

OLD REPUBLIC INTERNATIONAL CORP  
Form 10-Q  
August 09, 2010

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

FORM 10-Q

☒ Quarterly report pursuant to section 13 or 15(d) of the Security Exchange Act of 1934  
for the quarterly period ended: June 30, 2010 or

☐ Transition report pursuant to section 13 or 15(d) of the Security Exchange Act of 1934

Commission File Number: 001-10607

OLD REPUBLIC INTERNATIONAL CORPORATION  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

No. 36-2678171  
(IRS Employer Identification No.)

307 North Michigan Avenue, Chicago,  
Illinois  
(Address of principal executive office)

60601  
(Zip Code)

Registrant's telephone number, including area code: 312-346-8100

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days. Yes: ☒ No: ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes: ☐ No: ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of "accelerated filer", "large accelerated filer", and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one).

Large accelerated filer ☒

Accelerated filer ☐

Non-accelerated filer ☐

Smaller reporting company ☐

Indicate by check mark whether the registrant is a shell company (as defined in Exchange Act Rule 12b-2). Yes: ☐ No: ☒

Class	Shares Outstanding June 30, 2010
Common Stock / \$1 par value	241,061,132

There are 41 pages in this report

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OLD REPUBLIC INTERNATIONAL CORPORATION

Report on Form 10-Q / June 30, 2010

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Old Republic International Corporation and Subsidiaries  
Consolidated Balance Sheets  
(\$ in Millions, Except Share Data)

	(Unaudited) June 30, 2010	December 31, 2009
Assets		
Investments:		
Available for sale:		
Fixed maturity securities (at fair value) (amortized cost: \$7,585.9 and \$7,896.2)	\$ 8,152.2	\$ 8,326.8
Equity securities (at fair value) (adjusted cost: \$411.9 and \$357.5)	551.6	502.9
Short-term investments (at fair value which approximates cost)	852.0	826.7
Miscellaneous investments	23.5	24.0
Total	9,579.5	9,680.5
Other investments	7.1	7.8
Total investments	9,586.6	9,688.4
Other Assets:		
Cash	65.3	77.3
Securities and indebtedness of related parties	14.8	17.1
Accrued investment income	105.4	113.3
Accounts and notes receivable	801.2	788.6
Federal income tax recoverable: Current	11.9	7.3
Prepaid federal income taxes	105.3	221.4
Reinsurance balances and funds held	102.5	141.9
Reinsurance recoverable: Paid losses	87.1	66.7
Policy and claim reserves	2,506.4	2,491.2
Deferred policy acquisition costs	200.5	206.9
Sundry assets	382.1	369.3
	4,383.0	4,501.6
Total Assets	\$ 13,969.6	\$ 14,190.0
Liabilities, Preferred Stock, and Common Shareholders' Equity		
Liabilities:		
Losses, claims, and settlement expenses	\$ 7,587.7	\$ 7,915.0
Unearned premiums	1,048.2	1,038.1
Other policyholders' benefits and funds	181.6	185.2
Total policy liabilities and accruals	8,817.7	9,138.4
Commissions, expenses, fees, and taxes	266.1	266.3
Reinsurance balances and funds	275.4	321.3
Federal income tax payable: Deferred	110.6	47.5
Debt	346.8	346.7
Sundry liabilities	169.0	178.0
Commitments and contingent liabilities		
Total Liabilities	9,985.8	10,298.6

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Preferred Stock (1)	-	-
Common Shareholders' Equity:		
Common stock (1)	241.0	240.6
Additional paid-in capital	418.1	412.4
Retained earnings	2,928.5	2,927.3
Accumulated other comprehensive income (loss)	436.5	353.7
Unallocated ESSOP shares (at cost)	(40.3)	(42.7)
Treasury stock (at cost)(1)	-	-
Total Common Shareholders' Equity	3,983.8	3,891.4
Total Liabilities, Preferred Stock and Common Shareholders' Equity	\$ 13,969.6	\$ 14,190.0

(1) At June 30, 2010 and December 31, 2009, there were 75,000,000 shares of \$0.01 par value preferred stock authorized, of which no shares were outstanding. As of the same dates, there were 500,000,000 shares of common stock, \$1.00 par value, authorized, of which 241,061,132 at June 30, 2010 and 240,685,448 at December 31, 2009 were issued. At June 30, 2010 and December 31, 2009, there were 100,000,000 shares of Class B Common Stock, \$1.00 par value, authorized, of which no shares were issued. There were no common shares classified as treasury stock as of June 30, 2010 and December 31, 2009.

See accompanying Notes to Consolidated Financial Statements.

Old Republic International Corporation and Subsidiaries  
Consolidated Statements of Income (Unaudited)  
(\$ in Millions, Except Share Data)

	Quarters Ended June 30,		Six Months Ended June 30,	
	2010	2009	2010	2009
Revenues:				
Net premiums earned	\$ 746.2	\$ 737.7	\$ 1,498.6	\$ 1,459.5
Title, escrow, and other fees	89.1	74.0	165.3	129.7
Total premiums and fees	835.4	811.8	1,663.9	1,589.3
Net investment income	95.0	93.7	191.3	187.1
Other income	4.8	6.6	9.6	14.2
Total operating revenues	935.3	912.2	1,864.9	1,790.7
Realized investment gains (losses):				
From sales	72.8	.3	75.8	.3
From impairments	-	-	-	-
Total realized investment gains (losses)	72.8	.3	75.8	.3
Total revenues	1,008.1	912.6	1,940.7	1,791.1
Benefits, Claims and Expenses:				
Benefits, claims and settlement expenses	502.5	637.6	994.2	1,286.8
Dividends to policyholders	1.7	1.9	4.2	4.8
Underwriting, acquisition, and other expenses	417.6	353.3	818.3	671.9
Interest and other charges	5.3	5.3	11.8	5.9
Total expenses	927.3	998.3	1,828.6	1,969.6
Income (loss) before income taxes (credits)	80.8	(85.6)	112.1	(178.4)
Income Taxes (Credits):				
Current	-	11.8	11.3	36.5
Deferred	23.4	(81.6)	18.2	(145.2)
Total	23.3	(69.8)	29.5	(108.6)
Net Income (Loss)	\$ 57.4	\$ (15.8)	\$ 82.5	\$ (69.8)
Net Income (Loss) Per Share:				
Basic:	\$ .24	\$ (.07)	\$ .35	\$ (.30)
Diluted:	\$ .23	\$ (.07)	\$ .35	\$ (.30)
Average shares Basic outstanding:	236,552,439	235,562,774	236,478,265	235,414,346
Diluted	264,227,861	235,562,774	264,081,560	235,414,346
Dividends Per Common Share:				
Cash:	\$ .1725	\$ .1700	\$ .3450	\$ .3400

Consolidated Statements of Comprehensive Income (Unaudited)

	Quarters Ended June 30,				Six Months Ended June 30,			
	2010		2009		2010		2009	
Net income (loss) as reported	\$	57.4	\$	(15.8)	\$	82.5	\$	(69.8)
Other comprehensive income (loss):								
Post-tax net unrealized gains (losses) on securities		(29.9)		154.7		81.5		144.8
Other adjustments		(1.8)		8.2		1.2		8.8
Net adjustments		(31.8)		163.0		82.8		153.7
Comprehensive income (loss)	\$	25.6	\$	147.1	\$	165.3	\$	83.9

See accompanying Notes to Consolidated Financial Statements.



Old Republic International Corporation and Subsidiaries  
Consolidated Statements of Cash Flows (Unaudited)  
(\$ in Millions)

	Six Months Ended June 30,	
	2010	2009
Cash flows from operating activities:		
Net income (loss)	\$ 82.5	\$ (69.8)
Adjustments to reconcile net income (loss) to net cash provided by operating activities:		
Deferred policy acquisition costs	6.6	7.7
Premiums and other receivables	(9.2)	(16.7)
Unpaid claims and related items	(313.6)	240.9
Other policyholders' benefits and funds	(23.2)	(27.9)
Income taxes	13.6	(121.1)
Prepaid federal income taxes	116.1	241.9
Reinsurance balances and funds	(26.8)	-
Realized investment (gains) losses	(75.8)	(.3)
Accounts payable, accrued expenses and other	18.5	25.9
Total	(211.3)	280.4
Cash flows from investing activities:		
Fixed maturity securities:		
Maturities and early calls	338.7	488.9
Sales	621.8	33.9
Sales of:		
Equity securities	106.6	-
Other - net	5.4	2.9
Purchases of:		
Fixed maturity securities	(626.2)	(746.7)
Equity securities	(129.4)	-
Other-net	(14.7)	(9.6)
Net decrease (increase) in short-term investments	(24.9)	(90.6)
Other-net	2.8	(7.0)
Total	280.2	(328.2)
Cash flows from financing activities:		
Issuance of debentures and notes	190.0	540.0
Issuance of common shares	2.7	.6
Redemption of debentures and notes	(192.9)	(411.1)
Dividends on common shares	(81.4)	(79.9)
Other-net	.6	(.1)
Total	(80.8)	49.3
Increase (decrease) in cash:	(11.9)	1.5
Cash, beginning of period	77.3	63.9
Cash, end of period	\$ 65.3	\$ 65.5

Supplemental cash flow information:

Cash paid during the	Interest				
period for:		\$	15.0	\$	2.8
	Income taxes	\$	16.3	\$	12.4

See accompanying Notes to Consolidated Financial Statements.

OLD REPUBLIC INTERNATIONAL CORPORATION  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)  
(\$ in Millions, Except Share Data)

1. Accounting Policies and Basis of Presentation:

The accompanying consolidated financial statements have been prepared in conformity with the Financial Accounting Standards Board's ("FASB") Accounting Standards Codification ("ASC") of accounting principles generally accepted in the United States of America ("GAAP").

Pertinent accounting and disclosure pronouncements issued from time to time by the FASB are adopted by the Company as they become effective. The accompanying financial statements incorporate a new pronouncement which modifies current accounting guidance governing consolidation of variable interest entities, effective January 1, 2010. The Company's adoption of this pronouncement had no effect on the conduct of its business and did not materially affect its reported financial condition or net income (loss). As of the date of this report, the Company is not aware of any new accounting or disclosure requirements that would have a material effect on its consolidated financial statements or the conduct of its business.

The financial accounting and reporting process relies on estimates and on the exercise of judgment. In the opinion of management all adjustments, consisting only of normal recurring accruals necessary for a fair presentation of the results have been recorded for the interim periods. Amounts shown in the consolidated financial statements and applicable notes are stated (except as otherwise indicated and as to share data) in millions, which amounts may not add to totals shown due to truncation. Necessary reclassifications are made in prior periods' financial statements whenever appropriate to conform to the most current presentation.

2.

## Common Share Data:

Earnings Per Share - Consolidated basic earnings per share excludes the dilutive effect of common stock equivalents and is computed by dividing income (loss) available to common stockholders by the weighted-average number of common shares actually outstanding for the period. Diluted earnings per share are similarly calculated with the inclusion of dilutive common stock equivalents. The following table provides a reconciliation of net income (loss) and number of shares used in basic and diluted earnings per share calculations.

	Quarters Ended June 30,		Six Months Ended June 30,	
	2010	2009	2010	2009
Numerator:				
Net Income (loss)	\$ 57.4	\$ (15.8)	\$ 82.5	\$ (69.8)
Numerator for basic earnings per share				
-				
income (loss) available to common stockholders	57.4	(15.8)	82.5	(69.8)
Adjustment for interest expense incurred on assumed conversions of convertible senior notes	4.6	-	9.2	-
Numerator for diluted earnings per share -				
income (loss) available to common stockholders				
after assumed conversions	\$ 62.0	\$ (15.8)	\$ 91.7	\$ (69.8)
Denominator:				
Denominator for basic earnings per share -				
weighted-average shares (a)(b)	236,552,439	235,562,774	236,478,265	235,414,346
Effect of dilutive securities - stock options	218,186	-	145,537	-
Effect of dilutive securities - convertible senior notes	27,457,236	-	27,457,758	-
Denominator for diluted earnings per share -				
adjusted weighted-average shares and assumed conversions (a)(b)	264,227,861	235,562,774	264,081,560	235,414,346
Earnings per share:				
Basic	\$ .24	\$ (.07)	\$ .35	\$ (.30)
Diluted	\$ .23	\$ (.07)	\$ .35	\$ (.30)
Anti-dilutive common share equivalents excluded from earning per share computations:				
Stock options	12,873,567	16,030,461	14,924,067	16,030,461
Convertible senior notes	-	27,452,271	-	27,452,271

Total	12,873,567	43,482,732	14,924,067	43,482,732
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- (a) All per share statistics have been restated to reflect all stock dividends and splits declared through June 30, 2010.
- (b) In calculating earnings per share, pertinent accounting rules require that common shares owned by the Company's Employee Savings and Stock Ownership Plan that are as yet unallocated to participants in the plan be excluded from the calculation. Such shares are issued and outstanding, have the same voting and other rights applicable to all other common shares, and may be sold at any time by the plan.

3. Investments:

The Company may classify its invested assets in terms of those assets relative to which it either (1) has the positive intent and ability to hold until maturity, (2) has available for sale or (3) has the intention of trading. As of June 30, 2010 and December 31, 2009, substantially all the Company's invested assets were classified as "available for sale."

Fixed maturity securities classified as "available for sale" and other preferred and common stocks (equity securities) are included at fair value with changes in such values, net of deferred income taxes, reflected directly in shareholders' equity. Fair values for fixed maturity securities and equity securities are based on quoted market prices or estimates using values obtained from independent pricing services as applicable.

The Company reviews the status and fair value changes of each of its investments on at least a quarterly basis during the year, and estimates of other-than-temporary impairments ("OTTI") in the portfolio's value are evaluated and established at each quarterly balance sheet date. In reviewing investments for OTTI, the Company, in addition to a security's market price history, considers the totality of such factors as the issuer's operating results, financial condition and liquidity, its ability to access capital markets, credit rating trends, most current audit opinion, industry and securities markets conditions, and analyst expectations to reach its conclusions. Sudden fair value declines caused by such adverse developments as newly emerged or imminent bankruptcy filings, issuer default on significant obligations, or reports of financial accounting developments that bring into question the validity of

previously reported earnings or financial condition, are recognized as realized losses as soon as credible publicly available information emerges to confirm such developments. Absent issuer-specific circumstances that would result in a contrary conclusion, any equity security with an unrealized investment loss amounting to a 20% or greater decline for a six month period is considered OTTI. In the event the Company's estimate of OTTI is insufficient at any point in time, future periods' net income (loss) would be adversely affected by the recognition of additional realized or impairment losses, but its financial position would not necessarily be affected adversely inasmuch as such losses, or a portion of them, could have been recognized previously as unrealized losses in shareholders' equity. The Company recognized no OTTI adjustments for the quarters and six month periods ended June 30, 2010 and 2009.

The amortized cost and estimated fair values of fixed maturity securities are as follows:

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
Fixed Maturity Securities:				
June 30, 2010:				
U.S. & Canadian Governments	\$ 993.2	\$ 63.9	\$ -	\$ 1,057.1
Tax-exempt	1,632.7	97.9	-	1,730.7
Corporates	4,959.9	411.0	6.6	5,364.3
	\$ 7,585.9	\$ 573.0	\$ 6.6	\$ 8,152.2
December 31, 2009:				
U.S. & Canadian Governments	\$ 937.4	\$ 39.6	\$ 3.0	\$ 974.0
Tax-exempt	2,209.3	135.0	.3	2,344.0
Corporates	4,749.4	273.2	14.0	5,008.7
	\$ 7,896.2	\$ 448.0	\$ 17.4	\$ 8,326.8

The amortized cost and estimated fair value of fixed maturity securities at June 30, 2010, by contractual maturity, are shown below. Expected maturities will differ from contractual maturities since borrowers may have the right to call or prepay obligations with or without call or prepayment penalties.

	Amortized Cost	Estimated Fair Value
Fixed Maturity Securities:		
Due in one year or less	\$ 851.3	\$ 865.6
Due after one year through five years	3,936.6	4,190.5
Due after five years through ten years	2,749.3	3,046.3
Due after ten years	48.6	49.7
	\$ 7,585.9	\$ 8,152.2

A summary of the Company's equity securities reflecting reported adjusted cost, net of OTTI adjustments totaling \$245.4 at June 30, 2010 and \$317.3 at December 31, 2009 follows:

	Adjusted Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
June 30, 2010	\$ 411.9	\$ 172.3	\$ 32.7	\$ 551.6

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December 31, 2009	\$	357.5	\$	159.0	\$	13.7	\$	502.9
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The following table reflects the Company's gross unrealized losses and fair value, aggregated by category and length of time that individual securities have been in an unrealized loss position employing closing market price comparisons with an issuer's adjusted cost at June 30, 2010 and December 31, 2009:

	12 Months or Less		Greater than 12 Months		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
June 30, 2010:						
Fixed Maturity Securities:						
U . S . & C a n a d i a n		-	-	-	.9	-
Governments	\$ .9	\$ -	\$ -	\$ -	\$ .9	\$ -
Tax-exempt	2.4	-	-	-	2.4	-
Corporates	49.5	4.2	34.3	2.3	83.8	6.6
Subtotal	52.8	4.2	34.3	2.3	87.2	6.6
Equity Securities	149.7	13.6	86.0	19.0	235.7	32.7
Total	\$ 202.6	\$ 17.9	\$ 120.3	\$ 21.4	\$ 322.9	\$ 39.3
December 31, 2009:						
Fixed Maturity Securities:						
U . S . & C a n a d i a n		3.0	-	-		3.0
Governments	\$ 307.1	\$ -	\$ -	\$ -	\$ 307.1	\$ -
Tax-exempt	13.9	.2	3.1	-	17.1	.3
Corporates	302.5	5.1	139.3	8.9	441.8	14.0
Subtotal	623.6	8.4	142.5	8.9	766.1	17.4
Equity Securities	1.2	.2	99.5	13.4	100.8	13.7
Total	\$ 624.9	\$ 8.6	\$ 242.1	\$ 22.4	\$ 867.0	\$ 31.1

At June 30, 2010, the Company held 25 fixed maturity and 31 equity securities in an unrealized loss position, representing 1.4% as to fixed maturities and 73.8% as to equity securities of the total number of such issues held by the Company. Of the securities in an unrealized loss position, 9 fixed maturity securities and 2 equity securities had been in a continuous unrealized loss position for more than 12 months. The unrealized losses on these securities are primarily attributable to a post-purchase rising interest rate environment and/or a decline in the credit quality of some issuers, and with respect to equity securities, market volatility. As part of its assessment of other-than-temporary impairment, the Company considers its intent to continue to hold and the likelihood that it will not be required to sell investment securities in an unrealized loss position until cost recovery, principally on the basis of its asset and liability maturity matching procedures. The Company has not sold nor does it expect to sell investments for purposes of generating cash to pay claim or expense obligations.

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants (an exit price) at the measurement date. A fair value hierarchy is established that prioritizes the sources ("inputs") used to measure fair value into three broad levels: inputs based on quoted market prices in active markets (Level 1); observable inputs based on corroboration with available market data (Level 2); and unobservable inputs based on uncorroborated market data or a reporting entity's own assumptions (Level 3). Following is a description of the valuation methodologies and general classification used for securities measured at fair value.

The Company uses quoted values and other data provided by a nationally recognized independent pricing source as inputs into its quarterly process for determining fair values of its fixed maturity and equity securities. To validate the techniques or models used by pricing sources, the Company's review process includes, but is not limited to: (i) initial and ongoing evaluation of methodologies used by outside parties to calculate fair value; and (ii) comparing the fair



value estimates to its knowledge of the current market and to independent fair value estimates provided by the investment custodian. The independent pricing source obtains market quotations and actual transaction prices for securities that have quoted prices in active markets using its own proprietary method for determining the fair value of securities that are not actively traded. In general, these methods involve the use of “matrix pricing” in which the independent pricing source uses observable market inputs including, but not limited to, investment yields, credit risks and spreads, benchmarking of like securities, broker-dealer quotes, reported trades and sector groupings to determine a reasonable fair value.

Level 1 securities include U.S. and Canadian Treasury notes, publicly traded common stocks, the quoted net asset value (“NAV”) mutual funds, and most short-term investments in highly liquid money market instruments. Level 2 securities generally include corporate bonds, municipal bonds and certain U.S. and Canadian government agency securities. Securities classified within Level 3 include non-publicly traded bonds, short-term investments and common stocks.

The following table shows a summary of assets measured at fair value segregated among the various input levels described above:

	Fair value measurements as of June 30, 2010:			
	Level 1	Level 2	Level 3	Total
Available for sale:				
Fixed maturity securities	\$ 356.5	\$ 7,766.4	\$ 29.2	\$ 8,152.2
Equity securities	549.7	.1	1.8	551.6
Short-term investments	\$ 846.1	\$ -	\$ 5.8	\$ 852.0

Investment income is reported net of allocated expenses and includes appropriate adjustments for amortization of premium and accretion of discount on fixed maturity securities acquired at other than par value. Dividends on equity securities are credited to income on the ex-dividend date. Realized investment gains and losses, which result from sales or write-downs of securities, are reflected as revenues in the income statement and are determined on the basis of amortized value at the date of sale for fixed maturity securities, and cost in regard to equity securities; such bases apply to the specific securities sold. Unrealized investment gains and losses, net of any deferred income taxes, are recorded directly as a component of accumulated other comprehensive income in shareholders' equity. At June 30, 2010, the Company and its subsidiaries had no non-income producing fixed maturity securities.

The following table reflects the composition of net investment income, net realized gains or losses, and the net change in unrealized investment gains or losses for each of the years shown.

	Quarters Ended June 30,		Six Months Ended June 30,	
	2010	2009	2010	2009
Investment income from:				
Fixed maturity securities	\$ 92.6	\$ 90.4	\$ 187.0	\$ 179.1
Equity securities	1.8	1.1	2.7	2.7
Short-term investments	.3	1.5	.6	4.1
Other sources	1.0	1.2	2.3	2.6
Gross investment income	95.8	94.5	192.8	188.6
Investment expenses (a)	.7	.7	1.4	1.4
Net investment income	\$ 95.0	\$ 93.7	\$ 191.3	\$ 187.1
Realized gains (losses) on:				
Fixed maturity securities:				
Gains	\$ 37.4	\$ 1.0	\$ 40.5	\$ 1.0
Losses	-	-	(.1)	-
Net	37.4	.9	40.3	.9
Equity securities & other long-term investments	35.4	(.6)	35.5	(.6)
Total	72.8	.3	75.8	.3
Income taxes (credits)(b)	25.4	(33.3)	26.5	(33.3)
Net realized gains (losses)	\$ 47.3	\$ 33.7	\$ 49.3	\$ 33.7
Changes in unrealized investment gains (losses) on:				
Fixed maturity securities	\$ 90.7	\$ 130.0	\$ 135.1	\$ 213.3
Less: Deferred income taxes (credits)	31.7	45.5	47.2	74.6
Net change	\$ 59.0	\$ 84.5	\$ 87.8	\$ 138.6

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Equity securities & other long-term investments	\$	(137.0)	\$	92.6	\$	(9.7)	\$	9.5
Less: Deferred income taxes (credits)		(47.9)		22.4		(3.4)		3.3
Net change	\$	(89.0)	\$	70.2	\$	(6.3)	\$	6.2

- (a) Investment expenses consist of personnel costs and investment management and custody service fees, as well as a negligible amount of interest incurred on funds held.
- (b) Reflects primarily the combination of fully taxable realized investment gains or losses and judgments about the recoverability of deferred tax assets.

## 4. Pension Plans:

The Company has three pension plans covering a portion of its work force. All three plans have been closed to new participants since December 31, 2004. The Company's policy is to fund the plans' costs as they accrue. Plan assets are comprised principally of bonds, common stocks and short-term investments. No cash contributions were made to the pension plans in the second quarter of 2010, but cash contributions of \$4.1 are expected to be made in the remaining portion of calendar year 2010.

## 5. Information About Segments of Business:

The Company is engaged in the single business of insurance underwriting. It conducts its operations through a number of regulated insurance company subsidiaries organized into three major segments, namely its General Insurance (property and liability insurance), Mortgage Guaranty and Title Insurance Groups. The results of a small life & health insurance business are included with those of its corporate and minor service operations. Each of the Company's segments underwrites and services only those insurance coverages which may be written by it pursuant to state insurance regulations and corporate charter provisions. Segment results exclude net realized investment gains or losses and other-than-temporary impairments as these are aggregated in the consolidated totals. The contributions of Old Republic's insurance industry segments to consolidated totals are shown in the following table.

	Quarters Ended June 30,		Six Months Ended June 30,	
	2010	2009	2010	2009
General Insurance Group:				
Net premiums earned	\$ 401.0	\$ 440.7	\$ 812.8	\$ 898.1
Net investment income and other income	67.3	66.3	134.6	132.6
Total revenues before realized gains or losses	\$ 468.3	\$ 507.0	\$ 947.5	\$ 1,030.8
Income (loss) before income taxes (credits) and realized investment gains or losses (a)	\$ 29.3	\$ 46.4	\$ 98.6	\$ 104.6
Income tax expense (credits) on above	\$ 6.5	\$ 11.7	\$ 27.6	\$ 27.3
Mortgage Guaranty Group:				
Net premiums earned	\$ 129.1	\$ 141.5	\$ 265.4	\$ 286.8
Net investment income and other income	23.0	24.9	47.2	50.9
Total revenues before realized gains or losses	\$ 152.1	\$ 166.5	\$ 312.6	\$ 337.8
Income (loss) before income taxes (credits) and realized investment gains or losses (a)	\$ (22.1)	\$ (137.9)	\$ (56.3)	\$ (282.5)
Income tax expense (credits) on above	\$ (8.7)	\$ (49.6)	\$ (22.0)	\$ (101.6)
Title Insurance Group:				
Net premiums earned	\$ 197.4	\$ 138.9	\$ 376.5	\$ 237.5
Title, escrow and other fees	89.1	74.0	165.3	129.7
Sub-total	286.6	213.0	541.8	367.3
Net investment income and other income	6.9	6.0	13.7	12.0
Total revenues before realized gains or losses	\$ 293.5	\$ 219.0	\$ 555.6	\$ 379.3
Income (loss) before income taxes (credits) and realized investment gains or losses (a)	\$ 4.0	\$ 5.6	\$ (4.6)	\$ (3.4)
Income tax expense (credits) on above	\$ 1.3	\$ 1.5	\$ (1.8)	\$ (2.0)

## Consolidated Revenues:

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Total revenues of above Company segments	\$	914.0	\$	892.7	\$	1,815.8	\$	1,748.0
Other sources (b)		34.6		32.9		76.6		68.1
Consolidated net realized investment gains								
(losses)		72.8		.3		75.8		.3
Consolidation elimination adjustments		(13.3)		(13.4)		(27.4)		(25.3)
Consolidated revenues	\$	1,008.1	\$	912.6	\$	1,940.7	\$	1,791.1

Consolidated Income (Loss) Before Taxes

(Credits):

Total income (loss) before income taxes (credits)

and realized investment gains or losses of

above Company segments

	\$	11.1	\$	(85.8)	\$	37.6	\$	(181.3)
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Other sources – net (b)

		(3.2)		(.1)		(1.4)		2.4
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Consolidated net realized investment gains

(losses)		72.8		.3		75.8		.3
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Consolidated income (loss)

before income taxes (credits)	\$	80.8	\$	(85.6)	\$	112.1	\$	(178.4)
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	Quarters Ended June 30,		Six Months Ended June 30,	
	2010	2009	2010	2009
Consolidated Income Tax Expense (Credits):				
Total income tax expense (credits)				
for above Company segments	\$ (.8)	\$ (36.4)	\$ 3.7	\$ (76.2)
Other sources – net (b)	(1.2)	-	(.7)	.9
Income tax expense (credits) on consolidated net realized investment gains (losses)	25.4	(33.3)	26.5	(33.3)
Consolidated income tax expense (credits)	\$ 23.3	\$ (69.8)	\$ 29.5	\$ (108.6)
			June 30, 2010	December 31, 2009
Consolidated Assets:				
General			\$ 9,932.7	\$ 9,920.8
Mortgage			2,929.1	3,233.4
Title			857.3	852.8
Other assets (b)			554.0	503.5
Consolidation elimination adjustments			(303.5)	(320.5)
Consolidated			\$ 13,969.6	\$ 14,190.0

(a) Income (loss) before taxes (credits) is reported net of interest charges on intercompany financing arrangements with Old Republic's holding company parent for the following segments: General - \$5.3 and \$10.7 compared to \$4.4 and \$7.0 for the quarter and six months ended June 30, 2010 and 2009, respectively; Mortgage - \$1.7 and \$3.5 compared to \$1.8 and \$3.7 for the quarter and six months ended June 30, 2010 and 2009, respectively; and Title - \$1.2 and \$2.6 compared to \$1.3 and \$2.3 for the quarter and six months ended June 30, 2010 and 2009, respectively.

(b) Represents amounts for Old Republic's holding company parent, minor corporate services subsidiaries, and a small life and health insurance operation.

## 6. Commitments and Contingent Liabilities:

Legal proceedings against the Company and its subsidiaries routinely arise in the normal course of business and usually pertain to claim matters related to insurance policies and contracts issued by its insurance subsidiaries. Other, non-routine legal proceedings which may prove to be material to the Company or a subsidiary are discussed below.

Purported class action lawsuits are pending against the Company's principal title insurance subsidiary, Old Republic National Title Insurance Company ("ORNTIC"), in state or federal courts in three states – Ohio (Chura et al. v. ORNTIC, Court of Common Pleas of Cuyahoga County, Ohio, filed December 1, 2002), Pennsylvania (Markocki et al. v. ORNTIC, U.S. District Court, Eastern District, Pennsylvania, filed June 8, 2006), and Texas (Ahmad et al. v. ORNTIC, U.S. District Court, Northern District, Texas, Dallas Division, filed February 8, 2008). The plaintiffs allege that ORNTIC failed to give consumers reissue and/or refinance credits on the premiums charged for title insurance covering mortgage refinancing transactions, as required by rate schedules filed by ORNTIC or by state rating bureaus with the state insurance regulatory authorities. The suits in Pennsylvania and Texas also allege violations of the federal Real Estate Settlement Procedures Act ("RESPA"). A class has been certified in the Pennsylvania actions.

Substantially similar lawsuits were pending against ORNTIC in Connecticut (Castro et al. v. ORNTIC, U.S. District Court of Connecticut, filed May 19, 2006) and New Jersey (Barandas et al. v. ORNTIC, U.S. District Court, District of New Jersey, filed April 13, 2006) and have subsequently been settled. The settlement agreements reached in the Connecticut and New Jersey actions are not expected to cost ORNTIC more than \$2.9 million and \$2.2 million, respectively, including attorneys' fees and administrative costs.

Since early February 2008, some 80 purported consumer class action lawsuits have been filed against the title industry's principal title insurance companies, their subsidiaries and affiliates, and title insurance rating bureaus or associations in at least 10 states. The suits are substantially identical in alleging that the defendant title insurers engaged in illegal price-fixing agreements to set artificially high premium rates and conspired to create premium rates which the state insurance regulatory authorities could not evaluate and therefore, could not adequately regulate. Many of the suits have since been dismissed and others consolidated. ORNTIC is currently among the named defendants in 24 of these actions in 3 states (California, Ohio and Pennsylvania). The Company is a named defendant in the Ohio actions. No class has yet been certified in any of these suits, and none of the actions allege RESPA violations. The anti-trust allegations in the California action have been dismissed and only the allegations of improper business practices under state law remain. The Ohio actions were entirely dismissed at the trial court level, and the dismissal is up on appeal before the 6th Circuit U.S. Court of Appeals.

National class action suites have been filed against the Company's subsidiary, Old Republic Home Protection Company ("ORHP") in the California Superior Court, San Diego, and the U.S. District Court in Birmingham, Alabama. The California suit has been filed on behalf of all persons who made a claim under an ORHP home warranty contract from March 6, 2003 to the present. The suit alleges breach of contract, breach of the implicit covenant of good faith and fair dealing, violations of certain California consumer protection laws and misrepresentation arising out of ORHP's alleged failure to adopt and implement reasonable standards for the prompt investigation and processing of claims under its home warranty contracts. The suit seeks unspecified damages consisting of the rescission of the class members' contracts, restitution of all sums paid by the class members, punitive damages, and declaratory and injunctive relief. No class has been certified in either action. ORHP has removed the action to the U.S. District Court for the Southern District of California. The Alabama suit alleges that ORHP pays fees to the real estate brokers who market its home warranty contracts and that the payment of such fees is in violation of Section 8(a) of RESPA. The suit seeks unspecified damages, including treble damages under RESPA.

On December 19, 2008, Old Republic Insurance Company and Old Republic Insured Credit Services, Inc., ("Old Republic") filed suit against Countrywide Bank FSB, Countrywide Home Loans, Inc. ("Countrywide") and Bank of New York Mellon, BNY Mellon Trust of Delaware in the Circuit Court, Cook County, Illinois seeking declaratory judgment to rescind or terminate various credit indemnity policies issued to insure home equity loans and home equity lines of credit which Countrywide had securitized or held for its own account. In February of 2009, Countrywide filed a counterclaim alleging a breach of contract, bad faith and seeking a declaratory judgment challenging the factual and procedural bases that Old Republic had relied upon to deny or rescind coverage for individual defaulted loans under those policies. As of June 15, 2010, Old Republic had rescinded or denied coverage on more than 15,500 defaulted loans, based upon material misrepresentations either by Countrywide as to the credit characteristics of the loans or by the borrowers in their loan applications.

On December 31, 2009, two of the Company's mortgage insurance subsidiaries, Republic Mortgage Insurance Company and Republic Mortgage Insurance Company of North Carolina (together "RMIC") filed a Complaint for Declaratory Judgment in the Supreme Court of the State of New York, County of New York, against Countrywide Financial Corporation, Countrywide Home Loans, Inc., The Bank of New York Mellon Trust Company, N.A., BAC Home Loans Servicing, LP, and Bank of America N.A. as successor in interest to Countrywide Bank, N.A. (together "Countrywide"). The suit relates to five mortgage insurance master policies (the "Policies") issued by RMIC to Countrywide or to the Bank of New York Mellon Trust Company as co-trustee for trusts containing securitized mortgage loans that were originated or purchased by Countrywide. RMIC has rescinded its mortgage insurance coverage on over 1,500 of the loans originally covered under the Policies based upon material misrepresentations of the borrowers in their loan applications or the negligence of Countrywide in its loan underwriting practices or procedures. Each of the coverage rescissions occurred after a borrower had defaulted and RMIC reviewed the claim and loan file submitted by Countrywide. The suit seeks the Court's review and interpretation of the Policies' incontestability provisions and its validation of RMIC's investigation procedures with respect to the claims and underlying loan files.

On January 29, 2010, in response to RMIC's suit, Countrywide served RMIC with a demand for arbitration under the arbitration clauses of the same Policies. The demand raises largely the same issues as those raised in RMIC's suit against Countrywide, but from Countrywide's prospective, as well as Countrywide's and RMIC's compliance with the terms, provisions and conditions of the Policies. The demand includes a prayer for punitive, compensatory and consequential damages. RMIC filed a motion to stay the arbitration, and Countrywide filed a motion to dismiss RMIC's lawsuit and to compel the arbitration. On July 26, 2010, the Court granted Countrywide's motion, ordering the matters be submitted to arbitration and dismissing the lawsuit. RMIC may elect to appeal the order.



Except in the Connecticut and New Jersey actions against the title companies, where settlement agreements have been approved, the ultimate impact of these lawsuits and the arbitration all of which seek unquantified damages, attorneys' fees and expenses, is uncertain and not reasonably estimable. The Company and its subsidiaries intend to defend vigorously against each of the aforementioned actions. Although the Company does not believe that these actions will have a material adverse effect on its consolidated financial condition, results of operations or cash flows, there can be no assurance in those regards.

## 7. Debt:

On April 29, 2009, the Company completed a public offering of \$316.25 aggregate principal amount of Convertible Senior Notes. The notes bear interest at a rate of 8.0% per year, mature on May 15, 2012, and are convertible at any time prior to maturity by the holder into 86.8213 shares of common stock per one thousand dollar note.

Consolidated debt of Old Republic and its subsidiaries is summarized below:

	June 30, 2010		December 31, 2009	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
8% Convertible Senior Notes due 2012	\$ 316.2	\$ 379.9	\$ 316.2	\$ 358.9
ESSOP debt with an average yield of 3.76% and 3.85%, respectively	25.8	25.8	27.9	27.9
Other miscellaneous debt	4.7	4.7	2.5	2.5
Total debt	\$ 346.8	\$ 410.5	\$ 346.7	\$ 389.4

The credit facility supporting the Company's \$150.0 commercial paper program expired on June 18, 2010.

## 8. Income Taxes:

Tax positions taken or expected to be taken in a tax return by the Company are recognized in the financial statements when it is more likely than not that the position would be sustained upon examination by tax authorities. There are no tax uncertainties that are expected to result in significant increases or decreases to unrecognized tax benefits within the next twelve month period. The Company views its income tax exposures as primarily consisting of timing differences whereby the ultimate deductibility of a taxable amount is highly certain but the timing of its deductibility is uncertain. Such differences relate principally to the timing of deductions for loss and premium reserves. As in prior examinations, the Internal Revenue Service (IRS) could assert that claim reserve deductions were overstated thereby reducing the Company's statutory taxable income in any particular year. The Company believes that it establishes its reserves fairly and consistently at each balance sheet date, and that it would succeed in defending its tax position in these regards. Because of the impact of deferred tax accounting, the possible accelerated payment of tax to the IRS would not necessarily affect the annual effective tax rate. The Company classifies interest and penalties as income tax expense in the consolidated statement of income. Examinations of the Company's consolidated Federal income tax returns through year-end 2006 have been completed and no significant adjustments have resulted.

## 9. Merger:

On June 9, 2010, Old Republic and PMA Capital Corporation ("PMA") entered into a merger agreement pursuant to which Old Republic will acquire all of PMA's outstanding common stock. Under the terms of the agreement approved by the boards of directors of both companies, Old Republic will issue 0.55 shares of Old Republic common stock in exchange for each outstanding common share of PMA. Depending on the price of Old Republic's common stock preceding the closing of the merger, the exchange ratio may be adjusted upwards or downwards, but will not exceed 0.60 or be less than 0.50. The initial exchange ratio represents a premium of approximately 15% to the closing price of PMA's common stock on June 8, 2010, the last trading day before the signing of the merger agreement. As of the latter date, the transaction therefore attributes a total enterprise value for PMA of approximately \$365, consisting of \$228 for PMA common shares and \$137 for its debt. The transaction is expected to close during the fourth quarter of 2010, subject to approval by PMA's shareholders and other customary closing conditions.



OLD REPUBLIC INTERNATIONAL CORPORATION  
MANAGEMENT ANALYSIS OF FINANCIAL POSITION AND RESULTS OF OPERATIONS  
Six Months Ended June 30, 2010 and 2009  
(\$ in Millions, Except Share Data)

OVERVIEW

This management analysis of financial position and results of operations pertains to the consolidated accounts of Old Republic International Corporation (“Old Republic” or “the Company”). The Company conducts its operations through three major regulatory segments, namely, its General (property and liability), Mortgage Guaranty, and Title insurance segments. A small life and health insurance business, accounting for 2.5% of consolidated operating revenues for the six months ended June 30, 2010 and 1.8% of consolidated assets as of June 30, 2010, is included within the corporate and other caption of this report.

The consolidated accounts are presented in conformity with the Financial Accounting Standards Board’s (“FASB”) Accounting Standards Codification (“ASC”) of accounting principles generally accepted in the United States of America (“GAAP”).

This management analysis should be read in conjunction with the consolidated financial statements and the footnotes appended to them.

The insurance business is distinguished from most others in that the prices (premiums) charged for various insurance products are set without certainty of the ultimate benefit and claim costs that will emerge or be incurred, often many years after issuance and expiration of a policy. This basic fact casts Old Republic as a risk-taking enterprise managed for the long run. Management therefore conducts the business with a primary focus on achieving favorable underwriting results over cycles, and on the maintenance of financial soundness in support of the insurance subsidiaries’ long-term obligations to insurance beneficiaries. To achieve these objectives, adherence to insurance risk management principles is stressed, and asset diversification and quality are emphasized. In addition to income arising from Old Republic’s basic underwriting and related services functions, significant investment income is earned from invested funds generated by those functions and from shareholders’ capital. Investment management aims for stability of income from interest and dividends, protection of capital, and sufficient liquidity to meet insurance underwriting and other obligations as they become payable in the future. Securities trading and the realization of capital gains are not objectives. The investment philosophy is therefore best characterized as emphasizing value, credit quality, and relatively long-term holding periods. The Company’s ability to hold both fixed maturity and equity securities for long periods of time is in turn enabled by the scheduling of maturities in contemplation of an appropriate matching of assets and liabilities.

In light of the above factors, the Company’s affairs are managed without regard to the arbitrary strictures of quarterly or even annual reporting periods that American industry must observe. In Old Republic’s view, such short reporting time frames do not comport well with the long-term nature of much of its business. Management believes that the Company’s operating results and financial condition can best be evaluated by observing underwriting and overall operating performance trends over succeeding five to ten year intervals. Such extended periods can encompass one or two economic and/or underwriting cycles, and thereby provide appropriate time frames for such cycles to run their course and for reserved claim costs to be quantified with greater finality and effect.

EXECUTIVE SUMMARY

Old Republic’s second quarter and first half operating results, which exclude net realized investment gains or losses, reflected significant improvement when compared to the same periods of 2009. As noted below, substantially all of

the improvement stemmed from more positive results in the Company's Mortgage Guaranty line. The latter benefited from a combination of lower provisions for outstanding claims, and from the positive effects of largely non-recurring captive reinsurance commutations and terminations of insured mortgage pools. Second quarter and first half 2010 General Insurance pretax operating earnings were reduced by relatively higher claim costs; earnings were consequently off by 5.8% for this year's first half. Old Republic Title Group results turned to the profit column in both 2010's and 2009's second quarterly periods, but remained in moderately negative territory for the first half of both years as claim and operating expenses outpaced revenue growth.

Consolidated Results – The major components of Old Republic’s consolidated results and other data for the periods reported upon are shown below:

	Quarters Ended June 30,			Six Months Ended June 30,		
	2010	2009	Change	2010	2009	Change
Operating revenues:						
General insurance	\$ 468.3	\$ 507.0	-7.6%	\$ 947.5	\$ 1,030.8	-8.1%
Mortgage guaranty	152.1	166.5	-8.7	312.6	337.8	-7.5
Title insurance	293.5	219.0	34.0	555.6	379.3	46.5
Corporate and other	21.3	19.5	9.1	49.1	42.7	14.9
Total	\$ 935.3	\$ 912.2	2.5%	\$ 1,864.9	\$ 1,790.7	4.1%
Pretax operating income (loss):						
General insurance	\$ 29.3	\$ 46.4	-36.8%	\$ 98.6	\$ 104.6	-5.8%
Mortgage guaranty	(22.1)	(137.9)	83.9	(56.3)	(282.5)	80.1
Title insurance	4.0	5.6	-28.2	(4.6)	(3.4)	-34.5
Corporate and other	(3.2)	(0.1)	N/M	(1.4)	2.4	-157.0
Sub-total	7.9	(86.0)	109.2	36.2	(178.8)	120.3
Realized investment gains (losses):						
From sales	72.8	0.3		75.8	0.3	
From impairments	-	-		-	-	
Net realized investment gains (losses)	72.8	0.3	N/M	75.8	0.3	N/M
Consolidated pretax income (loss)	80.8	(85.6)	194.3	112.1	(178.4)	162.8
Income taxes (credits)	23.3	(69.8)	133.5	29.5	(108.6)	127.2
Net income (loss)	\$ 57.4	\$ (15.8)	461.4%	\$ 82.5	\$ (69.8)	218.2%
Consolidated underwriting ratio:						
Benefits and claim ratio	60.4%	78.8%		60.0%	81.3%	
Expense ratio	48.8	42.3		48.1	41.0	
Composite ratio	109.2%	121.1%		108.1%	122.3%	
Components of diluted earnings per share:						
Net operating income (loss)	\$ 0.05	\$ (0.21)	123.8%	\$ 0.16	\$ (0.44)	136.4%
Net realized investment gains (losses)	0.18	0.14		0.19	0.14	
Net income (loss)	\$ 0.23	\$ (0.07)	428.6%	\$ 0.35	\$ (0.30)	216.7%
Cash dividends paid per share	\$ 0.1725	\$ 0.1700	1.5%	\$ 0.3450	\$ 0.3400	1.5%

N/M: Not meaningful

The recognition of realized investment gains or losses can be highly discretionary and arbitrary due to such factors as the timing of individual securities sales, recognition of estimated losses from write-downs for impaired securities, tax-planning considerations, and changes in investment management judgments relative to the direction of securities markets or the future prospects of individual investees or industry sectors. Likewise, non-recurring items which may emerge from time to time can distort the comparability of the Company’s results from period to period. Accordingly, management uses net operating income, a non-GAAP financial measure, to evaluate and better explain operating performance, and believes its use enhances an understanding of Old Republic’s basic business results. Operating

income, however, does not replace net income determined in accordance with GAAP as a measure of total profitability.

The above table shows both operating and net income (loss) to highlight the effects of realized investment gain or loss recognition on period-to-period comparisons. Realized gains in this year's second quarter and first half resulted from sales of securities, some of which had been impaired in prior years. The following summary shows the composition of realized gains shown in the above table.

	Quarters Ended June 30,		Six Months Ended June 30,	
	2010	2009	2010	2009
Realized gains (losses) from sales applicable to previously impaired securities:				
Actual tax basis (loss) on sales	\$ (44.0)	\$ -	\$ (44.0)	\$ -
GAAP valuation impact of the original impairment charge on securities sold	71.9	-	71.9	-
Net total	27.9	-	27.9	-
Net realized gains from sales of all other securities	44.9	0.3	47.9	0.3
Net realized gains from all securities sales	\$ 72.8	\$ 0.3	\$ 75.8	\$ 0.3

General Insurance Results – Second quarter and first half general insurance earnings were marred by poorer underwriting performance when compared to the same periods of 2009. Key indicators of this segment’s operating performance are shown in the following table.

	General Insurance Group					
	Quarters Ended June 30,			Six Months Ended June 30,		
	2010	2009	Change	2010	2009	Change
Net premiums earned	\$ 401.0	\$ 440.7	-9.0%	\$ 812.8	\$ 898.1	-9.5%
Net investment income	64.7	63.5	1.8	129.3	127.0	1.8
Pretax operating income (loss)	\$ 29.3	\$ 46.4	-36.8%	\$ 98.6	\$ 104.6	-5.8%
Claim ratio	79.4%	75.9%		74.9%	75.3%	
Expense ratio	27.8	26.8		27.3	26.2	
Composite ratio	107.2%	102.7%		102.2%	101.5%	

The continuation of a soft pricing environment and recessionary conditions have constrained premium growth during the past thirty months or so. Lessened economic activity affects such factors as sales and employment levels, both of which are important elements upon which Old Republic’s insurance premiums are based. While the General Insurance Group’s year-over-year invested asset base grew by approximately 5.5% through mid-year 2010, net investment income was up negligibly in this year’s quarterly and year-to-date periods due to a low yield environment.

As the above table shows, the overall 2010 claim ratio rose during the second quarter compared to the year ago quarter and remained relatively unchanged in the year-to-date comparison. Most general insurance coverages reflected relatively stable underwriting performance except for the consumer credit indemnity (“CCI”) product line. The CCI coverage continued to produce significantly adverse claim experience even though consumer loan delinquency rates have subsided fairly steadily since mid-year 2009. The greater CCI claim costs were driven by both higher payment trends and by increased claim resolution activity with insured lending institutions. As a result, the CCI coverage impacted negatively the general insurance claim ratio by 11.0 and 7.4 percentage points in this year’s second quarter and first half, respectively. The equivalent impacts in 2009’s second quarter and first half were 6.7 and 7.2 percentage points, respectively.

The general insurance expense ratio edged up slightly in the 2010 periods reported upon as a small reduction in total operating expenses lagged the larger decline in earned premiums.

Mortgage Guaranty Results – Operating results for the Company’s mortgage guaranty segment improved significantly as downward trends in traditional primary delinquencies resulted in lower claim provisions. Second quarter and year-to-date 2010 pretax operating results also benefited from gains produced by commutations of captive reinsurance agreements and the termination of certain insured mortgage pools. Key indicators of this segment’s performance are shown in the following table.

	Mortgage Guaranty Group					
	Quarters Ended June 30,			Six Months Ended June 30,		
	2010	2009	Change	2010	2009	Change
Net premiums earned	\$ 129.1	\$ 141.5	-8.8%	\$ 265.4	\$ 286.8	-7.5%
Net investment income	21.9	22.2	-1.0	45.1	44.6	1.0
Pretax operating income (loss)	\$ (22.1)	\$ (137.9)	83.9%	\$ (56.3)	\$ (282.5)	80.1%
Claim ratio	119.0%	197.7%		123.2%	198.8%	
Expense ratio	13.8	14.2		13.6	14.0	



Composite ratio	132.8%	211.9%	136.8%	212.8%
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As noted above, the Mortgage Guaranty Group negotiated the termination of certain captive reinsurance agreements and pool insurance contracts in this year's first half. In combination these transactions lowered the Company's pretax loss for the second quarter and first half of the year by approximately \$26.7 and \$62.6, respectively. As a further consequence, these 2010 transactions resulted in a reduction of operating cash flow of \$124.2 and \$291.4, respectively. First half 2009 mortgage guaranty operations were generally unaffected by these types of transactions.

The reinsurance commutations led to additional net premiums earned of \$5.3 and \$10.7 for the second quarter and first half of 2010, respectively. These premiums are intended to cover the Company's assumption of future losses related to the terminated agreements. Pursuant to GAAP accounting methodology, however, such premiums must be recognized as income upon receipt rather than being deferred to future periods when the related claim costs are expected to arise. The cancellation of pool insurance contracts resulted in a reduction of second quarter and year-to-date incurred claims by approximately \$21.4 and \$51.7, respectively. Taken together all of these transactions also reduced the incurred claim ratio for the second quarter and first half of 2010 by approximately 22.4 and 25.5 percentage points, respectively. In a related effect, they increased the paid claim ratio by 94.6 and 108.6 percentage points, respectively.

Leaving aside the incremental premium income generated by the captive reinsurance commutations, mortgage guaranty group earned premiums continued to decline in the first half of 2010. The decline resulted from lower volumes of new insurance and higher premium refunds related to claim rescissions. New business volume reflected continued weakness due to the downturn in overall mortgage originations, lower industry market penetration, and the continuing effects of the more selective underwriting guidelines in place since late 2007.

Year-to-date net investment income grew only slightly as the Company's invested asset base declined from the previous year end due to higher disbursements for claims and the afore-noted termination of insured mortgage pools.

Second quarter and year-to-date recurring claim costs were significantly lower in comparison to the same periods of 2009 as a result of a downward trend in reported and outstanding traditional primary loan delinquencies, and from the continuation of historically high levels of claim rescissions and denials. The following table shows the major components of incurred losses including the above noted effects of captive reinsurance and pool insurance contract terminations.

	Mortgage Guaranty Group			
	Quarters Ended		Six Months Ended	
	June 30,		June 30,	
	2010	2009	2010	2009
Components of incurred claim ratio as a percent of earned premiums:				
Paid claims:				
Excluding captive and pool transactions	139.5%	111.6%	126.7%	109.3%
Captive and pool transactions	94.6	-	108.6	-
Paid claim ratio	234.1	111.6	235.3	109.3
Claim reserve provisions:				
Excluding captive and pool transactions	1.9	86.1	22.0	89.5
Captive and pool transactions	-117.0	-	-134.1	-
Claim reserve provision ratio	-115.1	86.1	-112.1	89.5
Incurred claim ratio: Overall, as reported	119.0%	197.7%	123.2%	198.8%
Excluding captive and pool transactions	141.4%	197.7%	148.7%	198.8%

Production and operating expense ratios for all periods reported upon reflect continued success in expense management.

Title Insurance Results – Old Republic's title business continued to reflect the operating momentum that emerged in last year's second quarter. Key performance indicators are shown in the following table.

	Title Insurance Group					
	Quarters Ended June 30,			Six Months Ended June 30,		
	2010	2009	Change	2010	2009	Change
Net premiums and fees earned	\$ 286.6	\$ 213.0	34.6%	\$ 541.8	\$ 367.3	47.5%
Net investment income	6.6	6.0	10.0	13.2	11.9	11.4
Pretax operating income (loss)	\$ 4.0	\$ 5.6	-28.2%	\$ (4.6)	\$ (3.4)	-34.5%
Claim ratio	7.7%	7.6%		7.5%	7.2%	
Expense ratio	93.5	92.2		95.9	96.7	
Composite ratio	101.2%	99.8%		103.4%	103.9%	

Net premiums and fees reflected accelerating growth as the Title Group continued to gain market share from industry dislocations and consolidation. The consolidation of accounts from the Florida joint underwriting venture formed in mid-year 2009 also added to this year's revenue stream. A greater invested asset base generated meaningful investment income growth even though market yields remain at relatively low levels.

Claim costs rose at a somewhat quicker pace than premiums and fees as the Company added moderately to reserve provisions in consideration of recent claim emergence trends. Growth in production and general operating expenses reflected the greater costs associated with the much higher level of premiums and fees.

Corporate and Other Operations – The Company’s small life and health business and the net costs associated with the parent company and its internal services subsidiaries produced a loss in this year’s second quarter and first half. Period-to-period variations in the results posted by these relatively minor elements of Old Republic’s operations usually stem from volatility inherent to the small scale of its life and health business, fluctuations in the costs of external debt, and net interest costs on intra-system financing arrangements. Volatility was particularly accentuated in this year’s second quarter and first half due to much higher net life insurance death claim provisions, and by certain operating expenses covering executive transition costs at the holding company level. A summary of the corporate and other operations follows:

	Quarters Ended June 30,			Six Months Ended June 30,		
	2010	2009	Change	2010	2009	Change
Life & health premiums earned	\$ 18.7	\$ 16.5	13.3%	\$ 43.8	\$ 36.9	18.6%
Net investment income	1.7	1.9	-10.6	3.5	3.5	-
Other income	0.8	1.0	-18.7	1.7	2.2	-22.5
Benefits and claims	10.1	8.9	14.0	21.3	18.1	17.5
Insurance expenses	10.6	9.1	16.2	23.1	21.4	7.9
Corporate and other expenses-net	3.7	1.6	129.6	6.0	0.6	N/M
Pretax operating income (loss)	\$ (3.2)	\$ (0.1)	N/M%	\$ (1.4)	\$ 2.4	-157.0%

Cash, Invested Assets, and Shareholders’ Equity – The following table reflects Old Republic’s consolidated cash and invested assets as well as shareholders’ equity at the dates shown:

						% Change	
		June 2010	December 2009	June 2009	June '10/ Dec '09	June '10/ June '09	
Cash and invested assets:	Fair value basis	\$ 9,757.4	\$ 9,879.0	\$ 9,389.9	-1.2 %	3.9 %	
	Original cost basis	\$ 9,311.8	\$ 9,625.9	\$ 9,521.9	-3.3 %	-2.2 %	
Shareholders Total equity:		\$ 3,983.8	\$ 3,891.4	\$ 3,753.1	2.4 %	6.1 %	
Per common share		\$ 16.84	\$ 16.49	\$ 15.93	2.1 %	5.7 %	
Composition of shareholders’ equity per share:							
Equity before items below		\$ 14.99	\$ 14.99	\$ 15.46	- %	-3.0 %	
Unrealized investment gains (losses) and other accumulated comprehensive income (loss)		1.85	1.50	0.47			
Total		\$ 16.84	\$ 16.49	\$ 15.93	2.1 %	5.7 %	

Consolidated cash flow from operating activities produced a deficit of \$211.3 for the first half of 2010. This compares to positive operating cash flow of \$280.4 for the same period in 2009. This year’s significant reduction was largely due to the net operating cash flow impact of the previously discussed mortgage guaranty pool terminations.

The investment portfolio reflects a current allocation of approximately 85% to fixed-maturity securities and 6% to equities. As has been the case for many years, Old Republic’s invested assets are managed in consideration of enterprise-wide risk management objectives intended to assure solid funding of its insurance subsidiaries’ long-term obligations to policyholders and other beneficiaries, and of their long-term effect on the stability of capital accounts. The portfolio contains little or no direct insurance risk-correlated asset exposures to real estate, mortgage-backed securities, collateralized debt obligations (“CDO’s”), derivatives, junk bonds, hybrid securities, or illiquid private equity

investments. In a similar vein, the Company does not engage in hedging or securities lending transactions, nor does it invest in securities whose values are predicated on non-regulated financial instruments exhibiting amorphous or unfunded counter-party risk attributes.

Total equity investments include Old Republic's common stock holdings in two leading publicly held mortgage guaranty ("MI") businesses (MGIC Investment Corp. and The PMI Group). These stocks were acquired in 2007 and 2008 as passive long-term investment additions for a core segment of Old Republic's business in anticipation of a recovery of the MI industry in 2010. In management's judgment, the past three years' depressed market valuations of companies operating in the housing and mortgage-lending sectors of the American economy have been impacted significantly by the cyclical and macroeconomic conditions affecting these sectors, and by the dysfunctionality of the banking and mortgage-lending industries. As shown in the following table, the June 30, 2010 aggregate fair value of the two securities was still significantly below the original cost but approximately 58% above the other-than-temporarily-impaired level to which they were written down in 2008.

		As of and for Periods Ended:		
		June 30,		December 31,
		2010	2009	2008
Total value of the two MIO	Original cost	\$ 313.2	\$ 416.4	\$ 416.4
investments:				
	Impaired cost	75.6	106.8	106.8
	Fair value	119.6	130.7	82.7
	Underlying equity(*)	\$ 187.4	\$ 274.6	\$ 515.9
Pretax other-than-temporary impairments				
recorded in income statement of the period		\$ -	\$ -	\$ (375.5)
Pretax unrealized investment gains (losses)				
recorded directly in shareholders' equity account:				
For the period		\$ 20.1	\$ 48.0	\$ (24.1)
Cumulatively		\$ 44.0	\$ 23.9	\$ (24.1)

(\*) Underlying equity based on latest reports (which may lag by one quarter) issued by investees.

Substantially all changes in the shareholders' equity account reflect the Company's net income or loss, dividend payments to shareholders, and impairments or changes in market valuations of invested assets during the periods shown below:

		Shareholders' Equity Per Share		
		Quarter	Six Months	
		Ended	Ended	
		June 30,	June 30,	
		2010	2010	2009
Beginning balance	\$	16.90	\$ 16.49	\$ 15.91
Changes in shareholders' equity:				
Net operating income (loss)		0.04	0.14	(0.44)
Net realized investment gains (losses):				
From sales		0.20	0.21	-
From impairments		-	-	0.14
Subtotal		0.20	0.21	0.14
Net unrealized investment gains (losses)		(0.13)	0.34	0.61
Total realized and unrealized investment gains (losses)		0.07	0.55	0.75
Cash dividends		(0.17)	(0.34)	(0.34)
Stock issuance, foreign exchange, and other transactions		-	-	0.05
Net change		(0.06)	0.35	0.02
Ending balance	\$	16.84	\$ 16.84	\$ 15.93

## DETAILED MANAGEMENT ANALYSIS

### FINANCIAL ACCOUNTING AND REPORTING POLICIES

The Company's annual and interim financial statements incorporate a large number and types of estimates relative to matters which are highly uncertain at the time the estimates are made. The estimation process required of an insurance enterprise is by its very nature highly dynamic inasmuch as it necessitates a continuous evaluation, analysis, and quantification of factual data as it becomes known to the Company. As a result, actual experienced outcomes can differ from the estimates made at any point in time, and thus affect future periods' reported revenues, expenses, net income (loss), and financial condition.

Old Republic believes that its most critical accounting estimates relate to: a) the determination of other-than-temporary impairments ("OTTI") in the value of fixed maturity and equity investments; b) the establishment of deferred acquisition costs which vary directly with the production of insurance premiums; c) the recoverability of reinsured paid and/or outstanding losses; and d) the establishment of reserves for losses and loss adjustment expenses. The major assumptions and methods used in setting these estimates are discussed in the Company's 2009 Annual Report on Form 10K.

In recent years, the Financial Accounting Standards Board ("FASB") has issued various releases requiring additional financial statement disclosures, and to provide guidance relative to the application of such releases. Of particular pertinence to the Company's financial statements are certain disclosures relating to uncertainties affecting income tax provisions and methodologies for establishing the fair value and recording of other-than-temporary impairments of securities. The requisite disclosures and explanations of those matters have been included in the footnotes to the Company's financial statements.

### FINANCIAL POSITION

The Company's financial position at June 30, 2010 reflected decreases in assets and liabilities of 1.6% and 3.0%, respectively, and an increase in common shareholders' equity of 2.4% when compared to the immediately preceding year-end. Cash and invested assets represented 69.8% and 69.6% of consolidated assets as of June 30, 2010 and December 31, 2009, respectively. As of June 30, 2010, cash and invested assets decreased 1.2% to \$9,757.4 as a result of negative operating cash flows offset by an increase in the fair value of investments.

Investments - During the first six months of 2010 and 2009, the Company committed the majority of investable funds to short to intermediate-term fixed maturity securities. At both June 30, 2010 and 2009, approximately 99% of the Company's investments consisted of marketable securities. Old Republic continues to adhere to its long-term policy of investing primarily in investment grade, marketable securities. The portfolio contains little or no insurance risk-correlated asset exposures to real estate, mortgage-backed securities, collateralized debt obligations ("CDO's"), derivatives, junk bonds, hybrid securities, or illiquid private equity investments. In a similar vein, the Company does not engage in hedging or securities lending transactions, nor does it invest in securities whose values are predicated on non-regulated financial instruments exhibiting amorphous or unfunded counter-party risk attributes. At June 30, 2010, the Company had no fixed maturity investments in default as to principal and/or interest.

Relatively high short-term maturity investment positions continued to be maintained as of June 30, 2010. Such positions reflect a large variety of seasonal and intermediate-term factors including current operating needs, expected operating cash flows, quarter-end cash flow seasonality, and investment strategy considerations. Accordingly, the future level of short-term investments will vary and respond to the interplay of these factors and may, as a result, increase or decrease from current levels.

The Company does not own or utilize derivative financial instruments for the purpose of hedging, enhancing the overall return of its investment portfolio, or reducing the cost of its debt obligations. With regard to its equity portfolio, the Company does not own any options nor does it engage in any type of option writing. Traditional investment management tools and techniques are employed to address the yield and valuation exposures of the invested assets base. The long-term fixed maturity investment portfolio is managed so as to limit various risks inherent in the bond market. Credit risk is addressed through asset diversification and the purchase of investment grade securities. Reinvestment rate risk is reduced by concentrating on non-callable issues, and by taking asset-liability matching considerations into account. Purchases of mortgage and asset backed securities, which have variable principal prepayment options, are generally avoided. Market value risk is limited through the purchase of bonds of intermediate maturity. The combination of these investment management practices is expected to produce a more stable long-term fixed maturity investment portfolio that is not subject to extreme interest rate sensitivity and principal deterioration.

The fair value of the Company's long-term fixed maturity investment portfolio is sensitive, however, to fluctuations in the level of interest rates, but not materially affected by changes in anticipated cash flows caused by any prepayments. The impact of interest rate movements on the long-term fixed maturity investment portfolio generally affects net unrealized gains or losses. As a general rule, rising interest rates enhance currently available yields but typically lead to a reduction in the fair value of existing fixed maturity investments. By contrast, a decline in such rates reduces currently



available yields but usually serves to increase the fair value of the existing fixed maturity investment portfolio. All such changes in fair value are reflected, net of deferred income taxes, directly in the shareholders' equity account, and as a separate component of the statement of comprehensive income. Given the Company's inability to forecast or control the movement of interest rates, Old Republic sets the maturity spectrum of its fixed maturity securities portfolio within parameters of estimated liability payouts, and focuses the overall portfolio on high quality investments. By so doing, Old Republic believes it is reasonably assured of its ability to hold securities to maturity as it may deem necessary in changing environments, and of ultimately recovering their aggregate cost.

Possible future declines in fair values for Old Republic's bond and stock portfolios would negatively affect the common shareholders' equity account at any point in time, but would not necessarily result in the recognition of realized investment losses. The Company reviews the status and fair value changes of each of its investments on at least a quarterly basis during the year, and estimates of other-than-temporary impairments in the portfolio's value are evaluated and established at each quarterly balance sheet date. In reviewing investments for other-than-temporary impairment, the Company, in addition to a security's market price history, considers the totality of such factors as the issuer's operating results, financial condition and liquidity, its ability to access capital markets, credit rating trends, most current audit opinion, industry and securities markets conditions, and analyst expectations to reach its conclusions. Sudden fair value declines caused by such adverse developments as newly emerged or imminent bankruptcy filings, issuer default on significant obligations, or reports of financial accounting developments that bring into question the validity of previously reported earnings or financial condition, are recognized as realized losses as soon as credible publicly available information emerges to confirm such developments. Absent issuer-specific circumstances that would result in a contrary conclusion, any equity security with an unrealized investment loss amounting to a 20% or greater decline for a six month period is considered other-than-temporarily-impaired. In the event the Company's estimate of other-than-temporary impairments is insufficient at any point in time, future periods' net income (loss) would be affected adversely by the recognition of additional realized or impairment losses, but its financial condition would not necessarily be affected adversely inasmuch as such losses, or a portion of them, could have been recognized previously as unrealized losses.

The following tables show certain information relating to the Company's fixed maturity and equity portfolios as of the dates shown:

Credit Quality Ratings of Fixed Maturity Securities (a)

	June 30, 2010	December 31, 2009
Aaa	20.9%	22.3%
Aa	18.5	20.3
A	31.3	30.3
Baa	27.9	25.7
Total investment grade	98.6	98.6
All other (b)	1.4	1.4
Total	100.0%	100.0%

(a) Credit quality ratings used are those assigned primarily by Moody's for U.S. Governments, Agencies and Corporate issuers and by Standard & Poor's ("S&P") for U.S. and Canadian Municipal issuers, which are converted to equivalent Moody's ratings classifications.

(b) "All other" includes non-investment grade or non-rated issuers.

Gross Unrealized Losses Stratified by Industry Concentration for Non-Investment Grade Fixed Maturity Securities

	June 30, 2010	
	Amortized Cost	Gross Unrealized Losses
Fixed Maturity Securities by Industry Concentration:		
Banking	\$ 18.1	\$ 1.5
Energy	5.3	.5
Retail	4.1	.2
Industrial	6.5	-
Total	\$ 34.1(c)	\$ 2.4

(c) Represents .4% of the total fixed maturity securities portfolio.

# Gross Unrealized Losses Stratified by Industry Concentration for Investment Grade Fixed Maturity Securities

	June 30, 2010	
	Amortized Cost	Gross Unrealized Losses
Fixed Maturity Securities by Industry Concentration:		
Energy	\$ 34.8	\$ 3.5
Banking	7.2	.5
Industrial	4.5	-
Utilities	2.5	-
Other (includes 6 industry groups)	10.5	.1
Total	\$ 59.7(d)	\$ 4.2

(d) Represents .8% of the total fixed maturity securities portfolio.

# Gross Unrealized Losses Stratified by Industry Concentration for Equity Securities

	June 30, 2010	
	Cost	Gross Unrealized Losses
Equity Securities by Industry Concentration:		
Index Funds	\$ 112.8	\$ 19.7
Energy	23.7	4.1
Utilities	73.0	4.0
Health Care	21.5	3.1
Other (includes 5 industry groups)	37.2	1.6
Total	\$ 268.4(e)	\$ 32.7(f)

(e) Represents 65.2% of the total equity securities portfolio.

(f) Represents 7.9% of the adjusted cost of the total equity securities portfolio, while gross unrealized gains represent 41.8% of the portfolio.

# Gross Unrealized Losses Stratified by Maturity Ranges for All Fixed Maturity Securities

	June 30, 2010			
	Amortized Cost of Fixed Maturity Securities		Gross Unrealized Losses	
	All	Non-Investment Grade Only	All	Non-Investment Grade Only
Maturity Ranges:				
Due in one year or less	\$ 4.5	\$ -	\$ -	\$ -
Due after one year through five years	49.8	12.7	3.3	.9

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Due after five years through ten years		38.5		21.3		2.9		1.4
Due after ten years		.9		-		.3		-
Total	\$	93.8	\$	34.1	\$	6.6	\$	2.4

## Gross Unrealized Losses Stratified by Duration and Amount of Unrealized Losses

	June 30, 2010			
	Amount of Gross Unrealized Losses			Total Gross Unrealized Loss
	Less than 20% of Cost	20% to 50% of Cost	More than 50% of Cost	
Number of Months in Loss Position:				
Fixed Maturity Securities:				
One to six months	\$ 4.2	\$ -	\$ -	\$ 4.2
Seven to twelve months	-	-	-	-
More than twelve months	2.0	.3	-	2.3
Total	\$ 6.3	\$ .3	\$ -	\$ 6.6
Equity Securities:				
One to six months	\$ 13.6	\$ -	\$ -	\$ 13.6
Seven to twelve months	-	-	-	-
More than twelve months	18.9	-	-	19.0
Total	\$ 32.6	\$ -	\$ -	\$ 32.7
Number of Issues in Loss Position:				
Fixed Maturity Securities:				
One to six months	14	-	-	14
Seven to twelve months	2	-	-	2
More than twelve months	8	1	-	9
Total	24	1	-	25(g)
Equity Securities:				
One to six months	29	-	-	29
Seven to twelve months	-	-	-	-
More than twelve months	1	1	-	2
Total	30	1	-	31(g)

(g) At June 30, 2010 the number of issues in an unrealized loss position represent 1.4% as to fixed maturities, and 73.8% as to equity securities of the total number of such issues held by the Company.

The aging of issues with unrealized losses employs closing market price comparisons with an issue's original cost net of other-than-temporary impairment adjustments. The percentage reduction from such adjusted cost reflects the decline as of a specific point in time (June 30, 2010 in the above table) and, accordingly, is not indicative of a security's value having been consistently below its cost at the percentages and throughout the periods shown.

## Age Distribution of Fixed Maturity Securities

June 30, 2010	December 31, 2009
------------------	----------------------

Maturity Ranges:

Due in one year or less	11.2%	9.3%
Due after one year through five years	51.9	55.0
Due after five years through ten years	36.2	34.9
Due after ten years through fifteen years	.7	.8
Due after fifteen years	-	-
Total	100.0%	100.0%
Average Maturity in Years	4.3	4.4
Duration (h)	3.7	3.8

(h) Duration is used as a measure of bond price sensitivity to interest rate changes. A duration of 3.7 as of June 30, 2010 implies that a 100 basis point parallel increase in interest rates from current levels would result in a possible decline in the fair value of the long-term fixed maturity investment portfolio of approximately 3.7%.

## Composition of Unrealized Gains (Losses)

	June 30, 2010	December 31, 2009
Fixed Maturity Securities:		
Amortized cost	\$ 7,585.9	\$ 7,896.2
Estimated fair value	8,152.2	8,326.8
Gross unrealized gains	573.0	448.0
Gross unrealized losses	(6.6)	(17.4)
Net unrealized gains (losses)	\$ 566.3	\$ 430.5
Equity Securities:		
Original cost	\$ 657.3	\$ 674.9
Adjusted cost(*)	411.9	357.5
Estimated fair value	551.6	502.9
Gross unrealized gains	172.3	159.0
Gross unrealized losses	(32.7)	(13.7)
Net unrealized gains (losses)	\$ 139.6	\$ 145.3

(\*) net of OTTI adjustments

Other Assets - Among other major assets, substantially all of the Company's receivables are not past due. Reinsurance recoverable balances on paid or estimated unpaid losses are deemed recoverable from solvent reinsurers or have otherwise been reduced by allowances for estimated amounts unrecoverable. Deferred policy acquisition costs are estimated by taking into account the variable costs of producing specific types of insurance policies, and evaluating their recoverability on the basis of recent trends in claims costs. The Company's deferred policy acquisition cost balances have not fluctuated substantially from period-to-period and do not represent significant percentages of assets or shareholders' equity.

Liquidity - The parent holding company meets its liquidity and capital needs principally through dividends paid by its subsidiaries. From time to time additional cash needs are also met by accessing Old Republic's commercial paper program and/or the debt and equity capital markets. The insurance subsidiaries' ability to pay cash dividends to the parent company is generally restricted by law or subject to approval of the insurance regulatory authorities of the states in which they are domiciled. The Company can receive up to \$295.6 in dividends from its subsidiaries in 2010 without the prior approval of regulatory authorities. The liquidity achievable through such permitted dividend payments is considered adequate to cover the parent holding company's currently expected cash outflows represented mostly by interest and scheduled repayments on outstanding debt, quarterly cash dividend payments to shareholders, modest operating expenses, and the near-term capital needs of its operating company subsidiaries. The credit facility supporting the Company's \$150.0 commercial paper program expired on June 18, 2010. The Company is in the process of renewing the credit facility and expects to complete the renewal during the third quarter 2010.

Capitalization - Old Republic's total capitalization of \$4,330.6 at June 30, 2010 consisted of debt of \$346.8 and common shareholders' equity of \$3,983.8. Changes in the common shareholders' equity account reflect primarily operating results for the period then ended, dividend payments, and changes in market valuations of invested assets. Old Republic has paid cash dividends to its shareholders without interruption since 1942, and has increased the annual rate in each of the past 29 calendar years. The dividend rate is reviewed and approved by the Board of Directors on a quarterly basis each year. In establishing each year's cash dividend rate, the Company does not follow a strict formulaic approach. Rather, it favors a gradual rise in the annual dividend rate that is largely reflective of long-term

consolidated operating earnings trends. Accordingly, each year's dividend rate is set judgmentally in consideration of such key factors as the dividend paying capacity of the Company's insurance subsidiaries, the trends in average annual statutory and GAAP earnings for the five most recent calendar years, and management's long-term expectations for the Company's consolidated business.

Under state insurance regulations, the Company's three mortgage guaranty insurance subsidiaries are required to operate at a maximum risk to capital ratio of 25:1 or otherwise hold minimum amounts of capital based on specified formulas. If a company's risk to capital ratio exceeds the limit or its capital falls below the minimum prescribed levels, absent expressed regulatory approval, it may be prohibited from writing new business until its risk to capital ratio falls below the limit or it reestablishes the required minimum levels of capital. At June 30, 2010, the statutory risk to capital ratio was 23.0:1 for the three companies combined. A continuation of operating losses could further reduce statutory surplus thus increasing the risk to capital ratio which the Company evaluates on a quarterly basis.

In anticipation that the Company's principal mortgage insurance subsidiary, Republic Mortgage Insurance Company ("RMIC"), will breach the minimum capital requirement during 2010, RMIC has requested and received waivers of the minimum policyholder position requirements from the regulatory authorities in the following states: Arizona, Florida, Idaho, Illinois, Iowa, Kansas, North Carolina, Oregon, and Wisconsin. RMIC has made similar requests to the insurance regulators in other states that have similar minimum capital or maximum risk-to-capital requirements. New insurance written in the states that have not issued a waiver to RMIC represented 27.6% of the total for the six months ended June 30, 2010.



The Company has access to various capital resources including dividends from its subsidiaries, holding company investments, and access to debt and equity capital markets. At June 30, 2010, the Company's consolidated debt to equity ratio was 8.7%. This relatively low level of financial leverage should provide the Company with additional borrowing capacity to meet its capital commitments.

## RESULTS OF OPERATIONS

### Revenues: Premiums & Fees

Pursuant to GAAP applicable to the insurance industry, revenues are recognized as follows:

Substantially all general insurance premiums pertain to annual policies and are reflected in income on a pro-rata basis in association with the related benefits, claims and expenses. Earned but unbilled premiums are generally taken into income on the billing date, while adjustments for retrospective premiums, commissions and similar charges or credits are accrued on the basis of periodic evaluations of current underwriting experience and contractual obligations.

The Company's mortgage guaranty premiums primarily stem from monthly installments paid on long-duration, guaranteed renewable insurance policies. Substantially all such premiums are written and earned in the month coverage is effective. With respect to relatively few annual or single premium policies, earned premiums are largely recognized on a pro-rata basis over the terms of the policies.

Title premium and fee revenues stemming from the Company's direct operations (which include branch offices of its title insurers and wholly owned agency subsidiaries) represent 37.3% of 2010 consolidated title business revenues. Such premiums are generally recognized as income at the escrow closing date which approximates the policy effective date. Fee income related to escrow and other closing services is recognized when the related services have been performed and completed. The remaining 62.7% of consolidated title premium and fee revenues is produced by independent title agents and underwritten title companies. Rather than making estimates that could be subject to significant variance from actual premium and fee production, the Company recognizes revenues from those sources upon receipt. Such receipts can reflect a three to four month lag relative to the effective date of the underlying title policy, and are offset concurrently by production expenses and claim reserve provisions.

The major sources of Old Republic's earned premiums and fees for the periods shown were as follows:

Earned Premiums and Fees							% Change from prior period
	General	Mortgage	Title	Other	Total		
Years Ended December 31:							
2007	\$ 2,155.1	\$ 518.2	\$ 850.7	\$ 77.0	\$ 3,601.2	5.9%	
2008	1,989.3	592.5	656.1	80.1	3,318.1	-7.9	
2009	1,782.5	644.5	888.4	73.3	3,388.9	2.1	
Six Months Ended June 30:							
2009	898.1	286.8	367.3	36.9	1,589.3	-5.5	
2010	812.8	265.4	541.8	43.8	1,663.9	4.7	
Quarters Ended June 30:							
2009	440.7	141.5	213.0	16.5	811.8	-2.8	
2010	\$ 401.0	\$ 129.1	\$ 286.6	\$ 18.7	\$ 835.4	2.9%	

The percentage allocation of net premiums earned for major insurance coverages in the General Insurance Group was as follows:

	General Insurance Earned Premiums by Type of Coverage					
	Commercial Automobile (mostly trucking)	Workers' Compensation	Financial Indemnity	Inland Marine and Property	General Liability	Other
Years Ended December 31:						
2007	35.0%	23.5%	13.8%	9.3%	7.8%	10.6%
2008	34.9	21.0	16.1	9.7	7.5	10.8
2009	36.6	21.7	13.5	9.5	8.0	10.7
Six Months Ended June 30:						
2009	35.7	22.0	13.8	9.6	8.3	10.6
2010	40.4	21.1	10.7	9.5	7.1	11.2
Quarters Ended June 30:						
2009	36.2	21.5	13.0	9.5	8.1	11.7
2010	41.4%	19.4%	9.9%	9.6%	7.1%	12.6%

The following tables provide information on production and related risk exposure trends for Old Republic's Mortgage Guaranty Group:

Mortgage Guaranty Production by Type					
	Traditional			Other	
	Primary	Bulk			Total
New Insurance Written:					
Years Ended December 31:					
2007	\$ 31,841.7	\$ 10,800.3	\$ 901.6	\$	43,543.7
2008	20,861.9	3.5	1,123.5		21,989.0
2009	7,899.2	-	.5		7,899.8
Six Months Ended June 30:					
2009	4,785.2	-	.5		4,785.8
2010	1,712.6	-	-		1,712.6
Quarters Ended June 30:					
2009	2,573.2	-	-		2,573.2
2010	\$ 964.2	\$ -	\$ -	\$	964.2

	Traditional			Other	
	Primary	Bulk			Total
New Risk Written by Type:					
Years Ended December 31:					
2007	\$ 7,844.5	\$ 724.5	\$ 15.2	\$	8,584.4
2008	4,815.0	.6	11.8		4,827.5
2009	1,681.7	-	-		1,681.7
Six Months Ended June 30:					
2009	1,011.2	-	-		1,011.2
2010	400.7	-	-		400.7
Quarters Ended June 30:					
2009	542.8	-	-		542.8
2010	\$ 232.4	\$ -	\$ -	\$	232.4

	Earned Premiums		Persistency	
	Direct	Net	Traditional	
			Primary	Bulk
Premium and Persistency Trends by Type:				
Years Ended December 31:				
2007	\$ 612.7	\$ 518.2	77.6%	73.7%
2008	698.4	592.5	83.9	88.4
2009	648.6	644.5	82.8	88.3
Six Months Ended June 30:				
2009	335.8	286.8	83.3	90.8
2010	283.5	265.4	84.3%	87.5%
Quarters Ended June 30:				
2009	165.5	141.5		
2010	\$ 137.7	\$ 129.1		

While there is no consensus in the marketplace as to the precise definition of "sub-prime", Old Republic generally views loans with credit (FICO) scores less than 620, loans underwritten with reduced levels of documentation and loans with loan to value ratios in excess of 95% as having a higher risk of default. Risk in force concentrations by these attributes are disclosed in the following tables for both traditional primary and bulk production. Premium rates for loans exhibiting greater risk attributes are typically higher in anticipation of potentially greater defaults and claim costs. Additionally, bulk insurance policies, which represent 6.6% of total net risk in force, are frequently subject to

deductibles and aggregate stop losses which serve to limit the overall risk on a pool of insured loans. As the decline in the housing markets has accelerated and mortgage lending standards have tightened, rising defaults and the attendant increases in reserves and paid claims on higher risk loans have become more significant drivers of increased claim costs.

Net Risk in Force By Type:	Net Risk in Force				Total
	Traditional Primary	Bulk	Other		
As of December 31:					
2007	\$ 18,808.5	\$ 2,539.9	\$ 511.1	\$	21,859.5
2008	20,463.0	2,055.0	457.0		22,975.1
2009	18,727.9	1,776.7	297.2		20,801.9
As of June 30:					
2009	19,202.8	1,941.5	330.3		21,474.6
2010	\$ 17,698.1	\$ 1,279.5	\$ 264.4	\$	19,242.1

Risk in Force Distribution By FICO Scores:	Analysis of Risk in Force			
	FICO less than 620	FICO 620 to 680	FICO Greater than 680	Unscored/Unavailable
Traditional Primary:				
As of December 31:				
2007	8.5%	33.6%	55.1%	2.8 %
2008	7.0	30.5	60.5	2.0
2009	6.5	28.8	63.1	1.6
As of June 30:				
2009	6.7	29.7	61.9	1.7
2010	6.4%	28.1%	63.9%	1.6 %
Bulk(a):				
As of December 31:				
2007	19.4%	34.9%	45.4%	.3 %
2008	18.2	33.7	47.9	.2
2009	17.6	33.1	49.2	.1
As of June 30:				
2009	17.8	33.3	48.7	.2
2010	22.8%	31.9%	45.2%	.1 %
Risk in Force Distribution By Loan to Value ("LTV") Ratio:	LTV 85.0 and below	LTV 85.01 To 90.0	LTV 90.01 To 95.0	LTV Greater than 95.0
Traditional Primary:				
As of December 31:				
2007	4.7%	34.4%	32.0%	28.9 %
2008	5.1	35.5	31.6	27.8
2009	5.3	36.4	31.6	26.7
As of June 30:				
2009	5.3	36.1	31.4	27.2
2010	5.3%	36.5%	31.8%	26.4 %
Bulk(a):				
As of December 31:				
2007	62.0%	20.9%	9.3%	7.8 %
2008	63.5	20.1	8.6	7.8
2009	65.9	18.4	7.8	7.9
As of June 30:				
2009	65.6	18.6	7.8	8.0
2010	57.2%	22.8%	9.8%	10.2 %

Risk in Force Distribution By Top Ten States:

	FL	TX	GA	IL	OH	CA	NJ	VA	NC	PA
As of December 31:										
2007	8.9%	7.7%	5.3%	5.2%	3.4%	4.5%	3.1%	2.8%	4.5%	3.8%
2008	8.3	8.1	5.2	5.2	3.2	5.5	3.1	2.9	4.4	3.8
2009	8.1	8.5	5.2	5.1	3.2	5.5	3.1	2.9	4.5	4.0
As of June 30:										
2009	8.2	8.3	5.2	5.1	3.1	5.7	3.1	2.9	4.4	3.9
2010	7.8%	8.6%	5.2%	5.0%	3.2%	5.3%	3.1%	2.9%	4.6%	4.1%

(a) Bulk pool risk in-force, which represented 31.9% of total bulk risk in-force at June 30, 2010, has been allocated pro-rata based on insurance in-force.

	FL	TX	GA	IL	Bulk (a)		NJ	AZ	CO	NY
As of December 31:					OH	CA				
2007	9.3%	4.8%	4.2%	4.1%	3.1%	17.5%	3.4%	4.2%	3.0%	5.5%
2008	10.0	4.6	4.0	3.9	3.1	18.2	3.4	4.3	2.9	5.4
2009	10.4	4.6	4.0	4.0	3.2	17.8	3.5	4.1	3.0	5.4
As of June 30:										
2009	10.1	4.7	4.0	3.9	3.2	17.8	3.4	4.2	3.0	5.5
2010	9.9%	5.2%	4.3%	4.0%	3.8%	16.2%	3.2%	3.7%	3.1%	5.7%

Risk in Force Distribution By Level of Documentation:	Full Docu-- Mentation	Reduced Docu-- Mentation
-------------------------------------------------------	-----------------------------	--------------------------------

## Traditional Primary:

As of December 31:

2007	88.0%	12.0%
2008	90.0	10.0
2009	91.1	8.9

As of June 30:

2009	90.4	9.6
2010	91.8%	8.2%

## Bulk (a):

As of December 31:

2007	49.6%	50.4%
2008	49.1	50.9
2009	49.4	50.6

As of June 30:

2009	49.2	50.8
2010	57.1%	42.9%

## Risk in Force Distribution By Loan Type:

Fixed Rate & ARMS with resets >= 5 years	ARMS with resets < 5 years
---------------------------------------------------	----------------------------------

## Traditional Primary:

As of December 31:

2007	94.4%	5.6%
2008	95.8	4.2
2009	96.3	3.7

As of June 30:

2009	95.9	4.1
2010	96.6%	3.4%

## Bulk (a):

As of December 31:

2007	70.9%	29.1%
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2008	74.4	25.6
2009	75.4	24.6
As of June 30:		
2009	75.3	24.7
2010	69.3%	30.7%

(a) Bulk pool risk in-force, which represented 31.9% of total bulk risk in-force at June 30, 2010, has been allocated pro-rata based on insurance in-force.



The following table shows the percentage distribution of Title Group premium and fee revenues by production sources:

## Title Premium and Fee Production by Source

	Direct Operations	Independent Title Agents & Other
Years Ended December 31:		
2007	32.1%	67.9%
2008	36.8	63.2
2009	38.5	61.5
Six Months Ended June 30:		
2009	43.0	57.0
2010	37.3	62.7
Quarters Ended June 30:		
2009	42.6	57.4
2010	38.0%	62.0%

## Revenues: Net Investment Income

Net investment income is affected by trends in interest and dividend yields for the types of securities in which the Company's funds are invested during each reporting period. The following tables reflect the segmented and consolidated invested asset bases as of the indicated dates, and the investment income earned and resulting yields on such assets. Since the Company can exercise little control over fair values, yields are evaluated on the basis of investment income earned in relation to the cost of the underlying invested assets, though yields based on the fair values of such assets are also shown in the statistics below.

	Invested Assets at Adjusted Cost					Fair Value Adjust- ment	Invested Assets at Fair Value
	General	Mortgage	Title	Corporate and Other	Total		
As of December 31:							
2008	\$ 5,618.7	\$ 2,099.7	\$ 545.8	\$ 417.5	\$ 8,681.8	\$ 1.0	\$ 8,682.9
2009	5,670.9	2,466.3	615.2	355.2	9,107.8	580.6	9,688.4
As of June 30:							
2009	5,668.8	2,342.4	597.4	378.6	8,987.4	224.3	9,211.7
2010	\$ 5,642.5	\$ 2,240.4	\$ 593.7	\$ 403.4	\$ 8,880.0	\$ 706.5	\$ 9,586.6

	Net Investment Income					Yield at	
	General	Mortgage	Title	Corporate and Other	Total	Original Cost	Fair Value
Years Ended December 31:							
2007	\$ 260.8	\$ 79.0	\$ 27.3	\$ 12.7	\$ 379.9	4.58%	4.52%
2008	253.6	86.8	25.1	11.6	377.3	4.27	4.33
2009	258.9	92.0	25.2	7.2	383.5	4.15	4.17
Six Months Ended							

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June 30:

2009	127.0	44.6	11.9	3.5	187.1	4.07	4.18
2010	129.3	45.1	13.2	3.5	191.3	4.12	3.97

Quarters Ended

June 30:

2009	63.5	22.2	6.0	1.9	93.7	4.03	4.14
2010	\$ 64.7	\$ 21.9	\$ 6.6	\$ 1.7	\$ 95.0	4.10%	3.92%

Revenues: Net Realized Gains (Losses)

The Company's investment policies have not been designed to maximize or emphasize the realization of investment gains. Rather, these policies aim for a stable source of income from interest and dividends, protection of capital, and the providing of sufficient liquidity to meet insurance underwriting and other obligations as they become payable in the future. Dispositions of fixed maturity securities generally arise from scheduled maturities and early calls; for the first six months of 2010 and 2009, 35.3% and 93.5%, respectively, of all such dispositions resulted from these occurrences. Dispositions of securities at a realized gain or loss reflect such factors as ongoing assessments of issuers' business prospects, rotation among industry sectors, changes in credit quality, and tax planning considerations. Additionally, the amount of net realized gains and losses registered in any one accounting period are affected by the aforementioned

assessments of securities' values for other-than-temporary impairment. As a result of the interaction of all these factors and considerations, net realized investment gains or losses can vary significantly from period-to-period, and in the Company's view are not indicative of any particular trend or result in the basics of its insurance business.

The following table reflects the composition of net realized gains or losses for the periods shown. The 2010 realized gains on fixed maturity securities reflect the sale of certain tax-exempt municipal bonds. Additionally, the gains on equity securities reflect the recovery of value realized upon the sale of a previously impaired common stock security. All sales proceeds were redirected to taxable bonds with higher investment yields and a diversified portfolio of equity securities, with concentrations within the utility and energy industries. A significant portion of Old Republic's indexed stock portfolio was sold at a gain during 2007, with proceeds redirected to a more concentrated, select list of common stocks expected to provide greater long-term total returns.

	Realized Gains (Losses) on Disposition of Securities			Impairment Losses on Securities			Net realized gains (losses)
	Fixed maturity securities	Equity securities and miscell- aneous investments	Total	Fixed maturity securities	Equity securities and miscell- aneous investments	Total	
Years Ended December 31:							
2007	\$ 2.2	\$ 68.1	\$ 70.3	\$ -	\$ -	\$ -	\$ 70.3
2008	(25.0)	20.9	(4.1)	(11.5)	(470.7)	(482.3)	(486.4)
2009	4.2	11.7	15.9	(1.5)	(8.0)	(9.5)	6.3
Six Months Ended June 30:							
2009	.9	(.6)	.3	-	-	-	.3
2010	40.3	35.4	75.8	-	-	-	75.8
Quarters Ended June 30:							
2009	.9	(.6)	.3	-	-	-	.3
2010	\$ 37.4	\$ 35.5	\$ 72.8	\$ -	\$ -	\$ -	\$ 72.8

#### Expenses: Benefits and Claims

The Company records the benefits, claims and related settlement costs that have been incurred during each accounting period. Total claim costs are affected by the amount of paid claims and the adequacy of reserve estimates established for current and prior years' claim occurrences at each balance sheet date.

The following table shows a breakdown of gross and net of reinsurance claim reserve estimates for major types of insurance coverages as of June 30, 2010 and December 31, 2009:

	Claim and Loss Adjustment Expense Reserves			
	June 30, 2010		December 31, 2009	
	Gross	Net	Gross	Net
Commercial automobile (mostly trucking)	\$ 1,080.2	\$ 892.9	\$ 1,049.4	\$ 860.5
Workers' compensation	2,268.5	1,277.9	2,258.1	1,285.6
General liability	1,253.8	628.0	1,281.8	638.7

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Other coverages	606.5	413.2	649.1	444.7
Unallocated loss adjustment expense reserves	145.6	105.9	141.9	104.7
Total general insurance reserves	5,354.9	3,318.1	5,380.4	3,334.3
Mortgage guaranty	1,926.5	1,664.4	2,225.6	1,962.6
Title	260.3	260.3	260.8	260.8
Life and health	25.7	21.7	29.0	21.5
Unallocated loss adjustment expense reserves - other coverages	20.1	20.1	19.1	19.1
Total claim and loss adjustment expense reserves	\$ 7,587.7	\$ 5,284.9	\$ 7,915.0	\$ 5,598.5
Asbestosis and environmental claim reserves included in the above general insurance reserves:				
Amount	\$ 167.3	\$ 132.9	\$ 172.8	\$ 136.9
% of total general insurance reserves	3.1%	4.0%	3.2%	4.1%

Changes in aggregate case, IBNR, and loss adjustment expense reserves are shown in the following table:

	Six Months Ended June 30,	
	2010	2009
Reserve increase(decrease):		
General Insurance	\$ (16.1)	\$ (7.4)
Mortgage Guaranty	(297.5)	256.7
Title Insurance	-	(7.9)
Other	.2	-
Total	\$ (313.5)	\$ 241.3

IBNR reserves carried in each segment were as follows:

	June 30,	December 31,
	2010	2009
General Insurance	\$ 1,656.7	\$ 1,621.6
Mortgage Guaranty	42.2	39.7
Title Insurance	190.1	191.3
Other	7.6	9.4
Total	\$ 1,896.6	\$ 1,862.0

The Company's reserve for loss and loss adjustment expenses represents the accumulation of estimates of ultimate losses, including incurred but not reported losses and loss adjustment expenses. The establishment of claim reserves by the Company's insurance subsidiaries is a reasonably complex and dynamic process influenced by a large variety of factors as further discussed below. Consequently, reserves established are a reflection of the opinions of a large number of persons, of the application and interpretation of historical precedent and trends, of expectations as to future developments, and of management's judgment in interpreting all such factors. At any point in time, the Company is exposed to possibly higher or lower than anticipated claim costs and the resulting changes in estimates are recorded in operations of the periods during which they are made. Increases to prior reserve estimates are often referred to as unfavorable development whereas any changes that decrease previous estimates of the Company's ultimate liability are referred to as favorable development. Most of the decline in mortgage guaranty reserves at June 30, 2010 resulted from the previously discussed cancellation of certain pool insurance policies.

#### Overview of Loss Reserving Process

The Company's reserve setting process reflects the nature of its insurance business and the decentralized basis upon which it is conducted. Old Republic's general insurance operations encompass a large variety of lines or classes of commercial insurance; it has negligible exposure to personal lines such as homeowners or private passenger automobile insurance that exhibit wide diversification of risks, significant frequency of claim occurrences, and high degrees of statistical credibility. Additionally, the Company's insurance subsidiaries do not provide significant amounts of insurance protection for premises; most of its property insurance exposures relate to cargo, incidental property, and insureds' inland marine assets. Consequently, the wide variety of policies issued and commercial insurance customers served require that loss reserves be analyzed and established in the context of the unique or different attributes of each block or class of business produced by the Company. For example, accident liability claims emanating from insured trucking companies or from general aviation customers become known relatively quickly, whereas claims of a general liability nature arising from the building activities of a construction company may emerge over extended periods of time. Similarly, claims filed pursuant to errors and omissions or directors and officers' ("E&O/D&O") liability coverages are usually not prone to immediate evaluation or quantification inasmuch as many such claims may be litigated over several years and their ultimate costs may be affected by the vagaries of judged or

jury verdicts. Approximately 88% of the general insurance group's claim reserves stem from liability insurance coverages for commercial customers which typically require more extended periods of investigation and at times protracted litigation before they are finally settled. As a consequence of these and other factors, Old Republic does not utilize a single, overarching loss reserving approach.

The Company prepares periodic analyses of its loss reserve estimates for its significant insurance coverages. It establishes point estimates for most losses on an insurance coverage line-by-line basis for individual subsidiaries, sub-classes, individual accounts, blocks of business or other unique concentrations of insurance risks such as directors and officers' liability, that have similar attributes. Actuarially or otherwise derived ranges of reserve levels are not utilized as such in setting these reserves. Instead the reported reserves encompass the Company's best point estimates at each reporting date and the overall reserve level at any point in time therefore represents the compilation of a very large number of reported reserve estimates and the results of a variety of formula calculations largely driven by statistical analysis of historical data. Reserve releases or additions are implicitly covered by the point estimates incorporated in total reserves at each balance sheet date. The Company does not project future variability or make an explicit provision for uncertainty when determining its best estimate of loss reserves, although, over the most recent ten-year period management's estimates have developed slightly favorably on an overall basis.

Aggregate loss reserves consist of liability estimates for claims that have been reported (“case”) to the Company’s insurance subsidiaries and reserves for claims that have been incurred but not yet reported (“IBNR”) or whose ultimate costs may not become fully apparent until a future time. Additionally, the Company establishes unallocated loss adjustment expense reserves for loss settlement costs that are not directly related to individual claims. Such reserves are based on prior years’ cost experience and trends, and are intended to cover the unallocated costs of claim departments’ administration of case and IBNR claims over time. Long-term, disability-type workers’ compensation reserves are discounted to present value based on interest rates that range from 3.5% to 4.0%.

A large variety of statistical analyses and formula calculations are utilized to provide for IBNR claim costs as well as additional costs that can arise from such factors as monetary and social inflation, changes in claims administration processes, changes in reinsurance ceded and recoverability levels, and expected trends in claim costs and related ratios. Typically, such formulas take into account so-called link ratios that represent prior years’ patterns of incurred or paid loss trends between succeeding years, or past experience relative to progressions of the number of claims reported over time and ultimate average costs per claim.

Overall, reserves pertaining to several hundred large individual commercial insurance accounts that exhibit sufficient statistical credibility, and at times may be subject to retrospective premium rating plans or the utilization of varying levels or types of self-insured retentions through captive insurers and similar risk management mechanisms are established on an account by account basis using case reserves and applicable formula-driven methods. Large account reserves are usually set and analyzed for groups of coverages such as workers’ compensation, commercial auto and general liability that are typically underwritten jointly for many customers. For certain so-called long-tail categories of insurance such as retained or assumed excess liability or excess workers’ compensation, officers and directors’ liability, and commercial umbrella liability relative to which claim development patterns are particularly long, more volatile, and immature in their early stages of development, the Company judgmentally establishes the most current accident years’ loss reserves on the basis of expected loss ratios. Such expected loss ratios typically reflect currently estimated loss ratios from prior accident years, adjusted for the effect of actual and anticipated rate changes, actual and anticipated changes in coverage, reinsurance, mix of business, and other anticipated changes in external factors such as trends in loss costs or the legal and claims environment. Expected loss ratios are generally used for the two to three most recent accident years depending on the individual class or category of business. As actual claims data emerges in succeeding interim and annual periods, the original accident year loss ratio assumptions are validated or otherwise adjusted sequentially through the application of statistical projection techniques such as the Bornhuetter/Ferguson method which utilizes data from the more mature experience of prior years to arrive at a likely indication of more recent years’ loss trends and costs.

Mortgage guaranty insurance reserves for unpaid claims and claim adjustment expenses are recognized only upon an instance of default. The latter is defined as an insured mortgage loan that has missed two or more consecutive monthly payments. Loss reserves are therefore based on statistical calculations that take into account the number of reported insured mortgage loan defaults as of each balance sheet date, as well as experience-based estimates of loan defaults that have occurred but have not as yet been reported (“IBNR”). Further, the loss reserve estimating process takes into account a large number of variables including trends in claim severity, potential salvage recoveries, expected cure rates for reported loan delinquencies at various stages of default, the level of coverage rescissions and claims denials due to material misrepresentation in key underwriting information or non-compliance with prescribed underwriting guidelines, and management judgments relative to future employment levels, housing market activity, and mortgage loan interest costs, demand, and extensions. Historically, coverage rescissions and claims denials as a result of material misrepresentation in key underwriting information or non-compliance with terms of the master policy have not been material; however, they have increased significantly since early 2008.

Title insurance and related escrow services loss and loss adjustment expense reserves are established as point estimates to cover the projected settlement costs of known as well as IBNR losses related to premium and escrow

service revenues of each reporting period. Reserves for known claims are based on an assessment of the facts available to the Company during the settlement process. The point estimates covering all claim reserves take into account IBNR claims based on past experience and evaluations of such variables as changing trends in the types of policies issued, changes in real estate markets and interest rate environments, and changing levels of loan refinancing, all of which can have a bearing on the emergence, number, and ultimate costs of claims.

#### Incurred Loss Experience

Management believes that the Company's overall reserving practices have been consistently applied over many years. For at least the past ten years, previously established aggregate reserves have produced reasonable estimates of the cumulative ultimate net costs of claims incurred. However, there are no guarantees that such outcomes will continue, and accordingly, no representation is made that ultimate net claim and related costs will not develop in future years to be greater or lower than currently established reserve estimates. In management's opinion, however, such potential development is not likely to have a material effect on the Company's consolidated financial position, although it could affect materially its consolidated results of operations for any one annual or interim reporting period. See further discussion in the Company's 2009 Annual Report on Form 10-K under Item 1A - Risk Factors.

The percentage of net claims, benefits and related settlement expenses incurred as a percentage of premiums and related fee revenues of the Company's three major operating segments and for its consolidated results were as follows:



	General	Mortgage	Title	Consolidated
Years Ended December 31:				
2007	67.8%	118.8 %	6.6 %	60.2 %
2008	73.0	199.3	7.0	81.8
2009	76.3	176.0	7.9	76.7
Six Months Ended June 30:				
2009	75.3	198.8	7.2	81.3
2010	74.9	123.2	7.5	60.0
Quarters Ended June 30:				
2009	75.9	197.7	7.6	78.8
2010	79.4%	119.0 %	7.7 %	60.4 %

The percentage of net claims, benefits and related settlement expenses measured against premiums earned by major types of general insurance coverage were as follows:

General Insurance Claims Ratios by Type of Coverage							
	All Coverages	Commercial Automobile (mostly trucking)	Workers' Compensation	Financial Indemnity	Inland Marine and Property	General Liability	Other
Years Ended December 31:							
2007	67.8%	74.0%	70.9%	69.6%	54.9%	59.9%	55.9%
2008	73.0	76.1	69.4	95.0	60.5	64.4	53.9
2009	76.3	71.5	74.9	117.8	63.0	65.6	60.1
Six Months Ended June 30:							
2009	75.3	72.0	72.9	120.1	61.1	60.4	58.1
2010	74.9	73.7	73.8	120.2	56.4	55.8	67.1
Quarters Ended June 30:							
2009	75.9	69.2	76.5	120.3	64.3	61.7	58.0
2010	79.4%	70.9%	75.9%	160.4%	63.0%	59.1%	63.7%

The overall general insurance claims ratio reflects reasonably consistent trends, excluding the impact of Old Republic's consumer credit indemnity ("CCI") business, for the past three years. To a large extent this major cost factor reflects pricing and risk selection improvements that have been applied since 2001, together with elements of reduced loss severity and frequency. The higher claim ratio for financial indemnity coverages in the periods shown was driven principally by greater claim frequencies experienced in Old Republic's CCI coverage. Even though consumer loan delinquency rates have subsided fairly steadily since mid-year 2009, the greater CCI claims costs in the current 2010 quarter were driven by both higher payment trends and by increased claim resolution activity with insured lending institutions. During the three most recent calendar years, the general insurance group experienced favorable development of prior year loss reserves primarily due to the commercial automobile, general aviation, and the E&O/D&O (financial indemnity) lines of business; these were partially offset by unfavorable development in workers' compensation coverages, by ongoing development of asbestos and environmental ("A&E") claim reserves, and by unfavorable development of the CCI reserves. Unfavorable developments attributable to A&E claim reserves are due to periodic re-evaluations of such reserves as well as subsequent reclassifications of other coverages' reserves,

typically workers' compensation, deemed assignable to A&E category of losses.

Except for a small portion that emanates from ongoing primary insurance operations, a large majority of the A&E claim reserves posted by Old Republic stem mainly from its participations in assumed reinsurance treaties and insurance pools which were discontinued fifteen or more years ago and have since been in run-off status. With respect to the primary portion of gross A&E reserves, Old Republic administers the related claims through its claims personnel as well as outside attorneys, and posted reserves reflect its best estimates of ultimate claim costs. Claims administration for the assumed portion of the Company's A&E exposures is handled by the claims departments of unrelated primary or ceding reinsurance companies. While the Company performs periodic reviews of certain claim files managed by third parties, the overall A&E reserves it establishes respond to the paid claim and case reserve activity reported to the Company as well as available industry statistical data such as so-called survival ratios. Such ratios represent the number of years' average paid losses for the three or five most recent calendar years that are encompassed by an insurer's A&E reserve level at any point in time. According to this simplistic appraisal of an insurer's A&E loss reserve level, Old Republic's average five year survival ratios stood at 9.8 years (gross) and 13.4 years (net of reinsurance) as of June 30, 2010 and 8.4 years (gross) and 11.5 years (net of reinsurance) as of December 31, 2009. Fluctuations in this ratio between years can be caused by the inconsistent pay out patterns associated with these types of claims. Incurred net losses for A&E claims have averaged 1.4% of general insurance group net incurred losses for the five years ended December 31, 2009.

Mortgage guaranty claims ratios were lower in the second quarter and second half of 2010 primarily as a result of downward trends in outstanding traditional primary loan delinquencies. As indicated in the above Executive Summary section, the Mortgage Guaranty Group negotiated the termination of certain captive reinsurance agreements and pool insurance contracts in this year's first half. Taken together all of these transactions reduced the incurred claims ratio for the second quarter and first half of 2010 by approximately 22.4 and 25.5 percentage points, respectively. These claims ratios had risen through year-end 2009 principally as a result of higher reserve provisions and paid losses. Reserve provisions have been impacted by the levels of reported delinquencies emanating from the downturn in the national economy, widespread stress in housing and mortgage finance markets, and increasing unemployment. Trends in expected and actual claim frequency and severity have been impacted to varying degrees by several factors including, but not limited to, significant declines in home prices which limit a troubled borrower's ability to sell the mortgaged property in an amount sufficient to satisfy the remaining debt obligation, more restrictive mortgage lending standards which limit a borrower's ability to refinance the loan, increases in housing supply relative to recent demand, historically high levels of coverage rescissions and claims denials as a result of material misrepresentation in key underwriting information or non-compliance with prescribed underwriting guidelines, and changes in claim settlement costs. The latter costs are influenced by the amount of unpaid principal outstanding on delinquent loans as well as the rising expenses of settling claims due to higher investigations costs, legal fees, and accumulated interest expenses.

In common with all other insurance lines, mortgage guaranty paid and incurred claim and claim adjustment expenses include only those costs actually or expected to be paid by the Company. Claims not paid by virtue of coverage rescissions and claims denials amounted to \$371.8 and \$306.6 for the six months ended June 30, 2010 and 2009, respectively. In a similar vein, changes in mortgage guaranty aggregate case, IBNR, and loss adjustment expense reserves entering into the determination of incurred claim costs take into account a large number of variables including changes in claim cost estimates for anticipated coverage rescissions and claims denials of \$(733.8) and \$400.1 for the six months ended June 30, 2010 and 2009, respectively.

Average mortgage guaranty paid claims, and certain delinquency ratio data as of the end of the periods shown are listed below:

	Average Paid Claim Amount (a)		Delinquency Ratio	
	Traditional Primary	Bulk	Traditional Primary	Bulk
Years Ended December 31:				
2007	\$ 32,214	\$ 34,951	5.47%	6.85%
2008	43,532	56,481	10.34	17.17
2009	48,492	59,386	16.83	30.81
Six Months Ended June 30:				
2009	49,596	61,510	12.91	24.57
2010	47,979	58,393	16.56%	25.49%
Quarters Ended June 30:				
2009	50,212	61,270		
2010	\$ 48,062	\$ 54,439		

(a) Amounts are in whole dollars.

	Traditional Primary Delinquency Ratios for Top Ten States (b):									
	FL	TX	GA	IL	OH	CA	NJ	VA	NC	PA
As of December 31:										
2007	7.7%	4.5%	7.2%	5.4%	8.1%	6.7%	5.4%	4.1%	4.8%	5.2%

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2008	21.9	7.1	11.1	10.8	11.0	19.8	11.4	8.1	7.6	7.7
2009	34.1	10.6	18.8	19.5	16.4	30.5	21.1	13.9	12.3	11.6
As of June 30:										
2009	27.9	7.7	13.7	14.2	12.5	25.3	15.8	10.7	9.0	9.1
2010	34.2%	10.2%	18.6%	19.9%	16.3%	28.0%	21.1%	13.4%	12.3%	11.3%

Bulk Delinquency Ratios for Top Ten States (b):										
	FL	TX	GA	IL	OH	CA	NJ	NY	CO	AZ
As of December 31:										
2007	7.8%	5.4%	7.3%	8.6%	10.6%	7.0%	6.6%	6.6%	5.8%	5.1%
2008	27.0	10.2	16.3	19.1	17.1	22.4	16.0	13.8	9.8	18.2
2009	46.5	16.3	27.6	35.7	23.4	41.3	33.3	26.8	17.0	37.5
As of June 30:										
2009	38.5	13.0	20.8	27.0	19.9	34.2	25.8	20.6	13.1	29.8
2010	37.8%	16.8%	24.9%	30.1%	22.0%	29.0%	27.4%	22.6%	18.2%	27.9%

(b) As determined by risk in force as of June 30, 2010, these 10 states represent approximately 49.8%, 59.0%, and 50.1%, of traditional primary, bulk, and total risk in force, respectively.

	Total Delinquency Ratios for Top Ten States (includes "other" business) (b):									
	FL	TX	GA	IL	OH	CA	NJ	VA	NC	PA
As of December 31:										
2007	6.9%	4.5%	6.7%	5.0%	8.0%	5.5%	5.5%	3.3%	4.1%	5.1%
2008	21.3	7.2	11.2	10.2	11.4	17.2	12.1	7.3	6.8	8.1
2009	36.4	11.2	19.4	20.5	17.2	33.9	24.1	14.0	11.5	12.9
As of June 30:										
2009	29.7	8.2	14.2	14.2	13.4	26.6	18.0	10.7	8.4	10.1
2010	33.6%	10.5%	18.4%	19.8%	16.7%	27.1%	21.7%	12.2%	11.3%	12.0%

(b) As determined by risk in force as of June 30, 2010, these 10 states represent approximately 49.8%, 59.0%, and 50.1%, of traditional primary, bulk, and total risk in force, respectively.

Title insurance loss ratios have remained in the single digits for a number of years due to a continuation of favorable trends in claims frequency and severity for business underwritten since 1992 in particular. Though still reasonably contained, claim ratios have risen for the first six months of 2010 and most recent three years due to the continuing downturn and economic stresses in the housing and related mortgage lending industries.

#### Reinsurance Programs

To maintain premium production within its capacity and limit maximum losses and risks for which it might become liable under its policies, Old Republic may cede a portion or all of its premiums and liabilities on certain classes of insurance, individual policies, or blocks of business to other insurers and reinsurers. Further discussion of the Company's reinsurance programs can be found in Part 1 of the Company's 2009 Annual Report on Form 10-K.

#### Expenses: Underwriting Acquisition and Other Expenses

The following table sets forth the expense ratios registered by each major business segment and in consolidation for the periods shown:

	General	Mortgage	Title	Consolidated
Years Ended December 31:				
2007	24.1%	17.7%	98.1%	41.3%
2008	24.2	15.7	103.6	39.1
2009	25.8	12.6	93.8	41.8
Six Months Ended June 30:				
2009	26.2	14.0	96.7	41.0
2010	27.3	13.6	95.9	48.1
Quarters Ended June 30:				
2009	26.8	14.2	92.2	42.3
2010	27.8%	13.8%	93.5%	48.8%

Variations in the Company's consolidated expense ratios reflect a continually changing mix of coverages sold and attendant costs of producing business in the Company's three largest business segments. To a significant degree, expense ratios for both the general and title insurance segments are mostly reflective of variable costs, such as commissions or similar charges, that rise or decline along with corresponding changes in premium and fee income. Moreover, general operating expenses can contract or expand in differing proportions due to varying levels of

operating efficiencies and expense management opportunities in the face of changing market conditions.

Expenses: Total

The composite ratios of the above summarized net claims, benefits and underwriting expenses that reflect the sum total of all the factors enumerated above have been as follows:

	General	Mortgage	Title	Consolidated
Years Ended December 31:				
2007	91.9%	136.5%	104.7%	101.5%
2008	97.2	215.0	110.6	120.9
2009	102.1	188.6	101.7	118.5
Six Months Ended June 30:				
2009	101.5	212.8	103.9	122.3
2010	102.2	136.8	103.4	108.1
Quarters Ended June 30:				
2009	102.7	211.9	99.8	121.1
2010	107.2%	132.8%	101.2%	109.2%

#### Expenses: Income Taxes

The effective consolidated income tax rates (credits) were 28.9% and 26.4% in the second quarter and first six months of 2010, compared to (81.5)% and (60.9)% in the second quarter and first six months of 2009. The rates for each year reflect primarily the varying proportions of pretax operating income (loss) derived from partially tax sheltered investment income (principally state and municipal tax-exempt interest), the combination of fully taxable investment income, realized investment gains or losses, and underwriting and service income, and judgments about the recoverability of deferred tax assets.

### OTHER INFORMATION

Reference is here made to “Information About Segments of Business” appearing elsewhere herein.

Historical data pertaining to the operating results, liquidity, and other performance indicators applicable to an insurance enterprise such as Old Republic are not necessarily indicative of results to be achieved in succeeding years. In addition to the factors cited below, the long term nature of the insurance business, seasonal and annual patterns in premium production and incidence of claims, changes in yields obtained on invested assets, changes in government policies and free markets affecting inflation rates and general economic conditions, and changes in legal precedents or the application of law affecting the settlement of disputed and other claims can have a bearing on period-to-period comparisons and future operating results.

Some of the oral or written statements made in the Company’s reports, press releases, and conference calls following earnings releases, can constitute “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. Of necessity, any such forward-looking statements involve assumptions, uncertainties, and risks that may affect the Company’s future performance. With regard to Old Republic’s General Insurance segment, its results can be affected, in particular, by the level of market competition, which is typically a function of available capital and expected returns on such capital among competitors, the levels of interest and inflation rates, and periodic changes in claim frequency and severity patterns caused by natural disasters, weather conditions, accidents, illnesses, work-related injuries, and unanticipated external events. Mortgage Guaranty and Title Insurance results can be affected by similar factors and by changes in national and regional housing demand and values, the availability and cost of mortgage loans, employment trends, and default rates on mortgage loans. Mortgage Guaranty results, in particular, may also be affected by various risk-sharing arrangements with business producers as well as the risk management and pricing policies of government sponsored enterprises. Life and health insurance earnings can be affected by the levels of employment and consumer spending, variations in mortality and health trends, and changes in policy lapsation rates. At the parent holding company level, operating earnings or losses are generally reflective of the amount of debt outstanding and its cost, interest income on temporary holdings of short-term investments, and period-to-period variations in the costs of administering the Company’s widespread operations.

A more detailed listing and discussion of the risks and other factors which affect the Company’s risk-taking insurance business are included in Part I, Item 1A – Risk Factors, of the Company’s 2009 Annual Report to the Securities and Exchange Commission, which Item is specifically incorporated herein by reference.

Any forward-looking statements or commentaries speak only as of their dates. Old Republic undertakes no obligation to publicly update or revise any and all such comments, whether as a result of new information, future events or otherwise, and accordingly they may not be unduly relied upon.





## OLD REPUBLIC INTERNATIONAL CORPORATION

### Item 3 - Quantitative and Qualitative Disclosure About Market Risk

Market risk represents the potential for loss due to adverse changes in the fair value of financial instruments as a result of changes in interest rates, equity prices, foreign exchange rates and commodity prices. Old Republic's primary market risks consist of interest rate risk associated with investments in fixed maturities and equity price risk associated with investments in equity securities. The Company has no material foreign exchange or commodity risk.

Old Republic's market risk exposures at June 30, 2010, have not materially changed from those identified in the Company's 2009 Annual Report on Form 10-K.

### Item 4 - Controls and Procedures

#### Evaluation of Disclosure Controls and Procedures

The Company's principal executive officer and its principal financial officer have evaluated the Company's disclosure controls and procedures as of the end of the period covered by this quarterly report. Based upon their evaluation, the principal executive officer and principal financial officer have concluded that the Company's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934) are effective for the above referenced evaluation period.

#### Changes in Internal Control

During the three month period ended June 30, 2010, there were no changes in internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

#### Management's Report on Internal Control Over Financial Reporting

The Company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. The Company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.



OLD REPUBLIC INTERNATIONAL CORPORATION  
FORM 10-Q  
PART II – OTHER INFORMATION

Item 1 – Legal Proceedings

The information contained in Note 6 “Commitments and Contingent Liabilities” of the Notes to Consolidated Financial Statements filed as Part 1 of this Quarterly Report on Form 10-Q is incorporated herein by reference.

Item 1A – Risk Factors

There have been no material changes with respect to the risk factors disclosed in the Company’s 2009 Annual Report on Form 10-K.

Item 4 – Submission of Matters to a Vote of Security Holders

- (a) The annual meeting of registrant’s shareholders was held on May 28, 2010.
- (b) Proxies for the meeting were solicited by management pursuant to Regulation 14A under the Security Exchange Act of 1934. There was no solicitation in opposition to management’s nominees for directors as listed in the proxy statement and all such nominees were elected.
- (c) At the Annual Meeting of Shareholders (the Annual Meeting) held on May 28, 2010, shareholders voted on the following matters:

1. The re-election of three Class 2 members of the Board of Directors for terms expiring in 2013 as follows:

	For	Withheld	Broker Non-Votes
Jimmy A. Dew	203,741,133	3,076,408	-
John M. Dixon	202,760,447	4,057,094	-
Dennis P. Van Miegheem	174,453,066	32,364,475	-

Other directors whose terms of office continued after the meeting were:

Class 1 Directors (Term expires 2012)	Class 3 Directors (Term expires 2011)
Harrington Bischof	William A. Simpson
Leo E. Knight, Jr.	Arnold L. Steiner
Charles F. Titterton	Fredricka Taubitz
Steven R. Walker	Aldo C. Zucaro

2. The approval of an amendment to the Old Republic International Corporation 2006 Incentive Compensation Plan. There were 182,239,909 shares voted for, 23,800,300 shares voted against, and 777,332 shares that abstained. There were no Broker non-votes.

Item 6 – Exhibits

(a) Exhibits

31.1 Certification by Aldo C. Zucaro, Chief Executive Officer, pursuant to Rule 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

31.2 Certification by Karl W. Mueller, Chief Financial Officer, pursuant to Rule 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

32.1 Certification by Aldo C. Zucaro, Chief Executive Officer, pursuant to Section 1350, Chapter 63 of Title 18, United States Code, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

32.2 Certification by Karl W. Mueller, Chief Financial Officer, pursuant to Section 1350, Chapter 63 of Title 18, United States Code, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Old Republic International Corporation  
(Registrant)

Date: August 9, 2010

/s/ Karl W. Mueller  
Karl W. Mueller  
Senior Vice President,  
Chief Financial Officer, and  
Principal Accounting Officer

EXHIBIT INDEX

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