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STAR GAS PARTNERS LP  
Form SC 13D  
April 06, 2005

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934\*

Star Gas Partners, L.P.

-----  
(Name of Issuer)

Common Units

-----  
(Title of Class of Securities)

85512C105

-----  
(CUSIP Number of Class of Securities)

Daniel S. Loeb  
Third Point LLC  
360 Madison Avenue, 24th Floor  
New York, NY 10017  
(212) 224-7400

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

Copies to:  
Jack H. Nusbaum  
Willkie Farr & Gallagher LLP  
787 Seventh Avenue  
New York, NY 10019-6099  
(212) 728-8000

April 6, 2005

-----  
(Date of Event which Requires  
Filing of this Schedule)

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 ss.ss. 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box: [ ]

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 240.13d-7 for other parties to whom copies are to be sent.

\* 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 disclosures provided in a prior cover page.

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 ("Act") or otherwise subject to the liabilities of that section of the Act

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but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

-----  
CUSIP No. 85512C105  
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Page 1 of 8 Pages  
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1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)	
	Daniel S. Loeb	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) [ ] (b) [X]
3	SEC USE ONLY	
4	SOURCE OF FUNDS*	
	AF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	[ ]
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	United States	
	7	SOLE VOTING POWER
		0
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER
		2,100,000
	9	SOLE DISPOSITIVE POWER
		0
	10	SHARED DISPOSITIVE POWER
		2,100,000
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON	
	2,100,000	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*	[ ]
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	

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6.53%

14 TYPE OF REPORTING PERSON\*

IN

SCHEDULE 13D

CUSIP No. 85512C105

Page 2 of 8 Pages

1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Third Point LLC (f/k/a Third Point Management Company L.L.C.)  
I.D. #13-3922602

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

3 SEC USE ONLY

4 SOURCE OF FUNDS\*

AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED  
PURSUANT TO ITEMS 2(d) or 2(e) [ ]

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

0

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

8 SHARED VOTING POWER

2,100,000

9 SOLE DISPOSITIVE POWER

0

10 SHARED DISPOSITIVE POWER

2,100,000

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

2,100,000

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12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*	[ ]
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	6.53%
14	TYPE OF REPORTING PERSON*	OO

This Amendment No. 1 to Schedule 13D ("Amendment No. 1") is being filed on behalf of Third Point LLC, a Delaware limited liability company formerly known as Third Point Management Company L.L.C. (the "Management Company"), and Daniel S. Loeb, an individual ("Mr. Loeb" and, together with the Management Company, the "Reporting Persons") and relates to the common units (the "Common Units") of Star Gas Partners, L.P., a Delaware limited partnership (the "Partnership"). This Amendment No. 1 amends the Schedule 13D filed with the Securities and Exchange Commission on February 14, 2005 (the "Original Schedule 13D"). Capitalized terms used in this Amendment No. 1 but not otherwise defined herein have the meanings ascribed to them in the Original Schedule 13D.

The Management Company is the investment manager or adviser to a variety of hedge funds and managed accounts (such funds and accounts, collectively, the "Funds"). The Funds directly own the Common Units to which this Amendment No.1 relates, and the Reporting Persons may be deemed to have beneficial ownership over such Common Units by virtue of the authority granted to them by the Funds to vote and to dispose of the securities held by the Funds, including the Common Units.

Item 3. Source and Amount of Funds or Other Consideration.

Item 3 of the Original Schedule 13D is hereby amended in its entirety to read as follows:

The Funds expended an aggregate of \$12,012,320.87 of their own investment capital to acquire the 2,100,000 Common Units held by them. The Common Units were acquired in open market purchases.

The Funds effect purchases of securities primarily through margin accounts maintained for them with Bear, Stearns Securities Corp. and Goldman, Sachs & Co. (the "Primary Brokers") which may extend margin credit to the Funds as and when required to open or carry positions in the margin accounts, subject to applicable Federal margin regulations, stock exchange rules and the firm's credit policies. In such instances, the positions held in the margin accounts are pledged as collateral security for the repayment of debit balances in the accounts.

Item 4. Purpose of Transaction.

Item 4 of the Original Schedule 13D is hereby amended in its entirety to read as follows:

The purpose of the acquisition of the Common Units by the Funds is for investment. The Reporting Persons may cause the Funds to make further acquisitions of Common Units from time to time or to dispose of any or all of

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the Common Units held by the Funds at any time.

The Reporting Persons, through one of the Primary Brokers and Cede & Co. (as nominee for the Depository Trust Company), have requested lists of limited partners and unitholders of the Partnership in order to communicate with the Partnership's limited partners and unitholders in connection with the possible removal, through a consent solicitation, of Star

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Gas, LLC as the general partner of the Partnership. The Reporting Persons are filing this Amendment No. 1 as a result of their decision to explore the removal of the Partnership's general partner.

The Reporting Persons are engaged in the investment business. In pursuing this business, the Reporting Persons analyze the operations, capital structure and markets of companies, including the Partnership, on a continuous basis through analysis of documentation and discussions with knowledgeable industry and market observers and with representatives of such companies (often at the invitation of management). From time to time, one or more of the Reporting Persons may hold discussions with third parties or with management of such companies in which the Reporting Persons may suggest or take a position with respect to potential changes in the operations, management or capital structure of such companies as a means of enhancing shareholder value. Such suggestions or positions may relate to one or more of the transactions specified in clauses (a) through (j) of Item 4 of Schedule 13D of the Exchange Act, including, without limitation, such matters as disposing of or selling all or a portion of the company or acquiring another company or business, changing operating or marketing strategies, adopting or not adopting certain types of anti-takeover measures and restructuring the company's capitalization or dividend policy.

Except as set forth above the Reporting Persons do not have any present plans or proposals that relate to or would result in any of the actions required to be described in Item 4 of Schedule 13D. Each of the Reporting Persons may, at any time, review or reconsider its position with respect to the Partnership and formulate plans or proposals with respect to any of such matters, but has no present intention of doing so.

Item 5. Interest in Securities of the Issuer.

Item 5 of the Original Schedule 13D is hereby amended in its entirety to read as follows:

(a) As of the date of this Amendment No.1, the Management Company beneficially owns 2,100,000 Common Units. The Management Company shares voting and dispositive power over such holdings with Mr. Loeb and with the Funds. As of April 5, 2005, the Shares represented 6.53% of the total 32,165,528 Common Units outstanding at February 2, 2005 as reported in the Partnership's quarterly report on Form 10-Q for the period ended December 31, 2004. None of the individual Funds owns a number of shares of Common Units equal to or greater than 5% of such total Common Units outstanding.

(b) The Management Company and Mr. Loeb share voting and dispositive power over the 2,100,000 Common Units held directly by the Funds.

(c) Schedule A hereto sets forth certain information with respect to transactions by the Funds, at the direction of the Reporting Persons, in the Common Units during the past sixty days.

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All of the transactions set forth on Schedule A, except as may be otherwise noted therein, were effected in open market purchases on the New York Stock Exchange through the Primary Brokers.

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Except as set forth above and on Schedule A, during the last sixty days there were no transactions in the Common Units effected by the Reporting Persons, nor, to the best of their knowledge, any of their directors, executive officers, general partners or members.

(d) Other than the Funds that directly hold the Shares, and except as set forth in this Item 5, 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, the Shares.

(e) Not applicable.

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Schedule A  
(Transactions by the Funds in Common Units  
during the past sixty days)

Date	Transaction	Shares	Price Per Share
3/3/2005	Buy	54,500	\$3.6179
3/11/2005	Buy	75,000	\$3.6410
3/14/2005	Buy	25,000	\$3.6813

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SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: April 6, 2005

THIRD POINT LLC

By: /s/ Daniel S. Loeb

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-----  
Name: Daniel S. Loeb  
Title: Managing Member

/s/ Daniel S. Loeb  
-----

Daniel S. Loeb

"left">(a) o (b) p **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 18,620,000 EACH **7** SOLE DISPOSITIVE  
POWER REPORTING PERSON WITH **8** SHARED DISPOSITIVE POWER 18,620,000 **9** AGGREGATE  
AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 18,620,000 **10** CHECK BOX IF THE  
AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES o **11** PERCENT OF CLASS  
REPRESENTED BY AMOUNT IN ROW 9 6.0% **12** TYPE OF REPORTING PERSON CO

CUSIP No. 35906A108

13G

Page 4 of 15 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)

**3** SEC USE ONLY

**4** CITIZENSHIP OR PLACE OF ORGANIZATION  
BRITISH COLUMBIA, CANADA

**5** SOLE VOTING POWER  
NUMBER OF  
SHARES  
BENEFICIALLY **6** SHARED VOTING POWER  
OWNED BY 18,620,000

**7** SOLE DISPOSITIVE POWER  
EACH  
REPORTING **7**  
PERSON

**8** SHARED DISPOSITIVE POWER  
WITH **8**  
18,620,000

**9** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
18,620,000



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

o

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

6.0%

**12** TYPE OF REPORTING PERSON

CO

CUSIP No. 35906A108

13G

Page 5 of 15 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)

**3** SEC USE ONLY

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

	<b>5</b>	SOLE VOTING POWER
NUMBER OF		
SHARES		SHARED VOTING POWER
BENEFICIALLY	<b>6</b>	
OWNED BY		18,620,000
EACH		SOLE DISPOSITIVE POWER
REPORTING	<b>7</b>	
PERSON		
WITH		SHARED DISPOSITIVE POWER
	<b>8</b>	
		18,620,000

**9** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
18,620,000

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

10

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11

6.0%

TYPE OF REPORTING PERSON

12

CO

CUSIP No. 35906A108

13G

Page 6 of 15 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)

**3** SEC USE ONLY

**4** CITIZENSHIP OR PLACE OF ORGANIZATION  
CANADA

**5** SOLE VOTING POWER  
NUMBER OF  
SHARES  
BENEFICIALLY **6** SHARED VOTING POWER  
OWNED BY 18,620,000

**7** SOLE DISPOSITIVE POWER  
EACH  
REPORTING **7**  
PERSON

**8** SHARED DISPOSITIVE POWER  
WITH **8**  
18,620,000

**9** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
18,620,000

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

10

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11

6.0%

TYPE OF REPORTING PERSON

12

CO

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

Frontier Communications Corporation

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

3 High Ridge Park, Stamford, CT 06905

**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; and
5. Fairfax Financial Holdings Limited ( Fairfax ), 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 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; and
5. The principal business address and principal office address of Fairfax is 95 Wellington Street West, Suite 800, Toronto, Ontario M5J 2N7.

**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:**

35906A108

**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)  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)  A non-US institution in accordance with §240.13d-1(b)(1)(ii)(J);
- (k)  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 Frontier Communications 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.

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 or Fairfax 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 of Fairfax and by the pension plans of certain subsidiaries 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 11, 2010

V. Prem Watsa

/s/ V. Prem Watsa

**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 11, 2010

1109519 Ontario Limited

By: /s/ V. Prem Watsa

Name: V. Prem Watsa

Title: President

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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 11, 2010

The Sixty Two Investment Company Limited

By: /s/ V. Prem Watsa

Name: V. Prem Watsa

Title: President

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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 11, 2010

810679 Ontario Limited

By: /s/ V. Prem Watsa

Name: V. Prem Watsa

Title: President

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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 11, 2010

Fairfax Financial Holdings Limited

By: /s/ Paul Rivett

Name: Paul Rivett

Title: Vice President and Chief Legal  
Officer

**Exhibit Index**

<b>Exhibit No.</b>	<b>Description</b>
1	Members of filing group.
2	Joint Filing Agreement dated as of February 11, 2010 among V. Prem Watsa, 1109519 Ontario Limited, The Sixty Two Investment Company Limited, 810679 Ontario Limited and Fairfax Financial Holdings Limited.