

USG CORP  
Form SC 13G  
February 17, 2009

**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**  
**SCHEDULE 13G**  
**Under the Securities Exchange Act of 1934**  
**USG Corporation**  
*(Name of Issuer)*  
Common Stock  
*(Title of Class of Securities)*  
903293405  
*(CUSIP Number)*  
**October 28, 2008**  
*(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. 903293405

13G

Page 2 of 21 Pages

NAMES OF REPORTING PERSON

1

I.R.S. Identification Nos. of Above Persons (Entities Only)

V. PREM WATSA

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

CANADIAN

SOLE VOTING POWER

5

NUMBER OF

SHARED VOTING POWER

6

SHARES  
BENEFICIALLY  
OWNED BY

15,883,430

SOLE DISPOSITIVE POWER

7

EACH  
REPORTING  
PERSON

SHARED DISPOSITIVE POWER

8

WITH

15,883,430

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

15,883,430

**10**

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

**11**

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

14.7%

**12**

TYPE OF REPORTING PERSON

IN

---

CUSIP No. 903293405

13G

Page 3 of 21 Pages

NAMES OF REPORTING PERSON

1 I.R.S. Identification Nos. of Above Persons (Entities Only)

1109519 ONTARIO LIMITED

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (a)   
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

ONTARIO, CANADA

SOLE VOTING POWER

5

NUMBER OF

SHARES BENEFICIALLY OWNED BY 6 SHARED VOTING POWER  
15,883,430

EACH REPORTING PERSON 7 SOLE DISPOSITIVE POWER

WITH 8 SHARED DISPOSITIVE POWER

15,883,430

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

15,883,430

**10**

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

**11**

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

14.7%

**12**

TYPE OF REPORTING PERSON

CO

---

CUSIP No. 903293405

13G

Page 4 of 21 Pages

NAMES OF REPORTING PERSON

1

I.R.S. Identification Nos. of Above Persons (Entities Only)

THE SIXTY TWO INVESTMENT COMPANY LIMITED

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

BRITISH COLUMBIA, CANADA

SOLE VOTING POWER

5

NUMBER OF

SHARES

SHARED VOTING POWER

BENEFICIALLY 6

OWNED BY

15,883,430

EACH  
REPORTING  
PERSON

7

SOLE DISPOSITIVE POWER

WITH

8

SHARED DISPOSITIVE POWER

15,883,430

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

15,883,430

**10**

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

**11**

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

14.7%

**12**

TYPE OF REPORTING PERSON

CO

---

CUSIP No. 903293405

13G

Page 5 of 21 Pages

NAMES OF REPORTING PERSON

1

I.R.S. Identification Nos. of Above Persons (Entities Only)

810679 ONTARIO LIMITED

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

ONTARIO, CANADA

SOLE VOTING POWER

5

NUMBER OF

SHARES

SHARED VOTING POWER

BENEFICIALLY 6

OWNED BY

15,883,430

EACH  
REPORTING  
PERSON

7

SOLE DISPOSITIVE POWER

WITH

8

SHARED DISPOSITIVE POWER

15,883,430

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9



15,883,430

**10**

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

**11**

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

14.7%

**12**

TYPE OF REPORTING PERSON

CO

---

CUSIP No. 903293405

13G

Page 6 of 21 Pages

NAMES OF REPORTING PERSON

1

I.R.S. Identification Nos. of Above Persons (Entities Only)

FAIRFAX FINANCIAL HOLDINGS LIMITED

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

CANADA

SOLE VOTING POWER

5

NUMBER OF

SHARED VOTING POWER

6

SHARES  
BENEFICIALLY  
OWNED BY

15,883,430

SOLE DISPOSITIVE POWER

7

EACH  
REPORTING  
PERSON

SHARED DISPOSITIVE POWER

8

WITH

15,883,430

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

15,883,430

**10**

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

**11**

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

14.7%

**12**

TYPE OF REPORTING PERSON

CO

---

CUSIP No. 903293405

13G

Page 7 of 21 Pages

NAMES OF REPORTING PERSON

1

I.R.S. Identification Nos. of Above Persons (Entities Only)

ODYSSEY RE HOLDINGS CORP.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

DELAWARE

SOLE VOTING POWER

5

NUMBER OF

SHARES  
BENEFICIALLY  
OWNED BY

6

SHARED VOTING POWER

6,536,143

EACH  
REPORTING  
PERSON

7

SOLE DISPOSITIVE POWER

WITH

8

SHARED DISPOSITIVE POWER

6,536,143

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

6,536,143

**10**

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

**11**

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

6.5%

**12**

TYPE OF REPORTING PERSON

CO

---

CUSIP No. 903293405

13G

Page 8 of 21 Pages

NAMES OF REPORTING PERSON

1

I.R.S. Identification Nos. of Above Persons (Entities Only)

ODYSSEY AMERICA REINSURANCE CORPORATION

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

CONNECTICUT

SOLE VOTING POWER

5

NUMBER OF

SHARES  
BENEFICIALLY  
OWNED BY

6

SHARED VOTING POWER

6,536,143

EACH  
REPORTING  
PERSON

7

SOLE DISPOSITIVE POWER

WITH

8

SHARED DISPOSITIVE POWER

6,536,143

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

6,536,143

**10**

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

**11**

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

6.5%

**12**

TYPE OF REPORTING PERSON

CO

---

**Item 1. (a) Name of Issuer:**

USG Corporation

**Item 1(b) Address of Issuer's Principal Executive Offices:**

550 West Adams Street, Department 188, Chicago, Illinois 60661

**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. ( OdysseyRe ), a corporation incorporated under the laws of Delaware; and
7. Odyssey America Reinsurance Corporation ( Odyssey America ), a corporation incorporated under the laws of Connecticut.

**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 M5J 2N7;
2. The principal business address and principal office address of 1109519 is 95 Wellington Street West, Suite 800, Toronto, Ontario 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 V6C 3L3;



4. The principal business address and principal office address of 810679 is 95 Wellington Street West, Suite 800, Toronto, Ontario M5J 2N7;
5. The principal business address and principal office address of Fairfax is 95 Wellington Street West, Suite 800, Toronto, Ontario M5J 2N7;
6. The principal business address and principal office address of OdysseyRe is 300 First Stamford Place, Stamford, Connecticut 06902; and
7. The principal business address and principal office address of Odyssey America is 300 First Stamford Place, Stamford, Connecticut 06902.

**Item 2(c) Citizenship:**

V. Prem Watsa is a citizen of Canada.

**Item 2(d) Title of Class of Securities:**

Common Stock

**Item 2(e) CUSIP Number:**

903293405

**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);
- (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);
- (e)  An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person, in accordance with §240.13d-1(b)(1)(ii)(G);
- (h)  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);

- (i) o 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) o A non-US institution in accordance with §240.13d-1(b)(1)(ii)(J);
- (k) o Group, in accordance with §240.13d-1(b)(1)(ii)(K).

**Item 4. Ownership.**

Based on the most recent information available, the aggregate number and percentage of the shares of common stock (the Shares ) of USG Corporation 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.

Shares reported as beneficially owned include Shares issuable upon conversion of certain convertible debt securities of USG Corporation.

Neither the filing of this Schedule 13G nor the information contained herein shall be deemed to constitute an affirmation by V. Prem Watsa, 1109519, Sixty Two, 810679, Fairfax, OdysseyRe or Odyssey America 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, or for any other purpose, and such beneficial ownership is expressly disclaimed.

**Item 5. Ownership of Five Percent or Less of a Class.**

Not applicable.

**Item 6. Ownership of More than Five Percent on Behalf of Another Person.**

Certain of the Shares beneficially owned by the Reporting Persons are held by subsidiaries and pension plans of Fairfax, which subsidiaries and pension plans have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such securities. No such interest of a subsidiary or pension plan relates to more than 5% of the class of Shares.

**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.**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

**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 17, 2009

/s/ V. Prem Watsa  
V. Prem Watsa

13

---

**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 17, 2009

1109519 Ontario Limited

By: /s/ V. Prem Watsa

Name: V. Prem Watsa

Title: President

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 17, 2009

The Sixty Two Investment Company Limited

By: /s/ V. Prem Watsa

Name: V. Prem Watsa

Title: President

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 17, 2009

810679 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 17, 2009

Fairfax Financial Holdings Limited

By: /s/ Paul Rivett

Name: Paul Rivett

Title: Vice President

17

---



**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 17, 2009

Odyssey Re Holdings Corp.

By: /s/ Donald L. Smith

Name: Donald L. Smith

Title: Senior Vice 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 17, 2009

Odyssey America Reinsurance Corporation

By: /s/ Donald L. Smith

Name: Donald L. Smith

Title: Senior Vice President

19

---

**Exhibit Index**

**Exhibit No. Description**

- |   |   |
|---|---|
| 1 | Members of filing group.  |
| 2 | Joint Filing Agreement dated as of February 17, 2009 among V. Prem Watsa, 1109519 Ontario Limited, The Sixty Two Investment Company Limited, 810679 Ontario Limited, Fairfax Financial Holdings Limited, Odyssey Re Holdings Corp. and Odyssey America Reinsurance Corporation. |