

OLD REPUBLIC INTERNATIONAL CORP

Form 10-K/A

April 15, 2005

As in effect

3/1/61

FORM 10-K/A2

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D. C. 20549

AMENDMENT TO APPLICATION OR REPORT  
Filed Pursuant to Sections 12, 13, or 15 (d) of  
THE SECURITIES EXCHANGE ACT OF 1934

OLD REPUBLIC INTERNATIONAL CORPORATION

-----  
(Exact name of registrant as specified in charter)

AMENDMENT NO. 2  
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The undersigned registrant hereby amends the following items, financial statements, exhibits or other portions of its ANNUAL REPORT FOR 2004 ----- on Form 10-K as set forth in the pages attached hereto: (List all such ----- items, financial statements, exhibits or other portions amended)

SEE INDEX

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

OLD REPUBLIC INTERNATIONAL CORPORATION

-----  
(Registrant)

Date: April 14, 2005  
-----

By: /s/ Karl W. Mueller  
-----

(Signature)

Karl W. Mueller  
Senior Vice President and  
Chief Financial Officer

Total Pages: 13  
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FINANCIAL STATEMENT SCHEDULES  
-----

Report of Independent Registered Public Accounting Firm

OLD REPUBLIC INTERNATIONAL CORPORATION AND SUBSIDIARIES

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Schedule II - Condensed Financial Information of Registrant as of December 31, 2004 and 2003 and for the years ended December 31, 2004, 2003, and 2002

Schedule III - Supplementary Insurance Information for the years ended December 31, 2004, 2003 and 2002

Schedule IV - Reinsurance for the years ended December 31, 2004, 2003 and 2002

Schedule V - Valuation and Qualifying Accounts for the years ended December 31, 2004, 2003 and 2002

Schedule VI - Supplemental Information Concerning Property - Casualty Insurance Operations for the years ended December 31, 2004, 2003 and 2002

Schedules other than those listed are omitted for the reason that they are not required, are not applicable or that equivalent information has been included in the financial statements, notes thereto, or elsewhere herein.

EXHIBITS  
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(23) Consent of Independent Registered Public Accounting Firm

(28) Consolidated Schedule P. (\*)

\* Not covered by the Report of Independent Registered Public Accounting Firm.

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM ON  
-----  
FINANCIAL STATEMENT SCHEDULES  
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To the Board of Directors and Shareholders of  
Old Republic International Corporation  
Chicago, Illinois

Our audits of the consolidated financial statements, of management's assessment of the effectiveness of internal control over financial reporting and of the effectiveness of internal control over financial reporting referred to in our report dated March 30, 2005 appearing in the 2004 Annual Report to Shareholders of Old Republic International Corporation (which report, consolidated financial statements and assessment are incorporated by reference in this Annual Report on Form 10-K/A) also included an audit of the financial statement schedules listed in the accompanying index of this Form 10-K/A. In our opinion, these financial statement schedules present fairly, in all material respects, the information set forth therein when read in conjunction with the related consolidated financial statements.

/s/ PricewaterhouseCoopers

Chicago, Illinois  
March 30, 2005

OLD REPUBLIC INTERNATIONAL CORPORATION AND SUBSIDIARIES  
SCHEDULE I - SUMMARY OF INVESTMENTS - OTHER THAN INVESTMENTS IN RELATED PARTIES  
As of December 31, 2004  
(\$ in Thousands)

Column A -----	Column B -----	Column C -----
Type of investment -----	Cost (1) -----	Fair Value -----
Available for sale:		
Fixed maturity securities:		
United States Government and government agencies and authorities	\$ 998,811	\$ 1,000,000
States, municipalities and political subdivisions	1,538,615	1,538,615
Foreign government	108,979	108,979
Public utilities	850,221	850,221
Corporate, industrial and all other	2,776,631	2,776,631
	-----	-----
	6,273,257	\$ 6,400,000
	-----	-----
Equity securities:		
Non-redeemable preferred stocks	1,301	\$ 1,301
Common stocks:		
Public utilities	19,249	19,249
Banks, trusts and insurance companies	28,948	28,948
Industrial, miscellaneous and all other	347,342	347,342
	-----	-----
	396,840	\$ 396,840
	-----	-----
Short-term investments	388,698	
Miscellaneous investments	54,440	
	-----	
Total	7,113,235	
	-----	
Held to maturity:		
Other investments	13,453	
	-----	
Total	13,453	
	-----	
Total Investments	\$ 7,126,688	
	-----	

Note: (1) Represents original cost of equity securities, and as to fixed maturities, original cost reduced by repayments and adjusted for amortization of premium or accrual of discount.

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OLD REPUBLIC INTERNATIONAL CORPORATION AND SUBSIDIARIES  
 SCHEDULE II - CONDENSED FINANCIAL INFORMATION OF REGISTRANT  
 BALANCE SHEETS  
 OLD REPUBLIC INTERNATIONAL CORPORATION (PARENT COMPANY)  
 (\$ in Thousands)

	2004
<hr style="border-top: 1px dashed black;"/>	
Assets:	
Bonds and notes	\$ 1
Cash	
Short-term investments	
Investments in, and indebtedness of related parties:	
Subsidiaries and affiliates, at equity	3,75
Indebtedness of affiliates	22
Other assets	3
Total Assets	\$ 4,03
Liabilities, Preferred Stock and Common Shareholders' Equity:	
Liabilities:	
Accounts payable and accrued expenses	\$ 3
Debt and debt equivalents	11
Indebtedness to affiliates and subsidiaries	1
Commitments and contingent liabilities	
Total Liabilities	17
Convertible preferred stock	
Common Shareholders' Equity:	
Common stock	18
Additional paid-in capital	27
Retained earnings	3,24

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Accumulated other comprehensive income	17
Treasury stock (at cost)	(1)
	-----
Total Common Shareholders' Equity	3,86
	-----
Total Liabilities, Preferred Stock and and Common Shareholders' Equity	\$ 4,03
	=====

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OLD REPUBLIC INTERNATIONAL CORPORATION AND SUBSIDIARIES  
SCHEDULE II - CONDENSED FINANCIAL INFORMATION OF REGISTRANT  
STATEMENTS OF INCOME  
OLD REPUBLIC INTERNATIONAL CORPORATION (PARENT COMPANY)  
(\$ in Thousands)

	Years Ended De	
	2004	200
	-----	-----
Revenues:		
Investment income from subsidiaries	\$ 5,833	\$
Real estate and other income	4,000	
Realized investment gains (losses)	---	
Other investment income	582	
	-----	-----
Total Revenues	10,416	1
	-----	-----
Expenses:		
Interest -- subsidiaries	352	
Interest -- other	8,155	
Real estate and other expenses	2,872	
General expenses, taxes and fees	11,622	
	-----	-----
Total Expenses	23,002	1
	-----	-----
Revenues, net of expenses	(12,586)	(
Federal income tax credits	(4,473)	
	-----	-----

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Loss before equity in earnings of subsidiaries	(8,113)	(
Equity in Earnings of Subsidiaries:		
Dividends received	186,380	17
Earnings in excess of dividends	256,743	29
	-----	-----
Net Income	\$ 435,010	\$ 45
	=====	=====

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OLD REPUBLIC INTERNATIONAL CORPORATION AND SUBSIDIARIES  
SCHEDULE II - CONDENSED FINANCIAL INFORMATION OF REGISTRANT  
STATEMENTS OF CASH FLOWS  
OLD REPUBLIC INTERNATIONAL CORPORATION (PARENT COMPANY)  
(\$ in Thousands)

	Years Ended De	
	2004	2003
	-----	-----
Cash flows from operating activities:		
Net income	\$ 435,010	\$ 45
Adjustments to reconcile net income to net cash provided by operating activities:		
Accounts receivable	(1,350)	(
Income taxes - net	9,992	(
Excess of equity in net income of subsidiaries over dividends received	(256,743)	(29
Realized investment (gains) losses	---	(
Accounts payable, accrued expenses and other	1,443	
	-----	-----

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Total	188,352	16
<hr/>		
Cash flows from investing activities:		
Sales of equity securities	---	
Sales of other investments	10	
Sales of fixed assets for company use	---	
Purchases of fixed maturity securities	---	
Purchases of equity securities	---	
Purchases of fixed assets for company use	(503)	
Investments in, and indebtedness of related parties - net	---	
Total	(492)	
<hr/>		
Cash flows from financing activities:		
Repayment of notes receivable from related parties	---	2
Repayment of notes and loans to related parties	(67)	(
Issuance of notes receivable to related parties	(115,116)	
Issuance of preferred and common stock	14,600	
Dividends on common shares	(91,690)	(20
Dividends on preferred shares	---	
Purchase of treasury stock	---	
Total	(192,275)	(16
<hr/>		
Increase (decrease) in cash and short-term investments	(4,415)	
Cash and short-term investments, beginning of year	13,973	1
<hr/>		
Cash and short-term investments, end of year	\$ 9,558	\$ 1
<hr/>		

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OLD REPUBLIC INTERNATIONAL CORPORATION  
SCHEDULE III - SUPPLEMENTARY INSURANCE  
For the years ended December 31, 2008  
(\$ in Thousands)

Column A	Column B	Column C	Column D	Column E
<hr/>				
Segment	Deferred Policy Acquisition Costs	Losses, Claims and Settlement Expenses	Unearned Premiums	Other Policyholders' Benefits and Funds

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-----  
Year Ended December 31, 2004:  
-----

Insurance Underwriting:					
General Insurance Group	\$129,368	\$2,269,763	\$743,343	\$75,076	\$
Mortgage Insurance Group	55,130	200,070	42,517	---	
Title Insurance Group	---	277,086	---	1,903	
Corporate & Other (1)	47,846	16,979	---	62,656	
Reinsurance Recoverable (2)	---	1,639,627	117,278	36,349	
	-----	-----	-----	-----	-----
Consolidated	\$232,345	\$4,403,527	\$903,140	\$175,985	\$
	=====	=====	=====	=====	=====

-----  
Year Ended December 31, 2003:  
-----

Insurance Underwriting:					
General Insurance Group	\$107,998	\$2,047,828	\$663,779	\$68,723	\$
Mortgage Insurance Group	63,710	180,610	47,482	---	
Title Insurance Group	---	259,092	---	2,389	
Corporate & Other (1)	50,211	12,611	---	59,486	
Reinsurance Recoverable (2)	---	1,522,568	103,559	41,707	
	-----	-----	-----	-----	-----
Consolidated	\$221,920	\$4,022,712	\$814,822	\$172,306	\$
	=====	=====	=====	=====	=====

-----  
Year Ended December 31, 2002:  
-----

Insurance Underwriting:					
General Insurance Group	\$90,092	\$1,881,111	\$580,571	\$59,697	\$
Mortgage Insurance Group	63,440	185,410	42,373	---	
Title Insurance Group	---	225,659	---	1,272	
Corporate & Other (1)	44,294	13,915	---	61,708	
Reinsurance Recoverable (2)	---	1,370,766	86,442	43,118	
	-----	-----	-----	-----	-----
Consolidated	\$197,827	\$3,676,863	\$709,387	\$165,797	\$
	=====	=====	=====	=====	=====

Note:(1) Represents amounts for Old Republic's holding company parent, minor internal service subsidiaries and a small life & health insurance operation.

(2) Statement of Financial Accounting Standards (FAS) No. 113 "Accounting and Reporting for Reinsurance of Short-Duration and Long-Duration Contracts" eliminates the reporting of assets and liabilities relating to reinsured contracts net of reinsurance ceded balances. Accordingly, reinsured losses and unearned premiums are to be reported as assets. Assets and liabilities were, as a result, increased by corresponding amounts of approximately \$1.7 billion at December 31, 2004, \$1.6 billion at December 31, 2003 and \$1.5 billion at December 31, 2002. FAS No. 113 does not have any effect on the Company's results of operations.

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Column A	Column H	Column I	Column J	Column K
Segment	Benefits, Claims, Losses and Settlement Expenses	Amortization of Deferred Policy Acquisition Costs	Other Operating Expenses	Premiums Written
Year Ended December 31, 2004:				
Insurance Underwriting:				
General Insurance Group	\$1,069,599	\$290,888	\$129,047	\$1,701,149
Mortgage Insurance Group	143,187	47,883	74,253	398,242
Title Insurance Group	59,752	---	929,514	714,016
Corporate & Other (1)	35,431	21,747	39,423	66,961
Reinsurance Recoverable (2)	---	---	---	---
Consolidated	\$1,307,969	\$360,519	\$1,172,239	\$2,880,370
Year Ended December 31, 2003:				
Insurance Underwriting:				
General Insurance Group	\$932,945	\$251,874	\$129,026	\$1,460,323
Mortgage Insurance Group	90,902	51,042	80,303	406,037
Title Insurance Group	63,801	---	934,579	749,987
Corporate & Other (1)	25,178	12,360	34,014	49,275
Reinsurance Recoverable (2)	---	---	---	---
Consolidated	\$1,112,828	\$315,277	\$1,177,923	\$2,665,623
Year Ended December 31, 2002:				
Insurance Underwriting:				
General Insurance Group	\$852,106	\$219,957	\$122,538	\$1,268,748
Mortgage Insurance Group	52,934	49,126	97,309	380,430
Title Insurance Group	40,765	---	698,190	524,875
Corporate & Other (1)	29,089	10,025	23,727	48,303
Reinsurance Recoverable (2)	---	---	---	---
Consolidated	\$974,895	\$279,108	\$941,765	\$2,222,359

Note: (1) Represents amounts for Old Republic's holding company parent, minor internal service subsidiaries and a small life & health insurance operation.

(2) Statement of Financial Accounting Standards (FAS) No. 113 "Accounting and Reporting for Reinsurance of Short-Duration and Long-Duration Contracts" eliminates the reporting of assets and liabilities relating to reinsured contracts net of reinsurance ceded balances. Accordingly, reinsured losses and unearned premiums are to be reported as assets. Assets and liabilities were, as a result, increased by corresponding amounts of approximately \$1.7 billion at December 31, 2004, \$1.6 billion at December 31, 2003 and \$1.5 billion at December 31, 2002. FAS No. 113 does not have any effect on the Company's results of operations.

OLD REPUBLIC INTERNATIONAL CORPORATION AND SUBSIDIARIES  
SCHEDULE IV - REINSURANCE  
For the years ended December 31, 2004, 2003 and 2002  
(\$ in Thousands)

Column A	Column B	Column C	Column D
	Gross amount	Ceded to other companies	Assumed from other companies
-----			
Year Ended December 31, 2004:			
-----			
Life insurance in force	\$ 15,624,497	\$ 8,189,223	\$ ---
	=====	=====	=====
Premium Revenues:			
General Insurance	\$ 2,140,930	\$ 548,128	\$ 30,227
Mortgage Insurance	483,619	81,456	1,044
Title Insurance	711,735	(64)	2,216
Life and Health Insurance:			
Life insurance	39,286	19,453	---
Accident and health insurance	57,929	13,223	74
	-----	-----	-----
Total Life & Health Insurance	97,215	32,677	74
	-----	-----	-----
Consolidating adjustments	---	(74)	(74)
	-----	-----	-----
Consolidated	\$ 3,433,501	\$ 662,123	\$ 33,488
	=====	=====	=====
Year Ended December 31, 2003:			
-----			
Life insurance in force	\$ 14,502,127	\$ 7,070,922	\$ ---
	=====	=====	=====
Premium Revenues:			
General Insurance	\$ 1,837,689	\$ 491,522	\$ 33,397
Mortgage Insurance	467,349	67,705	1,283
Title Insurance	748,287	96	1,796
Life and Health Insurance:			
Life insurance	34,265	12,833	---
Accident and health insurance	55,199	25,081	73
	-----	-----	-----
Total Life & Health Insurance	89,464	37,914	73
	-----	-----	-----
Consolidating adjustments	---	(73)	(73)
	-----	-----	-----
Consolidated	\$ 3,142,790	\$ 597,164	\$ 36,476
	=====	=====	=====
Year Ended December 31, 2002:			
-----			

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Life insurance in force	\$ 11,437,301	\$ 4,053,693	\$ ---
	=====	=====	=====
Premium Revenues:			
General Insurance	\$ 1,550,929	\$ 389,238	\$ 22,440
Mortgage Insurance	432,483	57,333	1,131
Title Insurance	523,353	(50)	1,471
Life and Health Insurance:			
Life insurance	32,540	8,227	---
Accident and health insurance	47,334	22,061	548
	-----	-----	-----
Total Life & Health Insurance	79,875	30,289	548
	-----	-----	-----
Consolidating adjustments	---	(548)	(548)
	-----	-----	-----
Consolidated	\$ 2,586,642	\$ 476,262	\$ 25,044
	=====	=====	=====

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OLD REPUBLIC INTERNATIONAL CORPORATION AND SUBSIDIARIES  
SCHEDULE V - VALUATION AND QUALIFYING ACCOUNTS  
For the years ended December 31, 2004, 2003 and 2002  
(\$ in Thousands)

Column A	Column B	Column C	
Description	Balance Beginning of Period	Charged to Costs Expenses	Charged to Other Accounts - Describe
Year Ended December 31, 2004:			
Deducted from Asset Accounts:			
Reserve for unrecoverable reinsurance	\$ 27,300	\$ 18,352	\$ ---
	=====	=====	=====
Year Ended December 31, 2003:			
Included in Claim Liability Accounts:			
Reserve for unrecoverable reinsurance	\$ 10,550	\$ 16,750	\$ ---
	=====	=====	=====
Year Ended December 31, 2002:			
Included in Claim Liability Accounts:			
Reserve for unrecoverable reinsurance	\$ 10,300	\$ 250	\$ ---
	=====	=====	=====

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OLD REPUBLIC INTERNATIONAL CORPORATION AND SUBSIDIARIES  
 SCHEDULE VI - SUPPLEMENTAL INFORMATION CONCERNING PROPERTY-CASUALTY INSURANCE OPERATIONS  
 For the years ended December 31, 2004, 2003 and 2002  
 (\$ in Thousands)

Column A	Column B	Column C	Column D	Column E	Column F
Affiliation With Registrant	Deferred Policy Acquisition Costs	Reserves for Unpaid Claims and Claim Adjustment Expenses	Discount, If Any, Deducted in Column C	Unearned Premiums	Estimated Earnings
Year Ended December 31, 2004:					
(a) Consolidated property-casualty entities (1)	\$129,368	\$2,269,763	\$139,362	\$743,343	\$1,600,000
(b) Unconsolidated property-casualty subsidiaries (2)					
(c) Proportionate share of registrant and its subsidiaries' 50%-or-less owned property-casualty equity investees (2)					
	\$129,368	\$2,269,763	\$139,362	\$743,343	\$1,600,000
Year Ended December 31, 2003:					
(a) Consolidated property-casualty entities (1)	\$107,998	\$2,047,828	\$142,904	\$663,779	\$1,300,000
(b) Unconsolidated property-casualty subsidiaries (2)					
(c) Proportionate share of registrant and its subsidiaries' 50%-or-less owned property-casualty equity investees (2)					
	\$107,998	\$2,047,828	\$142,904	\$663,779	\$1,300,000
Year Ended December 31, 2002:					
(a) Consolidated property-casualty entities (1)	\$90,092	\$1,881,111	\$145,737	\$580,571	\$1,100,000
(b) Unconsolidated property-casualty subsidiaries (2)					
(c) Proportionate share of registrant and its subsidiaries' 50%-or-less owned property-casualty equity investees (2)					

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owned property-casualty equity  
investees (2)

\$90,092	\$1,881,111	\$145,737	\$580,571	\$1,1
----------	-------------	-----------	-----------	-------

Note: (1) See note (2) to Schedule III.

(2) These amounts are immaterial and have, therefore, been omitted from this schedule.

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OLD REPUBLIC INTERNATIONAL CORPORATION AND SUBSIDIARIES  
SCHEDULE VI - SUPPLEMENTAL INFORMATION CONCERNING PROPERTY-CASUALTY INSURANCE OPERATIONS  
For the years ended December 31, 2004, 2003 and 2002  
(\$ in Thousands)

Column A	Column H		Column I	Column J	Co
Affiliation With Registrant	Current Year	Prior Years	Amortization of Deferred Policy Acquisition Costs	Paid Claims and Claim Adjustment Expenses	Pre Wr
Year Ended December 31, 2004:					
(a) Consolidated property-casualty entities (1)	\$1,122,998	(\$55,695)	\$290,888	\$845,368	\$1,
(b) Unconsolidated property-casualty subsidiaries (2)					
(c) Proportionate share of registrant and its subsidiaries' 50%-or-less owned property-casualty equity investees (2)	\$1,122,998	(\$55,695)	\$290,888	\$845,368	\$1,
Year Ended December 31, 2003:					
(a) Consolidated property-casualty entities (1)	\$943,610	(\$25,804)	\$251,874	\$751,090	\$1,
(b) Unconsolidated property-casualty subsidiaries (2)					
(c) Proportionate share of registrant and its subsidiaries' 50%-or-less owned property-casualty equity investees (2)	\$943,610	(\$25,804)	\$251,874	\$751,090	\$1,

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Year Ended December 31, 2002:

(a) Consolidated property-casualty entities (1)	\$859,634	(\$7,101)	\$219,957	\$727,018	\$1,
(b) Unconsolidated property-casualty subsidiaries (2)					
(c) Proportionate share of registrant and its subsidiaries' 50%-or-less owned property-casualty equity investees (2)					
	-----	-----	-----	-----	-----
	\$859,634	(\$7,101)	\$219,957	\$727,018	\$1,
	=====	=====	=====	=====	=====

Note: (1) See note (2) to Schedule III.

(2) These amounts are immaterial and have, therefore, been omitted from this schedule.