

OLD REPUBLIC INTERNATIONAL CORP

Form 10-K/A

May 27, 2004

As in effect  
3/1/61

FORM 10K/A

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SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D. C. 20549  
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AMENDMENT TO APPLICATION OR REPORT  
Filed Pursuant to Sections 12, 13, or 15 (d) of  
THE SECURITIES EXCHANGE ACT OF 1934

OLD REPUBLIC INTERNATIONAL CORPORATION

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

AMENDMENT NO. 5  
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The undersigned registrant hereby amends the following items, financial  
statements, exhibits or other portions of its ANNUAL REPORT FOR 2003 on  
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Form 10-K as set forth in the pages attached hereto: (List all such items,  
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financial statements, exhibits or other portions amended)

FORM 11-K

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

OLD REPUBLIC INTERNATIONAL CORPORATION

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(Registrant)

Date: May 26, 2004  
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By: /s/ John S. Adams  
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(Signature)  
John S. Adams  
Senior Vice President and  
Chief Financial Officer

Total Pages: 14

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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FORM 11-K

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ANNUAL REPORT

Pursuant to Section 15(d) of the  
Securities Exchange Act of 1934

For The Fiscal Year Ended December 31, 2003

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REPUBLIC MORTGAGE INSURANCE COMPANY AND AFFILIATED COMPANIES  
PROFIT SHARING PLAN

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OLD REPUBLIC INTERNATIONAL CORPORATION  
307 NORTH MICHIGAN AVENUE  
CHICAGO, ILLINOIS 60601

SIGNATURE

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Pursuant to the requirements of the Securities Exchange Act of 1934, the Administration Committee has duly caused this Annual Report to be signed on behalf of the undersigned, thereunto duly authorized.

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THE REPUBLIC MORTGAGE INSURANCE COMPANY AND  
AFFILIATED COMPANIES PROFIT SHARING PLAN

(Registrant)

By: /s/ John Gerke

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John Gerke, Member of the Administration Committee

By: /s/ Donna Ball

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Donna Ball, Member of the Administration Committee

Date: April 22, 2004

The Republic Mortgage Insurance Company  
and Affiliated Companies  
Profit Sharing Plan  
Financial Statements and  
Supplemental Schedule  
December 31, 2003 and 2002  
Tax Identification Number: 56-1031043

The Republic Mortgage Insurance Company and Affiliated Companies  
Profit Sharing Plan  
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Report of Independent Auditors

To the Participants and Administrator of  
The Republic Mortgage Insurance Company and Affiliated Companies  
Profit Sharing Plan

In our opinion, the accompanying statements of net assets available for benefits and the related statement of changes in net assets available for benefits present fairly, in all material respects, the net assets available for benefits of The Republic Mortgage Insurance Company and Affiliated Companies Profit Sharing Plan (the "Plan") at December 31, 2003 and 2002, and the changes in net assets available for benefits for the year ended December 31, 2003 in conformity with accounting principles generally accepted in the United States of America. These financial statements are the responsibility of the Plan's management; our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits of these statements in accordance with auditing standards generally accepted in the United States of America, which require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The Supplemental Schedule H, line 4i - Schedule of Assets (Held at End of Year) is presented for the purpose of additional analysis and is not a required part of the basic financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This Supplemental Schedule is the responsibility of the Plan's management. The Supplemental Schedule has been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

/s/ PricewaterhouseCoopers LLP

April 22, 2004  
Charlotte, North Carolina

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The Republic Mortgage Insurance Company and Affiliated Companies  
 Profit Sharing Plan  
 Statements of Net Assets Available for Benefits  
 December 31, 2003 and 2002

	2003	2002
-----		
Assets		
Investments, at fair value		
Insurance separate accounts		
Domestic equity	\$ 9,087,239	\$ 5,680,843
Asset allocation	2,458,256	1,700,224
Fixed income	1,317,075	1,354,546
International equity	847,092	475,249
Flexible equity	436,690	138,852
	-----	-----
	14,146,352	9,349,714
ORI common stock pooled account	5,107,879	3,902,479
Participant loans	795,822	602,882
Insurance company guaranteed interest fund, at contract value	21,972,863	17,924,476
	-----	-----
Total investments	42,022,916	31,779,551
Employer contributions receivable	3,921,203	3,757,895
	-----	-----
Total assets	45,944,119	35,537,446
Liabilities		
Refund of excess participant contributions	142,684	162,700
	-----	-----
Net assets available for benefits	\$ 45,801,435	\$ 35,374,746
	=====	=====

The accompanying notes are an integral part of these financial statements.

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The Republic Mortgage Insurance Company and Affiliated Companies  
 Profit Sharing Plan  
 Statement of Changes in Net Assets Available for Benefits  
 Year Ended December 31, 2003

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 Additions to net assets attributed to  
 Investment income

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Net appreciation in fair value of investments	\$ 4,918,456
Interest, guaranteed interest fund	1,001,053
Dividends, common stock pooled account	260,491
Interest, participant loans	33,122
	-----
Investment income	6,213,122
	-----
Contributions	
Employer	3,921,203
Participants	1,484,332
	-----
	5,405,535
	-----
Total additions	11,618,657
	-----
Deductions from net assets attributed to	
Benefits and withdrawals	1,185,587
Administrative expenses	6,381
	-----
Total deductions	1,191,968
	-----
Net increase	10,426,689
Net assets available for benefits	
Beginning of year	35,374,746
	-----
End of year	\$ 45,801,435
	=====

The accompanying notes are an integral part of these financial statements.

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The Republic Mortgage Insurance Company and Affiliated Companies  
Profit Sharing Plan  
Notes to Financial Statements  
December 31, 2003 and 2002  
-----

### 1. Description of Plan

The following description of The Republic Mortgage Insurance Company and Affiliated Companies Profit Sharing Plan (the "Plan") is a qualified defined contribution plan covering all employees of Republic Mortgage Insurance Company, RMIC Corporation, and Republic Mortgage Insurance Company of North Carolina (the "Sponsor"). Employees are eligible for coverage at the start of their employment and must elect to enroll in the plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

See the Summary Plan Description for additional information regarding

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the Plan.

### Contributions

The Sponsor makes contributions to the Plan at the discretion of the Sponsor's Board of Directors at a sum determined by the Board without regard to current and accumulated profits for the taxable year, for years ending with or within such Plan year. Participants may contribute up to 25% of their compensation pre-tax and 25% after-tax for a combined maximum of 50% of compensation any Plan year. Contributions are subject to certain limitations as prescribed by the IRS. Excess contributions to be returned to participants based on qualification testing totaled \$142,684 and \$162,700 for the years ended December 31, 2003 and 2002, respectively.

### Vesting

Participant's account balances provided by Sponsor contributions and related allocated earnings become 40% vested after one year of service. Vesting percentages increase by 10% for each additional year, with full vesting after seven years of service.

Account balances provided by participant contributions and allocated Plan earnings are always fully vested.

### Participant Accounts

A separate account balance is maintained for each participant and is credited with participant contributions and allocations of Sponsor contributions, Plan earnings, and forfeitures of terminated participants' nonvested accounts. Allocations of Plan earnings are based on participants' daily account balances. Sponsor contributions and forfeitures are allocated based on annual compensation of participants. Unallocated forfeitures totalled \$465,175 at December 31, 2003.

### Payment of Benefits

In the event of retirement, disability, or death, accumulated benefits become vested and are distributed to participants or designated beneficiaries by lump-sum payment or through various annuity options.

In the event of termination of employment, participants have the option of receiving vested accumulated benefits through lump-sum distributions, leaving the vested value of their accounts in the Plan until retirement, or transferring amounts into an individual retirement account.

Participants may withdraw their voluntary contributions at anytime.

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The Republic Mortgage Insurance Company and Affiliated Companies  
Profit Sharing Plan  
Notes to Financial Statements  
December 31, 2003 and 2002

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Participants may elect to take early withdrawals of employer contributions if they have participated in the Plan for at least five years. Such early withdrawals will not result in suspension of allocations of Sponsor contributions.

### Participant Loans

Participants may borrow a minimum of \$1,000 from their accounts up to a maximum equal to the lesser of \$50,000 or 50% of their vested account

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balance. Participants may have no more than two loans outstanding at one time. Loans plus interest must be repaid within five years through payroll deductions. These loans bear interest at the prevailing prime rate at the loan inception date. The loans are collateralized by the vested balance in the participant's account.

### 2. Summary of Significant Accounting Policies

#### General

The Plan prepares its financial statements under accounting principles generally accepted in the United States of America.

#### Investment Valuation and Income Recognition

The Plan's guaranteed interest account is valued at contract value. Insurance separate accounts are reported by Massachusetts Mutual Life Insurance Company (the "Trustee") at the fair value of the underlying investments. The pooled account invests solely in the common stock of Old Republic International ("ORI"), the ultimate parent of the Sponsor. The value of the pooled ORI common stock account is based on the underlying quoted market value of the ORI common stock. Participant loans are valued at unpaid principal balance, which approximates fair value. Net appreciation (depreciation) in fair value of investments includes unrealized and realized gains and losses. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

#### Benefits and Withdrawals

Benefits and withdrawals are recorded when paid. At December 31, 2003 and 2002, there were no significant amounts due but unpaid to participants.

#### Income Tax Status

The Plan obtained its latest determination letter on April 3, 1995, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. The Plan has been amended since receiving the determination letter. However, the Plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code.

#### Use of Estimates

The presentation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

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The Republic Mortgage Insurance Company and Affiliated Companies  
Profit Sharing Plan  
Notes to Financial Statements  
December 31, 2003 and 2002  
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### 3. Investments

The Plan is invested in a group annuity contract with the Trustee. The



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contract allows for a participant-directed investment program in commingled subaccounts sponsored by the Trustee. Investment options include fixed income, asset allocation, domestic equity, flexible equity, international equity subaccount option and a guaranteed interest fund. In addition to the investment options offered through the Trustee, participants may also invest in a pooled account that invests solely in common stock of the Sponsor's parent, Old Republic International.

	2003	2002
Insurance company separate accounts at fair value		
Domestic equity subaccounts		
Large cap value	\$ 2,472,478 *	\$ 1,808,112 *
Small cap equity	2,139,805 *	1,596,662 *
Indexed equity	2,072,008	1,453,749
Small cap growth	888,682	585,710
Mid cap value	1,261,717	152,922
Large cap growth	252,548	83,687
	-----	-----
	9,087,238	5,680,843
	-----	-----
Asset allocation subaccounts		
Balanced	2,458,256 *	1,700,224 *
Fixed income subaccount		
Core bond	1,317,075	1,354,546
Flexible equity subaccount		
Growth and income	436,690	138,852
International equity subaccount	847,093	475,249
ORI common stock pooled account	5,107,879 *	3,902,478 *
Participant loans	795,822	602,882
	-----	-----
	\$ 20,050,053	\$ 13,855,075
	=====	=====
Investment at contract value		
Guaranteed interest fund	\$ 21,972,863 *	\$ 17,924,476 *
	=====	=====

\*Exceeds 5% of Plan assets at December 31, 2003 and 2002.

The net appreciation in fair value of the Plan's investments for the year ended December 31, 2003, was \$4,918,456.

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The Republic Mortgage Insurance Company and Affiliated Companies  
Profit Sharing Plan  
Notes to Financial Statements  
December 31, 2003 and 2002  
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#### 4. Guaranteed Interest Fund

The Plan holds an investment contract with Massachusetts Mutual Life Insurance Company. Massachusetts Mutual Life Insurance Company maintains

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the contributions in a pooled account. The account is credited with earnings on the underlying investments, charges for Plan withdrawals, and a proportionate share of administrative expense charges by Massachusetts Mutual Life Insurance Company. The contract is included in the financial statements at contract value, (which represents contributions made under the contract, plus earnings, less withdrawals and administrative expenses) because it is considered fully benefit-responsive. For example, participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. There are no reserves against contract value for credit risk of the contract issuer or otherwise. The contract value of the investment contract at December 31, 2003 and 2002 was \$21,972,863 and \$17,924,476, respectively. The average yield and crediting rates ranged from 4.7% and 6.00% for 2003 and 2002. The crediting rate is based on an agreed-upon formula with the issuer, but cannot be less than 3%.

### 5. Related Party Transactions

Certain Plan investments are insurance separate accounts sponsored by Massachusetts Mutual Life Insurance Company. Massachusetts Mutual Life Insurance Company is the Trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions. Fees paid by the Sponsor on behalf of the Plan for the investment management services amounted to \$67,118 for the year ended December 31, 2003. Other Plan administrative expenses are also paid by the Sponsor.

### 6. Plan Termination

Although it has not expressed any intent to do so, the Sponsor has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA.

In the event of Plan termination, participants would become 100% vested in their employer contributions.

### 7. Reconciliation to Form 5500

There are no reconciling items from these financial statements to the Plan's Form 5500 for the year ended December 31, 2003.

## Supplemental Schedule

Republic Mortgage Insurance Company and Affiliated Companies  
Profit Sharing Plan  
Schedule H, line 4i - Schedule of Assets (Held at End of Year)  
December 31, 2003

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	Number of Units	Value
Insurance separate accounts		
Domestic equity subaccount		
Large cap value	17,562	\$ 2,472,478
Small cap equity	2,539	2,139,805
Indexed equity	7,279	2,072,008
Small cap growth	6,674	888,682
Mid cap value	6,877	1,261,717
Large cap growth	1,844	252,548
		-----
		9,087,238
Asset allocation subaccount		
Balanced	21,597	2,458,256
Fixed income subaccount		
Core bond	1,008	1,317,075
Flexible equity subaccount		
Growth and income	7,680	436,690
International equity subaccount	3,102	847,093
ORI common stock pooled account	178,838	5,107,879
Guaranteed interest fund	226,987	21,972,863
Participants loans		795,822
		-----
		\$ 42,022,916
		=====

Note: Historical cost not provided by the recordkeeper.