

OLD REPUBLIC INTERNATIONAL CORP

Form 10-Q

November 04, 2016

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: September 30, 2016 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 No. 36-2678171  
(State or other jurisdiction of (IRS Employer Identification No.)  
incorporation or organization)

307 North Michigan Avenue, Chicago, Illinois 60601  
(Address of principal executive office) (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 September 30, 2016
Common Stock / \$1 par value	262,600,130

There are 48 pages in this report

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OLD REPUBLIC INTERNATIONAL CORPORATION

Report on Form 10-Q / September 30, 2016

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

	(Unaudited)	
	September 30, 2016	December 31, 2015
Assets		
Investments:		
Available for sale:		
Fixed maturity securities (at fair value) (amortized cost: \$8,014.1 and \$8,149.4)	\$ 8,354.7	\$ 8,181.5
Equity securities (at fair value) (cost: \$2,396.6 and \$1,826.4)	2,787.4	1,987.8
Short-term investments (at fair value which approximates cost)	707.0	669.4
Miscellaneous investments	30.8	27.2
Total	11,880.1	10,866.1
Held to maturity:		
Fixed maturity securities (at amortized cost) (fair value: \$766.7 and \$359.7)	748.5	355.8
Other investments	3.0	3.5
Total investments	12,631.7	11,225.5
Other Assets:		
Cash	144.6	159.8
Securities and indebtedness of related parties	20.6	27.7
Accrued investment income	94.1	90.1
Accounts and notes receivable	1,508.6	1,310.2
Federal income tax recoverable: Current	27.2	26.5
Deferred	—	154.5
Prepaid federal income taxes	82.4	63.3
Reinsurance balances and funds held	129.3	129.0
Reinsurance recoverable: Paid losses	93.8	61.1
Policy and claim reserves	3,329.7	3,122.5
Deferred policy acquisition costs	277.0	255.4
Sundry assets	471.0	475.6
Total Other Assets	6,178.8	5,876.1
Total Assets	\$ 18,810.6	\$ 17,101.6
Liabilities, Preferred Stock, and Common Shareholders' Equity		
Liabilities:		
Losses, claims, and settlement expenses	\$ 9,247.0	\$ 9,120.1
Unearned premiums	1,969.8	1,748.7
Other policyholders' benefits and funds	192.1	196.4
Total policy liabilities and accruals	11,409.0	11,065.3
Commissions, expenses, fees, and taxes	454.5	452.3
Reinsurance balances and funds	641.4	496.1
Federal income tax payable: Deferred	52.3	—
Debt	1,528.0	952.8
Sundry liabilities	279.0	253.9
Commitments and contingent liabilities		
Total Liabilities	14,364.4	13,220.7
Preferred Stock (1)	—	—
Common Shareholders' Equity:		
Common stock (1)	262.6	261.9

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Additional paid-in capital	710.4	698.0
Retained earnings	3,127.2	2,937.5
Accumulated other comprehensive income	386.8	29.2
Unallocated ESSOP shares (at cost)	(40.9	) (45.8 )
Total Common Shareholders' Equity	4,446.1	3,880.8
Total Liabilities, Preferred Stock and Common Shareholders' Equity	\$ 18,810.6	\$ 17,101.6

(1) At September 30, 2016 and December 31, 2015, 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 262,600,130 and 261,968,328 were issued as of September 30, 2016 and December 31, 2015, respectively. At September 30, 2016 and December 31, 2015, there were 100,000,000 shares of Class B Common Stock, \$1.00 par value, authorized, of which no shares were issued.

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		Nine Months Ended	
	September 30,		September 30,	
	2016	2015	2016	2015
<b>Revenues:</b>				
Net premiums earned	\$1,238.6	\$ 1,259.4	\$3,582.1	\$ 3,520.7
Title, escrow, and other fees	126.7	112.7	342.9	319.4
Total premiums and fees	1,365.4	1,372.1	3,925.1	3,840.1
Net investment income	95.7	104.2	287.0	288.9
Other income	27.5	27.8	81.4	79.8
Total operating revenues	1,488.7	1,504.2	4,293.6	4,208.9
<b>Realized investment gains (losses):</b>				
From sales	12.2	41.4	63.1	77.0
From impairments	(4.9 )	—	(4.9 )	—
Total realized investment gains (losses)	7.2	41.4	58.1	77.0
Total revenues	1,496.0	1,545.7	4,351.7	4,285.9
<b>Benefits, Claims and Expenses:</b>				
Benefits, claims and settlement expenses	590.7	653.4	1,747.8	1,822.6
Dividends to policyholders	4.4	3.3	14.3	12.3
Underwriting, acquisition, and other expenses	724.0	693.9	2,060.3	1,929.5
Interest and other charges	12.6	10.2	34.0	31.0
Total expenses	1,331.9	1,360.9	3,856.5	3,795.5
Income before income taxes (credits)	164.0	184.7	495.2	490.3
<b>Income Taxes (Credits):</b>				
Current	49.4	68.6	145.2	164.1
Deferred	3.6	(9.8 )	14.9	(5.2 )
Total	53.1	58.8	160.2	158.8
Net Income	\$110.9	\$ 125.9	\$335.0	\$ 331.4
<b>Net Income Per Share:</b>				
Basic	\$.43	\$.48	\$1.29	\$ 1.28
Diluted	\$.39	\$.44	\$1.17	\$ 1.16
<b>Average shares outstanding:</b>				
Basic	259,414,230	259,266,696	259,227,603	259,411,347
Diluted	296,444,432	295,868,117	296,193,090	295,930,527
<b>Dividends Per Common Share:</b>				
Cash	\$.1875	\$.1850	\$.5625	\$.5550

See accompanying Notes to Consolidated Financial Statements.

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

	Quarters Ended		Nine Months Ended	
	September 30, 2016	September 30, 2015	September 30, 2016	September 30, 2015
Net Income As Reported	\$110.9	\$125.9	\$335.0	\$331.4
Other comprehensive income (loss):				
Unrealized gains (losses) on securities:				
Unrealized gains (losses) on securities before reclassifications	7.5	(148.5 )	596.5	(265.1 )
Amounts reclassified as realized investment gains from sales in the statements of income	(7.2 )	(41.4 )	(58.1 )	(77.0 )
Pretax unrealized gains (losses) on securities	.2	(190.0 )	538.3	(342.2 )
Deferred income taxes (credits)	—	(66.2 )	188.2	(119.7 )
Net unrealized gains (losses) on securities, net of tax	.1	(123.7 )	350.1	(222.5 )
Defined benefit pension plans:				
Net pension adjustment before reclassifications	—	—	.1	.1
Amounts reclassified as underwriting, acquisition, and other expenses in the statements of income	.1	.2	.4	.7
Net adjustment related to defined benefit pension plans	.1	.2	.6	.9
Deferred income taxes (credits)	—	—	.2	.3
Net adjustment related to defined benefit pension plans, net of tax	.1	.1	.3	.6
Foreign currency translation and other adjustments	(.5 )	(8.5 )	7.0	(14.6 )
Net adjustments	(.2 )	(132.1 )	357.5	(236.5 )
Comprehensive Income (Loss)	\$110.7	\$(6.1 )	\$692.5	\$94.9

See accompanying Notes to Consolidated Financial Statements.

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

	Nine Months Ended September 30, 2016 2015	
Cash flows from operating activities:		
Net income	\$335.0	\$331.4
Adjustments to reconcile net income to net cash provided by operating activities:		
Deferred policy acquisition costs	(21.2 )	(38.1 )
Premiums and other receivables	(198.1 )	(145.9 )
Unpaid claims and related items	25.7	195.6
Unearned premiums and other policyholders' liabilities	87.1	117.5
Income taxes	13.7	31.4
Prepaid federal income taxes	(19.1 )	(17.5 )
Reinsurance balances and funds	112.0	97.1
Realized investment (gains) losses	(58.1 )	(77.0 )
Accounts payable, accrued expenses and other	124.9	71.9
Total	401.9	566.5
Cash flows from investing activities:		
Fixed maturity securities:		
Available for sale:		
Maturities and early calls	715.2	499.7
Sales	282.1	214.6
Sales of:		
Equity securities	374.6	264.3
Other - net	14.6	17.2
Purchases of:		
Fixed maturity securities:		
Available for sale	(876.4 )	(733.6 )
Held to maturity	(401.3 )	(196.4 )
Equity securities	(885.3 )	(405.7 )
Other - net	(35.5 )	(34.3 )
Net decrease (increase) in short-term investments	(37.4 )	8.8
Other - net	—	.1
Total	(849.5 )	(365.3 )
Cash flows from financing activities:		
Issuance of debentures and notes	576.8	—
Issuance of common shares	6.9	5.6
Redemption of debentures and notes	(3.5 )	(3.3 )
Purchase of unallocated ESSOP shares	—	(34.0 )
Dividends on common shares	(145.3 )	(143.7 )
Other - net	(2.5 )	(2.3 )
Total	432.3	(177.8 )



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Increase (decrease) in cash	(15.1 )	23.3
Cash, beginning of period	159.8	136.7
Cash, end of period	\$144.6	\$160.1

Supplemental cash flow information:

Cash paid (received) during the period for: Interest	\$40.7	\$40.7
Income taxes	\$146.4	\$128.1

See accompanying Notes to Consolidated Financial Statements.

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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"). These interim financial statements should be read in conjunction with these notes and those included in the Company's 2015 Annual Report on Form 10-K incorporated herein by reference.

Pertinent accounting and disclosure pronouncements issued from time to time by the FASB are adopted by the Company as they become effective. In May 2015, the FASB issued guidance requiring additional disclosures about short-duration insurance contracts. The new disclosures, which are required for annual periods beginning after December 31, 2015 and for interim periods beginning after December 31, 2016, are intended to provide additional information about insurance liabilities including the nature, amount, timing, and uncertainty of future cash flows related to those liabilities. In May 2014, the FASB issued a comprehensive revenue recognition standard which will be effective in 2018 and applies to all entities that have contracts with customers, except for those that fall within the scope of other standards, such as insurance contracts. In January 2016, the FASB issued guidance on the recognition and measurement of financial instruments which will be effective in 2018. Among other changes, the standard will require equity investments to be measured at fair value with changes in fair value recognized in the consolidated statement of income. In February 2016, the FASB issued guidance on lease accounting which will be effective in 2019 and requires balance sheet recognition of all leases with a term of greater than 12 months. In March 2016, the FASB issued guidance intended to simplify certain aspects of accounting for share-based payment award transactions which will be effective beginning in 2017. Most recently, in June 2016, the FASB issued guidance on accounting for credit losses on financial instruments which will be effective in 2020. The guidance will require immediate recognition of expected credit losses for certain financial instruments and also modifies the impairment model for available for sale debt securities. The Company is currently evaluating the foregoing guidance to determine the potential impact of its adoption on its consolidated financial statements. Certain debt amounts have been reduced due to the reclassification of immaterial debt issuance costs previously classified as deferred assets, in order to comply with a 2015 pronouncement issued by the FASB.

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 available to common stockholders by the weighted-average number of common shares actually outstanding for the quarterly and year-to-date periods. Diluted earnings per share are similarly calculated with the inclusion of dilutive common stock equivalents. The following table provides a reconciliation of net income and the number of shares used in basic and diluted earnings per share calculations.

	Quarters Ended		Nine Months Ended	
	September 30,		September 30,	
	2016	2015	2016	2015
Numerator:				
Net income	\$ 110.9	\$ 125.9	\$ 335.0	\$ 331.4
Numerator for basic earnings per share - income available to common stockholders	110.9	125.9	335.0	331.4
Adjustment for interest expense incurred on assumed conversion of convertible notes	3.6	3.6	10.9	10.9
Numerator for diluted earnings per share - income available to common stockholders after assumed conversion of convertible notes	\$ 114.6	\$ 129.6	\$ 345.9	\$ 342.4
Denominator:				
Denominator for basic earnings per share - weighted-average shares (a)	259,414,250	266,696	259,227,205	265,411,347
Effect of dilutive securities - stock based compensation awards	1,328,657	989,911	1,287,205	1,030,917
Effect of dilutive securities - convertible senior notes	35,701,345	611,510	35,678,280	588,263
Denominator for diluted earnings per share - adjusted weighted-average shares and assumed conversion of convertible notes (a)	296,444,252	868,117	296,193,790	930,527
Earnings per share: Basic	\$.43	\$.48	\$1.29	\$ 1.28
Diluted	\$.39	\$.44	\$1.17	\$ 1.16
Anti-dilutive common stock equivalents excluded from earning per share computations:				
Stock based compensation awards	1,678,675	040,050	1,678,675	040,050
Convertible senior notes	—	—	—	—
Total	1,678,675	040,050	1,678,675	040,050

(a) 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 not yet allocated to participants in the plan be excluded from the calculation. Such shares are issued and outstanding and have the same voting and other rights applicable to all other common shares.

### 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 September 30, 2016 and December 31, 2015, substantially all the Company's invested assets were classified as "available for sale."

Fixed maturity securities classified as "held to maturity" are carried at amortized cost while fixed maturity securities and other preferred and common stocks (equity securities) classified as "available for sale" 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 the issuer's 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 consecutively during 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 \$4.9 of OTTI adjustments for the quarter and nine months ended September 30, 2016 and no adjustments for the same periods of 2015.

The amortized cost and estimated fair values by type and contractual maturity of fixed maturity securities are shown in the following tables. 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	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
Fixed Maturity Securities by Type:				
September 30, 2016:				
Available for sale:				
U.S. & Canadian Governments	\$ 1,402.7	\$ 41.0	\$ —	\$ 1,443.7
Corporate	6,611.3	317.0	17.4	6,911.0
	\$ 8,014.1	\$ 358.1	\$ 17.4	\$ 8,354.7
Held to maturity:				
Tax-exempt	\$ 748.5	\$ 18.7	\$ .5	\$ 766.7
December 31, 2015:				
Available for sale:				
U.S. & Canadian Governments	\$ 1,269.5	\$ 18.9	\$ 3.6	\$ 1,284.9
Corporate	6,879.9	166.8	150.2	6,896.5
	\$ 8,149.4	\$ 185.8	\$ 153.8	\$ 8,181.5
Held to maturity:				
Tax-exempt	\$ 355.8	\$ 4.0	\$ .1	\$ 359.7

	Amortized Cost	Estimated Fair Value
Fixed Maturity Securities Stratified by Contractual Maturity at September 30, 2016:		
Available for sale:		
Due in one year or less	\$ 718.4	\$ 726.2
Due after one year through five years	3,997.6	4,170.1
Due after five years through ten years	3,150.1	3,299.1
Due after ten years	147.9	159.2
	\$ 8,014.1	\$ 8,354.7
Held to maturity:		
Due in one year or less	\$ —	\$ —
Due after one year through five years	23.3	23.3
Due after five years through ten years	687.1	704.3
Due after ten years	38.0	39.1
	\$ 748.5	\$ 766.7

A summary of the Company's equity securities follows:

	Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
Equity Securities:				
September 30, 2016	\$2,396.6	\$ 423.1	\$ 32.3	\$ 2,787.4
December 31, 2015	\$1,826.4	\$ 266.7	\$ 105.3	\$ 1,987.8

The following table reflects the Company's gross unrealized losses and fair value, aggregated by category and length of time that individual available for sale and held to maturity securities have been in an unrealized loss position. Fair value and issuer's cost comparisons follow:

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	12 Months or Less		Greater than 12 Months		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
September 30, 2016:						
Fixed Maturity Securities:						
U.S. & Canadian Governments	\$70.1	\$ —	\$1.2	\$ —	\$71.4	\$ —
Tax-exempt	141.0	.5	—	—	141.0	.5
Corporate	219.7	2.6	287.0	14.7	506.7	17.4
Subtotal	430.8	3.2	288.2	14.7	719.1	18.0
Equity Securities	217.0	7.3	193.4	25.0	410.4	32.3
Total	\$647.9	\$ 10.5	\$481.7	\$ 39.8	\$1,129.6	\$ 50.3

December 31, 2015:

Fixed Maturity Securities:						
U.S. & Canadian Governments	\$363.3	\$ 2.8	\$59.2	\$ .7	\$422.6	\$ 3.6
Tax-exempt	49.5	.1	—	—	49.5	.1
Corporate	2,214.5	100.0	336.4	50.2	2,550.9	150.2
Subtotal	2,627.4	103.0	395.7	50.9	3,023.1	154.0
Equity Securities	502.1	87.3	31.3	17.9	533.4	105.3
Total	\$3,129.5	\$ 190.4	\$427.0	\$ 68.9	\$3,556.6	\$ 259.3

At September 30, 2016, the Company held 185 fixed maturity and 15 equity securities in an unrealized loss position, representing 10.1% (as to fixed maturities) and 14.4% (as to equity securities) of the total number of such issues it held. At December 31, 2015, the Company held 709 fixed maturity and 22 equity securities in an unrealized loss position, representing 39.2% (as to fixed maturities) and 23.9% (as to equity securities) of the total number of such issues it held. Of the securities in an unrealized loss position, 51 and 79 fixed maturity securities and 3 and 1 equity securities, had been in a continuous unrealized loss position for more than 12 months as of September 30, 2016 and December 31, 2015, respectively. The unrealized losses on these securities are primarily deemed to reflect changes in the interest rate environment and changes in fair values of fixed income and equity securities issued by participants in the extractive industries in particular. As part of its assessment of other-than-temporary impairments, 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.

Fair Value Measurements - Fair value is defined as the estimated price that is likely to 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 financial instruments 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 other

sources including 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 and uses 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 and equity securities. There were no significant changes in the fair value of assets measured with the use of significant unobservable inputs as of September 30, 2016 and December 31, 2015.

The following tables show a summary of the fair value of financial assets segregated among the various input levels described above:



As of September 30, 2016:	Fair Value Measurements			
	Level 1	Level 2	Level 3	Total
Available for sale:				
Fixed maturity securities:				
U.S. & Canadian Governments	\$745.5	\$698.2	\$ —	-\$1,443.7
Corporate	—	6,900.5	10.5	6,911.0
Equity securities	2,785.2	—	2.2	2,787.4
Short-term investments	707.0	—	—	707.0
Held to maturity:				
Fixed maturity securities:				
Tax-exempt	\$—	\$766.7	\$ —	-\$766.7
As of December 31, 2015:				
Available for sale:				
Fixed maturity securities:				
U.S. & Canadian Governments	\$606.6	\$678.2	\$ —	-\$1,284.9
Corporate	—	6,886.0	10.5	6,896.5
Equity securities	1,985.8	—	2.0	1,987.8
Short-term investments	669.4	—	—	669.4
Held to maturity:				
Fixed maturity securities:				
Tax-exempt	\$—	\$359.7	\$ —	-\$359.7

There were no transfers between Levels 1, 2 or 3 during the quarter ended September 30, 2016.

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 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 September 30, 2016, 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 periods shown.

	Quarters Ended		Nine Months Ended	
	September 30, 2016	2015	September 30, 2016	2015
Investment income from:				
Fixed maturity securities	\$73.2	\$73.8	\$222.7	\$221.4
Equity securities	22.0	30.3	62.7	66.7
Short-term investments	.4	.2	1.6	.6
Other sources	.9	.7	2.9	2.6
Gross investment income	96.7	105.1	290.0	291.4
Investment expenses (a)	.9	.8	2.9	2.5
Net investment income	\$95.7	\$104.2	\$287.0	\$288.9
Realized gains (losses) on:				
Fixed maturity securities:				
Gains	\$3.9	\$3.1	\$11.0	\$11.3
Losses	(11.6 )	—	(12.3 )	(.4 )
Net	(7.6 )	3.1	(1.2 )	10.8
Equity securities:				
Gains	16.5	40.0	84.8	69.7
Losses	(1.5 )	(1.4 )	(25.4 )	(3.1 )
Net	14.9	38.5	59.4	66.6
Other long-term investments, net	—	(.2 )	—	(.5 )
Total realized gains (losses)	7.2	41.4	58.1	77.0
Income taxes (credits)	2.5	14.5	20.3	26.9
Net realized gains (losses)	\$4.7	\$26.9	\$37.7	\$50.0
Changes in unrealized investment gains (losses) on:				
Fixed maturity securities	\$16.9	\$(41.3 )	\$308.7	\$(97.3 )
Less: Deferred income taxes (credits)	5.9	(14.3 )	107.9	(34.0 )
	11.0	(27.0 )	200.8	(63.3 )
Equity securities & other long-term investments	(16.6 )	(148.7 )	229.6	(244.8 )
Less: Deferred income taxes (credits)	(5.8 )	(51.9 )	80.3	(85.7 )
	(10.8 )	(96.7 )	149.2	(159.1 )
Net changes in unrealized investment gains (losses)	\$.1	\$(123.7)	\$350.1	\$(222.5)

Investment expenses consist of personnel costs and investment management and custody service fees, as well as (a) interest incurred on funds held of \$.1 and \$- for the quarters ended September 30, 2016 and 2015, and \$.3 and \$.2 for the nine months ended September 30, 2016 and 2015, respectively.

#### 4. Employee Benefit Plans:

The Company has a pension plan (the Plan) covering a portion of its work force. The Plan is a defined benefit plan pursuant to which pension payments are based primarily on years of service and employee compensation near retirement. The Plan is closed to new participants and benefits were frozen as of December 31, 2013. As a result, eligible employees retain all of the vested rights as of the effective date of the freeze, while additional benefits no longer accrue. Plan assets are comprised principally of fixed maturity securities, common stocks and short-term

investments. Cash contributions of \$- and \$1.8 were made to the pension plan in the third quarter of 2016 and 2015, respectively, and \$- and \$5.5 were made during the first nine months of 2016 and 2015, respectively. No additional cash contributions are expected to be made in the remaining portion of calendar year 2016.

5. Information About Segments of Business:

Old Republic is engaged in the single business of insurance underwriting and related services. The Company conducts its operations through a number of regulated insurance company subsidiaries organized into three major segments, namely its General Insurance Group (property and liability insurance), Title Insurance Group, and the Republic Financial Indemnity Group ("RFIG") Run-off Business. The results of a small life & accident insurance business are included with those of the holding company parent and minor corporate services 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		Nine Months Ended	
	September 30, 2016	September 30, 2015	September 30, 2016	September 30, 2015
<b>General Insurance:</b>				
Net premiums earned	\$732.0	\$744.5	\$2,192.8	\$2,157.2
Net investment income and other income	104.5	110.9	314.2	311.3
Total revenues before realized gains or losses	\$836.5	\$855.4	\$2,507.1	\$2,468.5
Income before taxes (credits) and realized investment gains or losses (a)	\$75.9	\$97.0	\$243.1	\$264.1
Income tax expense (credits) on above	\$22.7	\$29.8	\$74.0	\$83.5
<b>Title Insurance:</b>				
Net premiums earned	\$461.6	\$454.0	\$1,244.2	\$1,178.4
Title, escrow and other fees	126.7	112.7	342.9	319.4
Sub-total	588.4	566.7	1,587.2	1,497.8
Net investment income and other income	9.2	9.1	28.0	25.9
Total revenues before realized gains or losses	\$597.7	\$575.9	\$1,615.2	\$1,523.7
Income before taxes (credits) and realized investment gains or losses (a)	\$58.5	\$55.0	\$124.5	\$118.7
Income tax expense (credits) on above	\$20.8	\$19.2	\$44.2	\$41.5
<b>RFIG Run-off Business:</b>				
Net premiums earned	\$40.4	\$55.8	\$131.0	\$170.3
Net investment income and other income	5.7	6.4	17.5	19.0
Total revenues before realized gains or losses	\$46.2	\$62.2	\$148.5	\$189.4
Income before taxes (credits) and realized investment gains or losses	\$18.4	\$(12.5)	\$60.4	\$22.4
Income tax expense (credits) on above	\$6.3	\$(4.5)	\$20.9	\$7.6
<b>Consolidated Revenues:</b>				
Total revenues of above Company segments	\$1,480.5	\$1,493.6	\$4,270.9	\$4,181.7
Other sources (b)	32.1	31.1	89.2	89.1
Consolidated net realized investment gains (losses)	7.2	41.4	58.1	77.0
Consolidation elimination adjustments	(23.9)	(20.6)	(66.5)	(61.9)
Consolidated revenues	\$1,496.0	\$1,545.7	\$4,351.7	\$4,285.9
<b>Consolidated Income Before Taxes (Credits):</b>				
Total income before income taxes (credits) and realized investment gains or losses of above Company segments	\$152.8	\$139.5	\$428.2	\$405.4
Other sources - net (b)	3.9	3.7	8.8	7.9
Consolidated net realized investment gains (losses)	7.2	41.4	58.1	77.0
Consolidated income before income taxes (credits)	\$164.0	\$184.7	\$495.2	\$490.3
<b>Consolidated Income Tax Expense (Credits):</b>				
Total income tax expense (credits) for above Company segments	\$49.9	\$44.5	\$139.2	\$132.7

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Other sources - net (b)	.5	(.2	) .6	(.8	)
Income tax expense (credits) on consolidated net realized investment gains (losses)	2.5	14.5	20.3	26.9	
Consolidated income tax expense (credits)	\$53.1	\$58.8	\$160.2	\$158.8	

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	September 30, 2016	December 31, 2015
Consolidated Assets:		
General Insurance	\$ 15,541.8	\$14,523.0
Title Insurance	1,384.2	1,314.3
RFIG Run-off Business	942.9	978.7
Total assets for the above company segments	17,868.9	16,816.1
Other assets (b)	1,293.1	760.5
Consolidation elimination adjustments	(351.4	) (475.0 )
Consolidated assets	\$ 18,810.6	\$17,101.6

Income 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 - \$13.2 and \$38.6 compared to \$10.5 and (a) \$31.0 for the quarter and nine months ended September 30, 2016 and 2015, respectively, and Title - \$2.1 and \$6.3 compared to \$2.0 and \$6.1 for the quarter and nine months ended September 30, 2016 and 2015, respectively.

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

The material increases in mortgage guaranty insurance claims and loss payments that began in 2007 gradually depleted Republic Mortgage Insurance Company's ("RMIC") statutory capital base and forced it to discontinue writing new business. The insurance laws of 16 jurisdictions, including RMIC's and its affiliate company, Republic Mortgage Insurance Company of North Carolina's ("RMICNC") domiciliary state of North Carolina, require a mortgage insurer to maintain a minimum amount of statutory capital relative to risk in force (or a similar measure) in order to continue to write new business. The formulations currently allow for a maximum risk-to-capital ratio of 25 to 1, or alternatively stated, a "minimum policyholder position" ("MPP") of one-twenty-fifth of the total risk in force. The failure to maintain the prescribed minimum capital level in a particular state generally requires a mortgage insurer to immediately stop writing new business until it reestablishes the required level of capital or receives a waiver of the requirement from a state's insurance regulatory authority. RMIC breached the minimum capital requirement during the third quarter of 2010. RMIC had previously requested and, subsequently received waivers or forbearance of the minimum policyholder position requirements from the regulatory authorities in substantially all affected states. Following several brief extensions, the waiver from its domiciliary state of North Carolina expired on August 31, 2011, and RMIC and its affiliate company, RMICNC, discontinued writing new business in all states and limited themselves to servicing the run-off of their existing business. They were placed under the North Carolina Department of Insurance's ("NCDOI") administrative supervision the following year and ultimately ordered to defer the payment of 40% of all settled claims as a deferred payment obligation ("DPO").

On July 1, 2014, the NCDOI issued a Final Order approving an Amended and Restated Corrective Plan (the "Amended Plan") submitted jointly on April 16, 2014, by RMIC and RMICNC. Under the Amended Plan, RMIC and RMICNC were authorized to pay 100% of their DPOs accrued as of June 30, 2014 and to settle all subsequent valid claims entirely in cash, without establishing any DPOs. In anticipation of receiving this Final Order, ORI invested \$125.0 of cash and securities in RMIC during June 2014. In mid-July 2014, in furtherance of the Final Order, RMIC and RMICNC processed payments of their accumulated DPO balances of approximately \$657.0 relating to fully settled claims charged to periods extending between January 19, 2012 and June 30, 2014. Both subsidiaries remain under the supervision of the NCDOI as they continue to operate in run-off mode. The approval of the Amended Plan notwithstanding, the NCDOI retains its regulatory supervisory powers to review and amend the terms of the Amended Plan in the future as circumstances may warrant.

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.

On December 19, 2008, Old Republic Insurance Company and 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 ("BNYM") in the Circuit Court, Cook County, Illinois (Old Republic Insurance Company, et al. v. Countrywide Bank FSB, et al.) seeking rescission of 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, a declaratory judgment and money damages based upon systemic material misrepresentations and fraud by Countrywide as to the credit characteristics of the loans or by the borrowers in their loan applications. 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 well as unspecified compensatory and punitive damages. The Court ruled that Countrywide does not have standing to counterclaim with respect to the policies insuring the securitized loans because those policies were issued to BNYM. In response, Countrywide and BNYM jointly filed a motion asking the Court to allow an amended counterclaim in which BNYM would raise substantially similar allegations as those raised by Countrywide and make substantially similar requests but with respect to the policies issued to BNYM. The Court dismissed their motion, with leave to re-plead the counterclaim. BNYM's subsequent attempt to re-plead was granted by the Court and BNYM has re-pleaded its counterclaim. A multi-phase trial is set to begin March 13, 2017.

On December 30, 2011 and on January 4, 2013, purported class action suits alleging RESPA violations were filed in the Federal District Court, for the Eastern District of Pennsylvania targeting RMIC, other mortgage guaranty insurance companies, PNC Financial Services Group (as successor to National City Bank) and HSBC Bank USA, N.A., and their wholly-owned captive insurance subsidiaries. (White, Hightower, et al. v. PNC Financial Services Group (as successor to National City Bank) et al.), (Ba, Chip, et al. v. HSBC Bank USA, N.A., et al.). The lawsuits are two of twelve against various lenders, their captive reinsurers and the mortgage insurers, filed by the same law firms. All of these lawsuits were substantially identical in alleging that the mortgage guaranty insurers had reinsurance arrangements with the defendant banks' captive insurance subsidiaries under which payments were made in violation of the anti-kickback and fee splitting prohibitions of Sections 8(a) and 8(b) of RESPA. Ten of the twelve suits have been dismissed. A class has not been certified in either remaining suit. Those two suits seeking unspecified damages, costs, fees and the return of the allegedly improper payments were settled with an agreement to make nominal payments.

On October 9, 2014, Intellectual Ventures I LLC and Intellectual Ventures II LLC (collectively, "IV") served a complaint naming as defendants Old Republic National Title Insurance Company, Old Republic Title Insurance Group, Inc., Old Republic Insurance Company and Old Republic General Insurance Group, Inc. (collectively, "Old Republic")(Intellectual Ventures I LLC et al. v. Old Republic General Insurance Group, Inc. et al.). The lawsuit is pending in the United States District Court for the Western District of Pennsylvania. IV alleges that Old Republic has infringed three patents and seeks damages, costs, expenses, and pre-judgment and post-judgment interest for the alleged infringement, in addition to injunctive relief. On October 14, 2014, Old Republic filed a motion to dismiss each count of the complaint on the grounds that the patents fail to meet the patentability test established by the United States Supreme Court in *Alice Corp. Pty. Ltd. v. CLS Bank*, 134 S.Ct. 2347 (2014). The Court granted Old Republic's motion to dismiss on all three patents on September 25, 2015. Concurrently, Old Republic filed inter partes review petitions challenging validity of the patents before the United States Patent & Trademark Office ("USPTO") in late September and early October, 2015. In late October, 2015, IV filed notice of its appeal of the District Court's dismissal of its claims. The appeal has been argued before the United States Court of Appeal for the Federal Circuit and a decision is pending. The Patent and Trademark Appeal Board of the USPTO has accepted the petitions challenging the validity of all three patents and has until early April, 2017, to rule.

On January 20, 2015, Intellectual Ventures II LLC filed two complaints in the United States District Court for the Eastern District of Texas naming as defendants Great West Casualty Company and BITCO General Insurance Corporation and BITCO National Insurance Company. (Intellectual Ventures II LLC v. Great West Casualty Company) and (Intellectual Ventures II LLC v. BITCO General Insurance Corporation et al.) The plaintiff alleges a single patent infringement and seeks damages, costs, expenses, and pre-judgment and post-judgment interest in addition to injunctive relief. On April 9, 2015, plaintiff amended each complaint to allege a second patent infringement claim. The District Court set a trial date in September, 2016. In August and September, 2015, Great West and BITCO filed inter partes review petitions challenging validity of the patents before the United States Patent & Trademark Office. Both petitions have been accepted for review. The Patent and Trademark Appeal Board of the USPTO has until February 9, 2017, to rule on the validity challenge of one of the patents and until March 22, 2017, to rule on the other patent. On May 11, 2016, the parties filed a stipulation of dismissal on one of the patent infringement claims in the District Court. On June 29, 2016, IV disclaimed all claims it asserted against Great West and BITCO on that patent and, accordingly, the inter partes review will be terminated by the Patent and Trademark Appeal Board in due course. With respect to the remaining single patent infringement claim, on May 12, 2016, the District Court issued a stay on the suit until such time as the Patent and Trade Mark Appeal Board issues its ruling on the inter partes review.

On July 5, 2016, Ocwen Loan Servicing, LLC and Homeward Residential, Inc. (collectively, "Ocwen") filed an amendment to an initial complaint against Republic Mortgage Insurance Company and Republic Mortgage Insurance Company of North Carolina (collectively, "RMIC"). The suit, which is captioned *Ocwen et al. v. RMIC et al.*, is



pending in the General Court of Justice, Superior Court Division for Forsyth County, North Carolina. The amendment for the first time identifies specific mortgage insurance certificates as to which Ocwen alleges breaches of contract, bad faith and violations of certain fair claims settlement practices laws and seeks declaratory relief in regard to certain claims handling practices on future claims. RMIC believes the suit is without merit and intends to defend vigorously.

Under GAAP, an estimated loss is accrued only if the loss is probable and reasonably estimable. The Company and its subsidiaries have defended and intend to continue defending vigorously against each of the aforementioned actions. The Company does not believe it probable that any of these actions will have a material adverse effect on its consolidated financial position, results of operations, or cash flows, though there can be no assurance in those regards. The Company has made an estimate of its potential liability under certain of these matters, all of which seek unquantified damages, attorneys' fees, and expenses. Because of the uncertainty of the ultimate outcomes of the aforementioned disputes, additional costs may arise in future periods beyond the Company's current reserves. It is also unclear what effect, if any, the run-off operations of RMIC and its limited capital will have in the actions against it.

## 7. Debt:

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

	September 30, 2016		December 31, 2015	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
3.75% Convertible Senior Notes due 2018	\$547.3	\$665.1	\$546.0	\$709.5
4.875% Senior Notes due 2024	395.5	432.5	395.1	404.6
3.875% Senior Notes due 2026	544.4	550.6	—	—
ESSOP debt with an average yield of 3.95% and 3.69%, respectively	8.1	8.1	11.7	11.7
Other miscellaneous debt with an average yield of 1.8%	32.4	32.5	—	—
Total debt	\$1,528.0	\$1,689.0	\$952.8	\$1,125.8

On August 26, 2016, the Company completed a public offering of \$550.0 aggregate principal amount of Senior Notes. The notes bear interest at a rate of 3.875% per year and mature on August 26, 2026.

On September 23, 2014, the Company completed a public offering of \$400.0 aggregate principal amount of Senior Notes. The notes bear interest at a rate of 4.875% per year and mature on October 1, 2024.

The Company completed a public offering of \$550.0 aggregate principal amount of Convertible Senior Notes in early March, 2011. The notes bear interest at a rate of 3.75% per year, mature on March 15, 2018, and are convertible at any time prior to maturity by the holder into 64,3407 shares (subject to periodic adjustment under certain circumstances) of common stock per one thousand dollar note.

The Company's 3.75% Convertible Senior Notes, 4.875% Senior Notes, and 3.875% Senior Notes ("the Notes") contain provisions defining certain events of default, among them a court ordered proceeding due to the insolvency of a Significant Subsidiary. The Notes define Significant Subsidiary in accordance with the paragraph (w) of Rule 1-02 of the SEC's Regulation S-X. The Company's flagship mortgage guaranty insurance carrier, RMIC, qualifies as a Significant Subsidiary for purposes of the Notes. If RMIC were to become statutorily impaired, its insolvency could trigger a receivership proceeding which, in turn could ultimately result in an event of default. If this were to occur, the outstanding principal of the Notes could become immediately due and payable. Management believes the Final Order by the North Carolina Department of Insurance to RMIC has precluded such an event of default from occurring in the foreseeable future. Moreover, RMIC was statutorily solvent at September 30, 2016 and management has every expectation that its solvent state is likely to prevail. RMIC is expected to be an increasingly less significant subsidiary over time as its in force business declines.

Fair Value Measurements - The Company utilizes indicative market prices, which incorporate recent actual market transactions and current bid/ask quotations to estimate the fair value of outstanding debt securities that are classified within Level 2 of the fair value hierarchy as presented below. The Company uses an internally generated interest yield market matrix table, which incorporates maturity, coupon rate, credit quality, structure and current market conditions to estimate the fair value of its outstanding debt securities that are classified within Level 3.

The following table shows a summary of the carrying value and fair value of financial liabilities segregated among the various input levels described in Note 3 above:

Carrying Value	Fair Value	Level	Level	Level
		1	2	3

## Financial Liabilities:

## Debt:

September 30, 2016	\$1,528.0	\$1,689.0	\$-1,648.4	\$40.6
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December 31, 2015	\$952.8	\$1,125.8	\$-1,114.1	\$11.7
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## 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. To the best of management's knowledge, 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. During the second quarter 2016, the IRS completed an examination of the Company's consolidated Federal income tax returns for the years 2011 through 2013, which produced no material change to the Company's net income.

OLD REPUBLIC INTERNATIONAL CORPORATION  
MANAGEMENT ANALYSIS OF FINANCIAL POSITION AND RESULTS OF OPERATIONS  
Nine Months Ended September 30, 2016 and 2015  
(\$ 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", "ORI", or "the Company"). The Company conducts its operations through three major segments, namely, its General (property and liability), Title, and the RFIG (mortgage guaranty and consumer credit indemnity) Run-off Business. A small life and accident insurance business, accounting for .4% of consolidated operating revenues for the nine months ended September 30, 2016 and .9% of consolidated assets as of that date, 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"). As a publicly held company, Old Republic utilizes GAAP largely to comply with the financial reporting requirements of the Securities and Exchange Commission ("SEC"). From time to time the FASB and the SEC issue various releases, most of which require additional financial statement disclosures and provide related application guidance. Recent guidance issued by the FASB is summarized further in Note 1 of the Notes to Consolidated Financial Statements.

As a state regulated financial institution vested with the public interest, however, business of the Company's insurance subsidiaries is managed pursuant to the laws, regulations, and accounting practices of the various states in the U.S. and those of a small number of other jurisdictions outside the U.S. in which they operate. In comparison with GAAP, the statutory accounting practices reflect greater conservatism and comparability among insurers, and are intended to address the primary financial security interests of policyholders and their beneficiaries. Additionally, these practices also affect a significant number of important factors such as product pricing, risk bearing capacity and capital adequacy, the determination of Federal income taxes payable currently among ORI's tax-consolidated entities, and the upstreaming of dividends by insurance subsidiaries to the parent holding company. The major differences between these statutory financial accounting practices and GAAP are summarized in Note 1(a) to the consolidated financial statements included in Old Republic's 2015 Annual Report on Form 10-K.

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 for sufficiency of 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, and by investments in large capitalization equity securities with necessary market liquidity.

In light of the above factors, the Company's affairs are necessarily managed for the long run and without significant 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 or preferably ten year intervals. A ten year period in particular can likely encompass at least one economic and/or underwriting cycle and thereby provide an appropriate time frame for such cycle to run its course, for premium rate changes to emerge in financial results, and for reserved claim costs to be quantified with greater finality and effect.

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

## EXECUTIVE SUMMARY

Pretax operating earnings rose 9.4 and 5.7 percent in the third quarter and first nine months, respectively, while net operating income per share for these respective periods was up 5.7 and 5.1 percent. In each of these periods Old Republic's General Insurance segment posted lower operating earnings due to lessened underwriting profitability, most pronouncedly in this year's third quarter. The better performances registered by Title Insurance and the RFIG Run-Off segment, however, more than offset the lower general insurance results. As the table immediately below indicates, realized net investment gains enhanced pretax and net income to different extents in each of the respective periods of 2016 and 2015.

## Financial Highlights

	Quarters Ended		Nine Months Ended	
	September 30,		September 30,	
	2016	2015	2016	2015
Operating revenues:				
General insurance	\$836.5	\$855.4	\$2,507.1	\$2,468.5
Title insurance	597.7	575.9	1,615.2	1,523.7
Corporate and other	8.1	10.5	22.7	27.1
Subtotal	1,442.4	1,442.0	4,145.0	4,019.5
RFIG run-off business	46.2	62.2	148.5	189.4
Total	\$1,488.7	\$1,504.2	\$4,293.6	\$4,208.9
Pretax operating income (loss):				
General insurance	\$75.9	\$97.0	\$243.1	\$264.1
Title insurance	58.5	55.0	124.5	118.7
Corporate and other	3.9	3.7	8.8	7.9
Subtotal	138.3	155.8	376.6	390.8
RFIG run-off business	18.4	(12.5 )	60.4	22.4
Total	156.7	143.3	437.0	413.3
Realized investment gains (losses):				
From sales	12.2	41.4	63.1	77.0
From impairments	(4.9 )	—	(4.9 )	—
Net realized investment gains (losses)	7.2	41.4	58.1	77.0
Consolidated pretax income (loss)	164.0	184.7	495.2	490.3
Income taxes (credits)	53.1	58.8	160.2	158.8
Net income (loss)	\$110.9	\$125.9	\$335.0	\$331.4
Components of diluted earnings per share:				
Net operating income (loss):				
General insurance	\$0.18	\$0.23	\$0.57	\$0.61
Title insurance	0.13	0.12	0.27	0.26
Corporate and other	0.02	0.03	0.07	0.07
Subtotal	0.33	0.38	0.91	0.94
RFIG run-off business	0.04	(0.03 )	0.13	0.05
Total	0.37	0.35	1.04	0.99
Net realized investment gains (losses)	0.02	0.09	0.13	0.17
Net income (loss)	\$0.39	\$0.44	\$1.17	\$1.16
Cash dividends paid per share	\$0.1875	\$0.1850	\$0.5625	\$0.5550
Ending book value per share			\$17.13	\$14.95

The preceding table shows both operating and net income to highlight the effects of realized investment gains or losses on period-to-period earnings comparisons. Management uses operating income, a non-GAAP financial measure, to evaluate and better explain operating performance, believing that the measure enhances an understanding of Old Republic's core business results. Operating income, however, does not replace net income determined in accordance with GAAP as a measure of total profitability.

The recognition of realized investment gains or losses can be highly discretionary due to such factors as the timing of individual securities sales, the recording of estimated losses from write-downs of impaired securities, tax-planning considerations, and changes in investment management judgments regarding the direction of securities markets or the future prospects of individual investees or industry sectors. Since 2013, asset management operations have in part been oriented toward an enhancement of income from interest and dividends. To some extent this strategy has led to a minimization of non-income producing or low-yielding securities. Proceeds from such securities' sales and maturities, as well as newly investable funds have largely been directed to purchases of higher yielding common shares of American companies with distinguished long-term records of earnings and dividend growth. More recently the Company has allotted greater investable funds to tax exempt issues which tend to generate pretax yields lower than those of fully taxable corporate or U.S. Government fixed maturity securities.

General Insurance Results - The table below shows the major elements affecting this segment's performance for each of the periods reported upon.

	General Insurance Group					
	Quarters Ended			Nine Months Ended		
	September 30,			September 30,		
	2016	2015	Change	2016	2015	Change
Net premiums earned	\$732.0	\$744.5	(1.7 )%	\$2,192.8	\$2,157.2	1.7 %
Net investment income	77.2	83.1	(7.0 )	233.6	231.6	0.9
Other income	27.2	27.8	(2.1 )	80.6	79.7	1.1
Operating revenues	836.5	855.4	(2.2 )	2,507.1	2,468.5	1.6
Benefits and claim costs	538.3	549.4	(2.0 )	1,595.5	1,588.5	0.4
Sales and general expenses	207.5	197.1	5.3	625.5	581.5	7.6
Interest and other costs	14.6	11.8	23.9	42.8	34.3	24.9
Total operating expenses	760.5	758.4	0.3	2,263.9	2,204.3	2.7
Pretax operating income (loss)(*)	\$75.9	\$97.0	(21.7)%	\$243.1	\$264.1	(8.0 )%
Benefit and claim ratio	73.5 %	73.8 %	72.8 %	73.6 %		
Expense ratio	24.6	22.7	24.9	23.3		
Composite underwriting ratio	98.1 %	96.5 %	97.7 %	96.9 %		

(\*) In connection with the run-off mortgage guaranty ("MI") and consumer credit indemnity ("CCI") combination, \$5.1 and \$26.3 of pretax operating losses for the third quarter and first nine months of 2016, and \$12.4 and \$37.4 of pretax operating losses for the respective periods of 2015, are retained by certain general insurance companies pursuant to various quota share and stop loss reinsurance agreements. All of these amounts, however, have been reclassified such that 100% of the CCI run-off business is reported in the RFIG run-off segment.

General Insurance pretax operating earnings in this year's latest quarter and first nine months were most affected by lower underwriting profitability. This outcome was largely caused by relatively higher operating expenses. Net investment income, though less additive than in more recent times, counterbalanced the lessened underwriting results in some degree.

Earned premium levels were basically flat year-over-year. For both 2016 periods premium income was affected positively by gains in commercial automobile (trucking), in certain other coverages such as home and auto warranty, and by emerging premium production from a new underwriting facility established in early 2015. In total, however, premium growth in this year's interim periods was hindered by lower volume in a large account construction book of business facing a particularly competitive environment, and by reduced volume for various other products including those sold in the energy services field.

Consolidated General Insurance benefit and claim costs were reasonably stable for the respective quarterly and nine month periods of 2016 with such costs and related ratios largely unaffected by developments of prior years' reserves. By contrast, claim ratios for the corresponding periods of 2015 were inclusive of a 1.0 percentage point addition arising from unfavorable developments of previously established reserves. Relatively higher expense ratios in 2016's periods resulted mostly from greater costs incurred for a start-up business, additional litigation cost provisions in this year's second quarter, and by a slightly different premium mix and attendant costs of production driven by the business' responses to insurance market conditions as they occur throughout the year.

In management's opinion, quarterly or year-to-date fluctuations in reported benefit and claim ratios are not particularly meaningful in evaluating long-term trends in Old Republic's liability insurance-oriented mix of business. Absent significant economic and insurance industry dislocations in the future, management currently anticipates that recent years' uptrends in these ratios should abate and revert gradually to long-term targeted annual averages in the high



60% to low 70%.

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Title Insurance Results - Year-over-year earnings edged up in this year's third quarter and first nine months continuing along the generally positive path set in recent years.

	Title Insurance Group					
	Quarters Ended			Nine Months Ended		
	September 30,			September 30,		
	2016	2015	Change	2016	2015	Change
Net premiums and fees earned	\$588.4	\$566.7	3.8 %	\$1,587.2	\$1,497.8	6.0 %
Net investment income	8.9	8.9	—	27.0	24.8	8.5
Other income	0.2	0.2	19.3	1.0	1.0	(3.3 )
Operating revenues	597.7	575.9	3.8	1,615.2	1,523.7	6.0
Claim costs	30.5	31.9	(4.4 )	81.8	80.9	1.1
Sales and general expenses	506.8	487.3	4.0	1,403.0	1,318.4	6.4
Interest and other costs	1.7	1.6	8.1	5.7	5.6	1.8
Total operating expenses	539.2	520.9	3.5	1,490.6	1,405.0	6.1
Pretax operating income (loss)	\$58.5	\$55.0	6.3 %	\$124.5	\$118.7	4.9 %
Claim ratio	5.2 %	5.6 %	5.2 %	5.4 %		
Expense ratio	86.1	85.9	88.3	88.0		
Composite underwriting ratio	91.3%	91.5%	93.5%	93.4%		

The continuation of a favorable mortgage rate environment and improving housing and commercial property markets have led to higher revenues from title premiums and fees in 2016. The improvements have been achieved in spite of the adverse effects that recently implemented government-imposed mortgage disclosure rules have had on the consummation of real estate transactions nationally.

As the above table shows, 2016 underwriting margins remained at healthy levels for the periods reported upon. Both claim and expense ratios were aligned with management expectations set early in the year. While a smaller component of title profitability, net investment income rose in both 2016 periods albeit at a slower pace than prevailed in the past two years or so.

(See next page for discussion of RFIG Run-off Business)

RFIG Run-off Business Results - The table below shows the operating components of this run-off book of business and their contributions to combined results.

	RFIG Run-off Business					
	Quarters Ended			Nine Months Ended		
	September 30,		Change	September 30,		Change
	2016	2015		2016	2015	
<b>A. MORTGAGE INSURANCE (MI)</b>						
Net premiums earned	\$36.7	\$49.4	(25.8)%	\$119.8	\$152.2	(21.3)%
Net investment income	5.4	6.2	(11.4)	16.7	18.4	(9.4)
Claim costs	14.1	50.6	(72.0)%	34.1	94.7	(64.0)
Pretax operating income (loss)	\$23.8	\$0.3	N/M	\$87.9	\$61.2	43.5 %
Claim ratio	38.6%	102.3%	28.5%	62.2%		
Expense ratio	11.4	9.4	12.1	9.6		
Composite underwriting ratio	50.0%	111.7%	40.6%	71.8%		
<b>B. CONSUMER CREDIT INSURANCE (CCI)</b>						
Net premiums earned	\$3.7	\$6.3	(40.7)%	\$11.2	\$18.0	(37.9)%
Net investment income	0.2	0.2	33.3	0.8	0.6	30.9
Benefits and claim costs	8.9	18.9	(52.8)	37.8	55.8	(32.3)
Pretax operating income (loss)(*)	\$(5.4)	\$(12.9)	57.9 %	\$(27.4)	\$(38.7)	29.3 %
Claim ratio	238.1%	298.8%	337.3%	309.4%		
Expense ratio	14.5	8.5	14.7	9.0		
Composite underwriting ratio	252.6%	307.3%	352.0%	318.4%		
<b>C. Total MI and CCI run-off business:</b>						
Net premiums earned	\$40.4	\$55.8	(27.5)%	\$131.0	\$170.3	(23.1)%
Net investment income	5.7	6.4	(9.8)	17.5	19.0	(8.1)
Benefits and claim costs	23.1	69.6	(66.8)	71.9	150.6	(52.2)
Pretax operating income (loss)	\$18.4	\$(12.5)	246.5 %	\$60.4	\$22.4	168.9 %
Claim ratio	57.2%	124.7%	54.9%	88.4%		
Expense ratio	11.7	9.3	12.3	9.6		
Composite underwriting ratio	68.9%	134.0%	67.2%	98.0%		

(\*) In connection with the run-off mortgage guaranty ("MI") and consumer credit indemnity ("CCI") combination, \$5.1 and \$26.3 of pretax operating losses for the third quarter and first nine months of 2016, and \$12.4 and \$37.4 of pretax operating losses for the respective periods of 2015, are retained by certain general insurance companies pursuant to various quota share and stop loss reinsurance agreements. All of these amounts, however, have been reclassified such that 100% of the CCI run-off business is reported in the RFIG run-off segment.

Consistent with a run-off operating mode, further declines in earned premiums were posted by the MI and CCI lines. Investment income for MI was also lower as reduced premium volumes and ongoing claim payments affected downward pressures on the invested asset base.

Year-over-year comparisons of the MI claim ratio were positive. The lower ratios for both 2016 periods were attributable to continued declines in reported delinquencies and higher rates at which reported defaults are cured or otherwise resolved without payment. Moreover, 2016 MI claim costs were less affected by litigation expense provisions that impacted adversely the 2015 claim ratio. Favorable developments of previously established claim reserves lowered claim ratios by 52.2 and 44.0 percentage points in the third quarter and first nine months of 2016, respectively. The reductions amounted to 56.5 and 72.7 percentage points for the respective periods of 2015.

The much smaller CCI run-off line reflected greater volatility in claim costs and resultant claim ratios. The latter were particularly impacted by ongoing costs pertaining to a near-eight-year long commercial dispute in litigation with Bank of America and its Countrywide mortgage banking subsidiaries.

Corporate and Other Operations - The combination of a small life and accident insurance business and the net costs associated with operations of the parent holding company and its internal services subsidiaries usually produce highly variable results. Earnings variations posted by these relatively minor elements of Old Republic's business stem from volatility inherent to the small scale of life and accident insurance operations, and net interest costs pertaining to external and intra-system financing arrangements. The interplay of these various operating elements is summarized in the following table:

	Corporate and Other Operations			
	Quarters		Nine Months	
	Ended		Ended	
	September 30, 2016	September 30, 2015	September 30, 2016	September 30, 2015
Net premiums earned	\$4.4	\$5.0	\$14.0	\$14.7
Net investment income	3.7	5.7	8.8	13.3
Other income	—	(0.2)	(0.1)	(0.8)
Operating revenues	8.1	10.5	22.7	27.1
Benefits and claim costs	3.1	5.7	12.7	14.9
Insurance expenses	2.3	1.2	6.6	4.6
Corporate, interest, and other expenses-net	(1.2)	(0.2)	(5.6)	(0.3)
Total operating expenses	4.2	6.8	13.8	19.2
Pretax operating income (loss)	\$3.9	\$3.7	\$8.8	\$7.9

Consolidated Results - The consolidated changes and occurrences in Old Republic's segmented business for the most recent interim periods are shown in the following table:

	ORI Consolidated					
	Quarters Ended September 30,			Nine Months Ended September 30,		
	2016	2015	Change	2016	2015	Change
Net premiums and fees earned	\$1,365.4	\$1,372.1	(0.5)%	\$3,925.1	\$3,840.1	2.2%
Net investment income	95.7	104.2	(8.1)	287.0	288.9	(0.6)
Other income	27.5	27.8	(1.2)	81.4	79.8	2.0
Operating revenues	1,488.7	1,504.2	(1.0)	4,293.6	4,208.9	2.0
Benefits and claim costs	595.2	656.7	(9.4)	1,762.1	1,835.0	(4.0)
Sales and general expenses	724.0	693.9	4.3	2,060.3	1,929.5	6.8
Interest and other costs	12.6	10.2	23.4	34.0	31.0	9.7
Total operating expenses	1,331.9	1,360.9	(2.1)	3,856.5	3,795.5	1.6
Pretax operating income (loss)	156.7	143.3	9.4	437.0	413.3	5.7
Income taxes (credits)	50.5	44.2	14.1	139.8	131.9	6.0
Net operating income (loss)	106.2	99.0	7.3	297.2	281.4	5.6
Realized investment gains (losses)	7.2	41.4	(82.4)	58.1	77.0	(24.5)
Income taxes (credits) on realized investment gains (losses)	2.5	14.5	(82.4)	20.3	26.9	(24.5)
Net realized investment gains (losses)	4.7	26.9	(82.4)	37.7	50.0	(24.5)
Net income (loss)	\$110.9	\$125.9	(11.9)%	\$335.0	\$331.4	1.1%
Claim ratio	43.6%	47.9%	44.9%	47.8%		
Expense ratio	50.8	48.3	50.2	47.9		
Composite underwriting ratio	94.4%	96.2%	95.1%	95.7%		
Consolidated operating cash flow	\$401.9	\$566.5	(29.0)%			

Consolidated operating cash flow was additive to investable funds and other operating management needs in the amount of \$401.9 and \$566.5 for the first nine months of 2016 and 2015, respectively. Excluding the inherently negative MI and CCI operating cash flows, these amounts would be \$488.3 and \$671.9, respectively.

The sum-total of Old Republic's segmented results is represented by the following major components of pretax consolidated income:

	Quarters Ended September 30,			Nine Months Ended September 30,		
	2016	2015	Change	2016	2015	Change
Pretax operating income:						
Underwriting and related services:						
All segments except RFIG	\$61.0	\$68.2	(10.6)%	\$141.1	\$152.0	(7.2)%
RFIG run-off	12.6	(18.9)	166.4	42.9	3.4	N/M
Subtotal	73.6	49.2	49.4	184.0	155.4	18.4
Net investment income	95.7	104.2	(8.1)	287.0	288.9	(0.6)
Interest and other costs	(12.6)	(10.2)	23.4	(34.0)	(31.0)	9.7
Total	156.7	143.3	9.4	437.0	413.3	5.7
Realized investment gains(losses)	7.2	41.4	(82.4)	58.1	77.0	(24.5)
Consolidated pretax income	\$164.0	\$184.7	(11.2)%	\$495.2	\$490.3	1.0%

Cash, Invested Assets, and Shareholders' Equity - The table below reflects Old Republic's consolidated cash and invested asset balances as well as the shareholders' equity account at the dates shown.

	Cash, Invested Assets, and Shareholders' Equity			% Change		
	Sept. 30, 2016	Dec. 31, 2015	Sept. 30, 2015	Sept. '16 Dec. '15	Sept. '16 Sept. '15	
Cash and invested assets:						
Carried at fair value	\$12,121.9	\$11,119.6	\$11,192.9	9.0%	8.3%	
Carried at amortized cost	748.5	355.8	195.6	110.4	282.7	
Total per balance sheet	\$12,870.5	\$11,475.5	\$11,388.6	12.2%	13.0%	
Original cost basis of all	\$12,146.1	\$11,284.5	\$11,157.1	7.6%	8.9%	
Shareholders' equity: Total	\$4,446.1	\$3,880.8	\$3,853.8	14.6%	15.4%	
Per common share	\$17.13	\$15.02	\$14.95	14.0%	14.6%	
Composition of shareholders' equity per share:						
Equity before items below	\$15.64	\$14.91	\$14.73	4.9%	6.2%	
Unrealized investment gains (losses) and other	1.49	0.11	0.22			

accumulated comprehensive  
income (loss)

Total	\$17.13	\$15.02	\$14.95	14.0 %	14.6 %
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Segmented composition of  
shareholders' equity per share:

Excluding run-off segment	\$15.87	\$14.06	\$14.04	12.9 %	13.0 %
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RFIG run-off segment	1.26	0.96	0.91		
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Total	\$17.13	\$15.02	\$14.95	14.0 %	14.6 %
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Old Republic's invested assets are managed in consideration of enterprise-wide risk management objectives. Most importantly, these are intended to ensure solid funding of insurance subsidiaries' long-term obligations to policyholders and other beneficiaries, and the resulting long-term stability of the subsidiaries' capital accounts. To this end, the investment portfolio contains no significant insurance risk-correlated asset exposures to real estate, mortgage-backed securities, collateralized debt obligations ("CDO's"), derivatives, hybrid securities, or illiquid private equity investments. Moreover, 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.

As of September 30, 2016, the consolidated investment portfolio reflected an allocation of approximately 78 percent to fixed-maturity and short-term investments, and 22 percent to equities. Investments in high quality, dividend-paying equity securities have been singularly emphasized since 2013, and the asset quality of the fixed maturity portfolio has remained at high levels.



Changes in shareholders' equity per share are shown in the following table. As indicated, these changes resulted mostly from net income, increased dividend payments to shareholders, and changes in the value of invested assets carried at fair value in the periods reported upon.

	Shareholders' Equity Per Share			
	Quarter Ended Sept. 30, 2016	Nine Months Ended September 30, 2016	Nine Months Ended September 30, 2015	Year Ended Dec. 31, 2015
Beginning balance	\$ 16.89	\$ 15.02	\$ 15.15	\$ 15.15
Changes in shareholders' equity:				
Net operating income (loss)	0.41	1.15	1.09	1.40
Net realized investment gains (losses):				
From sales	0.03	0.15	0.19	0.23
From impairments	(0.01 )	(0.01 )	—	—
Subtotal	0.02	0.14	0.19	0.23
Net unrealized investment gains (losses)	—	1.35	(0.86 )	(0.96 )
Total realized and unrealized investment gains (losses)	0.02	1.49	(0.67 )	(0.73 )
Cash dividends	(0.19 )	(0.56 )	(0.56 )	(0.74 )
Stock issuance, foreign exchange, and other transactions	—	0.03	(0.06 )	(0.06 )
Net change	0.24	2.11	(0.20 )	(0.13 )
Ending balance	\$ 17.13	\$ 17.13	\$ 14.95	\$ 15.02
Percentage change for the period	1.4 %	14.0 %	(1.3 )%	(0.9 )%

Capitalization - As the table below indicates, the 23.6% increase in Old Republic's capitalization for the nine months ended September 30, 2016 consisted of a 14.6% increase in the common shareholders' account and a 60.4% increase in total debt resulting from this year's third quarter successful issuance of a \$550 million, ten year senior debt security in the public markets.

	Capitalization(*)		
	September 30, 2016	December 31, 2015	September 30, 2015
Debt:			
3.75% Convertible Senior Notes due 2018	\$ 547.3	\$ 546.0	\$ 545.5
4.875% Senior Notes due 2024	395.5	395.1	395.0
3.875% Senior Notes due 2026	544.4	—	—
ESSOP debt with an average yield of 4.0%	8.1	11.7	11.7
Other miscellaneous debt with an average yield of 1.8%	32.4	—	—
Total debt	1,528.0	952.8	952.2
Common shareholders' equity	4,446.1	3,880.8	3,853.8
Total capitalization	\$ 5,974.1	\$ 4,833.7	\$ 4,806.1
Capitalization ratios:			
Debt	25.6 %	19.7 %	19.8 %
Common shareholders' equity	74.4	80.3	80.2
Total	100.0 %	100.0 %	100.0 %

(\*) Certain debt amounts have been reduced due to the reclassification of relatively immaterial debt issuance costs previously classified as deferred assets, in order to comply with a 2015 pronouncement by the Financial Accounting Standards Board.



## DETAILED MANAGEMENT ANALYSIS

This section of the Management Analysis of Financial Position and Results of Operations is additive to and should be read in conjunction with the Executive Summary which precedes it.

## 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 or 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 valuation of deferred income tax assets; c) the establishment and recoverability of deferred acquisition costs; d) the recoverability of reinsured paid and/or outstanding losses; and e) 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 2015 Annual Report on Form 10-K.

## FINANCIAL POSITION

The Company's financial position at September 30, 2016 reflected increases in assets, liabilities, and common shareholders' equity of 10.0%, 8.7%, and 14.6%, respectively, when compared to the immediately preceding year-end. Cash and invested assets represented 68.4% and 67.1% of consolidated assets as of September 30, 2016 and December 31, 2015, respectively. As of September 30, 2016, the cash, accrued investment income, and invested asset base rose by 12.2% to \$12,870.5.

Investments - During the first nine months of 2016 and 2015, the Company committed the majority of investable funds to short to intermediate-term fixed maturity securities and higher yielding publicly traded large capitalization common shares. At both September 30, 2016 and 2015, 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 no significant insurance risk-correlated asset exposures to real estate, mortgage-backed securities, collateralized debt obligations ("CDO's"), derivatives, 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 September 30, 2016, the Company had no fixed maturity investments in default as to principal and/or interest.

Short-term maturity investment positions reflect a large variety of seasonal and intermediate-term factors including current operating needs, expected operating cash flows, seasonality of quarterly cash flow, debt maturities, 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 of available for sale securities are reflected, net of deferred income taxes, directly in the shareholders' equity account, and as a separate component of the statement of comprehensive income. Fixed maturity securities classified as held to maturity are carried at amortized cost, and therefore, fluctuations in unrealized gains and losses do not impact shareholders' equity. 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 available for sale bond and equity 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 the issuer's 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 consecutively during 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 in shareholders' equity.

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

Credit Quality Ratings of Fixed Maturity Securities (a)

	September 30, 2016		December 31, 2015	
Aaa	19.5	%	17.2	%
Aa	11.5		9.6	
A	31.0		32.3	
Baa	30.0		34.7	
Total investment grade	92.0		93.8	
All other (b)	8.0		6.2	
Total	100.0	%	100.0	%

Credit quality ratings referred to herein are a blend of those assigned by the major credit rating agencies for U.S. (a) and Canadian Governments, Agencies, Corporates and Municipal issuers, which are converted to the above 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

September 30, 2016	Amortized Cost	Gross Unrealized
--------------------	----------------	------------------

Losses

Fixed  
Maturity  
Securities  
by  
Industry

Concentration:

Energy	\$ 176.0	\$ 10.9
Telecom	23.8	2.3
Industrial	54.4	1.3
Basic Industry	23.7	1.1
Other (includes 3 industry groups)	26.5	.4
Total	\$ 304.5	(c)\$ 16.1

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(c) Represents 3.5% of the total fixed maturity securities portfolio.

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

September 30, 2016	Amortized Cost	Gross Unrealized Losses
Fixed Maturity Securities by Industry Concentration:		
Natural Gas	\$ 44.5	\$ .6
Municipal	141.5	.5
Energy	65.5	.2
Technology	31.1	.1
Other (includes 13 industry groups)	149.8	.3
Total	\$ 432.5	(d)\$ 1.8

(d) Represents 4.9% of the total fixed maturity securities portfolio.

Gross Unrealized Losses Stratified  
by Industry Concentration for  
Equity Securities

September 30, 2016	Cost	Gross Unrealized Losses
Equity Securities by Industry Concentration:		
Energy	\$275.8	\$ 25.2
Consumer Non Durable	48.4	3.2
Health Care	59.4	2.4
Banking	23.0	.8
Other (includes 4 industry groups)	36.1	.4
Total	\$442.8	(e)\$ 32.3 (f)

(e) Represents 18.5% of the total equity securities portfolio.

(f) Represents 1.4% of the cost of the total equity securities portfolio, while gross unrealized gains represent 17.7% of the portfolio.

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

	Amortized Cost of Fixed Maturity Securities		Gross Unrealized Losses	
	All	Non- Investment Grade Only	All	Non- Investment Grade Only
September 30, 2016				
Maturity Ranges:				
Due in one year or less	\$49.0	\$ 7.9	\$—	\$ —
Due after one year through five years	312.3	134.5	5.8	5.2
Due after five years through ten years	340.9	142.7	9.3	8.2
Due after ten years	34.8	19.3	2.7	2.6
Total	\$737.1	\$ 304.5	\$18.0	\$ 16.1



Gross Unrealized Losses Stratified by  
Duration and Amount of Unrealized Losses

September 30, 2016	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	\$1.3	\$ —	—\$	—\$ 1.3
Seven to twelve months	1.8	—	—	1.8
More than twelve months	14.7	—	—	14.7
Total	\$18.0	\$ —	—\$	—\$ 18.0

Equity  
Securities:

One to six months	\$7.3	\$ —	—\$	—\$ 7.3
Seven to twelve months	—	—	—	—
More than twelve months	25.0	—	—	25.0
Total	\$32.3	\$ —	—\$	—\$ 32.3

Number  
of Issues  
in Loss

## Position:

Fixed  
Maturity  
Securities:

One to six months	119	—	—	119	
Seven to twelve months	15	—	—	15	
More than twelve months	51	—	—	51	
Total	185	—	—	185	(g)

Equity  
Securities:

One to six months	12	—	—	12	
Seven to twelve months	—	—	—	—	
More than twelve months	3	—	—	3	
Total	15	—	—	15	(g)

(g) At September 30, 2016 the number of issues in an unrealized loss position represent 10.1% as to fixed maturities, and 14.4% as to equity securities of the total number of such issues held by the Company.

The aging of issues with unrealized losses employs balance sheet date fair value comparisons with an issue's original cost. The percentage reduction from such cost reflects the decline as of a specific point in time (September 30, 2016 in the above table) and, accordingly, is not indicative of a security's value having been consistently below its cost at the percentages shown nor throughout the periods shown.

Age Distribution of Fixed Maturity  
Securities

	September 30, 2016	December 31, 2015		
Maturity Ranges:				
Due in one year or less	8.2	9.9	%	%
	45.9	40.8		

Due after one year through five years	43.8		47.0	
Due after five years through ten years				
Due after ten years through fifteen years	1.8		1.9	
Due after fifteen years	.3		.4	
Total	100.0	%	100.0	%
Average Maturity in Years	4.8		4.9	
Duration (h)	4.2		4.3	

(h) Duration is used as a measure of bond price sensitivity to interest rate changes. A duration of 4.2 as of September 30, 2016 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 4.2%.

## Composition of Unrealized Gains (Losses)

	September 30, 2016	December 31, 2015
Available for Sale:		
Fixed Maturity Securities:		
Amortized cost	\$ 8,014.1	\$ 8,149.4
Estimated fair value	8,354.7	8,181.5
Gross unrealized gains	358.1	185.8
Gross unrealized losses	(17.4 )	(153.8 )
Net unrealized gains (losses)	\$ 340.6	\$ 32.0
Equity Securities:		
Original cost	\$ 2,396.6	\$ 1,826.4
Estimated fair value	2,787.4	1,987.8
Gross unrealized gains	423.1	266.7
Gross unrealized losses	(32.3 )	(105.3 )
Net unrealized gains (losses)	\$ 390.7	\$ 161.4

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 direct costs relating to the successful acquisition of new or renewal insurance contracts 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 and interest on intercompany financing arrangements paid by its subsidiaries. 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 \$493.8 in dividends from its subsidiaries in 2016 without the prior approval of regulatory authorities. The liquidity achievable through such permitted dividend payments is considered sufficient to cover the parent holding company's currently expected cash outflows represented mostly by interest and scheduled repayments on outstanding debt, reasonably anticipated cash dividend payments to shareholders, modest operating expenses, and the near-term capital needs of its operating company subsidiaries. At September 30, 2016, the Company's consolidated debt to equity ratio was 34.4%.

The Company's 3.75% Convertible Senior Notes, 4.875% Senior Notes, and 3.875% Senior Notes ("the Notes") contain provisions defining certain events of default, among them a court ordered proceeding due to the insolvency of a Significant Subsidiary. The Notes define Significant Subsidiary in accordance with the paragraph (w) of Rule 1-02 of the SEC's Regulation S-X. The Company's flagship mortgage guaranty insurance carrier, Republic Mortgage Insurance Company, ("RMIC") qualifies as a Significant Subsidiary for purposes of the Notes. If RMIC were to become statutorily impaired, its insolvency could trigger a receivership proceeding which, in turn could ultimately result in an event of default. If this were to occur, the outstanding principal of the Notes could become immediately due and payable. As of September 30, 2016, RMIC was statutorily solvent and management has every expectation that its solvent state is likely to prevail.

See the Company's 2015 Annual Report on Form 10-K, Item 1 - Business for a discussion of regulatory matters affecting RMIC. Management believes these current events have precluded the aforementioned potential for an event of default from occurring in the foreseeable future.

Capitalization - Old Republic's total capitalization of \$5,974.1 at September 30, 2016 consisted of debt of \$1,528.0 and common shareholders' equity of \$4,446.1. Changes in the common shareholders' equity account reflect primarily net income for the period then ended, changes in the fair value of invested assets, and dividend payments.

Old Republic has paid cash dividends to its shareholders without interruption since 1942, and has increased the annual rate in each of the past 35 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 to ten most recent calendar years, and management's long-term expectations for the Company's consolidated business and its individual operating subsidiaries.

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. As noted in prior periods' reports, the Company's flagship mortgage guaranty insurance carrier had been operating pursuant to a waiver of minimum state regulatory capital requirements since late 2009. This waiver expired on August 31, 2011. The Company's mortgage insurance subsidiaries therefore discontinued writing new business in all

states and limited themselves to servicing the run-off of their existing business. As noted elsewhere herein, RMIC and RMICNC have been operating pursuant to a Summary Order since January 19, 2012 and December 3, 2012, respectively, and the risk-to-capital ratio considerations are therefore no longer of consequence.

## 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.

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 approximately 29% of 2016 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 71% 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 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. As described more fully in the RFIG Run-off Business' Risk Factors for premium income and long-term claim exposures in the Company's 2015 Annual Report on Form 10-K under Item 1A - Risk Factors, revenue recognition for insured loans is not appropriately matched to the risk exposure and the consequent recognition of both normal and catastrophic loss occurrences.

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

	Earned Premiums and Fees					%	%
	General	Title	RFIG Run-off	Other	Total	Change from prior period	
Years Ended December 31:							
2013	\$2,513.7	\$1,996.1	\$316.5	\$59.3	\$4,885.6	9.3	%
2014	2,735.6	1,759.2	255.4	60.7	4,811.1	(1.5)	)
2015	2,894.7	2,045.3	219.9	19.4	5,179.4	7.7	
Nine Months Ended September 30:							
2015	2,157.2	1,497.8	170.3	14.7	3,840.1	7.8	
2016	2,192.8	1,587.2	131.0	14.0	3,925.1	2.2	
Quarters Ended September 30:							
2015	744.5	566.7	55.8	5.0	1,372.1	9.2	

2016 \$732.0 \$588.4 \$40.4 \$4.4 \$1,365.4 (.5 )%

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

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	General Insurance Earned Premiums by Type of Coverage									
	Commercial			Inland			Other			
	Workers Compensation (including trucking)	Automobile	Financial Indemnity	Marine and Property	General Liability					
Years Ended December 31:										
2013	39.6%	32.8 %	3.8 %	7.7 %	6.3 %	9.8 %				
2014	40.6	31.9	3.9	7.5	6.2	9.9				
2015	39.0	32.1	4.1	7.4	5.9	11.5				
Nine Months Ended September 30:										
2015	39.2	31.8	3.9	7.3	6.0	11.8				
2016	36.7	33.6	4.2	7.4	5.4	12.7				
Quarters Ended September 30:										
2015	38.7	31.9	4.0	7.2	5.9	12.3				
2016	35.1%	34.2 %	4.3 %	7.4 %	5.4 %	13.6%				

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		Independent	
	Operations		Title Agents & Other	
Years Ended December 31:				
2013	27.9	%	72.1	%
2014	27.1		72.9	
2015	27.2		72.8	
Nine Months Ended September 30:				
2015	27.9		72.1	
2016	28.6		71.4	
Quarters Ended September 30:				
2015	26.5		73.5	
2016	28.7	%	71.3	%

The following tables provide information on production and related risk exposure trends for Old Republic's mortgage guaranty insurance operation:

Premium and Persistency Trends by Type:	Earned Premiums		Persistency	
	Direct	Net	Traditional Primary	Bulk
Years Ended December 31:				
2013	\$296.6	\$286.7	79.1%	81.9%
2014	234.6	227.6	82.2	66.9
2015	201.1	195.9	79.9	56.1
Nine Months Ended September 30:				
2015	156.1	152.2	80.8	58.1
2016	122.2	119.8	78.8%	64.8%
Quarters Ended September 30:				



2015	50.7	49.4
2016	\$37.3	\$36.7

As previously discussed, the Company's flagship mortgage guaranty insurance carrier ceased the underwriting of new policies effective August 31, 2011 and the existing book of business was placed in run-off operating mode.

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 as of September 30, 2016, are frequently subject to deductibles and aggregate stop losses which serve to limit the overall risk on a pool of insured loans.

Net Risk in Force

Net Risk in Force By Type:	Traditional Primary	Bulk	Other	Total
As of December 31:				
2013	\$ 9,579.6	\$704.8	\$48.5	\$10,333.0
2014	7,984.8	549.6	31.8	8,566.2
2015	6,414.9	428.2	24.1	6,867.3
As of September 30:				
2015	6,809.2	449.2	25.8	7,284.3
2016	\$ 5,369.4	\$377.9	\$21.1	\$5,768.6

Analysis of Risk in Force

Risk in Force Distribution By FICO Scores:	FICO less than 620	FICO 620 to 680	FICO Greater than 680	Unscored/Unavailable
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Traditional Primary:

As of December 31:				
2013	6.6 %	28.1 %	64.3 %	1.0 %
2014	6.6	28.5	64.0	.9
2015	6.8	29.3	63.0	.9
As of September 30:				
2015	6.8	29.2	63.2	.8
2016	7.1 %	30.1 %	62.1 %	.7 %

Bulk(a):

As of December 31:				
2013	23.5 %	33.0 %	43.3 %	.2 %
2014	26.1	33.1	40.7	.1
2015	28.4	32.2	39.2	.2
As of September 30:				
2015	27.9	32.1	39.8	.2
2016	29.4 %	32.1 %	38.4 %	.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
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Traditional Primary(b):

As of December 31:				
2013	4.2 %	34.5 %	32.2 %	29.1 %
2014	3.9	34.2	31.5	30.4
2015	3.8	33.5	30.9	31.8
As of September 30:				
2015	3.7	33.7	31.0	31.6
2016	3.8 %	32.6 %	30.7 %	32.9 %

Bulk(a):

As of December 31:

2013	56.9%	23.4%	10.2%	9.5 %
2014	52.5	25.8	11.1	10.6
2015	48.3	28.0	11.9	11.8

As of September 30:

2015	48.8	27.8	11.7	11.7
2016	47.1%	28.7%	12.1%	12.1 %

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(a) Bulk pool risk in-force, which represented 14.8% of total bulk risk in-force at September 30, 2016, has been allocated pro-rata based on insurance in-force.

(b) The LTV distribution reflects base LTV ratios which are determined prior to the impact of single premiums financed and paid at the time of loan origination.

## Risk in Force Distribution By Top Ten States:

	Traditional Primary									
	TX	FL	GA	IL	CA	NC	PA	NJ	VA	MD
As of December 31:										
2013	8.3%	7.5%	5.5%	5.2%	4.9%	4.8%	4.4%	3.8%	3.2%	2.9%
2014	7.8	7.3	5.7	5.3	4.9	4.8	4.3	4.0	3.4	3.0
2015	7.1	7.5	5.9	5.5	4.9	4.7	4.3	4.2	3.4	3.4
As of September 30:										
2015	7.2	7.4	5.8	5.4	4.9	4.7	4.3	4.2	3.4	3.4
2016	6.6%	7.7%	5.9%	5.7%	4.9%	4.6%	4.3%	4.4%	3.5%	3.7%

## Bulk (a)

	TX	FL	GA	IL	CA	AZ	PA	NJ	OH	NY
As of December 31:										
2013	5.4%	9.3%	4.4%	3.9%	14.1%	2.8%	3.4%	4.0%	3.8%	7.9%
2014	5.3	9.3	4.6	4.0	13.0	2.7	3.5	4.4	4.0	7.6
2015	5.1	8.9	4.7	4.0	12.8	2.8	3.6	4.4	4.2	7.4
As of September 30:										
2015	5.1	8.9	4.7	4.1	12.9	2.7	3.6	4.4	4.2	7.4
2016	5.2%	8.7%	4.8%	4.2%	12.4%	2.8%	3.6%	4.3%	4.2%	7.5%

## Risk in Force Distribution By Level of Documentation:

## Traditional Primary:

## As of December 31:

2013	92.7	%	7.3	%
2014	92.7		7.3	
2015	92.6		7.4	

## As of September 30:

2015	92.5		7.5	
2016	92.5	%	7.5	%

## Bulk (a):

## As of December 31:

2013	57.6	%	42.4	%
2014	62.3		37.7	
2015	66.6		33.4	

## As of September 30:

2015	66.4		33.6	
2016	67.7	%	32.3	%

(a) Bulk pool risk in-force, which represented 14.8% of total bulk risk in-force at September 30, 2016, has been allocated pro-rata based on insurance in-force.

Risk in Force Distribution By Loan Type:	Fixed	ARMs
	Rate & ARMs with Resets >=5 Years	with Resets <5 years
Traditional Primary:		
As of December 31:		
2013	97.2 %	2.8 %
2014	97.2	2.8
2015	97.3	2.7
As of September 30:		
2015	97.3	2.7
2016	97.2 %	2.8 %
Bulk (a):		
As of December 31:		
2013	74.3 %	25.7 %
2014	72.4	27.6
2015	71.8	28.2
As of September 30:		
2015	71.9	28.1
2016	71.4 %	28.6 %

(a) Bulk pool risk in-force, which represented 14.8% of total bulk risk in-force at September 30, 2016, has been allocated pro-rata based on insurance in-force.

The Company's consumer credit indemnity ("CCI") earned premiums and related risk in force included in the table below have reflected a generally declining trend. The decline is largely due to a discontinuation of active sales efforts since 2008. The following table shows CCI net premiums earned during the indicated periods and the maximum calculated risk in force at the end of the respective periods. Net earned premiums include additional premium adjustments arising from the variable claim experience of individual policies subject to retrospective rating plans. Risk in force reflects estimates of the maximum risk exposures at the inception of individual policies adjusted for cumulative claim costs and the lower outstanding loan balances attributed to such policies through the end of the periods shown below.

	Net CCI Earned Premiums	Risk in Force
Years Ended December 31:		
2013	\$ 29.8	\$989.4
2014	27.7	858.5
2015	23.9	776.9
Nine Months Ended September 30:		
2015	18.0	798.2
2016	11.2	\$720.5
Quarters Ended September 30:		

2015	6.3
2016	\$ 3.7

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 Cost					Fair Value	Invested Assets at Fair Value (a)
	General	Title	RFIG Run-off	Corporate and Other	Total	Adjust-ment	
As of December 31:							
2014	\$7,962.3	\$915.0	\$ 923.2	\$ 691.7	\$10,492.3	\$576.4	\$11,068.8
2015	8,667.4	1,010.5	792.0	562.3	11,032.4	193.0	11,225.5
As of September 30:							
2015	8,418.4	975.0	814.4	694.3	10,902.2	233.6	11,135.9
2016	\$9,056.0	\$ 1,047.3	\$ 705.8	\$ 1,090.8	\$11,899.5	\$732.2	\$12,631.7

(a) The September 30, 2016 and December 31, 2015 amounts include \$766.7 and \$359.7, respectively, (fair value) fixed maturity securities classified as held to maturity which are reported and reflected herein at amortized cost of \$748.5 and \$355.8, respectively.

Years Ended	Net Investment Income					Yield at	
	General	Title	RFIG Run-off	Corporate and Other	Total	Cost	Fair Value
December 31:							
2013	\$249.6	\$26.6	\$ 36.8	\$ 5.6	\$318.7	3.17%	2.97%
2014	278.8	29.9	27.5	9.2	345.5	3.33	3.15
2015	312.1	34.0	25.1	17.2	388.6	3.61	3.49
Nine Months Ended							
September 30:							
2015	231.6	24.8	19.0	13.3	288.9	3.60	3.47
2016	233.6	27.0	17.5	8.8	287.0	3.34	3.21
Quarters Ended							
September 30:							
2015	83.1	8.9	6.4	5.7	104.2	3.86	3.74
2016	\$77.2	\$8.9	\$ 5.7	\$ 3.7	\$95.7	3.32%	3.12%

#### Revenues: Net Realized Gains (Losses)

The Company's investment policies are not 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 nine months of 2016 and 2015, 71.7% and 70.0%, 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, allocation to 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 2013 gains on equity securities generally reflect the recovery of value realized upon subsequent sale of common stocks originally

impaired in 2008. Gains realized in 2014 reflect sales of non-income producing or low yielding securities, the proceeds of which have largely been reinvested in higher yielding common shares of American companies with distinguished long-term records of earnings and dividend growth.



Years Ended	Realized Gains (Losses) on Disposition of Securities			Impairment Losses on Securities			Net realized gains (losses)
	Equity Fixed securities maturity and miscel- aneous investments	Equity Fixed securities maturity and miscel- aneous investments	Total	Equity Fixed securities maturity and miscel- aneous investments	Equity Fixed securities maturity and miscel- aneous investments	Total	
December 31:							
2013	\$1.7	\$ 146.3	\$148.1	\$—	\$	—\$—	\$ 148.1
2014	27.0	245.2	272.3	—	—	—	272.3
2015	16.3	75.0	91.3	—	—	—	91.3
Nine Months Ended							
September 30:							
2015	10.8	66.1	77.0	—	—	—	77.0
2016	3.6	59.4	63.1	(4.9 )	—	(4.9 )	58.1
Quarters Ended							
September 30:							
2015	3.1	38.3	41.4	—	—	—	41.4
2016	\$(2.6)	\$ 14.9	\$12.2	\$(4.9)	\$	—\$(4.9)	\$7.2

## 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 September 30, 2016 and December 31, 2015:

	Claim and Loss Adjustment Expense Reserves			
	September 30, 2016		December 31, 2015	
	Gross	Net	Gross	Net
Workers' compensation	\$4,590.8	\$2,867.9	\$4,460.0	\$2,774.4
General liability	1,322.7	686.8	1,341.0	703.0
Commercial automobile (mostly trucking)	1,396.7	1,107.0	1,291.0	1,049.2
Other coverages	496.2	361.8	490.6	352.2
Unallocated loss adjustment expense reserves	200.2	181.1	191.4	174.0
Total general	8,006.9	5,204.8	7,774.3	5,053.1

insurance reserves					
Title	614.4	614.4	580.8	580.8	
RFIG Run-off	603.2	603.1	737.9	736.7	
Life and accident	22.3	14.2	27.0	16.9	
Total claim and loss adjustment expense reserves					
	\$9,247.0	\$6,436.7	\$9,120.1	\$6,387.6	
Asbestosis and environmental claim reserves included in the above general insurance reserves:					
Amount	\$123.5	\$97.7	\$130.9	\$100.6	
% of total general insurance reserves	1.5	% 1.9	% 1.7	% 2.0	%

Changes in aggregate claim and loss adjustment expense reserve estimates are shown in the following table:

	Nine Months Ended September 30,	
	2016	2015
Net reserve increase (decrease):		
General Insurance	\$151.7	\$274.4
Title Insurance	33.6	38.5
RFIG Run-off	(133.5 )	(104.6 )
Other	(2.6 )	(2.0 )
Total	\$49.1	\$206.2

Net reserves for claims that have been incurred but not yet reported ("IBNR") carried in each segment were as follows:

	September 30, 2016	December 31, 2015
General Insurance	\$ 2,424.2	\$ 2,324.3
Title Insurance	538.2	503.8
RFIG Run-off	204.6	180.7
Other	5.2	6.4
Total	\$ 3,172.5	\$ 3,015.3

The Company's reserve for loss and loss adjustment expenses represents the accumulation of estimates of ultimate losses payable, including IBNR 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 the incurrence of 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.

#### Overview of Loss Reserving Process

The Company's reserve setting process reflects the nature of its insurance business and the operationally decentralized basis upon which it is conducted. Old Republic's general insurance operations encompasses 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 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 93% 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. Over the most recent decade actual incurred losses have developed within a reasonable range of their original estimates.

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 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.

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.

RFIG Run-off mortgage guaranty insurance reserves for unpaid claims and claim adjustment expenses are recognized only upon an instance of default, defined as an insured mortgage loan for which two or more consecutive monthly payments have been missed. Loss reserves are 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. 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.

The Company has the legal right to rescind mortgage insurance coverage unilaterally as expressly stated in its policy. Moreover, two federal courts that have considered that policy wording have each affirmed that right (See *First Tennessee Bank N.A. v. Republic Mortg. Ins. Co.*, Case No. 2:10-cv-02513-JPM-cgc (W.D. Tenn., Feb. 25, 2011) and *JPMorgan Chase Bank N.A. v. Republic Mortg. Ins. Co.*, Civil Action No. 10-06141 (SRC) (D. NJ, May 4, 2011), each decision citing supporting state law legal precedent). RMIC's mortgage insurance policy provides that the insured represents that all statements made and information provided to it in an application for coverage for a loan, without regard to who made the statements or provided the information, have been made and presented for and on behalf of the insured; and that such statements and information are neither false nor misleading in any material respect, nor omit any fact necessary to make such statements and information not false or misleading in any material respect. According to the policy, if any of those representations are materially false or misleading with respect to a loan, the Company has the right to cancel or rescind coverage for that loan retroactively to commencement of the coverage. Whenever the Company determines that an application contains a material misrepresentation, it either advises the insured in writing of its findings prior to rescinding coverage or exercises its unilateral right to rescind coverage for that loan, stating the reasons for that action in writing and returning the applicable premium. The rescission of coverage in instances of materially faulty representations or warranties provided in applications for insurance is a necessary and prevailing

practice throughout the insurance industry. In the case of mortgage guaranty insurance, rescissions have occurred regularly over the years but have been generally immaterial. Since 2008, however, the Company has experienced a much greater incidence of rescissions due to increased levels of observed fraud and misrepresentations in insurance applications pertaining to business underwritten between 2004 and the first half of 2008. As a result, the Company has incorporated certain assumptions regarding the expected levels of coverage rescissions and claim denials in its reserving methodology since 2008. Such estimates, which are evaluated at each balance sheet date, take into account observed as well as historical trends in rescission and denial rates. The table below shows the estimated effects of coverage rescissions and claim denials on loss reserves and settled and incurred losses.

	September 30, 2016	September 30, 2015	December 31, 2015	December 31, 2014
Estimated reduction in beginning reserve	\$ 47.5	\$ 79.3	\$ 79.3	\$ 115.2
Total incurred claims and settlement expenses reduced (increased) by changes in estimated rescissions:				
Current year	6.3	16.2	18.8	47.1
Prior year	(14.8 )	(10.2 )	(17.6 )	10.4
Sub-total	(8.5 )	6.0	1.2	57.6
Estimated rescission reduction in settled claims	(9.1 )	(30.2 )	(33.0 )	(93.5 )
Estimated reduction in ending reserve	\$ 29.9	\$ 55.1	\$ 47.5	\$ 79.3

As noted above, the estimated reduction in ending loss reserves reflects, in large measure, a variety of judgments relative to the level of expected coverage rescissions and claim denials on loans that are in default as of each balance sheet date. The provision for insured events of the current year resulted from actual and anticipated rescissions and claim denials attributable to newly reported delinquencies in each respective year. The provision for insured events of prior years resulted from actual rescission and claim denial activity or revisions in assumptions regarding expected rescission or claim denial rates on outstanding prior year delinquencies. The trends since 2010 reflect a continuing reduction in the level of actual and anticipated rescission and claim denial rates on total outstanding delinquencies. Claims not paid by virtue of rescission or denial represent the Company's estimated contractual risk, before consideration of the impacts of any reinsurance and deductibles or aggregate loss limits, on cases that are settled by the issuance of a rescission or denial notification. Variances between the estimated rescission and actual claim denial rate are reflected in the periods during which they occur.

Although the insured has no right under the policy to appeal a Company claim decision, the insured may, at any time, contest in writing the Company's findings or action with respect to a loan or a claim. In such cases, the Company considers any additional information supplied by the insured. This consideration may lead to further investigation, retraction or confirmation of the initial determination. If the Company concludes that it will reinstate coverage, it advises the insured in writing that it will do so immediately upon receipt of the premium previously returned. Reserves are not adjusted for potential reversals of rescissions or adverse rulings for loans under dispute since such reversals of claim rescissions and denials have historically been immaterial to the reserve estimation process.

#### 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 2015 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 consolidated operations were as follows:

	General Title	RFIG Run-off	Consolidated
Years Ended December 31:			
2013	73.6 %	6.7%	68.8 % 45.8 %
2014	77.9	5.2	97.2 52.3
2015	74.1	4.9	88.0 47.5
Nine Months Ended September 30:			
2015	73.6	5.4	88.4 47.8
2016	72.8	5.2	54.9 44.9
Quarters Ended September 30:			
2015	73.8	5.6	124.7 47.9
2016	73.5 %	5.2%	57.2 % 43.6 %

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

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## General Insurance Claim Ratios by Type of Coverage

Years Ended	Commercial		Workers' Compensation	Financial Indemnity	Inland		General Liability	Other
	All Coverages (mostly trucking)	Automobile			Marine and Property			
December 31:								
2013	73.6%	76.1 %	79.6 %	21.4 %	59.6 %	78.5 %	67.8%	
2014	77.9	74.0	89.2	25.6	65.7	88.2	67.8	
2015	74.1	77.8	80.7	39.1	57.0	76.8	60.4	
Nine Months Ended								
September 30:								
2015	73.6	77.0	79.8	39.3	56.2	76.1	61.3	
2016	72.8	80.2	74.7	44.6	59.0	76.8	62.8	
Quarters Ended								
September 30:								
2015	73.8	76.1	77.6	37.6	60.4	93.3	61.2	
2016	73.5%	81.7 %	73.3 %	40.6 %	58.7 %	80.2 %	65.1%	

The general insurance claim ratios were reasonably stable for the respective quarterly and nine month periods of 2016. The overall claims ratio for the past three years remained at relatively high levels as workers' compensation and general liability loss costs continued to reflect greater-than-expected severity. For the 2015 periods, commercial automobile insurance experienced greater frequency and severity of claims while workers' compensation and general liability insurance loss costs subsided somewhat from 2014's higher levels. Claims are a major cost factor and changes in them reflect continually evolving pricing and risk selection together with changes in loss severity and frequency.

During the three most recent calendar years, the general insurance group experienced unfavorable developments of prior year loss reserves for 2015 and 2014 and favorable development for 2013. The effect was to increase the claim ratio by 1.5 and 3.9 percentage points in 2015 and 2014, respectively. By contrast, 2013 loss development reduced the claim ratio by .9 percentage point. During 2015 and 2014, the General Insurance Group experienced unfavorable developments of previously established reserves for accidents or events which occurred in 2011 and prior years in particular. These adverse developments were concentrated in workers' compensation and general liability case reserves and resulted from settlements or reserve additions exceeding the previously established indemnity and/or allocated loss adjustment expense provisions. The favorable developments for 2013 is 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 and general liability coverages and by ongoing development of asbestos and environmental ("A&E") claim reserves. The 2016 claim ratios were largely unaffected by developments of prior years' reserves. By contrast, claim ratios for the corresponding periods of 2015 were inclusive of a 1.0 percentage point addition arising from unfavorable developments of previously established reserves.

Unfavorable A&E claim developments, although not material in any of the periods presented, are typically attributable to A&E claim reserves due to periodic re-evaluations of such reserves as well as subsequent reclassifications of other coverages' reserves, most often 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 during the 1980's 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 4.4 years (gross) and 6.2 years (net of reinsurance) as of September 30, 2016 and 4.7 years (gross) and 6.2 years (net of reinsurance) as of December 31, 2015. 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 .4% of general insurance group net incurred losses for the five years ended December 31, 2015.

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.

The RFIG Run-off mortgage guaranty 2015 claim ratio was adversely affected by greater provisions for disputed claims in litigation. Excluding the affects of the litigation expense provisions, the claim ratios continued to decline due to the combined effects of further reductions in newly reported defaults and a rising rate at which previously reported defaults have cured or otherwise been resolved without payment. These factors led to highly favorable developments of prior year-end claim reserves during 2015, 2014 and 2013. Setting aside the aforementioned litigation expense provisions in 2015, these favorable reserve developments accounted for reductions of 65.0, 69.3 and 88.2 percentage points in the reported claim ratio for years ended December 31, 2015, 2014 and 2013, respectively. Year-over-year comparisons of

the 2016 and 2015 MI claim ratio were positive. The lower ratios for both 2016 periods were attributable to continued declines in reported delinquencies and higher rates at which reported defaults are cured or otherwise resolved without payment. Moreover, 2016 MI claims costs were less affected by litigation expense provisions that impacted adversely the 2015 claim ratio. Favorable developments of previously established claim reserves lowered claim ratios by 52.2 and 44.0 percentage points in the third quarter and first nine months of 2016, respectively. The reductions amounted to 56.5 and 72.7 percentage points for the respective periods of 2015.

The RFIG Run-off CCI business loss costs and resultant claim ratios reflect greater volatility due to the impact of ongoing litigation costs. The 2016 and 2015 provisions, however, were much lower than that registered in 2014 when a litigated claim was settled in an amount greater than originally anticipated. 2013 CCI performance was most favorably affected by lower claim provisions resulting from improving delinquency trends and greater than anticipated claim salvage recoveries.

Certain mortgage guaranty average claims related trends are listed below:

	Average Settled Claim Amount (a)		Reported Delinquency Ratio at End of Period		Claims Rescissions and Denials
	Traditional Primary	Bulk	Traditional Primary	Bulk	
Years Ended December 31:					
2013	\$44,678	\$46,395	13.09%	18.73%	\$ 212.2
2014	45,607	44,465	10.93	23.01	93.5
2015	45,745	46,669	10.45	26.74	33.0
Nine Months Ended September 30:					
2015	45,189	46,716	10.38	24.44	30.2
2016	45,132	46,086	10.26%	25.99%	9.1
Quarters Ended September 30:					
2015	46,216	43,822			7.5
2016	\$45,286	\$44,863			\$ (.7 )

(a) Amounts are in whole dollars.

	Traditional Primary Delinquency Ratios for Top Ten States (b):									
	TX	FL	GA	IL	CA	NC	PA	MD	NJ	VA
As of December 31:										
2013	8.0%	25.9%	11.2%	16.6%	9.6%	10.3%	14.1%	19.8%	26.3%	9.2%
2014	7.1	17.6	8.8	12.9	7.3	8.7	12.8	15.6	25.6	8.2
2015	7.7	13.5	8.4	10.8	6.1	8.6	12.2	13.3	25.0	8.5
As of September 30:										
2015	7.1	14.2	8.2	11.0	6.5	8.3	12.5	12.8	25.5	8.2
2016	8.3%	11.8%	8.3%	10.7%	5.7%	7.8%	12.2%	13.1%	23.5%	8.3%

	Bulk Delinquency Ratios for Top Ten States (b):									
	TX	FL	GA	IL	CA	AZ	PA	OH	NJ	NY
As of December 31:										
2013	12.6%	28.8%	14.2%	21.4%	13.2%	12.9%	19.9%	16.8%	31.1%	23.8%
2014	15.9	30.0	16.5	25.0	18.1	13.3	25.8	16.0	46.5	43.4
2015	19.0	38.9	17.6	25.7	26.0	22.4	26.9	16.3	59.0	52.1

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As of September 30:

2015	18.9	30.7	14.7	26.2	20.2	16.9	28.3	16.1	58.9	53.8
2016	20.0%	35.2%	18.9%	23.7%	29.4%	22.6%	26.8%	13.0%	59.9%	49.1%

Total Delinquency Ratios for Top Ten States (includes "other" business)

(b):

	TX	FL	GA	IL	CA	NC	PA	MD	NJ	NY
As of December 31:										
2013	8.4%	26.4%	11.5%	17.0%	10.7%	10.8%	14.6%	19.6%	27.1%	22.8%
2014	7.7	19.5	9.4	13.8	9.9	9.4	13.7	16.1	28.0	26.8
2015	8.3	15.9	8.8	11.5	9.3	9.0	13.0	14.2	27.4	28.4
As of September 30:										
2015	7.8	16.1	8.6	11.8	9.2	8.8	13.4	13.6	28.1	28.2
2016	9.0%	13.7%	8.8 %	11.3%	8.9 %	8.3 %	13.0%	13.8%	25.8%	27.1%

- (b) As determined by risk in force as of September 30, 2016, these 10 states represent approximately 51.4%, 57.8%, and 51.4%, of traditional primary, bulk, and total risk in force, respectively.

The following table shows CCI claims related trends for the periods shown:

Years Ended	CCI Claim Costs				Reported Delinquency Ratio at End of Period	Claim Rescissions and Denials
	Paid Amount	Ratio (a)	Incurred Amount	Ratio (a)		
December 31:						
2013	\$48.5	162.9%	\$44.5	149.4%	2.6 %	\$ 54.4
2014	95.7	344.9	137.2	494.4	2.1	25.2
2015	35.6	148.8	83.0	346.9	2.1	19.1
Nine Months Ended						
September 30:						
2015	31.7	176.1	55.8	309.4	2.0	15.0
2016	9.4	84.2	37.8	337.3	1.8 %	8.8
Quarters Ended						
September 30:						
2015	6.0	95.9	18.9	298.8		3.3
2016	\$2.4	64.3 %	\$8.9	238.1%		\$ 2.0

Percent of net CCI earned premiums. CCI claims ratios include only those costs actually or expected to be paid by the Company and exclude claims not paid by virtue of coverage rescissions and claims denials as well as unsubstantiated claim submissions. Certain claim rescissions and denials may from time to time become the subject (a) of disagreements between the Company and certain individual insureds. Possible future reversals of such rescissions and denials, however, may not necessarily affect the adequacy of previously established claim reserve levels nor fully impact operating results. These effects could be fully or partially negated by the imposition of additional retrospective premiums and/or the limiting effects of maximum policy limits.

#### 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 2015 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	Title	RFIG Run-off	Consolidated
Years Ended December 31:				
2013	23.7 %	88.0%	8.1 %	49.2 %
2014	22.9	90.4	9.5	47.1
2015	23.5	88.3	10.0	48.5
Nine Months Ended September 30:				
2015	23.3	88.0	9.6	47.9
2016	24.9	88.3	12.3	50.2
Quarters Ended September 30:				
2015	22.7	85.9	9.3	48.3
2016	24.6 %	86.1%	11.7 %	50.8 %

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. Relatively higher expense ratios in 2016's periods resulted mostly from greater costs incurred for a start-up business, additional litigation cost provisions in this year's second quarter, and by a slightly different premium mix and attendant costs of production driven by the business' responses to insurance market conditions as they occur throughout the year. The title insurance expense ratio for 2014 rose as operating costs contracted by a relatively lower percentage than the reduction in revenues. RFIG Run-off operating expense ratios reflect ongoing cost control geared to a run-off operation.

## Expenses: Total

The composite underwriting 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	Title	RFIG Run-off	Consolidated
Years Ended December 31:				
2013	97.3 %	94.7%	76.9 %	95.0 %
2014	100.8	95.6	106.7	99.4
2015	97.6	93.2	98.0	96.0
Nine Months Ended September 30:				
2015	96.9	93.4	98.0	95.7
2016	97.7	93.5	67.2	95.1
Quarters Ended September 30:				
2015	96.5	91.5	134.0	96.2
2016	98.1 %	91.3%	68.9 %	94.4 %

## Expenses: Income Taxes

The effective consolidated income tax rates were 32.4% in both the third quarter and first nine months of 2016, compared to 31.8% and 32.4% in the third quarter and first nine months of 2015, respectively. The rates for each period reflect primarily the varying proportions of pretax operating income (loss) derived from partially tax sheltered investment income (principally tax-exempt interest and dividend income), the combination of fully taxable investment income, realized investment gains or losses, 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. Title Insurance and RFIG Run-off 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. Life and accident 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 2015 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 September 30, 2016, have not materially changed from those identified in the Company's 2015 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 accounting 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 September 30, 2016, 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 2015 Annual report on Form 10-K.

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.
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101.INS XBRL Instance Document

101.SCH XBRL Taxonomy Extension Schema

101.CAL XBRL Taxonomy Extension Calculation Linkbase

101.DEF XBRL Taxonomy Extension Definition Linkbase

101.LAB XBRL Taxonomy Extension Label Linkbase

101.PRE XBRL Taxonomy Extension Presentation Linkbase

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: November 4, 2016

/s/ Karl W. Mueller

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

EXHIBIT INDEX

Exhibit

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