

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

SCHEDULE 13G
(Rule 13d-102)

Under the Securities Exchange Act of 1934

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b) (c), AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2(b)
(Amendment No. 2)*

OCTEL CORP.

(Name of Issuer)

Common Shares

(Title of Class of Securities)

675727101

(CUSIP Number)

December 31, 2004

(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. 675727101

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
White Mountains Insurance Group, Ltd. "White Mountains" (No. 94-2708455)

2. Check the Appropriate Box if a Member of a Group (See Instructions)

- (a) ☐
(b) ☐

3. SEC Use Only

4. Citizenship or Place of Organization
Bermuda

Number of
Shares

5.

Sole Voting Power
0

Beneficially
Owned by
Each
Reporting
Person With

6.

Shared Voting Power
1,325,000*

7. Sole Dispositive Power
0

8. Shared Dispositive Power
1,325,000*

9. Aggregate Amount Beneficially Owned by Each Reporting Person
1,325,000*

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o

11. Percent of Class Represented by Amount in Row (9)
10.7%

12. Type of Reporting Person (See Instructions)
HC, CO

* White Mountains directly controls no shares of the common stock of Octel Corporation ("Octel Corp.") and is deemed to indirectly control a total of 1,325,000 shares as follows: (i) shares owned by wholly-owned subsidiaries of White Mountains which are controlled by White Mountains Advisors LLC (856,000 shares); (ii) shares contained in various employee benefit plans of White Mountains which are controlled by White Mountains Advisors LLC

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(419,000 shares) and (iii) shares owned by third parties which are controlled by White Mountains Advisors LLC pursuant to an investment advisory agreement (50,000 shares).

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CUSIP No. 909205106

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
White Mountains Advisors, LLC. "Advisors" (No. 04-6140276)

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) o

(b) o

3. SEC Use Only

4. Citizenship or Place of Organization
Delaware

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

5. Sole Voting Power
1,325,000**

6. Shared Voting Power
0

7. Sole Dispositive Power
1,325,000**

8. Shared Dispositive Power
0

9. Aggregate Amount Beneficially Owned by Each Reporting Person
1,325,000**

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) ☐

11. Percent of Class Represented by Amount in Row (9)
10.7%

12. Type of Reporting Person (See Instructions)
IA, CO

** Advisors directly controls 1,325,000 shares as follows: (i) shares owned by wholly-owned subsidiaries of White Mountains which are controlled by Advisors (856,000 shares); (ii) shares contained in various employee benefit plans of White Mountains which are controlled by Advisors (419,000 shares) and (iii) shares owned by third parties which are controlled by Advisors pursuant to an investment advisory agreement (50,000 shares).

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Item 1.

- (a) Name of Issuer
Octel Corp.
-
- (b) Address of Issuer's Principal Executive Offices
Global House, Bailey Lane, M90 4AA, Manchester, United Kingdom
-

Item 2.

- (a) Name of Person Filing
-
- (b) Address of Principal Business Office or, if none, Residence
-
- (c) Citizenship
-

This statement is being filed by White Mountains Insurance Group, Ltd., a Bermuda corporation ("White Mountains"), and its wholly-owned subsidiary White Mountains Advisors, LLC., (Advisors"), a Delaware corporation (collectively the "Filing Persons"). White Mountains is a property and casualty insurance holding company and Advisors is a registered investment advisor.

The address of the principal executive office of White Mountains is 80 South Main Street, Hanover, NH 03755. The address of the principal executive office of Advisors is 370 Church Street, Guilford, CT 06437.

- (d) Title of Class of Securities
Common Stock (\$.01 par value)
-
- (e) CUSIP Number
675727101
-

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Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-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) ☐ Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8).

- (e) ☒ (1) 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) ☒ (2) A parent holding company or control person in accordance with § 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 §240.13d-1(b)(1)(ii)(J).

Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:
1,325,000*** shares.

(b) Percent of class:
10.7%

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote
0

(1) Advisors is filing as an investment advisor herein.

(2) White Mountains is filing as a parent holding company herein.

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(ii) Shared power to vote or to direct the vote
1,325,000***

(iii) Sole power to dispose or to direct the disposition of
0

(iv) Shared power to dispose or to direct the disposition of
1,325,000***

*** The reporting person directly controls no Octel Shares and indirectly controls, through various wholly-owned subsidiaries and certain of its employee benefit plans (as further described herein), 1,325,000 Octel Shares.

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 five percent of the class of securities, check the following ☐.

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

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person

Not applicable.

Item 8. Identification and Classification of Members of the Group

Not applicable.

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 acquired and are held in the ordinary course of business and 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.

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Signature

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

Date: February 10, 2005

WHITE MOUNTAINS INSURANCE GROUP, LTD.

by: _____/s/
Name: J. Brian Palmer
Title: Chief Accounting Officer

WHITE MOUNTAINS ADVISORS, LLC

by: _____/s/
Name: Mark J. Plourde
Title: Chief Financial Officer

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