADA  
-----

2      CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP      (a) [ ]  
    (b) [X]  
-----

3      SEC USE ONLY  
-----

4      CITIZENSHIP OR PLACE OF ORGANIZATION  
ONTARIO, CANADA  
-----

5      SOLE VOTING POWER  
-----  
NUMBER OF      -----  
SHARES      6      SHARED VOTING POWER  
BENEFICIALLY  
OWNED BY      -----  
EACH      7      SOLE DISPOSITIVE POWER  
REPORTING  
PERSON      -----  
WITH      8      SHARED DISPOSITIVE POWER  
-----

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9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.0%

12 TYPE OF REPORTING PERSON

CO

9

Cusip No. 44332P101

13G

Page 10 of 24 Pages

1 Names of Reporting Person/I.R.S. Identification Nos. of Above Persons  
(Entities Only)

LOMBARD GENERAL INSURANCE COMPANY OF CANADA

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [ ]  
(b) [X]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

ONTARIO, CANADA

5 SOLE VOTING POWER

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

6 SHARED VOTING POWER

7 SOLE DISPOSITIVE POWER

8 SHARED DISPOSITIVE POWER

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.0%



-----  
12 TYPE OF REPORTING PERSON

CO  
-----

10

ITEM 1(A). NAME OF ISSUER:

Hub International Limited

ITEM 1(B). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

55 East Jackson Boulevard, Chicago, IL 60604

ITEM 2(A). NAME OF PERSON FILING:

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

1. V. Prem Watsa, an individual;
2. 1109519 Ontario Limited ("1109519"), a corporation incorporated under the laws of Ontario;
3. The Sixty Two Investment Company Limited ("Sixty Two"), a corporation incorporated under the laws of British Columbia;
4. 810679 Ontario Limited ("810679"), a corporation incorporated under the laws of Ontario;
5. Fairfax Financial Holdings Limited ("Fairfax"), a corporation incorporated under the laws of Canada;
6. Odyssey Re Holdings Corp. ("Odyssey Re"), a corporation incorporated under the laws of Delaware;
7. Clearwater Insurance Company, a corporation incorporated under the laws of Delaware;
8. Markel Insurance Company of Canada, a corporation incorporated under the laws of Canada; and
9. Lombard General Insurance Company of Canada, a corporation incorporated under the laws of Canada.

ITEM 2(B). ADDRESS OF PRINCIPAL BUSINESS OFFICE:

The addresses of the Reporting Persons are as follows:

1. Mr. Watsa's business address is 95 Wellington Street West, Suite 800, Toronto, Ontario, Canada, M5J 2N7;

11

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2. The principal business address and principal office address of 1109519 is 95 Wellington Street West, Suite 800, Toronto, Ontario, Canada, M5J 2N7;
3. 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. The principal business address and principal office address of 810679 is 95 Wellington Street West, Suite 800, Toronto, Ontario, Canada, M5J 2N7;
5. The principal business address and principal office address of Fairfax is 95 Wellington Street West, Suite 800, Toronto, Ontario, Canada, M5J 2N7;
6. The principal business address and principal office address of Odyssey Re is 300 First Stamford Place, Stamford, Connecticut 06902;
7. The principal business address and principal office address of Clearwater Insurance Company is 300 First Stamford Place, Stamford, Connecticut 06902;
8. The principal business address and principal office address of Markel Insurance Company of Canada is 55 University Avenue, Toronto, Ontario M5J 2H7; and
9. The principal business address and principal office address of Lombard General Insurance Company of Canada is 105 Adelaide Street West, 7th Floor, Toronto, Ontario M5H 1P9.

ITEM 2(C). CITIZENSHIP:

V. Prem Watsa is a citizen of Canada.

ITEM 2(D). TITLE OF CLASS OF SECURITIES:

Common Shares

ITEM 2(E). CUSIP NUMBER:

44332P101

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULE 13D-1(B), OR 13D-2(B) OR (C), CHECK WHETHER THE PERSON FILING IS A:

(A)  Broker or Dealer registered under Section 15 of the Act (15 U.S.C. 78o);

12

(B)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);

(C)  Insurance Company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);

(D)  An Investment Company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);

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- (E)  An investment adviser in accordance with Section 240.13d-1(b)(1)(ii)(E);
- (F)  An employee benefit plan or endowment fund in accordance with Section 240.13d-1(b)(1)(ii)(F);
- (G)  A parent holding company or control person, in accordance with Section 240.13d-1(b)(1)(ii)(G);
- (H)  A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (I)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (J)  Group, in accordance with Section 240.13d-1(b)(1)(ii)(J).

ITEM 4. OWNERSHIP.

Based on the most recent information available, the aggregate number and percentage of the common shares (the "Shares") of Hub International Limited ("Hub") that are beneficially owned by each of the Reporting Persons is set forth in boxes 9 and 11 of the second part of the cover page to this Schedule 13G, and such information is incorporated herein by reference.

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 5, 6, 7 and 8, respectively, on the second part of the cover page to this Schedule 13G, and such information is incorporated herein by reference.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following [X].

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

13

Not applicable

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY.

Not applicable

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

See attached Exhibit No. 1.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP.

Not applicable

ITEM 10. CERTIFICATION.

Not applicable

14

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 14, 2008

V. Prem Watsa

/s/ V. Prem Watsa  
-----

15

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 14, 2008

1109519 Ontario Limited

By: /s/ V. Prem Watsa  
-----

Name: V. Prem Watsa

Title: President

16

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 14, 2008

The Sixty Two Investment Company Limited

By: /s/ V. Prem Watsa  
-----

Name: V. Prem Watsa

Title: President

17

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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 14, 2008

810679 Ontario Limited

By: /s/ V. Prem Watsa

-----  
Name: V. Prem Watsa  
Title: President

18

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 14, 2008

Fairfax Financial Holdings Limited

By: /s/ Paul Rivett

-----  
Name: Paul Rivett  
Title: Vice President

19

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 14, 2008

Odyssey Re Holdings Corp.

By: /s/ Donald L. Smith

-----  
Name: Donald L. Smith  
Title: Senior Vice President

20

SIGNATURE

After reasonable inquiry and to the best of the undersigned's knowledge and belief, the undersigned certifies that the information set forth

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in this statement is true, complete and correct.

Dated: February 14, 2008

Clearwater Insurance Company

By: /s/ Donald L. Smith

-----  
Name: Donald L. Smith

Title: Senior Vice President

21

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 14, 2008

Markel Insurance Company of Canada

By: /s/ V. Prem Watsa

-----  
Name: V. Prem Watsa

Title: Director

22

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 14, 2008

Lombard General Insurance Company of  
Canada

By: /s/ V. Prem Watsa

-----  
Name: V. Prem Watsa

Title: Director

23

EXHIBIT INDEX

EXHIBIT NO.      DESCRIPTION  
-----

1                      Members of filing group.

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2

Joint Filing Agreement dated as of February 14, 2008 among V. Prem Watsa, 1109519 Ontario Limited, The Sixty Two Investment Company Limited, 810679 Ontario Limited, Fairfax Financial Holdings Limited, Odyssey Re Holdings Corp., Clearwater Insurance Company, Markel Insurance Company of Canada and Lombard General Insurance Company of Canada.