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manager are reported in this report.)

// 13F NOTICE. (Check here if no holdings reported are in this report, and all holdings are reported by other reporting manager(s).)

/X/ 13F COMBINATION REPORT. (Check here if a portion of the holdings for this reporting manager are reported in this report and a portion are reported by other reporting manager(s).)

List of Other Managers Reporting for this Manager:
[If there are no entries in this list, omit this section.]

| No. | Form 13F File Number | Name |
|-------|----------------------|--------------------------|
| 1 | 28-04685 | Prospector Partners, LLC |
| ----- | ----- | ----- |

FORM 13F SUMMARY PAGE

Report Summary:

| | |
|---|-------------|
| Number of Other Included Managers: | 1 |
| | ----- |
| Form 13F Information Table Entry Total: | 27 |
| | ----- |
| Form 13F Information Table Value Total: | \$34,217 |
| | ----- |
| | (thousands) |

List of Other Included Managers:

Provide a numbered list of the name(s) and Form 13F file number(s) of all institutional investment managers with respect to which this report is filed, other than the manager filing this report.

[If there are no entries in this list, state "NONE" and omit the column headings and list entries.]

| No. | Form 13F File Number | Name |
|-------|----------------------|---------------------------------------|
| 1 | 28- N/A | Copley Square Capital Management, LLC |
| ----- | ----- | ----- |

FORM 13F INFORMATION TABLE

| Name of Issuer | Class | Cusip | Fair MV | Shares | Investment Discretion | | | Vo |
|--------------------------|-------|-----------|-----------|--------|-----------------------|-----------|--------------|----|
| | | | | | Sole | Shared As | Shared-other | |
| | | | | | ----- | | | |
| American INTL Group Inc | Com | 026874107 | 1,166,000 | 20,000 | | | | X |
| Automatic Data Proc | Com | 053015103 | 890,600 | 20,000 | | | | X |
| Bank New York Mellon | Com | 064058100 | 1,462,800 | 30,000 | | | | X |
| Cardinal Health Inc Ohio | Com | 14149Y108 | 288,750 | 5,000 | | | | X |

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| | | | | | |
|--------------------------|-----------|-----------|-----------|--------|---|
| Colgate Palmolive | Com | 194162103 | 1,949,000 | 25,000 | X |
| CVS Caremark Corp | Com | 126650100 | 2,385,000 | 60,000 | X |
| Embraer Empresa Bras ADR | ADR | 29081M102 | 455,900 | 10,000 | X |
| Ethan Allen Interiors | Com | 297602104 | 456,000 | 16,000 | X |
| Goldman Sachs Group Inc. | Com | 38141G104 | 1,075,250 | 5,000 | X |
| Honda Motor ADR New | Amern Shs | 438128308 | 1,325,600 | 40,000 | X |
| Honeywell Intl Inc Del | Com | 438516106 | 3,078,500 | 50,000 | X |
| Illinois Tool Works Inc | Com | 452308109 | 2,141,600 | 40,000 | X |
| Kraft Foods Inc VA CL A | CL A | 50075N104 | 652,600 | 20,000 | X |
| L-3 Communications Hldgs | Com | 502424104 | 2,648,500 | 25,000 | X |
| Marathon Oil Corp | Com | 565849106 | 2,434,400 | 40,000 | X |
| Nucor Corporation | Com | 670346105 | 1,184,400 | 20,000 | X |
| Patriot Coal Corp | Com | 70336T104 | 20,870 | 500 | X |
| Peabody Energy Corp Com | Com | 704549104 | 616,400 | 10,000 | X |
| Plum Creek Timber Co Inc | Com | 729251108 | 1,151,000 | 25,000 | X |
| Safeway Inc New | Com | 786514208 | 684,200 | 20,000 | X |
| Staples Inc | Com | 855030102 | 461,400 | 20,000 | X |
| TJX Cos Inc New | Com | 872540109 | 1,723,800 | 60,000 | X |
| Toronto Dominion Bank | Com | 891160509 | 699,500 | 10,000 | X |
| Wellpoint Inc | Com | 94973V107 | 2,193,250 | 25,000 | X |
| Weyerhaeuser Co | Com | 962166104 | 737,400 | 10,000 | X |
| Yum Brands Inc | Com | 988498101 | 1,913,500 | 50,000 | X |
| 3M Company | Com | 88579Y101 | 421,600 | 5,000 | X |