



# FORM 10-K

## SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2009

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 1-10816

# MGIC INVESTMENT CORPORATION

(Exact name of registrant as specified in its charter)

**WISCONSIN**  
(State or other jurisdiction of  
incorporation or organization)

**39-1486475**  
(I.R.S. Employer Identification No.)

**MGIC PLAZA, 250 EAST KILBOURN AVENUE,  
MILWAUKEE, WISCONSIN**  
(Address of principal executive offices)

**53202**  
(Zip Code)

**(414) 347-6480**

(Registrant's telephone number, including area code)

Securities Registered Pursuant to Section 12(b) of the Act:

Title of Each Class:

Common Stock, Par Value \$1 Per Share  
Common Share Purchase Rights

Name of Each Exchange on Which Registered:

New York Stock Exchange

Securities Registered Pursuant to Section 12(g) of the Act:

Title of Class:

None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

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 if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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 the definitions of "large accelerated filer," "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   
(Do not check if a smaller reporting company)

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

State the aggregate market value of the voting common stock held by non-affiliates of the Registrant as of June 30, 2009: Approximately \$535 million\*

\* Solely for purposes of computing such value and without thereby admitting that such persons are affiliates of the Registrant, shares held by directors and executive officers of the Registrant are deemed to be held by affiliates of the Registrant. Shares held are those shares beneficially owned for purposes of Rule 13d-3 under the Securities Exchange Act of 1934 but excluding shares subject to stock options.

Indicate the number of shares outstanding of each of the Registrant's classes of common stock as of February 24, 2010: 125,563,583

The following documents have been incorporated by reference in this Form 10-K, as indicated:

---

Proxy Statement for the 2010 Annual  
Meeting of Shareholders

---

Items 10 through 14 of Part III

\* In each case, to the extent provided in the Items listed.

---

---

## TABLE OF CONTENTS

### PART I

Item 1. Business.

Item 1A. Risk Factors

Item 1B. Unresolved Staff Comments

Item 2. Properties

Item 3. Legal Proceedings

Item 4. [Reserved]

### PART II

Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

Item 6. Selected Financial Data.

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

Item 7A. Quantitative and Qualitative Disclosures About Market Risk

Item 8. Financial Statements and Supplementary Data

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure.

Item 9A. Controls and Procedures.

Item 9B. Other Information.

### PART III

Item 10. Directors, Executive Officers and Corporate Governance.

Item 11. Executive Compensation.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.

Item 13. Certain Relationships and Related Transactions, and Director Independence.

Item 14. Principal Accountant Fees and Services.

### PART IV

Item 15. Exhibits and Financial Statement Schedules.

### SIGNATURES

EX-3.2

EX-10.6

EX-11

EX-21

EX-23

EX-31.1

EX-31.2

EX-32

---

## PART I

### Item 1. Business.

#### A. General

We are a holding company and through wholly owned subsidiaries we are the leading provider of private mortgage insurance in the United States. In 2009, our net premiums written exceeded \$1.2 billion and our new insurance written was \$19.9 billion. As of December 31, 2009, our insurance in force was \$212.2 billion and our risk in force was \$54.3 billion. For further information about our results of operations, see our consolidated financial statements in Item 8. As of December 31, 2009, our principal subsidiary, Mortgage Guaranty Insurance Corporation (“MGIC”), was licensed in all 50 states of the United States, the District of Columbia, Puerto Rico and Guam. Through December 31, 2009, MGIC wrote all of our new insurance throughout the United States. However, in 2010 MGIC Indemnity Corporation (“MIC”) is expected to begin writing new insurance in jurisdictions where MGIC does not meet minimum capital requirements and does not obtain a waiver of those requirements. For more information about the formation of MIC and our plans to utilize it to continue writing new insurance throughout the United States, see “Management’s Discussion and Analysis of Financial Condition and Results of Operations — Overview — Capital” in Item 7. In addition to mortgage insurance on first liens, we, through our subsidiaries, provide lenders with various underwriting and other services and products related to home mortgage lending.

#### *Overview of the Private Mortgage Insurance Industry*

The private mortgage insurance industry was established in 1957 by MGIC to provide a private market alternative to federal government insurance programs. Private mortgage insurance covers losses from homeowner defaults on residential first mortgage loans, reducing and, in some instances, eliminating the loss to the insured institution if the homeowner defaults. Private mortgage insurance plays an important role in the housing finance system by expanding home ownership opportunities through helping people purchase homes with less than 20% down payments, especially first time homebuyers. In this annual report, we refer to loans with less than 20% down payments as “low down payment” mortgages or loans. During 2008 and 2009, approximately \$193 billion and \$82 billion, respectively, of mortgages were insured by private mortgage insurance companies.

Private mortgage insurance facilitates the sale of low down payment mortgages in the secondary mortgage market to the Federal National Mortgage Association, commonly known as Fannie Mae, and the Federal Home Loan Mortgage Corporation, commonly known as Freddie Mac. In this annual report, we refer to Fannie Mae and Freddie Mac collectively as the “GSEs.” The GSEs purchase residential mortgages from mortgage lenders and investors as part of their governmental mandate to provide liquidity in the secondary mortgage market and we believe that the GSEs purchased over 50% of the mortgages underlying our flow new insurance written during the last five years. As a result, the private mortgage insurance industry in the U.S. is defined in part by the requirements and practices of the GSEs. These requirements and practices, as well as those of the federal regulators that oversee the GSEs and lenders, impact the operating results and financial performance of companies in the mortgage insurance industry. See the risk factor titled “Changes in the business practices of the GSEs, federal legislation that changes their charters or a restructuring of the GSEs could reduce our revenues or increase our losses.” in Item 1A. Private mortgage insurance also reduces the regulatory capital that depository institutions are required to hold against low down payment mortgages that they hold as assets.

The U.S. single-family residential mortgage market has historically experienced long-term growth, including an increase in mortgage debt outstanding every year between 1985, when MGIC began

## Table of Contents

operations, and 2007. The rate of growth in U.S. residential mortgage debt was particularly strong from 2001 through 2006. In 2007, this growth rate began slowing and, since 2007, U.S. residential mortgage debt has decreased. During the last several years of this period of increased growth and continuing through 2007, the mortgage lending industry increasingly made home loans at higher loan-to-value ratios, to individuals with higher risk credit profiles and based on less documentation and verification of information regarding the borrower. Beginning in 2007, job creation slowed and the housing markets began slowing in certain areas, with declines in certain other areas. In 2008 and 2009, payroll employment in the U.S. decreased substantially and substantially all areas experienced home price declines. Together, these conditions resulted in significant adverse developments for us and our industry. After earning an average of approximately \$580 million annually from 2004 through 2006 and earnings of \$169 million in the first half of 2007, we had net losses of \$1.670 billion for 2007, \$525.4 million for 2008 and \$1.322 billion for 2009. Beginning in 2008 and 2009, the insurer financial strength rating of MGIC was downgraded a number of times by all three rating agencies. See the risk factor titled “MGIC may not continue to meet the GSEs’ mortgage insurer eligibility requirements” in Item 1A.

Beginning in late 2007, we implemented a series of changes to our underwriting guidelines that are designed to improve the credit risk profile of our new insurance written. The changes primarily affect borrowers who have multiple risk factors such as a high loan-to-value ratio, a lower FICO score and limited documentation or are financing a home in a market we categorize as higher risk and include the creation of two tiers of “restricted markets.” Our underwriting criteria for restricted markets do not allow insurance to be written on certain loans that could be insured if the property were located in an unrestricted market. Beginning in September 2009, we removed several markets from our restricted markets list and moved several other markets from our Tier Two restricted market list (for which our underwriting guidelines are most limiting) to our Tier One restricted market list.

Due to the changing environment, including that described above, at this time we are facing two particularly significant challenges:

- Whether we will have access to sufficient capital to continue to write new business beyond 2011. For additional information about this challenge, see “Management’s Discussion and Analysis of Financial Condition and Results of Operations — Overview — Capital” in Item 7.
- Whether private mortgage insurance will remain a significant credit enhancement alternative for low down payment single family mortgages. For additional information about this challenge, see “Management’s Discussion and Analysis of Financial Condition and Results of Operations — Overview — Fannie Mae and Freddie Mac” in Item 7.

### **General Information About Our Company**

We are a Wisconsin corporation. Our principal office is located at MGIC Plaza, 250 East Kilbourn Avenue, Milwaukee, Wisconsin 53202 (telephone number (414) 347-6480).

For many years ending in 2008, we had significant investments in two less than majority owned joint ventures, Credit-Based Asset Servicing and Securitization LLC, or “C-BASS,” and Sherman Financial Group LLC, or “Sherman.” In 2007, joint venture losses in our results of operations included an impairment charge equal to our entire equity interest in C-BASS, as well as equity losses incurred by C-BASS in the fourth quarter that reduced the carrying value of our \$50 million note from C-BASS to zero. As a result, beginning in 2008, our joint venture income principally consisted of income from Sherman. In August 2008, we sold our entire interest in Sherman to Sherman. Beginning in the fourth quarter of 2008, our results of operations are no longer affected by any joint venture results.

As used in this annual report, “we,” “us” and “our” refer to MGIC Investment Corporation’s

## [Table of Contents](#)

consolidated operations. Sherman, C-BASS and our other less than majority-owned joint ventures and investments are not consolidated with us for financial reporting purposes, are not our subsidiaries and are not included in the terms “we,” “us” and “our.” The description of our business in this document generally does not apply to our Australian operations, which are immaterial. For information about our Australian operations, see “Management’s Discussion and Analysis of Financial Condition and Results of Operations — Overview — Australia” in Item 7.

Our revenues and losses may be materially affected by the risk factors applicable to us that are included in Item 1A of this annual report. These risk factors are an integral part of this annual report. These factors may also cause actual results to differ materially from the results contemplated by forward looking statements that we may make. We are not undertaking any obligation to update any forward looking statements or other statements we may make even though these statements may be affected by events or circumstances occurring after the forward looking statements or other statements were made. No reader of this annual report should rely on the fact that such statements are current at any time other than the time at which this annual report was filed with the Securities and Exchange Commission.

### **B. The MGIC Book**

In our industry, a “book” is a group of loans that a mortgage insurer insures in a particular period, normally a calendar year. We refer to the insurance that has been written by MGIC as the “MGIC Book.”

#### ***Types of Product***

In general, there are two principal types of private mortgage insurance: “primary” and “pool.” We are currently not issuing new commitments for pool insurance and expect that the volume of any future pool business will be insignificant to us.

***Primary Insurance.*** Primary insurance provides mortgage default protection on individual loans and covers unpaid loan principal, delinquent interest and certain expenses associated with the default and subsequent foreclosure (collectively, the “claim amount”). For the effect of bankruptcy cramdowns on the claim amount, see “—Exposure to Catastrophic Loss; Defaults; Claims; Loss Mitigation – Claims” below. In addition to the loan principal, the claim amount is affected by the mortgage note rate and the time necessary to complete the foreclosure process, which can be lengthened due to foreclosure moratoriums. The insurer generally pays the coverage percentage of the claim amount specified in the primary policy, but has the option to pay 100% of the claim amount and acquire title to the property. Primary insurance is generally written on first mortgage loans secured by owner occupied single-family homes, which are one-to-four family homes and condominiums. Primary insurance is also written on first liens secured by non-owner occupied single-family homes, which are referred to in the home mortgage lending industry as investor loans, and on vacation or second homes. Primary coverage can be used on any type of residential mortgage loan instrument approved by the mortgage insurer.

References in this document to amounts of insurance written or in force, risk written or in force and other historical data related to our insurance refer only to direct (before giving effect to reinsurance) primary insurance, unless otherwise indicated. References in this document to “primary insurance” include insurance written in bulk transactions that is supplemental to mortgage insurance written in connection with the origination of the loan or that reduces a lender’s credit risk to less than 51% of the value of the property. For more than the past five years, reports by private mortgage insurers to the trade association for the private mortgage insurance industry have classified mortgage insurance that is supplemental to other mortgage insurance or that reduces a lender’s credit risk to less than 51% of the value of the property as pool insurance. The trade association classification is used by members of the private mortgage insurance industry in reports to Inside Mortgage Finance, a mortgage industry

## [Table of Contents](#)

publication that computes and publishes primary market share information.

Primary insurance may be written on a flow basis, in which loans are insured in individual, loan-by-loan transactions, or may be written on a bulk basis, in which each loan in a portfolio of loans is individually insured in a single, bulk transaction. New insurance written on a flow basis was \$19.9 billion in 2009 compared to \$46.6 billion in 2008 and \$69.0 billion in 2007. No new insurance written for bulk transactions was written in 2009, compared to \$1.6 billion for 2008 and \$7.8 billion in 2007. As noted in “- Bulk Transactions” below, in the fourth quarter of 2007, we decided to stop writing the portion of our bulk business that insures mortgage loans included in home equity (or “private label”) securitizations, which are the terms the market uses to refer to securitizations sponsored by firms besides the GSEs or Ginnie Mae, such as Wall Street investment banks. We refer to portfolios of loans we insured through the bulk channel that we knew would serve as collateral in a home equity securitization as “Wall Street bulk transactions.” While we will continue to insure loans on a bulk basis when we believe that the loans will be sold to a GSE or retained by the lender, we expect the volume of any future business written through the bulk channel will be insignificant to us.

The following table shows, on a direct basis, primary insurance in force (the unpaid principal balance of insured loans as reflected in our records) and primary risk in force (the coverage percentage applied to the unpaid principal balance) for the MGIC Book as of the dates indicated:

### Primary Insurance and Risk In Force

|                                   | 2009      | 2008      | December 31,<br>2007<br>(In millions) | 2006      | 2005      |
|-----------------------------------|-----------|-----------|---------------------------------------|-----------|-----------|
| Direct Primary Insurance In Force | \$212,182 | \$226,955 | \$211,745                             | \$176,531 | \$170,029 |
| Direct Primary Risk In Force      | \$ 54,343 | \$ 58,981 | \$ 55,794                             | \$ 47,079 | \$ 44,860 |

For loans sold to Fannie Mae or Freddie Mac, the coverage percentage must comply with the requirements established by the particular GSE to which the loan is delivered. For other loans, the lender determines the coverage percentage we provide, from the coverage percentages that we offer.

We charge higher premium rates for higher coverage percentages. Higher coverage percentages generally result in increased severity, which is the amount paid on a claim, and lower coverage percentages generally result in decreased severity. In accordance with GAAP for the mortgage insurance industry, reserves for losses are only established for loans in default. Because, historically, relatively few defaults typically occur in the early years of a book of business, the higher premium revenue from deeper coverage has historically been generally recognized before any significant higher losses resulting from that deeper coverage may be incurred. See “- Exposure to Catastrophic Loss; Defaults; Claims; Loss Mitigation - Claims.” Our premium pricing methodology generally targets substantially similar returns on capital regardless of the depth of coverage. However, there can be no assurance that changes in the level of premium rates adequately reflect the risks associated with changes in the depth of coverage.

In recent years the GSEs, with mortgage insurers, have offered programs under which, on delivery of an insured loan to a GSE, the primary coverage was restructured to an initial shallow tier of coverage followed by a second tier that was subject to an overall loss limit, and compensation may have been paid to the GSE reflecting services or other benefits realized by the mortgage insurer from the coverage conversion. Lenders receive guaranty fee relief from the GSEs on mortgages delivered with these restructured coverage percentages. We believe that the GSEs ceased offering these programs in 2008, though we continue to insure loans subject to these programs. See “— Sales and Marketing and Competition — Competition” below for a discussion of Fannie Mae’s expansion of the types of loans

## [Table of Contents](#)

eligible for “charter coverage” and its plans to eliminate its “reduced coverage” program in the second quarter of 2010.

In general, mortgage insurance coverage cannot be terminated by the insurer. However, a mortgage insurer may terminate or rescind coverage for, among other reasons, non-payment of premium and in the case of certain material misrepresentations made in connection with the issuance of the insurance policy. See “— Exposure to Catastrophic Loss; Defaults; Claims; Loss Mitigation — Loss Mitigation.” Mortgage insurance coverage is renewable at the option of the insured lender, at the renewal rate fixed when the loan was initially insured. Lenders may cancel insurance written on a flow basis at any time at their option or because of mortgage repayment, which may be accelerated because of the refinancing of mortgages. In the case of a loan purchased by Freddie Mac or Fannie Mae, a borrower meeting certain conditions may require the mortgage servicer to cancel insurance upon the borrower’s request when the principal balance of the loan is 80% or less of the home’s current value.

Under the federal Homeowners Protection Act, or HPA, a borrower has the right to stop paying premiums for private mortgage insurance on loans closed after July 28, 1999 secured by a property comprised of one dwelling unit that is the borrower’s primary residence when certain loan-to-value ratio thresholds determined by the value of the home at loan origination and other requirements are met. Generally, the loan-to-value ratios used in this annual report represent the ratio, expressed as a percentage, of the dollar amount of the first mortgage loan to the value of the property at the time the loan became insured and do not reflect subsequent housing price appreciation or depreciation. In general, under the HPA a borrower may stop making mortgage insurance payments when the loan-to-value ratio is scheduled to reach 80% (based on the loan’s amortization schedule) or actually reaches 80% if the borrower so requests and if certain requirements relating to the borrower’s payment history, the absence of junior liens and a decline in the property’s value since origination are satisfied. In addition, a borrower’s obligation to make payments for private mortgage insurance generally terminates regardless of whether a borrower so requests when the loan-to-value ratio (based on the loan’s amortization schedule) reaches 78% of the unpaid principal balance of the mortgage and the borrower is or later becomes current in his mortgage payments. A borrower’s right to stop paying for private mortgage insurance applies only to borrower paid mortgage insurance. The HPA requires that lenders give borrowers certain notices with regard to the cancellation of private mortgage insurance.

In addition, some states require that mortgage servicers periodically notify borrowers of the circumstances in which they may request a mortgage servicer to cancel private mortgage insurance and some states allow the borrower to require the mortgage servicer to cancel private mortgage insurance under certain circumstances or require the mortgage servicer to cancel private mortgage insurance automatically in certain circumstances.

Coverage tends to continue in areas experiencing economic contraction and housing price depreciation. The persistency of coverage in these areas coupled with cancellation of coverage in areas experiencing economic expansion and housing price appreciation can increase the percentage of an insurer’s portfolio comprised of loans in economically weak areas. This development can also occur during periods of heavy mortgage refinancing because refinanced loans in areas of economic expansion experiencing property value appreciation are less likely to require mortgage insurance at the time of refinancing, while refinanced loans in economically weak areas not experiencing property value appreciation are more likely to require mortgage insurance at the time of refinancing or not qualify for refinancing at all and thus remain subject to the mortgage insurance coverage.

The percentage of primary risk written with respect to loans representing refinances was 36.0% in 2009 compared to 21.9% in 2008 and 23.2% in 2007. When a borrower refinances a mortgage loan insured by us by paying it off in full with the proceeds of a new mortgage that is also insured by us, the

## Table of Contents

insurance on that existing mortgage is cancelled, and insurance on the new mortgage is considered to be new primary insurance written. Therefore, continuation of our coverage from a refinanced loan to a new loan results in both a cancellation of insurance and new insurance written. When a lender and borrower modify a loan rather than replace it with a new one, or enter into a new loan pursuant to a loan modification program, our insurance continues without being cancelled, assuming that we consent to the modification or new loan. As a result, such modifications or new loans, including those modified under the Home Affordable Refinance Program, are not included in our new insurance written.

In addition to varying with the coverage percentage, our premium rates for insurance vary depending upon the perceived risk of a claim on the insured loan and thus take into account, among other things, the loan-to-value ratio, whether the loan is a fixed payment loan or a non-fixed payment loan (a non-fixed payment loan is referred to in the home mortgage lending industry as an adjustable rate mortgage), the mortgage term, whether the loan finances a home in a market we categorize as higher risk and whether the property is the borrower's primary residence. Historically, only our premium rates for A-, subprime loans and certain other loans varied based on the location of the borrower's credit score within a range of credit scores. Subject to regulatory approval, effective May 1, 2010, we will price our insurance after considering the borrowers' credit scores for all flow new insurance written. In general, in this annual report we classify as "A-" loans that have FICO credit scores between 575 and 619 and we classify as "subprime" loans that have FICO credit scores of less than 575. However, in this annual report we classify loans without complete documentation as "reduced documentation" loans regardless of FICO credit score rather than as prime, "A-" or "subprime" loans, although as discussed in footnote 4 to the table titled "Default Statistics for the MGIC Book" in " — Exposure to Catastrophic Loss; Defaults; Claims; Loss Mitigation — Defaults" below, certain "doc waiver" GSE loans are included as "full doc" loans by us in accordance with industry practice. A FICO credit score is a score based on a borrower's credit history generated by a model developed by Fair Isaac and Company.

Premium rates cannot be changed after the issuance of coverage. Because we believe that over the long term each region of the United States is subject to similar factors affecting risk of loss on insurance written, we generally utilize a nationally based, rather than a regional or local, premium rate policy for insurance written through the flow channel. However, beginning in 2008, changes in our underwriting guidelines implemented more restrictive standards in markets and for loan characteristics that we categorize as higher risk.

The borrower's mortgage loan instrument may require the borrower to pay the mortgage insurance premium. Our industry refers to loans having this requirement as "borrower paid." If the borrower is not required to pay the premium, then the premium is paid by the lender, who may recover the premium through an increase in the note rate on the mortgage or higher origination fees. Our industry refers to loans in which the premium is paid by the lender as "lender paid." Most of our primary insurance in force and new insurance written, other than through bulk transactions, is borrower paid mortgage insurance. New insurance written through bulk transactions was generally paid by the securitization vehicles or investors that hold the mortgages, and the mortgage note rate generally does not reflect the premium for the mortgage insurance. In February 2008, Freddie Mac and Fannie Mae informed us and the rest of our industry that they were reviewing the appropriateness of all mortgage insurers' lender-paid insurance premium rates. We are uncertain of the status of these reviews.

Under the monthly premium plan, the borrower or lender pays us a monthly premium payment to provide only one month of coverage, rather than one year of coverage provided by the annual premium plan. Under the annual premium plan, the initial premium is paid to us in advance, and we earn and recognize the premium over the next twelve months of coverage, with annual renewal premiums paid in advance thereafter and earned over the subsequent twelve months of coverage. The annual premiums can be paid with either a higher premium rate for the initial year of coverage and lower premium rates for the

## Table of Contents

renewal years, or with premium rates which are equal for the initial year and subsequent renewal years. Under the single premium plan, the borrower or lender pays us a single payment covering a specified term exceeding twelve months.

During each of the last three years, the monthly premium plan represented more than 85% of our new insurance written. The annual and single premium plans represented the remaining new insurance written.

**Pool Insurance.** Pool insurance is generally used as an additional “credit enhancement” for certain secondary market mortgage transactions. Pool insurance generally covers the loss on a defaulted mortgage loan which exceeds the claim payment under the primary coverage, if primary insurance is required on that mortgage loan, as well as the total loss on a defaulted mortgage loan which did not require primary insurance. Pool insurance usually has a stated aggregate loss limit and may also have a deductible under which no losses are paid by the insurer until losses exceed the deductible.

We are currently not issuing new commitments for pool insurance and expect that the volume of any future pool business will be insignificant to us. New pool risk written was \$4 million in 2009, \$145 million in 2008 and \$211 million in 2007. New pool risk written during 2007 was primarily comprised of risk associated with loans delivered to the GSEs (“agency pool insurance”), loans insured through private label securitizations, loans delivered to the Federal Home Loan Banks under their mortgage purchase programs and loans made under state housing finance programs. New pool risk written during 2008 was primarily comprised of risk associated with agency pool insurance and loans made under state housing finance programs. Direct pool risk in force at December 31, 2009 was \$1.7 billion compared to \$1.9 billion and \$2.8 billion at December 31, 2008 and 2007, respectively. The risk amounts referred to above represent pools of loans with contractual aggregate loss limits and in some cases those without these limits. For pools of loans without these limits, risk is estimated based on the amount that would credit enhance these loans to a “AA” level based on a rating agency model. Under this model, at December 31, 2009, 2008 and 2007 for \$2.0 billion, \$2.5 billion and \$4.1 billion, respectively, of risk without these limits, risk in force is calculated at \$190 million, \$150 million and \$475 million, respectively.

The settlement of a nationwide class action alleging that MGIC violated the Real Estate Settlement Procedures Act, or RESPA, by providing agency pool insurance and entering into other transactions with lenders that were not properly priced became final in October 2003. In a February 1, 1999 circular addressed to all mortgage guaranty insurers licensed in New York, the New York Department of Insurance advised that “significantly underpriced” agency pool insurance would violate the provisions of New York insurance law that prohibit mortgage guaranty insurers from providing lenders with inducements to obtain mortgage guaranty business. In a January 31, 2000 letter addressed to all mortgage guaranty insurers licensed in Illinois, the Illinois Department of Insurance advised that providing pool insurance at a “discounted or below market premium” in return for the referral of primary mortgage insurance would violate Illinois law.

In February 2008, Freddie Mac and Fannie Mae informed us and the rest of our industry that they were reviewing the appropriateness of all mortgage insurers’ criteria and underwriting requirements for pool insurance on mortgages to the extent that they do not meet such insurer’s published underwriting guidelines. We are uncertain of the status of these reviews.

### ***Risk Sharing Arrangements.***

We have participated in risk sharing arrangements with the GSEs and captive reinsurance arrangements with subsidiaries of certain mortgage lenders that reinsure a portion of the risk on loans

originated or serviced by the lenders which have MGIC primary insurance.

In a February 1, 1999 circular addressed to all mortgage insurers licensed in New York, the New York Department of Insurance said that it was in the process of developing guidelines that would articulate the parameters under which captive mortgage reinsurance is permissible under New York insurance law. These guidelines, which were to ensure that the reinsurance constituted a legitimate transfer of risk and were fair and equitable to the parties, have not been issued. As discussed under “We are subject to the risk of private litigation and regulatory proceedings” in Item 1A, we provided information regarding captive mortgage reinsurance arrangements to the New York Department of Insurance, the Minnesota Department of Commerce and the Department of Housing and Urban Development, commonly referred to as HUD. The complaint in the RESPA litigation described in “- Pool Insurance” alleged that MGIC pays “inflated” captive reinsurance premiums in violation of RESPA. Since December 2006, class action litigation was separately brought against a number of large lenders alleging that their captive mortgage reinsurance arrangements violated RESPA. We are not a defendant in any of these cases and we believe no other mortgage insurer is a defendant.

In addition, we periodically participate in risk sharing arrangements with persons unrelated to our customers. When we reinsure a portion of our risk through such a reinsurer, we make an upfront payment or cede a portion of our premiums in return for a reinsurer agreeing to indemnify us for its share of losses incurred. Although reinsuring against possible loan losses does not discharge us from liability to a policyholder, it can reduce the amount of capital we are required to retain against potential future losses for rating agency and insurance regulatory purposes.

For further information about risk sharing arrangements, see “Management’s Discussion and Analysis—Results of Consolidated Operations—Risk Sharing Arrangements” in Item 7 and Note 9 to our consolidated financial statements in Item 8.

**Bulk Transactions.** In bulk transactions, the individual loans in the insured portfolio are generally insured to specified levels of coverage. The premium in a bulk transaction, which is negotiated with the securitizer or other owner of the loans, is based on the mortgage insurer’s evaluation of the overall risk of the insured loans included in the transaction and is often a composite rate applied to all of the loans in the transaction.

In the fourth quarter of 2007, we decided to stop writing the portion of our bulk business insuring loans included in Wall Street bulk transactions. These securitizations represented approximately 41% and 66% of our new insurance written for bulk transactions during 2007 and 2006, respectively, and 9% of our risk in force, or 62% of our bulk risk in force, at December 31, 2009. New insurance written for bulk transactions was \$1.6 billion during 2008, all of which were eligible for delivery to the GSEs, compared to \$7.8 billion for 2007. We wrote no new business through the bulk channel after the second quarter of 2008. We expect the volume of any future business written through the bulk channel will be insignificant to us. In general, the loans insured by us in Wall Street bulk transactions consisted of loans with reduced underwriting documentation; cash out refinances that exceed the standard underwriting requirements of the GSEs; A- loans; subprime loans; and jumbo loans. A jumbo loan has an unpaid principal balance that exceeds the conforming loan limit. The conforming loan limit is the maximum unpaid principal amount of a mortgage loan that can be purchased by the GSEs. The conforming loan limit is subject to annual adjustment, and for mortgages covering a home with one dwelling unit was \$417,000 for 2007 and early 2008; this amount was temporarily increased to up to \$729,500 in the most costly communities in early 2008 and remained at that amount throughout 2009. For additional information about new insurance written through the bulk channel, see “Management’s Discussion and Analysis of Financial Condition and Results of Operations — Results of Consolidated Operations — Bulk Transactions” in Item 7.

## **Customers**

Originators of residential mortgage loans such as savings institutions, commercial banks, mortgage brokers, credit unions, mortgage bankers and other lenders have historically determined the placement of mortgage insurance written on a flow basis and as a result are our customers. To obtain primary insurance from us written on a flow basis, a mortgage lender must first apply for and receive a mortgage guaranty master policy from us. Our top 10 customers, none of whom represented more than 10% of our consolidated revenues, generated 39.3% of our new insurance written on a flow basis in 2009, compared to 40.3% in 2008 and 43.0% in 2007. In the fourth quarter of 2009, Countrywide and an affiliate (“Countrywide”) commenced litigation against us as a result of its dissatisfaction with our rescissions practices shortly after it ceased doing business with us. See the risk factor titled “We are subject to the risk of private litigation and regulatory proceedings” in Item 1A as well as Item 3, “Legal Proceedings,” for more information about this litigation and the arbitration case we filed against Countrywide regarding rescissions. Countrywide and its Bank of America affiliates accounted for 12.0% of our flow new insurance written in 2008 and 8.3% of our new insurance written in the first three quarters of 2009. In addition, another customer with whom we still do business accounted for almost 14% of our flow new insurance written in 2009.

When writing insurance for Wall Street bulk transactions, we historically dealt primarily with securitizers of the loans or other owners of the loans, who considered whether credit enhancement provided through the structure of the securitization would eliminate or reduce the need for mortgage insurance.

## **Sales and Marketing and Competition**

**Sales and Marketing.** We sell our insurance products through our own employees, located throughout all regions of the United States, Puerto Rico and Guam.

**Competition.** Our competition includes other mortgage insurers, governmental agencies and products designed to eliminate the need to purchase private mortgage insurance. For flow business, we and other private mortgage insurers compete directly with federal and state governmental and quasi-governmental agencies, principally the Federal Housing Administration (“FHA”) and, to a lesser degree, the Veterans Administration. These agencies sponsor government-backed mortgage insurance programs, which during 2009 and 2008 accounted for approximately 84.6% and 60.4%, respectively, of the total low down payment residential mortgages which were subject to governmental or private mortgage insurance, a substantial increase from approximately 22.7% in 2007, according to statistics reported by Inside Mortgage Finance. We believe the FHA, which until 2008 was not viewed by us as a significant competitor, accounted for the overwhelming majority of this increase in both 2008 and 2009.

Loans insured by the FHA cannot exceed maximum principal amounts which are determined by a percentage of the conforming loan limit. For loans originated in the first half of 2007, the maximum FHA loan amount for homes with one dwelling unit in “high cost” areas was as high as \$362,790; this amount was temporarily increased to up to \$729,750 in the most costly areas for loans originated in the second half of 2007 or during 2008. For loans originated in 2009 and 2010, this limit was lowered to \$721,050 in Alaska and Hawaii and \$625,500 in other states. Loans insured by the Veteran’s Administration do not have mandated maximum principal amounts but have maximum limits on the amount of the guaranty provided by the Veteran’s Administration to the lender. For loans closed on or after December 10, 2004, the maximum Veteran’s Administration guaranty is \$156,375 in Alaska and Hawaii and \$104,250 in other states.

In addition to competition from the FHA and the Veteran’s Administration, we and other private mortgage insurers face competition from state-supported mortgage insurance funds in several states,

## Table of Contents

including California and New York. From time to time, other state legislatures and agencies consider expanding the authority of their state governments to insure residential mortgages.

Private mortgage insurers are also subject to competition from the GSEs to the extent that they are compensated for assuming default risk that would otherwise be insured by the private mortgage insurance industry. For a number of years, the GSEs have had programs under which on certain loans lenders could choose a mortgage insurance coverage percentage that was only the minimum required by their charters, with the GSEs paying a lower price for these loans (“charter coverage”). The GSEs have also had programs under which on certain loans they would accept a level of mortgage insurance above the requirements of their charters but below their standard coverage without any decrease in the purchase price they would pay for these loans (“reduced coverage”). Effective January 1, 2010, Fannie Mae broadly expanded the types of loans eligible for charter coverage. Fannie Mae has also announced that it would eliminate its reduced coverage program in the second quarter of 2010. In recent years, a majority of our volume has been on loans with GSE standard coverage, a substantial portion of our volume has been on loans with reduced coverage, and a minor portion of our volume has been on loans with charter coverage. We charge higher premium rates for higher coverages. To the extent lenders selling loans to Fannie Mae choose charter coverage for loans that we insure, our revenues would be reduced and we could experience other adverse effects. See “Management’s Discussion and Analysis of Financial Condition and Results of Operations — Overview — Fannie Mae and Freddie Mac” for a discussion about the risk that private mortgage insurance will not remain a significant credit enhancement for low down payment single family mortgages and “Changes in the business practices of the GSEs, federal legislation that changes their charters or a restructuring of the GSEs could reduce our revenues or increase our losses.” in Item 1A for a discussion of how potential changes in the GSEs’ business practices could affect us.

The capital markets and their participants have historically competed with mortgage insurers by offering alternative products and services and may further develop as competitors to private mortgage insurers in ways we cannot predict. Competition from such alternative products and services was substantial prior to 2007 but declined materially in late 2007 and their presence was insignificant in 2008 and 2009.

Prior to 2008, we and other mortgage insurers also competed with transactions structured to avoid mortgage insurance on low down payment mortgage loans. These transactions include self-insuring, and “80-10-10” and similar loans (generally referred to as “piggyback loans”), which are loans comprised of both a first and a second mortgage (for example, an 80% loan-to-value ratio first mortgage and a 10% loan-to-value ratio second mortgage), with the loan-to-value ratio of the first mortgage below what investors require for mortgage insurance, compared to a loan in which the first mortgage covers the entire borrowed amount (which in the preceding example would be a 90% loan-to-value ratio mortgage). Competition from piggyback structures was substantial prior to 2007 but declined materially later in 2007 and declined further in 2008 and remained low in 2009.

The U.S. private mortgage insurance industry currently consists of seven active mortgage insurers and their affiliates and one new entrant that has said it will begin to write new business in the second quarter of 2010. One of the seven is a joint venture in which another mortgage insurer participates, another is, according to filings with the Securities and Exchange Commission as of February 20, 2010, our largest shareholder and the new entrant reported that one of its investors is JPMorgan Chase, which is one of our customers. The names of these mortgage insurers can be found in “Competition or changes in our relationships with our customers could reduce our revenues or increase our losses” in Item 1A. In 2008, a mortgage insurer ceased writing new insurance and placed its existing book of business in run-off. According to Inside Mortgage Finance, which obtains its data from reports provided by us and other mortgage insurers that are to be prepared on the same basis as the reports by insurers to the trade association for the private mortgage insurance industry, for more than ten years, we have been the largest private mortgage insurer based on new primary insurance written, with a market share of 26.0% in 2009, 24.5% in 2008, 21.3% in 2007, 21.6% in 2006 and 22.9% in 2005, and at December 31, 2009, we also

## Table of Contents

had the largest book of direct primary insurance in force. For more than five years, these reports do not include as “primary mortgage insurance” insurance on certain loans classified by us as primary insurance, such as loans insured through bulk transactions that already had mortgage insurance placed on the loans at origination.

The private mortgage insurance industry is highly competitive. We believe that we currently compete with other private mortgage insurers based on customer relationships, name recognition, reputation, the ancillary products and services provided to lenders (including contract underwriting services), the strength of management teams and field organizations, the depths of databases covering insured loans and the effective use of technology and innovation in the delivery and servicing of insurance products. Our relationships with our customers could be adversely affected by a variety of factors, including rescission of loans that affect the customer and our decision to discontinue ceding new business under excess of loss captive reinsurance programs. In the fourth quarter of 2009, Countrywide commenced litigation against us as a result of its dissatisfaction with our rescissions practices shortly after it ceased doing business with us. See the risk factor titled “We are subject to the risk of private litigation and regulatory proceedings” in Item 1A as well as Item 3, “Legal Proceedings,” for more information about this litigation and the arbitration case we filed against Countrywide regarding rescissions. Information about some of the other factors that can affect a mortgage insurer’s relationship with its customers can be found at “Competition or changes in our relationships with our customers could reduce our revenues or increase our losses” in Item 1A. Several private mortgage insurers compete based on the types of captive mortgage reinsurance that they offer.

Historically, the industry has competed for business written through the flow channel principally on the basis of programs involving captive mortgage reinsurance, agency pool insurance, and other similar structures involving lenders; the provision of contract underwriting and related fee-based services to lenders; financial strength as it is perceived by persons making or influencing the selection of a mortgage insurer; the provision of other products and services that meet lender needs for risk management, affordable housing, loss mitigation, capital markets and training support; and the effective use of technology and innovation in the delivery and servicing of insurance products. We believe competition for Wall Street bulk business was based principally on the premium rate and the portion of loans submitted for insurance that the insurers were willing to insure.

The complaint in the RESPA litigation described in “- Pool Insurance” alleged, among other things, that captive mortgage reinsurance, agency pool insurance, and contract underwriting we provided violated RESPA.

Certain private mortgage insurers compete for flow business by offering lower premium rates than other companies, including us, either in general or with respect to particular customers or classes of business. On a case-by-case basis, we will adjust premium rates, generally depending on the risk characteristics, loss performance or class of business of the loans to be insured, or the costs associated with doing such business.

The mortgage insurance industry historically viewed a financial strength rating of Aa3/AA- as critical to writing new business. At the time that this annual report was finalized, the financial strength of MGIC, our principal mortgage insurance subsidiary, was rated Ba3 by Moody’s Investors Service (the outlook for this rating is negative) and B+ by Standard & Poor’s Rating Services (the outlook for this rating is negative). In January 2010, at our request, Fitch Ratings withdrew its ratings of MGIC. MGIC could be further downgraded by either or both of these rating agencies. As a result of MGIC’s financial strength rating being below Aa3/AA-, it is operating with each GSE as an eligible insurer under a remediation plan. For further information about the importance of MGIC’s ratings, see our Risk Factor titled “MGIC may not continue to meet the GSEs’ mortgage insurer eligibility requirements” in Item 1A. In assigning financial strength ratings, in addition to considering the adequacy of the mortgage insurer’s capital to withstand very high claim scenarios under assumptions determined by the rating agency, we believe

rating agencies review a mortgage insurer's historical and projected operating performance, franchise risk, business outlook, competitive position, management, corporate strategy, and other factors. The rating agency issuing the financial strength rating can withdraw or change its rating at any time.

#### ***Contract Underwriting and Related Services***

We perform contract underwriting services for lenders in which we judge whether the data relating to the borrower and the loan contained in the lender's mortgage loan application file comply with the lender's loan underwriting guidelines. We also provide an interface to submit data to the automated underwriting systems of the GSEs, which independently judge the data. These services are provided for loans that require private mortgage insurance as well as for loans that do not require private mortgage insurance. A material portion of our new insurance written through the flow channel in recent years involved loans for which we provided contract underwriting services. The complaint in the RESPA litigation described in "- Pool Insurance" alleged, among other things, that the pricing of contract underwriting provided by us violated RESPA.

Under our contract underwriting agreements, we may be required to provide certain remedies to our customers if certain standards relating to the quality of our underwriting work are not met. The cost of remedies provided by us to customers for failing to meet these standards has not been material to our financial position or results of operations for the years ended December 31, 2009, 2008 and 2007. However, a generally positive economic environment for residential real estate that continued until approximately 2007 may have mitigated the effect of some of these costs, and claims for remedies may be made a number of years after the underwriting work was performed. A material portion of our new insurance written through the flow channel in recent years involved loans for which we provided contract underwriting services. We believe the rescission of mortgage insurance coverage on loans on which we also provided contract underwriting services may make a claim for a contract underwriting remedy more likely to occur. In the second half of 2009, we experienced an increase in claims for contract underwriting remedies, which may continue. Hence, there can be no assurance that contract underwriting remedies will not be material in the future.

In February 2008, Freddie Mac and Fannie Mae informed us and the rest of our industry that they were reviewing all mortgage insurers' business justifications for activities, such as contract underwriting services, that have the potential for creating non-insurance related contingent liabilities. We are uncertain of the status of these reviews.

#### ***Risk Management***

We believe that mortgage credit risk is materially affected by:

- the borrower's credit strength, including the borrower's credit history, debt-to-income ratios, and cash reserves and the willingness of a borrower with sufficient resources to make mortgage payments to do so when the mortgage balance exceeds the value of the home;
- the loan product, which encompasses the loan-to-value ratio, the type of loan instrument, including whether the instrument provides for fixed or variable payments and the amortization schedule, the type of property and the purpose of the loan;
- origination practices of lenders and the percentage of coverage on insured loans;
- the size of loans insured; and

## Table of Contents

• the condition of the economy, including housing values and employment, in the area in which the property is located.

We believe that, excluding other factors, claim incidence increases:

- for loans with lower FICO credit scores compared to loans with higher FICO credit scores;
- for loans with less than full underwriting documentation compared to loans with full underwriting documentation;
- during periods of economic contraction and housing price depreciation, including when these conditions may not be nationwide, compared to periods of economic expansion and housing price appreciation;
- for loans with higher loan-to-value ratios compared to loans with lower loan-to-value ratios;
- for ARMs when the reset interest rate significantly exceeds the interest rate of loan origination;
- for loans that permit the deferral of principal amortization compared to loans that require principal amortization with each monthly payment;
- for loans in which the original loan amount exceeds the conforming loan limit compared to loans below that limit; and
- for cash out refinance loans compared to rate and term refinance loans.

Other types of loan characteristics relating to the individual loan or borrower may also affect the risk potential for a loan. The presence of a number of higher-risk characteristics in a loan materially increases the likelihood of a claim on such a loan unless there are other characteristics to lower the risk.

We charge higher premium rates to reflect the increased risk of claim incidence that we perceive is associated with a loan, although not all higher risk characteristics are reflected in the premium rate. There can be no assurance that our premium rates adequately reflect the increased risk, particularly in a period of economic recession, slowing home price appreciation or housing price declines. For additional information, see our risk factors in Item 1A, including the one titled “The premiums we charge may not be adequate to compensate us for our liabilities for losses and as a result any inadequacy could materially affect our financial condition and results of operations.”

Beginning in late 2007, we implemented a series of changes to our underwriting guidelines that are designed to improve the credit risk profile of our new insurance written. The changes primarily affect borrowers who have multiple risk factors such as a high loan-to-value ratio, a lower FICO score and limited documentation or are financing a home in a market we categorize as higher risk and include the creation of two tiers of “restricted markets.” Our underwriting criteria for restricted markets do not allow insurance to be written on certain loans that could be insured if the property were located in an unrestricted market. Beginning in September 2009, we removed several markets from our restricted markets list and moved several other markets from our Tier Two restricted market list (for which our underwriting guidelines are most limiting) to our Tier One restricted market list. For information about changes to our underwriting guidelines, see “Management’s Discussion and Analysis of Financial Condition and Results of Operations — Results of Consolidated Operations — New insurance written” in Item 7.

***Delegated Underwriting and GSE Automated Underwriting Approvals.*** Delegated underwriting is a program under which approved lenders are allowed to commit us to insure loans originated through the flow channel. Until January 2007, lenders were able to commit us to insure loans utilizing only their own

underwriting guidelines and underwriting evaluation. In addition, from 2000 through January 2007, loans approved by the automated underwriting services of the GSEs were automatically approved for MGIC mortgage insurance. As a result, during this period, a substantial majority of the loans insured by us through the flow channel were approved as a result of loan approvals by the automated underwriting services of the GSEs or through delegated underwriting programs, including those utilizing lenders' proprietary underwriting services. Beginning in 2007, loans that did not meet our underwriting guidelines would not automatically be insured by us even though the loans were approved by the underwriting services described above. As a result, our delegated underwriting program began requiring lenders to commit us to insure only loans that complied with our underwriting guidelines.

***Exposure to Catastrophic Loss; Defaults; Claims; Loss Mitigation***

***Exposure to Catastrophic Loss.*** The private mortgage insurance industry has from time to time experienced catastrophic loss similar to the losses currently being experienced. Prior to the current cycle of such losses, the last time that private mortgage insurers experienced substantial losses was in the mid-to-late 1980s. From the 1970s until 1981, rising home prices in the United States generally led to profitable insurance underwriting results for the industry and caused private mortgage insurers to emphasize market share. To maximize market share, until the mid-1980s, private mortgage insurers employed liberal underwriting practices, and charged premium rates which, in retrospect, generally did not adequately reflect the risk assumed, particularly on pool insurance. These industry practices compounded the losses which resulted from changing economic and market conditions which occurred during the early and mid-1980s, including (1) severe regional recessions and attendant declines in property values in the nation's energy producing states; (2) the lenders' development of new mortgage products to defer the impact on home buyers of double digit mortgage interest rates; and (3) changes in federal income tax incentives which initially encouraged the growth of investment in non-owner occupied properties.

***Defaults.*** The claim cycle on private mortgage insurance begins with the insurer's receipt of notification of a default on an insured loan from the lender. We define a default as an insured loan with a mortgage payment that is 45 days or more past due. Lenders are required to notify us of defaults within 130 days after the initial default, although most lenders do so earlier. The incidence of default is affected by a variety of factors, including the level of borrower income growth, unemployment, divorce and illness, the level of interest rates, rates of housing price appreciation or depreciation and general borrower creditworthiness. Defaults that are not cured result in a claim to us. See "- Claims." Defaults may be cured by the borrower bringing current the delinquent loan payments or by a sale of the property and the satisfaction of all amounts due under the mortgage. In addition, when a policy is rescinded or a claim is denied we remove the default from our default inventory.

## [Table of Contents](#)

The following table shows the number of primary and pool loans insured in the MGIC Book, including loans insured in bulk transactions and A- and subprime loans, the related number of loans in default and the percentage of loans in default, or default rate, as of December 31, 2005-2009:

### Default Statistics for the MGIC Book

|   | December 31, |           |           |           |           |
|---|--------------|-----------|-----------|-----------|-----------|
|   | 2009         | 2008      | 2007      | 2006      | 2005      |
| <b>PRIMARY INSURANCE</b>                              |              |           |           |           |           |
| Insured loans in force                                | 1,360,456    | 1,472,757 | 1,437,432 | 1,283,174 | 1,303,084 |
| Loans in default <sup>(1)</sup>                       | 250,440      | 182,188   | 107,120   | 78,628    | 85,788    |
| Default rate – all loans                              | 18.41%       | 12.37%    | 7.45%     | 6.13%     | 6.58%     |
| Flow loans in default                                 | 185,828      | 122,693   | 61,352    | 42,438    | 47,051    |
| Default rate – flow loans                             | 15.46%       | 9.51%     | 4.99%     | 4.08%     | 4.52%     |
| Bulk loans in force                                   | 158,089      | 182,268   | 208,903   | 243,395   | 263,225   |
| Bulk loans in default <sup>(2)</sup>                  | 64,612       | 59,495    | 45,768    | 36,190    | 38,737    |
| Default rate – bulk loans                             | 40.87%       | 32.64%    | 21.91%    | 14.87%    | 14.72%    |
| Prime loans in default <sup>(3)</sup>                 | 150,642      | 95,672    | 49,333    | 36,727    | 41,395    |
| Default rate – prime loans                            | 13.29%       | 7.90%     | 4.33%     | 3.71%     | 4.11%     |
| A-minus loans in default <sup>(3)</sup>               | 37,711       | 31,907    | 22,863    | 18,182    | 20,358    |
| Default rate – A-minus loans                          | 40.66%       | 30.19%    | 19.20%    | 16.81%    | 17.21%    |
| Subprime loans in default <sup>(3)</sup>              | 13,687       | 13,300    | 12,915    | 12,227    | 13,762    |
| Default rate – subprime loans                         | 50.72%       | 43.30%    | 34.08%    | 26.79%    | 25.20%    |
| Reduced documentation loans delinquent <sup>(4)</sup> | 48,400       | 41,309    | 22,009    | 11,492    | 10,273    |
| Default rate – reduced doc loans                      | 45.26%       | 32.88%    | 15.48%    | 8.19%     | 8.39%     |
| <b>POOL INSURANCE</b>                                 |              |           |           |           |           |
| Insured loans in force                                | 526,559      | 603,332   | 757,114   | 766,453   | 767,920   |
| Loans in default                                      | 44,231       | 33,884    | 25,224    | 20,458    | 23,772    |
| Percentage of loans in default (default rate)         | 8.40%        | 5.62%     | 3.33%     | 2.67%     | 3.10%     |

(1) At December 31, 2009, 2008 and 2007, 45,907, 45,482 and 39,704 loans in default, respectively, related to Wall Street bulk transactions and at December 31, 2009, 2008, 2007, 2006 and 2005, 16,389, 13,275, 5,055, 2,906 and 1,914 loans in default, respectively, were in our claims received inventory.

(2) Among other things, the default rate for bulk loans is influenced by our decision to stop writing the portion of our bulk business that we refer to as “Wall Street bulk transactions.” This decision increases the default rate because it results in a greater percentage of the bulk business consisting of vintages that traditionally have higher default rates.

(3) We define prime loans as those having FICO credit scores of 620 or greater, A-minus loans as those having FICO credit scores of 575-619, and subprime credit loans as those having FICO credit scores of less than 575, all as reported to MGIC at the time a commitment to insure is issued. Most A-minus and subprime credit loans were written through the bulk channel. However, in this annual report we classify loans without complete documentation as “reduced documentation” loans regardless of FICO credit score rather than as prime, “A-” or “subprime” loans.

(4) In accordance with industry practice, loans approved by GSE and other automated underwriting (AU) systems under “doc waiver” programs that do not require verification of borrower income are classified by us as “full documentation.” Based in part on information provided by the GSEs, we estimate full documentation loans of this type were approximately 4% of 2007 new insurance written. Information for other periods is not available. We understand these AU systems grant such doc waivers for loans they judge to have higher credit quality. We also understand that the GSEs terminated their “doc waiver” programs in the second half of 2008.

## [Table of Contents](#)

Different areas of the United States may experience different default rates due to varying localized economic conditions from year to year. The following table shows the percentage of loans we insured that were in default as of December 31, 2009, 2008 and 2007 for the 15 states for which we paid the most losses during 2009:

### State Default Rates

|                  | 2009   | December 31,<br>2008 | 2007   |
|------------------|--------|----------------------|--------|
| California       | 34.21% | 25.17%               | 13.60% |
| Florida          | 42.61  | 29.46                | 12.30  |
| Michigan         | 19.25  | 13.61                | 9.78   |
| Arizona          | 33.55  | 21.54                | 7.48   |
| Nevada           | 42.01  | 25.10                | 8.73   |
| Georgia          | 22.38  | 14.36                | 8.79   |
| Illinois         | 21.70  | 13.28                | 7.73   |
| Ohio             | 13.96  | 9.93                 | 8.01   |
| Minnesota        | 18.12  | 13.17                | 9.07   |
| Texas            | 12.11  | 8.68                 | 6.27   |
| Virginia         | 16.90  | 11.99                | 6.62   |
| Indiana          | 14.22  | 10.07                | 6.77   |
| Massachusetts    | 15.22  | 10.86                | 7.42   |
| Colorado         | 14.58  | 9.02                 | 6.27   |
| Missouri         | 13.18  | 9.19                 | 6.04   |
| All other states | 14.14  | 9.10                 | 5.95   |

The default inventory for the 15 states for which we paid the most losses during 2009, at the dates indicated, appears in the table below.

### Default Inventory by State

|                  | 2009           | December 31,<br>2008 | 2007           |
|------------------|----------------|----------------------|----------------|
| California       | 19,661         | 14,960               | 6,925          |
| Florida          | 38,924         | 29,384               | 12,548         |
| Michigan         | 12,759         | 9,853                | 7,304          |
| Arizona          | 8,791          | 6,338                | 2,169          |
| Nevada           | 5,803          | 3,916                | 1,337          |
| Georgia          | 10,905         | 7,622                | 4,623          |
| Illinois         | 13,722         | 9,130                | 5,435          |
| Ohio             | 11,071         | 8,555                | 6,901          |
| Minnesota        | 4,674          | 3,642                | 2,478          |
| Texas            | 13,668         | 10,540               | 7,103          |
| Virginia         | 4,464          | 3,360                | 1,761          |
| Indiana          | 7,005          | 5,497                | 3,763          |
| Massachusetts    | 3,661          | 2,634                | 1,596          |
| Colorado         | 3,451          | 2,328                | 1,534          |
| Missouri         | 4,195          | 3,263                | 2,149          |
| All other states | 87,686         | 61,166               | 39,494         |
|                  | <u>250,440</u> | <u>182,188</u>       | <u>107,120</u> |

## Table of Contents

**Claims.** Claims result from defaults which are not cured. Whether a claim results from an uncured default depends, in large part, on the borrower's equity in the home at the time of default, the borrower's or the lender's ability to sell the home for an amount sufficient to satisfy all amounts due under the mortgage and the willingness and ability of the borrower and lender to enter into a loan modification that provides for a cure of the default. Various factors affect the frequency and amount of claims, including local housing prices and employment levels, and interest rates.

Under the terms of our master policy, the lender is required to file a claim for primary insurance with us within 60 days after it has acquired title to the underlying property (typically through foreclosure). Depending on the applicable state foreclosure law, generally at least twelve months pass from the date of default to payment of a claim on an uncured default. The rate at which claims are received and paid has slowed recently due to various state and lender foreclosure moratoriums, servicing delays including as a result of attempts to modify loans, fraud investigations by us, our pursuit of mitigation opportunities and a lack of capacity in the court systems.

Within 60 days after a claim has been filed and all documents required to be submitted to us have been delivered, we have the option of either (1) paying the coverage percentage specified for that loan, with the insured retaining title to the underlying property and receiving all proceeds from the eventual sale of the property, or (2) paying 100% of the claim amount in exchange for the lender's conveyance of good and marketable title to the property to us. After we receive title to properties, we sell them for our own account.

Claim activity is not evenly spread throughout the coverage period of a book of primary business. For prime loans, relatively few claims are typically received during the first two years following issuance of coverage on a loan. This is typically followed by a period of rising claims which, based on industry experience, has historically reached its highest level in the third and fourth years after the year of loan origination. Thereafter, the number of claims typically received has historically declined at a gradual rate, although the rate of decline can be affected by conditions in the economy, including slowing home price appreciation or housing price depreciation. Due in part to the subprime component of loans insured in Wall Street bulk transactions, the peak claim period for bulk loans has generally occurred earlier than for prime loans. Moreover, when a loan is refinanced, because the new loan replaces, and is a continuation of, an earlier loan, the pattern of claims frequency for that new loan may be different from the historical pattern of other loans. Persistency, the condition of the economy, including unemployment, and other factors can affect the pattern of claim activity. For example, a weak economy can lead to claims from older books increasing, continuing at stable levels or experiencing a lower rate of decline. We are currently seeing such performance as it relates to delinquencies from our older books and all of our books are being affected by the condition of the economy and housing price depreciation. As of December 31, 2009, 54% of the MGIC Book of primary insurance in force had been written on or after January 1, 2007, although a portion of that insurance arose from the refinancing of earlier originations. See "- Insurance In Force by Policy Year."

Another important factor affecting MGIC Book losses is the amount of the average claim paid, which is generally referred to as claim severity. The main determinants of claim severity are the amount of the mortgage loan, the coverage percentage on the loan and local market conditions. The average claim severity on the MGIC Book of primary insurance was \$52,627 for 2009, compared to \$52,239 for 2008, and \$37,165 in 2007. The continued increase in average claim severity in 2009 was primarily a result of the default inventory containing higher loan exposures with expected higher average claim payments.

## [Table of Contents](#)

Information about net claims we paid during 2007 through 2009 appears in the table below.

Net paid claims (\$ millions)

|  | 2009            | 2008            | 2007          |
|--|-----------------|-----------------|---------------|
| Prime (FICO 620 & >)                   | \$ 831          | \$ 547          | \$ 332        |
| A-Minus (FICO 575-619)                 | 231             | 250             | 161           |
| Subprime (FICO < 575)                  | 95              | 132             | 101           |
| Reduced doc (All FICOs)                | 388             | 395             | 190           |
| Other                                  | 104             | 48              | 45            |
| Direct losses paid                     | <u>1,649</u>    | <u>1,372</u>    | <u>829</u>    |
| Reinsurance                            | (41)            | (19)            | (12)          |
| Net losses paid                        | <u>\$ 1,608</u> | <u>\$ 1,353</u> | <u>\$ 817</u> |
| LAE                                    | 60              | 48              | 53            |
| Net losses and LAE before terminations | <u>1,668</u>    | <u>1,401</u>    | <u>870</u>    |
| Reinsurance terminations               | (119)           | (265)           | —             |
| Net losses and LAE paid                | <u>\$ 1,549</u> | <u>\$ 1,136</u> | <u>\$ 870</u> |

Information regarding the 15 states for which we paid the most primary losses during 2009 appears in the table below.

Primary paid claims by state (\$ millions)

|                  | 2009            | 2008            | 2007          |
|------------------|-----------------|-----------------|---------------|
| California       | \$ 253          | \$ 316          | \$ 82         |
| Florida          | 195             | 129             | 38            |
| Michigan         | 111             | 99              | 98            |
| Arizona          | 110             | 61              | 10            |
| Nevada           | 75              | 45              | 12            |
| Georgia          | 62              | 50              | 35            |
| Illinois         | 59              | 52              | 35            |
| Ohio             | 54              | 58              | 73            |
| Minnesota        | 52              | 43              | 34            |
| Texas            | 51              | 48              | 51            |
| Virginia         | 48              | 32              | 13            |
| Indiana          | 32              | 26              | 33            |
| Massachusetts    | 27              | 29              | 24            |
| Colorado         | 27              | 33              | 32            |
| Missouri         | 26              | 22              | 17            |
| All other states | <u>363</u>      | <u>281</u>      | <u>197</u>    |
| Total            | 1,545           | 1,324           | 784           |
| Other            | 4               | (188)           | 86            |
| Net paid claims  | <u>\$ 1,549</u> | <u>\$ 1,136</u> | <u>\$ 870</u> |

From time to time, proposals to give bankruptcy judges the authority to reduce mortgage balances in bankruptcy cases have been made. Such reductions are sometimes referred to as bankruptcy cramdowns. A bankruptcy cramdown is not an event that entitles an insured party to make a claim under our insurance policy. If a borrower ultimately satisfies his or her mortgage after a bankruptcy cramdown, then our insurance policies provide that we would not be required to pay any claim. Under our insurance policies, however, if a borrower re-defaults on a mortgage after a bankruptcy cramdown, the claim we would be required to pay would be based upon the original, unreduced loan balance. We are not aware of any bankruptcy cramdown proposals that would change these provisions of our insurance policies.

**Loss Mitigation.** Before paying a claim, we can review the loan file to determine whether we are required, under the applicable insurance policy, to pay the claim or whether we are entitled to reduce the amount of the claim. For example, all of our insurance policies provide that we can reduce or deny a claim if the servicer did not comply with its obligation to mitigate our loss by performing reasonable loss mitigation efforts or diligently pursuing a foreclosure or bankruptcy relief in a timely manner. We also do not cover losses resulting from property damage that has not been repaired. We are currently reviewing the loan files for the majority of the claims submitted to us.

In addition, subject to rescission caps in certain of our Wall Street bulk transactions, all of our insurance policies allow us to rescind coverage under certain circumstances. Because we review the loan origination documents and information as part of our normal processing when a claim is submitted to us, rescissions occur most often after we have received a claim. Historically, policy rescissions and claim denials, which we collectively refer to as “rescissions” and variations of this term, were not a material portion of our claims resolved during a year. However, beginning in 2008 rescissions have materially mitigated our paid and incurred losses. For further information about our recent rescission rates, See “Management’s Discussion and Analysis of Financial Condition and Results of Operations — Losses – Losses Incurred” in Item 7. While we have a substantial pipeline of claims investigations that we expect will eventually result in rescissions during 2010, we can give no assurance that rescissions will continue to mitigate paid and incurred losses at the same level we have recently experienced. For further information, see “We may not continue to realize benefits from rescissions at the levels we have recently experienced and we may not prevail in proceedings challenging whether our rescissions were proper” in Item 1A.

When we rescind coverage, we return all premiums previously paid to us under the policy and are relieved of our obligation to pay a claim under the policy, although if the insured disputes our right to rescind coverage, whether the requirements to rescind are met ultimately would be determined by legal proceedings. Objections to rescission may be made several years after we have rescinded an insurance policy. Countrywide has filed a lawsuit against MGIC alleging that MGIC has denied, and continues to deny, valid mortgage insurance claims. We have filed an arbitration case against Countrywide regarding rescissions. For more information about this lawsuit and arbitration case, see the risk factor titled, “We are subject to the risk of private litigation and regulatory proceedings” in Item 1A as well as Item 3, “Legal Proceedings”. In addition, we continue to have discussions with other lenders regarding their objections to rescissions that in the aggregate are material and are involved in other arbitration proceedings with respect to an amount of rescissions that are not material.

Most of our rescissions involve material misrepresentations made, or fraud committed, in connection with the origination of a loan regarding information we received and relied upon when the loan was insured. In general, our insurance policies allow us to rescind coverage if a material misrepresentation is made and if the lender or related parties such as the originator and the mortgage loan broker were aware of such misrepresentation. Ultimately, our ability to rescind coverage for material misrepresentation requires a thorough investigation of the facts surrounding the origination of the insured mortgage loan and the discovery of sufficient evidence regarding a misrepresentation and the materiality of the misrepresentation. These types of investigations are very fact-intensive, can be more difficult in reduced documentation and no documentation loan scenarios and often depend on factors outside our control, including whether the borrower cooperates with our investigation.

One of the loss mitigation techniques available to us is obtaining a deficiency judgment against the borrower and attempting to recover some or all of the paid claim from the borrower. However, eleven states, including Arizona, Illinois, Ohio, Texas and Virginia, prohibit mortgage guaranty insurance companies from obtaining deficiency judgments if the applicable property is a single-family home that the borrower lived in. In six other states, including California, deficiency judgments are effectively

prohibited. Finally, some states, including, Florida, Indiana, Illinois and Ohio (when, in the latter two states, there is a non-owner occupied property), have a judicial foreclosure process in which a deficiency judgment is obtained. In our experience, the increased time and costs associated with separate actions to obtain a deficiency judgment usually outweigh the potential benefits of collecting the deficiency judgment. In recent years, recoveries on deficiency judgments have been less than 1% of our paid claims. The recent increase in our paid claims has not been accompanied by a similar increase in recoveries on deficiency judgments. This has occurred because the number of borrowers against whom we are seeking deficiency judgments has not increased. This in turn is due to our view that the number of borrowers whose credit quality would warrant our seeking deficiency judgments has remained essentially unchanged despite the substantial increase in the number of potential deficiency candidates.

#### ***Loss Reserves and Premium Deficiency Reserves***

A significant period of time typically elapses between the time when a borrower defaults on a mortgage payment, which is the event triggering a potential future claim payment by us, the reporting of the default to us and the eventual payment of the claim related to the uncured default or a rescission. To recognize the liability for unpaid losses related to outstanding reported defaults, or default inventory, we establish loss reserves, representing the estimated percentage of defaults which will ultimately result in a claim, which is known as the claim rate, and the estimated severity of the claims which will arise from the defaults included in the default inventory. Our loss reserve estimates are established based upon historical experience, including rescission activity. In accordance with GAAP for the mortgage insurance industry, we generally do not establish loss reserves for future claims on insured loans which are not currently in default.

We also establish reserves to provide for the estimated costs of settling claims, general expenses of administering the claims settlement process, legal fees and other fees (“loss adjustment expenses”), and for losses and loss adjustment expenses from defaults which have occurred, but which have not yet been reported to us.

Our reserving process bases our estimates of future events on our past experience. However, estimation of loss reserves is inherently judgmental and conditions that have affected the development of the loss reserves in the past may not necessarily affect development patterns in the future, in either a similar manner or degree. For further information, see our risk factors in Item 1A, including the ones titled “Because we establish loss reserves only upon a loan default rather than based on estimates of our ultimate losses, losses may have a disproportionate adverse effect on our earnings in certain periods” and “Because loss reserve estimates are subject to uncertainties and are based on assumptions that are currently very volatile, paid claims may be substantially different than our loss reserves” and “We may not continue to realize benefits from rescissions at the levels we have recently experienced and we may not prevail in proceedings challenging whether our rescissions were proper”.

After our reserves are initially established, we perform premium deficiency tests using best estimate assumptions as of the testing date. We establish premium deficiency reserves, if necessary, when the present value of expected future losses and expenses exceeds the present value of expected future premium and already established reserves. In the fourth quarter of 2007, we recorded premium deficiency reserves of \$1,211 million relating to Wall Street bulk transactions remaining in our insurance in force. As of December 31, 2009, this premium deficiency reserve was \$193 million. A premium deficiency reserve represents the present value of expected future losses and expenses that exceeded the present value of expected future premium and already established loss reserves on the applicable loans.

For further information about loss reserves, see “Management’s Discussion and Analysis—Results of Consolidated Operations—Losses” in Item 7 and Note 8 to our consolidated financial statements in Item 8.

[Table of Contents](#)

**Geographic Dispersion**

The following table reflects the percentage of primary risk in force in the top 10 states and top 10 core-based statistical areas for the MGIC Book at December 31, 2009:

**Dispersion of Primary Risk in Force**

Top 10 States

|                 |              |
|-----------------|--------------|
| 1. Florida      | 8.0%         |
| 2. California   | 7.6          |
| 3. Texas        | 7.0          |
| 4. Illinois     | 4.5          |
| 5. Pennsylvania | 4.4          |
| 6. Ohio         | 4.3          |
| 7. Michigan     | 3.8          |
| 8. Georgia      | 3.5          |
| 9. New York     | 3.4          |
| 10. Wisconsin   | 2.7          |
| Total           | <u>49.2%</u> |

Top 10 Core-based statistical areas

|                                     |              |
|-------------------------------------|--------------|
| 1. Chicago-Naperville-Joliet        | 3.1%         |
| 2. Atlanta-Sandy Springs-Marietta   | 2.4          |
| 3. Houston-Baytown-Sugarland        | 2.2          |
| 4. Washington-Arlington-Alexandria  | 1.9          |
| 5. Phoenix-Mesa-Scottsdale          | 1.7          |
| 6. Los Angeles-Long Beach-Glendale  | 1.7          |
| 7. San Juan-Caguas-Guaynabo         | 1.6          |
| 8. Riverside-San Bernardino-Ontario | 1.6          |
| 9. Philadelphia                     | 1.5          |
| 10. Dallas-Plano-Irving             | 1.4          |
| Total                               | <u>19.1%</u> |

The percentages shown above for various core-based statistical areas can be affected by changes, from time to time, in the federal government's definition of a core-based statistical area.

**Insurance In Force by Policy Year**

The following table sets forth for the MGIC Book the dispersion of our primary insurance in force as of December 31, 2009, by year(s) of policy origination since we began operations in 1985:

**Primary Insurance In Force by Policy Year**

| Policy Year  | <u>Flow</u>       | <u>Bulk</u>              | <u>Total</u>      | <u>Percent of Total</u> |
|--------------|-------------------|--------------------------|-------------------|-------------------------|
|              |                   | (In millions of dollars) |                   |                         |
| 1985-2002    | \$ 11,906         | \$ 2,118                 | \$ 14,024         | 6.6%                    |
| 2003         | 10,486            | 1,839                    | 12,325            | 5.8                     |
| 2004         | 11,816            | 1,976                    | 13,792            | 6.5                     |
| 2005         | 18,368            | 4,747                    | 23,115            | 10.9                    |
| 2006         | 23,704            | 9,688                    | 33,392            | 15.7                    |
| 2007         | 54,201            | 6,165                    | 60,366            | 28.5                    |
| 2008         | 36,071            | 614                      | 36,685            | 17.3                    |
| 2009         | 18,483            | —                        | 18,483            | 8.7                     |
| <b>Total</b> | <b>\$ 185,035</b> | <b>\$ 27,147</b>         | <b>\$ 212,182</b> | <b>100.0%</b>           |

**Risk In Force and Product Characteristics of Risk in Force**

At both December 31, 2009 and 2008, 97% of our risk in force was primary insurance and the remaining risk in force was pool insurance. The following table sets forth for the MGIC Book the dispersion of our primary risk in force as of December 31, 2009, by year(s) of policy origination since we began operations in 1985:

**Primary Risk In Force by Policy Year**

| Policy Year  | <u>Flow</u>      | <u>Bulk</u>              | <u>Total</u>     | <u>Percent of Total</u> |
|--------------|------------------|--------------------------|------------------|-------------------------|
|              |                  | (In millions of dollars) |                  |                         |
| 1985-2002    | \$ 3,058         | \$ 579                   | \$ 3,637         | 6.7%                    |
| 2003         | 2,810            | 546                      | 3,356            | 6.2                     |
| 2004         | 3,216            | 555                      | 3,771            | 6.9                     |
| 2005         | 4,886            | 1,456                    | 6,342            | 11.7                    |
| 2006         | 6,103            | 2,952                    | 9,055            | 16.6                    |
| 2007         | 13,889           | 1,499                    | 15,388           | 28.3                    |
| 2008         | 8,812            | 140                      | 8,952            | 16.5                    |
| 2009         | 3,842            | —                        | 3,842            | 7.1                     |
| <b>Total</b> | <b>\$ 46,616</b> | <b>\$ 7,727</b>          | <b>\$ 54,343</b> | <b>100.0%</b>           |

## [Table of Contents](#)

The following table reflects at the dates indicated the (1) total dollar amount of primary risk in force for the MGIC Book and (2) percentage of that primary risk in force, as determined on the basis of information available on the date of mortgage origination, by the categories indicated.

### Characteristics of Primary Risk in Force

|                                       | December 31,<br>2009 | December 31,<br>2008 |
|---------------------------------------|----------------------|----------------------|
| Direct Risk in Force (In Millions):   | \$ 54,343            | \$ 58,981            |
| Loan-to-value ratios:(1)              |                      |                      |
| 100s                                  | 28.2%                | 29.6%                |
| 95s                                   | 29.5                 | 29.1                 |
| 90s(2)                                | 37.0                 | 35.6                 |
| 80s                                   | 5.3                  | 5.7                  |
| Total                                 | 100.0%               | 100.0%               |
| Loan Type:                            |                      |                      |
| Fixed(3)                              | 90.5%                | 89.3%                |
| Adjustable rate mortgages ("ARMs")(4) | 9.5                  | 10.7                 |
| Total                                 | 100.0%               | 100.0%               |
| Original Insured Loan Amount:(5)      |                      |                      |
| Conforming loan limit and below       | 94.7%                | 94.3%                |
| Non-conforming                        | 5.3                  | 5.7                  |
| Total                                 | 100.0%               | 100.0%               |
| Mortgage Term:                        |                      |                      |
| 15-years and under                    | 1.2%                 | 1.1%                 |
| Over 15 years                         | 98.8                 | 98.9                 |
| Total                                 | 100.0%               | 100.0%               |
| Property Type:                        |                      |                      |
| Single-family(6)                      | 89.3%                | 89.7%                |
| Condominium                           | 9.6                  | 9.3                  |
| Other(7)                              | 1.1                  | 1.0                  |
| Total                                 | 100.0%               | 100.0%               |
| Occupancy Status:                     |                      |                      |
| Primary residence                     | 93.5%                | 93.1%                |
| Second home                           | 3.4                  | 3.5                  |
| Non-owner occupied                    | 3.1                  | 3.4                  |
| Total                                 | 100.0%               | 100.0%               |
| Documentation:                        |                      |                      |
| Reduced documentation(8)              | 10.8%                | 12.0%                |
| Full documentation                    | 89.2                 | 88.0                 |
| Total                                 | 100.0%               | 100.0%               |
| FICO Score:(9)                        |                      |                      |
| Prime (FICO 620 and above)            | 91.4%                | 90.7%                |
| A Minus (FICO 575 – 619)              | 6.7                  | 7.2                  |
| Subprime (FICO below 575)             | 1.9                  | 2.1                  |
| Total                                 | 100.0%               | 100.0%               |

(1) Loan-to-value ratio represents the ratio (expressed as a percentage) of the dollar amount of the first mortgage loan to the value of the property at the time the loan became insured and does not reflect subsequent housing price appreciation or depreciation. Subordinate mortgages may also be present. For purposes of the table, loan-to-value ratios are classified as in excess of 95% ("100s", a classification that includes 97% to 103% loan-to-value ratio loans); in excess of 90% loan-to-value ratio and up to 95% loan-to-value ratio ("95s"); in excess of 80% loan-to-value ratio and up to 90% loan-to-value ratio ("90s"); and equal to or less than 80% loan-to-value ratio ("80s").

## Table of Contents

- (2) We include in our classification of 90s, loans where the borrower makes a down payment of 10% and finances the associated mortgage insurance premium payment as part of the mortgage loan. At December 31, 2009 and 2008, 1.3% and 1.2%, respectively, of the primary risk in force consisted of these types of loans.
- (3) Includes fixed rate mortgages with temporary buydowns (where in effect the applicable interest rate is typically reduced by one or two percentage points during the first two years of the loan), ARMs in which the initial interest rate is fixed for at least five years and balloon payment mortgages (a loan with a maturity, typically five to seven years, that is shorter than the loan's amortization period).
- (4) Includes ARMs where payments adjust fully with interest rate adjustments. Also includes pay option ARMs and other ARMs with negative amortization features, which collectively at December 31, 2009, 2008 and 2007, represented 3.5%, 3.8% and 4.5%, respectively, of primary risk in force. As indicated in note (3), does not include ARMs in which the initial interest rate is fixed for at least five years. As of December 31, 2009, 2008 and 2007, ARMs with loan-to-value ratios in excess of 90% represented 2.3%, 2.7% and 4.0%, respectively, of primary risk in force.
- (5) Loans within the conforming loan limit have an original principal balance that does not exceed the maximum original principal balance of loans that the GSEs are eligible to purchase. The conforming loan limit is subject to annual adjustment and was \$417,000 for 2007 and early 2008; this amount was temporarily increased to up to \$729,500 in the most costly communities in early 2008 and remained at such level throughout 2009. Non-conforming loans are loans with an original principal balance above the conforming loan limit.
- (6) Includes townhouse-style attached housing with fee simple ownership.
- (7) Includes cooperatives and manufactured homes deemed to be real estate.
- (8) Reduced documentation loans, many of which are commonly referred to as "Alt-A" loans, are originated under programs in which there is a reduced level of verification or disclosure compared to traditional mortgage loan underwriting, including programs in which the borrower's income and/or assets are disclosed in the loan application but there is no verification of those disclosures and programs in which there is no disclosure of income or assets in the loan application. At December 31, 2009, 2008 and 2007, reduced documentation loans represented 6.1%, 6.8% and 8.2%, respectively, of risk in force written through the flow channel and 38.9%, 40.3% and 41.2%, respectively, of risk in force written through the bulk channel. In accordance with industry practice, loans approved by GSE and other automated underwriting (AU) systems under "doc waiver" programs that do not require verification of borrower income are classified by us as "full documentation." Based in part on information provided by the GSEs, we estimate full documentation loans of this type were approximately 4% of 2007 new insurance written. Information for other periods is not available. We understand these AU systems grant such doc waivers for loans they judge to have higher credit quality. We also understand that the GSEs terminated their "doc waiver" programs in the second half of 2008.
- (9) Represents the FICO score at loan origination. The weighted average FICO score at loan origination for new insurance written in 2009, 2008 and 2007 was 760, 733 and 691, respectively.

### **C. Other Business and Joint Ventures**

We provide various mortgage services for the mortgage finance industry, such as portfolio retention and secondary marketing of mortgage-related assets. Our eMagic.com LLC subsidiary provides an Internet portal through which mortgage industry participants can access products and services of wholesalers, investors and vendors necessary to make a home mortgage loan. Using the trade name Myers Internet, eMagic.com also provides website hosting, design and marketing solutions for mortgage originators and real estate agents.

For information about our Australian operations, see "Management's Discussion and Analysis of Financial Condition and Results of Operations — Overview — Australia" in Item 7.

At December 31, 2009, we owned approximately 45.5% of the equity interest in C-BASS, which prior

## [Table of Contents](#)

to 2008 was one of our principal joint ventures included in the “Income from joint ventures, net of tax” line in our Consolidated Statement of Operations. A third party has an option that expires in December 2014 to purchase 22.5% of C-BASS’ equity from us for an exercise price of \$2.5 million. C-BASS is a joint venture with its senior management and Radian Group Inc. that was formerly engaged principally in the business of investing in the credit risk of subprime single-family residential mortgages. In 2007, C-BASS ceased its operations and is managing its portfolio pursuant to a consensual, non-bankruptcy restructuring, under which its assets are to be paid out over time to its secured and unsecured creditors. For further information about C-BASS, see “Management’s Discussion and Analysis—Results of Consolidated Operations” in Item 7 and Note 10 to our consolidated financial statements in Item 8.

Until August 2008, when we sold our entire interest in Sherman to Sherman, Sherman was a joint venture with its senior management and Radian Group Inc. Our interest sold represented approximately 24.25% of Sherman’s equity. In September 2007, we sold certain interests in Sherman for approximately \$240.8 million. For further information about Sherman, which during 2008 was our principal joint venture included in the “Income from joint ventures, net of tax” line in our Consolidated Statement of Operations, see “Management’s Discussion and Analysis—Results of Consolidated Operations” in Item 7 and Note 10 to our consolidated financial statements in Item 8.

### **D. Investment Portfolio**

#### ***Policy and Strategy***

At December 31, 2009, the fair value of our investment portfolio and cash and cash equivalents was approximately \$8.4 billion. As of December 31, 2009, approximately \$84 million of our portfolio was held at the parent company level and the remainder of our portfolio was held by our subsidiaries, primarily MGIC. The portion of our portfolio that is held at the parent company level is held in cash or cash equivalents. The remainder of the discussion of our investment portfolio refers to our investment portfolio only and not to cash and cash equivalents.

Approximately 59% of our investment portfolio is managed by either BlackRock, Inc. or Wellington Management Company, LLP, although we maintain overall control of investment policy and strategy. We maintain direct management of the remainder of our investment portfolio.

## Table of Contents

Our current policies emphasize preservation of capital, as well as total return. Therefore, our investment portfolio consists almost entirely of high-quality, fixed-income investments. We seek liquidity through diversification and investment in publicly traded securities. We attempt to maintain a level of liquidity commensurate with our perceived business outlook and the expected timing, direction and degree of changes in interest rates. During 2009, we reduced the proportion of our investment portfolio in tax exempt municipal securities while increasing the proportion of taxable securities principally since the tax benefits of holding tax exempt municipal securities are no longer available based on our current net loss position. Our investment policies in effect at December 31, 2009 limited investments in the securities of a single issuer, other than the U.S. government, and generally limit the purchase of fixed income securities to those that are rated investment grade by at least one rating agency. At that date, the maximum aggregate book value of the holdings of a single obligor or non-government money market mutual fund was:

|   |                               |
|---|-------------------------------|
| U.S. government securities                              | No limit                      |
| Pre-refunded municipals escrowed in Treasury securities | No limit <sup>(1)</sup>       |
| U.S. government agencies (in total) <sup>(2)</sup>      | 15% of portfolio market value |
| Securities rated "AA" or "AAA"                          | 3% of portfolio market value  |
| Securities rated "Baa" or "A"                           | 2% of portfolio market value  |

(1) No limit subject to liquidity considerations.

(2) As used with respect to our investment portfolio, U.S. government agencies include GSEs (which, in the sector table below are included as part of U.S. Treasuries), Federal Home Loan Banks and the Tennessee Valley Authority.

At December 31, 2009, based on amortized cost, approximately 94% of our total fixed income investment portfolio was invested in securities rated "A" or better, with 47% rated "AAA" and 30% rated "AA," in each case by at least one nationally recognized securities rating organization. For information related to the portion of our investment portfolio that is insured by financial guarantors, see "Management's Discussion and Analysis of Financial Condition and Results of Operations – Financial Condition" in Item 7.

Our investment policies and strategies are subject to change depending upon regulatory, economic and market conditions and our existing or anticipated financial condition and operating requirements, including our tax position.

### ***Investment Operations***

At December 31, 2009, tax exempt and taxable municipal securities represented 63.7% of the fair value of our total investment portfolio and derivative financial instruments in our investment portfolio were immaterial. During 2009 we began shifting our portfolio to a higher concentration of taxable securities, as reflected in the table below. Securities due within one year, within one to five years, within five to ten years, and after ten years, represented 2.6%, 35.0%, 20.5% and 33.7%, respectively, of the total fair value of our investment in debt securities. Auction rate and mortgage-backed securities represented 6.8% and 1.4%, respectively, of the total fair value of our investment in debt securities. Our pre-tax yield for 2009 was 3.6%, compared to pre-tax yields of 3.9% and 4.7% in 2008 and 2007, respectively.

## Table of Contents

Our ten largest holdings at December 31, 2009 appear in the table below:

|  | <u>Fair Value</u><br>(in thousands<br>of dollars) |
|--|---|
| 1. New York, NY                        | \$ 80,846   |
| 2. Sales Tax Asset Receivable          | 60,254  |
| 3. Montana State Higher Student Assist | 58,766  |
| 4. Penn State Higher Educ Asst         | 48,493  |
| 5 North Carolina Municipal Power       | 48,190  |
| 6. San Joaquin Hills California        | 47,983  |
| 7. Brazos Texas Higher Education       | 46,656  |
| 8. Bank of America Corp                | 45,658  |
| 9. New York City Water Fin Authority   | 40,219  |
| 10. Florida St. Brd Ed Lottery Rev     | 39,578  |
|  | <u>\$ 516,643</u>                                 |

Note: This table excludes securities issued by U.S. government, U.S. government agencies, GSEs, Federal Home Loan Banks and the Tennessee Valley Authority.

The sectors of our investment portfolio at December 31, 2009 appear in the table below:

|                       | <u>Percentage of<br/>Portfolio's<br/>Fair Value</u> |
|-----------------------|---|
| 1. Municipal          | 55.8%   |
| 2. Corporate          | 18.4  |
| 3. U.S. Treasuries    | 12.2  |
| 4. Taxable Municipals | 7.9   |
| 5. Asset Backed       | 3.9   |
| 6. Foreign            | 1.6   |
| 7. Other Taxable      | 0.2   |
|                       | <u>100.0%</u>                                       |

For further information concerning investment operations, see Note 4 to our consolidated financial statements in Item 8.

## **E. Regulation**

### ***Direct Regulation***

We are subject to comprehensive, detailed regulation by state insurance departments. These regulations are principally designed for the protection of our insured policyholders, rather than for the benefit of investors. Although their scope varies, state insurance laws generally grant broad supervisory powers to agencies or officials to examine insurance companies and enforce rules or exercise discretion affecting almost every significant aspect of the insurance business. Given the recent significant losses incurred by us and many other insurers in the mortgage and financial guaranty industries, our insurance subsidiaries have been subject to heightened scrutiny by insurance regulators. State insurance regulatory authorities could take actions, including changes in capital requirements or termination of waivers of capital requirements, that could have a material adverse effect on us.

In general, regulation of our subsidiaries' business relates to:

• licenses to transact business;

• policy forms;

## Table of Contents

- premium rates;
- insurable loans;
- annual and other reports on financial condition;
- the basis upon which assets and liabilities must be stated;
- requirements regarding contingency reserves equal to 50% of premiums earned;
- minimum capital levels and adequacy ratios;
- reinsurance requirements;
- limitations on the types of investment instruments which may be held in an investment portfolio;
- the size of risks and limits on coverage of individual risks which may be insured;
- deposits of securities;
- limits on dividends payable; and
- claims handling.

Most states also regulate transactions between insurance companies and their parents or affiliates and have restrictions on transactions that have the effect of inducing lenders to place business with the insurer. For a discussion of a February 1, 1999 circular letter from the New York Insurance Department and a January 31, 2000 letter from the Illinois Department of Insurance, see “The MGIC Book—Types of Product—Pool Insurance” and “We are subject to the risk of private litigation and regulatory proceedings” in Item 1A. For a description of limits on dividends payable, see “Management’s Discussion and Analysis—Liquidity and Capital Resources” in Item 7 and Note 13 to our consolidated financial statements in Item 8.

Mortgage insurance premium rates are also subject to state regulation to protect policyholders against the adverse effects of excessive, inadequate or unfairly discriminatory rates and to encourage competition in the insurance marketplace. Any increase in premium rates must be justified, generally on the basis of the insurer’s loss experience, expenses and future trend analysis. The general mortgage default experience may also be considered. Premium rates are subject to review and challenge by state regulators. See “Management’s Discussion and Analysis — Liquidity and Capital Resources — Capital” in Item 7 for information about regulations governing our capital adequacy, information about our current capital and our expectations regarding our future capital position.

We are required to establish statutory accounting contingency loss reserves in an amount equal to 50% of net earned premiums. These amounts cannot be withdrawn for a period of 10 years, except as permitted by insurance regulations. With regulatory approval a mortgage guaranty insurance company may make early withdrawals from the contingency reserve when incurred losses exceed 35% of net premiums earned in a calendar year. For further information, see Note 13 to our consolidated financial statements in Item 8.

Mortgage insurers are generally single-line companies, restricted to writing residential mortgage insurance business only. Although we, as an insurance holding company, are prohibited from engaging in certain transactions with MGIC, MIC or our other insurance subsidiaries without submission to and, in some instances, prior approval of applicable insurance departments, we are not subject to insurance

company regulation on our non-insurance businesses.

Wisconsin's insurance regulations generally provide that no person may acquire control of us unless the transaction in which control is acquired has been approved by the Office of the Commissioner of Insurance of Wisconsin. The regulations provide for a rebuttable presumption of control when a person owns or has the right to vote more than 10% of the voting securities. In addition, the insurance regulations of other states in which MGIC and/or MIC are licensed insurers require notification to the state's insurance department a specified time before a person acquires control of us. If regulators in these states disapprove the change of control, our licenses to conduct business in the disapproving states could be terminated. For further information about regulatory proceedings applicable to us and our industry, see "We are subject to the risk of private litigation and regulatory proceedings" in Item 1A.

As the most significant purchasers and sellers of conventional mortgage loans and beneficiaries of private mortgage insurance, Freddie Mac and Fannie Mae impose requirements on private mortgage insurers in order for them to be eligible to insure loans sold to the GSEs. These requirements are subject to change from time to time. Currently, both MGIC and MIC are approved mortgage insurers for both Freddie Mac and Fannie Mae but their longer term eligibility could be negatively affected as discussed, under "While our plan to write new insurance in MGIC Indemnity Corporation ("MIC") has received Wisconsin OCI and GSE approval, we cannot guarantee that its implementation will allow us to continue to write new insurance on an uninterrupted basis throughout the United States in the future" and "MGIC may not continue to meet the GSEs' mortgage insurer eligibility requirements" in Item 1A. In September 2008, the FHFA was appointed as the conservator of both of the GSEs. The Obama administration and certain members of Congress have publicly stated that they are considering proposing significant changes to domestic housing policies and regulations including those applicable to the GSEs. As a result, it is uncertain what role that the GSEs will play in the domestic residential housing finance system in the future. For additional information about the potential impact that any such changes in the GSE's roles may have on us, see the risk factor titled "Changes in the business practices of the GSEs, federal legislation that changes their charters or a restructuring of the GSEs could reduce our revenues or increase our losses" in Item 1A and "Management's Discussion and Analysis of Financial Condition and Results of Operations — Overview — Fannie Mae and Freddie Mac" in Item 7.

The GSEs have approved the terms of our master policy. Any new master policy, or material changes to our existing master policy, would be subject to approval by the GSE's.

#### ***Indirect Regulation***

We are also indirectly, but significantly, impacted by regulations affecting purchasers of mortgage loans, such as Freddie Mac and Fannie Mae, and regulations affecting governmental insurers, such as the FHA and the Veteran's Administration, and lenders. See "Changes in the business practices of the GSEs, federal legislation that changes their charters or a restructuring of the GSEs could reduce our revenues or increase our losses" in Item 1A for a discussion of how potential changes in the GSEs' business practices could affect us. Private mortgage insurers, including MGIC, are highly dependent upon federal housing legislation and other laws and regulations to the extent they affect the demand for private mortgage insurance and the housing market generally. From time to time, those laws and regulations have been amended to affect competition from government agencies. Proposals are discussed from time to time by Congress and certain federal agencies to reform or modify the FHA and the Government National Mortgage Association, which securitizes mortgages insured by the FHA.

Subject to certain exceptions, in general, RESPA prohibits any person from giving or receiving any "thing of value" pursuant to an agreement or understanding to refer settlement services. See "We are subject to the risk of private litigation and regulatory proceedings" in Item 1A.

## Table of Contents

The Office of Thrift Supervision, the Office of the Comptroller of the Currency, the Federal Reserve Board, and the Federal Deposit Insurance Corporation have uniform guidelines on real estate lending by insured lending institutions under their supervision. The guidelines specify that a residential mortgage loan originated with a loan-to-value ratio of 90% or greater should have appropriate credit enhancement in the form of mortgage insurance or readily marketable collateral, although no depth of coverage percentage is specified in the guidelines.

Lenders are subject to various laws, including the Home Mortgage Disclosure Act, the Community Reinvestment Act and the Fair Housing Act, and Fannie Mae and Freddie Mac are subject to various laws, including laws relating to government sponsored enterprises, which may impose obligations or create incentives for increased lending to low and moderate income persons, or in targeted areas.

There can be no assurance that other federal laws and regulations affecting these institutions and entities will not change, or that new legislation or regulations will not be adopted which will adversely affect the private mortgage insurance industry. In this regard, see the risk factor titled "Changes in the business practices of the GSEs, federal legislation that changes their charters or a restructuring of the GSEs could reduce our revenues or increase our losses." in Item 1A.

### **F. Employees**

At December 31, 2009, we had approximately 1,020 full- and part-time employees, of whom approximately 27% were assigned to our field offices. The number of employees given above does not include "on-call" employees. The number of "on-call" employees can vary substantially, primarily as a result of changes in demand for contract underwriting services. In recent years, the number of "on-call" employees has ranged from fewer than 125 to more than 350.

### **G. Website Access**

We make available, free of charge, through our Internet website our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 as soon as reasonably practicable after we electronically file these materials with the Securities and Exchange Commission. The address of our website is <http://mtg.mgic.com>, and such reports and amendments are accessible through the "Investor Information" and "Stockholder Information" links at such address.

### **Item 1A. Risk Factors.**

#### **Forward-Looking Statements and Risk Factors**

Our revenues and losses may be affected by the risk factors discussed below. These risk factors are an integral part of this annual report.

These factors may also cause actual results to differ materially from the results contemplated by forward looking statements that we may make. Forward looking statements consist of statements which relate to matters other than historical fact, including matters that inherently refer to future events. Among others, statements that include words such as we "believe", "anticipate", or "expect", or words of similar import, are forward looking statements. We are not undertaking any obligation to update any forward looking statements or other statements we may make even though these statements may be affected by events or circumstances occurring after the forward looking statements or other statements were made. No reader of this annual report should rely on the fact that such statements are current at any time other than the time at which this annual report was filed with the Securities and Exchange Commission.

***While our plan to write new insurance in MGIC Indemnity Corporation (“MIC”) has received Wisconsin OCI and GSE approval, we cannot guarantee that its implementation will allow us to continue to write new insurance on an uninterrupted basis throughout the United States in the future.***

For some time, we have been working to implement a plan to write new mortgage insurance in MIC, which is driven by our belief that in the future MGIC will not meet minimum regulatory capital requirements to write new business and may not be able to obtain appropriate waivers of these requirements in all jurisdictions in which they are present. Absent the waiver granted by the Office of the Commissioner of Insurance for the State of Wisconsin (“OCI”) referred to below, a failure to meet Wisconsin’s minimum capital requirements would have prevented MGIC from writing new business anywhere. Also, absent a waiver in a particular jurisdiction, failure of MGIC to meet minimum capital requirements of that jurisdiction would prevent MGIC from writing business there. In addition to Wisconsin, these minimum capital requirements are present in 16 jurisdictions while the remaining jurisdictions in which MGIC does business do not have specific capital requirements applicable to mortgage insurers. Before MIC can begin writing new business, it must obtain or update licenses in the jurisdictions where it will transact business.

In October 2009, we, MGIC and MIC entered into an agreement with Fannie Mae (the “Fannie Mae Agreement”) under which MGIC agreed to contribute \$200 million to MIC (which MGIC has done) and Fannie Mae approved MIC as an eligible mortgage insurer through December 31, 2011 subject to the terms of the Fannie Mae Agreement. Under the Fannie Mae Agreement, MIC will be eligible to write mortgage insurance only in those 16 other jurisdictions in which MGIC cannot write new insurance due to MGIC’s failure to meet regulatory capital requirements applicable to mortgage insurers and if MGIC fails to obtain relief from those requirements or a specified waiver of them. The Fannie Mae Agreement, including certain restrictions imposed on us, MGIC and MIC, is summarized more fully in, and included as an exhibit to, our Form 8-K filed with the Securities and Exchange Commission on October 16, 2009.

On February 11, 2010, Freddie Mac notified (the “Freddie Mac Notification”) MGIC that we may utilize MIC to write new business in states in which MGIC does not meet minimum regulatory capital requirements to write new business and does not obtain appropriate waivers of those requirements. This conditional approval to use MIC as a “Limited Insurer” will expire December 31, 2012, includes terms substantially similar to those in the Fannie Mae Agreement and is summarized more fully in our Form 8-K filed with the Securities and Exchange Commission on February 16, 2010.

In December 2009, the OCI issued an order waiving, until December 31, 2011, the requirement that MGIC maintain a specific level of minimum policyholders position to write new business. The waiver may be modified, terminated or extended by the OCI in its sole discretion. In December 2009, the OCI also approved a transaction under which MIC will be eligible to write new mortgage guaranty insurance policies only in jurisdictions where MGIC does not meet minimum capital requirements similar to those waived by the OCI and does not obtain a waiver of those requirements from that jurisdiction’s regulatory authority. MGIC has applied for waivers in all jurisdictions that have the regulatory capital requirements. MGIC has received similar waivers from some of these states. These waivers expire at various times, with the earliest expiration being December 31, 2010. Some jurisdictions have denied the request because a waiver is not authorized under the jurisdictions’ statutes or regulations and others may deny the request on other grounds. There can be no assurances that MIC will receive the necessary approvals from any or all of the jurisdictions in which MGIC would be prohibited from continuing to write new business due to MGIC’s failure to meet applicable regulatory capital requirements or obtain waivers of those requirements.

## Table of Contents

Under the Fannie Mae Agreement, MIC has been approved as an eligible mortgage insurer only through December 31, 2011 and Freddie Mac has approved MIC as a “Limited Insurer” only through December 31, 2012. Whether MIC will continue as an eligible mortgage insurer after these dates will be determined by the applicable GSE’s mortgage insurer eligibility requirements then in effect. Further, under the Fannie Mae Agreement and the Freddie Mac Notification, MGIC cannot capitalize MIC with more than the \$200 million contribution without prior approval from each GSE, which limits the amount of business MIC can write. We believe that the amount of capital that MGIC has contributed to MIC will be sufficient to write business for the term of the Fannie Mae Agreement in the jurisdictions in which MIC is eligible to do so. Depending on the level of losses that MGIC experiences in the future, however, it is possible that regulatory action by one or more jurisdictions, including those that do not have specific regulatory capital requirements applicable to mortgage insurers, may prevent MGIC from continuing to write new insurance in some or all of the jurisdictions in which MIC is not eligible to write business.

A failure to meet the specific minimum regulatory capital requirements to insure new business does not mean that MGIC does not have sufficient resources to pay claims on its insurance. Even in scenarios in which losses materially exceed those that would result in not meeting such requirements, we believe that we have claims paying resources at MGIC that exceed our claim obligations on our insurance in force. Our estimates of our claims paying resources and claim obligations are based on various assumptions. These assumptions include our anticipated rescission activity, future housing values and future unemployment rates. These assumptions are subject to inherent uncertainty and require judgment by management. Current conditions in the domestic economy make the assumptions about housing values and unemployment more volatile than they would otherwise be. Our anticipated rescission activity is also subject to volatility.

***We may not continue to realize benefits from rescissions at the levels we have recently experienced and we may not prevail in proceedings challenging whether our rescissions were proper.***

Historically, claims submitted to us on policies we rescinded were not a material portion of our claims resolved during a year. However, beginning in 2008 rescissions have materially mitigated our paid losses. In 2009, rescissions mitigated our paid losses by \$1.2 billion, which includes amounts that would have resulted in either a claim payment or been charged to a deductible under a bulk or pool policy, and may have been charged to a captive reinsurer. While we have a substantial pipeline of claims investigations that we expect will eventually result in future rescissions, we can give no assurance that rescissions will continue to mitigate paid losses at the same level we have recently experienced.

In addition, if the insured disputes our right to rescind coverage, whether the requirements to rescind are met ultimately would be determined by legal proceedings. Objections to rescission may be made several years after we have rescinded an insurance policy. Countrywide and an affiliate (“Countrywide”) have filed a lawsuit against MGIC alleging that MGIC has denied, and continues to deny, valid mortgage insurance claims. We have filed an arbitration case against Countrywide regarding rescissions. For more information about this lawsuit and arbitration case, see the risk factor titled, “We are subject to the risk of private litigation and regulatory proceedings” as well as Item 3, “Legal Proceedings.” In addition, we continue to have discussions with other lenders regarding their objections to rescissions that in the aggregate are material and are involved in other arbitration proceedings with

respect to an amount of rescissions that are not material.

In addition, our loss reserving methodology incorporates the effects rescission activity is expected to have on the losses we will pay on our delinquent inventory. A variance between ultimate actual rescission rates and these estimates could materially affect our losses. See the risk factor titled, “Because loss reserve estimates are subject to uncertainties and are based on assumptions that are currently very volatile, paid claims may be substantially different than our loss reserves.”

***Changes in the business practices of the GSEs, federal legislation that changes their charters or a restructuring of the GSEs could reduce our revenues or increase our losses.***

The majority of our insurance written is for loans sold to Fannie Mae and Freddie Mac. As a result, the business practices of the GSEs affect the entire relationship between them and mortgage insurers and include:

- the level of private mortgage insurance coverage, subject to the limitations of the GSEs’ charters (which may be changed by federal legislation) when private mortgage insurance is used as the required credit enhancement on low down payment mortgages,
- the amount of loan level delivery fees (which result in higher costs to borrowers) that the GSEs assess on loans that require mortgage insurance,
- whether the GSEs influence the mortgage lender’s selection of the mortgage insurer providing coverage and, if so, any transactions that are related to that selection,
- the underwriting standards that determine what loans are eligible for purchase by the GSEs, which can affect the quality of the risk insured by the mortgage insurer and the availability of mortgage loans,
- the terms on which mortgage insurance coverage can be canceled before reaching the cancellation thresholds established by law, and
- the programs established by the GSEs intended to avoid or mitigate loss on insured mortgages and the circumstances in which mortgage servicers must implement such programs.

In September 2008, the Federal Housing Finance Agency (“FHFA”) was appointed as the conservator of the GSEs. As their conservator, FHFA controls and directs the operations of the GSEs. The appointment of FHFA as conservator, the increasing role that the federal government has assumed in the residential mortgage market, our industry’s inability, due to capital constraints, to write sufficient business to meet the needs of the GSEs or other factors may increase the likelihood that the business practices of the GSEs change in ways that may have a material adverse effect on us. In addition, these factors may increase the likelihood that the charters of the GSEs are changed by new federal legislation. Such changes may allow the GSEs to reduce or eliminate the level of private mortgage insurance coverage that they use as credit enhancement. The Obama administration and certain members of Congress have publicly stated that they are considering proposing significant changes to the GSEs. As a result, it is uncertain what role that the GSEs will play in the domestic residential housing finance system in the future.

For a number of years, the GSEs have had programs under which on certain loans lenders could choose a mortgage insurance coverage percentage that was only the minimum required by their charters, with the GSEs paying a lower price for these loans (“charter coverage”). The GSEs have also had

## Table of Contents

programs under which on certain loans they would accept a level of mortgage insurance above the requirements of their charters but below their standard coverage without any decrease in the purchase price they would pay for these loans (“reduced coverage”). Effective January 1, 2010, Fannie Mae broadly expanded the types of loans eligible for charter coverage. Fannie Mae has also announced that it would eliminate its reduced coverage program in the second quarter of 2010. In recent years, a majority of our volume was on loans with GSE standard coverage, a substantial portion of our volume has been on loans with reduced coverage, and a minor portion of our volume has been on loans with charter coverage. We charge higher premium rates for higher coverages. To the extent lenders selling loans to Fannie Mae choose charter coverage for loans that we insure, our revenues would be reduced and we could experience other adverse effects.

Both of the GSEs have policies which provide guidelines on terms under which they can conduct business with mortgage insurers with financial strength ratings below Aa3/AA-. For information about how these policies could affect us, see the risk factor titled “MGIC may not continue to meet the GSEs’ mortgage insurer eligibility requirements.”

### ***Downturns in the domestic economy or declines in the value of borrowers’ homes from their value at the time their loans closed may result in more homeowners defaulting and our losses increasing.***

Losses result from events that reduce a borrower’s ability to continue to make mortgage payments, such as unemployment, and whether the home of a borrower who defaults on his mortgage can be sold for an amount that will cover unpaid principal and interest and the expenses of the sale. In general, favorable economic conditions reduce the likelihood that borrowers will lack sufficient income to pay their mortgages and also favorably affect the value of homes, thereby reducing and in some cases even eliminating a loss from a mortgage default. A deterioration in economic conditions, including unemployment, generally increases the likelihood that borrowers will not have sufficient income to pay their mortgages and can also adversely affect housing values, which in turn can influence the willingness of borrowers with sufficient resources to make mortgage payments to do so when the mortgage balance exceeds the value of the home. Housing values may decline even absent a deterioration in economic conditions due to declines in demand for homes, which in turn may result from changes in buyers’ perceptions of the potential for future appreciation, restrictions on mortgage credit due to more stringent underwriting standards, liquidity issues affecting lenders or other factors. The residential mortgage market in the United States has for some time experienced a variety of worsening economic conditions, including a material decline in housing values that has been nationwide, with declines continuing in a number of areas. The recession that began in December 2007 may result in further deterioration in home values and employment. In addition, even were this recession to end formally, home values may continue to deteriorate and unemployment levels may continue to increase or remain elevated.

### ***The mix of business we write also affects the likelihood of losses occurring.***

Even when housing values are stable or rising, certain types of mortgages have higher probabilities of claims. These segments include loans with loan-to-value ratios over 95% (including loans with 100% loan-to-value ratios or in certain markets that have experienced declining housing values, over 90%), FICO credit scores below 620, limited underwriting, including limited borrower documentation, or total debt-to-income ratios of 38% or higher, as well as loans having combinations of higher risk factors. As of December 31, 2009, approximately 60% of our primary risk in force consisted of loans with loan-to-value ratios equal to or greater than 95%, 8.6% had FICO credit scores below 620, and 10.8% had limited underwriting, including limited borrower documentation. A material portion of these loans were written in 2005 — 2007 and through the first quarter of 2008. (In accordance with industry practice, loans approved by GSEs and other automated underwriting systems under “doc waiver” programs that do not require verification of borrower income are classified by us as “full documentation.” For additional

information about such loans, see footnote (4) to the table titled “Default Statistics for the MGIC Book” in Item 1.

Beginning in the fourth quarter of 2007 we made a series of changes to our underwriting guidelines in an effort to improve the risk profile of our new business. Requirements imposed by new guidelines, however, only affect business written under commitments to insure loans that are issued after those guidelines become effective. Business for which commitments are issued after new guidelines are announced and before they become effective is insured by us in accordance with the guidelines in effect at time of the commitment even if that business would not meet the new guidelines. For commitments we issue for loans that close and are insured by us, a period longer than a calendar quarter can elapse between the time we issue a commitment to insure a loan and the time we receive the payment of the first premium and report the loan in our risk in force, although this period is generally shorter.

The changes to our underwriting guidelines since the fourth quarter of 2007 include the creation of two tiers of “restricted markets.” Our underwriting criteria for restricted markets do not allow insurance to be written on certain loans that could be insured if the property were located in an unrestricted market. Beginning in September 2009, we removed several markets from our restricted markets list and moved several other markets from our Tier Two restricted market list (for which our underwriting guidelines are most limiting) to our Tier One restricted market list.

As of December 31, 2009, approximately 3.6% of our primary risk in force written through the flow channel, and 42.2% of our primary risk in force written through the bulk channel, consisted of adjustable rate mortgages in which the initial interest rate may be adjusted during the five years after the mortgage closing (“ARMs”). We classify as fixed rate loans adjustable rate mortgages in which the initial interest rate is fixed during the five years after the mortgage closing. We believe that when the reset interest rate significantly exceeds the interest rate at loan origination, claims on ARMs would be substantially higher than for fixed rate loans. Moreover, even if interest rates remain unchanged, claims on ARMs with a “teaser rate” (an initial interest rate that does not fully reflect the index which determines subsequent rates) may also be substantially higher because of the increase in the mortgage payment that will occur when the fully indexed rate becomes effective. In addition, we have insured “interest-only” loans, which may also be ARMs, and loans with negative amortization features, such as pay option ARMs. We believe claim rates on these loans will be substantially higher than on loans without scheduled payment increases that are made to borrowers of comparable credit quality.

Although we attempt to incorporate these higher expected claim rates into our underwriting and pricing models, there can be no assurance that the premiums earned and the associated investment income will prove adequate to compensate for actual losses even under our current underwriting guidelines. We do, however, believe that given the various changes in our underwriting guidelines that were effective beginning in the first quarter of 2008, our insurance written beginning in the second quarter of 2008 will generate underwriting profits.

***Because we establish loss reserves only upon a loan default rather than based on estimates of our ultimate losses, losses may have a disproportionate adverse effect on our earnings in certain periods.***

In accordance with GAAP for the mortgage insurance industry, we establish loss reserves only for loans in default. Reserves are established for reported insurance losses and loss adjustment expenses based on when notices of default on insured mortgage loans are received. Reserves are also established for estimated losses incurred on notices of default that have not yet been reported to us by the servicers (this is what is referred to as “IBNR” in the mortgage insurance industry). We establish reserves using estimated claims rates and claims amounts in estimating the ultimate loss. Because our reserving method does not take account of the impact of future losses that could occur from loans that are not delinquent,

## Table of Contents

our obligation for ultimate losses that we expect to occur under our policies in force at any period end is not reflected in our financial statements, except in the case where a premium deficiency exists. As a result, future losses may have a material impact on future results as losses emerge.

***Because loss reserve estimates are subject to uncertainties and are based on assumptions that are currently very volatile, paid claims may be substantially different than our loss reserves.***

We establish reserves using estimated claim rates and claim amounts in estimating the ultimate loss on delinquent loans. The estimated claim rates and claim amounts represent what we believe best reflect the estimate of what will actually be paid on the loans in default as of the reserve date and incorporates anticipated mitigation from rescissions.

The establishment of loss reserves is subject to inherent uncertainty and requires judgment by management. Current conditions in the housing and mortgage industries make the assumptions that we use to establish loss reserves more volatile than they would otherwise be. The actual amount of the claim payments may be substantially different than our loss reserve estimates. Our estimates could be adversely affected by several factors, including a deterioration of regional or national economic conditions, including unemployment, leading to a reduction in borrowers' income and thus their ability to make mortgage payments, a drop in housing values that could materially reduce our ability to mitigate potential loss through property acquisition and resale or expose us to greater loss on resale of properties obtained through the claim settlement process and mitigation from rescissions being materially less than assumed. Changes to our estimates could result in material impact to our results of operations, even in a stable economic environment, and there can be no assurance that actual claims paid by us will not be substantially different than our loss reserves.

***The premiums we charge may not be adequate to compensate us for our liabilities for losses and as a result any inadequacy could materially affect our financial condition and results of operations.***

We set premiums at the time a policy is issued based on our expectations regarding likely performance over the long-term. Our premiums are subject to approval by state regulatory agencies, which can delay or limit our ability to increase our premiums. Generally, we cannot cancel the mortgage insurance coverage or adjust renewal premiums during the life of a mortgage insurance policy. As a result, higher than anticipated claims generally cannot be offset by premium increases on policies in force or mitigated by our non-renewal or cancellation of insurance coverage. The premiums we charge, and the associated investment income, may not be adequate to compensate us for the risks and costs associated with the insurance coverage provided to customers. An increase in the number or size of claims, compared to what we anticipate, could adversely affect our results of operations or financial condition.

In January 2008, we announced that we had decided to stop writing the portion of our bulk business that insures loans which are included in Wall Street securitizations because the performance of loans included in such securitizations deteriorated materially in the fourth quarter of 2007 and this deterioration was materially worse than we experienced for loans insured through the flow channel or loans insured through the remainder of our bulk channel. As of December 31, 2007 we established a premium deficiency reserve of approximately \$1.2 billion. As of December 31, 2009, the premium deficiency reserve was \$193 million. At each date, the premium deficiency reserve is the present value of expected future losses and expenses that exceeded the present value of expected future premium and already established loss reserves on these bulk transactions.

The mortgage insurance industry is experiencing material losses, especially on the 2006 and 2007 books. The ultimate amount of these losses will depend in part on general economic conditions, including unemployment, and the direction of home prices, which in turn will be influenced by general economic

## [Table of Contents](#)

conditions and other factors. Because we cannot predict future home prices or general economic conditions with confidence, there is significant uncertainty surrounding what our ultimate losses will be on our 2006 and 2007 books. Our current expectation, however, is that these books will continue to generate material incurred and paid losses for a number of years. There can be no assurance that additional premium deficiency reserves on Wall Street Bulk or on other portions of our insurance portfolio will not be required.

### ***We may not be able to repay the amounts that we owe under our Senior Notes due in September 2011.***

As of December 31, 2009, we had a total of approximately \$84 million in short-term investments available at our holding company. These investments are virtually all of our holding company's liquid assets. As of January 18, 2010, our holding company had approximately \$78.4 million of Senior Notes due in September 2011 (during 2009, our holding company purchased \$121.6 million principal amount of these Notes) and \$300 million of Senior Notes due in November 2015 outstanding. On an annual basis as of December 31, 2009, our holding company's current use of funds for interest payments on its Senior Notes approximates \$21 million.

While under the Fannie Mae Agreement and the Freddie Mac Notification (see the risk factor titled "While our plan to write new insurance in MGIC Indemnity Corporation ("MIC") has received Wisconsin OCI and GSE approval, we cannot guarantee that its implementation will allow us to continue to write new insurance on an uninterrupted basis throughout the United States in the future") MGIC may not pay dividends to our holding company without the GSEs' consent, the GSEs have consented to dividends of not more than \$100 million in the aggregate to purchase existing debt obligations of our holding company or to pay such obligations at maturity. Any dividends from MGIC to our holding company would require the approval of the OCI, and may require other approvals.

Covenants in the Senior Notes include the requirement that there be no liens on the stock of the designated subsidiaries unless the Senior Notes are equally and ratably secured; that there be no disposition of the stock of designated subsidiaries unless all of the stock is disposed of for consideration equal to the fair market value of the stock; and that we and the designated subsidiaries preserve our corporate existence, rights and franchises unless we or such subsidiary determines that such preservation is no longer necessary in the conduct of its business and that the loss thereof is not disadvantageous to the Senior Notes. A designated subsidiary is any of our consolidated subsidiaries which has shareholders' equity of at least 15% of our consolidated shareholders' equity.

See Notes 6 and 7 to our consolidated financial statements in Item 8 of this Annual Report on Form 10-K for more information regarding our holding company's assets and liabilities as of that date, including information about its junior convertible debentures and its election to defer payment of interest on them.

### ***MGIC may not continue to meet the GSEs' mortgage insurer eligibility requirements.***

The majority of our insurance written is for loans sold to Fannie Mae and Freddie Mac, each of which has mortgage insurer eligibility requirements. As a result of MGIC's financial strength rating being below Aa3/AA-, it is operating with each GSE as an eligible insurer under a remediation plan. We believe that the GSEs view remediation plans as a continuing process of interaction between a mortgage insurer and the GSE that continues until the mortgage insurer under the remediation plan once again has a rating of at least Aa3/AA-. There can be no assurance that MGIC will be able to continue to operate as an eligible mortgage insurer under a remediation plan. If MGIC ceases being eligible to insure loans purchased by one or both of the GSEs, it would significantly reduce the volume of our new business writings.

***Loan modification and other similar programs may not provide material benefits to us and may increase our losses.***

Beginning in the fourth quarter of 2008, the federal government, including through the FDIC and the GSEs, and several lenders have adopted programs to modify loans to make them more affordable to borrowers with the goal of reducing the number of foreclosures. For the quarter ending December 31, 2009, we were notified of modifications involving loans with risk in force of approximately \$263 million.

One such program is the Home Affordable Modification Program (“HAMP”), which was announced by the US Treasury in early 2009. Some of HAMP’s eligibility criteria require current information about borrowers, such as his or her current income and non-mortgage debt payments. Because the GSEs and servicers do not share such information with us, we cannot determine with certainty the number of loans in our delinquent inventory that are eligible to participate in HAMP. We believe that it could take several months from the time a borrower has made all of the payments during HAMP’s three month “trial modification” period for the loan to be reported to us as a cured delinquency. We are aware of approximately 29,700 loans in our delinquent inventory at December 31, 2009 for which the HAMP trial period has begun and approximately 2,400 delinquent loans have cured their delinquency after entering HAMP. We rely on information provided to us by the GSEs and servicers. We do not receive all of the information from such sources that is required to determine with certainty the number of loans that are participating in, or have successfully completed, HAMP.

Under HAMP, a net present value test (the “NPV Test”) is used to determine if loan modifications will be offered. For loans owned or guaranteed by the GSEs, servicers may, depending on the results of the NPV Test and other factors, be required to offer loan modifications, as defined by HAMP, to borrowers. As of December 1, 2009, the GSEs changed how the NPV Test is used. These changes made it more difficult for some loans to be modified under HAMP. While we lack sufficient data to determine the impact of these changes, we believe that they may materially decrease the number of our loans that will participate in HAMP. In January 2010 the United States Treasury department has further modified the HAMP eligibility requirements. Effective June 1, 2010 a servicer may evaluate and initiate a HAMP trial modification for a borrower only after the servicer receives certain documents that allow the servicer to verify the borrower’s income and the cause of the borrower’s financial hardship. Previously, these documents were not required to be submitted until after the successful completion of HAMP’s trial modification period. We believe that this will decrease the number of new HAMP trial modifications.

Even if a loan is modified, the effect on us of loan modifications depends on how many modified loans subsequently re-default, which in turn can be affected by changes in housing values. Re-defaults can result in losses for us that could be greater than we would have paid had the loan not been modified. At this point, we cannot predict with a high degree of confidence what the ultimate re-default rate will be, and therefore we cannot ascertain with confidence whether these programs will provide material benefits to us. In addition, because we do not have information in our database for all of the parameters used to determine which loans are eligible for modification programs, our estimates of the number of loans qualifying for modification programs are inherently uncertain. If legislation is enacted to permit a mortgage balance to be reduced in bankruptcy, we would still be responsible to pay the original balance if the borrower re-defaulted on that mortgage after its balance had been reduced. Various government entities and private parties have enacted foreclosure moratoriums. A moratorium does not affect the accrual of interest and other expenses on a loan. Unless a loan is modified during a moratorium to cure the default, at the expiration of the moratorium additional interest and expenses would be due which could result in our losses on loans subject to the moratorium being higher than if there had been no moratorium.

***If interest rates decline, house prices appreciate or mortgage insurance cancellation requirements change, the length of time that our policies remain in force could decline and result in declines in our revenue.***

In each year, most of our premiums are from insurance that has been written in prior years. As a result, the length of time insurance remains in force, which is also generally referred to as persistency, is a significant determinant of our revenues. The factors affecting the length of time our insurance remains in force include:

- the level of current mortgage interest rates compared to the mortgage coupon rates on the insurance in force, which affects the vulnerability of the insurance in force to refinancings, and
- mortgage insurance cancellation policies of mortgage investors along with the current value of the homes underlying the mortgages in the insurance in force.

During the 1990s, our year-end persistency ranged from a high of 87.4% at December 31, 1990 to a low of 68.1% at December 31, 1998. Since 2000, our year-end persistency ranged from a high of 84.7% at December 31, 2009 to a low of 47.1% at December 31, 2003.

***The amount of insurance we write could be adversely affected if lenders and investors select alternatives to private mortgage insurance.***

These alternatives to private mortgage insurance include:

- lenders using government mortgage insurance programs, including those of the Federal Housing Administration, or FHA, and the Veterans Administration,
- lenders and other investors holding mortgages in portfolio and self-insuring,
- investors using credit enhancements other than private mortgage insurance, using other credit enhancements in conjunction with reduced levels of private mortgage insurance coverage, or accepting credit risk without credit enhancement, and
- lenders originating mortgages using piggyback structures to avoid private mortgage insurance, such as a first mortgage with an 80% loan-to-value ratio and a second mortgage with a 10%, 15% or 20% loan-to-value ratio (referred to as 80-10-10, 80-15-5 or 80-20 loans, respectively) rather than a first mortgage with a 90%, 95% or 100% loan-to-value ratio that has private mortgage insurance.

The FHA, which until 2008 was not viewed by us as a significant competitor, substantially increased its market share beginning in 2008. We believe that the FHA's market share increased, in part, because mortgage insurers have tightened their underwriting guidelines (which has led to increased utilization of the FHA's programs) and because of increases in the amount of loan level delivery fees that the GSEs assess on loans (which result in higher costs to borrowers). Recent federal legislation and programs have also provided the FHA with greater flexibility in establishing new products and have increased the FHA's competitive position against private mortgage insurers.

***Competition or changes in our relationships with our customers could reduce our revenues or increase our losses.***

In recent years, the level of competition within the private mortgage insurance industry has been

## [Table of Contents](#)

intense as many large mortgage lenders reduced the number of private mortgage insurers with whom they do business. At the same time, consolidation among mortgage lenders has increased the share of the mortgage lending market held by large lenders. Our private mortgage insurance competitors include:

- PMI Mortgage Insurance Company,
- Genworth Mortgage Insurance Corporation,
- United Guaranty Residential Insurance Company,
- Radian Guaranty Inc.,
- Republic Mortgage Insurance Company, whose parent, based on information filed with the SEC through January 14, 2010, is our largest shareholder, and
- CMG Mortgage Insurance Company.

Our relationships with our customers could be adversely affected by a variety of factors, including continued tightening of and adherence to our underwriting guidelines, which have resulted in our declining to insure some of the loans originated by our customers, rescission of loans that affect the customer and our decision to discontinue ceding new business under excess of loss captive reinsurance programs. In the fourth quarter of 2009, Countrywide commenced litigation against us as a result of its dissatisfaction with our rescissions practices shortly after Countrywide ceased doing business with us. See the risk factor titled “We are subject to the risk of private litigation and regulatory proceedings” in Item 1A as well as Item 3, “Legal Proceedings,” for more information about this litigation and the arbitration case we filed against Countrywide regarding rescissions. Countrywide and its Bank of America affiliates accounted for 12.0% of our flow new insurance written in 2008 and 8.3% of our new insurance written in the first three quarters of 2009. The FHA, which in recent years was not viewed by us as a significant competitor, substantially increased its market share beginning in 2008.

Until recently, the mortgage insurance industry had not had new entrants in many years. Recently, Essent Guaranty, Inc. announced that it would begin writing new mortgage insurance. Essent has publicly reported that one of its investors is JPMorgan Chase which is one of our customers. The perceived increase in credit quality of loans that are being insured today combined with the deterioration of the financial strength ratings of the existing mortgage insurance companies could encourage new entrants. We understand that one potential new entrant has advertised for employees.

We believe some lenders assess a mortgage insurer’s financial strength rating as an important element of the process through which they select mortgage insurers. As a result of MGIC’s less than investment grade financial strength rating, MGIC may be competitively disadvantaged with these lenders.

***Your ownership in our company may be diluted by additional capital that we raise or if the holders of our convertible debentures convert their debentures into shares of our common stock.***

We have filed, and the SEC has declared effective, a shelf registration statement that would allow us to sell up to \$850 million of common stock, preferred stock, debt and other types of securities. While we have no current plans to sell any securities under this registration statement, any capital that we do raise through the sale of common stock or equity or equity-linked securities senior to our common stock or convertible into our common stock will dilute your ownership percentage in our company and may decrease the market price of our common shares. Furthermore, the securities may have rights, preferences and privileges that are senior or otherwise superior to those of our common shares.

We have approximately \$390 million principal amount of 9% Convertible Junior Subordinated Debentures outstanding. The principal amount of the debentures is currently convertible, at the holder’s option, at an initial conversion rate, which is subject to adjustment, of 74.0741 common shares per \$1,000

## [Table of Contents](#)

principal amount of debentures. This represents an initial conversion price of approximately \$13.50 per share. We have elected to defer the payment of a total of approximately \$35 million of interest on these debentures. We may also defer additional interest in the future. If a holder elects to convert its debentures, the interest that has been deferred on the debentures being converted is also converted into shares of our common stock. The conversion rate for such deferred interest is based on the average price that our shares traded at during a 5-day period immediately prior to the election to convert the associated debentures.

### ***Our common stock could be delisted from the NYSE.***

The listing of our common stock on the New York Stock Exchange, or NYSE, is subject to compliance with NYSE's continued listing standards, including that the average closing price of our common stock during any 30 trading day period equal or exceed \$1.00 and that our average market capitalization for any such period equal or exceed \$15 million. The NYSE can also, in its discretion, discontinue listing a company's common stock if the company discontinues a substantial portion of its operations. If we do not satisfy any of NYSE's continued listing standards or if we cease writing new insurance, our common stock could be delisted from the NYSE unless we cure the deficiency during the time provided by the NYSE. If the NYSE were to delist our common stock, it likely would result in a significant decline in the trading price, trading volume and liquidity of our common stock. We also expect that the suspension and delisting of our common stock would lead to decreases in analyst coverage and market-making activity relating to our common stock, as well as reduced information about trading prices and volume. As a result, it could become significantly more difficult for our shareholders to sell their shares of our common stock at prices comparable to those in effect prior to delisting or at all.

### ***If the volume of low down payment home mortgage originations declines, the amount of insurance that we write could decline, which would reduce our revenues.***

The factors that affect the volume of low-down-payment mortgage originations include:

- restrictions on mortgage credit due to more stringent underwriting standards and liquidity issues affecting lenders,
- the level of home mortgage interest rates,
- the health of the domestic economy as well as conditions in regional and local economies,
- housing affordability,
- population trends, including the rate of household formation,
- the rate of home price appreciation, which in times of heavy refinancing can affect whether refinance loans have loan-to-value ratios that require private mortgage insurance, and
- government housing policy encouraging loans to first-time homebuyers.

A decline in the volume of low down payment home mortgage originations could decrease demand for mortgage insurance, decrease our new insurance written and reduce our revenues.

### ***We are subject to the risk of private litigation and regulatory proceedings.***

Consumers are bringing a growing number of lawsuits against home mortgage lenders and settlement service providers. Seven mortgage insurers, including MGIC, have been involved in litigation alleging

violations of the anti-referral fee provisions of the Real Estate Settlement Procedures Act, which is commonly known as RESPA, and the notice provisions of the Fair Credit Reporting Act, which is commonly known as FCRA. MGIC's settlement of class action litigation against it under RESPA became final in October 2003. MGIC settled the named plaintiffs' claims in litigation against it under FCRA in late December 2004 following denial of class certification in June 2004. Since December 2006, class action litigation was separately brought against a number of large lenders alleging that their captive mortgage reinsurance arrangements violated RESPA. While we are not a defendant in any of these cases, there can be no assurance that we will not be subject to future litigation under RESPA or FCRA or that the outcome of any such litigation would not have a material adverse effect on us.

We are subject to comprehensive, detailed regulation by state insurance departments. These regulations are principally designed for the protection of our insured policyholders, rather than for the benefit of investors. Although their scope varies, state insurance laws generally grant broad supervisory powers to agencies or officials to examine insurance companies and enforce rules or exercise discretion affecting almost every significant aspect of the insurance business. Given the recent significant losses incurred by many insurers in the mortgage and financial guaranty industries, our insurance subsidiaries have been subject to heightened scrutiny by insurance regulators. State insurance regulatory authorities could take actions, including changes in capital requirements or termination of waivers of capital requirements, that could have a material adverse effect on us.

In June 2005, in response to a letter from the New York Insurance Department, we provided information regarding captive mortgage reinsurance arrangements and other types of arrangements in which lenders receive compensation. In February 2006, the New York Insurance Department requested MGIC to review its premium rates in New York and to file adjusted rates based on recent years' experience or to explain why such experience would not alter rates. In March 2006, MGIC advised the New York Insurance Department that it believes its premium rates are reasonable and that, given the nature of mortgage insurance risk, premium rates should not be determined only by the experience of recent years. In February 2006, in response to an administrative subpoena from the Minnesota Department of Commerce, which regulates insurance, we provided the Department with information about captive mortgage reinsurance and certain other matters. We subsequently provided additional information to the Minnesota Department of Commerce, and beginning in March 2008 that Department has sought additional information as well as answers to questions regarding captive mortgage reinsurance on several occasions. In June 2008, we received a subpoena from the Department of Housing and Urban Development, commonly referred to as HUD, seeking information about captive mortgage reinsurance similar to that requested by the Minnesota Department of Commerce, but not limited in scope to the state of Minnesota. Other insurance departments or other officials, including attorneys general, may also seek information about or investigate captive mortgage reinsurance.

The anti-referral fee provisions of RESPA provide that HUD as well as the insurance commissioner or attorney general of any state may bring an action to enjoin violations of these provisions of RESPA. The insurance law provisions of many states prohibit paying for the referral of insurance business and provide various mechanisms to enforce this prohibition. While we believe our captive reinsurance arrangements are in conformity with applicable laws and regulations, it is not possible to predict the outcome of any such reviews or investigations nor is it possible to predict their effect on us or the mortgage insurance industry.

In October 2007, the Division of Enforcement of the Securities and Exchange Commission requested that we voluntarily furnish documents and information primarily relating to C-BASS, the now-terminated merger with Radian and the subprime mortgage assets "in the Company's various lines of business." We have provided responsive documents and/or other information to the Securities and Exchange Commission and understand this matter is ongoing.

## [Table of Contents](#)

Five previously-filed purported class action complaints filed against us and several of our executive officers were consolidated in March 2009 in the United States District Court for the Eastern District of Wisconsin and Fulton County Employees' Retirement System was appointed as the lead plaintiff. The lead plaintiff filed a Consolidated Class Action Complaint (the "Complaint") on June 22, 2009. Due in part to its length and structure, it is difficult to summarize briefly the allegations in the Complaint but it appears the allegations are that we and our officers named in the Complaint violated the federal securities laws by misrepresenting or failing to disclose material information about (i) loss development in our insurance in force, and (ii) C-BASS, including its liquidity. The Complaint also names two officers of C-BASS with respect to the Complaint's allegations regarding C-BASS. The purported class period covered by the Complaint begins on October 12, 2006 and ends on February 12, 2008. The Complaint seeks damages based on purchases of our stock during this time period at prices that were allegedly inflated as a result of the purported misstatements and omissions. With limited exceptions, our bylaws provide that our officers are entitled to indemnification from us for claims against them of the type alleged in the Complaint. Our motion to dismiss the Complaint was granted on February 18, 2010. Under the Court's order, the plaintiff may, on or before March 18, 2010, move for leave to file an amended complaint. We are unable to predict the outcome of these consolidated cases or estimate our associated expenses or possible losses. Other lawsuits alleging violations of the securities laws could be brought against us.

Several law firms have issued press releases to the effect that they are investigating us, including whether the fiduciaries of our 401(k) plan breached their fiduciary duties regarding the plan's investment in or holding of our common stock or whether we breached other legal or fiduciary obligations to our shareholders. With limited exceptions, our bylaws provide that our officers and 401(k) plan fiduciaries are entitled to indemnification from us for claims against them. We intend to defend vigorously any proceedings that may result from these investigations.

As we previously disclosed, for some time we have had discussions with lenders regarding their objections to rescissions that in the aggregate are material. On December 17, 2009 Countrywide filed a complaint for declaratory relief in the Superior Court of the State of California in San Francisco against MGIC. This complaint alleges that MGIC has denied, and continues to deny, valid mortgage insurance claims submitted by Countrywide and says it seeks declaratory relief regarding the proper interpretation of the flow insurance policies at issue. On January 19, 2010, we removed this case to the United States District Court for the Northern District of California. For additional information about this case, see Item 3 of this Form 10-K. We intend to defend MGIC against the allegations in Countrywide's complaint, and pursue the arbitration, vigorously. However, we are unable to predict the outcome of these proceedings or their effect on us. During 2008 and 2009, rescissions of Countrywide-related flow loans mitigated our paid losses by approximately \$100 million. In addition, we have a substantial pipeline of claims investigations (including investigations involving loans related to Countrywide) that we expect will eventually result in future rescissions. For additional information about rescissions, see the risk factor titled "We may not continue to realize benefits from rescissions at the levels we have recently experienced and we may not prevail in proceedings challenging whether our rescissions were proper."

### ***The Internal Revenue Service has proposed significant adjustments to our taxable income for 2000 through 2007.***

The Internal Revenue Service ("IRS") has completed separate examinations of our federal income tax returns for the years 2000 through 2004 and 2005 through 2007 and has issued assessments for unpaid taxes, interest and penalties. The primary adjustment in both examinations relates to our treatment of the flow through income and loss from an investment in a portfolio of residual interests of Real Estate Mortgage Investment Conduits ("REMICS"). This portfolio has been managed and maintained during years prior to, during and subsequent to the examination period. The IRS has indicated that it does not believe that, for various reasons, we have established sufficient tax basis in the REMIC residual interests to deduct the losses from taxable income. We disagree with this conclusion and believe that the flow through income and loss from these investments was properly reported on our federal income tax returns in accordance with applicable tax laws and regulations in effect during the periods involved and have appealed these adjustments.

## [Table of Contents](#)

The appeals process is ongoing and may last for an extended period of time, although it is reasonably possible that a final resolution may be reached during 2010. The assessment for unpaid taxes related to the REMIC issue for these years is \$197.1 million in taxes and accuracy-related penalties, plus applicable interest. Other adjustments during taxable years 2000 through 2007 are not material, and have been agreed to with the IRS. On July 2, 2007, we made a payment on account of \$65.2 million with the United States Department of the Treasury to eliminate the further accrual of interest. We believe, after discussions with outside counsel about the issues raised in the examinations and the procedures for resolution of the disputed adjustments, that an adequate provision for income taxes has been made for potential liabilities that may result from these assessments. If the outcome of this matter differs materially from our estimates, it could have a material impact on our effective tax rate, results of operations and cash flows.

### ***We could be adversely affected if personal information on consumers that we maintain is improperly disclosed.***

As part of our business, we maintain large amounts of personal information on consumers. While we believe we have appropriate information security policies and systems to prevent unauthorized disclosure, there can be no assurance that unauthorized disclosure, either through the actions of third parties or employees, will not occur. Unauthorized disclosure could adversely affect our reputation and expose us to material claims for damages.

### ***The implementation of the Basel II capital accord, or other changes to our customers' capital requirements, may discourage the use of mortgage insurance.***

In 1988, the Basel Committee on Banking Supervision developed the Basel Capital Accord (Basel I), which set out international benchmarks for assessing banks' capital adequacy requirements. In June 2005, the Basel Committee issued an update to Basel I (as revised in November 2005, Basel II). Basel II was implemented by many banks in the United States and many other countries in 2009 and may be implemented by the remaining banks in the United States and many other countries in 2010. Basel II affects the capital treatment provided to mortgage insurance by domestic and international banks in both their origination and securitization activities.

The Basel II provisions related to residential mortgages and mortgage insurance, or other changes to our customers' capital requirements, may provide incentives to certain of our bank customers not to insure mortgages having a lower risk of claim and to insure mortgages having a higher risk of claim. The Basel II provisions may also alter the competitive positions and financial performance of mortgage insurers in other ways.

### ***We may not be able to recover the capital we invested in our Australian operations for many years and may not recover all of such capital.***

We have committed significant resources to begin international operations, primarily in Australia, where we started to write business in June 2007. In view of our need to dedicate capital to our domestic mortgage insurance operations, we have reduced our Australian headcount and are no longer writing new business in Australia. In addition to the general economic and insurance business-related factors discussed above, we are subject to a number of other risks from having deployed capital in Australia,

## [Table of Contents](#)

including foreign currency exchange rate fluctuations and interest-rate volatility particular to Australia.

### ***We are susceptible to disruptions in the servicing of mortgage loans that we insure.***

We depend on reliable, consistent third-party servicing of the loans that we insure. A recent trend in the mortgage lending and mortgage loan servicing industry has been towards consolidation of loan servicers. This reduction in the number of servicers could lead to disruptions in the servicing of mortgage loans covered by our insurance policies. In addition, current housing market trends have led to significant increases in the number of delinquent mortgage loans requiring servicing. These increases have strained the resources of servicers, reducing their ability to undertake mitigation efforts that could help limit our losses. Future housing market conditions could lead to additional such increases. Managing a substantially higher volume of non-performing loans could lead to disruptions in the servicing of mortgage

### **Item 1B. Unresolved Staff Comments.**

None.

### **Item 2. Properties.**

At December 31, 2009, we leased office space in various cities throughout the United States under leases expiring between 2010 and 2015 and which required annual rental payments of \$2.1 million in 2009.

We own our headquarters facility and an additional office/warehouse facility, both located in Milwaukee, Wisconsin, which contain an aggregate of approximately 310,000 square feet of space.

### **Item 3. Legal Proceedings.**

On December 17, 2009, Countrywide Home Loans, Inc. and BAC Home Loans Servicing, LP (collectively, "Countrywide") filed a complaint for declaratory relief in the Superior Court of the State of California in San Francisco against Mortgage Guaranty Insurance Corporation ("MGIC"), our principal mortgage insurance subsidiary. This complaint alleges that MGIC has denied, and continues to deny, valid mortgage insurance claims submitted by Countrywide and says it seeks declaratory relief regarding the proper interpretation of the flow insurance policies at issue. On January 19, 2010, we removed this case to the United States District Court for the Northern District of California. On February 18, 2010, Countrywide filed a motion to have the case remanded to the Superior Court of the State of California in San Francisco. On February 24, 2010, we commenced an arbitration action against Countrywide seeking a determination that MGIC was entitled to deny and/or rescind coverage on the loans involved in the arbitration demand, which numbered more than 1,400 loans as of the filing of the demand. On February 25, 2010, we filed a motion to stay proceedings in the Northern District of California in view of, among other things, the parties' arbitration agreement and the pending arbitration. We intend to defend MGIC against the allegations in Countrywide's complaint, and to pursue the arbitration, vigorously. However, we are unable to predict the outcome of these proceedings or their effect on us.

Five previously-filed purported class action complaints filed against us and several of our executive officers were consolidated in March 2009 in the United States District Court for the Eastern District of Wisconsin and Fulton County Employees' Retirement System was appointed as the lead plaintiff. The lead plaintiff filed a Consolidated Class Action Complaint (the "Complaint") on June 22, 2009. Due in part to its length and structure, it is difficult to summarize briefly the allegations in the Complaint but it appears the allegations are that we and our officers named in the Complaint violated the federal securities laws by misrepresenting or failing to disclose material information about (i) loss development in our insurance in force, and (ii) C-BASS, including its liquidity. The Complaint also names two officers of C-BASS with respect to the Complaint's allegations regarding C-BASS. The purported class period covered

## [Table of Contents](#)

by the Complaint begins on October 12, 2006 and ends on February 12, 2008. The Complaint seeks damages based on purchases of our stock during this time period at prices that were allegedly inflated as a result of the purported misstatements and omissions. With limited exceptions, our bylaws provide that our officers are entitled to indemnification from us for claims against them of the type alleged in the Complaint. Our motion to dismiss the Complaint was granted on February 18, 2010. Under the Court's order, the plaintiffs may, on or before March 18, 2010, move for leave to file an amended complaint. Other lawsuits alleging violations of the securities laws could be brought against us.

In addition, we are involved in other litigation in the ordinary course of business. In the opinion of management, the ultimate resolution of this pending litigation will not have a material adverse effect on our financial position or results of operations.

For information about the risk of certain legal proceedings, see the text under "We are subject to the risk of private litigation and regulatory proceedings" under "Risk Factors" in Item 1A, which is incorporated by reference.

### **Item 4. [Reserved]**

#### **Executive Officers**

Certain information with respect to our executive officers as of March 1, 2010 is set forth below:

| <u>Name and Age</u>          | <u>Title</u>  |
|------------------------------|---|
| Curt S. Culver, 57           | Chairman of the Board and Chief Executive Officer of MGIC Investment Corporation and MGIC; Director of MGIC Investment Corporation and MGIC |
| Patrick Sinks, 53            | President and Chief Operating Officer of MGIC Investment Corporation and MGIC   |
| J. Michael Lauer, 65         | Executive Vice President and Chief Financial Officer of MGIC Investment Corporation and MGIC  |
| Lawrence J. Pierzchalski, 57 | Executive Vice President— Risk Management of MGIC   |
| Jeffrey H. Lane, 60          | Executive Vice President, General Counsel and Secretary of MGIC Investment Corporation and MGIC   |
| James A. Karpowicz, 62       | Senior Vice President—Chief Investment Officer and Treasurer of MGIC Investment Corporation and MGIC  |
| Michael G. Meade, 60         | Senior Vice President—Information Services and Chief Information Officer of MGIC  |

Mr. Culver has served as our Chief Executive Officer since January 2000 and as our Chairman of the Board since January 2005. He was our President from January 1999 to January 2006 and was President of MGIC from May 1996 to January 2006. Mr. Culver has been a senior officer of MGIC since 1988 having responsibility at various times during his career with MGIC for field operations, marketing and corporate development. From March 1985 to 1988, he held various management positions with MGIC in the areas of marketing and sales.

Mr. Sinks became our and MGIC's President and Chief Operating Officer in January 2006. He was Executive Vice President-Field Operations of MGIC from January 2004 to January 2006 and was Senior

## Table of Contents

Vice President-Field Operations of MGIC from July 2002 to January 2004. From March 1985 to July 2002, he held various positions within MGIC's finance and accounting organization, the last of which was Senior Vice President, Controller and Chief Accounting Officer.

Mr. Lauer has served as our and MGIC's Executive Vice President and Chief Financial Officer since March 1989.

Mr. Pierzchalski has served as Executive Vice President-Risk Management of MGIC since May 1996 and prior thereto as Senior Vice President-Risk Management or Vice President-Risk Management of MGIC from April 1990 to May 1996. From March 1985 to April 1990, he held various management positions with MGIC in the areas of market research, corporate planning and risk management.

Mr. Lane has served as our and MGIC's Executive Vice President, General Counsel and Secretary since January 2008 and prior thereto as our Senior Vice President, General Counsel and Secretary from August 1996 to January 2008. For more than five years prior to his joining us, Mr. Lane was a partner of Foley & Lardner, a law firm headquartered in Milwaukee, Wisconsin.

Mr. Karpowicz has served as our and MGIC's Senior Vice President—Chief Investment Officer and Treasurer since January 2005 and has been Treasurer since 1998. From 1986 to January, 2005, he held various positions within MGIC's investment operations organization, the last of which was Vice President.

Mr. Meade has served as MGIC's Senior Vice President—Information Services and Chief Information Officer since February 1992. From 1985 to 1992 he held various positions within MGIC's information services organization, the last of which was Vice President—Information Services.

## PART II

### Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities.

(a) Our Common Stock is listed on the New York Stock Exchange under the symbol "MTG." The following table sets forth for 2008 and 2009 by calendar quarter the high and low sales prices of our Common Stock on the New York Stock Exchange.

| Quarter | 2008     |         | 2009    |         |
|---------|----------|---------|---------|---------|
|         | High     | Low     | High    | Low     |
| First   | \$ 22.72 | \$ 9.60 | \$ 4.45 | \$ 0.70 |
| Second  | 14.14    | 5.41    | 5.90    | 1.32    |
| Third   | 12.50    | 3.51    | 9.94    | 3.27    |
| Fourth  | 8.91     | 1.58    | 7.56    | 3.72    |

In 2008, we declared and paid the following cash dividends on our Common Stock

| Quarter | 2008            |
|---------|-----------------|
| First   | \$ .025         |
| Second  | .025            |
| Third   | .025            |
| Fourth  | —               |
|         | <u>\$ 0.075</u> |

In October 2008, the Board discontinued payment of our cash dividend. Accordingly, no cash dividends were paid in 2009. The payment of future dividends is subject to the discretion of our Board

## [Table of Contents](#)

and will depend on many factors, including our operating results, financial condition and capital position. We are a holding company and the payment of dividends from our insurance subsidiaries is restricted by insurance regulation. For a discussion of these restrictions, see “Management’s Discussion and Analysis — Liquidity and Capital Resources” in Item 7 of this annual report and Note 13 to our consolidated financial statements in Item 8, which are incorporated by reference.

As of February 15, 2010, the number of shareholders of record was 138. In addition, we estimate there are approximately 17,000 beneficial owners of shares held by brokers and fiduciaries.

Information regarding equity compensation plans is contained in Item 12.

(b) Not applicable.

(c) We did not repurchase any shares of Common Stock during the fourth quarter of 2009.

[Table of Contents](#)**Item 6. Selected Financial Data.**

|   | Year Ended December 31,                                 |                  |                       |                   |                   |
|---|---|------------------|-----------------------|-------------------|-------------------|
|   | 2009  | 2008             | 2007                  | 2006              | 2005              |
|   | <i>(In thousands of dollars, except per share data)</i> |                  |                       |                   |                   |
| <b>Summary of Operations</b>  |   |                  |                       |                   |                   |
| <b>Revenues:</b>  |   |                  |                       |                   |                   |
| Net premiums written  | \$ 1,243,027  | 1,466,047        | \$ 1,345,794          | \$ 1,217,236      | \$ 1,252,310      |
| Net premiums earned   | \$ 1,302,341  | 1,393,180        | \$ 1,262,390          | \$ 1,187,409      | \$ 1,238,692      |
| Investment income, net  | 304,678   | 308,517          | 259,828               | 240,621           | 228,854           |
| Realized investment gains (losses), net,<br>including net impairment losses | 51,934  | (12,486)         | 142,195               | (4,264)           | 14,857            |
| Other revenue   | 49,573  | 32,315           | 28,793                | 45,403            | 44,127            |
| <b>Total revenues</b>   | <b>1,708,526</b>  | <b>1,721,526</b> | <b>1,693,206</b>      | <b>1,469,169</b>  | <b>1,526,530</b>  |
| <b>Losses and expenses:</b>   |   |                  |                       |                   |                   |
| Losses incurred, net  | 3,379,444   | 3,071,501        | 2,365,423             | 613,635           | 553,530           |
| Change in premium deficiency reserves                                       | (261,150)   | (756,505)        | 1,210,841             | —                 | —                 |
| Underwriting and other expenses   | 239,612   | 271,314          | 309,610               | 290,858           | 275,416           |
| Reinsurance fee   | 26,407  | 1,781            | —                     | —                 | —                 |
| Interest expense  | 89,266  | 81,074           | 41,986                | 39,348            | 41,091            |
| <b>Total losses and expenses</b>  | <b>3,473,579</b>  | <b>2,669,165</b> | <b>3,927,860</b>      | <b>943,841</b>    | <b>870,037</b>    |
| (Loss) income before tax and joint ventures                                 | (1,765,053)   | (947,639)        | (2,234,654)           | 525,328           | 656,493           |
| (Benefit) provision for income tax  | (442,776)   | (397,798)        | (833,977)             | 130,097           | 176,932           |
| Income (loss) from joint ventures, net of tax                               | —   | 24,486           | (269,341)             | 169,508           | 147,312           |
| <b>Net (loss) income</b>  | <b>\$ (1,322,277)</b>                                   | <b>(525,355)</b> | <b>\$ (1,670,018)</b> | <b>\$ 564,739</b> | <b>\$ 626,873</b> |
| <b>Weighted average common shares outstanding (in thousands)</b>            |   |                  |                       |                   |                   |
|   | 124,209   | 113,962          | 81,294                | 84,950            | 92,443            |
| Diluted (loss) earnings per share   | \$ (10.65)  | (4.61)           | \$ (20.54)            | \$ 6.65           | \$ 6.78           |
| Dividends per share   | \$ —  | 0.075            | \$ 0.775              | \$ 1.00           | \$ 0.525          |
| <b>Balance sheet data</b>   |   |                  |                       |                   |                   |
| Total investments   | \$ 7,254,465  | 7,045,536        | \$ 5,896,233          | \$ 5,252,422      | \$ 5,295,430      |
| Cash and cash equivalents   | 1,185,739   | 1,097,334        | 288,933               | 293,738           | 195,256           |
| Total assets  | 9,404,419   | 9,146,734        | 7,716,361             | 6,621,671         | 6,357,569         |
| Loss reserves   | 6,704,990   | 4,775,552        | 2,642,479             | 1,125,715         | 1,124,454         |
| Premium deficiency reserves   | 193,186   | 454,336          | 1,210,841             | —                 | —                 |
| Short- and long-term debt   | 377,098   | 698,446          | 798,250               | 781,277           | 685,163           |
| Convertible debentures  | 291,785   | 272,465          | —                     | —                 | —                 |
| Shareholders' equity  | 1,302,581   | 2,434,233        | 2,594,343             | 4,295,877         | 4,165,055         |
| Book value per share  | 10.41   | 19.46            | 31.72                 | 51.88             | 47.31             |

Note: Certain amounts in the 2008 column have been retrospectively adjusted to reflect the adoption of a new accounting standard regarding convertible debt. See Note 2 to our Consolidated Financial Statements in Item 8.

During 2008 we adopted new accounting standards regarding the recognition and presentation of other-than-temporary impairments. See Note 2 to our Consolidated Financial Statements in Item 8.

## [Table of Contents](#)

|   | Year Ended December 31, |           |           |           |           |
|---|-------------------------|-----------|-----------|-----------|-----------|
|   | 2009                    | 2008      | 2007      | 2006      | 2005      |
| <b>New primary insurance written</b> (\$ millions)        | \$ 19,942               | \$ 48,230 | \$ 76,806 | \$ 58,242 | \$ 61,503 |
| <b>New primary risk written</b> (\$ millions)             | 4,149                   | 11,669    | 19,632    | 15,937    | 16,836    |
| <b>New pool risk written</b> (\$ millions) <sup>(1)</sup> | 4                       | 145       | 211       | 240       | 358       |
| <b>Insurance in force (at year-end)</b> (\$ millions)     |                         |           |           |           |           |
| Direct primary insurance                                  | 212,182                 | 226,955   | 211,745   | 176,531   | 170,029   |
| Direct primary risk                                       | 54,343                  | 58,981    | 55,794    | 47,079    | 44,860    |
| Direct pool risk <sup>(1)</sup>                           | 1,668                   | 1,902     | 2,800     | 3,063     | 2,909     |
| <b>Primary loans in default ratios</b>                    |                         |           |           |           |           |
| Policies in force   | 1,360,456               | 1,472,757 | 1,437,432 | 1,283,174 | 1,303,084 |
| Loans in default  | 250,440                 | 182,188   | 107,120   | 78,628    | 85,788    |
| Percentage of loans in default                            | 18.41%                  | 12.37%    | 7.45%     | 6.13%     | 6.58%     |
| Percentage of loans in default — bulk                     | 40.87%                  | 32.64%    | 21.91%    | 14.87%    | 14.72%    |
| <b>Insurance operating ratios (GAAP)</b>                  |                         |           |           |           |           |
| Loss ratio  | 259.5%                  | 220.4%    | 187.3%    | 51.7%     | 44.7%     |
| Expense ratio <sup>(2)</sup>                              | 15.1%                   | 14.2%     | 15.8%     | 17.0%     | 15.9%     |
| Combined ratio  | 274.6%                  | 234.6%    | 203.1%    | 68.7%     | 60.6%     |
| <b>Risk-to-capital ratio (statutory)</b>                  |                         |           |           |           |           |
| Mortgage Guaranty Insurance Corporation                   | 19.4:1                  | 12.9:1    | 10.3:1    | 6.4:1     | 6.3:1     |
| Combined insurance companies                              | 22.1:1                  | 14.7:1    | 11.9:1    | 7.5:1     | 7.4:1     |

(1) Represents contractual aggregate loss limits and, for the years ended December 31, 2009, 2008, 2007, 2006 and 2005, for \$2.0 billion, \$2.5 billion, \$4.1 billion, \$4.4 billion and \$5.0 billion, respectively, of risk without such limits, risk is calculated at \$0 million, \$1 million, \$2 million, \$4 million and \$51 million, respectively, for new risk written and \$190 million, \$150 million, \$475 million, \$473 million and \$469 million, respectively, for risk in force, the estimated amount that would credit enhance these loans to a “AA” level based on a rating agency model.

(2) The loss ratio is the ratio, expressed as a percentage, of the sum of incurred losses and loss adjustment expenses to net premiums earned. The expense ratio is the ratio, expressed as a percentage, of the combined insurance operations underwriting expenses to net premiums written.

## Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

### Overview

Through our subsidiary MGIC, we are the leading provider of private mortgage insurance in the United States to the home mortgage lending industry.

As used below, "we" and "our" refer to MGIC Investment Corporation's consolidated operations. In the discussion below, we classify loans, in accordance with industry practice, as "full documentation" loans if they are approved by GSE and other automated underwriting systems under "doc waiver" programs that do not require verification of borrower income. For additional information about such loans, see footnote (3) to the delinquency table under "Results of Consolidated Operations-Losses-Losses Incurred". The discussion of our business in this document generally does not apply to our international operations which are immaterial. The results of our operations in Australia are included in the consolidated results disclosed. For additional information about our Australian operations, see "Overview—Australia" below.

### Forward Looking Statements

As discussed under "Forward Looking Statements and Risk Factors" in Item 1A of Part 1 of this Report, actual results may differ materially from the results contemplated by forward looking statements. We are not undertaking any obligation to update any forward looking statements or other statements we may make in the following discussion or elsewhere in this document even though these statements may be affected by events or circumstances occurring after the forward looking statements or other statements were made. Therefore no reader of this document should rely on these statements being accurate as of any time other than the time at which this document was filed with the Securities and Exchange Commission.

### Outlook

At this time, we are facing two particularly significant challenges:

- Whether we will have access to sufficient capital to continue to write new business beyond 2011. This challenge is discussed under "Capital" below.
- Whether private mortgage insurance will remain a significant credit enhancement alternative for low down payment single family mortgages. This challenge is discussed under "Fannie Mae and Freddie Mac" below.

### Capital

At December 31, 2009, MGIC's policyholders position exceeded the required regulatory minimum by approximately \$213 million, and we exceeded the required minimum by approximately \$300 million on a combined statutory basis. (The combined figures give effect to reinsurance with subsidiaries of our holding company.) At December 31, 2009 MGIC's risk-

## [Table of Contents](#)

to-capital was 19.4:1 and was 22.1:1 on a combined statutory basis. Beginning with our June 30, 2009 risk-to-capital calculations we have deducted risk in force on policies currently in default and for which loss reserves have been established. For additional information about how we calculate risk-to-capital, see “Liquidity and Capital Resources — Risk to Capital” below.

For some time, we have been working to implement a plan to write new mortgage insurance in MIC, which is driven by our belief that in the future MGIC will not meet minimum regulatory capital requirements to write new business and may not be able to obtain appropriate waivers of these requirements in all jurisdictions in which they are present. Absent the waiver granted by the Office of the Commissioner of Insurance for the State of Wisconsin (“OCI”) referred to below, a failure to meet Wisconsin’s minimum capital requirements would have prevented MGIC from writing new business anywhere. Also, absent a waiver in a particular jurisdiction, failure of MGIC to meet minimum capital requirements of that jurisdiction would prevent MGIC from writing business there. In addition to Wisconsin, these minimum capital requirements are present in 16 jurisdictions while the remaining jurisdictions in which MGIC does business do not have specific capital requirements applicable to mortgage insurers. Before MIC can begin writing new business, it must obtain or update licenses in the jurisdictions where it will transact business.

In October 2009, we, MGIC and MIC entered into an agreement with Fannie Mae (the “Fannie Mae Agreement”) under which MGIC agreed to contribute \$200 million to MIC (which MGIC has done) and Fannie Mae approved MIC as an eligible mortgage insurer through December 31, 2011 subject to the terms of the Fannie Mae Agreement. Under the Fannie Mae Agreement, MIC will be eligible to write mortgage insurance only in those 16 other jurisdictions in which MGIC cannot write new insurance due to MGIC’s failure to meet regulatory capital requirements applicable to mortgage insurers and if MGIC fails to obtain relief from those requirements or a specified waiver of them. The Fannie Mae Agreement, including certain restrictions imposed on us, MGIC and MIC, is summarized more fully in, and included as an exhibit to, our Form 8-K filed with the Securities and Exchange Commission on October 16, 2009.

On February 11, 2010, Freddie Mac notified (the “Freddie Mac Notification”) MGIC that we may utilize MIC to write new business in states in which MGIC does not meet minimum regulatory capital requirements to write new business and does not obtain appropriate waivers of those requirements. This conditional approval to use MIC as a “Limited Insurer” will expire December 31, 2012, includes terms substantially similar to those in the Fannie Mae Agreement and is summarized more fully in our Form 8-K filed with the Securities and Exchange Commission on February 16, 2010.

## [Table of Contents](#)

In December 2009, the OCI issued an order waiving, until December 31, 2011, the requirement that MGIC maintain a specific level of minimum policyholders position to write new business. The waiver may be modified, terminated or extended by the OCI in its sole discretion. In December 2009, the OCI also approved a transaction under which MIC will be eligible to write new mortgage guaranty insurance policies only in jurisdictions where MGIC does not meet minimum capital requirements similar to those waived by the OCI and does not obtain a waiver of those requirements from that jurisdiction's regulatory authority. MGIC has applied for waivers in all jurisdictions that have the regulatory capital requirements. MGIC has received similar waivers from some of these states. These waivers expire at various times, with the earliest expiration being December 31, 2010. Some jurisdictions have denied the request because a waiver is not authorized under the jurisdictions' statutes or regulations and others may deny the request on other grounds. There can be no assurances that MIC will receive the necessary approvals from any or all of the jurisdictions in which MGIC would be prohibited from continuing to write new business due to MGIC's failure to meet applicable regulatory capital requirements or obtain waivers of those requirements.

Under the Fannie Mae Agreement, MIC has been approved as an eligible mortgage insurer only through December 31, 2011 and Freddie Mac has approved MIC as a "Limited Insurer" only through December 31, 2012. Whether MIC will continue as an eligible mortgage insurer after these dates will be determined by the particular GSE's mortgage insurer eligibility requirements then in effect. Further, under the Fannie Mae Agreement and the Freddie Mac Notification, MGIC cannot capitalize MIC with more than the \$200 million contribution without prior approval from the applicable GSE, which limits the amount of business MIC can write. We believe that the amount of capital that MGIC has contributed to MIC will be sufficient to write business for the term of the Fannie Mae Agreement in the jurisdictions in which MIC is eligible to do so. Depending on the level of losses that MGIC experiences in the future, however, it is possible that regulatory action by one or more jurisdictions, including those that do not have specific regulatory capital requirements applicable to mortgage insurers, may prevent MGIC from continuing to write new insurance in some or all of the jurisdictions in which MIC is not eligible to write business.

A failure to meet the specific minimum regulatory capital requirements to insure new business does not mean that MGIC does not have sufficient resources to pay claims on its insurance. Even in scenarios in which losses materially exceed those that would result in not meeting such requirements, we believe that we have claims paying resources at MGIC that exceed our claim obligations on our insurance in force. Our estimates of our claims paying resources and claim obligations are based on various assumptions. These assumptions include our anticipated rescission activity, future housing values and future unemployment rates. These assumptions are subject to inherent uncertainty and require judgment by management. Current conditions in the domestic economy make the assumptions about housing values and unemployment more volatile than they would otherwise be. Our anticipated rescission activity is also subject to volatility.

Our senior management believes that our capital plans described above will be feasible and that we will be able to continue to write new business through the end of 2010. We can, however, give no assurance in this regard and higher losses, adverse changes in our relationship with the GSEs, or reduced benefit from rescission activity, among other factors, could result in senior management's belief not being realized.

*Fannie Mae and Freddie Mac*

In September 2008, the Federal Housing Finance Agency (“FHFA”) was appointed as the conservator of the GSEs. As their conservator, FHFA controls and directs the operations of the GSEs. The appointment of FHFA as conservator, the increasing role that the federal government has assumed in the residential mortgage market, our industry’s inability, due to capital constraints, to write sufficient business to meet the needs of the GSEs or other factors may increase the likelihood that the business practices of the GSEs change in ways that may have a material adverse effect on us. In addition, these factors may increase the likelihood that the charters of the GSEs are changed by new federal legislation. Such changes may allow the GSEs to reduce or eliminate the level of private mortgage insurance coverage that they use as credit enhancement. The Obama administration and certain members of Congress have publicly stated that they are considering proposing significant changes to domestic housing policies and regulations including those applicable to the GSEs.

For a number of years, the GSEs have had programs under which on certain loans lenders could choose a mortgage insurance coverage percentage that was only the minimum required by their charters, with the GSEs paying a lower price for these loans (“charter coverage”). The GSEs have also had programs under which on certain loans they would accept a level of mortgage insurance above the requirements of their charters but below their standard coverage without any decrease in the purchase price they would pay for these loans (“reduced coverage”). Effective January 1, 2010, Fannie Mae broadly expanded the types of loans eligible for charter coverage. Fannie Mae has also announced that it would eliminate its reduced coverage program in the second quarter of 2010. In recent years, a majority of our volume was on loans with GSE standard coverage, a substantial portion of our volume has been on loans with reduced coverage, and a minor portion of our volume has been on loans with charter coverage. We charge higher premium rates for higher coverages. To the extent lenders selling loans to Fannie Mae choose charter coverage for loans that we insure, our revenues would be reduced and we could experience other adverse effects.

Both of the GSEs have policies which provide guidelines on terms under which they can conduct business with mortgage insurers with financial strength ratings below Aa3/AA-. For information about how these policies could affect us, see the risk factor titled “MGIC may not continue to meet the GSEs’ mortgage insurer eligibility requirements.”

*Debt at our Holding Company and Holding Company Capital Resources*

At December 31, 2009, we had approximately \$84 million in short-term investments at our holding company. These investments are virtually all of our holding company’s liquid assets. As of December 31, 2009, our holding company’s obligations included \$78.4 million of debt which is scheduled to mature in September 2011 and \$300 million of Senior Notes due in November 2015, both of which must be serviced pending scheduled maturity. On an annual basis, as of December 31, 2009 our use of funds at the holding company for interest payments on our Senior Notes approximated \$21 million. See Note 7 to our consolidated financial statements contained in Item 8 for a discussion of our election to defer payment of interest on our \$389.5 million in junior convertible debentures due in 2063. The annual interest payments on these debentures approximate \$35 million, excluding interest on the interest payments that have been deferred. See Notes 6 and 7 to our consolidated financial statements contained in Item 8 for additional information about this indebtedness. Historically, dividends from MGIC have been the principal source of our holding company’s cash inflow. The last such dividend was paid in the third quarter of 2008. In 2010 and 2011, MGIC cannot pay any dividends to our

## Table of Contents

holding company without approval from the OCI. There can be no assurances that such approvals can be obtained in order to service the debt at our holding company. In addition, under the terms of the Fannie Mae Agreement and Freddie Mac Notification, MGIC may not pay dividends to our holding company without each GSE's consent; however each GSE has consented to dividends of not more than \$100 million in the aggregate to purchase existing debt obligations of our holding company or to pay such obligations at maturity.

### *Loan Modification and Other Similar Programs*

Beginning in the fourth quarter of 2008, the federal government, including through the FDIC and the GSEs, and several lenders have adopted programs to modify loans to make them more affordable to borrowers with the goal of reducing the number of foreclosures. For the year ended December 31, 2009, we were notified of modifications involving loans with risk in force of approximately \$931 million.

One such program is the Home Affordable Modification Program ("HAMP"), which was announced by the US Treasury in early 2009. Some of HAMP's eligibility criteria require current information about borrowers, such as his or her current income and non-mortgage debt payments. Because the GSEs and servicers do not share such information with us, we cannot determine with certainty the number of loans in our delinquent inventory that are eligible to participate in HAMP. We believe that it could take several months from the time a borrower has made all of the payments during HAMP's three month "trial modification" period for the loan to be reported to us as a cured delinquency. We are aware of approximately 29,700 loans in our delinquent inventory at December 31, 2009 for which the HAMP trial period had begun and approximately 2,400 delinquent loans had cured their delinquency after entering HAMP. We rely on information provided to us by the GSEs and servicers. We do not receive all of the information from such sources that is required to determine with certainty the number of loans that are participating in, or have successfully completed, HAMP.

Under HAMP, a net present value test (the "NPV Test") is used to determine if loan modifications will be offered. For loans owned or guaranteed by the GSEs, servicers may, depending on the results of the NPV Test and other factors, be required to offer loan modifications, as defined by HAMP, to borrowers. Effective December 1, 2009, the GSEs changed how the NPV Test is used. These changes made it more difficult for some loans to be modified under HAMP. While, for the reasons noted above, we lack sufficient data to determine the impact of these changes, we believe that they may materially decrease the number of our loans that will participate in HAMP. In January 2010 the United States Treasury department has further modified the HAMP eligibility requirements. Effective June 1, 2010 a servicer may evaluate and initiate a HAMP trial modification for a borrower only after the servicer receives certain documents that allow the servicer to verify the borrower's income and the cause of the borrower's financial hardship. Previously, these documents were not required to be submitted until after the successful completion of HAMP's trial modification period. We believe that this will decrease the number of new HAMP trial modifications.

Even if a loan is modified, the effect on us of loan modifications depends on how many modified loans subsequently re-default, which in turn can be affected by changes in housing values. Re-defaults can result in losses for us that could be greater than we would have paid had the loan not been modified. At this point, we cannot predict with a high degree of confidence what the ultimate re-default rate will be, and therefore we cannot ascertain with confidence whether these programs will provide material benefits to us. In addition, because we do not have current information in our database for all of the parameters used to determine which loans are eligible for modification programs, our estimates of the number of loans qualifying for modification programs are inherently uncertain. If legislation is enacted to permit a mortgage balance to be reduced in bankruptcy, we would still be responsible to pay

## [Table of Contents](#)

the original balance if the borrower re-defaulted on that mortgage after its balance had been reduced. Various government entities and private parties have enacted foreclosure moratoriums. A moratorium does not affect the accrual of interest and other expenses on a loan. Unless a loan is modified during a moratorium to cure the default, at the expiration of the moratorium additional interest and expenses would be due which could result in our losses on loans subject to the moratorium being higher than if there had been no moratorium.

### *Factors Affecting Our Results*

Our results of operations are affected by:

- Premiums written and earned

Premiums written and earned in a year are influenced by:

- New insurance written, which increases insurance in force and, is the aggregate principal amount of the mortgages that are insured during a period. Many factors affect new insurance written, including the volume of low down payment home mortgage originations and competition to provide credit enhancement on those mortgages, including competition from the FHA, other mortgage insurers, GSE programs that may reduce or eliminate the demand for mortgage insurance and other alternatives to mortgage insurance. New insurance written does not include loans previously insured by us which are modified, such as loans modified under the Home Affordable Refinance Program.
- Cancellations, which reduce insurance in force. Cancellations due to refinancings are affected by the level of current mortgage interest rates compared to the mortgage coupon rates throughout the in force book. Refinancings are also affected by current home values compared to values when the loans in the in force book became insured and the terms on which mortgage credit is available. Cancellations also include rescissions, which require us to return any premiums received related to the rescinded policy, and policies canceled due to claim payment. Finally, cancellations are affected by home price appreciation, which can give homeowners the right to cancel the mortgage insurance on their loans.
- Premium rates, which are affected by the risk characteristics of the loans insured and the percentage of coverage on the loans. See our discussion of premium rate changes on new insurance written beginning May 1, 2010 under “Results of Consolidated Operations—New insurance written”.
- Premiums ceded to reinsurance subsidiaries of certain mortgage lenders (“captives”) and risk sharing arrangements with the GSEs.

Premiums are generated by the insurance that is in force during all or a portion of the period. Hence, changes in the average insurance in force in the current period compared to an earlier period is a factor that will increase (when the average in force is higher) or reduce (when it is lower) premiums written and earned in the current period, although this effect may be enhanced (or mitigated) by differences in the average premium rate between the two

## [Table of Contents](#)

periods as well as by premiums that are returned or expected to be returned in connection with rescissions and premiums ceded to captives or the GSEs. Also, new insurance written and cancellations during a period will generally have a greater effect on premiums written and earned in subsequent periods than in the period in which these events occur.

- Investment income

Our investment portfolio is comprised almost entirely of fixed income securities rated “A” or higher. The principal factors that influence investment income are the size of the portfolio and its yield. As measured by amortized cost (which excludes changes in fair market value, such as from changes in interest rates), the size of the investment portfolio is mainly a function of cash generated from (or used in) operations, such as net premiums received, investment earnings, net claim payments and expenses, less cash provided by (or used for) non-operating activities, such as debt or stock issuances or repurchases or dividend payments. Realized gains and losses are a function of the difference between the amount received on sale of a security and the security’s amortized cost, as well as any “other than temporary” impairments recognized in earnings. The amount received on sale of fixed income securities is affected by the coupon rate of the security compared to the yield of comparable securities at the time of sale.

- Losses incurred

Losses incurred are the current expense that reflects estimated payments that will ultimately be made as a result of delinquencies on insured loans. As explained under “Critical Accounting Policies”, except in the case of premium deficiency reserves, we recognize an estimate of this expense only for delinquent loans. Losses incurred are generally affected by:

- The state of the economy, including unemployment, and housing values, each of which affects the likelihood that loans will become delinquent and whether loans that are delinquent cure their delinquency. The level of new delinquencies has historically followed a seasonal pattern, with new delinquencies in the first part of the year lower than new delinquencies in the latter part of the year, though this pattern can be affected by the state of the economy and the strength of local housing markets.
- The product mix of the in force book, with loans having higher risk characteristics generally resulting in higher delinquencies and claims.
- The size of loans insured, with higher average loan amounts tending to increase losses incurred.
- The percentage of coverage on insured loans, with deeper average coverage tending to increase incurred losses.
- Changes in housing values, which affect our ability to mitigate our losses through sales of properties with delinquent mortgages as well as borrower willingness to continue to make mortgage payments when the value of the home is below the mortgage balance.

## Table of Contents

- The rates at which we rescind policies. Our estimated loss reserves reflect mitigation from rescissions of policies and denials of claims, using the rate at which we have rescinded claims during recent periods. We collectively refer to such rescissions and denials as “rescissions” and variations of this term.
- The distribution of claims over the life of a book. Historically, the first two years after loans are originated are a period of relatively low claims, with claims increasing substantially for several years subsequent and then declining, although persistency, the condition of the economy, including unemployment and housing prices, and other factors can affect this pattern. For example, a weak economy or housing price declines can lead to claims from older books increasing, continuing at stable levels or experiencing a lower rate of decline. We are currently seeing such performance as it relates to delinquencies from our older books. See “— Mortgage Insurance Earnings and Cash Flow Cycle” and “—Losses Incurred” below.
- Changes in premium deficiency reserves

Each quarter, we re-estimate the premium deficiency reserve on the remaining Wall Street bulk insurance in force. The premium deficiency reserve primarily changes from quarter to quarter as a result of two factors. First, it changes as the actual premiums, losses and expenses that were previously estimated are recognized. Each period such items are reflected in our financial statements as earned premium, losses incurred and expenses. The difference between the amount and timing of actual earned premiums, losses incurred and expenses and our previous estimates used to establish the premium deficiency reserves has an effect (either positive or negative) on that period’s results. Second, the premium deficiency reserve changes as our assumptions relating to the present value of expected future premiums, losses and expenses on the remaining Wall Street bulk insurance in force change. Changes to these assumptions also have an effect on that period’s results.

- Underwriting and other expenses

The majority of our operating expenses are fixed, with some variability due to contract underwriting volume. Contract underwriting generates fee income included in “Other revenue.”

- Interest expense

Interest expense reflects the interest associated with our outstanding debt obligations. The principal amount of our long-term debt obligations at December 31, 2009 is comprised of approximately \$78.4 million of 5.625% Senior Notes due in September 2011, \$300 million of 5.375% Senior Notes due in November 2015, and \$389.5 million in convertible debentures due in 2063 (interest on these debentures accrues and compounds even if we defer the payment of interest), as discussed in Notes 6 and 7 to our consolidated financial statements contained in Item 8 and under “Liquidity and Capital Resources” below. Also as discussed in Note 2 to our consolidated financial statements contained in Item 8, we adopted, on a retrospective basis, new guidance regarding the accounting for convertible debt instruments that may be settled in cash upon conversion (including partial cash settlement), on a retrospective basis, and our interest expense now reflects our non-convertible debt borrowing rate on the convertible debentures of approximately 19% at the time of issuance. At December 31, 2009, the convertible debentures are reflected as a liability on our consolidated balance sheet at the current amortized value of \$291.8 million, with the unamortized discount reflected in equity.

## [Table of Contents](#)

- Income from joint ventures

During the period in which we held an equity interest in Sherman Financial Group, Sherman was principally engaged in purchasing and collecting for its own account delinquent consumer receivables, which are primarily unsecured, and in originating and servicing subprime credit card receivables. The factors that affected Sherman's consolidated results of operations during this period are discussed in our Quarterly Report on Form 10-Q for the Quarter Ended June 30, 2008, to which you should refer.

Beginning in the first quarter of 2008, our joint venture income principally consisted of income from Sherman. In the third quarter of 2008, we sold our entire interest in Sherman to Sherman. As a result, beginning in the fourth quarter of 2008, our results of operations are no longer affected by any joint venture results. See "Results of Consolidated Operations — Joint Ventures — Sherman" for discussion of our sale of interest in Sherman and related note receivable.

### *Mortgage Insurance Earnings and Cash Flow Cycle*

In our industry, a "book" is the group of loans insured in a particular calendar year. In general, the majority of any underwriting profit (premium revenue minus losses) that a book generates occurs in the early years of the book, with the largest portion of any underwriting profit realized in the first year. Subsequent years of a book generally result in modest underwriting profit or underwriting losses. This pattern of results typically occurs because relatively few of the claims that a book will ultimately experience typically occur in the first few years of the book, when premium revenue is highest, while subsequent years are affected by declining premium revenues, as the number of insured loans decreases (primarily due to loan prepayments), and increasing losses.

### *Australia*

In 2007, we began providing mortgage insurance to lenders in Australia. At December 31, 2009 the equity value of our Australian operations was approximately \$115 million and our risk in force in Australia was approximately \$1.1 billion. In Australia, mortgage insurance is a single premium product that covers the entire loan balance. As a result, our Australian risk in force represents the entire amount of the loans that we have insured. However, the mortgage insurance we provide only covers the unpaid loan balance after the sale of the underlying property. In view of our need to dedicate capital to our domestic mortgage insurance operations, we have reduced our Australian headcount and are no longer writing new business in Australia.

### **Summary of 2009 Results**

Our results of operations for 2009 were principally affected by:

## [Table of Contents](#)

- Net premiums written and earned

Net premiums written and earned during 2009 decreased when compared to 2008 due to a lower average insurance in force, due to reduced levels of new insurance written, and lower average premium yields which are a result of the shift in the mix of newer writings to loans with lower loan-to-value ratios, higher FICO scores and full documentation, which carry lower premium rates, offset by lower ceded premiums due to captive terminations and run-offs. Our net premiums written and earned during 2009 were also negatively impacted as a result of higher levels of rescissions as well as increases in our estimates for expected premium refunds due to increases in our expected rescission levels.

- Investment income

Investment income in 2009 was lower when compared to 2008 due to a decrease in the pre-tax yield, offset by an increase in the average amortized cost of invested assets.

- Realized gains (losses) and other-than-temporary impairments

Realized gains for 2009 included \$92.9 million in net realized gains on the sale of fixed income investments. Realized gains for 2008 included \$62.8 million from the sale of our interest in Sherman, which was offset by net realized losses on sales of investments of \$9.9 million. Net impairment losses recognized in earnings were \$40.9 million in 2009 compared to \$65.4 million in 2008.

- Losses incurred

Losses incurred for 2009 increased compared to 2008 primarily due to increases in the estimated claim rate and a smaller benefit from captive arrangements, offset by a decrease in the estimated severity. The estimated claim rate increased in 2009 compared to a slight decrease in 2008. The smaller benefit from captive arrangements was due to captive terminations in late 2008 and 2009. The estimated severity decreased in 2009, compared to an increase in 2008. Our losses incurred in both 2008 and 2009 were materially mitigated by rescissions.

- Premium deficiency

During 2009 the premium deficiency reserve on Wall Street bulk transactions declined by \$261 million from \$454 million, as of December 31, 2008, to \$193 million as of December 31, 2009. The decrease in the premium deficiency represents the net result of actual premiums, losses and expenses as well as a net change in assumptions primarily related to lower estimated premiums. The \$193 million premium deficiency reserve as of December 31, 2009 reflects the present value of expected future losses and expenses that exceeded the present value of expected future premium and already established loss reserves.

- Underwriting and other expenses

Underwriting and other expenses for 2009 decreased when compared to 2008. The decrease reflects our lower contract underwriting volume as well as a reduction in headcount and a focus on expenses in difficult market conditions.

## [Table of Contents](#)

- Interest expense

Interest expense for 2009 increased when compared to 2008. The increase is due to interest on our convertible debentures issued in March and April of 2008 (interest on these debentures accrues even if we defer the payment of interest). As discussed in Note 2 to our consolidated financial statements contained in Item 8, we adopted new guidance regarding accounting for convertible debt instruments, on a retrospective basis, and our interest expense now reflects our non-convertible debt borrowing rate on the convertible debentures of approximately 19%. The increase in interest on the convertible debentures is somewhat offset by repaying the \$200 million credit facility in the second quarter of 2009 as well as the repurchase, during 2009, of approximately \$121.6 million of our Senior Notes due in September 2011.

- Income from joint ventures

We had no income from joint ventures in 2009. Income from joint ventures, net of tax, was \$24.5 million in 2008. The income from joint ventures in 2008 was related to our interest in Sherman that was sold in the third quarter of 2008.

- Benefit from income taxes

The effective tax rate benefit on our pre-tax loss was (25.1%) in 2009, compared to (42.0%) in 2008. During those periods, the rate reflected the benefits recognized from tax-preferenced investments. Our tax-preferenced investments that impact the effective tax rate consist almost entirely of tax-exempt bonds. The difference in the rate was primarily the result of the establishment of a valuation allowance, which reduced the amount of tax benefits recognized during 2009.

**Results of Consolidated Operations***New insurance written*

The amount of our primary new insurance written during the years ended December 31, 2009, 2008 and 2007 was as follows:

|   | <u>2009</u>           | <u>2008</u><br>(\$ billions) | <u>2007</u>           |
|---|-----------------------|------------------------------|-----------------------|
| NIW — Flow Channel                          | \$ 19.9               | \$ 46.6                      | \$ 69.0               |
| NIW — Bulk Channel                          | —                     | 1.6                          | 7.8                   |
| <b>Total Primary NIW</b>                    | <b><u>\$ 19.9</u></b> | <b><u>\$ 48.2</u></b>        | <b><u>\$ 76.8</u></b> |
| Refinance volume as a % of primary flow NIW | 40%                   | 26%                          | 24%                   |

The decrease in new insurance written on a flow basis in 2009, compared to 2008 and 2007, was primarily due to changes in our underwriting guidelines as well as premium rate increases discussed below. We believe our changes in guidelines, as well as changes in guidelines made by other private mortgage insurers, and premium rate changes have led to greater usage of FHA insurance programs as an alternative to private mortgage insurance. Additionally, both GSEs have implemented adverse market charges on all loans and credit risk-based loan level price adjustments on loans with certain risk characteristics which include loans that qualify for private mortgage insurance. The application of these loan level price adjustments results in a materially higher monthly payment for the borrower, which we also believe has led to greater usage of FHA insurance programs as an alternative to private mortgage insurance. For a discussion of new insurance written through the bulk channel, see “— Bulk transactions” below.

We anticipate our new insurance written for 2010 will be lower than the level written in 2009 due to the reasons noted in the preceding paragraph, as well as an expected decrease in the total origination market. Our January 2010 new insurance written was \$0.6 billion compared to \$1.6 billion in January 2009. Our level of new insurance written could also be affected by other items, including those noted in our Risk Factors in Item 1A.

Beginning in late 2007, we implemented a series of changes to our underwriting guidelines that are designed to improve the credit risk profile of our new insurance written. The changes primarily affect borrowers who have multiple risk factors such as a high loan-to-value ratio, a lower FICO score and limited documentation or are financing a home in a market we categorize as higher risk and include the creation of two tiers of “restricted markets.” Our underwriting criteria for restricted markets do not allow insurance to be written on certain loans that could be insured if the property were located in an unrestricted market. Beginning in September 2009, we removed several markets from our restricted markets list and moved several other markets from our Tier Two restricted market list (for which our underwriting

## Table of Contents

guidelines are most limiting) to our Tier One restricted market list. We also implemented premium rate increases during 2008.

In 2009, 93% of our new insurance written had FICO scores of 700 or greater. As shown in the table below, the percentage of our volume written on a flow basis that includes certain segments that we view as having a higher probability of claim declined significantly in 2008 and 2009 as a result of the changes we made in our underwriting guidelines.

|                                | 2009 | Year ended December 31,<br>2008 | 2007 |
|--------------------------------|------|---------------------------------|------|
| Product mix as a % of flow NIW |      |                                 |      |
| > 95% LTVs                     | 1%   | 18%                             | 42%  |
| ARMs (1)                       | 1%   | 1%                              | 3%   |
| FICO < 620                     | 0%   | 2%                              | 8%   |
| Reduced documentation (2)      | 0%   | 2%                              | 10%  |

- (1) Consists of adjustable rate mortgages in which the initial interest rate may be adjusted during the five years after the mortgage closing (“ARMs”).
- (2) In accordance with industry practice, loans approved by GSE and other automated underwriting (AU) systems under “doc waiver” programs that do not require verification of borrower income are classified by us as “full documentation.” Based in part on information provided by the GSEs, we estimate full documentation loans of this type were approximately 4% of 2007 new insurance written. Information for other periods is not available. We understand these AU systems grant such doc waivers for loans they judge to have higher credit quality. We also understand that the GSEs terminated their “doc waiver” programs, with respect to new commitments, in the second half of 2008.

We believe that given the various changes in our underwriting guidelines noted above, our business written beginning in the second quarter of 2008 will generate underwriting profit. Subject to regulatory approval, effective May 1, 2010, we will price our new insurance written after considering, among other things, the borrower’s credit score. Our pricing changes create three new tiers of pricing for full documentation loans for which the applicable borrower has a credit score of 620 or higher. The three new tiers will predominantly result in,

- lower rates for borrowers with credit scores of 720 and greater,
- higher rates for borrowers with credit scores between 620 — 679, and
- no change in rates for borrowers with credit scores between 680 — 719.

Had these rate changes been in place with respect to new insurance written in the second half of 2009 and the first two months of 2010, the rate changes would have resulted in lower premiums being charged by MGIC for a substantial majority of such new insurance written.

Given the premium rate increases previously announced by the FHA, which will be effective in the near future, we intend that these price changes will position us to be price competitive with the FHA for loans to borrowers with credit scores of 720 and greater. However, there may be advantages to lenders to insure loans through the FHA, including higher servicing fees than on conventional loans. Although we are not eliminating our previous rates, we expect that lenders will generally begin utilizing our lowered rates as soon as they are able to.

## [Table of Contents](#)

### *Cancellations and insurance in force*

New insurance written and cancellations of primary insurance in force during the years ended December 31, 2009, 2008 and 2007 were as follows:

|  | <u>2009</u>      | <u>2008</u><br>(\$ billions) | <u>2007</u>     |
|--|------------------|------------------------------|-----------------|
| NIW  | \$ 19.9          | \$ 48.2                      | \$ 76.8         |
| Cancellations  | <u>(34.7)</u>    | <u>(32.9)</u>                | <u>(41.6)</u>   |
| Change in primary insurance in force                 | <u>\$ (14.8)</u> | <u>\$ 15.3</u>               | <u>\$ 35.2</u>  |
| Direct primary insurance in force as of December 31, | <u>\$ 212.2</u>  | <u>\$ 227.0</u>              | <u>\$ 211.7</u> |

Cancellation activity has historically been affected by the level of mortgage interest rates and the level of home price appreciation. Cancellations generally move inversely to the change in the direction of interest rates, although they generally lag a change in direction. Cancellations also include rescissions and policies cancelled due to claim payment.

Our persistency rate (percentage of insurance remaining in force from one year prior) was 84.7% at December 31, 2009, an increase from 84.4% at December 31, 2008 and 76.4% at December 31, 2007. These persistency rate improvements in 2008 and 2009 reflect the more restrictive credit policies of lenders (which make it more difficult for homeowners to refinance loans), as well as declines in housing values.

### *Bulk transactions*

We ceased writing Wall Street bulk business in the fourth quarter of 2007. In addition, we wrote no new business through the bulk channel since the second quarter of 2008. We expect the volume of any future business written through the bulk channel will be insignificant. Wall Street bulk transactions, as of December 31, 2009, included approximately 100,000 loans with insurance in force of approximately \$16.4 billion and risk in force of approximately \$4.8 billion, which is approximately 71% of our bulk risk in force.

### *Pool insurance*

We are currently not issuing new commitments for pool insurance and expect that the volume of any future pool business will be insignificant.

Our direct pool risk in force was \$1.7 billion, \$1.9 billion and \$2.8 billion at December 31, 2009, 2008 and 2007, respectively. These risk amounts represent pools of loans with contractual aggregate loss limits and in some cases those without these limits. For pools of

## Table of Contents

loans without these limits, risk is estimated based on the amount that would credit enhance the loans in the pool to a “AA” level based on a rating agency model. Under this model, at December 31, 2009, 2008 and 2007, for \$2.0 billion, \$2.5 billion and \$4.1 billion, respectively, risk in force is calculated at \$190 million, \$150 million and \$475 million, respectively.

### *Net premiums written and earned*

Net premiums written during 2009 decreased when compared to 2008 due to the following reasons:

- o lower average insurance in force, due to reduced levels of new insurance written,
- o lower average premium yields which are a result of the shift in the mix of newer writings to loans with lower loan-to-value ratios, higher FICO scores and full documentation, which carry lower premium rates, and
- o higher levels of rescissions and expected rescissions, which result in a return of premium.

These were offset by the following:

- o increases, in 2008, of our premium rates, and
- o lower ceded premiums due to captive terminations and run-offs. In a captive termination, the arrangement is cancelled, with no future premium ceded and funds for any incurred but unpaid losses transferred to us. In a run-off, no new loans are reinsured by the captive but loans previously reinsured continue to be covered, with premium and losses continuing to be ceded on those loans.

We expect our average insurance in force in 2010 to continue to decline. We expect our premium yields (net premiums written or earned, expressed on an annual basis, divided by the average insurance in force) in 2010 to continue at approximately the level experienced during 2009.

Net premiums written and earned during 2008 increased compared to 2007. The average insurance in force continued to increase; however the effect of the higher in force was somewhat offset by lower average premium yields due to a shift in the mix of new writings to loans with lower loan-to-value ratios, higher FICO scores and full documentation, which carry lower premium rates

### *Risk sharing arrangements*

For the year ended December 31, 2009, approximately 5% of our flow new insurance written was subject to arrangements with captives or risk sharing arrangements with the GSEs compared to 34% for the year ended December 31, 2008 and 48% for the year ended December 31, 2007. We expect the percentage of new insurance written subject to risk sharing arrangements to approximate 5% in 2010 for the reasons discussed below.

Effective January 1, 2009, we are no longer ceding new business under excess of loss reinsurance treaties with lender captive reinsurers. Loans reinsured through December 31, 2008 under excess of loss agreements will run off pursuant to the terms of the particular captive arrangement. New business will continue to be ceded under quota share reinsurance

## [Table of Contents](#)

arrangements, limited to a 25% cede rate. Beginning in 2008, many of our captive arrangements have either been terminated or placed into run-off.

We anticipate that our ceded premiums related to risk sharing agreements will continue to decline in 2010 for the reasons discussed above.

See discussion under “-Losses” regarding losses assumed by captives.

In June 2008 we entered into a reinsurance agreement that was effective on the risk associated with up to \$50 billion of qualifying new insurance written each calendar year. The term of the reinsurance agreement began on April 1, 2008 and was scheduled to end on December 31, 2010, subject to two one-year extensions that could have been exercised by the reinsurer. Due to our rating agency downgrades in the first quarter of 2009, under the terms of the reinsurance agreement we ceased being entitled to a profit commission, making the agreement less favorable to us. Effective March 20, 2009, we terminated this reinsurance agreement. The termination resulted in a reinsurance fee of \$26.4 million as reflected in our results of operations for the year ended December 31, 2009. There are no further obligations under this reinsurance agreement.

### *Investment income*

Investment income for 2009 decreased when compared to 2008 due to a decrease in the average investment yield, offset by an increase in the average amortized cost of invested assets. The decrease in the average investment yield was caused both by decreases in prevailing interest rates and a decrease in the average maturity of our investments. The portfolio's average pre-tax investment yield was 3.61% at December 31, 2009 and 3.87% at December 31, 2008. We expect a decline in investment income in 2010 as the average amortized cost of invested assets decreases due to claim payments exceeding premiums received in future periods. See further discussion under “Liquidity and Capital Resources” below.

Investment income for 2008 increased when compared to 2007 due to an increase in the average amortized cost of invested assets, offset by a decrease in the average investment yield. The portfolio's average pre-tax investment yield was 4.69% at December 31, 2007.

### *Realized gains and other-than-temporary impairments*

We had net realized investment gains of \$92.9 million in 2009, compared to \$52.9 million in 2008. The net realized gains on investments in 2009 are primarily the result of the sale of fixed income securities. We are in the process of reducing the proportion of our investment portfolio in tax exempt municipal securities and increasing the proportion of corporate securities. We are shifting the portfolio to taxable securities because the tax benefits of holding tax exempt municipal securities are no longer available based on our current net loss position. Realized gains for 2008 included \$62.8 million from the sale of our interest in Sherman, which was offset by realized losses on sales of investments of \$9.9 million.

Net impairment losses recognized in earnings were \$40.9 million in 2009 compared to \$65.4 million in 2008. The impairment losses in 2009 related to our fixed income investments,

## Table of Contents

including credit losses related to collateralized debt obligations, debt instruments issued by health facilities, and mortgage backed bonds. The impairment losses in 2008 related to fixed income investments including debt instruments issued by Fannie Mae, Freddie Mac, Lehman Brothers and AIG.

Realized gains in 2007 included a \$162.9 million gain from the sale of a portion our interest in Sherman, offset by realized losses on the sale of fixed income securities. There were no impairment losses in 2007.

### *Other revenue*

Other revenue for 2009 increased, when compared to 2008, due to gains of \$27.2 million recognized from the repurchase of \$121.6 million in par value of our September 2011 Senior Notes, somewhat offset by decreases in contract underwriting revenues.

Other revenue for 2008 increased when compared to 2007. The increase in other revenue was primarily the result of other non-insurance operations.

### *Losses*

As discussed in “—Critical Accounting Policies”, and consistent with industry practices, we establish loss reserves for future claims only for loans that are currently delinquent. The terms “delinquent” and “default” are used interchangeably by us and are defined as an insured loan with a mortgage payment that is 45 days or more past due. Loss reserves are established based on our estimate of the number of loans in our default inventory that will result in a claim payment, which is referred to as the claim rate, and further estimating the amount of the claim payment, which is referred to as claim severity. Historically, a substantial majority of borrowers have eventually cured their delinquent loans by making their overdue payments, but this percentage has decreased significantly in recent years.

Estimation of losses that we will pay in the future is inherently judgmental. The conditions that affect the claim rate and claim severity include the current and future state of the economy, including unemployment, and the current and future strength of local housing markets. Current conditions in the housing and mortgage industries make these assumptions more volatile than they would otherwise be. The actual amount of the claim payments may be substantially different than our loss reserve estimates. Our estimates could be adversely affected by several factors, including a further deterioration of regional or national economic conditions, including unemployment, leading to a reduction in borrowers’ income and thus their ability to make mortgage payments, and a further drop in housing values, which expose us to greater losses on resale of properties obtained through the claim settlement process and may affect borrower willingness to continue to make mortgage payments when the value of the home is below the mortgage balance. Changes to our estimates could result in a material impact to our results of operations, even in a stable economic environment.

In addition, our loss reserving methodology incorporates the effects rescission activity is expected to have on the losses we will pay on our delinquent inventory. A variance between ultimate actual rescission rates and these estimates could materially affect our losses. See our risk factor titled “We may not continue to realize benefits from rescissions at the levels we

have recently experienced and we may not prevail in proceedings challenging whether our rescissions were proper.” in Item 1A.

Our estimates could also be positively affected by government efforts to assist current borrowers in refinancing to new loans, assisting delinquent borrowers and lenders in reducing their mortgage payments, and forestalling foreclosures. In addition, private company efforts may have a positive impact on our loss development. See discussion of HAMP program under “Overview — Loan Modification and Other Similar Programs.”

Losses incurred

In 2009, net losses incurred were \$3,379 million, of which \$2,913 million related to current year loss development and \$466 million related to unfavorable prior years’ loss development. In 2008, net losses incurred were \$3,071 million, of which \$2,684 million related to current year loss development and \$387 million related to unfavorable prior years’ loss development. See Note 8 of our Notes to Consolidated Financial Statements in Item 8.

Current year losses incurred increased in 2009 compared to 2008 primarily due to an increase in estimated claim rates and a smaller benefit from captive arrangements, offset by a decrease in estimated severity. The increase in claim rates experienced during 2009 was likely due to general economic conditions, including the unemployment rate, as well as further decreases in home values which can affect borrower willingness to continue to make mortgage payments when the value of the home is below the mortgage balance. The increase in 2009 claim rates was significantly offset by an increase in expected rescission levels. The smaller benefit from captive arrangements was due to captive terminations in late 2008 and 2009. The decrease in severity, compared to an increase in 2008, was primarily due to an increase in expected rescission levels. The average exposure on policies rescinded in 2009 was higher than the average exposure on claims paid. Current year losses incurred significantly increased in 2008 compared to 2007 primarily due to significant increases in the default inventory, offset by a smaller increase in estimated severity and a slight decrease in the estimated claim rate, when each are compared to the same period in 2007.

The amount of losses incurred relating to prior year loss development represents actual claim payments that were higher or lower than what was estimated by us at the end of the prior year as well as a re-estimation of amounts to be ultimately paid on defaults remaining in our default inventory from the end of the prior year. This re-estimation is the result of our review of current trends in default inventory, such as defaults that have resulted in a claim, the amount of the claim, the change in relative level of defaults by geography and the change in average loan exposure. The \$466 million addition to losses incurred relating to prior years in 2009 was primarily related to more defaults remaining in inventory at December 31, 2009 from a prior year. Historically, approximately 75% of our default inventory was resolved in one year, and therefore at any point in time, approximately 25% of the default inventory was greater than one year old. Of the 182,188 primary defaults in our December 31, 2008 inventory, 91,668 primary defaults, approximately 50%, remained in our default inventory one year later at December 31, 2009. These defaults have a higher estimated claim rate when compared to a year ago because our experience is that as a default ages it become more likely to result in a claim payment. The \$387 million increase in losses incurred in 2008 related to prior years was also a result of more defaults remaining in inventory at December 31, 2008 from a year prior.

## [Table of Contents](#)

Our loss estimates are established based upon historical experience. We continue to experience increases in delinquencies in certain markets with higher than average loan balances, such as Florida and California, however those increases were smaller in 2009 compared to 2008. In 2009 we experienced an increase in delinquencies in California of 4,701, or 7% of our total increase in delinquencies that year, compared to an increase of 8,035 in 2008, or 11% of our total increase in delinquencies that year. In 2009 we experienced an increase in delinquencies in Florida of 9,540, or 14% of our total increase in delinquencies that year, compared to an increase of 16,836 in 2008, or 22% of our total increase in delinquencies that year. The average claim paid on California loans in 2009 remained more than twice as high as the average claim paid for the remainder of the country.

Before paying a claim, we can review the loan file to determine whether we are required, under the applicable insurance policy, to pay the claim or whether we are entitled to reduce the amount of the claim. For example, all of our insurance policies provide that we can reduce or deny a claim if the servicer did not comply with its obligation to mitigate our loss by performing reasonable loss mitigation efforts or diligently pursuing a foreclosure or bankruptcy relief in a timely manner. We also do not cover losses resulting from property damage that has not been repaired. We are currently reviewing the loan files for the majority of the claims submitted to us.

In addition, subject to rescission caps in certain of our Wall Street bulk transactions, all of our insurance policies allow us to rescind coverage under certain circumstances. Most of our rescissions involve material misrepresentations made, or fraud committed, in connection with the origination of a loan regarding information we received and relied upon when the loan was insured. Because we review the loan origination documents and information as part of our normal processing when a claim is submitted to us, rescissions occur on a loan by loan basis most often after we have received a claim. Historically, rescissions were not a material portion of our claims resolved during a year. However, beginning in 2008 rescissions have materially mitigated our paid and incurred losses. While we have a substantial pipeline of claims investigations that we expect will eventually result in rescissions, we can give no assurance that rescissions will continue to mitigate paid and incurred losses at the same level we have recently experienced. Rescissions mitigated our paid losses by approximately \$1.2 billion in 2009, compared to \$0.2 billion in 2008. These figures include amounts that would have resulted in either a claim payment or been charged to a deductible under a bulk or pool policy, and may have been charged to a captive reinsurer. In 2009, \$256 million, of the \$1.2 billion mitigated, would have been applied to a deductible had the policy not been rescinded.

In addition, our loss reserving methodology incorporates the effect that rescission activity is expected to have on the losses we will pay on our delinquent inventory. We do not utilize an explicit rescission rate in our reserving methodology, but rather our reserving methodology incorporates the effects rescission activity has had on our historical claim rate and claim severities. A variance between ultimate actual rescission rates and these estimates could materially affect our losses incurred. Our estimation process does not include a direct correlation between claim rates and severities to projected rescission activity or other economic conditions such as changes in unemployment rates, interest rates or housing values. Our experience is that analysis of that nature would not produce reliable results, as the change in one condition cannot be isolated to determine its sole effect on our ultimate paid losses as our ultimate paid losses are also influenced at the same time by other economic conditions. Based upon the increase in rescission activity during 2008 and 2009, the effects rescissions have on our losses incurred have become material. While we do not incorporate an explicit rescission rate into our reserving methodology, we have estimated the effects

## Table of Contents

rescissions have had on our incurred losses based upon recent rescission history, as shown in the table that follows labeled “Ever to Date Rescission Rates on Claims Received”. We estimate that rescissions mitigated our incurred losses by approximately \$2.5 billion in 2009, compared to \$0.4 billion in 2008; both of these figures include the benefit of claims not paid as well as the impact on our loss reserves. The liability associated with our estimate of premiums to be refunded on expected future rescissions is accrued for separately. At December 31, 2009 the estimate of this liability totaled \$88.3 million. Separate components of this liability are included in “Other liabilities” and “Premium deficiency reserves” on our consolidated balance sheet. At December 31, 2008 this liability was not material to our financial statements. Changes in the liability affect premiums written and earned.

If the insured disputes our right to rescind coverage, whether the requirements to rescind are met ultimately would be determined by legal proceedings. Objections to rescission may be made several years after we have rescinded an insurance policy. Countrywide and an affiliate (“Countrywide”) has filed a lawsuit against MGIC alleging that MGIC has denied, and continues to deny, valid mortgage insurance claims. We have filed an arbitration case against Countrywide. During 2008 and 2009, rescissions of Countrywide’s flow loans mitigated our paid losses by approximately \$100 million. In addition, we have a substantial pipeline of claims investigations involving loans related to Countrywide that we expect will eventually result in future rescissions. For more information about this lawsuit and arbitration case, see Note 15 to our consolidated financial statements in Item 8 and the risk factor titled, “We are subject to the risk of private litigation and regulatory proceedings” in Item 1A. In addition, we continue to have discussions with other lenders regarding their objections to rescissions that in the aggregate are material and are involved in other arbitration proceedings with respect to an amount of rescissions that are not material.

Information regarding the ever-to-date rescission rates by the quarter in which the claim was received appears in the table below. No information is presented for claims received two quarters or less before the end of our most recently completed quarter to allow sufficient time for a substantial percentage of the claims received in those two quarters to reach resolution.

As of December 31, 2009  
Ever-to-Date Rescission Rates on Claims Received  
(based on count)

| <u>Quarter in Which the<br/>Claim was Received</u> | <u>ETD Rescission<br/>Rate (1)</u> | <u>ETD Claims<br/>Resolution<br/>Percentage (2)</u> |
|--|------------------------------------|---|
| Q1 2008  | 12.6%                              | 100.0%  |
| Q2 2008  | 16.0%                              | 100.0%  |
| Q3 2008  | 21.3%                              | 99.8%   |
| Q4 2008  | 24.9%                              | 99.2%   |
| Q1 2009  | 28.0%                              | 97.2%   |
| Q2 2009  | 22.2%                              | 89.1%   |

- (1) This percentage is claims received during the quarter shown that have been rescinded as of our most recently completed quarter divided by the total claims received during the quarter shown.
- (2) This percentage is claims received during the quarter shown that have been resolved as of our most recently completed quarter divided by the total claims received during the quarter shown. Claims resolved principally consist of claims paid plus claims rescinded.

We anticipate that the ever-to-date rescission rate in the more recent quarters will increase as the ever-to-date resolution percentage approaches 100%.

As discussed under “—Risk Sharing Arrangements,” a portion of our flow new insurance written is subject to reinsurance arrangements with lender captives. The majority of these reinsurance arrangements have, historically, been aggregate excess of loss reinsurance agreements, and the remainder were quota share agreements. As discussed under “—Risk Sharing Arrangements” effective January 1, 2009 we are no longer ceding new business under excess of loss reinsurance treaties with lender captives. Loans reinsured through December 31, 2008 under excess of loss agreements will run off pursuant to the terms of the particular captive arrangement. Under the aggregate excess of loss agreements, we are responsible for the first aggregate layer of loss, which is typically between 4% and 5%, the captives are responsible for the second aggregate layer of loss, which is typically 5% or 10%, and we are responsible for any remaining loss. The layers are typically expressed as a percentage of the original risk on an annual book of business reinsured by the captive. The premium cessions on these agreements typically ranged from 25% to 40% of the direct premium. Under a quota share arrangement premiums and losses are shared on a pro-rata basis between us and the captives, with the captives’ portion of both premiums and losses typically ranging from 25% to 50%. Beginning June 1, 2008 new loans insured through quota share captive arrangements are limited to a 25% cede rate.

Under these agreements the captives are required to maintain a separate trust account, of which we are the sole beneficiary. Premiums ceded to a captive are deposited into the applicable trust account to support the captive’s layer of insured risk. These amounts are held in the trust account and are available to pay reinsured losses. The captive’s ultimate liability is limited to the assets in the trust account. When specific time periods are met and the individual trust account balance has reached a required level, then the individual captive may make authorized withdrawals from its applicable trust account. In most cases, the captives are also allowed to withdraw funds from the trust account to pay verifiable federal income taxes and operational expenses. Conversely, if the account balance falls below certain thresholds, the individual captive may be required to contribute funds to the trust account. However, in most cases, our sole remedy if a captive does not contribute such funds is to put the captive into run-off, in which case no new business would be ceded to the captive. In the event that the captives’ incurred but unpaid losses exceed the funds in the trust account, and the captive does not deposit adequate funds, we may also be allowed to terminate the captive agreement, assume the captives obligations, transfer the assets in the trust accounts to us, and retain all future premium payments. We intend to exercise this additional remedy when it is available to us. However, if the captive would challenge our right to do so, the matter would be determined by arbitration. The reinsurance recoverable on loss reserves related to captive agreements was approximately \$297 million at December 31, 2009. The total fair value of the trust fund assets under these agreements at December 31, 2009 was approximately \$547 million. During 2009, \$119 million of trust fund assets were transferred to us. The transferred funds resulted in an increase in our investment portfolio (including cash and cash equivalents) and there was a corresponding decrease in our reinsurance recoverable on loss reserves, which is offset by a decrease in our net losses paid. During 2008, \$265 million of trust fund assets were transferred to us as a result of captive terminations.

In 2009 the captive arrangements reduced our losses incurred by approximately \$234 million, compared to a \$476 million captive reduction in 2008. We anticipate that the reduction in losses

## [Table of Contents](#)

incurred will be lower in 2010, compared to 2009, as some of our captive arrangements were terminated in 2009.

A rollforward of our primary insurance default inventory for the years ended December 31, 2009, 2008 and 2007 appears in the table below.

|   | 2009           | 2008           | 2007           |
|---|----------------|----------------|----------------|
| Default inventory at beginning of year                          | 182,188        | 107,120        | 78,628         |
| Plus: New Notices   | 259,876        | 263,603        | 195,407        |
| Less: Cures   | (149,251)      | (161,069)      | (145,198)      |
| Less: Paid (including those charged to a deductible or captive) | (29,732)       | (25,318)       | (21,113)       |
| Less: Rescissions and denials                                   | (12,641)       | (2,148)        | (604)          |
| Default inventory at end of year                                | <u>250,440</u> | <u>182,188</u> | <u>107,120</u> |

Information about the composition of the primary insurance default inventory at December 31, 2009, 2008 and 2007 appears in the table below. Within the tables below, reduced documentation loans only appear in the reduced documentation category and do not appear in any of the other categories.

|   | 2009    | 2008    | 2007    |
|---|---------|---------|---------|
| Total loans delinquent (1)                                    | 250,440 | 182,188 | 107,120 |
| Percentage of loans delinquent (default rate)                 | 18.41%  | 12.37%  | 7.45%   |
| Prime loans delinquent (2)                                    | 150,642 | 95,672  | 49,333  |
| Percentage of prime loans delinquent (default rate)           | 13.29%  | 7.90%   | 4.33%   |
| A-minus loans delinquent (2)                                  | 37,711  | 31,907  | 22,863  |
| Percentage of A-minus loans delinquent (default rate)         | 40.66%  | 30.19%  | 19.20%  |
| Subprime credit loans delinquent (2)                          | 13,687  | 13,300  | 12,915  |
| Percentage of subprime credit loans delinquent (default rate) | 50.72%  | 43.30%  | 34.08%  |
| Reduced documentation loans delinquent (3)                    | 48,400  | 41,309  | 22,009  |
| Percentage of reduced doc loans delinquent (default rate)     | 45.26%  | 32.88%  | 15.48%  |

(1) At December 31, 2009, 2008 and 2007, 45,907, 45,482 and 39,704 loans in default, respectively, related to Wall Street bulk transactions and 16,389, 13,275 and 5,055 loans in default, respectively, were in our claims received inventory.

(2) We define prime loans as those having FICO credit scores of 620 or greater, A-minus loans as those having FICO credit scores of 575-619, and subprime credit loans as those having FICO credit scores of less than 575, all as reported to us at the time a commitment to insure is issued. Most A-minus and subprime credit loans were written through the bulk channel. However, we classify all loans without complete documentation as "reduced documentation" loans regardless of FICO score rather than as a prime, "A-minus" or "subprime" loan.

## Table of Contents

- (3) In accordance with industry practice, loans approved by GSE and other automated underwriting (AU) systems under “doc waiver” programs that do not require verification of borrower income are classified by us as “full documentation.” Based in part on information provided by the GSEs, we estimate full documentation loans of this type were approximately 4% of 2007 new insurance written. Information for other periods is not available. We understand these AU systems grant such doc waivers for loans they judge to have higher credit quality. We also understand that the GSEs terminated their “doc waiver” programs, with respect to new commitments, in the second half of 2008.

The pool notice inventory increased from 33,884 at December 31, 2008 to 44,231 at December 31, 2009; the pool notice inventory was 25,224 at December 31, 2007.

The average primary claim paid for 2009 was \$52,627, compared to \$52,239 for 2008. The average claim paid can vary materially from period to period based upon a variety of factors, on both a national and state basis, including the geographic mix, average loan amount and average coverage percentage of loans for which claims are paid.

The average claim paid for the top 5 states (based on 2009 paid claims) for the years ended December 31, 2009, 2008 and 2007 appears in the table below.

| Average claim paid | 2009       | 2008       | 2007      |
|--------------------|------------|------------|-----------|
| California         | \$ 105,552 | \$ 115,409 | \$ 96,196 |
| Florida            | 66,059     | 69,061     | 56,846    |
| Michigan           | 38,341     | 37,020     | 35,607    |
| Arizona            | 61,929     | 67,058     | 58,211    |
| Nevada             | 74,601     | 82,528     | 73,905    |
| All other states   | 43,682     | 40,571     | 32,994    |
| All states         | \$ 52,627  | \$ 52,239  | \$ 37,165 |

The average loan size of our insurance in force at December 31, 2009, 2008 and 2007 appears in the table below.

| Average loan size        | 2009       | 2008       | 2007       |
|--------------------------|------------|------------|------------|
| Total insurance in force | \$ 155,960 | \$ 154,100 | \$ 147,308 |
| Prime (FICO 620 & >)     | 154,480    | 151,240    | 141,690    |
| A-Minus (FICO 575-619)   | 130,410    | 132,380    | 133,460    |
| Subprime (FICO < 575)    | 118,440    | 121,230    | 124,530    |
| Reduced doc (All FICOs)  | 203,340    | 208,020    | 209,990    |

The average loan size of our insurance in force at December 31, 2009, 2008 and 2007 for the top 5 states (based on 2009 paid claims) appears in the table below.

## [Table of Contents](#)

| Average loan size | 2009       | 2008       | 2007       |
|-------------------|------------|------------|------------|
| California        | \$ 288,650 | \$ 293,442 | \$ 291,578 |
| Florida           | 178,262    | 180,261    | 178,063    |
| Michigan          | 121,431    | 121,001    | 119,428    |
| Arizona           | 188,614    | 190,339    | 185,518    |
| Nevada            | 220,506    | 223,861    | 222,707    |
| All other states  | 147,713    | 145,201    | 138,155    |

Information about net paid claims during the years ended December 31, 2009, 2008 and 2007 appears in the table below.

| Net paid claims (\$ millions)               | 2009     | 2008     | 2007   |
|---|----------|----------|--------|
| Prime (FICO 620 & >)                        | \$ 831   | \$ 547   | \$ 332 |
| A-Minus (FICO 575-619)                      | 231      | 250      | 161    |
| Subprime (FICO < 575)                       | 95       | 132      | 101    |
| Reduced doc (All FICOs)                     | 388      | 395      | 190    |
| Other                                       | 104      | 48       | 45     |
| Direct losses paid                          | 1,649    | 1,372    | 829    |
| Reinsurance                                 | (41)     | (19)     | (12)   |
| Net losses paid                             | 1,608    | 1,353    | 817    |
| LAE   | 60       | 48       | 53     |
| Net losses and LAE paid before terminations | 1,668    | 1,401    | 870    |
| Reinsurance terminations                    | (119)    | (265)    | —      |
| Net losses and LAE paid                     | \$ 1,549 | \$ 1,136 | \$ 870 |

Primary claims paid for the top 15 states (based on 2009 paid claims) and all other states for the years ended December 31, 2009, 2008 and 2007 appears in the table below.

## Table of Contents

| Paid Claims by state (\$ millions) | 2009            | 2008            | 2007          |
|------------------------------------|-----------------|-----------------|---------------|
| California                         | \$ 253          | \$ 316          | \$ 82         |
| Florida                            | 195             | 129             | 38            |
| Michigan                           | 111             | 99              | 98            |
| Arizona                            | 110             | 61              | 10            |
| Nevada                             | 75              | 45              | 12            |
| Georgia                            | 62              | 50              | 35            |
| Illinois                           | 59              | 52              | 35            |
| Ohio                               | 54              | 58              | 73            |
| Minnesota                          | 52              | 43              | 34            |
| Texas                              | 51              | 48              | 51            |
| Virginia                           | 48              | 32              | 13            |
| Indiana                            | 32              | 26              | 33            |
| Massachusetts                      | 27              | 29              | 24            |
| Colorado                           | 27              | 33              | 32            |
| Missouri                           | 26              | 22              | 17            |
| All other states                   | 363             | 281             | 197           |
|                                    | 1,545           | 1,324           | 784           |
| Other (Pool, LAE, Reinsurance)     | 4               | (188)           | 86            |
|                                    | <u>\$ 1,549</u> | <u>\$ 1,136</u> | <u>\$ 870</u> |

## Table of Contents

The default inventory in those same states at December 31, 2009, 2008 and 2007 appears in the table below.

| Default inventory by state | 2009           | 2008           | 2007           |
|----------------------------|----------------|----------------|----------------|
| California                 | 19,661         | 14,960         | 6,925          |
| Florida                    | 38,924         | 29,384         | 12,548         |
| Michigan                   | 12,759         | 9,853          | 7,304          |
| Arizona                    | 8,791          | 6,338          | 2,169          |
| Nevada                     | 5,803          | 3,916          | 1,337          |
| Georgia                    | 10,905         | 7,622          | 4,623          |
| Illinois                   | 13,722         | 9,130          | 5,435          |
| Ohio                       | 11,071         | 8,555          | 6,901          |
| Minnesota                  | 4,674          | 3,642          | 2,478          |
| Texas                      | 13,668         | 10,540         | 7,103          |
| Virginia                   | 4,464          | 3,360          | 1,761          |
| Indiana                    | 7,005          | 5,497          | 3,763          |
| Massachusetts              | 3,661          | 2,634          | 1,596          |
| Colorado                   | 3,451          | 2,328          | 1,534          |
| Missouri                   | 4,195          | 3,263          | 2,149          |
| All other states           | 87,686         | 61,166         | 39,494         |
|                            | <u>250,440</u> | <u>182,188</u> | <u>107,120</u> |

The default inventory at December 31, 2009, 2008 and 2007 separated between our flow and bulk business appears in the table below.

| Default inventory | 2009           | 2008           | 2007           |
|-------------------|----------------|----------------|----------------|
| Flow              | 185,828        | 122,693        | 61,352         |
| Bulk              | 64,612         | 59,495         | 45,768         |
|                   | <u>250,440</u> | <u>182,188</u> | <u>107,120</u> |

The flow default inventory by policy year at December 31, 2009, 2008 and 2007 appears in the table below.

| Flow Default inventory by Policy Year | 2009           | 2008           | 2007          |
|---------------------------------------|----------------|----------------|---------------|
| Policy year:                          |                |                |               |
| 2003 and prior                        | 28,242         | 24,042         | 21,886        |
| 2004                                  | 13,869         | 10,266         | 7,905         |
| 2005                                  | 21,354         | 15,462         | 9,909         |
| 2006                                  | 33,373         | 24,315         | 12,637        |
| 2007                                  | 73,304         | 43,211         | 9,015         |
| 2008                                  | 15,524         | 5,397          | —             |
| 2009                                  | 162            | —              | —             |
|                                       | <u>185,828</u> | <u>122,693</u> | <u>61,352</u> |

Beginning in 2008, the rate at which claims are received and paid slowed for a combination of reasons, including foreclosure moratoriums, servicing delays, court delays, loan

## Table of Contents

modifications and our claims investigations. Although these factors continue to affect our paid claims, we believe that paid claims in 2010 will exceed the \$1.7 billion paid in 2009.

As of December 31, 2009, 54% of our primary insurance in force was written subsequent to December 31, 2006. On our flow business, the highest claim frequency years have typically been the third and fourth year after the year of loan origination. On our bulk business, the period of highest claims frequency has generally occurred earlier than in the historical pattern on our flow business. However, the pattern of claims frequency can be affected by many factors, including persistency and deteriorating economic conditions. Low persistency can have the effect of accelerating the period in the life of a book during which the highest claim frequency occurs. Deteriorating economic conditions can result in increasing claims following a period of declining claims. We are currently experiencing such performance as it relates to delinquencies from our older books.

### Premium deficiency

During 2009, the premium deficiency reserve on Wall Street bulk transactions declined by \$261 million from \$454 million, as of December 31, 2008, to \$193 million as of December 31, 2009. The \$193 million premium deficiency reserve as of December 31, 2009 reflects the present value of expected future losses and expenses that exceeded the present value of expected future premium and already established loss reserves. The discount rate used in the calculation of the premium deficiency reserve at December 31, 2009 was 3.6%. During 2008 the premium deficiency reserve on Wall Street bulk transactions declined by \$757 million from \$1,211 million, as of December 31, 2007, to \$454 million as of December 31, 2008. The discount rate used in the calculation of the premium deficiency reserve at December 31, 2008 was 4.0%.

The components of the premium deficiency reserve at December 31, 2009, 2008 and 2007 appear in the table below.

|   | 2009            | December 31,<br>2008<br>(\$ millions) | 2007              |
|---|-----------------|---------------------------------------|-------------------|
| Present value of expected future premium                  | \$ 427          | \$ 712                                | \$ 901            |
| Present value of expected future paid losses and expenses | <u>(2,157)</u>  | <u>(3,063)</u>                        | <u>(3,561)</u>    |
| Net present value of future cash flows                    | (1,730)         | (2,351)                               | (2,660)           |
| Established loss reserves                                 | <u>1,537</u>    | <u>1,897</u>                          | <u>1,449</u>      |
| Net deficiency  | <u>\$ (193)</u> | <u>\$ (454)</u>                       | <u>\$ (1,211)</u> |

Each quarter, we re-estimate the premium deficiency reserve on the remaining Wall Street bulk insurance in force. The premium deficiency reserve primarily changes from quarter to quarter as a result of two factors. First, it changes as the actual premiums, losses and

## [Table of Contents](#)

expenses that were previously estimated are recognized. Each period such items are reflected in our financial statements as earned premium, losses incurred and expenses. The difference between the amount and timing of actual earned premiums, losses incurred and expenses and our previous estimates used to establish the premium deficiency reserves has an effect (either positive or negative) on that period's results. Second, the premium deficiency reserve changes as our assumptions relating to the present value of expected future premiums, losses and expenses on the remaining Wall Street bulk insurance in force change. Changes to these assumptions also have an effect on that period's results.

The decrease in the premium deficiency reserve for the years ended December 31, 2009 and 2008 was \$261 million and \$757 million, respectively, as shown in the charts below, which represents the net result of actual premiums, losses and expenses as well as a net change in assumptions for these periods. The change in assumptions for 2009 is primarily related to lower estimated ultimate losses, offset by lower estimated ultimate premiums. The lower estimated ultimate losses and lower estimated ultimate premiums were primarily due to higher expected rates of rescissions. The change in assumption for 2008 primarily related to higher estimated ultimate losses.

[Table of Contents](#)

|  | (\$ millions)   |
|--|-----------------|
| Premium Deficiency Reserve at December 31, 2008  | \$ (454)        |
| Paid claims and LAE  | 584             |
| Increase (decrease) in loss reserves   | (360)           |
| Premium earned   | (156)           |
| Effects of present valuing on future premiums, losses and expenses   | <u>21</u>       |
| Change in premium deficiency reserve to reflect actual premium, losses and expenses recognized   | 89              |
| Change in premium deficiency reserve to reflect change in assumptions relating to future premiums, losses and expenses and discount rate (1) | <u>172</u>      |
| Premium Deficiency Reserve at December 31, 2009  | <u>\$ (193)</u> |

(1) A positive number for changes in assumptions relating to premiums, losses, expenses and discount rate indicates a redundancy of prior premium deficiency reserves.

|  | (\$ millions)   |
|--|-----------------|
| Premium Deficiency Reserve at December 31, 2007  | \$ (1,211)      |
| Paid claims and LAE  | 770             |
| Increase (decrease) in loss reserves   | 448             |
| Premium earned   | (234)           |
| Effects of present valuing on future premiums, losses and expenses   | <u>(93)</u>     |
| Change in premium deficiency reserve to reflect actual premium, losses and expenses recognized   | 891             |
| Change in premium deficiency reserve to reflect change in assumptions relating to future premiums, losses and expenses and discount rate (2) | <u>(134)</u>    |
| Premium Deficiency Reserve at December 31, 2008  | <u>\$ (454)</u> |

(2) A negative number for changes in assumptions relating to premiums, losses, expenses and discount rate indicates a deficiency of prior premium deficiency reserves.

At the end of 2009, and the end of each quarter, we performed a premium deficiency analysis on the portion of our book of business not covered by the premium deficiency described above. That analysis concluded that, as of December 31, 2009, there was no premium deficiency on such portion of our book of business. For the reasons discussed below, our analysis of any potential deficiency reserve is subject to inherent uncertainty and requires significant judgment by management. To the extent, in a future period, expected losses are higher or expected premiums are lower than the assumptions we used in our analysis, we could be required to record a premium deficiency reserve on this portion of our book of business in such period.

## [Table of Contents](#)

The calculation of premium deficiency reserves requires the use of significant judgments and estimates to determine the present value of future premium and present value of expected losses and expenses on our business. The present value of future premium relies on, among other things, assumptions about persistency and repayment patterns on underlying loans. The present value of expected losses and expenses depends on assumptions relating to severity of claims and claim rates on current defaults, and expected defaults in future periods. These assumptions also include an estimate of expected rescission activity. Similar to our loss reserve estimates, our estimates for premium deficiency reserves could be adversely affected by several factors, including a deterioration of regional or economic conditions leading to a reduction in borrowers' income and thus their ability to make mortgage payments, and a drop in housing values that could expose us to greater losses. Assumptions used in calculating the deficiency reserves can also be affected by volatility in the current housing and mortgage lending industries. To the extent premium patterns and actual loss experience differ from the assumptions used in calculating the premium deficiency reserves, the differences between the actual results and our estimates will affect future period earnings and could be material.

### *Underwriting and other expenses*

Underwriting and other expenses for 2009 decreased when compared to 2008. The decrease reflects our lower contract underwriting volume as well as reductions in headcount and a focus on expenses in difficult market conditions.

Underwriting and other expenses for 2008 decreased when compared to 2007. The decrease reflects our lower volumes of new insurance written as well as a focus on expenses in difficult market conditions. Also, 2007 included \$12.3 million in one-time expenses associated with a terminated merger.

### *Ratios*

The table below presents our loss, expense and combined ratios for our combined insurance operations for the years ended December 31, 2009, 2008 and 2007.

|                | <u>2009</u>   | <u>2008</u>   | <u>2007</u>   |
|----------------|---------------|---------------|---------------|
| Loss ratio     | 259.5%        | 220.4%        | 187.3%        |
| Expense ratio  | 15.1%         | 14.2%         | 15.8%         |
| Combined ratio | <u>274.6%</u> | <u>234.6%</u> | <u>203.1%</u> |

The loss ratio is the ratio, expressed as a percentage, of the sum of incurred losses and loss adjustment expenses to net premiums earned. The loss ratio does not reflect any effects due to premium deficiency. The increase in the loss ratio in 2009, compared to 2008, was due to an increase in losses incurred, as well as a decrease in premium earned. The expense ratio is the ratio, expressed as a percentage, of underwriting expenses to net premiums written. The increase in the expense ratio in 2009, compared to 2008, was due to a decrease in premiums

## [Table of Contents](#)

written, which was partially offset by a decrease in underwriting and other expenses. The combined ratio is the sum of the loss ratio and the expense ratio.

The increase in the loss ratio in 2008, compared to 2007, was due to an increase in losses incurred, partially offset by an increase in premiums earned. The decrease in the expense ratio in 2008, compared to 2007, was due to a decrease in underwriting and other expenses as well as an increase in premiums written.

### *Interest expense*

Interest expense for 2009 increased when compared to 2008. The increase was primarily due to an increase in interest on our convertible debentures (interest on these debentures accrues even if we defer the payment of interest). As discussed in Note 1 to our consolidated financial statements contained in Item 8, we adopted new guidance regarding accounting for convertible debt instruments, on a retrospective basis, and our interest expense now reflects our non-convertible debt borrowing rate on the convertible debentures of approximately 19%. This increase was partially offset by repaying the \$200 million credit facility in the second quarter of 2009 as well as the repurchase, in 2009, of approximately \$121.6 million of our Senior Notes due in September 2011.

Interest expense for 2008 increased compared to 2007. The increase primarily reflected the issuance of the \$390 million of convertible debentures in March and April of 2008.

### *Income taxes*

The effective tax rate benefit on our pre-tax loss was (25.1%) in 2009, compared to (42.0%) in 2008. During those periods, the rate reflected the benefits recognized from tax-preferenced investments. Our tax-preferenced investments that impact the effective tax rate consist almost entirely of tax-exempt bonds. The difference in the rate was primarily the result of the establishment of a valuation allowance, which reduced the amount of tax benefits recognized during 2009. The effective tax rate benefit on our pre-tax loss was (37.3%) in 2007.

We review the need to establish a deferred tax asset valuation allowance on a quarterly basis. We include an analysis of several factors, among which are the severity and frequency of operating losses, our capacity for the carryback or carryforward of any losses, the expected occurrence of future income or loss and available tax planning alternatives. As discussed below, we established a valuation allowance during 2009.

In periods prior to 2008, we deducted significant amounts of statutory contingency reserves on our federal income tax returns. The reserves were deducted to the extent we purchased tax and loss bonds in an amount equal to the tax benefit of the deduction. The reserves are included in taxable income in future years when they are released for statutory accounting purposes (see “Management’s Discussion and Analysis of Financial Condition and Results of Operations — Liquidity and Capital Resources — Risk-to-Capital”) or when the taxpayer elects to redeem the tax and loss bonds that were purchased in connection with the deduction for the reserves. Since the tax effect on these reserves exceeded the gross deferred tax assets less deferred tax liabilities, we believe that all gross deferred tax assets recorded in

## Table of Contents

periods prior to the quarter ended March 31, 2009 were fully realizable. Therefore, we established no valuation reserve.

In the first quarter of 2009, we redeemed the remaining balance of our tax and loss bonds of \$431.5 million. Therefore, the remaining contingency reserves were released and are no longer available to support any net deferred tax assets. Beginning with the first quarter of 2009, any benefit from income taxes, relating to operating losses, has been reduced or eliminated by the establishment of a valuation allowance. The valuation allowance, established during 2009, reduced our benefit from income taxes by \$238.5 million. During 2009, our deferred tax asset valuation allowance was reduced by the deferred tax liability related to \$159.5 million of unrealized gains on investments that were recorded to equity. In the event of future operating losses, it is likely that a tax provision (benefit) will be recorded as an offset to any taxes recorded to equity for changes in unrealized gains or other items in other comprehensive income.

Recently enacted legislation expanded the carryback period for certain net operating losses from 2 years to 5 years. A total benefit for income taxes of \$282.0 million has been recorded in the Consolidated Statement of Operations in 2009 for the carryback of current year losses. Since the carryback period includes years where we have not reached final agreements on the amount of taxes due with the IRS, the receipt of any taxes recoverable may be delayed and subject to any final settlement.

Giving full effect to the carryback of net operating losses for federal income tax purposes, we have approximately \$856 million of net operating loss carryforwards on a regular tax basis and \$130 million of net operating loss carryforwards for computing the alternative minimum tax as of December 31, 2009. Any unutilized carryforwards are scheduled to expire at the end of tax year 2029.

### *Joint ventures*

Our equity in the earnings from Sherman and C-BASS and certain other joint ventures and investments, accounted for in accordance with the equity method of accounting, is shown separately, net of tax, on our consolidated statement of operations. Income from joint ventures, net of tax, was \$24.5 million in 2008 compared to a loss from joint ventures, net of tax, of \$269.3 million for 2007. The loss from joint venture in 2007 was due primarily to the impairment of our investment in C-BASS, which is discussed below. In the third quarter of 2008, we sold our remaining interest in Sherman to Sherman. As a result, beginning in the fourth quarter of 2008, we no longer have income or loss from joint ventures.

### C-BASS

Beginning in February 2007 and continuing through approximately the end of March 2007, the subprime mortgage market experienced significant turmoil. After a period of relative stability that persisted during April, May and through approximately late June, market dislocations recurred and then accelerated to unprecedented levels beginning in approximately mid-July 2007. As described in Note 10 of our Notes to Consolidated Financial Statements in Item 8, in the third quarter of 2007, we concluded that our total equity interest in C-BASS was impaired. In addition, during the fourth quarter of 2007 due to additional losses incurred by C-BASS, we reduced the carrying value of our \$50 million note from C-BASS to zero under equity method accounting.

## [Table of Contents](#)

### Sherman

Our interest in Sherman sold in the third quarter of 2008 represented approximately 24.25% of Sherman's equity. The sale price was paid \$124.5 million in cash and by delivery of Sherman's unsecured promissory note in the principal amount of \$85 million (the "Note"). The scheduled maturity of the Note is February 13, 2011 and it bears interest, payable monthly, at the annual rate equal to three-month LIBOR plus 500 basis points. The Note is issued under a Credit Agreement, dated August 13, 2008, between Sherman and MGIC. For additional information regarding the sale of our interest please refer to our Current Report on Form 8-K filed with the Securities and Exchange Commission on August 14, 2008. We recorded a \$62.8 million pre-tax gain on this sale, which is reflected in our results of operations for the year ended December 31, 2008 as a realized gain.

A summary Sherman income statement for the periods indicated appears below. Prior to the sale of our interest, we did not consolidate Sherman with us for financial reporting purposes, and we did not control Sherman. Sherman's internal controls over its financial reporting were not part of our internal controls over our financial reporting. However, our internal controls over our financial reporting included processes to assess the effectiveness of our financial reporting as it pertains to Sherman. We believe those processes were effective in the context of our overall internal controls.

#### Sherman Summary Income Statement:

|                                      | Year Ended December 31,  |                  |
|--------------------------------------|--------------------------|------------------|
|                                      | 2008*                    | 2007             |
|                                      | <u>(unaudited)</u>       | <u>(audited)</u> |
|                                      | (In millions of dollars) |                  |
| Revenues from receivable portfolios  | \$ 660.3                 | \$ 994.3         |
| Portfolio amortization               | 264.8                    | 488.1            |
| Revenues, net of amortization        | 395.5                    | 506.2            |
| Credit card interest income and fees | 475.6                    | 692.9            |
| Other revenue                        | 35.3                     | 60.8             |
| Total revenues                       | 906.4                    | 1,259.9          |
| Total expenses                       | 740.1                    | 991.5            |
| Income before tax                    | <u>\$ 166.3</u>          | <u>\$ 268.4</u>  |
| Company's income from Sherman        | <u>\$ 35.6</u>           | <u>\$ 81.6</u>   |

\* The year ended December 31, 2008 only reflects Sherman's results and our income from Sherman through July 31, 2008 as a result of the sale of our remaining interest in August 2008.

The "Company's income from Sherman" line item in the table above includes \$3.6 million and \$15.6 million of additional amortization expense in 2008 and 2007, respectively, above Sherman's actual amortization expense, related to additional interests in Sherman that we purchased during the third quarter of 2006 at a price in excess of book value.

In September 2007, we sold a portion of our interest in Sherman to an entity owned by Sherman's senior management. The interest sold by us represented approximately 16% of Sherman's equity. We received a cash payment of \$240.8 million in the sale. We recorded a

[Table of Contents](#)

\$162.9 million pre-tax gain on this sale, which is reflected in our results of operations for the year ended December 31, 2007 as a realized gain.

**Financial Condition**

At December 31, 2009, based on fair value, approximately 94% of our fixed income securities were invested in 'A' rated and above, readily marketable securities, concentrated in maturities of less than 15 years. The composition of ratings at December 31, 2009 and 2008 are shown in the table below. While the percentage of our investment portfolio rated 'A' or better has not changed materially since December 31, 2008, the percentage of our investment portfolio rated 'AAA' has declined and the percentage rated 'AA' and 'A' has increased. Contributing to the changes in ratings is an increase in corporate bond investments (we expect such increases to continue and to lead to the percentage of the investment portfolio rated 'AAA' to decline), and downgrades of municipal investments. The municipal downgrades can be attributed to downgrades of the financial guaranty insurers and downgrades to the underlying credit.

## Investment Portfolio Ratings

|               | At<br>December 31, 2009 | At<br>December 31, 2008 |
|---------------|-------------------------|-------------------------|
| AAA           | 47%                     | 58%                     |
| AA            | 30%                     | 24%                     |
| A             | 17%                     | 13%                     |
| A or better   | 94%                     | 95%                     |
| BBB and below | 6%                      | 5%                      |
| Total         | 100%                    | 100%                    |

Approximately 21% of our investment portfolio is guaranteed by the financial guaranty industry. We evaluate the credit risk of securities through analysis of the underlying fundamentals. The extent of our analysis depends on a variety of factors, including the issuer's sector, scale, profitability, debt cover, ratings and the tenor of the investment. A breakdown of the portion of our investment portfolio covered by the financial guaranty industry by credit rating, including the rating without the guarantee is shown below. The ratings are provided by one or more of the following major rating agencies: Moody's, Standard & Poor's and Fitch Ratings.

## [Table of Contents](#)

December 31, 2009

| Underlying Rating | Guarantor Rating |       |        |        |       |       | All      |
|-------------------|------------------|-------|--------|--------|-------|-------|----------|
|                   | AA               | AA-   | Baa1   | CC     | R     | NR    |          |
|                   | (\$ millions)    |       |        |        |       |       |          |
| AAA               | \$ 2             | \$ —  | \$ —   | \$ 19  | \$ —  | \$ —  | \$ 21    |
| AA                | 192              | 12    | 360    | 180    | 2     | —     | 746      |
| A                 | 105              | 28    | 341    | 185    | 15    | —     | 674      |
| BBB               | 9                | —     | 34     | 29     | —     | 15    | 87       |
| BB                | —                | —     | 6      | —      | —     | —     | 6        |
|                   | \$ 308           | \$ 40 | \$ 741 | \$ 413 | \$ 17 | \$ 15 | \$ 1,534 |

At December 31, 2009, based on fair value, \$9 million of fixed income securities are relying on financial guaranty insurance to elevate their rating to 'A' and above. Any future downgrades of these financial guarantor ratings would leave the percentage of fixed income securities 'A' and above effectively unchanged.

We primarily place our investments in instruments that meet high credit quality standards, as specified in our investment policy guidelines. The policy guidelines also limit the amount of our credit exposure to any one issue, issuer and type of instrument. At December 31, 2009, the modified duration of our fixed income investment portfolio was 3.7 years, which means that an instantaneous parallel shift in the yield curve of 100 basis points would result in a change of 3.7% in the fair value of our fixed income portfolio. For an upward shift in the yield curve, the fair value of our portfolio would decrease and for a downward shift in the yield curve, the fair value would increase.

We held approximately \$490 million in auction rate securities ("ARS") backed by student loans at December 31, 2009. ARS are intended to behave like short-term debt instruments because their interest rates are reset periodically through an auction process, most commonly at intervals of 7, 28 and 35 days. The same auction process has historically provided a means by which we may rollover the investment or sell these securities at par in order to provide us with liquidity as needed. In mid-February 2008, auctions began to fail due to insufficient buyers, as the amount of securities submitted for sale in auctions exceeded the aggregate amount of the bids. For each failed auction, the interest rate on the security moves to a maximum rate specified for each security, and generally resets at a level higher than specified short-term interest rate benchmarks. At December 31, 2009, our entire ARS portfolio, consisting of 47 investments, was subject to failed auctions; however, we received calls at par for \$26.4 million in ARS from the period when the auctions began to fail through the end of 2009. To date, we have collected all interest due on our ARS and expect to continue to do so in the future.

The ARS we hold are collateralized by portfolios of student loans, all of which are ultimately 97% guaranteed by the United States Department of Education. At December 31, 2009, approximately 90% of our ARS portfolio was AAA/Aaa-rated by one or more of the following major rating agencies: Moody's, Standard & Poor's and Fitch Ratings. See additional discussion of auction rate securities backed by student loans in Notes 4 and 5 to our consolidated financial statements contained in Item 8.

At December 31, 2009, our total assets included \$1.2 billion of cash and cash equivalents as shown on our consolidated balance sheet. In addition, included in "Other assets" is \$78.1

million of principal and interest receivable related to the sale of our remaining interest in Sherman.

At December 31, 2009, we had \$78.4 million, 5.625% Senior Notes due in September 2011 and \$300 million, 5.375% Senior Notes due in November 2015, with a combined fair value of \$293.2 million, outstanding. At December 31, 2009, we also had \$389.5 million principal amount of 9% Convertible Junior Subordinated Debentures due in 2063 outstanding, which at December 31, 2009 are reflected as a liability on our consolidated balance sheet at the current amortized value of \$291.8 million, with the unamortized discount reflected in equity. The fair value of the convertible debentures was approximately \$254.3 million at December 31, 2009. At December 31, 2009 we also had \$35.8 million of deferred interest outstanding on the convertible debentures which is included in other liabilities on the consolidated balance sheet.

The Internal Revenue Service (“IRS”) has completed separate examinations of our federal income tax returns for the years 2000 through 2004 and 2005 through 2007 and has issued assessments for unpaid taxes, interest and penalties. The primary adjustment in both examinations relates to our treatment of the flow through income and loss from an investment in a portfolio of residual interests of Real Estate Mortgage Investment Conduits (“REMICS”). The IRS has indicated that it does not believe that, for various reasons, we have established sufficient tax basis in the REMIC residual interests to deduct the losses from taxable income. We disagree with this conclusion and believe that the flow through income and loss from these investments was properly reported on our federal income tax returns in accordance with applicable tax laws and regulations in effect during the periods involved and have appealed these adjustments. The appeals process is ongoing and may last for an extended period of time, although it is possible that a final resolution may be reached during 2010. The assessment for unpaid taxes related to the REMIC issue for these years is \$197.1 million in taxes and accuracy-related penalties, plus applicable interest. Other adjustments during taxable years 2000 through 2007 are not material, and have been agreed to with the IRS. On July 2, 2007, we made a payment of \$65.2 million with the United States Department of the Treasury to eliminate the further accrual of interest. Although the resolution of this issue is uncertain, we believe that sufficient provisions for income taxes have been made for potential liabilities that may result. If the resolution of this matter differs materially from our estimates, it could have a material impact on our effective tax rate, results of operations and cash flows.

The total amount of unrecognized tax benefits as of December 31, 2009 is \$91.1 million. All of the unrecognized tax benefits would affect our effective tax rate. We recognize interest accrued and penalties related to unrecognized tax benefits in income taxes. We have accrued \$22.6 million for the payment of interest as of December 31, 2009. The establishment of this liability required estimates of potential outcomes of various issues and required significant judgment. Although the resolutions of these issues are uncertain, we believe that sufficient provisions for income taxes have been made for potential liabilities that may result. If the resolutions of these matters differ materially from these estimates, it could have a material impact on our effective tax rate, results of operations and cash flows.

Our principal exposure to loss is our obligation to pay claims under MGIC’s mortgage guaranty insurance policies. At December 31, 2009, MGIC’s direct (before any reinsurance) primary and pool risk in force, which is the unpaid principal balance of insured loans as reflected in our records multiplied by the coverage percentage, and taking account of any loss limit, was approximately \$57.8 billion. In addition, as part of our contract underwriting activities, we are responsible for the quality of our underwriting decisions in accordance with

## [Table of Contents](#)

the terms of the contract underwriting agreements with customers. We may be required to provide certain remedies to our customers if certain standards relating to the quality of our underwriting work are not met, and we have an established reserve for such obligations. Through December 31, 2009, the cost of remedies provided by us to customers for failing to meet the standards of the contracts has not been material. However, a generally positive economic environment for residential real estate that continued until approximately 2007 may have mitigated the effect of some of these costs, and claims for remedies may be made a number of years after the underwriting work was performed. A material portion of our new insurance written through the flow channel, including for 2006 and 2007, has involved loans for which we provided contract underwriting services. We believe the rescission of mortgage insurance coverage on loans on which we also provided contract underwriting services may make a claim for a contract underwriting remedy more likely to occur. In the second half of 2009, we experienced an increase in claims for contract underwriting remedies, which may continue. Hence, there can be no assurance that contract underwriting remedies will not be material in the future.

## **Liquidity and Capital Resources**

### *Overview*

Our sources of funds consist primarily of:

- our investment portfolio (which is discussed in “Financial Condition” above), and interest income on the portfolio,
- net premiums that we will receive from our existing insurance in force as well as policies that we write in the future and
- amounts that we expect to recover from captives (which is discussed in “Results of Consolidated Operations — Risk-Sharing Arrangements” and “Results of Consolidated Operations — Losses — Losses Incurred” above).

Our obligations at December 31, 2009 consist primarily of:

- claim payments under MGIC’s mortgage guaranty insurance policies,
- \$78.4 million of 5.625% Senior Notes due in September 2011,
- \$300 million of 5.375% Senior Notes due in November 2015,
- \$389.5 million of convertible debentures due in 2063,
- interest on the foregoing debt instruments, including \$35.8 million of deferred interest on our convertible debentures and
- the other costs and operating expenses of our business.

For the first time in many years, in 2009, claim payments exceeded premiums received. We expect that this trend will continue. As discussed under “Results of Consolidated

## [Table of Contents](#)

Operations — Losses — Losses incurred” above, due to the uncertainty regarding how certain factors, such as foreclosure moratoriums, servicing and court delays, loan modifications, claims investigations and rescissions, will affect our future paid claims it has become even more difficult to estimate the amount and timing of future claim payments. When we experience cash shortfalls, we can fund them through sales of short-term investments and other investment portfolio securities, subject to insurance regulatory requirements regarding the payment of dividends to the extent funds were required by an entity other than the seller. Substantially all of the investment portfolio securities are held by our insurance subsidiaries.

During the first quarter of 2009, we redeemed in exchange for cash from the US Treasury approximately \$432 million of tax and loss bonds. We no longer hold any tax and loss bonds. Tax and loss bonds that we purchased were not assets on our balance sheet but were recorded as payments of current federal taxes. For further information about tax and loss bonds, see Note 12, “Income taxes,” to our consolidated financial statements in Item 8.

We anticipate that any taxes recovered due to the change in the net operating loss carryback period, as discussed under “Income Taxes” above, will primarily be credited to our operating subsidiaries.

### *Debt at Our Holding Company and Holding Company Capital Resources*

For information about debt at our holding company, see Notes 6 and 7 to our consolidated financial statements contained in Item 8.

The senior notes and convertible debentures are obligations of MGIC Investment Corporation and not of its subsidiaries. We are a holding company and the payment of dividends from our insurance subsidiaries, which historically has been the principal source of our holding company cash inflow, is restricted by insurance regulation. MGIC is the principal source of dividend-paying capacity. During 2008, MGIC paid dividends of \$45 million to our holding company, which increased its cash resources. In 2009, MGIC did not pay any dividends to our holding company which had this effect. In 2008, other dividends that were immediately contributed to other insurance company subsidiaries were also paid by MGIC to our holding company. In 2010 and 2011, MGIC cannot pay any dividends to our holding company without approval from the OCI. In addition, under the terms of the Fannie Mae Agreement and Freddie Mac Notification, discussed under “Overview”, MGIC may not pay dividends to our holding company without the GSE’s consent; however each GSE has consented to dividends of not more than \$100 million in the aggregate to purchase existing debt obligations of our holding company or to pay such obligations at maturity.

As of December 31, 2009, we had a total of approximately \$84 million in short-term investments at our holding company. These investments are virtually all of our holding company’s liquid assets. As of December 31, 2009, our holding company’s obligations included \$78.4 million of debt which is scheduled to mature before the end of 2011 and must be serviced pending scheduled maturity and \$300 million of Senior Notes due in November 2015. On an annual basis, as of December 31, 2009 our use of funds at the holding company for interest payments on our Senior Notes approximated \$21 million. See Note 7 to our consolidated financial statements contained in Item 8 for a discussion of our election to defer payment of interest on our junior convertible debentures. The annual interest payments on these debentures approximate \$35 million, excluding interest on the interest payments that have been deferred.

In 2009, we repurchased for cash approximately \$121.6 million in par value of our 5.625% Senior Notes due in September 2011. We recognized a gain on the repurchases of

## Table of Contents

approximately \$27.2 million, which is included in other revenue on our consolidated statement of operations for the year ended December 31, 2009. We may from time to time continue to seek to acquire our debt obligations through cash purchases and/or exchanges for other securities. We may do this in open market purchases, privately negotiated acquisitions or other transactions. The amounts involved may be material.

### *Risk-to-Capital*

Our risk-to-capital ratio is computed on a statutory basis for our combined insurance operations and is our net risk in force divided by our policyholders' position. Our net risk in force includes both primary and pool risk in force, and excludes risk on policies that are currently in default and for which loss reserves have been established. The risk amount represents pools of loans or bulk deals with contractual aggregate loss limits and in some cases without these limits. For pools of loans without such limits, risk is estimated based on the amount that would credit enhance the loans in the pool to a "AA" level based on a rating agency model. Policyholders' position consists primarily of statutory policyholders' surplus (which increases as a result of statutory net income and decreases as a result of statutory net loss and dividends paid), plus the statutory contingency reserve. The statutory contingency reserve is reported as a liability on the statutory balance sheet. A mortgage insurance company is required to make annual contributions to the contingency reserve of approximately 50% of net earned premiums. These contributions must generally be maintained for a period of ten years. However, with regulatory approval a mortgage insurance company may make early withdrawals from the contingency reserve when incurred losses exceed 35% of net earned premium in a calendar year.

The premium deficiency reserve discussed under "Results of Consolidated Operations — Losses — Premium deficiency" above is not recorded as a liability on the statutory balance sheet and is not a component of statutory net income. The present value of expected future premiums and already established loss reserves and statutory contingency reserves, exceeds the present value of expected future losses and expenses, so no deficiency is recorded on a statutory basis.

Our combined insurance companies' risk-to-capital calculation appears in the table below.

|                                   | December 31,<br>2009 | December 31,<br>2008 |
|-----------------------------------|----------------------|----------------------|
|                                   | (\$ in millions)     |                      |
| Risk in force — net (1)           | \$ 41,136            | \$ 54,496            |
| Statutory policyholders' surplus  | \$ 1,443             | \$ 1,613             |
| Statutory contingency reserve     | 417                  | 2,086                |
| Statutory policyholders' position | \$ 1,860             | \$ 3,699             |
| Risk-to-capital:                  | 22.1:1               | 14.7:1               |

(1) Risk in force — net, as shown in the table above, for December 31, 2009 is net of reinsurance and exposure on policies currently in default (\$13.3 billion) and for which loss reserves have been

## [Table of Contents](#)

established. Risk in force – net for December 31, 2008 is net of reinsurance and established loss reserves.

MGIC's separate company risk-to-capital calculation appears in the table below.

|                                   | December 31,<br>2009 | December 31,<br>2008 |
|-----------------------------------|----------------------|----------------------|
|                                   | (\$ in millions)     |                      |
| Risk in force — net (1)           | \$ 35,663            | \$ 46,378            |
| Statutory policyholders' surplus  | \$ 1,429             | \$ 1,529             |
| Statutory contingency reserve     | 406                  | 2,060                |
| Statutory policyholders' position | \$ 1,835             | \$ 3,589             |
| Risk-to-capital:                  | 19.4:1               | 12.9:1               |

(1) Risk in force – net, as shown in the table above, for December 31, 2009 is net of reinsurance and exposure on policies currently in default and for which loss reserves have been established. Risk in force – net for December 31, 2008 is net of reinsurance and established loss reserves.

State insurance regulators have clarified that a mortgage insurer's risk outstanding does not include the company's risk on policies that are currently in default and for which loss reserves have been established. Beginning with our June 30, 2009 risk-to-capital calculations we have deducted risk in force on policies currently in default and for which loss reserves have been established. The risk-to-capital calculation for December 31, 2008 includes a reduction to risk in force for established reserves only and not the full exposure of loans in default.

Statutory policyholders' position decreased in 2009, primarily due to losses incurred. If our statutory policyholders' position decreases at a greater rate than our risk in force, then our risk-to-capital ratio will continue to increase.

For additional information regarding regulatory capital see "Overview-Capital" above as well as our Risk Factor titled "While our plan to write new insurance in MGIC Indemnity Corporation ("MIC") has received Wisconsin OCI and GSE approval, we cannot guarantee that its implementation will allow us to continue to write new insurance on an uninterrupted basis throughout the United States in the future."

### *Financial Strength Ratings*

The financial strength of MGIC, our principal mortgage insurance subsidiary, is rated Ba3 by Moody's Investors Service with a negative outlook. Standard & Poor's Rating Services' insurer financial strength rating of MGIC is B+ and the outlook for this rating is negative. In January 2010, at our request, Fitch withdrew its financial strength ratings of MGIC.

For further information about the importance of MGIC's ratings, see our Risk Factor titled "MGIC may not continue to meet the GSEs' mortgage insurer eligibility requirements".

**Contractual Obligations**

At December 31, 2009, the approximate future payments under our contractual obligations of the type described in the table below are as follows:

| Contractual Obligations (\$ millions):                | Total           | Payments due by period |                 |                 |                      |
|---|-----------------|------------------------|-----------------|-----------------|----------------------|
|   |                 | Less than<br>1 year    | 1-3 years       | 3-5 years       | More than<br>5 years |
| Long-term debt obligations                            | \$ 2,797        | \$ 56                  | \$ 183          | \$ 102          | \$ 2,456             |
| Operating lease obligations                           | 11              | 5                      | 5               | 1               | —                    |
| Purchase obligations                                  | 1               | 1                      | —               | —               | —                    |
| Pension, SERP and other post-retirement benefit plans | 154             | 9                      | 22              | 29              | 94                   |
| Other long-term liabilities                           | 6,705           | 2,413                  | 3,353           | 939             | —                    |
| <b>Total</b>  | <b>\$ 9,668</b> | <b>\$ 2,484</b>        | <b>\$ 3,563</b> | <b>\$ 1,071</b> | <b>\$ 2,550</b>      |

Our long-term debt obligations at December 31, 2009 include our approximately \$78.4 million of 5.625% Senior Notes due in September 2011, \$300 million of 5.375% Senior Notes due in November 2015 and \$389.5 million in convertible debentures due in 2063, including related interest, as discussed in Notes 6 and 7 to our consolidated financial statements contained in Item 8 and under “Liquidity and Capital Resources” above. Interest on our convertible debentures that would have been payable on the scheduled interest payment dates, but which we elected to defer for 10 years as discussed in Note 7 to our consolidated financial statements, is included in the “More than 5 years” column in the table above. Our operating lease obligations include operating leases on certain office space, data processing equipment and autos, as discussed in Note 14 to our consolidated financial statements contained in Item 8. Purchase obligations consist primarily of agreements to purchase data processing hardware or services made in the normal course of business. See Note 11 to our consolidated financial statements contained in Item 8 for discussion of expected benefit payments under our benefit plans.

Our other long-term liabilities represent the loss reserves established to recognize the liability for losses and loss adjustment expenses related to defaults on insured mortgage loans. The timing of the future claim payments associated with the established loss reserves was determined primarily based on two key assumptions: the length of time it takes for a notice of default to develop into a received claim and the length of time it takes for a received claim to be ultimately paid. The future claim payment periods are estimated based on historical experience, and could emerge significantly different than this estimate. As discussed under “—Losses incurred” above, due to the uncertainty regarding how certain factors, such as foreclosure moratoriums, servicing and court delays, loan modifications, claims investigations and claim rescissions, will affect our future paid claims it has become even more difficult to estimate the amount and timing of future claim payments. Current conditions in the housing and mortgage industries make all of the assumptions discussed in this paragraph more volatile than they would otherwise be. See Note 8 to our consolidated

## Table of Contents

financial statements contained in Item 8 and “-Critical Accounting Policies”. In accordance with GAAP for the mortgage insurance industry, we establish loss reserves only for loans in default. Because our reserving method does not take account of the impact of future losses that could occur from loans that are not delinquent, our obligation for ultimate losses that we expect to occur under our policies in force at any period end is not reflected in our financial statements or in the table above.

The table above does not reflect the liability for unrecognized tax benefits due to uncertainties in the timing of the effective settlement of tax positions. We cannot make a reasonably reliable estimate of the timing of payment for the liability for unrecognized tax benefits, net of payments on account, of \$22.9 million. See Note 12 to our consolidated financial statements contained in Item 8 for additional discussion on unrecognized tax benefits and open IRS examinations.

### **Critical Accounting Policies**

We believe that the accounting policies described below involved significant judgments and estimates used in the preparation of our consolidated financial statements.

#### *Loss reserves and premium deficiency reserves*

##### Loss reserves

Reserves are established for reported insurance losses and loss adjustment expenses based on when notices of default on insured mortgage loans are received. A default is defined as an insured loan with a mortgage payment that is 45 days or more past due. Reserves are also established for estimated losses incurred on notices of default not yet reported. In accordance with GAAP for the mortgage insurance industry, we do not establish loss reserves for future claims on insured loans which are not currently in default.

We establish reserves using estimated claims rates and claims amounts in estimating the ultimate loss. Amounts for salvage recoverable are considered in the determination of the reserve estimates. The liability for reinsurance assumed is based on information provided by the ceding companies.

The incurred but not reported, or IBNR, reserves referred to above result from defaults occurring prior to the close of an accounting period, but which have not been reported to us. Consistent with reserves for reported defaults, IBNR reserves are established using estimated claims rates and claims amounts for the estimated number of defaults not reported. As of December 31, 2009 and 2008, we had IBNR reserves of \$472 million and \$480 million, respectively.

Reserves also provide for the estimated costs of settling claims, including legal and other expenses and general expenses of administering the claims settlement process.

The estimated claims rates and claims amounts represent what we believe best reflect the estimate of what will actually be paid on the loans in default as of the reserve date. The estimate of claims rates and claims amounts are based on our review of recent trends in the default inventory. We review recent trends in the rate at which defaults resulted in a claim, or the claim rate, the amount of the claim, or severity, the change in the level of defaults by

## [Table of Contents](#)

geography and the change in average loan exposure. As a result, the process to determine reserves does not include quantitative ranges of outcomes that are reasonably likely to occur.

The claims rate and claim amounts are likely to be affected by external events, including actual economic conditions such as changes in unemployment rate, interest rate or housing value. Our estimation process does not include a correlation between claims rate and claims amounts to projected economic conditions such as changes in unemployment rate, interest rate or housing value. Our experience is that analysis of that nature would not produce reliable results. The results would not be reliable as the change in one economic condition cannot be isolated to determine its sole effect on our ultimate paid losses as our ultimate paid losses are also influenced at the same time by other economic conditions. Additionally, the changes and interaction of these economic conditions are not likely homogeneous throughout the regions in which we conduct business. Each economic environment influences our ultimate paid losses differently, even if apparently similar in nature. Furthermore, changes in economic conditions may not necessarily be reflected in our loss development in the quarter or year in which the changes occur. Typically, actual claim results often lag changes in economic conditions by at least nine to twelve months.

In considering the potential sensitivity of the factors underlying our best estimate of loss reserves, it is possible that even a relatively small change in estimated claim rate or a relatively small percentage change in estimated claim amount could have a significant impact on reserves and, correspondingly, on results of operations. For example, a \$1,000 change in the average severity reserve factor combined with a 1% change in the average claim rate reserve factor would change the reserve amount by approximately \$282 million as of December 31, 2009. Historically, it has not been uncommon for us to experience variability in the development of the loss reserves through the end of the following year at this level or higher, as shown by the historical development of our loss reserves in the table below:

|      | Losses incurred<br>related to<br>prior years (1) | Reserve at<br>end of<br>prior year |
|------|--|------------------------------------|
| 2009 | \$ (466,765)                                     | \$ 4,775,552                       |
| 2008 | (387,104)  | 2,642,479                          |
| 2007 | (518,950)  | 1,125,715                          |
| 2006 | 90,079   | 1,124,454                          |
| 2005 | 126,167  | 1,185,594                          |

(1) A positive number for a prior year indicates a redundancy of loss reserves, and a negative number for a prior year indicates a deficiency of loss reserves.

Estimation of losses that we will pay in the future is inherently judgmental. The conditions that affect the claim rate and claim severity include the current and future state of the domestic economy and the current and future strength of local housing markets. Current conditions in the housing and mortgage industries make these assumptions more volatile than they would otherwise be. The actual amount of the claim payments may be substantially different than our loss reserve estimates. Our estimates could be adversely affected by several factors, including a deterioration of regional or national economic conditions leading to a reduction in borrowers' income and thus their ability to make mortgage payments, and a drop in housing values that could materially reduce our ability to mitigate potential losses

## [Table of Contents](#)

through property acquisition and resale or expose us to greater losses on resale of properties obtained through the claim settlement process. Changes to our estimates could result in a material impact to our results of operations, even in a stable economic environment.

In addition, our loss reserving methodology incorporates the effects rescission activity is expected to have on the losses we will pay on our delinquent inventory. We do not utilize an explicit rescission rate in our reserving methodology, but rather our reserving methodology incorporates the effects rescission activity has had on our historical claim rate and claim severities. A variance between ultimate actual rescission rates and these estimates could materially affect our losses. Based upon the increase in rescission activity during 2008 and 2009, the effects rescissions have on our losses incurred have become material. While we do not incorporate an explicit rescission rate into our reserving methodology, we have estimated the effects rescissions have had on our incurred losses based upon recent rescission history. We estimate that rescissions mitigated our incurred losses by approximately \$2.5 billion in 2009, compared to \$0.4 million in 2008; both of these figures include the benefit of claims not paid as well as the impact on our loss reserves.

If the insured disputes our right to rescind coverage, whether the requirements to rescind are met ultimately would be determined by legal proceedings. Objections to rescission may be made several years after we have rescinded an insurance policy. Countrywide has filed a lawsuit against MGIC alleging that MGIC has denied, and continues to deny, valid mortgage insurance claims. We have filed an arbitration case against Countrywide regarding rescissions. For more information about this lawsuit and arbitration case, see Note 15 to our consolidated financial statements in Item 8 and the risk factor titled, "We are subject to the risk of private litigation and regulatory proceedings" in Item 1A. In addition, we continue to have discussions with other lenders regarding their objections to rescissions that in the aggregate are material and are involved in arbitration proceedings with respect to an amount of rescissions that are not material.

Information regarding the ever-to-date rescission rates by the quarter in which the claim was received appears in the table below. No information is presented for claims received two quarters or less before the end of our most recently completed quarter to allow sufficient time for a substantial percentage of the claims received in those two quarters to reach resolution.

As of December 31, 2009

### Ever-to-Date Rescission Rates on Claims Received (based on count)

| Quarter in Which the Claim was Received | ETD Rescission Rate (1) | ETD Claims Resolution Percentage (2) |
|---|-------------------------|--------------------------------------|
| Q1 2008                                 | 12.6%                   | 100.0%                               |
| Q2 2008                                 | 16.0%                   | 100.0%                               |
| Q3 2008                                 | 21.3%                   | 99.8%                                |
| Q4 2008                                 | 24.9%                   | 99.2%                                |
| Q1 2009                                 | 28.0%                   | 97.2%                                |
| Q2 2009                                 | 22.2%                   | 89.1%                                |

(1) This percentage is claims received during the quarter shown that have been rescinded as of our most recently completed quarter divided by the total claims received during the quarter shown.

(2) This percentage is claims received during the quarter shown that have been resolved as of our most recently completed quarter divided by the total claims received during the quarter shown. Claims resolved principally consist of claims paid plus claims rescinded.

## Table of Contents

We anticipate that the ever-to-date rescission rate in the more recent quarters will increase as the ever-to-date resolution percentage approaches 100%.

Our estimates could also be positively affected by government efforts to assist current borrowers in refinancing to new loans, assisting delinquent borrowers and lenders in reducing their mortgage payments, and forestalling foreclosures.

One such program is the Home Affordable Modification Program (“HAMP”), which was announced by the US Treasury in early 2009. Some of HAMP’s eligibility criteria require current information about borrowers, such as his or her current income and non-mortgage debt payments. Because the GSEs and servicers do not share such information with us, we cannot determine with certainty the number of loans in our delinquent inventory that are eligible to participate in HAMP. We believe that it could take several months from the time a borrower has made all of the payments during HAMP’s three month “trial modification” period for the loan to be reported to us as a cured delinquency. We are aware of approximately 29,700 loans in our delinquent inventory at December 31, 2009 for which the HAMP trial period has begun and approximately 2,400 delinquent loans have cured their delinquency after entering HAMP. We rely on information provided to us by the GSEs and servicers. We do not receive all of the information from such sources that is required to determine with certainty the number of loans that are participating in, or have successfully completed, HAMP.

In addition, private company efforts may have a positive impact on our loss development. All of the programs, including HAMP, are in their early stages and therefore we are unsure of their magnitude or the benefit to us or our industry, and as a result are not factored into our current reserving.

Loss reserves in the most recent years contain a greater degree of uncertainty, even though the estimates are based on the best available data.

### Premium deficiency reserve

After our reserves are established, we perform premium deficiency calculations using best estimate assumptions as of the testing date. The calculation of premium deficiency reserves requires the use of significant judgments and estimates to determine the present value of future premium and present value of expected losses and expenses on our business. The present value of future premium relies on, among other things, assumptions about persistency and repayment patterns on underlying loans. The present value of expected losses and expenses depends on assumptions relating to severity of claims and claim rates on current defaults, and expected defaults in future periods. These assumptions also include an estimate of expected rescission activity. Assumptions used in calculating the deficiency reserves can be affected by volatility in the current housing and mortgage lending industries. To the extent premium patterns and actual loss experience differ from the assumptions used in calculating the premium deficiency reserves, the differences between the actual results and our estimate will affect future period earnings.

The establishment of premium deficiency reserves is subject to inherent uncertainty and requires judgment by management. The actual amount of claim payments and premium collections may vary significantly from the premium deficiency reserve estimates. Similar to

## Table of Contents

our loss reserve estimates, our estimates for premium deficiency reserves could be adversely affected by several factors, including a deterioration of regional or economic conditions leading to a reduction in borrowers' income and thus their ability to make mortgage payments, and a drop in housing values that could expose us to greater losses. Changes to our estimates could result in material changes in our operations, even in a stable economic environment. Adjustments to premium deficiency reserves estimates are reflected in the financial statements in the years in which the adjustments are made.

As is the case with our loss reserves, as discussed above, the severity of claims and claim rates, as well as persistency for the premium deficiency calculation, are likely to be affected by external events, including actual economic conditions, as well as future rescission activity. However, our estimation process does not include a correlation between these economic conditions and our assumptions because it is our experience that an analysis of that nature would not produce reliable results. In considering the potential sensitivity of the factors underlying management's best estimate of premium deficiency reserves, it is possible that even a relatively small change in estimated claim rate or a relatively small percentage change in estimated claim amount could have a significant impact on the premium deficiency reserve and, correspondingly, on our results of operations. For example, a \$1,000 change in the average severity combined with a 1% change in the average claim rate could change the Wall Street bulk premium deficiency reserve amount by approximately \$97 million. Additionally, a 5% change in the persistency of the underlying loans could change the Wall Street bulk premium deficiency reserve amount by approximately \$13 million. We do not anticipate changes in the discount rate will be significant enough as to result in material changes in the calculation.

### *Revenue recognition*

When a policy term ends, the primary mortgage insurance written by us is renewable at the insured's option through continued payment of the premium in accordance with the schedule established at the inception of the policy term. We have no ability to reunderwrite or reprice these policies after issuance. Premiums written under policies having single and annual premium payments are initially deferred as unearned premium reserve and earned over the policy term. Premiums written on policies covering more than one year are amortized over the policy life in accordance with the expiration of risk which is the anticipated claim payment pattern based on historical experience. Premiums written on annual policies are earned on a monthly pro rata basis. Premiums written on monthly policies are earned as the monthly coverage is provided. When a policy is cancelled, all premium that is non-refundable is immediately earned. Any refundable premium is returned to the lender and will have no effect on earned premium. Policy cancellations also lower the persistency rate which is a variable used in calculating the rate of amortization of deferred policy acquisition costs discussed below. When a policy is rescinded, all previously collected premium is returned to the lender. The liability associated with our estimate of premium to be returned on expected future rescissions is accrued for separately and separate components of this liability are included in "Other liabilities" and "Premium deficiency reserves" on our consolidated balance sheet. Changes in this liability effect premiums written and earned.

Fee income of our non-insurance subsidiaries is earned and recognized as the services are provided and the customer is obligated to pay.

### *Deferred insurance policy acquisition costs*

## [Table of Contents](#)

Costs associated with the acquisition of mortgage insurance policies, consisting of employee compensation and other policy issuance and underwriting expenses, are initially deferred and reported as deferred insurance policy acquisition costs. Deferred insurance policy acquisition costs arising from each book of business is charged against revenue in the same proportion that the underwriting profit for the period of the charge bears to the total underwriting profit over the life of the policies. The underwriting profit and the life of the policies are estimated and are reviewed quarterly and updated when necessary to reflect actual experience and any changes to key variables such as persistency or loss development. Interest is accrued on the unamortized balance of deferred insurance policy acquisition costs.

Because our insurance premiums are earned over time, changes in persistency result in deferred insurance policy acquisition costs being amortized against revenue over a comparable period of time. At December 31, 2009, the persistency rate of our primary mortgage insurance was 84.7%, compared to 84.4% at December 31, 2008. This change did not significantly affect the amortization of deferred insurance policy acquisition costs for the period ended December 31, 2009. A 10% change in persistency would not have a material effect on the amortization of deferred insurance policy acquisition costs in the subsequent year.

If a premium deficiency exists, we reduce the related deferred insurance policy acquisition costs by the amount of the deficiency or to zero through a charge to current period earnings. If the deficiency is more than the deferred insurance policy acquisition costs balance, we then establish a premium deficiency reserve equal to the excess, by means of a charge to current period earnings.

### *Fair Value Measurements*

We adopted fair value accounting guidance that became effective January 1, 2008. This guidance addresses aspects of the expanding application of fair-value accounting. The guidance defines fair value, establishes a consistent framework for measuring fair value and expands disclosure requirements regarding fair-value measurements and provides companies with an option to report selected financial assets and liabilities at fair value with changes in fair value reported in earnings. The option to account for selected financial assets and liabilities at fair value is made on an instrument-by-instrument basis at the time of acquisition. For the years ended December 31, 2009 and 2008, we did not elect the fair value option for any financial instruments acquired for which the primary basis of accounting is not fair value.

In accordance with fair value guidance, we applied the following fair value hierarchy in order to measure fair value for assets and liabilities:

Level 1 — Quoted prices for identical instruments in active markets that we have the ability to access. Financial assets utilizing Level 1 inputs include certain U.S. Treasury securities and obligations of the U.S. government.

Level 2 — Quoted prices for similar instruments in active markets; quoted prices for identical or similar instruments in markets that are not active; and inputs, other than quoted prices, that are observable in the marketplace for the financial instrument. The observable inputs are used in valuation models to calculate the fair value of the financial instruments. Financial assets utilizing Level 2 inputs include certain municipal and corporate bonds.

## [Table of Contents](#)

Level 3 — Valuations derived from valuation techniques in which one or more significant inputs or value drivers are unobservable. Level 3 inputs reflect our own assumptions about the assumptions a market participant would use in pricing an asset or liability. Financial assets utilizing Level 3 inputs include certain state, corporate, auction rate (backed by student loans) and mortgage-backed securities. Non-financial assets which utilize Level 3 inputs include real estate acquired through claim settlement. Additionally, financial liabilities utilizing Level 3 inputs consisted of derivative financial instruments.

To determine the fair value of securities available-for-sale in Level 1 and Level 2 of the fair value hierarchy, independent pricing sources have been utilized. One price is provided per security based on observable market data. To ensure securities are appropriately classified in the fair value hierarchy, we review the pricing techniques and methodologies of the independent pricing sources and believe that their policies adequately consider market activity, either based on specific transactions for the issue valued or based on modeling of securities with similar credit quality, duration, yield and structure that were recently traded. A variety of inputs are utilized including benchmark yields, reported trades, broker/dealer quotes, issuer spreads, two sided markets, benchmark securities, bids, offers and reference data including market research publications. Inputs may be weighted differently for any security, and not all inputs are used for each security evaluation. Market indicators, industry and economic events are also considered. This information is evaluated using a multidimensional pricing model. Quality controls are performed throughout this process which includes reviewing tolerance reports, trading information and data changes, and directional moves compared to market moves. This model combines all inputs to arrive at a value assigned to each security. On a quarterly basis, we perform quality controls over values received from the pricing sources which include reviewing tolerance reports, trading information and data changes, and directional moves compared to market moves. We have not made any adjustments to the prices obtained from the independent pricing sources.

Assets and liabilities classified as Level 3 are as follows:

- Securities available-for-sale classified in Level 3 are not readily marketable and are valued using internally developed models based on the present value of expected cash flows. Our Level 3 securities primarily consist of auction rate securities as observable inputs or value drivers are unavailable due to events described in Note 4. Due to limited market information, we utilized a discounted cash flow (“DCF”) model to derive an estimate of fair value of these assets at December 31, 2009 and 2008. The assumptions used in preparing the DCF model included estimates with respect to the amount and timing of future interest and principal payments, the probability of full repayment of the principal considering the credit quality and guarantees in place, and the rate of return required by investors to own such securities given the current liquidity risk associated with them. The DCF model is based on the following key assumptions.

- Nominal credit risk as securities are ultimately guaranteed by the United States Department of Education;
- Liquidity by December 31, 2011 through December 31, 2014;
- Continued receipt of contractual interest; and
- Discount rates ranging from 2.23% to 3.23%, which include a spread for liquidity risk.

## [Table of Contents](#)

A 1.00% change in the discount rate would change the value of our ARS by approximately \$13.7 million. A two year change to the years to liquidity assumption would change the value of our ARS by approximately \$18.5 million.

- Real estate acquired through claim settlement is fair valued at the lower of our acquisition cost or a percentage of appraised value. The percentage applied to appraised value is based upon our historical sales experience adjusted for current trends.

### *Investment Portfolio*

We categorize our investment portfolio according to our ability and intent to hold the investments to maturity. Investments which we do not have the ability and intent to hold to maturity are considered to be available-for-sale and are reported at fair value and the related unrealized gains or losses are, after considering the related tax expense or benefit, recognized as a component of accumulated other comprehensive income in shareholders' equity. Our entire investment portfolio is classified as available-for-sale. Realized investment gains and losses are reported in income based upon specific identification of securities sold. (See note 4.)

In April 2009, new accounting guidance regarding the recognition and presentation of other-than-temporary impairments were issued. The new guidance require us to separate an other-than-temporary impairment ("OTTI") of a debt security into two components when there are credit related losses associated with the impaired debt security for which we assert that we do not have the intent to sell the security, and it is more likely than not that we will not be required to sell the security before recovery of our cost basis. Under this guidance the amount of the OTTI related to a credit loss is recognized in earnings, and the amount of the OTTI related to other factors (such as changes in interest rates or market conditions) is recorded as a component of other comprehensive income (loss). In instances where no credit loss exists but it is more likely than not that we will have to sell the debt security prior to the anticipated recovery, the decline in fair value below amortized cost is recognized as an OTTI in earnings. In periods after recognition of an OTTI on debt securities, we account for such securities as if they had been purchased on the measurement date of the OTTI at an amortized cost basis equal to the previous amortized cost basis less the OTTI recognized in earnings. For debt securities for which OTTI were recognized in earnings, the difference between the new amortized cost basis and the cash flows expected to be collected will be accreted or amortized into net investment income. This guidance was effective beginning with the quarter ending June 30, 2009.

Each quarter we perform reviews of our investments in order to determine whether declines in fair value below amortized cost were considered other-than-temporary in accordance with applicable guidance. In evaluating whether a decline in fair value is other-than-temporary, we consider several factors including, but not limited to:

- our intent to sell the security or whether it is more likely than not that we will be required to sell the security before recovery;
- extent and duration of the decline;
- failure of the issuer to make scheduled interest or principal payments;
- change in rating below investment grade; and
- adverse conditions specifically related to the security, an industry, or a geographic area.

[Table of Contents](#)

Under the current guidance a debt security impairment is deemed other than temporary if we either intend to sell the security, or it is more likely than not that we will be required to sell the security before recovery or we do not expect to collect cash flows sufficient to recover the amortized cost basis of the security. During 2009 we recognized OTTI in earnings of \$40.9 million and an additional \$1.8 million of OTTI in other comprehensive income. During 2008 we recognized OTTI in earnings of approximately \$65.4 million. There were no OTTI impairment charges on our investment portfolio during 2007.

**Item 7A. Quantitative and Qualitative Disclosures About Market Risk.**

At December 31, 2009, the derivative financial instruments in our investment portfolio were immaterial. We place our investments in instruments that meet high credit quality standards, as specified in our investment policy guidelines; the policy also limits the amount of credit exposure to any one issue, issuer and type of instrument. At December 31, 2009, the modified duration of our fixed income investment portfolio was 3.7 years, which means that an instantaneous parallel shift in the yield curve of 100 basis points would result in a change of 3.7% in the market value of our fixed income portfolio. For an upward shift in the yield curve, the market value of our portfolio would decrease and for a downward shift in the yield curve, the market value would increase.

## Table of Contents

### **Item 8. Financial Statements and Supplementary Data.**

The following consolidated financial statements are filed pursuant to this Item 8:

|   | <u>Page No.</u> |
|---|-----------------|
| <a href="#">Consolidated statements of operations for each of the three years in the period ended December 31, 2009</a>           | 104             |
| <a href="#">Consolidated balance sheets at December 31, 2009 and 2008</a>   | 105             |
| <a href="#">Consolidated statements of shareholders' equity for each of the three years in the period ended December 31, 2009</a> | 106             |
| <a href="#">Consolidated statements of cash flows for each of the three years in the period ended December 31, 2009</a>           | 107             |
| <a href="#">Notes to consolidated financial statements</a>  | 108             |
| <a href="#">Report of independent registered public accounting firm</a>   | 177             |

MGIC INVESTMENT CORPORATION AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF OPERATIONS  
Years Ended December 31, 2009, 2008 and 2007  
(Audited)

|  | 2009   | As adjusted<br>(note 2)<br>2008 | 2007                         |
|--|--|---------------------------------|------------------------------|
|  | (In thousands of dollars, except per share data) |                                 |                              |
| <b>Revenues:</b>   |  |                                 |                              |
| Premiums written:  |  |                                 |                              |
| Direct   | \$ 1,346,191                                     | \$ 1,661,544                    | \$ 1,513,395                 |
| Assumed  | 3,947  | 12,221                          | 3,288                        |
| Ceded (note 9)   | <u>(107,111)</u>                                 | <u>(207,718)</u>                | <u>(170,889)</u>             |
| Net premiums written   | 1,243,027  | 1,466,047                       | 1,345,794                    |
| Decrease (increase) in unearned premiums   | 59,314   | (72,867)                        | (83,404)                     |
| Net premiums earned (note 9)   | <u>1,302,341</u>                                 | <u>1,393,180</u>                | <u>1,262,390</u>             |
| Investment income, net of expenses (note 4)  | 304,678  | 308,517                         | 259,828                      |
| Realized investment gains, net (note 4)  | 92,874   | 52,889                          | 142,195                      |
| Total other-than-temporary impairment losses   | (42,704)   | (65,375)                        | —                            |
| Portion of losses recognized in other comprehensive income (loss), before taxes (note 2) | 1,764  | —                               | —                            |
| Net impairment losses recognized in earnings   | <u>(40,940)</u>                                  | <u>(65,375)</u>                 | <u>—</u>                     |
| Other revenue  | 49,573   | 32,315                          | 28,793                       |
| Total revenues   | <u>1,708,526</u>                                 | <u>1,721,526</u>                | <u>1,693,206</u>             |
| <b>Losses and expenses:</b>  |  |                                 |                              |
| Losses incurred, net (notes 8 and 9)   | 3,379,444  | 3,071,501                       | 2,365,423                    |
| Change in premium deficiency reserves (note 8)   | (261,150)  | (756,505)                       | 1,210,841                    |
| Underwriting and other expenses  | 239,612  | 271,314                         | 309,610                      |
| Reinsurance fee (note 9)   | 26,407   | 1,781                           | —                            |
| Interest expense (notes 6 and 7)   | <u>89,266</u>                                    | <u>81,074</u>                   | <u>41,986</u>                |
| Total losses and expenses  | <u>3,473,579</u>                                 | <u>2,669,165</u>                | <u>3,927,860</u>             |
| Loss before tax and joint ventures   | (1,765,053)                                      | (947,639)                       | (2,234,654)                  |
| Benefit from income taxes (note 12)  | (442,776)  | (397,798)                       | (833,977)                    |
| Income (loss) from joint ventures, net of tax (note 10)                                  | <u>—</u>   | <u>24,486</u>                   | <u>(269,341)</u>             |
| Net loss   | <u><u>\$ (1,322,277)</u></u>                     | <u><u>\$ (525,355)</u></u>      | <u><u>\$ (1,670,018)</u></u> |
| <b>Loss per share (note 13):</b>   |  |                                 |                              |
| Basic  | <u>\$ (10.65)</u>                                | <u>\$ (4.61)</u>                | <u>\$ (20.54)</u>            |
| Diluted  | <u>\$ (10.65)</u>                                | <u>\$ (4.61)</u>                | <u>\$ (20.54)</u>            |
| <b>Weighted average common shares outstanding</b>  |  |                                 |                              |
| - basic (shares in thousands, note 2)  | <u>124,209</u>                                   | <u>113,962</u>                  | <u>81,294</u>                |
| <b>Weighted average common shares outstanding</b>  |  |                                 |                              |
| - diluted (shares in thousands, note 2)  | <u>124,209</u>                                   | <u>113,962</u>                  | <u>81,294</u>                |
| Dividends per share  | <u>\$ —</u>                                      | <u>\$ 0.075</u>                 | <u>\$ 0.775</u>              |

See accompanying notes to consolidated financial statements.

MGIC INVESTMENT CORPORATION AND SUBSIDIARIES  
CONSOLIDATED BALANCE SHEETS  
December 31, 2009 and 2008  
(Audited)

|  | 2009                      | As adjusted<br>(note 2)<br>2008 |
|--|---------------------------|---------------------------------|
|  | (In thousands of dollars) |                                 |
| <b>ASSETS</b>  |                           |                                 |
| Investment portfolio (note 4):   |                           |                                 |
| Securities, available-for-sale, at fair value:   |                           |                                 |
| Fixed maturities (amortized cost, 2009-\$7,091,840; 2008-\$7,120,690)  | \$ 7,251,574              | \$ 7,042,903                    |
| Equity securities (cost, 2009-\$2,892; 2008-\$2,778)   | 2,891                     | 2,633                           |
| Total investment portfolio   | 7,254,465                 | 7,045,536                       |
| Cash and cash equivalents  | 1,185,739                 | 1,097,334                       |
| Accrued investment income  | 79,828                    | 90,856                          |
| Reinsurance recoverable on loss reserves (note 9)  | 332,227                   | 232,988                         |
| Prepaid reinsurance premiums (note 9)  | 3,554                     | 4,416                           |
| Premiums receivable  | 90,139                    | 97,601                          |
| Home office and equipment, net   | 29,556                    | 32,255                          |
| Deferred insurance policy acquisition costs  | 9,022                     | 11,504                          |
| Income taxes recoverable (note 12)   | 275,187                   | 370,473                         |
| Other assets   | 144,702                   | 163,771                         |
| Total assets   | <u>\$9,404,419</u>        | <u>\$9,146,734</u>              |
| <b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>  |                           |                                 |
| Liabilities:   |                           |                                 |
| Loss reserves (notes 8 and 9)  | \$ 6,704,990              | \$ 4,775,552                    |
| Premium deficiency reserves (note 8)   | 193,186                   | 454,336                         |
| Unearned premiums (note 9)   | 280,738                   | 336,098                         |
| Short- and long-term debt (note 6)   | 377,098                   | 698,446                         |
| Convertible debentures (note 7)  | 291,785                   | 272,465                         |
| Other liabilities  | 254,041                   | 175,604                         |
| Total liabilities  | <u>8,101,838</u>          | <u>6,712,501</u>                |
| Contingencies (note 15)  |                           |                                 |
| Shareholders' equity (note 13):  |                           |                                 |
| Common stock, \$1 par value, shares authorized 460,000,000; shares issued 2009 - 130,163,060; 2008 - 130,118,744; outstanding 2009 - 125,101,057; 2008 - 125,068,350 | 130,163                   | 130,119                         |
| Paid-in capital  | 443,294                   | 440,542                         |
| Treasury stock (shares at cost 2009 - 5,062,003; 2008 - 5,050,394)   | (269,738)                 | (276,873)                       |
| Accumulated other comprehensive income (loss), net of tax (note 2)   | 74,155                    | (106,789)                       |
| Retained earnings  | 924,707                   | 2,247,234                       |
| Total shareholders' equity   | <u>1,302,581</u>          | <u>2,434,233</u>                |
| Total liabilities and shareholders' equity   | <u>\$9,404,419</u>        | <u>\$9,146,734</u>              |

See accompanying notes to consolidated financial statements.

[Table of Contents](#)

MGIC INVESTMENT CORPORATION AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY  
Years Ended December 31, 2007, 2008 and 2009  
(Audited)

|  | Common<br>stock           | Paid-in<br>capital | Treasury<br>stock   | Accumulated<br>other<br>comprehensive<br>income (loss) (note 2) | Retained<br>earnings | Comprehensive<br>loss |
|--|---------------------------|--------------------|---------------------|---|----------------------|-----------------------|
|  | (In thousands of dollars) |                    |                     |   |                      |                       |
| Balance, December 31, 2006                                     | \$ 123,029                | \$ 310,394         | \$ (2,201,966)      | \$ 65,789   | \$ 5,998,631         |                       |
| Net loss   | —                         | —                  | —                   | —   | (1,670,018)          | \$ (1,670,018)        |
| Change in unrealized investment gains and losses, net          | —                         | —                  | —                   | (17,767)  | —                    | (17,767)              |
| Dividends declared   | —                         | —                  | —                   | —   | (63,819)             |                       |
| Common stock shares issued                                     | 38                        | 2,205              | —                   | —   | —                    |                       |
| Repurchase of outstanding common shares                        | —                         | —                  | (75,659)            | —   | —                    |                       |
| Reissuance of treasury stock                                   | —                         | (14,187)           | 11,261              | —   | —                    |                       |
| Equity compensation  | —                         | 18,237             | —                   | —   | —                    |                       |
| Defined benefit plan adjustments, net                          | —                         | —                  | —                   | 14,561  | —                    | 14,561                |
| Change in the liability for unrecognized tax benefits          | —                         | —                  | —                   | —   | 85,522               |                       |
| Unrealized foreign currency translation adjustment             | —                         | —                  | —                   | 8,456   | —                    | 8,456                 |
| Other  | —                         | —                  | —                   | (364)   | —                    | (364)                 |
| Comprehensive loss   | —                         | —                  | —                   | —   | —                    | <u>\$ (1,665,132)</u> |
| Balance, December 31, 2007                                     | \$ 123,067                | \$ 316,649         | \$ (2,266,364)      | \$ 70,675   | \$ 4,350,316         |                       |
| Net loss   | —                         | —                  | —                   | —   | (518,914)            | (518,914)             |
| Change in unrealized investment gains and losses, net          | —                         | —                  | —                   | (116,939)   | —                    | (116,939)             |
| Dividends declared (note 13)                                   | —                         | —                  | —                   | —   | (8,159)              |                       |
| Common stock shares issued (note 13)                           | 7,052                     | 68,706             | —                   | —   | —                    |                       |
| Reissuance of treasury stock                                   | —                         | (41,686)           | 1,989,491           | —   | (1,569,567)          |                       |
| Equity compensation  | —                         | 20,562             | —                   | —   | —                    |                       |
| Defined benefit plan adjustments, net                          | —                         | —                  | —                   | (44,649)  | —                    | (44,649)              |
| Unrealized foreign currency translation adjustment             | —                         | —                  | —                   | (16,354)  | —                    | (16,354)              |
| Other  | —                         | 2,836              | —                   | 478   | —                    | 478                   |
| Comprehensive loss   | —                         | —                  | —                   | —   | —                    | <u>\$ (696,378)</u>   |
| Balance, December 31, 2008 (as originally reported)            | \$ 130,119                | \$ 367,067         | \$ (276,873)        | \$ (106,789)  | \$ 2,253,676         |                       |
| Cumulative effect of accounting change (convertible debt)      | —                         | 73,475             | —                   | —   | (6,442)              |                       |
| Balance, December 31, 2008 (as adjusted)                       | \$ 130,119                | \$ 440,542         | \$ (276,873)        | \$ (106,789)  | \$ 2,247,234         |                       |
| Net loss   | —                         | —                  | —                   | —   | (1,322,277)          | (1,322,277)           |
| Change in unrealized investment gains and losses, net (note 4) | —                         | —                  | —                   | 154,358   | —                    | 154,358               |
| Noncredit component of impairment losses, net (note 4)         | —                         | —                  | —                   | (1,764)   | —                    | (1,764)               |
| Common stock shares issued upon debt conversion (note 7)       | 44                        | 263                | —                   | —   | —                    |                       |
| Reissuance of treasury stock (13)                              | —                         | (11,613)           | 7,135               | —   | (545)                |                       |
| Equity compensation (note 13)                                  | —                         | 14,102             | —                   | —   | —                    |                       |
| Defined benefit plan adjustments, net (note 11)                | —                         | —                  | —                   | 10,704  | —                    | 10,704                |
| Unrealized foreign currency translation adjustment             | —                         | —                  | —                   | 17,646  | —                    | 17,646                |
| Other  | —                         | —                  | —                   | —   | 295                  | —                     |
| Comprehensive loss   | —                         | —                  | —                   | —   | —                    | <u>\$ (1,141,333)</u> |
| Balance, December 31, 2009                                     | <u>\$ 130,163</u>         | <u>\$ 443,294</u>  | <u>\$ (269,738)</u> | <u>\$ 74,155</u>  | <u>\$ 924,707</u>    |                       |

See accompanying notes to consolidated financial statements.



MGIC INVESTMENT CORPORATION AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF CASH FLOWS  
Years Ended December 31, 2009, 2008 and 2007  
(Audited)

|  | 2009                | 2008                      | 2007              |
|--|---------------------|---------------------------|-------------------|
|  |                     | (In thousands of dollars) |                   |
| <b>Cash flows from operating activities:</b>   |                     |                           |                   |
| Net loss   | \$(1,322,277)       | \$ (525,355)              | \$(1,670,018)     |
| <b>Adjustments to reconcile net loss to net cash provided by operating activities:</b> |                     |                           |                   |
| Amortization of deferred insurance policy acquisition costs                            | 8,204               | 10,024                    | 12,922            |
| Capitalized deferred insurance policy acquisition costs                                | (5,722)             | (10,360)                  | (11,321)          |
| Depreciation and other amortization  | 60,349              | 33,688                    | 24,695            |
| Decrease (increase) in accrued investment income                                       | 11,028              | (18,027)                  | (8,183)           |
| Increase in reinsurance recoverable on loss reserves                                   | (99,239)            | (197,744)                 | (21,827)          |
| Decrease in prepaid reinsurance premiums   | 862                 | 4,299                     | 905               |
| Decrease (increase) in premium receivable  | 7,462               | 9,732                     | (19,262)          |
| Decrease (increase) in real estate acquired  | 29,028              | 112,340                   | (25,992)          |
| Increase in loss reserves  | 1,929,438           | 2,133,073                 | 1,516,764         |
| (Decrease) increase in premium deficiency reserve                                      | (261,150)           | (756,505)                 | 1,210,841         |
| (Decrease) increase in unearned premiums   | (55,360)            | 63,865                    | 82,572            |
| Deferred tax provision (benefit)   | 176,279             | 411,683                   | (515,291)         |
| (Increase) decrease in income taxes recoverable (current)                              | (179,006)           | 140,460                   | (302,099)         |
| Equity (earnings) losses from joint ventures   | —                   | (33,794)                  | 424,346           |
| Distributions from joint ventures  | —                   | 22,195                    | 51,512            |
| Realized investment gains, excluding other-than-temporary impairments                  | (92,874)            | (52,889)                  | (142,195)         |
| Net investment impairment losses   | 40,940              | 65,375                    | —                 |
| Other  | 81,992              | (47,152)                  | 23,602            |
| <b>Net cash provided by operating activities</b>                                       | <b>329,954</b>      | <b>1,364,908</b>          | <b>631,971</b>    |
| <b>Cash flows from investing activities:</b>   |                     |                           |                   |
| Purchase of equity securities  | (1,387)             | (89)                      | (95)              |
| Purchase of fixed maturities   | (4,147,412)         | (3,592,600)               | (2,721,294)       |
| Additional investment in joint ventures  | —                   | (546)                     | (3,903)           |
| Proceeds from sale of investment in joint ventures                                     | —                   | 150,316                   | 240,800           |
| Proceeds from sale of equity securities  | 1,273               | —                         | —                 |
| Note receivable from joint ventures  | —                   | —                         | (50,000)          |
| Proceeds from sale of fixed maturities   | 3,663,239           | 1,724,780                 | 1,690,557         |
| Proceeds from maturity of fixed maturities   | 554,980             | 413,328                   | 331,427           |
| Net (decrease) increase in payable for securities                                      | (17,890)            | 19,547                    | (1,262)           |
| <b>Net cash provided by (used in) investing activities</b>                             | <b>52,803</b>       | <b>(1,285,264)</b>        | <b>(513,770)</b>  |
| <b>Cash flows from financing activities:</b>   |                     |                           |                   |
| Dividends paid to shareholders   | —                   | (8,159)                   | (63,819)          |
| (Repayment of) proceeds from note payable  | (200,000)           | (100,000)                 | 300,000           |
| Repayment of long-term debt  | (94,352)            | —                         | (200,000)         |
| Repayment of short-term debt   | —                   | —                         | (87,110)          |
| Net proceeds from convertible debentures   | —                   | 377,199                   | —                 |
| Proceeds from reissuance of treasury stock   | —                   | 383,959                   | 1,484             |
| Payments for repurchase of common stock  | —                   | —                         | (75,659)          |
| Common stock shares issued   | —                   | 75,758                    | 2,098             |
| <b>Net cash (used in) provided by financing activities</b>                             | <b>(294,352)</b>    | <b>728,757</b>            | <b>(123,006)</b>  |
| <b>Net increase (decrease) in cash and cash equivalents</b>                            | <b>88,405</b>       | <b>808,401</b>            | <b>(4,805)</b>    |
| <b>Cash and cash equivalents at beginning of year</b>                                  | <b>1,097,334</b>    | <b>288,933</b>            | <b>293,738</b>    |
| <b>Cash and cash equivalents at end of year</b>  | <b>\$ 1,185,739</b> | <b>\$ 1,097,334</b>       | <b>\$ 288,933</b> |

See accompanying notes to consolidated financial statements.

MGIC INVESTMENT CORPORATION AND SUBSIDIARIES  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
December 31, 2009, 2008 and 2007

**1. Nature of business**

MGIC Investment Corporation is a holding company which, through Mortgage Guaranty Insurance Corporation (“MGIC”) and several other subsidiaries, is principally engaged in the mortgage insurance business. We provide mortgage insurance to lenders throughout the United States and to government sponsored entities (“GSEs”) to protect against loss from defaults on low down payment residential mortgage loans. In 2007, we began providing mortgage insurance to lenders in Australia. In view of our need to dedicate capital to our domestic mortgage insurance operations, we have reduced our Australian headcount and are no longer writing new business in Australia. Our Australian operations are included in our consolidated financial statements; however they are not material to our consolidated results. Through certain other non-insurance subsidiaries, we also provide various services for the mortgage finance industry, such as contract underwriting and portfolio analysis and retention. Our principal product is primary mortgage insurance. Primary mortgage insurance may be written through the flow market channel, in which loans are insured in individual, loan-by-loan transactions. Primary mortgage insurance may also be written through the bulk market channel, in which portfolios of loans are individually insured in single, bulk transactions. Prior to 2008, we wrote significant volume through the bulk channel, substantially all of which was Wall Street bulk business, which we discontinued writing in 2007. We did not write any business through the bulk channel during 2009. Prior to 2009, we also wrote pool mortgage insurance. We wrote an insignificant amount of pool business during 2009.

At December 31, 2009, our direct domestic primary insurance in force (representing the principal balance in our records of all mortgage loans that we insure) and direct domestic primary risk in force (representing the insurance in force multiplied by the insurance coverage percentage) was approximately \$212.2 billion and \$54.3 billion, respectively. Our direct pool risk in force at December 31, 2009 was approximately \$1.7 billion. Our risk in force in Australia at December 31, 2009 was approximately \$1.1 billion which represents the risk associated with 100% coverage on the insurance in force. However the mortgage insurance we provided in Australia only covers the unpaid loan balance after the sale of the underlying property.

We have considered subsequent events through the date of this filing.

Capital

At December 31, 2009, MGIC’s policyholders position exceeded the required regulatory minimum by approximately \$213 million, and we exceeded the required minimum by approximately \$300 million on a combined statutory basis. (The

combined figures give effect to reinsurance with subsidiaries of our holding company.) At December 31, 2009 MGIC's risk-to-capital was 19.4:1 and was 22.1:1 on a combined statutory basis.

For some time, we have been working to implement a plan to write new mortgage insurance in MGIC Indemnity Corporation ("MIC"), a wholly owned subsidiary of MGIC, which is driven by our belief that in the future MGIC will not meet minimum regulatory capital requirements to write new business and may not be able to obtain appropriate waivers of these requirements in all jurisdictions in which they are present. Absent the waiver granted by the Office of the Commissioner of Insurance for the State of Wisconsin ("OCI") referred to below, a failure to meet Wisconsin's minimum capital requirements would have prevented MGIC from writing new business anywhere. Also, absent a waiver in a particular jurisdiction, failure of MGIC to meet minimum capital requirements of that jurisdiction would prevent MGIC from writing business there. In addition to Wisconsin, these minimum capital requirements are present in 16 jurisdictions while the remaining jurisdictions in which MGIC does business do not have specific capital requirements applicable to mortgage insurers. Before MIC can begin writing new business, it must obtain or update licenses in the jurisdictions where it will transact business.

In October 2009, we, MGIC and MIC entered into an agreement with Fannie Mae (the "Fannie Mae Agreement") under which MGIC agreed to contribute \$200 million to MIC (which MGIC has done) and Fannie Mae approved MIC as an eligible mortgage insurer through December 31, 2011 subject to the terms of the Fannie Mae Agreement. Under the Fannie Mae Agreement, MIC will be eligible to write mortgage insurance only in those 16 other jurisdictions in which MGIC cannot write new insurance due to MGIC's failure to meet regulatory capital requirements applicable to mortgage insurers and if MGIC fails to obtain relief from those requirements or a specified waiver of them.

On February 11, 2010, Freddie Mac notified (the "Freddie Mac Notification") MGIC that we may utilize MIC to write new business in states in which MGIC does not meet minimum regulatory capital requirements to write new business and does not obtain appropriate waivers of those requirements. This conditional approval to use MIC as a "Limited Insurer" will expire December 31, 2012 and includes terms substantially similar to those in the Fannie Mae Agreement.

## Table of Contents

In December 2009, the OCI issued an order waiving, until December 31, 2011, the requirement that MGIC maintain a specific level of minimum policyholders position to write new business. The waiver may be modified, terminated or extended by the OCI in its sole discretion. In December 2009, the OCI also approved a transaction under which MIC will be eligible to write new mortgage guaranty insurance policies only in jurisdictions where MGIC does not meet minimum capital requirements similar to those waived by the OCI and does not obtain a waiver of those requirements from that jurisdiction's regulatory authority. MGIC has applied for waivers in all jurisdictions that have the regulatory capital requirements. MGIC has received similar waivers from some of these states. These waivers expire at various times, with the earliest expiration being December 31, 2010. Some jurisdictions have denied the request because a waiver is not authorized under the jurisdictions' statutes or regulations and others may deny the request on other grounds. There can be no assurances that MIC will receive the necessary approvals from any or all of the jurisdictions in which MGIC would be prohibited from continuing to write new business due to MGIC's failure to meet applicable regulatory capital requirements or obtain waivers of those requirements.

Under the Fannie Mae Agreement, MIC has been approved as an eligible mortgage insurer only through December 31, 2011 and Freddie Mac has approved MIC as a "Limited Insurer" only through December 31, 2012. Whether MIC will continue as an eligible mortgage insurer after these dates will be determined by the applicable GSE's mortgage insurer eligibility requirements then in effect. Further, under the Fannie Mae Agreement and the Freddie Mac Notification, MGIC cannot capitalize MIC with more than the \$200 million contribution without prior approval from each GSE, which limits the amount of business MIC can write. Depending on the level of losses that MGIC experiences in the future, however, it is possible that regulatory action by one or more jurisdictions, including those that do not have specific regulatory capital requirements applicable to mortgage insurers, may prevent MGIC from continuing to write new insurance in some or all of the jurisdictions in which MIC is not eligible to write business.

A failure to meet the specific minimum regulatory capital requirements to insure new business does not mean that MGIC does not have sufficient resources to pay claims on its insurance. Even in scenarios in which losses materially exceed those that would result in not meeting such requirements, we believe that we have claims paying resources at MGIC that exceed our claim obligations on our insurance in force. Our estimates of our claims paying resources and claim obligations are based on various assumptions. These assumptions include our anticipated rescission activity, future housing values and future unemployment rates. These assumptions are subject to inherent uncertainty and require judgment by management. Current conditions in the domestic economy make the assumptions about housing values and unemployment more volatile than they would otherwise be. Our anticipated rescission activity is also subject to volatility.

Historically, claims submitted to us on policies we rescinded were not a material portion of our claims resolved during a year. However, beginning in 2008 rescissions have materially mitigated our paid and incurred losses. In 2009, rescissions mitigated

our paid losses by \$1.2 billion, which includes amounts that would have resulted in either a claim payment or been charged to a deductible under a bulk or pool policy, and may have been charged to a captive reinsurer. Our loss reserving methodology incorporates the effects rescission activity is expected to have on the losses we will pay on our delinquent inventory. A variance between ultimate actual rescission rates and these estimates could materially affect our losses. In addition, if the insured disputes our right to rescind coverage, whether the requirements to rescind are met ultimately would be determined by legal proceedings. Objections to rescission may be made several years after we have rescinded an insurance policy. Countrywide and an affiliate (“Countrywide”) has filed a lawsuit against MGIC alleging that MGIC has denied, and continues to deny, valid mortgage insurance claims. We have filed an arbitration case against Countrywide regarding rescissions. For more information about this lawsuit and arbitration case, see Note 15. In addition, we continue to have discussions with other lenders regarding their objections to rescissions that in the aggregate are material and are involved in arbitration proceedings with respect to an amount of rescissions that is not material.

Our senior management believes that our capital plans described above will be feasible and that we will be able to continue to write new business through the end of 2010. We can, however, give no assurance in this regard and higher losses, adverse changes in our relationship with the GSEs, or reduced benefit from rescission activity, among other factors, could result in senior management’s belief not being realized.

See additional disclosure regarding statutory capital in Note 13 — “Shareholders’ equity, dividend restrictions and statutory capital”.

Holding company liquidity

At December 31, 2009, we had approximately \$84 million in short-term investments at our holding company. These investments are virtually all of our holding company’s liquid assets. As of December 31, 2009, our holding company’s obligations included \$78.4 million of debt which is scheduled to mature in September 2011 and \$300 million of Senior Notes due in November 2015, both of which must be serviced pending scheduled maturity. On an annual basis, as of December 31, 2009 our use of funds at the holding company for interest payments on our Senior Notes approximated \$21 million. See Note 7 for a discussion of our election to defer payment of interest on our \$389.5 million in junior convertible debentures due in 2063.

The senior notes and convertible debentures, discussed in Notes 6 and 7, are obligations of our holding company, and not of its subsidiaries. Payment of dividends from our insurance subsidiaries, which historically has been the principal source of our holding company cash inflow, is restricted by insurance regulation. MGIC is the principal source of dividend-paying capacity. During the first three quarters of 2008, MGIC paid three quarterly dividends of \$15 million each to our holding company, which increased the cash resources of our holding company. MGIC paid no such dividends in 2009. In 2010 and 2011, MGIC cannot pay any dividends to our holding company without approval from the OCI. There can be no assurances that such approvals can be obtained in order to service the debt at our holding company. In addition, under the terms of the Fannie Mae Agreement and the Freddie Mac Notification, MGIC may not pay dividends to our holding company without the GSE’s approval, however the GSEs

have consented to dividends of not more than \$100 million in the aggregate to purchase existing debt obligations of our holding company or to pay such obligations at maturity.

**2. Basis of presentation and summary of significant accounting policies**

The accompanying financial statements have been prepared on the basis of accounting principles generally accepted in the United States of America (GAAP). In accordance with GAAP, we are required to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting periods. Actual results could differ from those estimates.

**Principles of consolidation**

The consolidated financial statements include the accounts of MGIC Investment Corporation and its majority-owned subsidiaries. All intercompany transactions have been eliminated. Historically, our investments in joint ventures and related loss or income from joint ventures principally consisted of our investment and related earnings in two less than majority owned joint ventures, Credit-Based Asset Servicing and Securitization LLC (C-BASS), and Sherman Financial Group LLC (Sherman). In 2007, joint venture losses included an impairment charge equal to our entire equity interest in C-BASS, as well as equity losses incurred by C-BASS in the fourth quarter that reduced the carrying value of our \$50 million note from C-BASS to zero. As a result, beginning in 2008, our joint venture income principally consisted of income from Sherman. In August of 2008, we sold our entire interest in Sherman to Sherman. Our equity in the earnings of joint ventures is shown separately, net of tax, on the statement of operations. (See note 10.)

**Fair Value Measurements**

We adopted fair value accounting guidance that became effective January 1, 2008. This guidance addresses aspects of the expanding application of fair-value accounting. The guidance defines fair value, establishes a consistent framework for measuring fair value and expands disclosure requirements regarding fair-value measurements and provides companies with an option to report selected financial assets and liabilities at fair value with changes in fair value reported in earnings. The option to account for selected financial assets and liabilities at fair value is made on an instrument-by-instrument basis at the time of acquisition. For the years ended December 31, 2009 and 2008, we did not elect the fair value option for any financial instruments acquired for which the primary basis of accounting is not fair value.

In accordance with fair value guidance, we applied the following fair value hierarchy in order to measure fair value for assets and liabilities:

Level 1 — Quoted prices for identical instruments in active markets that we have the ability to access. Financial assets utilizing Level 1 inputs include certain U.S. Treasury securities and obligations of the U.S. government.

## Table of Contents

Level 2 — Quoted prices for similar instruments in active markets; quoted prices for identical or similar instruments in markets that are not active; and inputs, other than quoted prices, that are observable in the marketplace for the financial instrument. The observable inputs are used in valuation models to calculate the fair value of the financial instruments. Financial assets utilizing Level 2 inputs include certain municipal and corporate bonds.

Level 3 — Valuations derived from valuation techniques in which one or more significant inputs or value drivers are unobservable. Level 3 inputs reflect our own assumptions about the assumptions a market participant would use in pricing an asset or liability. Financial assets utilizing Level 3 inputs include certain state, corporate, auction rate (backed by student loans) and mortgage-backed securities. Non-financial assets which utilize Level 3 inputs include real estate acquired through claim settlement. Additionally, financial liabilities utilizing Level 3 inputs consisted of derivative financial instruments.

To determine the fair value of securities available-for-sale in Level 1 and Level 2 of the fair value hierarchy, independent pricing sources have been utilized. One price is provided per security based on observable market data. To ensure securities are appropriately classified in the fair value hierarchy, we review the pricing techniques and methodologies of the independent pricing sources and believe that their policies adequately consider market activity, either based on specific transactions for the issue valued or based on modeling of securities with similar credit quality, duration, yield and structure that were recently traded. A variety of inputs are utilized including benchmark yields, reported trades, non-binding broker/dealer quotes, issuer spreads, two sided markets, benchmark securities, bids, offers and reference data including market research publications. Inputs may be weighted differently for any security, and not all inputs are used for each security evaluation. Market indicators, industry and economic events are also considered. This information is evaluated using a multidimensional pricing model. Quality controls are performed throughout this process which include reviewing tolerance reports, trading information and data changes, and directional moves compared to market moves. This model combines all inputs to arrive at a value assigned to each security. In addition, on a quarterly basis, we perform quality controls over values received from the pricing sources which include reviewing tolerance reports, trading information and data changes, and directional moves compared to market moves. We have not made any adjustments to the prices obtained from the independent pricing sources.

Assets and liabilities classified as Level 3 are as follows:

- Securities available-for-sale classified in Level 3 are not readily marketable and are valued using internally developed models based on the present value of expected cash flows. Our Level 3 securities primarily consist of auction rate securities as observable inputs or value drivers are unavailable due to events described in Note 4 — “Investments”. Due to limited market information, we utilized a discounted cash flow (“DCF”) model to derive an estimate of fair value of these assets at December 31,

## Table of Contents

2009 and 2008. The assumptions used in preparing the DCF model included estimates with respect to the amount and timing of future interest and principal payments, the probability of full repayment of the principal considering the credit quality and guarantees in place, and the rate of return required by investors to own such securities given the current liquidity risk associated with them. The DCF model is based on the following key assumptions.

- § Nominal credit risk as securities are ultimately guaranteed by the United States Department of Education;
  - § Liquidity by December 31, 2011 through December 31, 2014;
  - § Continued receipt of contractual interest; and
  - § Discount rates ranging from 2.23% to 3.23%, which include a spread for liquidity risk.
- Real estate acquired through claim settlement is fair valued at the lower of our acquisition cost or a percentage of appraised value. The percentage applied to appraised value is based upon our historical sales experience adjusted for current trends.

### **Investments**

We categorize our investment portfolio according to our ability and intent to hold the investments to maturity. Investments which we do not have the ability and intent to hold to maturity are considered to be available-for-sale and are reported at fair value and the related unrealized gains or losses are, after considering the related tax expense or benefit, recognized as a component of accumulated other comprehensive income in shareholders' equity. Our entire investment portfolio is classified as available-for-sale. Realized investment gains and losses are reported in income based upon specific identification of securities sold. (See note 4.)

In April 2009, new accounting guidance regarding the recognition and presentation of other-than-temporary impairments was issued. This guidance was effective beginning with the quarter ending June 30, 2009. The new guidance requires us to separate an other-than-temporary impairment ("OTTI") of a debt security into two components when there are credit related losses associated with the impaired debt security for which we assert that we do not have the intent to sell the security, and it is more likely than not that we will not be required to sell the security before recovery of our cost basis. Under this guidance the amount of the OTTI related to a credit loss is recognized in earnings, and the amount of the OTTI related to other factors (such as changes in interest rates or market conditions) is recorded as a component of other comprehensive income (loss). In instances where no credit loss exists but it is more likely than not that we will have to sell the debt security prior to the anticipated recovery, the decline in fair value below amortized cost is recognized as an OTTI in earnings. In periods after recognition of an OTTI on debt securities, we account for such securities as if they had been purchased on the measurement date of the OTTI at an amortized cost basis equal to the previous amortized cost basis less the OTTI recognized in earnings. For debt securities for which OTTI were recognized in

earnings, the difference between the new amortized cost basis and the cash flows expected to be collected will be accreted into net investment income. Each quarter we perform reviews of our investments in order to determine whether declines in fair value below amortized cost were considered other-than-temporary in accordance with applicable guidance. In evaluating whether a decline in fair value is other-than-temporary, we consider several factors including, but not limited to:

- § our intent to sell the security or whether it is more likely than not that we will be required to sell the security before recovery;
- § extent and duration of the decline;
- § failure of the issuer to make scheduled interest or principal payments;
- § change in rating below investment grade; and
- § adverse conditions specifically related to the security, an industry, or a geographic area.

Under the current guidance a debt security impairment is deemed other than temporary if (1) we either intend to sell the security, or it is more likely than not that we will be required to sell the security before recovery or (2) we do not expect to collect cash flows sufficient to recover the amortized cost basis of the security.

#### **Home office and equipment**

Home office and equipment is carried at cost net of depreciation. For financial statement reporting purposes, depreciation is determined on a straight-line basis for the home office, equipment and data processing hardware over estimated lives of 45, 5 and 3 years, respectively. For income tax purposes, we use accelerated depreciation methods.

Home office and equipment is shown net of accumulated depreciation of \$60.1 million, \$56.3 million and \$51.7 million at December 31, 2009, 2008 and 2007, respectively. Depreciation expense for the years ended December 31, 2009, 2008 and 2007 was \$4.3 million, \$4.5 million and \$4.4 million, respectively.

#### **Deferred insurance policy acquisition costs**

Costs associated with the acquisition of mortgage insurance business, consisting of employee compensation and other policy issuance and underwriting expenses, are initially deferred and reported as deferred insurance policy acquisition costs ("DAC"). For each underwriting year book of business, these costs are amortized to income in proportion to estimated gross profits over the estimated life of the policies. We utilize anticipated investment income in our calculation. This includes accruing interest on the unamortized balance of DAC. The estimates for each underwriting year are reviewed quarterly and updated when necessary to reflect actual experience and any changes to key variables such as persistency or loss development. If a premium deficiency exists, we reduce the related DAC by the amount of the deficiency or to zero through a charge to current period earnings. If the deficiency is more than the related DAC balance, we then establish a premium deficiency reserve equal to the excess, by means of a charge to current period earnings.

During 2009, 2008 and 2007, we amortized \$8.2 million, \$10.0 million and \$12.9 million, respectively, of deferred insurance policy acquisition costs.

**Loss reserves**

Reserves are established for reported insurance losses and loss adjustment expenses based on when we receive notices of default on insured mortgage loans. A default is defined as an insured loan with a mortgage payment that is 45 days or more past due. Reserves are also established for estimated losses incurred on notices of default not yet reported to us. In accordance with GAAP for the mortgage insurance industry, we do not establish loss reserves for future claims on insured loans which are not currently in default. Loss reserves are established by our estimate of the number of loans in our inventory of delinquent loans that will result in a claim payment, which is referred to as the claim rate, and further estimating the amount of the claim payment, which is referred to as claim severity. Our loss estimates are established based upon historical experience, including rescission activity. Amounts for salvage recoverable are considered in the determination of the reserve estimates. Adjustments to reserve estimates are reflected in the financial statements in the years in which the adjustments are made. The liability for reinsurance assumed is based on information provided by the ceding companies.

The incurred but not reported (“IBNR”) reserves result from defaults occurring prior to the close of an accounting period, but which have not been reported to us. Consistent with reserves for reported defaults, IBNR reserves are established using estimated claims rate and claim amounts for the estimated number of defaults not reported.

Reserves also provide for the estimated costs of settling claims, including legal and other expenses and general expenses of administering the claims settlement process. (See note 8.)

**Premium deficiency reserves**

After our loss reserves are initially established, we perform premium deficiency tests using our best estimate assumptions as of the testing date. Premium deficiency reserves are established, if necessary, when the present value of expected future losses and expenses exceeds the present value of expected future premium and already established reserves. The discount rate used in the calculation of the premium deficiency reserve was based upon our pre-tax investment yield at December 31, 2009 and 2008, respectively. Products are grouped for premium deficiency purposes based on similarities in the way the products are acquired, serviced and measured for profitability.

Calculations of premium deficiency reserves requires the use of significant judgments and estimates to determine the present value of future premium and present value of expected losses and expenses on our business. The present value of future premium relies on, among other factors, assumptions about persistency and repayment patterns on underlying loans. The present value of expected losses and

expenses depends on assumptions relating to severity of claims and claim rates on current defaults, and expected defaults in future periods. These assumptions also include an estimate of expected rescission activity. Assumptions used in calculating the deficiency reserves can be affected by volatility in the current housing and mortgage lending industries and these affects could be material. To the extent premium patterns and actual loss experience differ from the assumptions used in calculating the premium deficiency reserves, the differences between the actual results and our estimate will affect future period earnings. (See note 8.)

**Revenue recognition**

Our insurance subsidiaries write policies which are guaranteed renewable contracts at the insured's option on a single, annual or monthly premium basis. The insurance subsidiaries have no ability to reunderwrite or reprice these contracts. Premiums written on a single premium basis and an annual premium basis are initially deferred as unearned premium reserve and earned over the policy term. Premiums written on policies covering more than one year are amortized over the policy life in accordance with the expiration of risk which is the anticipated claim payment pattern based on historical experience. Premiums written on annual policies are earned on a monthly pro rata basis. Premiums written on monthly policies are earned as coverage is provided. When a policy is cancelled, all premium that is non-refundable is immediately earned. Any refundable premium is returned to the lender and will have no effect on earned premium. Policy cancellations also lower the persistency rate which is a variable used in calculating the rate of amortization of deferred insurance policy acquisition costs. When a policy is rescinded, all previously collected premium is returned to the lender. The liability associated with our estimate of premium to be returned on expected future rescissions is accrued for separately and separate components of this liability are included in "Other liabilities" and "Premium deficiency reserves" on our consolidated balance sheet. Changes in this liability affect premiums written and earned.

Fee income of our non-insurance subsidiaries is earned and recognized as the services are provided and the customer is obligated to pay. Fee income consists primarily of contract underwriting and related fee-based services provided to lenders and is included in "Other revenue" on the statement of operations.

**Income taxes**

We file a consolidated federal income tax return with our domestic subsidiaries. Our foreign subsidiaries file separate tax returns in their respective jurisdictions. A formal tax sharing agreement exists between us and our domestic subsidiaries. Each subsidiary determines income taxes based upon the utilization of all tax deferral elections available. This assumes tax and loss bonds are purchased and held to the extent they would have been purchased and held on a separate company basis since the tax sharing agreement provides that the redemption or non-purchase of such bonds shall not increase such member's separate taxable income and tax liability on a separate company basis.

Federal tax law permits mortgage guaranty insurance companies to deduct from taxable income, subject to certain limitations, the amounts added to contingency loss reserves, which are recorded for regulatory purposes. Generally, the amounts so deducted must be included in taxable income in the tenth subsequent year. However, to the extent incurred losses exceed 35% of net premiums earned in a calendar year, early withdrawals may be made from the contingency reserves with regulatory approval, which would lead to amounts being included in taxable income earlier than the tenth year. The deduction is allowed only to the extent that U.S. government non-interest bearing tax and loss bonds are purchased and held in an amount equal to the tax benefit attributable to such deduction. We account for these purchases as a payment of current federal income taxes.

Deferred income taxes are provided under the liability method, which recognizes the future tax effects of temporary differences between amounts reported in the financial statements and the tax bases of these items. The expected tax effects are computed at the current federal tax rate. We review the need to establish a deferred tax asset valuation allowance on a quarterly basis. We include an analysis of several factors, among which are the severity and frequency of operating losses, our capacity for the carryback or carryforward of any losses, the expected occurrence of future income or loss and available tax planning alternatives. As discussed in Note 12 —“Income Taxes”, we have reduced our benefit from income tax by establishing a valuation allowance during 2009.

We provide for uncertain tax positions and the related interest and penalties based on our assessment of whether a tax benefit is more likely than not to be sustained under any examination by taxing authorities. (See note 12.)

#### **Benefit plans**

We have a non-contributory defined benefit pension plan covering substantially all domestic employees, as well as a supplemental executive retirement plan. Retirement benefits are based on compensation and years of service. We recognize these retirement benefit costs over the period during which employees render the service that qualifies them for benefits. Our policy is to fund pension cost as required under the Employee Retirement Income Security Act of 1974.

We offer both medical and dental benefits for retired domestic employees, their spouses and eligible dependents. Under the plan retirees pay a premium for these benefits. In October 2008 we amended our postretirement benefit plan. The amendment, which was effective January 1, 2009, terminates the benefits provided to retirees once they reach the age of 65. This amendment reduced our accumulated postretirement benefit obligation as of December 31, 2008. The amendment also reduced our net periodic benefit cost in 2009 and will reduce our net periodic benefit costs in future periods. We accrue the estimated costs of retiree medical and life benefits over the period during which employees render the service that qualifies them for benefits. Historically benefits were generally funded as they were due. The cost to us has not been significant. In 2009, approximately \$0.5 million in benefits were paid from the fund, and approximately \$0.7 million were funded by us. (See note 11.)

**Reinsurance**

Loss reserves and unearned premiums are reported before taking credit for amounts ceded under reinsurance treaties. Ceded loss reserves are reflected as “Reinsurance recoverable on loss reserves”. Ceded unearned premiums are reflected as “Prepaid reinsurance premiums”. We remain liable for all reinsurance ceded. (See note 9.)

**Foreign Currency Translation**

Assets and liabilities denominated in a foreign currency are translated at the year-end exchange rates. Operating results are translated at average rates of exchange prevailing during the year. Unrealized gains and losses, net of deferred taxes, resulting from translation are included in accumulated other comprehensive income in stockholders’ equity. Gains and losses resulting from transactions in a foreign currency are recorded in current period net income at the rate on the transaction date.

**Share-Based Compensation**

We have certain share-based compensation plans. Under the fair value method, compensation cost is measured at the grant date based on the fair value of the award and is recognized over the service period which generally corresponds to the vesting period. Awards under our plans generally vest over periods ranging from one to five years. (See note 13.)

**Earnings per share**

Our basic EPS is based on the weighted average number of common shares outstanding, which excludes participating securities with non-forfeitable rights to dividends of 1.9 million, 1.5 million and 1.2 million, respectively, for the years ended December 31, 2009, 2008 and 2007 because they were anti-dilutive due to our reported net loss. Typically, diluted EPS is based on the weighted average number of common shares outstanding plus common stock equivalents which include certain stock awards, stock options and the dilutive effect of our convertible debentures (issued in March 2008). In accordance with accounting guidance, if we report a net loss from continuing operations then our diluted EPS is computed in the same manner as the basic EPS. The following is a reconciliation of the weighted average number of shares; however for the years ended December 31, 2009, 2008 and 2007, common stock equivalents of 37.6 million, 22.8 million and 34 thousand, respectively, were not included because they were anti-dilutive. (See note 13.)

## [Table of Contents](#)

|                                   | Years Ended December 31, |                |               |
|-----------------------------------|--------------------------|----------------|---------------|
|                                   | 2009                     | 2008           | 2007          |
| Weighted-average shares - Basic   | 124,209                  | 113,962        | 81,294        |
| Common stock equivalents          | —                        | —              | —             |
| Weighted-average shares - Diluted | <u>124,209</u>           | <u>113,962</u> | <u>81,294</u> |

### Other comprehensive income

Our total other comprehensive income was as follows:

|  | Years Ended December 31, |                     |                       |
|--|--------------------------|---------------------|-----------------------|
|  | 2009                     | 2008                | 2007                  |
| Net loss   | <u>\$ (1,322,277)</u>    | <u>\$ (525,355)</u> | <u>\$ (1,670,018)</u> |
| Other comprehensive income (loss)                    | <u>180,944</u>           | <u>(177,464)</u>    | <u>4,886</u>          |
| Total other comprehensive loss                       | <u>\$ (1,141,333)</u>    | <u>\$ (702,819)</u> | <u>\$ (1,665,132)</u> |
| Other comprehensive income (loss) (net of tax):      |                          |                     |                       |
| Change in unrealized gains and losses on investments | \$ 154,358               | \$ (116,939)        | \$ (17,767)           |
| Noncredit component of impairment loss               | (1,764)                  | —                   | —                     |
| Amortization related to benefit plans                | 10,704                   | (44,649)            | 14,561                |
| Unrealized foreign currency translation adjustment   | 17,646                   | (16,354)            | 8,456                 |
| Other  | —                        | 478                 | (364)                 |
| Other comprehensive income (loss)                    | <u>\$ 180,944</u>        | <u>\$ (177,464)</u> | <u>\$ 4,886</u>       |

At December 31, 2009, accumulated other comprehensive income of \$74.2 million included \$101.6 million of net unrealized gains on investments, (\$37.2) million relating to defined benefit plans and \$9.8 million related to foreign currency translation adjustment. At December 31, 2008, accumulated other comprehensive loss of (\$106.8) million included (\$51.0) million of net unrealized losses on investments, (\$47.9) million relating to defined benefit plans and (\$7.9) million related to foreign currency translation adjustment. (See notes 4 and 11.)

### New accounting guidance

Our financial statement disclosures have been modified to eliminate references to legacy accounting pronouncements in accordance with the Codification of accounting standards issued by the Financial Accounting Standards Board (FASB). The Codification, which is effective for financial statements issued for interim and annual

## [Table of Contents](#)

periods ending after September 15, 2009, is now the source of authoritative U.S. generally accepted accounting principles (GAAP) recognized by the FASB to be applied by nongovernmental entities. Rules and interpretive releases of the SEC under authority of federal securities laws are also sources of authoritative GAAP for SEC registrants.

In January 2010 new accounting guidance was issued that expands the current disclosures on fair value measurements. The guidance will require the disclosure of transfers in and out of levels 1 and 2 of the fair value hierarchy and the reasons for those transfers and separate presentation of purchases, sales, issuances and settlements for level 3 securities, on a gross basis rather than as one net number. The new guidance also clarifies the level of disaggregation required to be disclosed for each class of assets and liabilities and provides clarification on the appropriate disclosures of inputs and valuation techniques used to measure fair value for both recurring and non recurring measurements in levels 2 and 3. This guidance is effective for interim and annual reporting periods beginning after December 15, 2009, except for the disclosures about purchases, sales, issuances, and settlements for the level 3 securities. Those disclosures are effective for fiscal years beginning after December 15, 2010, and for interim periods within those fiscal years. We are currently evaluating the provisions of this guidance and the impact on our financial statements disclosures.

In June 2009 new accounting guidance intended to improve financial reporting by companies involved with variable interest entities was issued. The guidance is effective for annual reporting periods beginning after November 15, 2009. We are currently evaluating the provisions of this guidance and the impact, if any, on our financial statements and disclosures.

In May 2009 new accounting guidance regarding subsequent events was issued. The objective of the guidance is to establish general standards of accounting for and disclosure of events that occur after the balance sheet date but before financial statements are issued. We have applied these requirements beginning with the quarter ended June 30, 2009.

Effective January 1, 2009 we adopted new accounting guidance regarding accounting for convertible debt instruments that may be settled in cash upon conversion, including partial cash settlement. The guidance requires the issuer of certain convertible debt instruments that may be settled in cash (or other assets) on conversion to separately account for the liability (debt) and equity (conversion option) components of the instrument in a manner that reflects the issuer's non-convertible debt borrowing rate. The guidance requires retrospective application. As such, amounts relating to 2008 have been retrospectively adjusted to reflect our adoption of this guidance.

The following tables show the impact of our adoption of this guidance on our 2008 financial results:

**CONSOLIDATED BALANCE SHEET**

|                          | As adjusted<br>December 31,<br>2008 | (in thousand of dollars) | As originally<br>reported<br>December 31,<br>2008 |
|--------------------------|-------------------------------------|--------------------------|---|
| Income taxes recoverable | \$ 370,473                          |                          | \$ 406,568  |
| Convertible debentures   | 272,465                             |                          | 375,593   |
| Shareholders' equity     | 2,434,233                           |                          | 2,367,200   |

**CONSOLIDATED STATEMENT OF OPERATIONS**

|                           | For the year ended December 31,             |                                   |
|---------------------------|---|-----------------------------------|
|                           | As adjusted<br>2008                         | As originally<br>reported<br>2008 |
|                           | (in thousands of dollars, except per share) |                                   |
| Interest expense          | \$ 81,074                                   | \$ 71,164                         |
| Benefit from income taxes | (397,798)                                   | (394,329)                         |
| Net loss                  | (525,355)                                   | (518,914)                         |
| Diluted loss per share    | (4.61)                                      | (4.55)                            |

In addition the adoption of this guidance has resulted in an increase to interest expense of \$16.3 million in 2009 and will result in an increase to interest expense of \$20.4 million for 2010, \$25.5 million for 2011, \$31.7 million for 2012 and \$9.0 million for 2013. These increases, and those shown in the tables above, result from our Convertible Junior Subordinated Debentures issued in 2008 and discussed in Note 7 —“Convertible debentures and related derivatives”.

Effective January 1, 2009 we adopted new accounting guidance regarding participating securities. The standard clarifies that share-based payment awards that entitle holders to receive nonforfeitable dividends before vesting should be considered participating securities. As participating securities, these instruments should be included in the calculation of basic earnings per share. The guidance is effective for financial statements issued for fiscal years beginning after December 15, 2008, interim periods within those years, and on a retrospective basis for all historical periods presented. The adoption of this guidance did not have an impact on our calculations of basic and diluted earnings per share due to our current net loss position.

## [Table of Contents](#)

During the second quarter of 2009, we adopted new accounting guidance regarding the recognition and presentation of other-than-temporary impairments. The new guidance revises the recognition and reporting requirements for other-than-temporary impairments on our fixed income securities. In the second quarter of 2009, we also adopted additional application guidance on measuring fair value in less active markets. The adoption of this guidance did not have a material impact on our financial condition or results of operations. (See Note 4.)

In December 2008, new guidance that provided additional information on an employer's disclosures about plan assets of a defined benefit pension or other postretirement plan was issued. The guidance is effective for fiscal years ending after December 15, 2009. We have adopted these disclosures beginning with this annual filing. (See note 11.)

### **Cash and cash equivalents**

We consider cash equivalents to be money market funds and investments with original maturities of three months or less.

### **Reclassifications**

Certain reclassifications have been made in the accompanying financial statements to 2008 and 2007 amounts to allow for consistent financial reporting.

### **3. Related party transactions**

We provided certain services to C-BASS and Sherman in 2007 in exchange for fees. In addition, C-BASS provided certain services to us during 2009, 2008 and 2007 in exchange for fees. The net impact of these transactions was not material to us.

[Table of Contents](#)**4. Investments**

The amortized cost, gross unrealized gains and losses and fair value of the investment portfolio at December 31, 2009 and 2008 are shown below. Debt securities consist of fixed maturities and short-term investments.

| December 31, 2009:  | Amortized<br>Cost   | Gross<br>Unrealized<br>Gains<br>(In thousands of dollars) | Gross<br>Unrealized<br>Losses (1) | Fair<br>Value       |
|---|---------------------|---|-----------------------------------|---------------------|
| U.S. Treasury securities and obligations of U.S. government corporations and agencies | \$ 736,668          | \$ 4,877  | \$ (6,357)                        | \$ 735,188          |
| Obligations of U.S. states and political subdivisions                                 | 4,607,936           | 187,540   | (59,875)                          | 4,735,601           |
| Corporate debt securities   | 1,532,571           | 40,328  | (9,158)                           | 1,563,741           |
| Residential mortgage-backed securities  | 102,062             | 3,976   | (1,986)                           | 104,052             |
| Debt securities issued by foreign sovereign governments                               | 112,603             | 1,447   | (1,058)                           | 112,992             |
| Total debt securities   | 7,091,840           | 238,168   | (78,434)                          | 7,251,574           |
| Equity securities   | 2,892               | 3   | (4)                               | 2,891               |
| Total investment portfolio  | <u>\$ 7,094,732</u> | <u>\$ 238,171</u>   | <u>\$ (78,438)</u>                | <u>\$ 7,254,465</u> |

(1) Gross unrealized losses for residential mortgage-backed securities include \$1.8 million in other-than-temporary impairment losses recorded in other comprehensive income, since the adoption of new guidance on other-than-temporary impairments.

| December 31, 2008:  | Amortized<br>Cost   | Gross<br>Unrealized<br>Gains<br>(In thousands of dollars) | Gross<br>Unrealized<br>Losses | Fair<br>Value       |
|---|---------------------|---|-------------------------------|---------------------|
| U.S. Treasury securities and obligations of U.S. government corporations and agencies | \$ 168,917          | \$ 21,297   | \$ (405)                      | \$ 189,809          |
| Obligations of U.S. states and political subdivisions                                 | 6,401,903           | 141,612   | (237,575)                     | 6,305,940           |
| Corporate debt securities   | 314,648             | 6,278   | (4,253)                       | 316,673             |
| Residential mortgage-backed securities  | 151,774             | 3,307   | (14,251)                      | 140,830             |
| Debt securities issued by foreign sovereign governments                               | 83,448              | 6,203   | —                             | 89,651              |
| Total debt securities   | 7,120,690           | 178,697   | (256,484)                     | 7,042,903           |
| Equity securities   | 2,778               | —   | (145)                         | 2,633               |
| Total investment portfolio  | <u>\$ 7,123,468</u> | <u>\$ 178,697</u>   | <u>\$ (256,629)</u>           | <u>\$ 7,045,536</u> |

## [Table of Contents](#)

The amortized cost and fair values of debt securities at December 31, 2009, by contractual maturity, are shown below. Expected maturities will differ from contractual maturities because borrowers may have the right to call or prepay obligations with or without call or prepayment penalties. Because most auction rate and mortgage-backed securities provide for periodic payments throughout their lives, they are listed below in separate categories.

| December 31, 2009                      | Amortized<br>Cost         | Fair<br>Value |
|--|---------------------------|---------------|
|  | (In thousands of dollars) |               |
| Due in one year or less                | \$ 184,474                | \$ 187,165    |
| Due after one year through five years  | 2,470,415                 | 2,539,556     |
| Due after five years through ten years | 1,441,803                 | 1,483,574     |
| Due after ten years                    | 2,378,886                 | 2,447,177     |
|  | 6,475,578                 | 6,657,472     |
| Residential mortgage-backed securities | 102,062                   | 104,052       |
| Auction rate securities (1)            | 514,200                   | 490,050       |
| Total at December 31, 2009             | \$ 7,091,840              | \$ 7,251,574  |

(1) At December 31, 2009, 98% of auction rate securities had a contractual maturity greater than 10 years.

## [Table of Contents](#)

At December 31, 2009 and 2008, the investment portfolio had gross unrealized losses of \$78.4 million and \$256.6 million, respectively. For those securities in an unrealized loss position, the length of time the securities were in such a position, as measured by their month-end fair values, is as follows:

| December 31, 2009   | Less Than 12 Months       |                   | 12 Months or Greater |                   | Total               |                   |
|---|---------------------------|-------------------|----------------------|-------------------|---------------------|-------------------|
|   | Fair Value                | Unrealized Losses | Fair Value           | Unrealized Losses | Fair Value          | Unrealized Losses |
|   | (In thousands of dollars) |                   |                      |                   |                     |                   |
| U.S. Treasury securities and obligations of U.S. government corporations and agencies | \$ 434,362                | \$ 6,357          | \$ —                 | \$ —              | \$ 434,362          | \$ 6,357          |
| Obligations of U.S. states and political subdivisions                                 | 926,860                   | 29,390            | 398,859              | 30,485            | 1,325,719           | 59,875            |
| Corporate debt securities   | 453,804                   | 9,158             | —                    | —                 | 453,804             | 9,158             |
| Residential mortgage- backed securities   | 8,743                     | 1,764             | 870                  | 222               | 9,613               | 1,986             |
| Debt issued by foreign sovereign governments  | 56,122                    | 1,058             | —                    | —                 | 56,122              | 1,058             |
| Equity securities   | 2,398                     | 4                 | —                    | —                 | 2,398               | 4                 |
| <b>Total investment portfolio</b>   | <b>\$ 1,882,289</b>       | <b>\$ 47,731</b>  | <b>\$ 399,729</b>    | <b>\$ 30,707</b>  | <b>\$ 2,282,018</b> | <b>\$ 78,438</b>  |

| December 31, 2008   | Less Than 12 Months       |                   | 12 Months or Greater |                   | Total               |                   |
|---|---------------------------|-------------------|----------------------|-------------------|---------------------|-------------------|
|   | Fair Value                | Unrealized Losses | Fair Value           | Unrealized Losses | Fair Value          | Unrealized Losses |
|   | (In thousands of dollars) |                   |                      |                   |                     |                   |
| U.S. Treasury securities and obligations of U.S. government corporations and agencies | \$ 13,106                 | \$ 245            | \$ 1,242             | \$ 160            | \$ 14,348           | \$ 405            |
| Obligations of U.S. states and political subdivisions                                 | 1,640,406                 | 102,437           | 552,191              | 135,138           | 2,192,597           | 237,575           |
| Corporate debt securities   | 72,711                    | 4,127             | 1,677                | 126               | 74,388              | 4,253             |
| Residential mortgage- backed securities   | 41,867                    | 14,251            | —                    | —                 | 41,867              | 14,251            |
| Debt issued by foreign sovereign governments  | —                         | —                 | —                    | —                 | —                   | —                 |
| Equity securities   | 227                       | 10                | 2,062                | 135               | 2,289               | 145               |
| <b>Total investment portfolio</b>   | <b>\$ 1,768,317</b>       | <b>\$ 121,070</b> | <b>\$ 557,172</b>    | <b>\$ 135,559</b> | <b>\$ 2,325,489</b> | <b>\$ 256,629</b> |

There were 456 securities in an unrealized loss position at December 31, 2009. The unrealized losses in all categories of our investments were primarily caused by the difference in interest rates at December 31, 2009 and 2008, compared to the interest rates at the time of purchase, offset by improvements in the credit spreads on non-

## [Table of Contents](#)

governmental securities. Of those securities in an unrealized loss position greater than 12 months at December, 2009, 89 securities had a fair value greater than 80% of amortized cost and 3 securities had a fair value less than 80% of amortized cost.

Under the current guidance a debt security impairment is deemed other than temporary if we either intend to sell the security, or it is more likely than not that we will be required to sell the security before recovery or we do not expect to collect cash flows sufficient to recover the amortized cost basis of the security. During 2009 we recognized OTTI in earnings of \$40.9 million and an additional \$1.8 million of OTTI in other comprehensive income. During 2008 we recognized OTTI in earnings of approximately \$65.4 million. Our OTTI was primarily related to securities for which we had the intent to sell. There were no OTTI impairment charges on our investment portfolio during 2007.

The following table provides a rollforward of the amount related to credit losses recognized in earnings for which a portion of an OTTI was recognized in accumulated other comprehensive income (loss) for the year ended December 31, 2009.

|   | (In thousands of dollars) |
|---|---------------------------|
| Beginning balance at January 1, 2009  | \$ —                      |
| Addition for the amount related to the credit loss for which an OTTI was not previously recognized        | 1,021                     |
| Additional increases to the amount related to the credit loss for which an OTTI was previously recognized | —                         |
| Reductions for securities sold during the period (realized)   | —                         |
| Ending balance at December 31, 2009   | <u>\$ 1,021</u>           |

We held approximately \$490 million in auction rate securities (ARS) backed by student loans at December 31, 2009. ARS are intended to behave like short-term debt instruments because their interest rates are reset periodically through an auction process, most commonly at intervals of 7, 28 and 35 days. The same auction process has historically provided a means by which we may rollover the investment or sell these securities at par in order to provide us with liquidity as needed. The ARS we hold are collateralized by portfolios of student loans, all of which are ultimately 97% guaranteed by the United States Department of Education. At December 31, 2009, our ARS portfolio was 90% AAA/Aaa-rated by one or more of the following major rating agencies: Moody's, Standard & Poor's and Fitch Ratings.

In mid-February 2008, auctions began to fail due to insufficient buyers, as the amount of securities submitted for sale in auctions exceeded the aggregate amount of the bids. For each failed auction, the interest rate on the security moves to a maximum rate specified for each security, and generally resets at a level higher than specified short-term interest rate benchmarks. At December 31, 2009, our entire ARS portfolio, consisting of 47 investments, was subject to failed auctions;

## [Table of Contents](#)

however, we received calls at par for \$26.4 million in ARS from the period when the auctions began to fail through the end of 2009. To date, we have collected all interest due on our ARS.

As a result of the persistent failed auctions, and the uncertainty of when these investments could be liquidated at par, the investment principal associated with failed auctions will not be accessible until successful auctions occur, a buyer is found outside of the auction process, the issuers establish a different form of financing to replace these securities, or final payments come due according to the contractual maturities of the debt issues.

Net investment income is comprised of the following:

|                          | <u>2009</u>       | <u>2008</u>               | <u>2007</u>       |
|--------------------------|-------------------|---------------------------|-------------------|
|                          |                   | (In thousands of dollars) |                   |
| Fixed maturities         | \$ 291,304        | \$ 287,869                | \$ 244,126        |
| Equity securities        | 819               | 2,162                     | 391               |
| Cash equivalents         | 3,056             | 15,487                    | 15,900            |
| Interest on Sherman note | 11,323            | 4,601                     | —                 |
| Other                    | <u>1,389</u>      | <u>1,951</u>              | <u>2,675</u>      |
| Investment income        | 307,891           | 312,070                   | 263,092           |
| Investment expenses      | <u>(3,213)</u>    | <u>(3,553)</u>            | <u>(3,264)</u>    |
| Net investment income    | <u>\$ 304,678</u> | <u>\$ 308,517</u>         | <u>\$ 259,828</u> |

The net realized investment gains (losses), including impairment losses, and change in net unrealized appreciation (depreciation) of investments are as follows:

[Table of Contents](#)

|  | <u>2009</u>       | <u>2008</u>               | <u>2007</u>        |
|--|-------------------|---------------------------|--------------------|
|  |                   | (In thousands of dollars) |                    |
| Net realized investment gains (losses) on investments: |                   |                           |                    |
| Fixed maturities                                       | \$ 51,109         | \$ (76,397)               | \$ (18,575)        |
| Equity securities                                      | 116               | 107                       | (820)              |
| Joint ventures   | —                 | 61,877                    | 162,860            |
| Other  | <u>709</u>        | <u>1,927</u>              | <u>(1,270)</u>     |
|  | <u>\$ 51,934</u>  | <u>\$ (12,486)</u>        | <u>\$ 142,195</u>  |
| Change in net unrealized appreciation (depreciation):  |                   |                           |                    |
| Fixed maturities                                       | \$ 237,521        | \$ (179,816)              | \$ (26,751)        |
| Equity securities                                      | 144               | (98)                      | (21)               |
| Other  | <u>(2,263)</u>    | <u>(710)</u>              | <u>(254)</u>       |
|  | <u>\$ 235,402</u> | <u>\$ (180,624)</u>       | <u>\$ (27,026)</u> |

The reclassification adjustment relating to the change in investment gains and losses is as follows:

|  | <u>2009</u>       | <u>2008</u>               | <u>2007</u>        |
|--|-------------------|---------------------------|--------------------|
|  |                   | (In thousands of dollars) |                    |
| Unrealized holding gains (losses) arising during the period, net of tax            | \$ 132,083        | \$ (75,464)               | \$ (4,633)         |
| Less: reclassification adjustment for net gains included in net income, net of tax | <u>20,511</u>     | <u>(41,475)</u>           | <u>(13,134)</u>    |
| Change in unrealized investment gains (losses), net of tax                         | <u>\$ 152,594</u> | <u>\$ (116,939)</u>       | <u>\$ (17,767)</u> |

The gross realized gains, gross realized losses and impairment losses are as follows:

## Table of Contents

|   | <u>2009</u>      | <u>2008</u><br>(In thousands of dollars) | <u>2007</u>       |
|---|------------------|--|-------------------|
| Gross realized gains                        | \$ 112,148       | \$ 22,537                                | \$ 7,135          |
| Gross realized losses                       | (19,274)         | (31,525)                                 | (27,800)          |
| Impairment losses                           | <u>(40,940)</u>  | <u>(65,375)</u>                          | <u>—</u>          |
| Net realized gains (losses) on securities   | \$ 51,934        | \$ (74,363)                              | \$ (20,665)       |
| Gains on sale of interest in joint ventures | —                | 61,877                                   | 162,860           |
| Total net realized gains (losses)           | <u>\$ 51,934</u> | <u>\$ (12,486)</u>                       | <u>\$ 142,195</u> |

The tax expense (benefit) related to the changes in net unrealized (depreciation) appreciation was \$82.8 million, (\$63.7) million and (\$9.3) million for 2009, 2008 and 2007, respectively.

We had \$21.8 million and \$22.9 million of investments on deposit with various states at December 31, 2009 and 2008, respectively, due to regulatory requirements of those state insurance departments.

### **5. Fair value measurements**

Fair value measurements for items measured at fair value included the following as of December 31, 2009 and 2008:

[Table of Contents](#)

|   | Fair Value               | Quoted Prices in<br>Active Markets for<br>Identical Assets<br>(Level 1) | Significant Other<br>Observable Inputs<br>(Level 2) | Significant<br>Unobservable<br>Inputs<br>(Level 3) |
|---|--------------------------|---|---|--|
|   | (in thousand of dollars) |   |   |  |
| <b>December 31, 2009</b>  |                          |   |   |  |
| <b>Assets</b>   |                          |   |   |  |
| U.S. Treasury securities and obligations of U.S. government corporations and agencies | \$ 735,188               | \$ 735,188  | \$ —  | \$ —   |
| Obligations of U.S. states and political subdivisions                                 | 4,735,601                | —   | 4,365,260   | 370,341  |
| Corporate debt securities   | 1,563,741                | 2,559   | 1,431,844   | 129,338  |
| Residential mortgage-backed securities  | 104,052                  | 23,613  | 80,439  | —  |
| Debt securities issued by foreign sovereign governments                               | 112,992                  | 101,983   | 11,009  | —  |
| Total debt securities   | 7,251,574                | 863,343   | 5,888,552   | 499,679  |
| Equity securities   | 2,891                    | 2,570   | —   | 321  |
| Total investments   | \$ 7,254,465             | \$ 865,913  | \$ 5,888,552  | \$ 500,000   |
| Real estate acquired (1)  | 3,830                    | —   | —   | 3,830  |
| <b>December 31, 2008</b>  |                          |   |   |  |
| <b>Assets</b>   |                          |   |   |  |
| U.S. Treasury securities and obligations of U.S. government corporations and agencies | \$ 189,809               | \$ 189,809  | \$ —  | \$ —   |
| Obligations of U.S. states and political subdivisions                                 | 6,305,940                | —   | 5,910,552   | 395,388  |
| Corporate debt securities   | 316,673                  | 2,483   | 163,949   | 150,241  |
| Residential mortgage-backed securities  | 140,830                  | —   | 140,830   | —  |
| Debt securities issued by foreign sovereign governments                               | 89,651                   | 86,644  | 3,007   | —  |
| Total debt securities   | 7,042,903                | 278,936   | 6,218,338   | 545,629  |
| Equity securities   | 2,633                    | 2,312   | —   | 321  |
| Total investments   | \$ 7,045,536             | \$ 281,248  | \$ 6,218,338  | \$ 545,950   |
| Real estate acquired (1)  | 32,858                   | —   | —   | 32,858   |

(1) Real estate acquired through claim settlement, which is held for sale, is reported in Other Assets on the consolidated balance sheet.

## Table of Contents

For assets and liabilities measured at fair value using significant unobservable inputs (Level 3), a reconciliation of the beginning and ending balances for the years ended December 31, 2009 and 2008 is as follows:

|  | Obligations of U.S. States and Political Subdivisions | Corporate Debt Securities | Equity Securities<br>(in thousand of dollars) | Total Investments | Real Estate Acquired |
|--|---|---------------------------|---|-------------------|----------------------|
| Balance at December 31, 2008   | \$ 395,388  | \$ 150,241                | \$ 321  | \$ 545,950        | \$ 32,858            |
| Total realized/unrealized losses:                                    |   |                           |   |                   |                      |
| Included in earnings and reported as realized investment losses, net | —   | (10,107)                  | —   | (10,107)          | —                    |
| Included in earnings and reported as losses incurred, net            | —   | —                         | —   | —                 | (2,534)              |
| Included in other comprehensive income                               | (17,439)  | (5,961)                   | —   | (23,400)          | —                    |
| Purchases, issuances and settlements                                 | (7,608)   | (4,835)                   | —   | (12,443)          | (26,494)             |
| Transfers in and/or out of Level 3                                   | —   | —                         | —   | —                 | —                    |
| Balance at December 31, 2009   | \$ 370,341  | \$ 129,338                | \$ 321  | \$ 500,000        | \$ 3,830             |

|  |      |      |      |      |      |
|--|------|------|------|------|------|
| Amount of total losses included in earnings for the year ended December 31, 2009 attributable to the change in unrealized losses on assets still held at December 31, 2009 | \$ — | \$ — | \$ — | \$ — | \$ — |
|--|------|------|------|------|------|

|  | Obligations of U.S. States and Political Subdivisions | Corporate Debt Securities | Mortgage-backed Securities | Equity Securities<br>(in thousands of dollars) | Total Investments | Real Estate Acquired | Other Liabilities |
|--|---|---------------------------|----------------------------|--|-------------------|----------------------|-------------------|
| Balance at January 1, 2008   | \$ 11,316   | \$ 16,330                 | \$ 9,228                   | \$ 321   | \$ 37,195         | \$ 145,198           | \$ (12,132)       |
| Total realized/unrealized losses:                                    |   |                           |                            |  |                   |                      |                   |
| Included in earnings and reported as realized investment losses, net | —   | (10,748)                  | (9,478)                    | —  | (20,226)          | —                    | —                 |
| Included in earnings and reported as other revenue                   | —   | —                         | —                          | —  | —                 | —                    | (6,823)           |
| Included in earnings and reported as losses incurred, net            | —   | —                         | —                          | —  | —                 | (19,126)             | —                 |
| Included in other comprehensive income                               | —   | 2,455                     | —                          | —  | 2,455             | —                    | —                 |
| Purchases, issuances and settlements                                 | 1,322   | 1,054                     | 250                        | —  | 2,626             | (93,214)             | 18,955            |
| Transfers in and/or out of Level 3                                   | 382,750   | 141,150                   | —                          | —  | 523,900           | —                    | —                 |
| Balance at December 31, 2008   | \$ 395,388  | \$ 150,241                | \$ —                       | \$ 321   | \$ 545,950        | \$ 32,858            | \$ —              |

|  |      |             |            |      |             |            |      |
|--|------|-------------|------------|------|-------------|------------|------|
| Amount of total losses included in earnings for the year ended December 31, 2008 attributable to the change in unrealized losses on assets still held at December 31, 2008 | \$ — | \$ (10,748) | \$ (6,090) | \$ — | \$ (16,838) | \$ (8,011) | \$ — |
|--|------|-------------|------------|------|-------------|------------|------|

Additional fair value disclosures related to our investment portfolio are included in Note 4. Fair value disclosures related to our debt are included in Notes 6 and 7.

### 6. Short- and long-term debt, excluding convertible debentures discussed in Note 7.

In June 2009, we repaid the \$200 million that was then outstanding under our bank revolving credit facility and terminated the facility. At December 31, 2008 we had \$200 million outstanding under that facility, which was scheduled to expire in March 2010.

In 2009, we repurchased approximately \$121.6 million in par value of our 5.625% Senior Notes due in September 2011. We recognized a gain on the repurchases of approximately \$27.2 million, which is included in other revenue on the Consolidated Statement of Operations for the year ended December 31, 2009. At December 31, 2009 we had approximately \$78.4 million, 5.625% Senior Notes due in September

2011 and \$300 million, 5.375% Senior Notes due in November 2015 outstanding. At December 31, 2008 we had \$200 million, 5.625% Senior Notes due in September 2011 and \$300 million, 5.375% Senior Notes due in November 2015 outstanding. Covenants in the Senior Notes include the requirement that there be no liens on the stock of the designated subsidiaries unless the Senior Notes are equally and ratably secured; that there be no disposition of the stock of designated subsidiaries unless all of the stock is disposed of for consideration equal to the fair market value of the stock; and that we and the designated subsidiaries preserve our corporate existence, rights and franchises unless we or such subsidiary determines that such preservation is no longer necessary in the conduct of its business and that the loss thereof is not disadvantageous to the Senior Notes. A designated subsidiary is any of our consolidated subsidiaries which has shareholder's equity of at least 15% of our consolidated shareholders equity. We were in compliance with all covenants at December 31, 2009.

If we fail to meet any of the covenants of the Senior Notes discussed above or we fail to make a payment of principal of the Senior Notes when due or a payment of interest on the Senior Notes within thirty days after due and we are not successful in obtaining an agreement from holders of a majority of the applicable series of Senior Notes to change (or waive) the applicable requirement or payment default, then the holders of 25% or more of either series of our Senior Notes each would have the right to accelerate the maturity of that debt. In addition, the Trustee of these two issues of Senior Notes could, independent of any action by holders of Senior Notes, accelerate the maturity of the Senior Notes.

At December 31, 2009 and 2008, the fair value of the amount outstanding under our Senior Notes was \$293.2 million and \$338.3 million, respectively. The fair value of amounts outstanding under our credit facility at December 31, 2008 was \$200 million. The fair value of our credit facility was approximated at par and the fair value of our Senior Notes was determined using publicly available trade information.

Interest payments on all long-term and short-term debt, excluding the convertible debentures, were \$30.8 million, \$40.7 million and \$42.6 million for the years ended December 31, 2009, 2008 and 2007, respectively.

## **7. Convertible debentures and related derivatives**

In March and April 2008 we completed the sale of \$390 million principal amount of 9% Convertible Junior Subordinated Debentures due in 2063. The debentures have an effective interest rate of 19% that reflects our non-convertible debt borrowing rate at the time of issuance. For more information about the effective interest rate and related effect on interest expense, see the discussion of convertible debt instruments in Note 2 — New Accounting Guidance. At December 31, 2009 and 2008 we had \$389.5 million and \$390.0 million, respectively, of principal amount outstanding on the convertible debentures with the amortized value reflected as a liability on our consolidated balance sheet of \$291.8 million and \$272.5 million, respectively, with the unamortized discount reflected in equity. At December 31, 2009 we also had

\$35.8 million of deferred interest outstanding on the convertible debentures which is included in other liabilities on the consolidated balance sheet.

The debentures were sold in private placements to qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended. Interest on the debentures is payable semi-annually in arrears on April 1 and October 1 of each year. As long as no event of default with respect to the debentures has occurred and is continuing, we may defer interest, under an optional deferral provision, for one or more consecutive interest periods up to ten years without giving rise to an event of default. Deferred interest will accrue additional interest at the rate then applicable to the debentures.

Violations of the covenants under the Indenture governing the debentures, including covenants to provide certain documents to the trustee, are not events of default under the Indenture and would not allow the acceleration of amounts that we owe under the debentures. Similarly, events of default under, or acceleration of, any of our other obligations, including those described in Note 6 — “Short- and long-term debt, excluding convertible debentures discussed in Note 7” would not allow the acceleration of amounts that we owe under the debentures. However, violations of the events of default under the Indenture, including a failure to pay principal when due under the debentures and certain events of bankruptcy, insolvency or receivership involving our holding company would allow acceleration of amounts that we owe under the debentures.

Interest on the debentures that would have been payable on the scheduled interest payment dates has been deferred for 10 years past the scheduled payment date. During this 10-year deferral period the deferred interest will continue to accrue and compound semi-annually to the extent permitted by applicable law at an annual rate of 9%. We also have the right to defer interest that is payable on subsequent scheduled interest payment dates if we give notice as required by the debentures. Any deferral of such interest would be on terms equivalent to those described above.

When interest on the debentures is deferred, we are required, not later than a specified time, to use reasonable commercial efforts to begin selling qualifying securities to persons who are not our affiliates. The specified time is one business day after we pay interest on the debentures that was not deferred, or if earlier, the fifth anniversary of the scheduled interest payment date on which the deferral started. Qualifying securities are common stock, certain warrants and certain non-cumulative perpetual preferred stock. The requirement to use such efforts to sell such securities is called the Alternative Payment Mechanism.

The net proceeds of Alternative Payment Mechanism sales are to be applied to the payment of deferred interest, including the compound portion. We cannot pay deferred interest other than from the net proceeds of Alternative Payment Mechanism sales, except at the final maturity of the debentures or at the tenth anniversary of the start of the interest deferral. The Alternative Payment Mechanism does not require us to sell common stock or warrants before the fifth anniversary of the interest payment date on which that deferral started if the net proceeds (counting any net proceeds of those securities previously sold under the Alternative Payment Mechanism) would exceed the 2% cap. The 2% cap is 2% of the average closing price of our common stock times the number of our outstanding shares of common stock. The average

price is determined over a specified period ending before the issuance of the common stock or warrants being sold, and the number of outstanding shares is determined as of the date of our most recent publicly released financial statements.

We are not required to issue under the Alternative Payment Mechanism a total of more than 10 million shares of common stock, including shares underlying qualifying warrants. In addition, we may not issue under the Alternative Payment Mechanism qualifying preferred stock if the total net proceeds of all issuances would exceed 25% of the aggregate principal amount of the debentures.

The Alternative Payment Mechanism does not apply during any period between scheduled interest payment dates if there is a “market disruption event” that occurs over a specified portion of such period. Market disruption events include any material adverse change in domestic or international economic or financial conditions.

The provisions of the Alternative Payment Mechanism are complex. The description above is not intended to be complete in all respects. Moreover, that description is qualified in its entirety by the terms of the debentures, which are contained in the Indenture, dated as of March 28, 2008, between us and U.S. Bank National Association. The Indenture is filed as Exhibit 4.6 to our Quarterly Report on Form 10-Q for the quarter ended March 31, 2008.

The debentures rank junior to all of our existing and future senior indebtedness. The net proceeds of the debentures were approximately \$377 million. A portion of the net proceeds of the debentures and a concurrent offering of common stock was used to increase the capital of MGIC and a portion was used for our general corporate purposes. Debt issuance costs are being amortized over the expected life of five years to interest expense.

We may redeem the debentures prior to April 6, 2013, in whole but not in part, only in the event of a specified tax or rating agency event, as defined in the Indenture. In any such event, the redemption price will be equal to the greater of (1) 100% of the principal amount of the debentures being redeemed and (2) the applicable make-whole amount, as defined in the Indenture, in each case plus any accrued but unpaid interest. On or after April 6, 2013, we may redeem the debentures in whole or in part from time to time, at our option, at a redemption price equal to 100% of the principal amount of the debentures being redeemed plus any accrued and unpaid interest if the closing sale price of our common stock exceeds 130% of the then prevailing conversion price of the debentures for at least 20 of the 30 trading days preceding notice of the redemption. We will not be able to redeem the debentures, other than in the event of a specified tax event or rating agency event, during an optional deferral period.

The debentures are currently convertible, at the holder’s option, at an initial conversion rate, which is subject to adjustment, of 74.0741 common shares per \$1,000 principal amount of debentures at any time prior to the maturity date. This represents an initial conversion price of approximately \$13.50 per share. If a holder elects to convert their debentures, deferred interest owed on the debentures being converted is also converted into shares of our common stock. The conversion rate for the deferred interest is based on the average price that our shares traded at during a 5-day period immediately prior to the election to convert. In 2009, we issued 44,316

shares of our common stock on conversion of \$478,000 principal amount of our convertible debentures and related deferred interest.

In lieu of issuing shares of common stock upon conversion of the debentures occurring after April 6, 2013, we may, at our option, make a cash payment to converting holders equal to the value of all or some of the shares of our common stock otherwise issuable upon conversion.

The fair value of the convertible debentures was approximately \$254.3 million and \$145.7 million, respectively, at December 31, 2009 and 2008, as determined using available pricing for these debentures or similar instruments.

## **8. Loss reserves and premium deficiency reserves**

### Loss reserves

As described in Note 2, we establish reserves to recognize the estimated liability for losses and loss adjustment expenses related to defaults on insured mortgage loans. Loss reserves are established by our estimate of the number of loans in our inventory of delinquent loans that will result in a claim payment, which is referred to as the claim rate, and further estimating the amount of the claim payment, which is referred to as claim severity.

Estimation of losses that we will pay in the future is inherently judgmental. The conditions that affect the claim rate and claim severity include the current and future state of the domestic economy, including unemployment, and the current and future strength of local housing markets. Current conditions in the housing and mortgage industries make these assumptions more volatile than they would otherwise be. The actual amount of the claim payments may be substantially different than our loss reserve estimates. Our estimates could be adversely affected by several factors, including a further deterioration of regional or national economic conditions, including unemployment, leading to a reduction in borrowers' income and thus their ability to make mortgage payments, and a further drop in housing values, which expose us to greater losses on resale of properties obtained through the claim settlement process and may affect borrower willingness to continue to make mortgage payments when the value of the home is below the mortgage balance. Changes to our estimates could result in a material impact to our results of operations, even in a stable economic environment.

Our estimates could also be positively affected by government efforts to assist current borrowers in refinancing to new loans, assisting delinquent borrowers and lenders in reducing their mortgage payments, and forestalling foreclosures.

One such program is the Home Affordable Modification Program ("HAMP"), which was announced by the US Treasury in early 2009. Some of HAMP's eligibility criteria require current information about borrowers, such as his or her current income and non-mortgage debt payments. Because the GSEs and servicers do not share such information with us, we cannot determine with certainty the number of loans in our

## [Table of Contents](#)

delinquent inventory that are eligible to participate in HAMP. We believe that it could take several months from the time a borrower has made all of the payments during HAMP's three month "trial modification" period for the loan to be reported to us as a cured delinquency. We are aware of approximately 29,700 loans in our delinquent inventory at December 31, 2009 for which the HAMP trial period has begun and approximately 2,400 delinquent loans have cured their delinquency after entering HAMP. We rely on information provided to us by the GSEs and servicers. We do not receive all of the information from such sources that is required to determine with certainty the number of loans that are participating in, or have successfully completed, HAMP.

In addition, private company efforts may have a positive impact on our loss development. All of the programs, including HAMP, are in their early stages and therefore we are unsure of their magnitude or the benefit to us or our industry, and as a result are not factored into our current loss reserves.

The following table provides a reconciliation of beginning and ending loss reserves for each of the past three years:

[Table of Contents](#)

|  | <u>2009</u>         | <u>2008</u><br>(In thousands of dollars) | <u>2007</u>         |
|--|---------------------|--|---------------------|
| Reserve at beginning of year                                       | \$ 4,775,552        | \$ 2,642,479                             | \$ 1,125,715        |
| Less reinsurance recoverable                                       | 232,988             | 35,244                                   | 13,417              |
| Net reserve at beginning of year                                   | <u>4,542,564</u>    | <u>2,607,235</u>                         | <u>1,112,298</u>    |
| Losses incurred:   |                     |  |                     |
| Losses and LAE incurred in respect of default notices received in: |                     |  |                     |
| Current year   | 2,912,679           | 2,684,397                                | 1,846,473           |
| Prior years (1)  | 466,765             | 387,104                                  | 518,950             |
| Subtotal   | <u>3,379,444</u>    | <u>3,071,501</u>                         | <u>2,365,423</u>    |
| Losses paid:   |                     |  |                     |
| Losses and LAE paid in respect of default notices received in:     |                     |  |                     |
| Current year   | 62,491              | 68,397                                   | 51,535              |
| Prior years  | 1,605,668           | 1,332,579                                | 818,951             |
| Reinsurance terminations (2)                                       | (118,914)           | (264,804)                                | —                   |
| Subtotal   | <u>1,549,245</u>    | <u>1,136,172</u>                         | <u>870,486</u>      |
| Net reserve at end of year   | 6,372,763           | 4,542,564                                | 2,607,235           |
| Plus reinsurance recoverables                                      | <u>332,227</u>      | <u>232,988</u>                           | <u>35,244</u>       |
| Reserve at end of year   | <u>\$ 6,704,990</u> | <u>\$ 4,775,552</u>                      | <u>\$ 2,642,479</u> |

(1) A negative number for prior year losses incurred indicates a redundancy of prior year loss reserves, and a positive number for prior year losses incurred indicates a deficiency of prior year loss reserves.

(2) In a termination, the reinsurance agreement is cancelled, with no future premium ceded and funds for any incurred but unpaid losses transferred to us. The transferred funds result in an increase in our investment portfolio (including cash and cash equivalents) and there is a corresponding decrease in reinsurance recoverable on loss reserves, which is offset by a decrease in net losses paid. (See note 9.)

The top portion of the table above shows losses incurred on default notices received in the current year and in prior years, respectively. The amount of losses incurred relating to default notices received in the current year represents the estimated amount to be ultimately paid on such default notices. The amount of losses incurred relating to default notices received in prior years represents actual claim payments that were higher or lower than what we estimated at the end of the prior year, as well as a re-estimation of amounts to be ultimately paid on defaults remaining in inventory from the end of the prior year. This re-estimation is the result of our review of current trends in default inventory, such as percentages of defaults that have resulted in a claim, the amount of the claims, changes in the relative level of defaults by geography and changes in average loan exposure.

## [Table of Contents](#)

Current year losses incurred increased in 2009 compared to 2008 primarily due to an increase in claim rates and a smaller benefit from captive arrangements, offset by a decrease in severity. The increase in claim rates experienced during 2009 is likely due to general economic conditions, including the unemployment rate, as well as further decreases in home values which may affect borrower willingness to continue to make mortgage payments when the value of the home is below the mortgage balance. The increase in 2009 claim rates was significantly offset by an increase in expected rescission levels. The smaller benefit from captive arrangements is due to captive terminations in late 2008 and 2009. The decrease in severity, compared to an increase in 2008, is primarily due to an increase in expected rescission levels. The average exposure on policies rescinded in 2009 was higher than the average exposure on claims paid. Current year losses incurred significantly increased in 2008 compared to 2007 primarily due to significant increases in the default inventory, offset by a smaller increase in estimated severity and a slight decrease in the estimated claim rate, when each are compared to the same period in 2007. The primary insurance notice inventory increased by 68,252 in 2009, compared to an increase of 75,068 in 2008 and an increase of 28,492 in 2007. The average primary claim paid for 2009 was \$52,627, compared to \$52,239 in 2008 and \$37,165 in 2007.

The development of the reserves in 2009, 2008 and 2007 is reflected in the prior year line. The \$466.8 million increase in losses incurred in 2009 related to prior years was primarily related to more defaults remaining in inventory at December 31, 2009 from a prior year. Historically, approximately 75% of our default inventory was resolved in one year, and therefore at any point in time, approximately 25% of the default inventory was greater than one year old. Of the 182,188 primary defaults in our December 31, 2008 inventory, 91,668 primary defaults, approximately 50%, remained in our default inventory one year later at December 31, 2009. These defaults have a higher estimated claim rate when compared to a year ago because our experience is that as a default ages it become more likely to result in a claim payment. The \$387.1 million increase in losses incurred in 2008 related to prior years was primarily related to the significant increase in severity during the year, as compared to our estimates when originally establishing the reserves at December 31, 2007. The increase in losses incurred in 2008 related to prior years is also a result of more defaults remaining in inventory at December 31, 2008 from a year prior. These defaults have a higher estimated claim rate when compared to a year prior. The \$518.9 million increase in losses incurred in 2007 related to prior years was due primarily to the significant increases in severity and the significant deterioration in cure rates experienced during the year, as compared to our estimates when originally establishing the reserves at December 31, 2006.

The lower portion of the table above shows the breakdown between claims paid on default notices received in the current year and default notices received in prior years. Since historically it has taken, on average, about twelve months for a default which is not cured to develop into a paid claim, most losses paid relate to default notices received in prior years. Due to a combination of reasons that have slowed the rate at which claims are received and paid, including foreclosure moratoriums, servicing delays, court delays, loan modifications, our fraud investigations and our claim rescissions and denials for misrepresentation it is difficult to estimate how long it may take for current and future defaults that do not cure to develop into a paid claim. The lower

## [Table of Contents](#)

portion of the table also includes a decrease in losses paid related to terminated reinsurance agreements as noted in footnote (2) of the table above.

Before paying a claim, we can review the loan file to determine whether we are required, under the applicable insurance policy, to pay the claim or whether we are entitled to reduce the amount of the claim. For example, all of our insurance policies provide that we can reduce or deny a claim if the servicer did not comply with its obligation to mitigate our loss by performing reasonable loss mitigation efforts or diligently pursuing a foreclosure or bankruptcy relief in a timely manner. We also do not cover losses resulting from property damage that has not been repaired. We are currently reviewing the loan files for the majority of the claims submitted to us.

In addition, subject to rescission caps in certain of our Wall Street bulk transactions, all of our insurance policies allow us to rescind coverage under certain circumstances. Most of our rescissions involve material misrepresentations made, or fraud committed, in connection with the origination of a loan regarding information we received and relied upon when the loan was insured. Because we review the loan origination documents and information as part of our normal processing when a claim is submitted to us, rescissions occur on a loan by loan basis most often after we have received a claim. Historically, claim rescissions and denials, which we collectively refer to as rescissions, were not a material portion of our claims resolved during a year. However, beginning in 2008 rescissions have materially mitigated our paid and incurred losses. While we have a substantial pipeline of claims investigations that we expect will eventually result in rescissions, we can give no assurance that rescissions will continue to mitigate paid and incurred losses at the same level we have recently experienced. In addition, if an insured disputes our right to rescind coverage, whether the requirements to rescind are met ultimately would be determined by legal proceedings. Rescissions mitigated our paid losses by approximately \$1.2 billion in 2009, compared to \$197 million in 2008. These figures include amounts that would have resulted in either a claim payment or been charged to a deductible under a bulk or pool policy, and may have been charged to a captive reinsurer. In 2009, \$256 million, of the \$1.2 billion mitigated, would have been applied to a deductible had the policy not been rescinded.

In addition, our loss reserving methodology incorporates the effect that rescission activity is expected to have on the losses we will pay on our delinquent inventory. We do not utilize an explicit rescission rate in our reserving methodology, but rather our reserving methodology incorporates the effects rescission activity has had on our historical claim rate and claim severities. A variance between ultimate actual rescission rates and these estimates could materially affect our losses incurred. Our estimation process does not include a direct correlation between claim rates and severities to projected rescission activity or other economic conditions such as changes in unemployment rates, interest rates or housing values. Our experience is that analysis of that nature would not produce reliable results, as the change in one condition can not be isolated to determine its sole effect on our ultimate paid losses as our ultimate paid losses are also influenced at the same time by other economic conditions. Based upon the increase in rescission activity during 2008 and 2009, the effects rescissions have on our losses incurred have become material. While we do

## Table of Contents

not incorporate an explicit rescission rate into our reserving methodology, we have estimated the effects rescissions have had on our incurred losses based upon recent rescission history, as shown in the table that follows labeled “Ever to Date Rescission Rates on Claims Received”. We estimate that rescissions mitigated our incurred losses by approximately \$2.5 billion in 2009, compared to \$0.4 billion in 2008; both of these figures include the benefit of claims not paid as well as the impact on our loss reserves. The liability associated with our estimate of premiums to be refunded on expected future rescissions is accrued for separately. At December 31, 2009 the estimate of this liability totaled \$88.3 million. Separate components of this liability are included in “Other liabilities” and “Premium deficiency reserves” on our consolidated balance sheet. At December 31, 2008 this liability was not material to our financial statements. Changes in the liability affect premiums written and earned.

If the insured disputes our right to rescind coverage, whether the requirements to rescind are met ultimately would be determined by legal proceedings. Objections to rescission may be made several years after we have rescinded an insurance policy. Countrywide has filed a lawsuit against MGIC alleging that MGIC has denied, and continues to deny, valid mortgage insurance claims. We have filed an arbitration case against Countrywide regarding rescissions. For more information about this lawsuit and arbitration case, see Note 15. In addition, we continue to have discussions with other lenders regarding their objections to rescissions that in the aggregate are material and are involved in other arbitration proceedings with respect to an amount of rescissions that is not material.

Information regarding the ever-to-date rescission rates by the quarter in which the claim was received appears in the table below. No information is presented for claims received two quarters or less before the end of our most recently completed quarter to allow sufficient time for a substantial percentage of the claims received in those two quarters to reach resolution.

As of December 31, 2009  
Ever to Date Rescission Rates on Claims Received  
(based on count)

| Quarter in Which the Claim was Received | ETD Rescission Rate (1) | ETD Claims Resolution Percentage (2) |
|---|-------------------------|--------------------------------------|
| Q1 2008                                 | 12.6%                   | 100.0%                               |
| Q2 2008                                 | 16.0%                   | 100.0%                               |
| Q3 2008                                 | 21.3%                   | 99.8%                                |
| Q4 2008                                 | 24.9%                   | 99.2%                                |
| Q1 2009                                 | 28.0%                   | 97.2%                                |
| Q2 2009                                 | 22.2%                   | 89.1%                                |

- (1) This percentage is claims received during the quarter shown that have been rescinded as of our most recently completed quarter divided by the total claims received during the quarter shown.
- (2) This percentage is claims received during the quarter shown that have been resolved as of our most recently completed quarter divided by the total claims received during the quarter shown. Claims resolved principally consist of claims paid plus claims rescinded.

## Table of Contents

A rollforward of our primary insurance default inventory for the years ended December 31, 2009 and 2008 appears in the table below.

|   | 2009           | 2008           |
|---|----------------|----------------|
| Default inventory at beginning of year                          | 182,188        | 107,120        |
| Plus: New Notices   | 259,876        | 263,603        |
| Less: Cures   | (149,251)      | (161,069)      |
| Less: Paid (including those charged to a deductible or captive) | (29,732)       | (25,318)       |
| Less: Rescissions and denials                                   | (12,641)       | (2,148)        |
| Default inventory at end of year                                | <u>250,440</u> | <u>182,188</u> |

Information about the composition of the primary insurance default inventory at December 31, 2009 and 2008 appears in the table below. Within the tables below, reduced documentation loans only appear in the reduced documentation category and do not appear in any of the other categories.

|   | December 31,<br>2009 | December 31,<br>2008 |
|---|----------------------|----------------------|
| Total loans delinquent (1)  | 250,440              | 182,188              |
| Percentage of loans delinquent (default rate)                       | 18.41%               | 12.37%               |
| Prime loans delinquent (2)  | 150,642              | 95,672               |
| Percentage of prime loans delinquent (default rate)                 | 13.29%               | 7.90%                |
| A-minus loans delinquent (2)  | 37,711               | 31,907               |
| Percent of A-minus loans delinquent (default rate)                  | 40.66%               | 30.19%               |
| Subprime credit loans delinquent (2)                                | 13,687               | 13,300               |
| Percentage of subprime credit loans delinquent (default rate)       | 50.72%               | 43.30%               |
| Reduced documentation loans delinquent (3)                          | 48,400               | 41,309               |
| Percentage of reduced documentation loans delinquent (default rate) | 45.26%               | 32.88%               |

(1) At December 31, 2009 and 2008 45,907 and 45,482 loans in default, respectively, related to Wall Street bulk transactions and 16,389 and 13,275 loans in default, respectively, were in our claims received inventory.

(2) We define prime loans as those having FICO credit scores of 620 or greater, A-minus loans as those having FICO credit scores of 575-619, and subprime credit loans as those having FICO credit scores of less than 575, all as reported to us at the time a commitment to insure is issued. Most A-minus and subprime credit loans were written through the bulk channel. However, we classify all loans without complete documentation as "reduced documentation" loans regardless of FICO score rather than as a prime, "A-minus" or "subprime" loan.

## Table of Contents

- (3) In accordance with industry practice, loans approved by GSE and other automated underwriting (AU) systems under “doc waiver” programs that do not require verification of borrower income are classified by MGIC as “full documentation.” Based in part on information provided by the GSEs, we estimate full documentation loans of this type were approximately 4% of 2007 NIW. Information for other periods is not available. We understand these AU systems grant such doc waivers for loans they judge to have higher credit quality. We also understand that the GSEs terminated their “doc waiver” programs, with respect to new commitments, in the second half of 2008.

Pool insurance notice inventory increased from 33,884 at December 31, 2008 to 44,231 at December 31, 2009. The pool insurance notice inventory was 25,224 at December 31, 2007.

### Premium deficiency reserves

Historically all of our insurance risks were included in a single grouping and the calculations to determine if a premium deficiency existed were performed on our entire in force book. As of September 30, 2007, based on these calculations there was no premium deficiency on our total in force book. During the fourth quarter of 2007, we experienced significant increases in our default inventory, and severities and claim rates on loans in default. We further examined the performance of our in force book and determined that the performance of loans included in Wall Street bulk transactions was significantly worse than we experienced for loans insured through the flow channel or loans insured through the remainder of our bulk channel. As a result we began separately measuring the performance of Wall Street bulk transactions and decided to stop writing this business. Consequently, as of December 31, 2007, we performed separate premium deficiency calculations on the Wall Street bulk transactions and on the remainder of our in force book to determine if premium deficiencies existed. As a result of those calculations, we recorded premium deficiency reserves of \$1,211 million in the fourth quarter of 2007 to reflect the present value of expected future losses and expenses that exceeded the present value of expected future premium and already established loss reserves on the Wall Street bulk transactions. The discount rate used in the calculation of the premium deficiency reserve, 4.70%, was based upon our pre-tax investment yield at December 31, 2007. As of December 31, 2007 there was no premium deficiency related to the remainder of our in force business.

During 2009 the premium deficiency reserve on Wall Street bulk transactions declined by \$261 million from \$454 million, as of December 31, 2008, to \$193 million as of December 31, 2009. The \$193 million premium deficiency reserve as of December 31, 2009 reflects the present value of expected future losses and expenses that exceeded the present value of expected future premium and already established loss reserves. The discount rate used in the calculation of the premium deficiency reserve at December 31, 2009 was 3.6%. During 2008 the premium deficiency reserve on Wall Street bulk transactions declined by \$757 million from \$1,211 million, as of December 31, 2007, to \$454 million as of December 31, 2008. The discount rate used in the calculation of the premium deficiency reserve at December 31, 2008 was 4.0%.

[Table of Contents](#)

The components of the premium deficiency reserve at December 31, 2009, 2008 and 2007 appear in the table below.

|   | <u>December 31,</u><br><u>2009</u> | <u>December 31,</u><br><u>2008</u><br><u>(\$ millions)</u> | <u>December 31,</u><br><u>2007</u> |
|---|------------------------------------|--|------------------------------------|
| Present value of expected future premium                  | \$ 427                             | \$ 712   | \$ 901                             |
| Present value of expected future paid losses and expenses | <u>(2,157)</u>                     | <u>(3,063)</u>   | <u>(3,561)</u>                     |
| Net present value of future cash flows                    | (1,730)                            | (2,351)  | (2,660)                            |
| Established loss reserves                                 | <u>1,537</u>                       | <u>1,897</u>   | <u>1,449</u>                       |
| Net deficiency  | <u>\$ (193)</u>                    | <u>\$ (454)</u>  | <u>\$ (1,211)</u>                  |

Each quarter, we re-estimate the premium deficiency reserve on the remaining Wall Street bulk insurance in force. The premium deficiency reserve primarily changes from quarter to quarter as a result of two factors. First, it changes as the actual premiums, losses and expenses that were previously estimated are recognized. Each period such items are reflected in our financial statements as earned premium, losses incurred and expenses. The difference between the amount and timing of actual earned premiums, losses incurred and expenses and our previous estimates used to establish the premium deficiency reserves has an effect (either positive or negative) on that period's results. Second, the premium deficiency reserve changes as our assumptions relating to the present value of expected future premiums, losses and expenses on the remaining Wall Street bulk insurance in force change. Changes to these assumptions also have an effect on that period's results.

The decrease in the premium deficiency reserve for the years ended December 31, 2009 and 2008 was \$261 million and \$757 million, respectively, as shown in the charts below, which represents the net result of actual premiums, losses and expenses as well as a net change in assumptions for these periods. The change in assumptions for 2009 is primarily related to lower estimated ultimate losses, offset by lower estimated ultimate premiums. The lower estimated ultimate losses and lower estimated ultimate premiums were primarily due to higher expected rates of rescissions. The change in assumptions for 2008 primarily related to higher estimated ultimate losses.

## [Table of Contents](#)

|  | (\$ millions)   |
|--|-----------------|
| Premium Deficiency Reserve at December 31, 2008  | \$ (454)        |
| Paid claims and LAE  | 584             |
| Increase (decrease) in loss reserves   | (360)           |
| Premium earned   | (156)           |
| Effects of present valuing on future premiums, losses and expenses   | <u>21</u>       |
| Change in premium deficiency reserve to reflect actual premium, losses and expenses recognized   | 89              |
| Change in premium deficiency reserve to reflect change in assumptions relating to future premiums, losses and expenses and discount rate (1) | <u>172</u>      |
| Premium Deficiency Reserve at December 31, 2009  | <u>\$ (193)</u> |

(1) A positive number for changes in assumptions relating to premiums, losses, expenses and discount rate indicates a redundancy of prior premium deficiency reserves.

|  | (\$ millions)   |
|--|-----------------|
| Premium Deficiency Reserve at December 31, 2007  | \$ (1,211)      |
| Paid claims and LAE  | 770             |
| Increase (decrease) in loss reserves   | 448             |
| Premium earned   | (234)           |
| Effects of present valuing on future premiums, losses and expenses   | <u>(93)</u>     |
| Change in premium deficiency reserve to reflect actual premium, losses and expenses recognized   | 891             |
| Change in premium deficiency reserve to reflect change in assumptions relating to future premiums, losses and expenses and discount rate (2) | <u>(134)</u>    |
| Premium Deficiency Reserve at December 31, 2008  | <u>\$ (454)</u> |

(2) A negative number for changes in assumptions relating to premiums, losses, expenses and discount rate indicates a deficiency of prior premium deficiency reserves.

Each quarter we perform a premium deficiency analysis on the portion of our book of business not covered by the premium deficiency described above. As of December 31, 2009, the analysis concluded that there was no premium deficiency on such portion of our book of business. For the reasons discussed below, our analysis of any potential deficiency reserve is subject to inherent uncertainty and requires significant judgment by management. To the extent, in a future period, expected losses are

higher or expected premiums are lower than the assumptions we used in our analysis, we could be required to record a premium deficiency reserve on this portion of our book of business in such period.

The calculation of premium deficiency reserves requires the use of significant judgments and estimates to determine the present value of future premium and present value of expected losses and expenses on our business. The present value of future premium relies on, among other things, assumptions about persistency and repayment patterns on underlying loans. The present value of expected losses and expenses depends on assumptions relating to severity of claims and claim rates on current defaults, and expected defaults in future periods. These assumptions also include an estimate of expected rescission activity. Similar to our loss reserve estimates, our estimates for premium deficiency reserves could be adversely affected by several factors, including a deterioration of regional or economic conditions leading to a reduction in borrowers' income and thus their ability to make mortgage payments, and a drop in housing values that could expose us to greater losses. Assumptions used in calculating the deficiency reserves can also be affected by volatility in the current housing and mortgage lending industries. To the extent premium patterns and actual loss experience differ from the assumptions used in calculating the premium deficiency reserves, the differences between the actual results and our estimates will affect future period earnings and could be material.

## **9. Reinsurance**

We cede a portion of our business to reinsurers and record assets for reinsurance recoverable on loss reserves and prepaid reinsurance premiums. We cede primary business to reinsurance subsidiaries of certain mortgage lenders ("captives"). The majority of ceded premiums relates to these agreements. Historically, most of these reinsurance arrangements are aggregate excess of loss reinsurance agreements, and the remainder have been quota share agreements. Under the aggregate excess of loss agreements, we are responsible for the first aggregate layer of loss (typically 4% or 5%), the captives are responsible for the second aggregate layer of loss (typically 5% or 10%) and we are responsible for any remaining loss. The layers are typically expressed as a percentage of the original risk on an annual book of business reinsured by the captive. The premium cessions on these agreements typically range from 25% to 40% of the direct premium. Under a quota share arrangement premiums and losses are shared on a pro-rata basis between us and the captives, with the captive's portion of both premiums and losses typically ranging from 25% to 50%. Effective January 1, 2009, we are no longer ceding new business under excess of loss reinsurance treaties with lender captive reinsurers. Loans reinsured on an excess of loss basis through December 31, 2008 will run off pursuant to the terms of the particular captive arrangement. New business remains eligible to be ceded under quota share reinsurance arrangements, limited to a 25% cede rate. During 2008 and 2009, many of our captive arrangements have either been terminated or placed into run-off.

Under these agreements the captives are required to maintain a separate trust account, of which we are the sole beneficiary. Premiums ceded to a captive are deposited into the applicable trust account to support the captive's layer of insured risk. These amounts are held in the trust account and are available to pay reinsured losses. The captive's ultimate liability is limited to the assets in the trust account. When specific time periods are met and the individual trust account balance has reached a required level, then the individual captive may make authorized withdrawals from its applicable trust account. In most cases, the captives are also allowed to withdraw funds from the trust account to pay verifiable federal income taxes and operational expenses. Conversely, if the account balance falls below certain thresholds, the individual captive may be required to contribute funds to the trust account. However, in most cases, our sole remedy if a captive does not contribute such funds is to put the captive into run-off (in a run-off, no new loans are reinsured by the captive but loans previously reinsured continue to be covered, with premium and losses continuing to be ceded on those loans). In the event that the captive's incurred but unpaid losses exceed the funds in the trust account, and the captive does not deposit adequate funds, we may also be allowed to terminate the captive agreement, assume the captive's obligations, transfer the assets in the trust accounts to us, and retain all future premium payments.

The reinsurance recoverable on loss reserves related to captive agreements was approximately \$297 million at December 31, 2009. The total fair value of the trust fund assets under our captive agreements at December 31, 2009 was approximately \$547 million. During 2009, \$119 million of trust fund assets were transferred to us as a result of captive terminations. The transferred funds resulted in an increase in our investment portfolio (including cash and cash equivalents) and there was a corresponding decrease in our reinsurance recoverable on loss reserves, which is offset by a decrease in our net losses paid.

Since 2005, we have entered into three separate aggregate excess of loss reinsurance agreements under which we ceded approximately \$130 million of risk in force in the aggregate to three special purpose reinsurance companies. In 2008, we terminated one of these excess of loss reinsurance agreements. The remaining amount of ceded risk in force at December 31, 2009 was approximately \$48.1 million. Additionally, certain pool policies written by us have been reinsured with one domestic reinsurer. We receive a ceding commission under certain reinsurance agreements.

Generally, reinsurance recoverables on primary loss reserves and prepaid reinsurance premiums are supported by trust funds or letters of credit. As such, we have not established an allowance against these recoverables.

The effect of these agreements on premiums earned and losses incurred is as follows:

## Table of Contents

|                            | <u>2009</u>                | <u>2008</u>                | <u>2007</u>                |
|----------------------------|----------------------------|----------------------------|----------------------------|
|                            |                            | (In thousands of dollars)  |                            |
| <b>Premiums earned:</b>    |                            |                            |                            |
| Direct                     | \$ 1,406,977               | \$ 1,601,610               | \$ 1,430,964               |
| Assumed                    | 3,339                      | 3,588                      | 3,220                      |
| Ceded                      | <u>(107,975)</u>           | <u>(212,018)</u>           | <u>(171,794)</u>           |
| <b>Net premiums earned</b> | <u><b>\$ 1,302,341</b></u> | <u><b>\$ 1,393,180</b></u> | <u><b>\$ 1,262,390</b></u> |
| <b>Losses incurred:</b>    |                            |                            |                            |
| Direct                     | \$ 3,637,706               | \$ 3,553,029               | \$ 2,399,233               |
| Assumed                    | 4,290                      | 1,456                      | 517                        |
| Ceded                      | <u>(262,552)</u>           | <u>(482,984)</u>           | <u>(34,327)</u>            |
| <b>Net losses incurred</b> | <u><b>\$ 3,379,444</b></u> | <u><b>\$ 3,071,501</b></u> | <u><b>\$ 2,365,423</b></u> |

In June 2008 we entered into a reinsurance agreement that was effective on the risk associated with up to \$50 billion of qualifying new insurance written each calendar year. The term of the reinsurance agreement began April 1, 2008 and was scheduled to end on December 31, 2010, subject to two one-year extensions that could have been exercised by the reinsurer. Effective March 20, 2009, we terminated this reinsurance agreement. The termination resulted in a reinsurance fee of \$26.4 million as reflected in our results of operations for the year ended December 31, 2009. There are no further obligations under this reinsurance agreement.

## **10. Investments in joint ventures**

### C-BASS

C-BASS, a limited liability company, is an unconsolidated, less than 50%-owned investment of ours that is not controlled by us. Historically, C-BASS was principally engaged in the business of investing in the credit risk of subprime single-family residential mortgages. In 2007, C-BASS ceased its operations and is managing its portfolio pursuant to a consensual, non-bankruptcy restructuring, under which its assets are to be paid out over time to its secured and unsecured creditors. As discussed below, in the third quarter of 2007, we concluded that our total equity interest in C-BASS was impaired. In addition, during the fourth quarter of 2007 due to additional losses incurred by C-BASS, we reduced the carrying value of our \$50 million note from C-BASS to zero under equity method accounting. At December 31, 2009 our current book value of C-BASS, including our note receivable from C-BASS, remains at zero.

### 2007

Beginning in February 2007 and continuing through approximately the end of March 2007, the subprime mortgage market experienced significant turmoil. After a period of relative stability that persisted during April, May and through approximately late June, market dislocations recurred and then accelerated to unprecedented levels beginning in approximately mid-July 2007. As a result of margin calls from lenders that C-BASS

was not able to meet, C-BASS's purchases of mortgages and mortgage securities and its securitization activities ceased.

On July 30, 2007, we announced that we had concluded that the value of our investment in C-BASS had been materially impaired and that the amount of the impairment could be our entire investment. In connection with the determination of our results of operations for the quarter ended September 30, 2007, we wrote down our entire equity investment in C-BASS through an impairment charge of \$466 million. This impairment charge is reflected in our results of operations for year ended December 31, 2007.

We measured the value of our investment based upon the potential market for the equity interest in C-BASS and expected future cash flows of C-BASS, including a consensual, non-bankruptcy restructuring, which, subsequently occurred on November 16, 2007 through an override agreement with C-BASS's creditors. The override agreement provides that C-BASS's assets are to be paid out over time to its secured and unsecured creditors. The information used in our valuation was provided by C-BASS. We believe there is a high degree of uncertainty surrounding the amounts and timing of C-BASS's cash flows and our analysis of them involved significant management judgment based upon currently available facts and circumstances, which are subject to change. The market analysis as well as our analysis of the cash flow projections reflected little or no value for our equity interest in C-BASS. Based on these analyses our entire equity interest in C-BASS was written down through an impairment charge.

In mid-July 2007 we lent C-BASS \$50 million under an unsecured credit facility. At September 30, 2007 this note was carried at face value on our consolidated balance sheet. During the fourth quarter of 2007 C-BASS incurred additional losses that caused us to reduce the carrying value of the note to zero under equity method accounting. A third party has an option that expires in December 2014 to purchase 22.5% of C-BASS' equity from us for an exercise price of \$2.5 million.

A summary C-BASS income statement for the period indicated appears below.

## [Table of Contents](#)

### C-BASS Summary Income Statement: (audited)

|                            | For the year ended<br>December 31, 2007<br>(In millions of dollars) |
|----------------------------|---|
| Total net revenue          | \$ (1,647.8)  |
| Total expense              | <u>259.3</u>  |
| Loss before tax            | <u>\$ (1,907.1)</u>   |
| Company's loss from C-BASS | <u>\$ (499.6)</u>   |

#### Sherman

During the period in which we held an equity interest in Sherman, Sherman was principally engaged in the business of purchasing and collecting for its own account delinquent consumer assets which are primarily unsecured, and in originating and servicing subprime credit card receivables. The borrowings used to finance these activities are included in Sherman's balance sheet. A substantial portion of Sherman's consolidated assets are investments in consumer receivable portfolios that do not have readily ascertainable market values. Sherman's results of operations are sensitive to estimates by Sherman's management of ultimate collections on these portfolios.

In August 2008 we sold our entire interest in Sherman to Sherman. Our interest sold represented approximately 24.25% of Sherman's equity. The sale price paid was \$124.5 million in cash and by delivery of Sherman's unsecured promissory note in the principal amount of \$85 million (the "Note"). The scheduled maturity of the Note is February 13, 2011 and it bears interest, payable monthly, at the annual rate equal to three-month LIBOR plus 500 basis points. The Note is issued under a Credit Agreement, dated August 13, 2008, between Sherman and MGIC.

At the time of sale the note had a fair value of \$69.5 million (18.25% discount to par). The fair value was determined by comparing the terms of the Note to the discounts and yields on comparable bonds. The fair value was also discounted for illiquidity and lack of ratings. The discount will be amortized to interest income over the life of the Note. The gain recognized on the sale was \$62.8 million, and is included in realized investment gains (losses) on the statement of operations for the year ended December 31, 2008. The value of the Sherman Note and related interest receivable at December 31, 2009 and 2008 was \$78.1 million and \$72.1 million, respectively, and is included in Other Assets on our consolidated balance sheet.

In connection with the sale we waived, effective at the time at which the Note is paid in full, our right to any contingent consideration for the sale of the interests in Sherman that we sold in September 2007 to an entity owned by the management of Sherman. Under that sale, we are entitled to an additional cash payment if the

## Table of Contents

purchaser's after-tax rate of return on the interests purchased exceeds a threshold that equates to an annual return of 16%.

A summary Sherman income statement for the periods indicated appears below. Prior to the sale of our interest, we did not consolidate Sherman with us for financial reporting purposes, and we did not control Sherman. Sherman's internal controls over its financial reporting were not part of our internal controls over our financial reporting. However, our internal controls over our financial reporting included processes to assess the effectiveness of our financial reporting as it pertains to Sherman. We believe those processes were effective in the context of our overall internal controls.

### Sherman Summary Income Statement:

|                                      | Year Ended December 31,<br>2008*<br>(unaudited) | 2007<br>(audited) |
|--------------------------------------|---|-------------------|
|                                      | (In millions of dollars)                        |                   |
| Revenues from receivable portfolios  | \$ 660.3  | \$ 994.3          |
| Portfolio amortization               | 264.8   | 488.1             |
| Revenues, net of amortization        | 395.5   | 506.2             |
| Credit card interest income and fees | 475.6   | 692.9             |
| Other revenue                        | 35.3  | 60.8              |
| Total revenues                       | 906.4   | 1,259.9           |
| Total expenses                       | 740.1   | 991.5             |
| Income before tax                    | \$ 166.3  | \$ 268.4          |
| Company's income from Sherman        | \$ 35.6   | \$ 81.6           |

\* The year ended December 31, 2008 only reflects Sherman's results and our income from Sherman through July 31, 2008 as a result of the sale of our remaining interest in August 2008.

The "Company's income from Sherman" line item in the table above includes \$3.6 million and \$15.6 million of additional amortization expense in 2008 and 2007, respectively, above Sherman's actual amortization expense, related to additional interests in Sherman that we purchased during the third quarter of 2006 at a price in excess of book value.

### 2007

In September 2007, we sold a portion of our interest in Sherman to an entity owned by Sherman's senior management. The interest sold by us represented approximately 16% of Sherman's equity. We received a cash payment of \$240.8 million in the sale. We recorded a \$162.9 million pre-tax gain on this sale, which is

[Table of Contents](#)

reflected in our results of operations for the year ended December 31, 2007 as a realized gain.

**11. Benefit plans**

We have a non-contributory defined benefit pension plan covering substantially all domestic employees, as well as a supplemental executive retirement plan. We also offer both medical and dental benefits for retired domestic employees and their spouses under a postretirement benefit plan. In October 2008 we amended our postretirement benefit plan. The amendment, which was effective January 1, 2009, terminated the benefits provided to retirees once they reach the age of 65. This amendment reduced our accumulated postretirement benefit obligation as of December 31, 2008 as shown in the charts below. The benefit from this amendment was amortized to net periodic benefit cost in 2009 and future periods. The following tables provide the components of aggregate annual net periodic benefit cost, the amounts recognized in the consolidated balance sheet, changes in the benefit obligation and the funded status of the pension, supplemental executive retirement and other postretirement benefit plans:

| Components of Net Periodic Benefit Cost for fiscal year ending | Pension and Supplemental Executive Retirement Plans |            |            | Other Postretirement Benefits |            |            |
|--|---|------------|------------|-------------------------------|------------|------------|
|  | 12/31/2009  | 12/31/2008 | 12/31/2007 | 12/31/2009                    | 12/31/2008 | 12/31/2007 |
|  | (In thousands of dollars)                           |            |            |                               |            |            |
| 1. Company Service Cost  | \$ 8,154  | \$ 8,677   | \$ 10,047  | \$ 1,280                      | \$ 3,886   | \$ 3,377   |
| 2. Interest Cost   | 14,300  | 13,950     | 12,225     | 1,463                         | 4,966      | 3,874      |
| 3. Expected Return on Assets                                   | (15,340)  | (19,348)   | (17,625)   | (2,229)                       | (3,766)    | (3,269)    |
| 4. Other Adjustments   | —   | —          | —          | —                             | —          | —          |
| <i>Subtotal</i>  | 7,114   | 3,279      | 4,647      | 514                           | 5,086      | 3,982      |
| 5. Amortization of :   |   |            |            |                               |            |            |
| a. Net Transition Obligation/(Asset)                           | —   | —          | —          | —                             | 283        | 283        |
| b. Net Prior Service Cost/(Credit)                             | 716   | 684        | 564        | (6,059)                       | —          | —          |
| c. Net Losses/(Gains)  | 6,330   | 510        | 552        | 1,704                         | —          | —          |
| <i>Total Amortization</i>                                      | 7,046   | 1,194      | 1,116      | (4,355)                       | 283        | 283        |
| 6. Net Periodic Benefit Cost                                   | 14,160  | 4,473      | 5,763      | (3,841)                       | 5,369      | 4,265      |
| 7. Cost of SFAS 88 Events                                      | —   | —          | —          | —                             | —          | —          |
| 8. Total Expense for Year                                      | \$ 14,160   | \$ 4,473   | \$ 5,763   | \$ (3,841)                    | \$ 5,369   | \$ 4,265   |

| Reconciliation of Net Balance Sheet (Liability)/Asset                       | 12/31/2009                | 12/31/2008 | 12/31/2009 | 12/31/2008 |
|---|---------------------------|------------|------------|------------|
|   | (In thousands of dollars) |            |            |            |
| 1. Net Balance Sheet (Liability)/Asset at End of Prior Year                 | (22,310)                  | 51,106     | 4,908      | (23,143)   |
| 2. Amount Recognized in AOCI at End of Prior Year                           | 104,420                   | 2,247      | (30,726)   | 2,737      |
| 3. (Accrued)/Prepaid Benefit Cost (before Adjustment) at End of Prior Year  | 82,110                    | 53,353     | (25,818)   | (20,406)   |
| 4. Net Periodic Benefit (Cost)/Income for Fiscal Year                       | (14,160)                  | (4,473)    | 3,841      | (5,369)    |
| 5. (Cost)/Income of SFAS 88 Events  | —                         | —          | —          | —          |
| 6. Employer Contributions   | 10,000                    | 33,000     | —          | —          |
| 7. Plan participants' contributions   | —                         | —          | (281)      | (539)      |
| 8. Benefits Paid Directly by Company  | 231                       | 230        | 738        | 496        |
| 9. Other Adjustment   | —                         | —          | 105        | —          |
| 10. (Accrued)/Prepaid Benefit Cost (before Adjustment) at End of Prior Year | 78,181                    | 82,110     | (21,415)   | (25,818)   |
| 11. Amount Recognized in AOCI at End of Year                                | (93,403)                  | (104,420)  | 36,190     | 30,726     |
| 12. Net Balance Sheet (Liability)/Asset at End of Year                      | (15,222)                  | (22,310)   | 14,775     | 4,908      |

**Development of Funded Status**

|   | Pension and Supplemental<br>Executive Retirement Plans |            | Other Postretirement<br>Benefits |            |
|---|--|------------|----------------------------------|------------|
|   | 12/31/2009   | 12/31/2008 | 12/31/2009                       | 12/31/2008 |
|   | (In thousands of dollars)                              |            |                                  |            |
| <b>Actuarial Value of Benefit Obligations</b> |  |            |                                  |            |
| 1. Measurement Date                           | 12/31/2009   | 12/31/2008 | 12/31/2009                       | 12/31/2008 |
| 2. Accumulated Benefit Obligation             | 237,257  | 202,475    | 24,144                           | 25,282     |
| 3. Projected Benefit Obligation               | 258,592  | 229,039    | —                                | —          |

**Funded Status**

|   |           |           |          |          |
|---|-----------|-----------|----------|----------|
| 1. Projected Accumulated Benefit Obligation | (258,592) | (229,039) | (24,144) | (25,282) |
| 2. Plan Assets at Fair Value                | 243,369   | 206,729   | 38,920   | 30,190   |
| 3. Funded Status — Overfunded               | N/A       | N/A       | 14,776   | 4,909    |
| 4. Funded Status — Underfunded              | (15,223)  | (22,310)  | N/A      | N/A      |

**Accumulated Other Comprehensive Income**

|                                      | 12/31/2009 | 12/31/2008                | 12/31/2009 | 12/31/2008 |
|--------------------------------------|------------|---------------------------|------------|------------|
|                                      |            | (In thousands of dollars) |            |            |
| 1. Net Actuarial (Gain)/Loss         | \$ 90,655  | \$ 101,646                | \$ 16,517  | \$ 27,319  |
| 2. Net Prior Service Cost/(Credit)   | 2,748      | 2,774                     | (52,707)   | (58,045)   |
| 3. Net Transition Obligation/(Asset) | —          | —                         | —          | —          |
| 4. Total at Year End                 | 93,403     | 104,420                   | (36,190)   | (30,726)   |

**Information for Plans with PBO / APBO in Excess of Plan Assets**

|  | 12/31/2009 | 12/31/2008                | 12/31/2009 | 12/31/2008 |
|--|------------|---------------------------|------------|------------|
|  |            | (In thousands of dollars) |            |            |
| 1. Projected Benefit Obligation/<br>Accumulated Postretirement Benefit Obligation    | \$258,592  | \$229,039                 | \$ —       | \$ —       |
| 2. Accumulated Benefit Obligation /<br>Accumulated Postretirement Benefit Obligation | 237,257    | 202,475                   | —          | —          |
| 3. Fair Value of Plan Assets   | 243,369    | 206,729                   | —          | —          |

**Information for Plans with PBO / APBO Less Than Plan Assets**

|  | 12/31/2009 | 12/31/2008                | 12/31/2009 | 12/31/2008 |
|--|------------|---------------------------|------------|------------|
|  |            | (In thousands of dollars) |            |            |
| 1. Projected Benefit Obligation/<br>Accumulated Postretirement Benefit Obligation    | \$ —       | \$ —                      | \$ —       | \$ —       |
| 2. Accumulated Benefit Obligation /<br>Accumulated Postretirement Benefit Obligation | —          | —                         | 24,144     | 25,282     |
| 3. Fair Value of Plan Assets   | —          | —                         | 38,920     | 30,190     |

[Table of Contents](#)

The changes in the projected benefit obligation are as follows:

| Change in Projected Benefit Obligation                 | Pension and Supplemental<br>Executive Retirement Plans |            | Other Postretirement<br>Benefits |            |
|--|--|------------|----------------------------------|------------|
|  | 12/31/2009   | 12/31/2008 | 12/31/2009                       | 12/31/2008 |
|  | (In thousands of dollars)                              |            |                                  |            |
| 1. Benefit Obligation at Beginning of Year             | \$229,039  | \$207,431  | \$25,282                         | \$ 73,357  |
| 2. Company Service Cost                                | 8,154  | 8,677      | 1,280                            | 3,886      |
| 3. Interest Cost                                       | 14,300   | 13,950     | 1,463                            | 4,966      |
| 4. Plan Participants' Contributions                    | —  | —          | 281                              | 539        |
| 5. Net Actuarial (Gain)/Loss due to Assumption Changes | 17,428   | (7,725)    | 359                              | 3,523      |
| 6. Net Actuarial (Gain)/Loss due to Plan Experience    | (5,800)  | 11,317     | (2,490)                          | (49)       |
| 7. Benefit Payments from Fund                          | (4,988)  | (4,381)    | (467)                            | (1,265)    |
| 8. Benefit Payments Directly by Company                | (231)  | (230)      | (738)                            | (496)      |
| 9. Plan Amendments                                     | 690  | —          | (721)                            | (59,179)   |
| 10. Other Adjustment                                   | —  | —          | (105)                            | —          |
| 11. Benefit Obligation at End of Year                  | \$258,592  | \$229,039  | \$24,144                         | \$ 25,282  |

The changes in the fair value of the net assets available for plan benefits are as follows:

**Change in Plan Assets**

|   | 12/31/2009                | 12/31/2008 | 12/31/2009 | 12/31/2008 |
|---|---------------------------|------------|------------|------------|
|   | (In thousands of dollars) |            |            |            |
| 1. Fair Value of Plan Assets at Beginning of Year | \$206,729                 | \$258,536  | \$30,190   | \$ 50,215  |
| 2. Company Contributions                          | 10,000                    | 33,000     | —          | —          |
| 3. Benefit Payments from Fund                     | (4,988)                   | (4,381)    | (467)      | (1,265)    |
| 4. Actual Return on Assets                        | 31,628                    | (80,426)   | 9,197      | (18,760)   |
| 5. Fair Value of Plan Assets at End of Year       | 243,369                   | 206,729    | 38,920     | 30,190     |

[Table of Contents](#)

| Change in Net Actuarial Loss/(Gain)               | Pension and Supplemental Executive Retirement Plans |            | Other Postretirement Benefits |            |
|---|---|------------|-------------------------------|------------|
|   | 12/31/2009  | 12/31/2008 | 12/31/2009                    | 12/31/2008 |
|   | (In thousands of dollars)                           |            |                               |            |
| 1. Net Actuarial Loss/(Gain) at end of prior year | \$ 101,646  | \$ (1,211) | \$ 27,319                     | \$ 1,320   |
| 2. Amortization Credit/(Cost) For Year            | (6,330)   | (510)      | (1,704)                       | —          |
| 3. Liability Loss/(Gain)                          | 11,627  | 3,593      | (2,131)                       | 3,473      |
| 4. Asset Loss/(Gain)                              | (16,288)  | 99,774     | (6,967)                       | 22,526     |
| 5. Net Actuarial Loss/(Gain) at year end          | \$ 90,655   | \$ 101,646 | \$ 16,517                     | \$ 27,319  |

**Change in Accumulated Other Comprehensive Income (AOCI)**

|   |            |            |             |             |
|---|------------|------------|-------------|-------------|
| 1. AOCI in Prior Year   | \$ 104,420 | \$ 2,247   | \$ (30,726) | \$ 2,737    |
| 2. Increase/(Decrease) in AOCI  |            |            |             |             |
| a. Recognized during year — Net Recognized Transition Transition (Obligation)/Asset | —          | —          | —           | (283)       |
| b. Recognized during year — Prior Service (Cost)/Credit                             | (716)      | (683)      | 6,059       | —           |
| c. Recognized during year — Net Actuarial (Losses)/Gains                            | (6,330)    | (510)      | (1,704)     | —           |
| d. Occurring during year — Prior Service Cost                                       | 690        | —          | (721)       | (59,179)    |
| e. Occurring during year — Net Actuarial Losses/(Gains)                             | (4,661)    | 103,366    | (9,098)     | 25,999      |
| f. Increase (decrease) due to adoption of SFAS 158                                  | N/A        | N/A        | N/A         | N/A         |
| g. Other adjustments  | —          | —          | —           | —           |
| 3. AOCI in Current Year   | \$ 93,403  | \$ 104,420 | \$ (36,190) | \$ (30,726) |

**Amortizations Expected to be Recognized During Next Fiscal Year**

|  | 12/31/2009 | 12/31/2008                | 12/31/2009 | 12/31/2008 |
|--|------------|---------------------------|------------|------------|
|  |            | (In thousands of dollars) |            |            |
| 1. Amortization of Net Transition Obligation/(Asset) | \$ —       | \$ —                      | \$ —       | \$ —       |
| 2. Amortization of Prior Service Cost/(Credit)       | 559        | 632                       | (6,138)    | (6,059)    |
| 3. Amortization of Net Losses/(Gains)                | 5,754      | 6,876                     | 1,025      | 1,888      |

## [Table of Contents](#)

The projected benefit obligations, net periodic benefit costs and accumulated postretirement benefit obligation for the plans were determined using the following weighted average assumptions.

| Actuarial Assumptions  | Pension and Supplemental Executive Retirement Plans |            | Other Postretirement Benefits |            |
|--|---|------------|-------------------------------|------------|
|  | 12/31/2009  | 12/31/2008 | 12/31/2009                    | 12/31/2008 |
| <b>Weighted-Average Assumptions Used to Determine Benefit Obligations at year end</b>    |   |            |                               |            |
| 1. Discount Rate   | 6.00%   | 6.50%      | 5.75%                         | 6.50%      |
| 2. Rate of Compensation Increase   | 3.00%   | 3.00%      | N/A                           | N/A        |
| 3. Social Security Increase  | N/A   | N/A        | N/A                           | N/A        |
| 4. Pension Increases for Participants In-Payment Status                                  | N/A   | N/A        | N/A                           | N/A        |
| <b>Weighted-Average Assumptions Used to Determine Net Periodic Benefit Cost for Year</b> |   |            |                               |            |
| 1. Discount Rate   | 6.50%   | 6.50%      | 6.50%                         | 6.50%      |
| 2. Expected Long-term Return on Plan Assets  | 7.50%   | 7.50%      | 7.50%                         | 7.50%      |
| 3. Rate of Compensation Increase   | 3.00%   | 4.50%      | N/A                           | N/A        |
| 4. Social Security Increase  | N/A   | N/A        | N/A                           | N/A        |
| 5. Pension Increases for Participants In-Payment Status                                  | N/A   | N/A        | N/A                           | N/A        |
| <b>Assumed Health Care Cost Trend Rates at year end</b>                                  |   |            |                               |            |
| 1. Health Care Cost Trend Rate Assumed for Next Year                                     | N/A   | N/A        | 8.50%                         | 8.00%      |
| 2. Rate to Which the Cost Trend Rate is Assumed to Decline (Ultimate Trend Rate)         | N/A   | N/A        | 5.00%                         | 5.00%      |
| 3. Year That the Rate Reaches the Ultimate Trend Rate                                    | N/A   | N/A        | 2017                          | 2015       |

In selecting a discount rate, we performed a hypothetical cash flow bond matching exercise, matching our expected pension plan and postretirement medical plan cash flows, respectively, against a selected portfolio of high quality corporate bonds. The modeling was performed using a bond portfolio of noncallable bonds with at least \$25 million outstanding. The average yield of these hypothetical bond portfolios was used as the benchmark for determining the discount rate. In selecting the expected long-term rate of return on assets, we considered the average rate of earnings expected on the classes of funds invested or to be invested to provide for the benefits of these plans. This included considering the trusts' targeted asset allocation for the year and the expected returns likely to be earned over the next 20 years.

## [Table of Contents](#)

During 2009 we moved a significant portion of the pension plan assets from equity securities to fixed income securities. The weighted-average asset allocations of the plans are as follows:

| Plan Assets                             | Pension Plan |            | Other Postretirement Benefits |            |
|---|--------------|------------|-------------------------------|------------|
|   | 12/31/2009   | 12/31/2008 | 12/31/2009                    | 12/31/2008 |
| <b>Allocation of Assets at year end</b> |              |            |                               |            |
| 1. Equity Securities                    | 30%          | 70%        | 100%                          | 100%       |
| 2. Debt Securities                      | 70%          | 19%        | 0%                            | 0%         |
| 3. Real Estate                          | 0%           | 2%         | 0%                            | 0%         |
| 4. Other                                | 0%           | 9%         | 0%                            | 0%         |
| 5. Total                                | 100%         | 100%       | 100%                          | 100%       |
| <b>Target Allocation of Assets</b>      |              |            |                               |            |
| 1. Equity Securities                    | 30%          | 77%        | 100%                          | 100%       |
| 2. Debt Securities                      | 70%          | 20%        | 0%                            | 0%         |
| 3. Real Estate                          | 0%           | 3%         | 0%                            | 0%         |
| 4. Other                                | 0%           | 0%         | 0%                            | 0%         |
| 5. Total                                | 100%         | 100%       | 100%                          | 100%       |

In accordance with fair value guidance, we applied the following fair value hierarchy in order to measure fair value of our benefit plan assets:

Level 1 – Quoted prices for identical instruments in active markets that we have the ability to access. Financial assets utilizing Level 1 inputs include equity securities, mutual funds, money market funds and certain U.S. Treasury securities and obligations of the U.S. government.

Level 2 – Quoted prices for similar instruments in active markets; quoted prices for identical or similar instruments in markets that are not active; and inputs, other than quoted prices, that are observable in the marketplace for the financial instrument. The observable inputs are used in valuation models to calculate the fair value of the financial instruments. Financial assets utilizing Level 2 inputs include certain municipal, corporate and foreign bonds.

Level 3 – Valuations derived from valuation techniques in which one or more significant inputs or value drivers are unobservable. Level 3 inputs reflect our own assumptions about the assumptions a market participant would use in pricing an asset or liability. There are no securities that utilize Level 3 inputs.

To determine the fair value of securities in Level 1 and Level 2 of the fair value hierarchy, independent pricing sources have been utilized. One price is provided per security based on observable market data. To ensure securities are appropriately classified in the fair value hierarchy, we review the pricing techniques and methodologies of the independent pricing sources and believe that their policies adequately consider market activity, either based on specific transactions for the issue valued or based on modeling of securities with similar credit quality, duration,

## Table of Contents

yield and structure that were recently traded. A variety of inputs are utilized including benchmark yields, reported trades, non-binding broker/dealer quotes, issuer spreads, two sided markets, benchmark securities, bids, offers and reference data including market research publications. Inputs may be weighted differently for any security, and not all inputs are used for each security evaluation. Market indicators, industry and economic events are also considered. This information is evaluated using a multidimensional pricing model.

The following table sets forth by level, within the fair value hierarchy, the pension plan assets at fair value as of December 31 2009.

### Assets at Fair Value as of December 31, 2009

| <u>Pension Plan</u>        | <u>Level 1</u>   | <u>Level 2</u>            | <u>Level 3</u> | <u>Total</u>      |
|----------------------------|------------------|---------------------------|----------------|-------------------|
|                            |                  | (in thousands of dollars) |                |                   |
| Mutual Funds               | \$ 46,938        | \$ —                      | \$ —           | \$ 46,938         |
| Common Stocks              | 33,171           | —                         | —              | 33,171            |
| Corporate Bonds            | —                | 129,435                   | —              | 129,435           |
| U.S. Government Securities | 10,332           | —                         | —              | 10,332            |
| Municipals                 | —                | 5,616                     | —              | 5,616             |
| Foreign Bonds              | —                | 15,834                    | —              | 15,834            |
| Foreign Stocks             | 2,043            | —                         | —              | 2,043             |
| Total Assets at fair value | <u>\$ 92,484</u> | <u>\$ 150,885</u>         | <u>\$ —</u>    | <u>\$ 243,369</u> |

Our pension plan portfolio returns are expected to achieve the following objectives over each market cycle and for at least 5 years:

#### Fixed income allocation

- Protect actuarial benefit payment stream through asset liability matching
- Reduce volatility of investment returns compared to actuarial benefit liability

#### Equity allocation

- Protect long tailed liabilities through the use of equity portfolio
- Achieve competitive investment results

The primary focus in developing asset allocation ranges for the portfolio is the assessment of the portfolio's investment objectives and the level of risk that is acceptable to obtain those objectives. To achieve these goals the minimum and maximum allocation ranges for fixed income securities and equity securities are:

|                  | <u>Minimum</u> | <u>Maximum</u> |
|------------------|----------------|----------------|
| Fixed income     | 60%            | 100%           |
| Equity           | 0%             | 40%            |
| Cash equivalents | 0%             | 10%            |

[Table of Contents](#)

Investment in international oriented funds is limited to a maximum of 25% of the equity range.

The following table sets forth by level, within the fair value hierarchy, the postretirement plan assets at fair value as of December 31 2009.

Assets at Fair Value as of December 31, 2009

| <u>Postretirement Plan</u> | <u>Level 1</u>   | <u>Level 2</u>            | <u>Level 3</u> | <u>Total</u>     |
|----------------------------|------------------|---------------------------|----------------|------------------|
|                            |                  | (in thousands of dollars) |                |                  |
| Mutual Funds               | \$ 38,920        | \$ —                      | \$ —           | \$ 38,920        |
| Total Assets at fair value | <u>\$ 38,920</u> | <u>\$ —</u>               | <u>\$ —</u>    | <u>\$ 38,920</u> |

Our postretirement plan portfolio returns are expected to achieve the following objectives over each market cycle and for at least 5 years:

- Total return should exceed growth in the Consumer Price Index
- Achieve competitive investment results

The primary focus in developing asset allocation ranges for the portfolio is the assessment of the portfolio's investment objectives and the level of risk that is acceptable to obtain those objectives. To achieve these goals the minimum and maximum allocation ranges for fixed income securities and equity securities are:

|              | <u>Minimum</u> | <u>Maximum</u> |
|--------------|----------------|----------------|
| Fixed income | 0%             | 10%            |
| Equity       | 90%            | 100%           |

Given the long term nature of this portfolio and the lack of any immediate need for significant cash flow, it is anticipated that the equity investments will consist of growth stocks and will typically be at the higher end of the allocation ranges above. Investment in international oriented funds is limited to a maximum of 18% of the portfolio.

## [Table of Contents](#)

The following tables show the actual and estimated future contributions and actual and estimated future benefit payments.

| <b>Company Contributions</b>                      | Pension and Supplemental<br>Executive Retirement Plans |                   | Other Postretirement<br>Benefits |                   |
|---|--|-------------------|----------------------------------|-------------------|
|   | <u>12/31/2009</u>                                      | <u>12/31/2008</u> | <u>12/31/2009</u>                | <u>12/31/2008</u> |
|   | (In thousands of dollars)                              |                   |                                  |                   |
| <b>Company Contributions for the Year Ending:</b> |  |                   |                                  |                   |
| 1. Current - 1                                    | \$ 33,230  | \$ 10,530         | \$ —                             | \$ 4,383          |
| 2. Current  | 10,231   | 33,230            | —                                | —                 |
| 3. Current + 1                                    | 10,575   | 10,284            | —                                | —                 |

### **Benefits Paid Directly by the Company**

|   | <u>12/31/2009</u> | <u>12/31/2008</u>         | <u>12/31/2009</u> | <u>12/31/2008</u> |
|---|-------------------|---------------------------|-------------------|-------------------|
|   |                   | (In thousands of dollars) |                   |                   |
| <b>Benefits Paid Directly by the Company for the Year Ending:</b> |                   |                           |                   |                   |
| 1. Current - 1  | \$ 230            | \$ 230                    | \$ 1,761          | \$ 1,478          |
| 2. Current  | 231               | 230                       | 1,205             | 1,761             |
| 3. Current + 1  | 575               | 284                       | 1,427             | 1,817             |

### **Plan Participants' Contributions**

|  | <u>12/31/2009</u> | <u>12/31/2008</u>         | <u>12/31/2009</u> | <u>12/31/2008</u> |
|--|-------------------|---------------------------|-------------------|-------------------|
|  |                   | (In thousands of dollars) |                   |                   |
| <b>Plan Participants' Contributions for the Year Ending:</b> |                   |                           |                   |                   |
| 1. Current - 1   | \$ —              | \$ —                      | \$ 539            | \$ 495            |
| 2. Current   | —                 | —                         | 281               | 539               |
| 3. Current + 1   | —                 | —                         | 409               | 436               |

### **Benefit Payments (Total)**

|   | <u>12/31/2009</u> | <u>12/31/2008</u>         | <u>12/31/2009</u> | <u>12/31/2008</u> |
|---|-------------------|---------------------------|-------------------|-------------------|
|   |                   | (In thousands of dollars) |                   |                   |
| <b>Actual Benefit Payments for the Year Ending:</b>   |                   |                           |                   |                   |
| 1. Current - 1  | \$ 4,611          | \$ 5,685                  | \$ 1,222          | \$ 983            |
| 2. Current  | 5,218             | 4,611                     | 923               | 1,222             |
| <b>Expected Benefit Payments for the Year Ending:</b> |                   |                           |                   |                   |
| 3. Current + 1  | 7,734             | 6,169                     | 1,018             | 1,380             |
| 4. Current + 2  | 8,827             | 7,256                     | 1,238             | 1,608             |
| 5. Current + 3  | 10,287            | 8,444                     | 1,454             | 1,920             |
| 6. Current + 4  | 11,500            | 9,655                     | 1,567             | 2,140             |
| 7. Current + 5  | 13,892            | 10,895                    | 1,824             | 2,224             |
| 8. Current + 6 - 10                                   | 83,034            | 75,028                    | 11,926            | 14,354            |

The following other postretirement benefit payments, which reflect future service, are expected to be paid in the following fiscal years:

[Table of Contents](#)

| Fiscal Year       | Gross Benefits | Other Postretirement Benefits                        | Net Benefits |
|-------------------|----------------|--|--------------|
|                   |                | Medicare Part D Subsidy<br>(In thousands of dollars) |              |
| 2010              | 1,018          | —  | 1,018        |
| 2011              | 1,238          | —  | 1,238        |
| 2012              | 1,454          | —  | 1,454        |
| 2013              | 1,567          | —  | 1,567        |
| 2014              | 1,824          | —  | 1,824        |
| Years 2015 - 2019 | 11,926         | —  | 11,926       |

Health care sensitivities

For measurement purposes, an 8.0% health care trend rate was used for pre-65 benefits for 2009. In 2010, the rate is assumed to be 8.5%, decreasing to 5.0% by 2017 and remaining at this level beyond.

Assumed health care cost trend rates have a significant effect on the amounts reported for the health care plan. A 1% change in the health care trend rate assumption would have the following effects on other postretirement benefits:

|  | 1-Percentage Point Increase<br>(In thousands of dollars) | 1-Percentage Point Decrease<br>(In thousands of dollars) |
|--|--|--|
| Effect on total service and interest cost components | \$ 340   | \$ (294)   |
| Effect on postretirement benefit obligation          | 2,654  | (2,327)  |

We have a profit sharing and 401(k) savings plan for employees. At the discretion of the Board of Directors, we may make a profit sharing contribution of up to 5% of each participant's eligible compensation. We provide a matching 401(k) savings contribution on employees' before-tax contributions at a rate of 80% of the first \$1,000 contributed and 40% of the next \$2,000 contributed. We recognized profit sharing expense and 401(k) savings plan expense of \$3.1 million, \$4.5 million and \$2.7 million in 2009, 2008 and 2007, respectively.

**12. Income taxes**

Net deferred tax assets and liabilities as of December 31, 2009 and 2008 are as follows:

## Table of Contents

|   | <u>2009</u>               | <u>2008</u>       |
|---|---------------------------|-------------------|
|   | (In thousands of dollars) |                   |
| Total deferred tax assets                         | \$ 558,445                | \$ 396,024        |
| Total deferred tax liabilities                    | <u>(323,126)</u>          | <u>(124,903)</u>  |
| Net deferred tax asset before valuation allowance | 235,319                   | 271,121           |
| Valuation allowance                               | <u>(238,490)</u>          | —                 |
| Net deferred tax (liability ) asset               | <u>\$ (3,171)</u>         | <u>\$ 271,121</u> |

The components of the net deferred tax (liability) asset as of December 31, 2009 and 2008 are as follows:

|   | <u>2009</u>               | <u>2008</u>       |
|---|---------------------------|-------------------|
|   | (In thousands of dollars) |                   |
| Unearned premium reserves                             | \$ 18,668                 | \$ 32,769         |
| Convertible debentures                                | (34,208)                  | (41,137)          |
| Net operating loss                                    | 299,582                   | —                 |
| Loss reserves   | 101,550                   | 69,875            |
| Unrealized (appreciation) depreciation in investments | (55,840)                  | 27,521            |
| Alternative minimum tax credit carryforward           | —                         | 27,719            |
| Mortgage investments                                  | 19,073                    | 17,765            |
| Deferred compensation                                 | 19,621                    | 18,605            |
| Investments in joint ventures                         | (208,787)                 | (74,560)          |
| Premium deficiency reserves                           | 67,615                    | 159,018           |
| Loss due to “other than temporary” impairments        | 16,858                    | 16,669            |
| Other, net  | <u>(8,813)</u>            | <u>16,877</u>     |
| Net deferred tax asset before valuation allowance     | 235,319                   | 271,121           |
| Valuation allowance                                   | <u>(238,490)</u>          | —                 |
| Net deferred tax (liability) asset                    | <u>\$ (3,171)</u>         | <u>\$ 271,121</u> |

We review the need to establish a deferred tax asset valuation allowance on a quarterly basis. We include an analysis of several factors, among which are the severity and frequency of operating losses, our capacity for the carryback or carryforward of any losses, the expected occurrence of future income or loss and available tax planning alternatives. As discussed below, we have reduced our benefit from income tax by establishing a valuation allowance during 2009.

In periods prior to 2008, we deducted significant amounts of statutory contingency reserves on our federal income tax returns. The reserves were deducted to the extent we purchased tax and loss bonds in an amount equal to the tax benefit of the deduction. The reserves are included in taxable income in future years when they are released for statutory accounting purposes or when the taxpayer elects to redeem the tax and loss bonds that were purchased in connection with the deduction for the reserves. Since the tax effect on these reserves exceeded the gross deferred tax assets less deferred tax liabilities, we believe that all gross deferred tax assets

## [Table of Contents](#)

recorded in periods prior to the quarter ended March 31, 2009 were fully realizable. Therefore, we established no valuation reserve.

In the first quarter of 2009, we redeemed the remaining balance of our tax and loss bonds of \$431.5 million. Therefore, the remaining contingency reserves were released for tax purposes and are no longer available to support any net deferred tax assets. Beginning with the first quarter of 2009, any benefit from income taxes, relating to operating losses, has been reduced or eliminated by the establishment of a valuation allowance. The valuation allowance, established during 2009, reduced our benefit from income taxes by \$238.5 million.

Recently enacted legislation expands the carryback period for certain net operating losses from 2 years to 5 years. A total benefit for income taxes of \$282.0 million has been recorded in the Consolidated Statement of Operations for the carryback of current year losses. Since the carryback period includes years where we have not reached final agreements on the amount of taxes due with the IRS, the receipt of any taxes recoverable may be delayed and subject to any final settlement.

Giving full effect to the carryback of net operating losses for federal income tax purposes, we have approximately \$856 million of net operating loss carryforwards on a regular tax basis and \$130 million of net operating loss carryforwards for computing the alternative minimum tax as of December 31, 2009. Any unutilized carryforwards are scheduled to expire at the end of tax year 2029.

The following summarizes the components of the benefit for income taxes:

|                          | <u>2009</u>        | <u>2008</u><br>(In thousands of dollars) | <u>2007</u>        |
|--------------------------|--------------------|--|--------------------|
| Current                  | \$(621,170)        | \$(654,245)                              | \$(369,507)        |
| Deferred                 | 175,194            | 250,940                                  | (465,580)          |
| Other                    | <u>3,200</u>       | <u>5,507</u>                             | <u>1,110</u>       |
| Benefit for income taxes | <u>\$(442,776)</u> | <u>\$(397,798)</u>                       | <u>\$(833,977)</u> |

We received \$437.5 million, \$938.1 million and \$176.3 million in federal income tax in 2009, 2008 and 2007, respectively. These proceeds were primarily from the redemption of tax and loss bonds. At December 31, 2009, 2008 and 2007, we owned \$0, \$431.5 million and \$1,319.6 million, respectively, of tax and loss bonds.

The reconciliation of the federal statutory income tax benefit rate to the effective income tax benefit rate is as follows:

[Table of Contents](#)

|   | 2009           | 2008           | 2007           |
|---|----------------|----------------|----------------|
| Federal statutory income tax benefit rate | (35.0)%        | (35.0)%        | (35.0)%        |
| Valuation allowance                       | 13.5           | —              | —              |
| Tax exempt municipal bond interest        | (3.6)          | (7.5)          | (2.6)          |
| Other, net                                | —              | 0.5            | 0.3            |
| Effective income tax benefit rate         | <u>(25.1)%</u> | <u>(42.0)%</u> | <u>(37.3)%</u> |

The Internal Revenue Service (“IRS”) has completed separate examinations of our federal income tax returns for the years 2000 through 2004 and 2005 through 2007 and has issued assessments for unpaid taxes, interest and penalties. The primary adjustment in both examinations relates to our treatment of the flow through income and loss from an investment in a portfolio of residual interests of Real Estate Mortgage Investment Conduits (“REMICS”). The IRS has indicated that it does not believe that, for various reasons, we have established sufficient tax basis in the REMIC residual interests to deduct the losses from taxable income. We disagree with this conclusion and believe that the flow through income and loss from these investments was properly reported on our federal income tax returns in accordance with applicable tax laws and regulations in effect during the periods involved and have appealed these adjustments. The appeals process is ongoing and may last for an extended period of time, although it is possible that a final resolution may be reached during 2010. The assessment for unpaid taxes related to the REMIC issue for these years is \$197.1 million in taxes and accuracy-related penalties, plus applicable interest. Other adjustments during taxable years 2000 through 2007 are not material, and have been agreed to with the IRS. On July 2, 2007, we made a payment of \$65.2 million with the United States Department of the Treasury to eliminate the further accrual of interest. Although the resolution of this issue is uncertain, we believe that sufficient provisions for income taxes have been made for potential liabilities that may result. If the resolution of this matter differs materially from our estimates, it could have a material impact on our effective tax rate, results of operations and cash flows.

Under current guidance, when evaluating a tax position for recognition and measurement, an entity shall presume that the tax position will be examined by the relevant taxing authority that has full knowledge of all relevant information. The interpretation adopts a benefit recognition model with a two-step approach, a more-likely-than-not threshold for recognition and derecognition, and a measurement attribute that is the greatest amount of benefit that is cumulatively greater than 50% likely of being realized. A reconciliation of the beginning and ending amount of unrecognized tax benefits is as follows:

|  | Unrecognized tax benefits |                |                |
|--|---------------------------|----------------|----------------|
|  | 2009                      | 2008           | 2007           |
|  | (in millions of dollars)  |                |                |
| Balance at beginning of year                                 | \$ 87.9                   | \$ 86.1        | \$ 81.0        |
| Additions based on tax positions related to the current year | 0.3                       | 0.7            | 1.1            |
| Additions for tax positions of prior years                   | 2.9                       | 1.1            | 4.0            |
| Reductions for tax positions of prior years                  | —                         | —              | —              |
| Settlements  | —                         | —              | —              |
| Balance at end of year                                       | <u>\$ 91.1</u>            | <u>\$ 87.9</u> | <u>\$ 86.1</u> |

All of the unrecognized tax benefits would affect our effective tax rate. We recognize interest accrued and penalties related to unrecognized tax benefits in income taxes. During 2009, we recognized \$1.2 million in interest. As of December 31, 2009 and 2008 we had \$22.6 million and \$21.4 million of accrued interest related to uncertain tax positions, respectively. The statute of limitations related to the consolidated federal income tax return is closed for all tax years prior to 2000.

The establishment of this liability requires estimates of potential outcomes of various issues and requires significant judgment. Although the resolutions of these issues are uncertain, we believe that sufficient provisions for income taxes have been made for potential liabilities that may result. If the resolutions of these matters differ materially from our estimates, it could have a material impact on our effective tax rate, results of operations and cash flows. Although it is reasonably possible that a significant change in the balance of unrecognized tax benefits may occur within the next twelve months, at this time it is not possible to estimate the range due to the uncertainty of the potential outcomes.

### 13. Shareholders' equity, dividend restrictions and statutory capital

Effective January 1, 2009 we adopted new accounting guidance regarding accounting for convertible debt instruments that may be settled in cash upon conversion, including partial cash settlement. The guidance requires the issuer of certain convertible debt instruments that may be settled in cash (or other assets) on conversion to separately account for the liability (debt) and equity (conversion option) components of the instrument in a manner that reflects the issuer's non-convertible debt borrowing rate. The guidance requires retrospective application. As such, amounts relating to 2008 have been retrospectively adjusted to reflect our adoption of this guidance. The effect of this adoption increased our shareholder's equity by \$77.3 million in 2008. (See note 2.)

In March 2008 we completed the public offering and sale of 42.9 million shares of our common stock at a price of \$11.25 per share. We received net proceeds of approximately \$460 million, after deducting underwriting discount and offering expenses. The number of shares and proceeds reflect the exercise in full of the underwriters' option to purchase additional shares of common stock. Of the 42.9 million shares of common stock sold, 7.1 million were newly issued shares and 35.8 million were common shares

issued out of treasury. The cost of the treasury shares issued exceeded the proceeds from the sale by approximately \$1.6 billion, which resulted in a deficiency. The deficiency was charged to paid-in capital related to previous treasury share transactions, and the remainder was charged to retained earnings.

A portion of the net proceeds of the offering along with the net proceeds of the debentures was used to increase the capital of MGIC, our principal insurance subsidiary, and a portion was also used for our general corporate purposes. (See Note 7.)

In June 2008 our shareholders approved an amendment to our Articles of Incorporation that increased the number of authorized shares of common stock from 300 million to 460 million. We have 28.9 million authorized shares reserved for conversion under our convertible debentures. (See Note 7.)

#### Dividends

Our insurance subsidiaries are subject to statutory regulations as to maintenance of policyholders' surplus and payment of dividends. The maximum amount of dividends that the insurance subsidiaries may pay in any twelve-month period without regulatory approval by the Office of the Commissioner of Insurance of the State of Wisconsin is the lesser of adjusted statutory net income or 10% of statutory policyholders' surplus as of the preceding calendar year end. Adjusted statutory net income is defined for this purpose to be the greater of statutory net income, net of realized investment gains, for the calendar year preceding the date of the dividend or statutory net income, net of realized investment gains, for the three calendar years preceding the date of the dividend less dividends paid within the first two of the preceding three calendar years.

The senior notes and convertible debentures, discussed in Notes 6 and 7, are obligations of MGIC Investment Corporation, our holding company, and not of its subsidiaries. Payment of dividends from our insurance subsidiaries, which historically has been the principal source of our holding company cash inflow, is restricted by insurance regulation. MGIC is the principal source of dividend-paying capacity. During the first three quarters of 2008, MGIC paid three quarterly dividends of \$15 million each to our holding company, which increased the cash resources of our holding company. MGIC paid no such dividends in 2009. In 2010 and 2011, MGIC cannot pay any dividends to our holding company without approval from the OCI. There can be no assurances that such approvals can be obtained in order to service the debt at our holding company. In addition, under the terms of the Fannie Mae Agreement and the Freddie Mac Notification, MGIC may not pay dividends to our holding company without the GSE's approval, however the GSEs have consented to dividends of not more than \$100 million in the aggregate to purchase existing debt obligations of our holding company or to pay such obligations at maturity. Our other insurance subsidiaries can pay \$3.9 million of dividends to our holding company with regulatory notice in 2010.

In 2008 and 2007, we paid dividends of \$8.2 million and \$63.8 million, respectively, or \$0.075 per share in 2008 and \$0.775 per share in 2007. In the fourth quarter of 2008, we suspended the payment of dividends.

Accounting Principles

The accounting principles used in determining statutory financial amounts differ from GAAP, primarily for the following reasons:

Under statutory accounting practices, mortgage guaranty insurance companies are required to maintain contingency loss reserves equal to 50% of premiums earned. Such amounts cannot be withdrawn for a period of ten years except as permitted by insurance regulations. With regulatory approval a mortgage guaranty insurance company may make early withdrawals from the contingency reserve when incurred losses exceed 35% of net premiums earned in a calendar year. Changes in contingency loss reserves impact the statutory statement of operations. Contingency loss reserves are not reflected as liabilities under GAAP and changes in contingency loss reserves do not impact GAAP operations. A premium deficiency reserve that may be recorded on a GAAP basis when present value of expected future losses and expenses exceeds the present value of expected future premiums and already established loss reserves, may not be recorded on a statutory basis if the present value of expected future premiums and already established loss reserves and statutory contingency reserves, exceeds the present value of expected future losses and expenses.

Under statutory accounting practices, insurance policy acquisition costs are charged against operations in the year incurred. Under GAAP, these costs are deferred and amortized as the related premiums are earned commensurate with the expiration of risk.

Under statutory accounting practices, purchases of tax and loss bonds are accounted for as investments. Under GAAP, purchases of tax and loss bonds are recorded as payments of current income taxes.

Under statutory accounting practices, changes in deferred tax assets and liabilities are recognized as a separate component of gains and losses in statutory surplus. Under GAAP, changes in deferred tax assets and liabilities are recorded on the statement of operations as a component of the (credit) provision for income tax.

Under statutory accounting practices, fixed maturity investments are generally valued at amortized cost. Under GAAP, those investments which we do not have the ability and intent to hold to maturity are considered to be available-for-sale and are recorded at fair value, with the unrealized gain or loss recognized, net of tax, as an increase or decrease to shareholders' equity.

Under statutory accounting practices, certain assets, designated as non-admitted assets, are charged directly against statutory surplus. Such assets are reflected on the GAAP financial statements.

## Table of Contents

Under statutory accounting practices, our share of the net income or loss of our investments in joint ventures is credited directly to statutory surplus. Under GAAP, income from joint ventures is shown separately, net of tax, on the statement of operations.

The statutory net income, surplus and the contingency reserve liability of the insurance subsidiaries (excluding the non-insurance companies), as well as the surplus contributions made to MGIC and other insurance subsidiaries and dividends paid by MGIC to us, are as follows:

| <u>Year Ended<br/>December 31,</u> | <u>Net (loss)<br/>Income</u> | <u>Surplus</u><br>(In thousands of dollars) | <u>Contingency<br/>Reserve</u> |
|------------------------------------|------------------------------|---|--------------------------------|
| 2009                               | \$ (44,669)                  | \$1,442,407                                 | \$ 417,587                     |
| 2008                               | \$(172,196)                  | \$1,612,953                                 | \$2,087,265                    |
| 2007                               | \$ 467,928                   | \$1,352,455                                 | \$3,465,428                    |

  

| <u>Year Ended<br/>December 31,</u> | <u>Surplus contributions<br/>made to MGIC<br/>by the parent company</u> | <u>Surplus contributions<br/>made to other<br/>insurance<br/>subsidiaries<br/>by the parent company</u><br>(In thousands of dollars) | <u>Dividends paid by MGIC<br/>to the parent company</u> |
|------------------------------------|---|--|---|
| 2009                               | \$ —  | \$ —   | \$ —  |
| 2008                               | 550,000   | 175,000  | 170,000   |
| 2007                               | —   | 35,000   | 320,000   |

### Statutory capital

The Office of the Commissioner of Insurance of Wisconsin is MGIC's principal insurance regulator. To assess a mortgage guaranty insurer's capital adequacy, Wisconsin's insurance regulations require that a mortgage guaranty insurance company maintain "policyholders position" of not less than a minimum computed under a formula. Policyholders position is the insurer's net worth or surplus, contingency reserve and a portion of the reserves for unearned premiums, with credit given for authorized reinsurance. The minimum required by the formula ("MPP") depends on the insurance in force and whether the loans insured are primary insurance or pool insurance and further depends on the LTV ratio of the individual loans and their coverage percentage (and in the case of pool insurance, the amount of any deductible). If a mortgage guaranty insurer does not meet MPP it may be prohibited from writing new business until its policyholders position meets the minimum.

Some states that regulate us have provisions that limit the risk-to-capital ratio of a mortgage guaranty insurance company to 25:1. This ratio is computed on a statutory basis for our combined insurance operations and is our net risk in force divided by our policyholders' position. Policyholders' position consists primarily of statutory

policyholders' surplus, plus the statutory contingency reserve. The statutory contingency reserve is reported as a liability on the statutory balance sheet. A mortgage insurance company is required to make annual contributions to the contingency reserve of approximately 50% of net earned premiums. These contributions must generally be maintained for a period of ten years. However, with regulatory approval a mortgage insurance company may make early withdrawals from the contingency reserve when incurred losses exceed 35% of net earned premium in a calendar year. If an insurance company's risk-to-capital ratio exceeds the limit applicable in a state, it may be prohibited from writing new business in that state until its risk-to-capital ratio falls below the limit.

At December 31, 2009, MGIC exceeded MPP by \$213 million, and we exceeded MPP by \$300 million on a combined basis. At December 31, 2009 MGIC's risk-to-capital was 19.4:1 and was 22.1:1 on a combined basis. See Note 1 – "Nature of business – Capital" for a discussion of our capital plans.

#### Share-based compensation plans

We have certain share-based compensation plans. Under the fair value method, compensation cost is measured at the grant date based on the fair value of the award and is recognized over the service period which generally corresponds to the vesting period. Awards under our plans generally vest over periods ranging from one to five years.

The compensation cost that has been charged against income for the share-based plans was \$15.2 million, \$17.4 million and \$19.3 million for the years ended December 31, 2009, 2008 and 2007, respectively. The related income tax benefit recognized for the share-based compensation plans was \$5.3 million, \$6.1 million and \$6.8 million for the years ended December 31, 2009, 2008 and 2007, respectively.

We have stock incentive plans that were adopted in 1991 and 2002. When the 2002 plan was adopted, no further awards could be made under the 1991 plan. The maximum number of shares covered by awards under the 2002 plan is the total of 7.1 million shares plus the number of shares that must be purchased at a purchase price of not less than the fair market value of the shares as a condition to the award of restricted stock under the 2002 plan. The maximum number of shares of restricted stock that can be awarded under the 2002 plan is 5.9 million shares. Both plans provide for the award of stock options with maximum terms of 10 years and for the grant of restricted stock or restricted stock units. The 2002 plan also provides for the grant of stock appreciation rights. The exercise price of options is the closing price of the common stock on the New York Stock Exchange on the date of grant. The vesting provisions of options, restricted stock and restricted stock units are determined at the time of grant. Newly issued shares are used for exercises under the 1991 plan and treasury shares are used for exercises under the 2002 plan. Directors may receive awards under the 2002 plan and were eligible for awards of restricted stock under the 1991 plan.

A summary of option activity in the stock incentive plans during 2009 is as follows:

[Table of Contents](#)

|                                | Weighted<br>Average<br>Exercise<br>Price | Shares<br>Subject<br>to Option |
|--------------------------------|--|--------------------------------|
| Outstanding, December 31, 2008 | \$ 56.03                                 | 2,514,150                      |
| Granted                        | —  | —                              |
| Exercised                      | —  | —                              |
| Forfeited or expired           | <u>47.98</u>                             | <u>(215,750)</u>               |
| Outstanding, December 31, 2009 | <u>\$ 56.78</u>                          | <u>2,298,400</u>               |

There were no options granted in 2009, 2008 or 2007. For the year ended December 31, 2007, the total intrinsic value of options exercised (i.e., the difference in the market price at exercise and the price paid by the employee to exercise the option) was \$0.7 million. The total amount of value received from exercise of options was \$2.9 million and the related net tax benefit realized from the exercise of those stock options was \$0.3 million for the year ended December 31, 2007. There were no options exercised in 2009 or 2008.

[Table of Contents](#)

The following is a summary of stock options outstanding at December 31, 2009:

| Exercise Price Range | Options Outstanding |                                |                                 | Options Exercisable |                                |                                 |
|----------------------|---------------------|--------------------------------|---------------------------------|---------------------|--------------------------------|---------------------------------|
|                      | Shares              | Remaining Average Life (years) | Weighted Average Exercise Price | Shares              | Remaining Average Life (years) | Weighted Average Exercise Price |
| \$43.70 - 47.31      | 876,950             | 1.3                            | \$ 44.71                        | 876,950             | 1.3                            | \$ 44.71                        |
| \$53.70 - 68.20      | 1,421,450           | 2.6                            | \$ 64.23                        | 1,421,450           | 2.6                            | \$ 64.23                        |
| <b>Total</b>         | <b>2,298,400</b>    | <b>2.1</b>                     | <b>\$ 56.78</b>                 | <b>2,298,400</b>    | <b>2.1</b>                     | <b>\$ 56.78</b>                 |

The aggregate intrinsic value of options outstanding and options exercisable at December 31, 2009 was zero. The aggregate intrinsic value represents the total pre-tax intrinsic value based on our closing stock price of \$5.78 as of December 31, 2009 which would have been received by the option holders had all option holders exercised their options on that date. Because our closing stock price at December 31, 2009 was below all exercise prices, none of the outstanding options had any intrinsic value.

A summary of restricted stock or restricted stock units during 2009 is as follows:

|  | Weighted Average Grant Date Fair Market Value | Shares           |
|--|---|------------------|
| Restricted stock outstanding at December 31, 2008        | \$ 37.89                                      | 2,370,930        |
| Granted  | 3.11  | 1,675,750        |
| Vested   | 30.34   | (567,990)        |
| Forfeited  | 43.72   | (163,380)        |
| <b>Restricted stock outstanding at December 31, 2009</b> | <b>\$ 21.27</b>                               | <b>3,315,310</b> |

At December 31, 2009, the 3.3 million shares of restricted stock outstanding consisted of 2.3 million shares that are subject to performance conditions (“performance shares”) and 1.0 million shares that are subject only to service conditions (“time vested shares”). The weighted-average grant date fair value of restricted stock granted during 2008 and 2007 was \$15.38 and \$62.17, respectively. The fair value of restricted stock granted is the closing price of the common stock on the New York Stock Exchange on the date of grant. At December 31, 2009, 1,668,889 shares were available for future grant under the 2002 stock incentive plan. Of the shares available for future grant, 1,544,469 are

## [Table of Contents](#)

available for restricted stock awards. The total fair value of restricted stock vested during 2009, 2008 and 2007 was \$1.3 million, \$3.3 million and \$20.7 million, respectively.

As of December 31, 2009, there was \$34.6 million of total unrecognized compensation cost related to nonvested share-based compensation agreements granted under the Plan. Of this total, \$28.4 million of unrecognized compensation costs relate to performance shares and \$6.2 million relates to time vested shares. The unrecognized costs associated with the performance shares may or may not be recognized in future periods, depending upon whether or not the performance conditions are met. The cost associated with the time vested shares is expected to be recognized over a weighted-average period of 0.8 years.

### **14. Leases**

We lease certain office space as well as data processing equipment and autos under operating leases that expire during the next six years. Generally, rental payments are fixed.

Total rental expense under operating leases was \$6.8 million, \$8.1 million and \$7.7 million in 2009, 2008 and 2007, respectively.

At December 31, 2009, minimum future operating lease payments are as follows (in thousands of dollars):

|                     |                  |
|---------------------|------------------|
| 2010                | \$ 5,112         |
| 2011                | 2,755            |
| 2012                | 1,674            |
| 2013                | 565              |
| 2014 and thereafter | <u>464</u>       |
| Total               | <u>\$ 10,570</u> |

### **15. Litigation and contingencies**

In addition to the matters described below, we are involved in other litigation in the ordinary course of business. In our opinion, the ultimate resolution of this ordinary course litigation will not have a material adverse effect on our financial position or results of operations.

Consumers are bringing a growing number of lawsuits against home mortgage lenders and settlement service providers. Seven mortgage insurers, including MGIC, have been involved in litigation alleging violations of the anti-referral fee provisions of the Real Estate Settlement Procedures Act, which is commonly known as RESPA, and the notice provisions of the Fair Credit Reporting Act, which is commonly known as FCRA. MGIC's settlement of class action litigation against it under RESPA became final in October 2003. MGIC settled the named plaintiffs' claims in litigation against it under FCRA in late December 2004 following denial of class certification in

June 2004. Since December 2006, class action litigation was separately brought against a number of large lenders alleging that their captive mortgage reinsurance arrangements violated RESPA. While we are not a defendant in any of these cases, there can be no assurance that we will not be subject to future litigation under RESPA or FCRA or that the outcome of any such litigation would not have a material adverse effect on us.

We are subject to comprehensive, detailed regulation by state insurance departments. These regulations are principally designed for the protection of our insured policyholders, rather than for the benefit of investors. Although their scope varies, state insurance laws generally grant broad supervisory powers to agencies or officials to examine insurance companies and enforce rules or exercise discretion affecting almost every significant aspect of the insurance business. Given the recent significant losses incurred by many insurers in the mortgage and financial guaranty industries, our insurance subsidiaries have been subject to heightened scrutiny by insurance regulators. State insurance regulatory authorities could take actions, including changes in capital requirements or termination of waivers of capital requirements, that could have a material adverse effect on us.

In June 2005, in response to a letter from the New York Insurance Department, we provided information regarding captive mortgage reinsurance arrangements and other types of arrangements in which lenders receive compensation. In February 2006, the New York Insurance Department requested MGIC to review its premium rates in New York and to file adjusted rates based on recent years' experience or to explain why such experience would not alter rates. In March 2006, MGIC advised the New York Insurance Department that it believes its premium rates are reasonable and that, given the nature of mortgage insurance risk, premium rates should not be determined only by the experience of recent years. In February 2006, in response to an administrative subpoena from the Minnesota Department of Commerce, which regulates insurance, we provided the Department with information about captive mortgage reinsurance and certain other matters. We subsequently provided additional information to the Minnesota Department of Commerce, and beginning in March 2008 that Department has sought additional information as well as answers to questions regarding captive mortgage reinsurance on several occasions. In June 2008, we received a subpoena from the Department of Housing and Urban Development, commonly referred to as HUD, seeking information about captive mortgage reinsurance similar to that requested by the Minnesota Department of Commerce, but not limited in scope to the state of Minnesota. Other insurance departments or other officials, including attorneys general, may also seek information about or investigate captive mortgage reinsurance.

The anti-referral fee provisions of RESPA provide that HUD as well as the insurance commissioner or attorney general of any state may bring an action to enjoin violations of these provisions of RESPA. The insurance law provisions of many states prohibit paying for the referral of insurance business and provide various mechanisms to enforce this prohibition. While we believe our captive reinsurance arrangements are in conformity with applicable laws and regulations, it is not possible to predict the

outcome of any such reviews or investigations nor is it possible to predict their effect on us or the mortgage insurance industry.

In October 2007, the Division of Enforcement of the Securities and Exchange Commission requested that we voluntarily furnish documents and information primarily relating to C-BASS, the now-terminated merger with Radian and the subprime mortgage assets “in the Company’s various lines of business.” We have provided responsive documents and/or other information to the Securities and Exchange Commission and understand this matter is ongoing.

Five previously-filed purported class action complaints filed against us and several of our executive officers were consolidated in March 2009 in the United States District Court for the Eastern District of Wisconsin and Fulton County Employees’ Retirement System was appointed as the lead plaintiff. The lead plaintiff filed a Consolidated Class Action Complaint (the “Complaint”) on June 22, 2009. Due in part to its length and structure, it is difficult to summarize briefly the allegations in the Complaint but it appears the allegations are that we and our officers named in the Complaint violated the federal securities laws by misrepresenting or failing to disclose material information about (i) loss development in our insurance in force, and (ii) C-BASS, including its liquidity. The Complaint also names two officers of C-BASS with respect to the Complaint’s allegations regarding C-BASS. The purported class period covered by the Complaint begins on October 12, 2006 and ends on February 12, 2008. The Complaint seeks damages based on purchases of our stock during this time period at prices that were allegedly inflated as a result of the purported misstatements and omissions. With limited exceptions, our bylaws provide that our officers are entitled to indemnification from us for claims against them of the type alleged in the Complaint. Our motion to dismiss the Complaint was granted on February 18, 2010. Under the Court’s order, plaintiffs may, on or before March 18, 2010, move for leave to file an amended complaint. We are unable to predict the outcome of these consolidated cases or estimate our associated expenses or possible losses. Other lawsuits alleging violations of the securities laws could be brought against us.

Several law firms have issued press releases to the effect that they are investigating us, including whether the fiduciaries of our 401(k) plan breached their fiduciary duties regarding the plan’s investment in or holding of our common stock or whether we breached other legal or fiduciary obligations to our shareholders. With limited exceptions, our bylaws provide that our officers and 401(k) plan fiduciaries are entitled to indemnification from us for claims against them. We intend to defend vigorously any proceedings that may result from these investigations.

As we previously disclosed, for some time we have had discussions with lenders regarding their objections to rescissions that in the aggregate are material. On December 17, 2009, Countrywide filed a complaint for declaratory relief in the Superior Court of the State of California in San Francisco against MGIC. Countrywide’s complaint alleges that MGIC has denied, and continues to deny, valid mortgage insurance claims submitted by Countrywide and says it seeks declaratory relief regarding the proper interpretation of the flow insurance policies at issue. On January 19, 2010, we removed this case to the United States District Court for the Northern District of

California. On February 18, 2010, Countrywide filed a motion to have the case remanded to the Superior Court of the State of California in San Francisco. On February 24, 2010, we commenced an arbitration action against Countrywide seeking a determination that MGIC was entitled to deny and/or rescind coverage on the loans involved in the arbitration demand, which numbered more than 1,400 loans as of the filing of the demand. On February 25, 2010, we filed a motion to stay proceedings in the Northern District of California in view of, among other things, the parties' arbitration agreement and the pending arbitration. We intend to defend MGIC against the allegations in Countrywide's complaint, and to pursue the arbitration, vigorously. However, we are unable to predict the outcome of these proceedings or their effect on us. Also we are unable to make a reasonable estimate of what the potential liability to us would be in the event we would be required to change our current rescission practices. During 2008 and 2009, rescissions of Countrywide-related flow loans mitigated our paid losses by approximately \$100 million. In addition, we have a substantial pipeline of claims investigations involving loans related to Countrywide that we expect will eventually result in future rescissions.

Our mortgage insurance business utilizes its underwriting skills to provide an outsourced underwriting service to our customers known as contract underwriting. Under our contract underwriting agreements, we may be required to provide certain remedies to our customers if certain standards relating to the quality of our underwriting work are not met, we have an established reserve for such obligations. The cost of remedies provided by us to customers for failing to meet these standards has not been material to our financial position or results of operations for the years ended December 31, 2009, 2008 and 2007. However, a generally positive economic environment for residential real estate that continued until approximately 2007 may have mitigated the effect of some of these costs, and claims for remedies may be made a number of years after the underwriting work was performed. A material portion of our new insurance written through the flow channel in recent years, including for 2006 and 2007, involved loans for which we provided contract underwriting services. We believe the rescission of mortgage insurance coverage on loans on which we also provided contract underwriting services may make a claim for a contract underwriting remedy more likely to occur. In the second half 2009, we experienced an increase in claims for contract underwriting remedies, which may continue. Hence, there can be no assurance that contract underwriting remedies will not be material in the future.

See note 12 – "Income taxes" for a description of federal income tax contingencies.

**16. Unaudited quarterly financial data**

| 2009                                  | Quarter                                      |           |           |           | 2009<br>Year |
|---------------------------------------|--|-----------|-----------|-----------|--------------|
|                                       | First  | Second    | Third     | Fourth    |              |
|                                       | (In thousands of dollars, except share data) |           |           |           |              |
| Net premiums written                  | \$ 347,513                                   | 330,383   | 278,254   | 286,877   | 1,243,027    |
| Net premiums earned                   | 355,830                                      | 347,132   | 293,515   | 305,864   | 1,302,341    |
| Investment income, net of expenses    | 77,173                                       | 78,036    | 75,528    | 73,941    | 304,678      |
| Loss incurred, net                    | 757,893                                      | 769,631   | 971,043   | 880,877   | 3,379,444    |
| Change in premium deficiency reserves | (164,801)                                    | (62,386)  | (19,346)  | (14,617)  | (261,150)    |
| Underwriting and other expenses       | 62,549                                       | 61,721    | 59,133    | 56,209    | 239,612      |
| Net loss                              | (184,560)                                    | (339,835) | (517,768) | (280,114) | (1,322,277)  |
| Loss per share (a):                   |  |           |           |           |              |
| Basic                                 | (1.49)                                       | (2.74)    | (4.17)    | (2.25)    | (10.65)      |
| Diluted                               | (1.49)                                       | (2.74)    | (4.17)    | (2.25)    | (10.65)      |

  

| 2008                                  | Quarter                                      |            |            |            | 2008<br>Year |
|---------------------------------------|--|------------|------------|------------|--------------|
|                                       | First  | Second     | Third      | Fourth     |              |
|                                       | (In thousands of dollars, except share data) |            |            |            |              |
| Net premiums written                  | \$ 368,454                                   | \$ 371,797 | \$ 365,042 | \$ 360,754 | \$1,466,047  |
| Net premiums earned                   | 345,488                                      | 350,292    | 342,312    | 355,088    | 1,393,180    |
| Investment income, net of expenses    | 72,482                                       | 76,982     | 78,612     | 80,441     | 308,517      |
| Loss incurred, net                    | 691,648                                      | 688,143    | 788,272    | 903,438    | 3,071,501    |
| Change in premium deficiency reserves | (263,781)                                    | (158,898)  | (204,240)  | (129,586)  | (756,505)    |
| Underwriting and other expenses       | 76,986                                       | 68,236     | 62,424     | 63,668     | 271,314      |
| Net loss                              | (34,497)                                     | (99,885)   | (115,385)  | (275,588)  | (525,355)    |
| Loss per share (a):                   |  |            |            |            |              |
| Basic                                 | (0.41)                                       | (0.81)     | (0.93)     | (2.23)     | (4.61)       |
| Diluted                               | (0.41)                                       | (0.81)     | (0.93)     | (2.23)     | (4.61)       |

(a) Due to the use of weighted average shares outstanding when calculating earnings per share, the sum of the quarterly per share data may not equal the per share data for the year.

## Report of Independent Registered Public Accounting Firm

To the Board of Directors and Shareholders of  
MGIC Investment Corporation:

In our opinion, the accompanying consolidated balance sheets and the related consolidated statements of operations, shareholders' equity and of cash flows present fairly, in all material respects, the financial position of MGIC Investment Corporation and its subsidiaries (the "Company") at December 31, 2009 and 2008, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2009 in conformity with accounting principles generally accepted in the United States of America. In addition, in our opinion, the financial statement schedules listed in the index appearing under Item 15(a)(2) present fairly, in all material respects, the information set forth therein when read in conjunction with the related consolidated financial statements. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2009 based on criteria established in *Internal Control — Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company's management is responsible for these financial statements and financial statement schedules, for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in Management's Report on Internal Control over Financial Reporting appearing under Item 9A. Our responsibility is to express opinions on these financial statements, on the financial statement schedules, and on the Company's internal control over financial reporting based on our integrated audits. We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the financial statements included 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. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

As discussed in Note 2 to the consolidated financial statements, the Company retrospectively adjusted its December 31, 2008 consolidated financial statements to reflect the adoption of a new accounting standard effective January 1, 2009 regarding the accounting for convertible debt instruments that may be settled for cash upon conversion (including partial cash settlement).

A 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. A 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.

/s/ PricewaterhouseCoopers LLP

Milwaukee, Wisconsin  
March 1, 2010

**Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure.**

None.

**Item 9A. Controls and Procedures.**

**Management's Conclusion Regarding the Effectiveness of Disclosure Controls**

Our management, with the participation of our principal executive officer and principal financial officer, has evaluated our disclosure controls and procedures (as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934, as amended), as of the end of the period covered by this annual report. Based on such evaluation, our principal executive officer and principal financial officer concluded that such controls and procedures were effective as of the end of such period.

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

Our management is responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Exchange Act Rule 13a-15(f)). Our internal control over financial reporting is 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. Because of its inherent limitations, however, 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 of procedures may deteriorate.

Our management, with the participation of our principal executive officer and principal financial officer, has evaluated the effectiveness of our internal control over financial reporting using the framework in *Internal Control — Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on such evaluation, our management concluded that our internal control over financial reporting was effective as of December 31, 2009.

PricewaterhouseCoopers LLP, an independent registered public accounting firm has audited the consolidated financial statements and effectiveness of internal control over financial reporting as of December 31, 2009 as stated in their report which appears herein.

**Changes in Internal Control during the Fourth Quarter**

There was no change in our internal control over financial reporting that occurred during the fourth quarter of 2009 that materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

**Item 9B. Other Information.**

None.

**PART III**

**Item 10. Directors, Executive Officers and Corporate Governance.**

This information (other than on the executive officers) will be included in our Proxy Statement for the 2010 Annual Meeting of Shareholders, and is hereby incorporated by reference. The information on the

## [Table of Contents](#)

executive officers appears at the end of Part I of this Form 10-K.

Our Code of Business Conduct are available on our website (<http://mtg.mgic.com>) under the “Investor Information; Corporate Governance” links. Written copies of our Code of Business Conduct are available to any shareholder who submits a written request to our Secretary, addressed to: MGIC Investment Corporation, Secretary, P.O. Box 488, Milwaukee, WI 53201. We intend to disclose on our website any waivers and amendments to our Code of Business Conduct that are required to be disclosed under Item 5.05 of Form 8-K.

### **Item 11. Executive Compensation.**

This information will be included in our Proxy Statement for the 2010 Annual Meeting of Shareholders and is hereby incorporated by reference.

### **Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.**

This information, other than information regarding equity compensation plans required by Item 201(d) of Regulation S-K of the Securities and Exchange Commission which appears below, will be included in our Proxy Statement for the 2010 Annual Meeting of Shareholders, and is hereby incorporated by reference.

The table below sets forth certain information, as of December 31, 2009, about options outstanding under our 1991 Stock Incentive Plan (the “1991 Plan”) and our 2002 Stock Incentive Plan (the “2002 Plan”). Other than under these plans, no options, warrants or rights were outstanding at that date under any compensation plan or individual compensation arrangement with us. We have no compensation plan under which our equity securities may be issued that has not been approved by shareholders. Share units issued under the Deferred Compensation Plan for Non-Employee Directors, which have no voting power and can be settled only in cash, are not considered to be equity securities for this purpose.

| Plan Category  | (a)<br>Number of Securities<br>to be Issued Upon<br>Exercise of<br>Outstanding Options,<br>Warrants and Rights | (b)<br>Weighted<br>Average<br>Exercise Price of<br>Outstanding<br>Options,<br>Warrants and<br>Rights | (c)<br>Number of Securities<br>Remaining Available For<br>Future Issuance Under Equity<br>Compensation Plans<br>(Excluding Securities<br>Reflected in Column (a)) |
|--|--|--|---|
| Equity compensation plans approved by security holders     | 2,298,400  | \$ 56.78   | 1,668,889*  |
| Equity compensation plans not approved by security holders |  | - 0 -  | - 0 -   |
| Total  | 2,298,400  | \$ 56.78   | 1,668,889*  |

\* All of these shares are available under the 2002 Plan. The 2002 Plan provides that the number of shares available is increased by the number of shares that must be purchased at a purchase price of not less than fair market value as a condition to the award of restricted stock. The 2002 Plan limits the number of shares awarded as restricted stock or deliverable under restricted stock units to 5,900,000 shares, of which 1,544,469 shares remained available at December 31, 2009.

### **Item 13. Certain Relationships and Related Transactions, and Director Independence.**

To the extent applicable, this information will be included in our Proxy Statement for the 2010 Annual Meeting of Shareholders, and is hereby incorporated by reference.

**Item 14. Principal Accountant Fees and Services.**

This information will be included in our Proxy Statement for the 2010 Annual Meeting of Shareholders, and is hereby incorporated by reference.

**PART IV**

**Item 15. Exhibits and Financial Statement Schedules.**

(a)

1. Financial statements. The following financial statements are filed in Item 8 of this annual report:

Consolidated statements of operations for each of the three years in the period ended December 31, 2009

Consolidated balance sheets at December 31, 2009 and 2008

Consolidated statements of shareholders' equity for each of the three years in the period ended December 31, 2009

Consolidated statements of cash flows for each of the three years in the period ended December 31, 2009

Notes to consolidated financial statements

Report of independent registered public accounting firm

## Table of Contents

2. Financial statement schedules. The following financial statement schedules are filed as part of this Form 10-K and appear immediately following the signature page:
  - Schedules at and for the specified years in the three-year period ended December 31, 2009:
  - Schedule I- Summary of investments, other than investments in related parties
  - Schedule II- Condensed financial information of Registrant
  - Schedule IV- Reinsurance

All other schedules are omitted since the required information is not present or is not present in amounts sufficient to require submission of the schedules, or because the information required is included in the consolidated financial statements and notes thereto.

The report of independent registered public accounting firm on the financial statement schedules is included in Item 8 of this annual report as a combined opinion with the consolidated financial statements.
3. Exhibits. The accompanying Index to Exhibits is incorporated by reference in answer to this portion of this Item and, except as otherwise indicated in the next sentence, the Exhibits listed in such Index are filed as part of this Form 10-K. Exhibit 32 is not filed as part of this Form 10-K but accompanies this Form 10-K.

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) 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, on March 1, 2010.

**MGIC INVESTMENT CORPORATION**

By /s/ Curt S. Culver  
Curt S. Culver  
Chairman of the Board and Chief  
Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below as of the date set forth above by the following persons on behalf of the registrant and in the capacities indicated.

**Name and Title**

/s/ Curt S. Culver  
Curt S. Culver  
Chairman of the Board, Chief Executive  
Officer and Director

/s/ J. Michael Lauer  
J. Michael Lauer  
Executive Vice President and  
Chief Financial Officer  
(Principal Financial Officer)

/s/ Timothy J. Mattke  
Timothy J. Mattke  
Vice President and Controller  
(Principal Accounting Officer)

/s/ James A. Abbott  
James A. Abbott, Director

/s/ Karl E. Case  
Karl E. Case, Director

/s/ David S. Engelman  
David S. Engelman, Director

/s/ Thomas M. Hagerty  
Thomas M. Hagerty, Director

/s/ Kenneth M. Jastrow, II  
Kenneth M. Jastrow, II, Director

/s/ Daniel P. Kearney  
Daniel P. Kearney, Director

/s/ Michael E. Lehman  
Michael E. Lehman, Director

/s/ William A. McIntosh  
William A. McIntosh, Director

/s/ Leslie M. Muma  
Leslie M. Muma, Director

/s/ Donald T. Nicolaisen  
Donald T. Nicolaisen, Director

**MGIC INVESTMENT CORPORATION**  
**SCHEDULE I — SUMMARY OF INVESTMENTS -**  
**OTHER THAN INVESTMENTS IN RELATED PARTIES**

**December 31, 2009**

| <u>Type of Investment</u>  | <u>Amortized<br/>Cost</u> | <u>Fair<br/>Value</u> | <u>Amount at<br/>which shown in<br/>the balance sheet</u> |
|--|---------------------------|-----------------------|---|
| (In thousands of dollars)  |                           |                       |   |
| <b>Fixed maturities:</b>   |                           |                       |   |
| <b>Bonds:</b>  |                           |                       |   |
| United States Government and government agencies and authorities | \$ 736,668                | \$ 735,188            | \$ 735,188  |
| States, municipalities and political subdivisions                | 4,607,936                 | 4,735,601             | 4,735,601   |
| Foreign governments  | 112,603                   | 112,992               | 112,992   |
| Public utilities   | —                         | —                     | —   |
| All other corporate bonds  | <u>1,634,633</u>          | <u>1,667,793</u>      | <u>1,667,793</u>  |
| Total fixed maturities   | 7,091,840                 | 7,251,574             | 7,251,574   |
| <b>Equity securities:</b>  |                           |                       |   |
| <b>Common stocks:</b>  |                           |                       |   |
| Industrial, miscellaneous and all other                          | <u>2,892</u>              | <u>2,891</u>          | <u>2,891</u>  |
| Total equity securities  | <u>2,892</u>              | <u>2,891</u>          | <u>2,891</u>  |
| Total investments  | <u>\$ 7,094,732</u>       | <u>\$ 7,254,465</u>   | <u>\$ 7,254,465</u>                                       |

**MGIC INVESTMENT CORPORATION**  
**SCHEDULE II — CONDENSED FINANCIAL INFORMATION OF REGISTRANT**  
**CONDENSED BALANCE SHEETS**  
**PARENT COMPANY ONLY**  
**December 31, 2009 and 2008**

|   | 2009                      | As adjusted<br>(Note A)<br>2008 |
|---|---------------------------|---------------------------------|
|   | (In thousands of dollars) |                                 |
| <b>ASSETS</b>   |                           |                                 |
| Fixed maturities (amortized cost, 2009-\$5,220; 2008-\$1,032)   | \$ 5,280                  | \$ 1,032                        |
| Cash and cash equivalents   | 79,160                    | 393,851                         |
| Investment in subsidiaries, at equity in net assets   | 1,897,427                 | 3,038,012                       |
| Accounts receivable — affiliates  | 1,344                     | 1,303                           |
| Income taxes receivable — affiliates  | 27,742                    | —                               |
| Accrued investment income   | 136                       | 403                             |
| Other assets  | 9,799                     | 13,676                          |
|   | <u>          </u>         | <u>          </u>               |
| Total assets  | <u>\$ 2,020,888</u>       | <u>\$ 3,448,277</u>             |
| <b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>   |                           |                                 |
| <b>Liabilities:</b>   |                           |                                 |
| Short and long-term debt  | \$ 377,098                | \$ 698,446                      |
| Convertible debentures  | 291,785                   | 272,465                         |
| Income taxes payable — affiliates   | —                         | 27,013                          |
| Accrued interest  | 49,404                    | 16,118                          |
| Other liabilities   | 20                        | 2                               |
|   | <u>          </u>         | <u>          </u>               |
| Total liabilities   | 718,307                   | 1,014,044                       |
| <b>Shareholders' equity</b>   |                           |                                 |
| Common stock, \$1 par value, shares authorized 300,000,000; shares issued 2009 - 130,163,060; 2008 - 130,118,744; outstanding 2009 - 125,101,057 ; 2008 - 125,068,350 | 130,163                   | 130,119                         |
| Paid-in capital   | 443,294                   | 440,542                         |
| Treasury stock (shares at cost, 2009 - 5,062,003; 2008 - 5,050,394)   | (269,738)                 | (276,873)                       |
| Accumulated other comprehensive income (loss), net of tax   | 74,155                    | (106,789)                       |
| Retained earnings   | 924,707                   | 2,247,234                       |
|   | <u>          </u>         | <u>          </u>               |
| Total shareholders' equity  | 1,302,581                 | 2,434,233                       |
|   | <u>          </u>         | <u>          </u>               |
| Total liabilities and shareholders' equity  | <u>\$ 2,020,888</u>       | <u>\$ 3,448,277</u>             |

See accompanying supplementary notes to Parent Company condensed financial statements.

**MGIC INVESTMENT CORPORATION**  
**SCHEDULE II — CONDENSED FINANCIAL INFORMATION OF REGISTRANT**  
**CONDENSED STATEMENTS OF OPERATIONS**  
**PARENT COMPANY ONLY**  
**For the Years Ended December 31, 2009, 2008 and 2007**

|  | <u>2009</u>                 | As adjusted<br>(Note A)<br><u>2008</u> | <u>2007</u>                 |
|--|-----------------------------|--|-----------------------------|
|  |                             | (In thousands of dollars)              |                             |
| <b>Revenues:</b>                                 |                             |  |                             |
| Equity in undistributed net loss of subsidiaries | \$(1,326,671)               | \$(617,813)                            | \$(1,967,700)               |
| Dividends received from subsidiaries             | —                           | 170,000                                | 320,000                     |
| Investment income, net of expenses               | 1,026                       | 10,136                                 | 7,596                       |
| Realized investment (losses) gains, net          | (38)                        | 113                                    | —                           |
| Other income                                     | <u>27,378</u>               | <u>1,740</u>                           | <u>—</u>                    |
| <b>Total losses</b>                              | <b>(1,298,305)</b>          | <b>(435,824)</b>                       | <b>(1,640,104)</b>          |
| <b>Expenses:</b>                                 |                             |  |                             |
| Operating expenses                               | 350                         | 515                                    | 300                         |
| Interest expense                                 | <u>89,266</u>               | <u>81,074</u>                          | <u>41,986</u>               |
| <b>Total expenses</b>                            | <b>89,616</b>               | <b>81,589</b>                          | <b>42,286</b>               |
| Loss before tax                                  | (1,387,921)                 | (517,413)                              | (1,682,390)                 |
| (Credit) provision for income tax                | <u>(65,644)</u>             | <u>7,942</u>                           | <u>(12,372)</u>             |
| Net loss   | <u>(1,322,277)</u>          | <u>(525,355)</u>                       | <u>(1,670,018)</u>          |
| Other comprehensive income (loss), net           | <u>180,944</u>              | <u>(177,464)</u>                       | <u>4,886</u>                |
| Comprehensive loss                               | <u><u>\$(1,141,333)</u></u> | <u><u>\$(702,819)</u></u>              | <u><u>\$(1,665,132)</u></u> |

See accompanying supplementary notes to Parent Company condensed financial statements.

---

## SCHEDULE II — CONDENSED FINANCIAL INFORMATION OF REGISTRANT

CONDENSED STATEMENTS OF CASH FLOWS  
PARENT COMPANY ONLY  
For the Years Ended December 31, 2009, 2008 and 2007

|   | 2009             | 2008                      | 2007             |
|---|------------------|---------------------------|------------------|
|   |                  | (In thousands of dollars) |                  |
| Cash flows from operating activities:   |                  |                           |                  |
| Net loss  | \$(1,322,277)    | \$(525,355)               | \$(1,670,018)    |
| Adjustments to reconcile net loss to net cash (used in) provided by operating activities: |                  |                           |                  |
| Equity in undistributed net loss of subsidiaries  | 1,326,671        | 617,813                   | 1,967,700        |
| (Increase) decrease in accounts receivable — affiliates                                   | (41)             | 496                       | 59               |
| (Increase) decrease in income taxes receivable  | (54,755)         | 37,858                    | (4,504)          |
| Decrease (increase) in accrued investment income  | 267              | 560                       | (450)            |
| Decrease (increase) in other assets   | 3,877            | (1,439)                   | 620              |
| Increase (decrease) in other liabilities  | 33,304           | 7,883                     | (1,138)          |
| Other   | (2,053)          | (15,042)                  | 17,779           |
| Net cash (used in) provided by operating activities                                       | (15,007)         | 122,774                   | 310,048          |
| Cash flows from investing activities:   |                  |                           |                  |
| Transactions with subsidiaries  | (1,050)          | (745,784)                 | (87,500)         |
| Purchase of fixed maturities  | (6,618)          | (37,200)                  | (274,177)        |
| Sale of fixed maturities  | 2,336            | 299,038                   | 38,703           |
| Net cash used in investing activities   | (5,332)          | (483,946)                 | (322,974)        |
| Cash flows from financing activities:   |                  |                           |                  |
| Dividends paid to shareholders  | —                | (8,159)                   | (63,819)         |
| (Repayment of) proceeds from note payable   | (200,000)        | —                         | 300,000          |
| Repayment of long-term debt   | (94,352)         | (100,000)                 | (200,000)        |
| Repayment of short-term debt  | —                | —                         | (87,110)         |
| (Repayment of) net proceeds from convertible debentures                                   | —                | 377,199                   | —                |
| Proceeds from reissuance of treasury stock  | —                | 383,959                   | 1,484            |
| Payments for repurchase of common stock   | —                | —                         | (75,659)         |
| Common stock shares issued  | —                | 75,758                    | 2,098            |
| Net cash (used in) provided by financing activities                                       | (294,352)        | 728,757                   | (123,006)        |
| Net (decrease) increase in cash and cash equivalents                                      | (314,691)        | 367,585                   | (135,932)        |
| Cash and cash equivalents at beginning of year  | 393,851          | 26,266                    | 162,198          |
| Cash and cash equivalents at end of year  | <u>\$ 79,160</u> | <u>\$ 393,851</u>         | <u>\$ 26,266</u> |

See accompanying supplementary notes to Parent Company condensed financial statements.

**SCHEDULE II — CONDENSED FINANCIAL INFORMATION OF REGISTRANT**

**PARENT COMPANY ONLY**

**SUPPLEMENTARY NOTES**

**Note A**

The accompanying Parent Company financial statements should be read in conjunction with the Consolidated Financial Statements and Notes to Consolidated Financial Statements appearing in Item 8 of this annual report. Certain amounts in the 2008 financial statements have been retrospectively adjusted to reflect the adoption of a new accounting standard regarding convertible debt. See Note 2 to our consolidated financial statements in Item 8.

**Note B**

Our insurance subsidiaries are subject to statutory regulations as to maintenance of policyholders' surplus and payment of dividends. The maximum amount of dividends that our insurance subsidiaries may pay in any twelve-month period without regulatory approval by the Office of the Commissioner of Insurance of the State of Wisconsin is the lesser of adjusted statutory net income or 10% of statutory policyholders' surplus as of the preceding calendar year end. Adjusted statutory net income is defined for this purpose to be the greater of statutory net income, net of realized investment gains, for the calendar year preceding the date of the dividend or statutory net income, net of realized investment gains, for the three calendar years preceding the date of the dividend less dividends paid within the first two of the preceding three calendar years. MGIC cannot currently pay any dividends without regulatory approval. Our other insurance subsidiaries can pay \$3.9 million of dividends with regulatory notice.

In 2009, we did not pay cash dividends. In 2008 and 2007, we paid cash dividends of \$8.2 million and \$63.8 million, respectively, or \$0.075 per share in 2008 and \$0.775 per share in 2007.

---

**MGIC INVESTMENT CORPORATION**  
**SCHEDULE IV — REINSURANCE**  
**MORTGAGE INSURANCE PREMIUMS EARNED**  
**Years Ended December 31, 2009, 2008 and 2007**

|                         | <u>Gross<br/>Amount</u> | <u>Ceded to<br/>Other<br/>Companies</u> | <u>Assumed<br/>From<br/>Other<br/>Companies</u> | <u>Net<br/>Amount</u> | <u>Percentage<br/>of Amount<br/>Assumed to<br/>Net</u> |
|-------------------------|-------------------------|---|---|-----------------------|--|
| Year ended December 31, |                         |   | (In thousands of dollars)                       |                       |  |
| 2009                    | <u>\$ 1,406,977</u>     | <u>107,975</u>                          | <u>3,339</u>                                    | <u>1,302,341</u>      | 0.3%   |
| 2008                    | <u>\$ 1,601,610</u>     | <u>212,018</u>                          | <u>3,588</u>                                    | <u>1,393,180</u>      | 0.3%   |
| 2007                    | <u>\$ 1,430,964</u>     | <u>\$ 171,794</u>                       | <u>\$ 3,220</u>                                 | <u>\$ 1,262,390</u>   | 0.3%   |

---

**INDEX TO EXHIBITS**

[Item 15(a)3]

| <b>Exhibit<br/>Number</b> | <b>Description of Exhibit</b>   |
|---------------------------|---|
| 2.1                       | Securities Purchase Agreement, dated as of September 14, 2007, by and among, Mortgage Guaranty Insurance Corporation, Radian Guaranty Inc. and Sherman Capital LLC <sup>(1)</sup>   |
| 2.2                       | Securities Repurchase Agreement, between Sherman Financial Group LLC and Mortgage Guaranty Insurance Corporation, dated as of August 13, 2008. <sup>(2)</sup>   |
| 2.3                       | Credit Agreement, between Sherman Financial Group LLC and Mortgage Guaranty Insurance Corporation, dated as of August 13, 2008. <sup>(3)</sup>  |
| 3.1                       | Articles of Incorporation, as amended. <sup>(4)</sup>   |
| 3.2                       | Amended and Restated Bylaws, as amended on January 28, 2010   |
| 4.1                       | Article 6 of the Articles of Incorporation (included within Exhibit 3.1)  |
| 4.2                       | Amended and Restated Bylaws (included as Exhibit 3.2)   |
| 4.3                       | Amended and Restated Rights Agreement, dated as of July 7, 2009, between MGIC Investment Corporation and Wells Fargo Bank, National Association, which includes as Exhibit A thereto the Form of Right Certificate and as Exhibit B thereto the Summary of Rights to Purchase Common Shares. <sup>(5)</sup> |
| 4.3.1                     | Amendment to Amended and Restated Rights Agreement, dated as of November 30, 2009, between MGIC Investment Corporation and Wells Fargo Bank, National Association. <sup>(6)</sup>   |
| 4.3.2                     | Amendment to Amended and Restated Rights Agreement, dated as of December 10, 2009, between MGIC Investment Corporation and Wells Fargo Bank, National Association. <sup>(7)</sup>   |
| 4.3.3                     | Amendment to Amended and Restated Rights Agreement, dated as of December 29, 2009 between MGIC Investment Corporation and Wells Fargo Bank, National Association. <sup>(8)</sup>  |
| 4.4                       | Indenture, dated as of October 15, 2000, between the MGIC Investment Corporation and Bank One Trust Company, National Association, as Trustee <sup>(9)</sup>  |
| 4.5                       | [Reserved]  |

---

## Table of Contents

| <u>Exhibit Number</u> | <u>Description of Exhibit</u>  |
|-----------------------|--|
| 4.6                   | Indenture, dated as of March 28, 2008 between U.S. Bank National Association, as trustee, and MGIC Investment Corporation. <sup>(13)</sup><br><br>[We are a party to various other agreements with respect to our long-term debt. These agreements are not being filed pursuant to Reg. S-K Item 602(b) (4) (iii) (A). We hereby agree to furnish a copy of such agreements to the Commission upon its request.] |
| 10.1                  | Form of Stock Option Agreement under 2002 Stock Incentive Plan <sup>(14)</sup>   |
| 10.1.1                | Form of Incorporated Terms to Stock Option Agreement under 2002 Stock Incentive Plan <sup>(15)</sup>   |
| 10.2                  | Form of Restricted Stock Agreement under 2002 Stock Incentive Plan <sup>(16)</sup>   |
| 10.2.1                | Form of Incorporated Terms to Restricted Stock Agreement under 2002 Stock Incentive Plan <sup>(17)</sup>   |
| 10.2.2                | Form of Restricted Stock and Restricted Stock Unit Agreement under 2002 Stock Incentive Plan <sup>(18)</sup>   |
| 10.2.3                | Form of Incorporated Terms to Restricted Stock and Restricted Stock Unit Agreement under 2002 Stock Incentive Plan <sup>(19)</sup>   |
| 10.2.4                | Form of Restricted Stock and Restricted Stock Unit Agreement under 2002 Stock Incentive Plan <sup>(20)</sup>   |
| 10.2.5                | Form of Incorporated Terms to Restricted Stock and Restricted Stock Unit Agreement under 2002 Stock Incentive Plan <sup>(21)</sup>   |
| 10.2.6                | Form of Restricted Stock and Restricted Stock Unit Agreement (for Directors) <sup>(22)</sup>   |
| 10.2.7                | Form of Incorporated Terms to Restricted Stock and Restricted Stock Unit Agreement <sup>(23)</sup>   |
| 10.2.8                | Form of Restricted Stock and Restricted Stock Unit Agreement under 2002 Stock Incentive Plan (Adopted February 2008). <sup>(24)</sup>  |
| 10.2.9                | Form of Incorporated Terms to Restricted Stock and Restricted Stock Unit Agreement under 2002 Stock Incentive Plan (Adopted February 2008). <sup>(25)</sup>  |
| 10.2.10               | Form of Restricted Stock and Restricted Stock Unit Agreement under 2002 Stock Incentive Plan (for Directors) (Adopted April 2008). <sup>(26)</sup>   |
| 10.2.11               | Form of Incorporated Terms to Restricted Stock and Restricted Stock Unit Agreement under 2002 Stock Incentive Plan (for Directors) (Adopted April 2008). <sup>(27)</sup>   |
| 10.2.12               | Amendment to Restricted Stock and Restricted Stock Unit Agreement, dated as of December 8, 2008, between MGIC Investment Corporation and Curt S. Culver <sup>(28)</sup>  |
| 10.2.13               | Form of Amendment to Certain Restricted Stock and Restricted Stock Unit Agreements, dated as of December 2, 2008, between MGIC Investment Corporation and Certain of its Officers <sup>(29)</sup>  |
| 10.2.14               | Form of Amendment to Certain Restricted Stock and Restricted Stock Unit Agreements, dated as of December 2, 2008, between MGIC Investment Corporation and its Directors <sup>(30)</sup>  |

---

## Table of Contents

| <b>Exhibit<br/>Number</b> | <b>Description of Exhibit</b>  |
|---------------------------|--|
| 10.2.15                   | Form of Restricted Stock and Restricted Stock Unit Agreement under 2002 Stock Incentive Plan (Adopted January 2009).(31)                           |
| 10.2.16                   | Form of Incorporated Terms to Restricted Stock and Restricted Stock Unit Agreement under 2002 Stock Incentive Plan (Adopted January 2009).<br>(32) |
| 10.3                      | MGIC Investment Corporation 1991 Stock Incentive Plan(33)  |
| 10.3.1                    | MGIC Investment Corporation 2002 Stock Incentive Plan, as amended(34)  |
| 10.4                      | Two Forms of Stock Option Agreement under 1991 Stock Incentive Plan.(35)   |
| 10.4.1                    | Form of Stock Option Agreement under 1991 Stock Incentive Plan(36)   |
| 10.4.2                    | Form of Incorporated Terms to Stock Option Agreement under 1991 Stock Incentive Plan(37)   |
| 10.5                      | Two Forms of Restricted Stock Award Agreement under 1991 Stock Incentive Plan(38)  |
| 10.5.1                    | Form of Restricted Stock Agreement under 1991 Stock Incentive Plan(39)   |
| 10.5.2                    | Form of Incorporated Terms to Restricted Stock Agreement under 1991 Stock Incentive Plan(40)   |
| 10.6                      | Executive Bonus Plan   |
| 10.7                      | Supplemental Executive Retirement Plan(41)   |
| 10.8                      | MGIC Investment Corporation Deferred Compensation Plan for Non-Employee Directors (As Amended in February 2009)(42)                                |
| 10.9                      | MGIC Investment Corporation 1993 Restricted Stock Plan for Non-Employee Directors(43)  |
| 10.10                     | Two Forms of Award Agreement under MGIC Investment Corporation 1993 Restricted Stock Plan for Non-Employee Directors(44)                           |
| 10.11.1                   | Form of Key Executive Employment and Severance Agreement(45)   |
| 10.11.2                   | Form of Incorporated Terms to Key Executive Employment and Severance Agreement(46)   |
| 10.11.3                   | Form of Letter Agreement Amending Certain of the Company's Key Executive Employment and Severance Agreements.(47)                                  |
| 10.11.4                   | Supplemental Plan for Executives covered by MGIC Investment Corporation Key Executive Employment and Severance Agreements.(48)                     |
| 10.12                     | Form of Agreement Not to Compete(49)   |
| 11                        | Statement re: computation of per share earnings  |

---

## Table of Contents

| <u>Exhibit Number</u> | <u>Description of Exhibit</u>   |
|-----------------------|---|
| 21                    | Direct and Indirect Subsidiaries and Joint Venture  |
| 23                    | Consent of Independent Registered Public Accounting Firm  |
| 31.1                  | Certification of CEO under Section 302 of the Sarbanes-Oxley Act of 2002  |
| 31.2                  | Certification of CFO under Section 302 of the Sarbanes-Oxley Act of 2002  |
| 32                    | Certification of CEO and CFO under Section 906 of the Sarbanes-Oxley Act of 2002 (as indicated in Item 15 of this Annual Report on Form 10-K, this Exhibit is not being “filed”). |
| 99.1                  | Mortgage Guaranty Insurance Corporation’s “Flow” Master Insurance Policy and Declaration Page, Restated to Include Selected Endorsements.<br>(51)                                 |
| 99.2                  | Endorsement to Mortgage Guaranty Insurance Corporation’s “Flow” Master Insurance Policy Applicable to Lenders with Delegated Underwriting Authority. <sup>(52)</sup>              |

The following documents, identified in the footnote references above, are incorporated by reference, as indicated, to: our Annual Reports on Form 10-K for the years ended December 31, 1993, 1994, 1997, 1999, 2001, 2002, 2003, 2004, 2005, 2006, or 2008 (the “1993 10-K,” “1994 10-K,” “1997 10-K,” “1999 10-K,” “2001 10-K,” “2002 10-K,” “2003 10-K,” “2004 10-K,” “2005 10-K,” “2006 10-K,” and “2008 10-K,” respectively); our Annual Report on Form 10-K/A for the year ended December 31, 2007 (the “2007 10-K/A”); our Quarterly Reports on Form 10-Q for the Quarters ended March 31, 2005 or 2008, June 30, 1994, 1998, 2007 or 2008 or September 30, 2004 (the “March 31, 2005 10-Q,” “March 31, 2008 10-Q,” “June 30, 1994 10-Q,” “June 30, 1998 10-Q,” “June 30, 2007 10-Q,” “June 30, 2008 10-Q,” and “September 30, 2004 10-Q,” respectively); our Registration Statement on Form 8-A filed July 27, 1999 (the “8-A”), as amended by Amendment No. 1 filed October 29, 2002 (the “8-A/A-No. 1”), by Amendment No. 2 filed May 14, 2004 (the “8-A/A-No. 2”), by Amendment No. 3 filed July 10, 2009 (the “8-A/A-No. 3”), and by Amendment No. 4 filed December 29, 2009 (the “8-A/A-No. 4”); our Current Reports on Form 8-K dated October 17, 2000 (the “October 2000 8-K”), February 1, 2005 (the “February 2005 8-K”), January 31, 2006 (the “January 2006 8-K”), September 15, 2006 (the “September 2006 8-K”), September 20, 2007 (the “September 2007 8-K”), June 23, 2008 (the “June 2008 8-K”), August 13, 2008 (the “August 2008 8-K”), April 7, 2009 (the “April 2009 8-K”), November 30, 2009 (the “November 2009 8-K”), December 10, 2009 (the “December 2009 8-K”), February 18, 2010 (the “February 2010 8-K”); or to our Proxy Statement for our 2005 Annual Meeting of Shareholders (the “2005 Proxy Statement”). The documents are further identified by cross-reference to the Exhibits in the respective documents where they were originally filed:

- 
- (1) Exhibit 2.1 to the September 2007 8-K.
  - (2) Exhibit 2.1 to the August 2008 8-K.
  - (3) Exhibit 2.2 to the August 2008 8-K.
  - (4) Exhibit 3.1 to the June 30, 2008 10-Q.
  - (5) Exhibit 4.1 to the 8-A/A-No. 3.
  - (6) Exhibit 4.1 to the November 2009 8-K.
-

## Table of Contents

- (7) Exhibit 4.1 to the December 2009 8-K.
  - (8) Exhibit 4.2 to the 8-A/A-No. 4.
  - (9) Exhibit 4.1 to the October 2000 8-K.
  - (10) [Reserved]
  - (11) [Reserved]
  - (12) [Reserved]
  - (13) Exhibit 4.6 to the March 31, 2008 10-Q.
  - (14) Exhibit 10.1 to the 2002 10-K.
  - (15) Exhibit 10.1.1 to the 2002 10-K.
  - (16) Exhibit 10.2 to the 2002 10-K.
  - (17) Exhibit 10.2.1 to the 2002 10-K.
  - (18) Exhibit 10.2.1 to the 2005 10-K.
  - (19) Exhibit 10.2.2 to the 2005 10-K.
  - (20) Exhibit 10.2.4 to the 2006 10-K.
  - (21) Exhibit 10.2.5 to the 2006 10-K.
  - (22) Exhibit 10.2.4 to the 2004 10-K
  - (23) Exhibit 10.2.5 to the 2004 10-K.
  - (24) Exhibit 10.2.8 to the March 31, 2008 10-Q.
  - (25) Exhibit 10.2.9 to the March 31, 2008 10-Q.
  - (26) Exhibit 10.2.10 to the March 31, 2008 10-Q.
  - (27) Exhibit 10.2.11 to the March 31, 2008 10-Q.
  - (28) Exhibit 10.2.12 to the 2008 10-K.
  - (29) Exhibit 10.2.13 to the 2008 10-K.
  - (30) Exhibit 10.2.14 to the 2008 10-K.
  - (31) Exhibit 10.2.15 to the 2008 10-K.
-

## Table of Contents

- (32) Exhibit 10.2.16 to the 2008 10-K.
- (33) Exhibit 10.7 to the 1999 10-K.
- (34) Exhibit B to the 2005 Proxy Statement.
- (35) Exhibit 10.9 to the 1999 10-K.
- (36) Exhibit 10.4.1 to the 2001 10-K.
- (37) Exhibit 10.4.2 to the 2001 10-K.
- (38) Exhibit 10.10 to the 1999 10-K.
- (39) Exhibit 10.5.1 to the 2001 10-K.
- (40) Exhibit 10.5.2 to the 2001 10-K.
- (41) Exhibit 10.7 to the June 30, 2007 10-Q.
- (42) Exhibit 10.8 to the 2008 10-K.
- (43) Exhibit 10.24 to the 1993 10-K.
- (44) Exhibits 10.27 and 10.28 to the June 30, 1994 10-Q.
- (45) Exhibit 10.11.1 to the 2008 Form 10-K.
- (46) Exhibit 10.11.2 to the 2008 Form 10-K.
- (47) Exhibit 10.11.3 to the April 2009 8-K.
- (48) Exhibit 10.1 to the February 2010 8-K.
- (49) Exhibit 10.3 to the February 2005 8-K.
- (50) [Reserved]
- (51) Exhibit 99.1 to the 2008 10-K.
- (52) Exhibit 99.2 to the 2008 10-K.

### Supplementary List of the Exhibits which relate to management contracts or compensatory plans or arrangements:

- 10.1 Form of Stock Option Agreement under 2002 Stock Incentive Plan
  - 10.1.1 Form of Incorporated Terms to Stock Option Agreement under 2002 Stock Incentive Plan
  - 10.2 Form of Restricted Stock Agreement under 2002 Stock Incentive Plan
  - 10.2.1 Form of Incorporated Terms to Restricted Stock Agreement under 2002 Stock Incentive Plan
-

## Table of Contents

- 10.2.2 Form of Restricted Stock and Restricted Stock Unit Agreement under 2002 Stock Incentive Plan
  - 10.2.3 Form of Incorporated Terms to Restricted Stock and Restricted Stock Unit Agreement under 2002 Stock Incentive Plan
  - 10.2.4 Form of Restricted Stock and Restricted Stock Unit Agreement under 2002 Stock Incentive Plan
  - 10.2.5 Form of Incorporated Terms to Restricted Stock and Restricted Stock Unit Agreement under 2002 Stock Incentive Plan
  - 10.2.6 Form of Restricted Stock and Restricted Stock Unit Agreement (for Directors)
  - 10.2.7 Form of Incorporated Terms to Restricted Stock and Restricted Stock Unit Agreement
  - 10.2.8 Form of Restricted Stock and Restricted Stock Unit Agreement under 2002 Stock Incentive Plan (Adopted February 2008)
  - 10.2.9 Form of Incorporated Terms to Restricted Stock and Restricted Stock Unit Agreement under 2002 Stock Incentive Plan (Adopted February 2008)
  - 10.2.10 Form of Restricted Stock and Restricted Stock Unit Agreement under 2002 Stock Incentive Plan (for Directors) (Adopted April 2008)
  - 10.2.11 Form of Incorporated Terms to Restricted Stock and Restricted Stock Unit Agreement under 2002 Stock Incentive Plan (for Directors) (Adopted April 2008)
  - 10.2.12 Amendment to Restricted Stock and Restricted Stock Unit Agreement, dated as of December 8, 2008, between MGIC Investment Corporation and Curt S. Culver
  - 10.2.13 Form of Amendment to Certain Restricted Stock and Restricted Stock Unit Agreements, dated as of December 2, 2008, between MGIC Investment Corporation and Certain of its Officers
  - 10.2.14 Form of Amendment to Certain Restricted Stock and Restricted Stock Unit Agreements, dated as of December 2, 2008, between MGIC Investment Corporation and its Directors
  - 10.2.15 Form of Restricted Stock and Restricted Stock Unit Agreement under 2002 Stock Incentive Plan (Adopted January 2009)
  - 10.2.16 Form of Incorporated Terms to Restricted Stock and Restricted Stock Unit Agreement under 2002 Stock Incentive Plan (Adopted January 2009)
  - 10.3 MGIC Investment Corporation 1991 Stock Incentive Plan
  - 10.3.1 MGIC Investment Corporation 2002 Stock Incentive Plan, as amended
  - 10.4 Two Forms of Stock Option Agreement under 1991 Stock Incentive Plan
  - 10.4.1 Form of Stock Option Agreement under 1991 Stock Incentive Plan
  - 10.4.2 Form of Incorporated Terms to Stock Option Agreement under 1991 Stock Incentive Plan
-

## [Table of Contents](#)

- 10.5 Two Forms of Restricted Stock Award Agreement under 1991 Stock Incentive Plan
- 10.5.1 Form of Restricted Stock Agreement under 1991 Stock Incentive Plan
- 10.5.2 Form of Incorporated Terms to Restricted Stock Agreement under 1991 Stock Incentive Plan
- 10.6 Executive Bonus Plan
- 10.7 Supplemental Executive Retirement Plan
- 10.8 MGIC Investment Corporation Deferred Compensation Plan for Non-Employee Directors
- 10.9 MGIC Investment Corporation 1993 Restricted Stock Plan for Non-Employee Directors
- 10.10 Two Forms of Award Agreement under MGIC Investment Corporation 1993 Restricted Stock Plan for Non-Employee Directors
- 10.11.1 Form of Key Executive Employment and Severance Agreement
- 10.11.2 Form of Incorporated Terms to Key Executive Employment and Severance Agreement
- 10.11.3 Form of Letter Agreement Amending Certain of the Company's Key Executive Employment and Severance Agreements
- 10.11.4 Supplemental Plan for Executives Covered by MGIC Investment Corporation Key Executive Employment and Severance Agreements
- 10.12 Form of Agreement Not to Compete

**AMENDED AND RESTATED BYLAWS****OF****MGIC INVESTMENT CORPORATION****ARTICLE I. OFFICES**

1.01. Principal and Business Offices. The corporation may have such principal and other business offices, either within or without the State of Wisconsin, as the Board of Directors may designate or as the business of the corporation may require from time to time.

1.02. Registered Office. The registered office of the corporation required by the Wisconsin Business Corporation Law to be maintained in the State of Wisconsin may be, but need not be, identical with the principal office in the State of Wisconsin, and the address of the registered office may be changed from time to time by the Board of Directors or by the registered agent. The business office of the registered agent of the corporation shall be identical to such registered office.

**ARTICLE II. SHAREHOLDERS**

2.01. Annual Meeting. The annual meeting of the shareholders ("Annual Meeting") shall be held on the first Monday in May, at such time or on such other day as may be designated by resolution of the Board of Directors. In fixing a meeting date for any Annual Meeting, the Board of Directors may consider such factors as it deems relevant within the good faith exercise of its business judgment.

2.02. Purposes of Annual Meeting. At each Annual Meeting, the shareholders shall elect the number of directors equal to the number of directors in the class whose term expires at the time of such Annual Meeting and transact such other business as may properly come before the Annual Meeting in accordance with Section 2.14 of these Bylaws. If the election of directors shall not be held on the date designated herein, or fixed as herein provided, for any Annual Meeting, or any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of shareholders (a "Special Meeting") as soon thereafter as is practicable.

2.03. Special Meetings.

(a) A Special Meeting, unless otherwise prescribed by the Wisconsin Business Corporation Law, may be called only by (i) the Board of Directors, (ii) the Chairman of the Board (if a Chairman is elected) or (iii) the President and shall be called by the Chairman of the Board or the President upon the demand, in accordance with this Section 2.03, of the holders of record of shares representing at least 10% of all the votes entitled to be cast on any issue proposed to be considered at the Special Meeting.

(b) In order that the corporation may determine the shareholders entitled to demand a Special Meeting, the Board of Directors may fix a record date to determine the shareholders entitled to make such a demand (the "Demand Record Date"). The Demand Record Date shall not precede the date upon which the resolution fixing the Demand Record Date is adopted by the Board of Directors and shall not be more than ten days after the date upon which the resolution fixing the Demand Record Date is adopted by the Board of Directors. Any shareholder of record seeking to have shareholders demand a Special Meeting shall, by sending written notice to the Secretary of the corporation by hand or by certified or registered mail, return receipt requested, request the Board of Directors to fix a Demand Record Date. The Board of Directors shall promptly, but in all events within ten days after the date on which a valid request to fix a Demand Record Date is received, adopt a resolution fixing the Demand Record Date and shall make a public announcement of such Demand Record Date. If no Demand Record Date has been fixed by the Board of Directors within ten days after the date on which such request is received by the Secretary, the Demand Record Date shall be the 10th day after the first date on which a valid written request to set a Demand Record Date is received by the Secretary. To be valid, such written request shall set forth the purpose or purposes for which the Special Meeting is to be held, shall be signed by one or more shareholders of record (or their duly authorized proxies or other representatives), shall bear the date of signature of each such shareholder (or proxy or other representative) and shall set forth all information about each such shareholder and about the beneficial owner or owners, if any, on whose behalf the request is made that would be required to be set forth in a shareholder's notice described in paragraph (a) (ii) of Section 2.14 of these Bylaws.

(c) In order for a shareholder or shareholders to demand a Special Meeting, a written demand or demands for a Special Meeting by the holders of record as of the Demand Record Date of shares representing at least 10% of all the votes entitled to be cast on any issue proposed to be considered at the Special Meeting must be delivered to the corporation. To be valid, each written demand by a shareholder for a Special Meeting shall set forth the specific purpose or purposes for which the Special Meeting is to be held (which purpose or purposes shall be limited to the purpose or purposes set forth in the written request to set a Demand Record Date received by the corporation pursuant to paragraph (b) of this Section 2.03), shall be signed by one or more persons who as of the Demand Record Date are shareholders of record (or their duly authorized proxies or other representatives), shall bear the date of signature of each such shareholder (or proxy or other representative), and shall set forth the name and address, as they appear in the corporation's books, of each shareholder signing such demand and the class and number of shares of the corporation which are owned of record and beneficially by each such shareholder, shall be sent to the Secretary by hand or by certified or registered mail, return receipt requested, and shall be received by the Secretary within seventy days after the Demand Record Date.

(d) The corporation shall not be required to call a Special Meeting upon shareholder demand unless, in addition to the documents required by paragraph (c) of this Section 2.03, the Secretary receives a written agreement signed by each Soliciting Shareholder (as defined below), pursuant to which each Soliciting Shareholder, jointly and severally, agrees to pay the corporation's costs of holding the Special Meeting, including the costs of preparing and mailing proxy materials for the corporation's own solicitation, provided that if each of the resolutions introduced by any Soliciting Shareholder at such meeting is adopted, and each of the

individuals nominated by or on behalf of any Soliciting Shareholder for election as a director at such meeting is elected, then the Soliciting Shareholders shall not be required to pay such costs. For purposes of this paragraph (d), the following terms shall have the meanings set forth below:

(i) "Affiliate" of any Person (as defined herein) shall mean any Person controlling, controlled by or under common control with such first Person.

(ii) "Participant" shall have the meaning assigned to such term in Rule 14a-11 promulgated under the Securities Exchange Act of 1934, as amended (the "Exchange Act").

(iii) "Person" shall mean any individual, firm, corporation, partnership, joint venture, association, trust, unincorporated organization or other entity.

(iv) "Proxy" shall have the meaning assigned to such term in Rule 14a-1 promulgated under the Exchange Act.

(v) "Solicitation" shall have the meaning assigned to such term in Rule 14a-11 promulgated under the Exchange Act.

(vi) "Soliciting Shareholder" shall mean, with respect to any Special Meeting demanded by a shareholder or shareholders, any of the following Persons:

(A) if the number of shareholders signing the demand or demands of meeting delivered to the corporation pursuant to paragraph (c) of this Section 2.03 is ten or fewer, each shareholder signing any such demand;

(B) if the number of shareholders signing the demand or demands of meeting delivered to the corporation pursuant to paragraph (c) of this Section 2.03 is more than ten, each Person who either (I) was a Participant in any Solicitation of such demand or demands or (II) at the time of the delivery to the corporation of the documents described in paragraph (c) of this Section 2.03 had engaged or intends to engage in any Solicitation of Proxies for use at such Special Meeting (other than a Solicitation of Proxies on behalf of the corporation); or

(C) any Affiliate of a Soliciting Shareholder, if a majority of the directors then in office determine, reasonably and in good faith, that such Affiliate should be required to sign the written notice described in paragraph (c) of this Section 2.03 and/or the written agreement described in this paragraph (d) in order to prevent the purposes of this Section 2.03 from being evaded.

(e) Except as provided in the following sentence, any Special Meeting shall be held at such hour and day as may be designated by whichever of the Board of Directors, the Chairman of the Board or the President shall have called such meeting. In the case of any Special Meeting called by the Chairman of the Board or the President upon the demand of

shareholders (a “Demand Special Meeting”), such meeting shall be held at such hour and day as may be designated by the Board of Directors; provided, however, that the date of any Demand Special Meeting shall be not more than seventy days after the Meeting Record Date (as defined in Section 2.06 hereof); and provided further that in the event that the directors then in office fail to designate an hour and date for a Demand Special Meeting within ten days after the date that valid written demands for such meeting by the holders of record as of the Demand Record Date of shares representing at least 10% of all the votes entitled to be cast on each issue proposed to be considered at the Special Meeting are delivered to the corporation (the “Delivery Date”), then such meeting shall be held at 2:00 P.M. local time on the 100th day after the Delivery Date or, if such 100th day is not a Business Day (as defined below), on the first preceding Business Day. In fixing a meeting date for any Special Meeting, the Board of Directors, the Chairman of the Board or the President may consider such factors as it or he deems relevant within the good faith exercise of its or his business judgment, including, without limitation, the nature of the action proposed to be taken, the facts and circumstances surrounding any demand for such meeting, and any plan of the Board of Directors to call an Annual Meeting or a Special Meeting for the conduct of related business.

(f) The corporation may engage regionally or nationally recognized independent inspectors of elections to act as an agent of the corporation for the purpose of promptly performing a ministerial review of the validity of any purported written demand or demands for a Special Meeting received by the Secretary. For the purpose of permitting the inspectors to perform such review, no purported demand shall be deemed to have been delivered to the corporation until the earlier of (i) five Business Days following receipt by the Secretary of such purported demand and (ii) such date as the independent inspectors certify to the corporation that the valid demands received by the Secretary represent at least 10% of all the votes entitled to be cast on each issue proposed to be considered at the Special Meeting. Nothing contained in this paragraph (f) shall in any way be construed to suggest or imply that the Board of Directors or any shareholder shall not be entitled to contest the validity of any demand, whether during or after such five Business Day period, or to take any other action (including, without limitation, the commencement, prosecution or defense of any litigation with respect thereto).

(g) For purposes of these Bylaws, “Business Day” shall mean any day other than a Saturday, a Sunday or a day on which banking institutions in the State of Wisconsin are authorized or obligated by law or executive order to close.

2.04. Place of Meeting. The Board of Directors, the Chairman of the Board, the President or the Secretary may designate any place, either within or without the State of Wisconsin, as the place of meeting for any Annual Meeting or for any Special Meeting or for any postponement or adjournment thereof. If no designation is made, the place of meeting shall be the principal business office of the corporation in the State of Wisconsin. Any meeting may be adjourned to reconvene at any place designated by vote of the Board of Directors or by the Chairman of the Board, the President or the Secretary.

2.05. Notice of Meeting. Written or printed notice stating the date, time and place of any Annual Meeting or Special Meeting shall be delivered not less than three days (unless a longer period is required by the Wisconsin Business Corporation Law) nor more than

70 days before the date of such meeting either personally or by mail, by or at the direction of the Chairman of the Board, the President or the Secretary, to each shareholder of record entitled to vote at such meeting and to such other shareholders as required by the Wisconsin Business Corporation Law. In the event of any Demand Special Meeting, such notice shall be sent not more than 45 days after the Delivery Date. If mailed, notice pursuant to this Section 2.05 shall be deemed to be effective when deposited in the United States mail, addressed to the shareholder at his address as it appears on the stock record books of the corporation, with postage thereon prepaid. Unless otherwise required by the Wisconsin Business Corporation Law or the articles of incorporation of the corporation, a notice of an Annual Meeting need not include a description of the purpose for which the meeting is called. In the case of any Special Meeting, (a) the notice of meeting shall describe any business that the Board of Directors shall have theretofore determined to bring before the meeting and (b) in the case of a Demand Special Meeting, the notice of meeting (i) shall describe any business set forth in the statement of purpose of the demands received by the corporation in accordance with Section 2.03 of these Bylaws and (ii) shall contain all of the information required in the notice received by the corporation in accordance with Section 2.14(b) of these Bylaws. If an Annual Meeting or Special Meeting is adjourned to a different date, time or place, the corporation shall not be required to give notice of the new date, time or place if the new date, time or place is announced at the meeting before adjournment; provided, however, that if a new Meeting Record Date for an adjourned meeting is or must be fixed, the corporation shall give notice of the adjourned meeting to persons who are shareholders as of the new Meeting Record Date.

2.06. Fixing of Record Date. The Board of Directors may fix in advance a date not less than 10 days and not more than 70 days prior to the date of any Annual Meeting or Special Meeting as the record date for the purpose of determining shareholders entitled to notice of, and to vote at, such meeting ("Meeting Record Date"). In the case of any Demand Special Meeting, (i) the Meeting Record Date shall not be later than the 30th day after the Delivery Date and (ii) if the Board of Directors fails to fix the Meeting Record Date within 30 days after the Delivery Date, then the close of business on such 30th day shall be the Meeting Record Date. The shareholders of record on the Meeting Record Date shall be the shareholders entitled to notice of, and to vote at, the meeting. Except as provided by the Wisconsin Business Corporation Law for a court-ordered adjournment, a determination of shareholders entitled to notice of, and to vote at, any Annual Meeting or Special Meeting is effective for any adjournment of such meeting unless the Board of Directors fixes a new Meeting Record Date, which it shall do if the meeting is adjourned to a date more than 120 days after the date fixed for the original meeting. The Board of Directors may also fix in advance a date as the record date for the purpose of determining shareholders entitled to take any other action or determining shareholders for any other purpose. Such record date shall be not more than 70 days prior to the date on which the particular action, requiring such determination of shareholders, is to be taken. The record date for determining shareholders entitled to a distribution (other than a distribution involving a purchase, redemption or other acquisition of the corporation's shares) or a share dividend is the date on which the Board of Directors authorizes the distribution or share dividend, as the case may be, unless the Board of Directors fixes a different record date.

2.07. Voting Records. After a Meeting Record Date has been fixed, the corporation shall prepare a list of the names of all of the shareholders entitled to notice of the

meeting. The list shall be arranged by class or series of shares, if any, and show the address of, and number of shares held by, each shareholder. Such list shall be available for inspection by any shareholder, beginning two business days after notice of the meeting is given for which the list was prepared and continuing to the date of the meeting, at the corporation's principal office or at a place identified in the meeting notice in the city where the meeting will be held. A shareholder or his agent may, on written demand, inspect and, subject to the limitations imposed by the Wisconsin Business Corporation Law, copy the list, during regular business hours and at his expense, during the period that it is available for inspection pursuant to this Section 2.07. The corporation shall make the shareholders' list available at the meeting and any shareholder or his agent or attorney may inspect the list at any time during the meeting or any adjournment thereof. Refusal or failure to prepare or make available the shareholders' list shall not affect the validity of any action taken at a meeting of shareholders.

2.08. Quorum and Voting Requirements; Postponements; Adjournments.

(a) Shares entitled to vote as a separate voting group may take action on a matter at any Annual Meeting or Special Meeting only if a quorum of those shares exists with respect to that matter. If the corporation has only one class of stock outstanding, such class shall constitute a separate voting group for purposes of this Section 2.08. Except as otherwise provided in the articles of incorporation of this corporation or the Wisconsin Business Corporation Law, a majority of the votes entitled to be cast on the matter shall constitute a quorum of the voting group for action on that matter. Once a share is represented for any purpose at any Annual Meeting or Special Meeting, other than for the purpose of objecting to holding the meeting or transacting business at the meeting, it is considered present for purposes of determining whether a quorum exists for the remainder of the meeting and for any adjournment of that meeting, unless a new Meeting Record Date is or must be set for the adjourned meeting. If a quorum exists, except in the case of the election of directors, action on a matter shall be approved if the votes cast within the voting group favoring the action exceed the votes cast opposing the action, unless the articles of incorporation of the corporation or the Wisconsin Business Corporation Law requires a greater number of affirmative votes. Unless otherwise provided in the articles of incorporation of the corporation, each director shall be elected by a plurality of the votes cast by the shares entitled to vote in the election of directors at any Annual Meeting or Special Meeting at which a quorum is present.

(b) The Board of Directors acting by resolution may postpone and reschedule any previously scheduled Annual Meeting or Special Meeting; provided, however, that a Demand Special Meeting shall not be postponed beyond the 100th day following the Delivery Date. Any Annual Meeting or Special Meeting may be adjourned from time to time, whether or not there is a quorum, (i) at any time, upon a resolution of shareholders if the votes cast in favor of such resolution by the holders of shares of each voting group entitled to vote on any matter theretofore properly brought before the meeting exceed the number of votes cast against such resolution by the holders of shares of each such voting group or (ii) at any time prior to the transaction of any business at such meeting, by the Chairman of the Board or the President or pursuant to a resolution of the Board of Directors. No notice of the time and place of adjourned meetings need be given except as required by the Wisconsin Business Corporation Law. At any adjourned meeting at which a quorum shall be present or represented, any business may be

transacted which might have been transacted at the meeting as originally notified.

2.09. Conduct of Meetings. The Chairman of the Board, and in his absence, the Vice Chairman of the Board, and in his absence, the President, and in their absence, a Vice President in the order provided under Section 4.08, and in their absence, any person chosen by the shareholders present shall call any Annual Meeting or Special Meeting to order and shall act as chairman of such meeting, and the Secretary of the corporation shall act as secretary of all Annual Meetings and Special Meetings, but in the absence of the Secretary, the presiding officer may appoint any other person to act as secretary of the meeting.

2.10. Proxies. At all Annual Meetings and Special Meetings, a shareholder entitled to vote may vote in person or by proxy. A shareholder may appoint a proxy to vote or otherwise act for the shareholder by signing an appointment form, either personally or by his attorney-in-fact. An appointment of a proxy is effective when received by the Secretary or other officer or agent of the corporation authorized to tabulate votes. An appointment is valid for eleven months from the date of its signing unless a different period is expressly provided in the appointment form. Unless otherwise provided, a proxy may be revoked any time before it is voted, either by written notice filed with the Secretary or the acting secretary of the meeting or by oral notice given by the shareholder to the presiding officer during the meeting. The presence of a shareholder who has filed his proxy does not of itself constitute a revocation. The Board of Directors shall have the power and authority to make rules establishing presumptions as to the validity and sufficiency of proxies.

2.11. Voting of Shares.

(a) Each outstanding share shall be entitled to one vote upon each matter submitted to a vote at any Annual Meeting or Special Meeting, except to the extent that the voting rights of the shares of any class or classes are enlarged, limited or denied by the Wisconsin Business Corporation Law or the articles of incorporation of the corporation.

(b) Shares held by another corporation, if a sufficient number of shares entitled to elect a majority of the directors of such other corporation is held directly or indirectly by this corporation, shall not be entitled to vote at any Annual Meeting or Special Meeting, but shares held in a fiduciary capacity may be voted.

2.12. Acceptance of Instruments Showing Shareholder Action. If the name signed on a vote, consent, waiver or proxy appointment corresponds to the name of a shareholder, the corporation, if acting in good faith, may accept the vote, consent, waiver or proxy appointment and give it effect as the act of a shareholder. If the name signed on a vote, consent, waiver or proxy appointment does not correspond to the name of a shareholder, the corporation may accept the vote, consent, waiver or proxy appointment and give it effect as the act of the shareholder if any of the following apply:

(a) The shareholder is an entity and the name signed purports to be that of an officer or agent of the entity.

(b) The name purports to be that of a personal representative, administrator, executor, guardian or conservator representing the shareholder and, if the corporation requests, evidence of fiduciary status acceptable to the corporation is presented with respect to the vote, consent, waiver or proxy appointment.

(c) The name signed purports to be that of a receiver or trustee in bankruptcy of the shareholder and, if the corporation requests, evidence of this status acceptable to the corporation is presented with respect to the vote, consent, waiver or proxy appointment.

(d) The name signed purports to be that of a pledgee, beneficial owner, or attorney-in-fact of the shareholder and, if the corporation requests, evidence acceptable to the corporation of the signatory's authority to sign for the shareholder is presented with respect to the vote, consent, waiver or proxy appointment.

(e) Two or more persons are the shareholder as co-tenants or fiduciaries and the name signed purports to be the name of at least one of the co-owners and the person signing appears to be acting on behalf of all co-owners.

The corporation may reject a vote, consent, waiver or proxy appointment if the Secretary or other officer or agent of the corporation who is authorized to tabulate votes, acting in good faith, has reasonable basis for doubt about the validity of the signature on it or about the signatory's authority to sign for the shareholder.

2.13. Waiver of Notice by Shareholders. A shareholder may waive any notice required by the Wisconsin Business Corporation Law, the articles of incorporation of the corporation or these Bylaws before or after the date and time stated in the notice. The waiver shall be in writing and signed by the shareholder entitled to the notice, contain the same information that would have been required in the notice under applicable provisions of the Wisconsin Business Corporation Law (except that the time and place of meeting need not be stated) and be delivered to the corporation for inclusion in the corporate records. A shareholder's attendance at any Annual Meeting or Special Meeting, in person or by proxy, waives objection to all of the following: (a) lack of notice or defective notice of the meeting, unless the shareholder at the beginning of the meeting or promptly upon arrival objects to holding the meeting or transacting business at the meeting; and (b) consideration of a particular matter at the meeting that is not within the purpose described in the meeting notice, unless the shareholder objects to considering the matter when it is presented.

2.14. Notice of Shareholder Business and Nomination of Directors.

(a) Annual Meetings.

(i) Nominations of persons for election to the Board of Directors of the corporation and the proposal of business to be considered by the shareholders may be made at an Annual Meeting (A) pursuant to the corporation's notice of meeting, (B) by or at the direction of the Board of Directors or (C) by any shareholder of the corporation who is a shareholder of record at the time of giving

of notice provided for in this Bylaw and who is entitled to vote at the meeting and complies with the notice procedures set forth in this Section 2.14.

(ii) For nominations or other business to be properly brought before an Annual Meeting by a shareholder pursuant to clause (C) of paragraph (a)(i) of this Section 2.14, the shareholder must have given timely notice thereof in writing to the Secretary of the corporation. To be timely, a shareholder's notice shall be received by the Secretary of the corporation at the principal offices of the corporation not less than 45 days nor more than 70 days prior to the first annual anniversary of the date set forth in the corporation's proxy statement for the immediately preceding Annual Meeting as the date on which the corporation first mailed definitive proxy materials for the immediately preceding Annual Meeting (the "Anniversary Date"); provided, however, that in the event that the date for which the Annual Meeting is called is advanced by more than 30 days or delayed by more than 30 days from the first annual anniversary of the immediately preceding Annual Meeting, notice by the shareholder to be timely must be so delivered not earlier than the close of business on the 100th day prior to the date of such Annual Meeting and not later of (A) the 75th day prior to the date of such Annual Meeting or (B) the 10th day following the day on which public announcement of the date of such Annual Meeting is first made. In no event shall the announcement of an adjournment of an Annual Meeting commence a new time period for the giving of a shareholder notice as described above. Such shareholder's notice shall be signed by the shareholder of record who intends to make the nomination or introduce the other business (or his duly authorized proxy or other representative), shall bear the date of signature of such shareholder (or proxy or other representative) and shall set forth: (A) the name and address, as they appear on this corporation's books, of such shareholder and the beneficial owner or owners, if any, on whose behalf the nomination or proposal is made; (B) the class and number of shares of the corporation which are beneficially owned by such shareholder or beneficial owner or owners; (C) a representation that such shareholder is a holder of record of shares of the corporation entitled to vote at such meeting and intends to appear in person or by proxy at the meeting to make the nomination or introduce the other business specified in the notice; (D) in the case of any proposed nomination for election or re-election as a director, (I) the name and residence address of the person or persons to be nominated, (II) a description of all arrangements or understandings between such shareholder or beneficial owner or owners and each nominee and any other person or persons (naming such person or persons) pursuant to which the nomination is to be made by such shareholder, (III) such other information regarding each nominee proposed by such shareholder as would be required to be disclosed in solicitations of proxies for elections of directors, or would be otherwise required to be disclosed, in each case pursuant to Regulation 14A under the Exchange Act, including any information that would be required to be included in a proxy statement filed pursuant to Regulation 14A had the nominee been nominated by the Board of Directors and (IV) the written consent of each nominee to be named in a proxy statement and to serve as a director of the corporation if so elected; and

(E) in the case of any other business that such shareholder proposes to bring before the meeting, (I) a brief description of the business desired to be brought before the meeting and, if such business includes a proposal to amend these Bylaws, the language of the proposed amendment, (II) such shareholder's and beneficial owner's or owners' reasons for conducting such business at the meeting and (III) any material interest in such business of such shareholder and beneficial owner or owners.

(iii) Notwithstanding anything in the second sentence of paragraph (a)(ii) of this Section 2.14 to the contrary, in the event that the number of directors to be elected to the Board of Directors of the corporation is increased and there is no public announcement naming all of the nominees for director or specifying the size of the increased Board of Directors made by the corporation at least 45 days prior to the Anniversary Date, a shareholder's notice required by this Section 2.14 shall also be considered timely, but only with respect to nominees for any new positions created by such increase, if it shall be received by the Secretary at the principal offices of the corporation not later than the close of business on the 10th day following the day on which such public announcement is first made by the corporation.

(b) Special Meetings. Only such business shall be conducted at a Special Meeting as shall have been described in the notice of meeting sent to shareholders pursuant to Section 2.05 of these Bylaws. Nominations of persons for election to the Board of Directors may be made at a Special Meeting at which directors are to be elected pursuant to such notice of meeting (i) by or at the direction of the Board of Directors or (ii) by any shareholder of the corporation who (A) is a shareholder of record at the time of giving of such notice of meeting, (B) is entitled to vote at the meeting and (C) complies with the notice procedures set forth in this Section 2.14. Any shareholder desiring to nominate persons for election to the Board of Directors at such a Special Meeting shall cause a written notice to be received by the Secretary of the corporation at the principal offices of the corporation not earlier than ninety days prior to such Special Meeting and not later than the close of business on the later of (x) the 60th day prior to such Special Meeting and (y) the 10th day following the day on which public announcement is first made of the date of such Special Meeting and of the nominees proposed by the Board of Directors to be elected at such meeting. Such written notice shall be signed by the shareholder of record who intends to make the nomination (or his duly authorized proxy or other representative), shall bear the date of signature of such shareholder (or proxy or other representative) and shall set forth: (A) the name and address, as they appear on the corporation's books, of such shareholder and the beneficial owner or owners, if any, on whose behalf the nomination is made; (B) the class and number of shares of the corporation which are beneficially owned by such shareholder or beneficial owner or owners; (C) a representation that such shareholder is a holder of record of shares of the corporation entitled to vote at such meeting and intends to appear in person or by proxy at the meeting to make the nomination specified in the notice; (D) the name and residence address of the person or persons to be nominated; (E) a description of all arrangements or understandings between such shareholder or beneficial owner or owners and each nominee and any other person or persons (naming such person or persons) pursuant to which the nomination is to be made by such shareholder; (F) such other information

regarding each nominee proposed by such shareholder as would be required to be disclosed in solicitations of proxies for elections of directors, or would be otherwise required to be disclosed, in each case pursuant to Regulation 14A under the Exchange Act, including any information that would be required to be included in a proxy statement filed pursuant to Regulation 14A had the nominee been nominated by the Board of Directors; and (G) the written consent of each nominee to be named in a proxy statement and to serve as a director of the corporation if so elected.

(c) General.

(i) Only persons who are nominated in accordance with the procedures set forth in this Section 2.14 shall be eligible to serve as directors. Only such business shall be conducted at an Annual Meeting or Special Meeting as shall have been brought before such meeting in accordance with the procedures set forth in this Section 2.14. The chairman of the meeting shall have the power and duty to determine whether a nomination or any business proposed to be brought before the meeting was made in accordance with the procedures set forth in this Section 2.14 and, if any proposed nomination or business is not in compliance with this Section 2.14, to declare that such defective proposal shall be disregarded.

(ii) For purposes of this Section 2.14, "public announcement" shall mean disclosure in a press release reported by the Dow Jones News Service, Associated Press or comparable national news service or in a document publicly filed by the corporation with the Securities and Exchange Commission pursuant to Section 13, 14 or 15(d) of the Exchange Act.

(iii) Notwithstanding the foregoing provisions of this Section 2.14, a shareholder shall also comply with all applicable requirements of the Exchange Act and the rules and regulations thereunder with respect to the matters set forth in this Section 2.14. Nothing in this Section 2.14 shall be deemed to limit the corporation's obligation to include shareholder proposals in its proxy statement if such inclusion is required by Rule 14a-8 under the Exchange Act.

### **ARTICLE III. BOARD OF DIRECTORS**

3.01 General Powers; Number and Classification; Vacancy.

(a) All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the Board of Directors.

(b) The number of directors of the corporation shall be not less than 7 nor more than 17, as determined from time to time by the Board of Directors, divided into three substantially equal classes and designated as Class I, Class II and Class III, respectively. Commencing at a Special Meeting to be held promptly after the adoption of these Bylaws, a class of directors shall be elected to Class I for a term to expire at the 1992 Annual Meeting, a

class of directors shall be elected to Class II for a term to expire at the 1993 Annual Meeting and a class of directors shall be elected to Class III for a term to expire at the 1994 Annual Meeting and, in each case, until their successors are duly qualified and elected. At each Annual Meeting thereafter the successors to the class of directors whose term shall expire at the time of Annual Meeting shall be elected to hold office until the third succeeding Annual Meeting, and until their successors are duly qualified and elected or until there is a decrease in the number of directors that takes effect after the expiration of their term.

(c) Any vacancy occurring in the Board of Directors, including a vacancy created by an increase in the number of directors, shall be filled by the affirmative vote of a majority of the directors then in office, though less than a quorum of the Board of Directors, or by a sole remaining director. Any director so elected shall serve until the next election of the class for which such director shall have been chosen and until his successor shall be duly qualified and elected.

(d) (i) As a condition of being nominated by the Board to stand for election as a director at a meeting of shareholders, a nominee, including a nominee who is an incumbent director, must agree in writing to submit an irrevocable resignation if such nominee does not receive a Majority Vote and the election is not a Contested Election. Such resignation, if so required, shall be promptly tendered following certification of the shareholder vote. A Majority Vote means that when there is a quorum present more than 50% of the votes cast in the election of such director were "for" the election of such director, with votes cast being equal to the total of the votes "for" the election of such director plus the votes "withheld" from the election of such director. A Contested Election shall occur if, at the Determination Date, there are more nominees (whether the nominees have been nominated by the Board of Directors, by one or more shareholders, or by a combination of the Board of Directors and one or more shareholders) than directors to be elected in such election. The Determination Date is (x) the day after the meeting of the Board of Directors in which the Board's nominees for director are approved, when such meeting occurs after the last day on which a shareholder may propose the nomination of a director for election pursuant to these Bylaws, or (y) the day after the last day on which a shareholder may propose the nomination of a director for election pursuant to these Bylaws, when the last day for such a proposal occurs after the meeting of the Board of Directors in which the Board's nominees for director are approved, whichever of clause (x) or (y) is applicable.

(ii) The effectiveness of a resignation contemplated by subsection (d)(i) shall be at such time as it is accepted by the Board of Directors and the resignation shall so specify. Within 90 days after the date of the election that required the director to submit such a resignation, the Board of Directors will determine, based on such factors as the Board deems appropriate, whether such resignation will be accepted or rejected. The Management Development, Nominating and Governance Committee of the Board of Directors (or any successor committee to such Committee's corporate governance functions) will, in time sufficient to enable the Board to meet such 90-day period, recommend to the Board whether such resignation should be accepted or rejected. If a majority of the members of such Committee (or committee) is required to submit a

resignation as a result of an election held within such 90-day period, the other directors who are on the Board who did receive a Majority Vote or who were not standing for election will appoint a Board committee among themselves for purposes of considering the resignations submitted, which committee will recommend to the Board whether to accept or reject such resignations. Each director who is required to submit a resignation for an election held within such 90-day period shall recuse himself from participation in the deliberations, whether by the Board or a committee, on whether such resignation should be accepted or rejected.

(iii) If a director's resignation is accepted by the Board of Directors pursuant to this Section 3.01(d), then the Board may fill the resulting vacancy pursuant to the provisions of Section 3.01(c) of these Bylaws or may decrease the size of the Board pursuant to the provisions of Section 3.01(b) of these Bylaws. The preceding sentence does not restrict the Board from decreasing the size of the Board as authorized by Section 180.0805(3) of the Wisconsin Business Corporation Law, including in circumstances in which the director has not in fact submitted the resignation contemplated by Section 3.01(d)(i) of these Bylaws.

(iv) The Board of Directors will cause the corporation to promptly publicly disclose the Board of Directors' decision regarding a director's resignation (including the reason(s) for rejecting the resignation, if applicable).

3.02. Resignations and Qualifications. A director may resign at any time by delivering written notice which complies with the Wisconsin Business Corporation Law to the Board of Directors, the Chairman of the Board or to the corporation. A director's resignation is effective when the notice is delivered unless the notice specifies a later effective date. Directors need not be residents of the State of Wisconsin or shareholders of the corporation.

3.03. Regular Meetings. A regular meeting of the Board of Directors shall be held without other notice than this Bylaw immediately after the Annual Meeting. The place of such regular meeting shall be the same as the place of the Annual Meeting which precedes it, or such other suitable place as may be announced to directors at or before such Annual Meeting. The Board of Directors may provide, by resolution, the date, time and place, either within or without the State of Wisconsin, for the holding of additional regular meetings of the Board of Directors without other notice than such resolution.

3.04. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chairman of the Board, President, Secretary or any two directors. The Chairman of the Board, the President or the Secretary may designate any place, either within or without the State of Wisconsin, as the place for holding any such special meeting. If no designation is made, the place of meeting shall be the principal business office of the corporation in the State of Wisconsin.

3.05 Notice; Waiver. Notice of each meeting of the Board of Directors (unless otherwise provided in or pursuant to Section 3.03) shall be given to each director not less than 24 hours prior to the meeting by giving oral, telephonic or written notice to a director communicated

in person, or by telegram, facsimile or other form of wire or wireless communication, or not less than 48 hours prior to a meeting by delivering, sending by private carrier or mailing written notice to the business address or such other address as a director shall have designated in writing filed with the Secretary. If mailed, such notice shall be deemed to be effective when deposited in the United States mail so addressed with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be effective when the telegram addressed as in case of notice by mail is delivered to the telegraph company. If notice is given by private carrier, such notice shall be deemed to be effective when the notice addressed as in case of notice by mail is delivered to the private carrier. Whenever any notice whatever is required to be given to any director of the corporation under the articles of incorporation of the corporation, these Bylaws or any provision of the Wisconsin Business Corporation Law, a waiver thereof in writing, signed at any time, whether before or after the date and time of meeting, by the director entitled to such notice, shall be deemed equivalent to the giving of such notice. The corporation shall retain any such waiver as part of its permanent corporate records, but only for so long as such other permanent corporate records are maintained. A director's attendance at, or participation in, a meeting waives any required notice to him of the meeting unless the director at the beginning of the meeting or promptly upon his arrival objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice, or waiver of notice, of such meeting.

3.06. Quorum. Except as otherwise provided by the Wisconsin Business Corporation Law, the articles of incorporation of the corporation or these Bylaws, a majority of the number of directors fixed in Section 3.01 shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but a majority of the directors present (though less than such quorum) may adjourn any meeting of the Board of Directors or any committee thereof, as the case may be, from time to time without further notice. Except as otherwise provided by the Wisconsin Business Corporation Law, the articles of incorporation or by these Bylaws, a quorum of any committee of the Board of Directors created pursuant to Section 3.12 hereof shall consist of a majority of the number of directors appointed to serve on the committee, but a majority of the members present (though less than a quorum) may adjourn the meeting from time to time without further notice.

3.07. Manner of Acting. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by the Wisconsin Business Corporation Law, the articles of incorporation of this corporation or these Bylaws.

3.08. Conduct of Meetings. The Chairman of the Board, and in his absence, the Vice Chairman of the Board, and in their absence, the President and in their absence, a Vice President in the order provided under Section 4.08, and in their absence, any director chosen by the directors present, shall call meetings of the Board of Directors, but in the absence of the Secretary, the presiding officer may appoint any Assistant Secretary or any director or any other person present to act as secretary of the meeting. Minutes of any regular or special meeting of the Board of Directors shall be prepared and distributed to each director.

3.09. Compensation. The Board of Directors, irrespective of any personal interest of any of its members, may establish reasonable compensation of all directors for services to the corporation as directors, officers or otherwise, or may delegate such authority to an appropriate committee. The Board of Directors also shall have authority to provide for, or to delegate authority to an appropriate committee to provide for, reasonable pensions, disability or death benefits, and other benefits or payments, to directors, officers and employees and to their estates, families, dependents, or beneficiaries on account of prior services rendered by such directors, officers and employees to the corporation.

3.10. Unanimous Consent Without Meeting. Any action required or permitted by the articles of incorporation of the corporation, these Bylaws or any provision of the Wisconsin Business Corporation Law to be taken by the Board of Directors (or any committee thereof created pursuant to Section 3.12) at a meeting may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all members of the Board of Directors or of the committee, as the case may be, then in office. Any such consent action may be signed in separate counterparts and shall be effective when the last director or committee member signs the consent, unless the consent specifies a different effective date.

3.11. Presumption of Assent. A director of the corporation who is present at a meeting of the Board of Directors or any committee thereof of which he is a member at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless any of the following occurs: (a) the director objects at the beginning of the meeting or promptly upon his arrival to holding the meeting or transacting business at the meeting; (b) the director's dissent or abstention from the action taken is entered in the minutes of the meeting; or (c) the director delivers written notice that complies with the Wisconsin Business Corporation Law of his dissent or abstention to the presiding officer of the meeting before its adjournment or to the corporation immediately after adjournment of the meeting. Such right to dissent or abstain shall not apply to a director who voted in favor of such action.

### 3.12. Committees.

(a) (i) An Executive Committee consisting of three or more members of the Board of Directors be and it hereby is created. The Board of Directors by the affirmative vote of a majority of the number of directors fixed in Section 3.01, shall designate the members of the Executive Committee, one of whom shall be designated by the Board of Directors as Chairman of the Executive Committee. The Executive Committee shall have and may exercise all powers of the Board of Directors in the management of the business and affairs of the corporation when the Board of Directors is not in session; provided, however, that the Executive Committee shall have no power or authority to take action on behalf of the Board of Directors to the extent limited in Section 3.12(b) of these Bylaws or the Wisconsin Business Corporation Law. The Board of Directors shall have the power at any time to fill vacancies in, to change the members of, or to dissolve the Executive Committee by the affirmative vote of a majority of the directors then in office, though less than a quorum of the Board of Directors, or by a sole remaining director.

(ii) Notice of each meeting of the Executive Committee shall be given to each member thereof in accordance with Section 3.05. The attendance or participation of a committee member at a meeting shall constitute a waiver of required notice to him of such meeting, unless the committee member at the beginning of the meeting or promptly upon his arrival objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting. Neither the business to be transacted at, not the purpose of, any meeting of the Executive Committee need be specified in the notice, or waiver of notice, of such meeting.

(iii) The act of the majority of the members present at a meeting at which a quorum is present shall be the act of the Executive Committee, unless the act of a greater number is required by the Wisconsin Business Corporation Law or by the articles incorporation of the corporation or these Bylaws.

(iv) The Chairman of the Executive Committee, and, in his absence, any member chosen by the members present, shall call meetings of the Executive Committee to order and shall act as chairman of the meeting. The presiding officer may appoint any member or other person present to act as secretary of the meeting. Unless otherwise provided by the Wisconsin Business Corporation Law, the articles of incorporation of the corporation or these Bylaws, the Executive Committee shall fix its own rules governing the conduct of its activities and shall keep and report to the Board of Directors regular minutes of the proceedings of the Executive Committee for subsequent approval by the Board of Directors.

(b) The Board of Directors by resolution adopted by the affirmative vote of a majority of the number of directors fixed in Section 3.01 may designate one or more other committees, appoint members of the Board of Directors to serve on the committees and designate other members of the Board of Directors to serve as alternates. Alternate members of a committee shall take the place of any absent member or members at any meeting of such committee upon request of the Chairman of the Board or the President or upon request of the chairman of such meeting. Each committee (other than the Executive Committee) shall consist of two or more directors elected by, and to serve at the pleasure of, the Board of Directors. A committee may be authorized to exercise the authority of the Board of Directors, except that a committee (including the Executive Committee) may not do any of the following: (a) authorize distributions; (b) approve or propose to shareholders action that the Wisconsin Business Corporation Law requires to be approved by shareholders; (c) fill vacancies on the Board of Directors or, unless the Board of Directors provides by resolution that vacancies on a committee shall be filled by the affirmative vote of the remaining committee members, on any Board committee; (d) amend the articles of incorporation of the corporation; (e) adopt, amend or repeal these Bylaws; (f) approve a plan of merger not requiring shareholder approval; (g) authorize or approve reacquisition of shares, except according to a formula or method prescribed by the Board of Directors; and (h) authorize or approve the issuance or sale or contract for sale of shares, or determine the designation and relative rights, preferences and limitations of a class or series of shares, except that the Board of Directors may authorize a committee to do so within

limits prescribed by the Board of Directors. Unless otherwise provided by the Board of Directors in creating the committee, a committee (including the Executive Committee) may employ counsel, accountants and other consultants to assist it in the exercise of its authority. Notices of committee meetings shall be given to committee members in compliance with Section 3.05. Each such committee shall fix its own rules governing the conduct of its activities and shall make such reports to the Board of Directors of its activities as the Board of Directors may request.

3.13. Telephonic Meetings. Except as herein provided and notwithstanding any place set forth in the notice of the meeting or these Bylaws, members of the Board of Directors (and any committees thereof created pursuant to Section 3.12) may participate in regular or special meetings by, or through the use of, any means of communication by which all participants may simultaneously hear each other, such as by conference telephone. If a meeting is conducted by such means, then at the commencement of such meeting the presiding officer shall inform the participating directors that a meeting is taking place at which official business may be transacted. Any participant in a meeting by such means shall be deemed present in person at such meeting. If action is to be taken at any meeting held by such means on any of the following: (a) a plan of merger or share exchange; (b) a sale, lease, exchange or other disposition of substantial property or assets of the corporation; (c) a voluntary dissolution or the revocation of voluntary dissolution proceedings; or (d) a filing for bankruptcy, then the identity of each director participating in such meeting must be verified by the disclosure at such meeting by each such director of each such director's social security number to the secretary of the meeting before a vote may be taken on any of the foregoing matters. For purposes of the preceding clause (b), the phrase "sale, lease, exchange or other disposition of substantial property or assets" shall mean any sale, lease, exchange or other disposition of property or assets of the corporation having a net book value equal to 10% or more of the net book value of the total assets of the corporation on and as of the close of the fiscal year last ended prior to the date of such meeting and as to which financial statements of the corporation have been prepared.

#### **ARTICLE IV. OFFICERS**

4.01. Number. The principal offices of the corporation shall be a Chairman of the Board, a President, one or more Vice Presidents, as authorized from time to time by the Board of Directors, a Controller, a Secretary and a Treasurer and such other officers and agents as the Board of Directors may from time to time determine necessary, each of whom shall be chosen by the Board of Directors. The Board of Directors may also from time to time elect or appoint a Vice Chairman of the Board. The Board of Directors may also authorize any duly authorized officer to appoint one or more officers or assistant officers. Any number of offices may be held by the same person.

4.02. Election and Term of Office. The officers of the corporation to be elected by the Board of Directors shall be elected annually at the first meeting of the Board of Directors held after each Annual Meeting. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as practicable. Each officer shall hold office until his successor shall have been duly chosen or until his prior death, resignation or removal.

4.03. Removal. The Board of Directors may remove any officer and, unless restricted by the Board of Directors or these Bylaws, an officer may remove any officer or assistant officer appointed by that officer, at any time, with or without cause and notwithstanding the contract rights, if any, of the officer removed. The election or appointment of an officer does not of itself create contract rights.

4.04. Resignations and Vacancies.

(a) An officer may resign at any time by delivering notice to the corporation that complies with the Wisconsin Business Corporation Law. The resignation shall be effective when the notice is delivered, unless the notice specifies a later effective date and the corporation accepts the later effective date.

(b) A vacancy in the office of Chairman of the Board, President, Secretary or Treasurer shall be filled by the Board of Directors for the unexpired portion of the term. A vacancy in any other office may also be filled by the Board of Directors, should it deem it necessary to do so. If a resignation of an officer is effective at a later date as contemplated by this Section 4.04, the Board of Directors may fill the pending vacancy before the effective date if the Board of Directors provides that the successor may not take office until the effective date.

4.05. Chairman of the Board. The Chairman of the Board shall be the Chief Executive Officer of the corporation and shall preside at all meetings of the shareholders and at all meetings of the Board of Directors. Subject to the control of the Board of Directors, the Chairman of the Board shall, in general, supervise and control the business and affairs of the corporation. He shall also in general perform such other duties as may be assigned herein and as may be assigned or delegated by the Board of Directors from time to time. The Chairman shall have authority, subject to such rules as may be prescribed by the Board of Directors, to appoint and remove such agents and employees of the corporation as he shall deem necessary, to prescribe their powers, duties and compensation and to delegate authority to them. The Chairman shall have authority to sign, execute and acknowledge, on behalf of the corporation, all deeds, mortgages, bonds, stock certificates, contracts, leases, reports and all other documents or instruments necessary or proper to be executed in the course of the corporation's regular business, or which shall be authorized by resolution of the Board of Directors; and, except as otherwise provided by law or the Board of Directors, he may authorize the President, any Executive Vice President or any Vice President or other officer or agent of the corporation to sign, execute and acknowledge such documents or instruments in his place and stead.

4.06. Vice Chairman of the Board. The Vice Chairman of the Board, if one shall be elected or appointed, shall in the absence of the Chairman of the Board, perform the duties and functions of the Chairman of the Board insofar as such duties relate to presiding at meetings of shareholders and the Board of Directors. He shall also in general perform such other duties and functions as may be delegated or assigned to him by the Board of Directors or the Chairman of the Board.

4.07. President. The President shall be the Chief Operating Officer of the corporation. The President shall have authority, subject to such rules as may be prescribed by

the Board of Directors and as may be limited by the Chief Executive Officer, to appoint and remove such agents and employees of the corporation as he shall deem necessary, to prescribe their powers, duties and compensation and to delegate authority to them. He shall have authority to sign, execute and acknowledge, on behalf of the corporation, all deeds, mortgages, contracts, leases, reports and all other documents or instruments necessary or proper to be executed in the course of the corporation's regular business, or which shall be authorized by resolution of the Board of Directors; and, except as otherwise provided by law or the Board of Directors, he may authorize any Executive Vice President or any Vice President or other officer or agent of the corporation to sign, execute and acknowledge such documents or instruments in his place and stead. In general he shall perform all duties incident to the office of President and Chief Operating Officer and such other duties as may be assigned or delegated by the Chief Executive Officer from time to time.

4.08. The Vice Presidents. The Board of Directors shall elect one or more Vice Presidents as it shall deem necessary for the carrying out of the corporation's business, some of whom may be designated as Executive Vice Presidents and some of whom may be designated as Senior Vice Presidents. In the absence of the President or in the event of his death, inability or refusal to act, the Vice President (or, in the event there be more than one Vice President, giving priority to any Executive Vice Presidents, and then to any Senior Vice Presidents (in the order of their respective priorities), but otherwise in the order designated by the Board of Directors or in the absence of any such designation, then in order of choosing) shall perform the duties of the President and, when so acting, shall have all the powers of and be subject to all restrictions upon the President. Any Vice President shall perform such duties and have such authority, as, from time to time, may be delegated or assigned to him by the President, or by the Board of Directors. The execution of any instrument of the corporation by any Vice President shall be conclusive evidence as to third parties of his authority to act in the stead of the President.

4.09. The Secretary. The Secretary shall: (a) keep the minutes of the Annual Meetings and Special Meetings and other meetings of the Board of Directors in one or more books provided for that purpose (including records of consent actions taken by the shareholders or the Board of Directors (or committees thereof) without a meeting; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by the Wisconsin Business Corporation Law; (c) be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents the execution of which on behalf of the corporation under its seal is duly authorized; (d) maintain a record of the shareholders of the corporation, in a form that permits preparation of a list of the names and addresses of all shareholders, by class or series of shares, if any, and showing the number and class or series of shares, if any, held by each shareholder; (e) sign with the President, or a Vice President, certificates for shares of the corporation, the issuance of which shall have been authorized by resolution of the Board of Directors; (f) have general charge of the stock transfer books of the corporation; and (g) in general perform all duties incident to the office of Secretary and have such other duties and exercise such authority as from time to time may be delegated or assigned to him by the President, any Vice President or the Board of Directors.

4.10. The Treasurer. The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the corporation; (b) receive and give receipts for

moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Section 5.04; and (c) in general perform all of the duties incident to the office of Treasurer and have such other duties and exercise such other authority as from time to time may be delegated or assigned to him by the President, any Vice President or the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine.

4.11. Controller. Subject to the control and supervision of the Board of Directors, the Controller shall have charge of the books of account of the corporation and maintain appropriate accounting records and he shall perform such other duties and exercise such other authority as from time to time may be delegated or assigned to him by the Board of Directors, the President or the Vice President responsible for financial matters.

4.12. Assistant Secretaries and Assistant Treasurers. There shall be such number of Assistant Secretaries and Assistant Treasurers as the Board of Directors may from time to time authorize. The Assistant Secretaries may sign with the President or a Vice President certificates for shares of the corporation, the issuance of which shall have been authorized by a resolution of the Board of Directors. The Assistant Treasurers shall respectively, if required by the Board of Directors, give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Secretaries and Assistant Treasurers, in general, shall perform such duties and have such authority as shall from time to time be delegated or assigned to them by the Secretary or the Treasurer, respectively, or by the President, any Vice President or the Board of Directors.

4.13. Other Assistants and Acting Officers. The Board of Directors shall have the power to appoint, or to authorize any duly appointed officer of the corporation to appoint, any person to act as assistant to any officer, or as agent for the corporation in his stead, or to perform the duties of such officer whenever for any reason it is impracticable for such officer to act personally, and such assistant or acting officer or other agent so appointed by the Board of Directors or an authorized officer shall have the power to perform all the duties of the office to which he is so appointed to be assistant, or as to which he is so appointed to act, except as such power may be otherwise defined or restricted by the Board of Directors or the appointing officer.

4.14. Salaries. The salaries of the principal officers shall be fixed from time to time by the Board of Directors or, except in the case of the Chairman of the Board, the Vice Chairman of the Board, President or any Executive Vice President, by a duly authorized committee thereof, and no officer shall be prevented from receiving such salary by reason of the fact that he is also a director of the corporation.

#### **ARTICLE V. CONTRACTS, LOANS, CHECKS AND DEPOSITS; SPECIAL CORPORATE ACTS**

5.01. Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute or deliver any instrument in the name of and

on behalf of the corporation, and such authorization may be general or confined to specific instances. In the absence of other designation, all deeds, mortgages and instruments of assignment or pledge made by the corporation shall be executed in the name of the corporation by the President or any Vice President and by the Secretary, an Assistant Secretary, the Treasurer or an Assistant Treasurer; the Secretary or an Assistant Secretary, when necessary or required, shall affix the corporate seal thereto; and when so executed no other party to such instrument or any third party shall be required to make any inquiry into the authority of the signing officer or officers.

5.02. Loans. No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the Board of Directors. Such authorization may be general or confined to specific instances.

5.03. Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by or under the authority of a resolution of the Board of Directors.

5.04. Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as may be selected by or under the authority of a resolution of the Board of Directors.

5.05. Voting of Securities Owned by the Corporation. Subject always to the specific directions of the Board of Directors, any share or shares of stock or other securities issued by any other corporation and owned or controlled by the corporation may be voted at any meeting of security holders of such other corporation by the President or by any Vice President who may be present. Whenever, in the judgment of the President or of any Vice President, it is desirable for the corporation to execute a proxy or written consent in respect to any share or shares of stock or other securities issued by any other corporation and owned by the corporation, such proxy or consent shall be executed in the name of the corporation by the President or by any one of the Vice Presidents and, if required, should be attested by the Secretary or an Assistant Secretary under the corporate seal without necessity of any authorization by the Board of Directors. Any person or persons designated in the manner above stated as the proxy or proxies of the corporation shall have full right, power and authority to vote the share or shares of stock issued by such other corporation and owned by the corporation the same as such share or shares might be voted by the corporation.

5.06. No Nominee Procedures. The corporation has not established, and nothing in these Bylaws shall be deemed to establish, any procedure by which a beneficial owner of the corporation's shares that are registered in the name of a nominee is recognized by the corporation as the shareholder under Section 180.0723 of the Wisconsin Business Corporation Law.

## ARTICLE VI. CERTIFICATES FOR SHARES AND THEIR TRANSFER

6.01. Certificates for Shares. Certificates representing shares of the corporation shall be in such form consistent with the Wisconsin Business Corporation Law, as shall be determined by the Board of Directors. Such certificates shall be signed by the President or a Vice President and by the Treasurer or an Assistant Treasurer or by the Secretary or an Assistant Secretary. All certificates for shares shall be consecutively numbered or otherwise identified. The name and address of the person to whom the shares represented thereby are issued, with the number of shares and date of issue, shall be registered upon the stock transfer books of the corporation. All certificates surrendered to the corporation for transfer shall be canceled and no new certificate shall be issued until the former certificate for a like number of shares shall have been surrendered and canceled, except as provided in Section 6.06.

6.02. Facsimile Signature and Seal. The seal of the corporation on any certificates for shares may be a facsimile. The signatures of the President or Vice President and the Treasurer or Assistant Treasurer or the Secretary or an Assistant Secretary upon a certificate may be facsimiles if the certificate is manually countersigned (a) by a transfer agent other than the corporation or its employee, or (b) by a registrar other than the corporation or its employee.

6.03. Signature by Former Officers. The validity of a share certificate is not affected if a person who signed the certificate (either manually or in facsimile) no longer holds office when the certificate is issued. If any officer, who has signed or whose facsimile signature has been placed upon any certificate for shares, has ceased to be such officer before such certificate is issued, it may be issued by the corporation with the same effect as if he were such officer at the date of its issue.

6.04. Transfer of Shares. Prior to due presentment of a certificate for shares for registration of transfer the corporation may treat the registered owner of such shares as the person exclusively entitled to vote, to receive notifications and otherwise to exercise all the rights and powers of an owner. Where a certificate for shares is presented to the corporation with a request to register for transfer, the corporation shall not be liable to the owner or any other person suffering loss as a result of such registration of transfer if (a) there were on the certificate the necessary endorsements, and (b) the corporation had no duty to inquire into adverse claims or has discharged any such duty. The corporation may require reasonable assurance that such endorsements are genuine and effective and compliance with such other regulations as may be prescribed under the authority of the Board of Directors.

6.05. Restrictions on Transfer. The face or reverse side of each certificate representing shares shall bear a conspicuous notation of any restriction imposed by the corporation upon the transfer of such shares.

6.06. Lost, Destroyed or Stolen Certificates. The Board of Directors may direct a new certificate or certificates to be issued in place of any certificate or certificates theretofore issued by the corporation alleged to have been lost, stolen or destroyed, upon the making of an affidavit of that fact by the person claiming the certificate of stock to be lost, stolen or destroyed. When authorizing such issue of a new certificate or certificates, the Board of Directors may, in

its discretion and as a condition precedent to the issuance thereof, require the person requesting such new certificate or certificates, or his or her legal representative, to give the corporation a bond in such sum as it may direct as indemnity against any claim that may be made against the corporation with respect to the certificate alleged to have been lost, stolen or destroyed.

6.07. Consideration for Shares. The Board of Directors may authorize shares to be issued for consideration consisting of any tangible or intangible property or benefit to the corporation, including cash, promissory notes, services performed, contracts for services to be performed or other securities of the corporation. Before the corporation issues shares, the Board of Directors shall determine that the consideration received or to be received for the shares to be issued is adequate. The determination of the Board of Directors is conclusive insofar as the adequacy of consideration for the issuance of shares relates to whether the shares are validly issued, fully paid and nonassessable. The corporation may place in escrow shares issued in whole or in part for a contract for future services or benefits, a promissory note, or other property to be issued in the future, or make other arrangements to restrict the transfer of the shares, and may credit distributions in respects of the shares against their purchase price, until the services are performed, the benefits or property are received or the promissory note is paid. If the services are not performed, the benefits or property are not received or the promissory note is not paid, the corporation may cancel, in whole or in part, the shares escrowed or restricted and the distributions credited.

6.08. Stock Regulations. The Board of Directors shall have the power and authority to make all such further rules and regulations not inconsistent with the statutes of the State of Wisconsin as it may deem expedient concerning the issue, transfer and registration of certificates representing shares of the corporation.

#### **ARTICLE VII. SEAL**

7.01. The Board of Directions shall provide a corporate seal for the corporation which shall be circular in form and shall have inscribed thereon the name of the corporation, and the state of incorporation and the words, "Corporate Seal."

#### **ARTICLE VIII. INDEMNIFICATION**

##### 8.01. Certain Definitions; Rules of Construction.

(a) All capitalized terms used in this Article VIII and not otherwise hereinafter defined in this Section 8.01 shall have the meaning set forth in Section 180.0850 of the Statute. The following terms (including any plural forms thereof) used in this Article VIII shall be defined as follows:

(i) "Affiliate" shall include, without limitation, any corporation, partnership, joint venture, employee benefit plan, trust or other enterprise that directly or indirectly through one or more intermediaries, controls or is controlled by, or is under common control with, the Corporation.

(ii) "Authority" shall mean the person that determines the rights of a Director or Officer pursuant to Section 8.04.

(iii) "Board" shall mean the entire then elected and serving Board of Directors of the Corporation, including all members thereof who are Parties to the subject Proceeding or any related Proceeding.

(iv) "Breach of Duty" shall mean the Director or Officer breached or failed to perform his or her duties to the Corporation and his or her breach of or failure to perform those duties is determined, in accordance with this Article VIII, to constitute conduct under Section 180.0851(2)(a) 1, 2, 3 or 4 of the Statute.

(v) "Corporation" as used herein and as defined in the Statute and incorporated by reference into the definitions of certain other capitalized terms used herein, shall mean this corporation, including, without limitation, any successor corporation or entity to this corporation by way of merger, consolidation or acquisition of all or substantially all of the capital stock or assets of this corporation.

(vi) "Director or Officer" shall have the meaning set forth in the Statute; provided, that, for purposes of this Article VIII, it shall be conclusively presumed that any Director or Officer serving as a director, officer, partner, member, trustee, member of any governing or decision-making committee, manager, employee or agent of an Affiliate shall be so serving at the request of the Corporation.

(vii) "Disinterested Quorum" shall mean (A) a quorum of the Board consisting of directors who are not Parties to the subject Proceeding or any related Proceeding or (B) if the quorum described in clause (A) cannot be obtained, a committee duly appointed by the Board and consisting solely of two or more directors who are not Parties to the subject Proceeding or any related Proceeding, provided that directors who are Parties to the subject Proceeding or a related Proceeding may participate in the designation of members of the committee.

(viii) "Expenses" shall mean and include fees, costs, charges, disbursements, attorney fees and any other expenses incurred in connection with a Proceeding.

(ix) "Party" shall mean an individual who was or is, or who is threatened to be made, a named defendant or respondent in a Proceeding.

(x) "Proceeding" shall have the meaning set forth in the Statute; provided, that, in accordance with Section 180.0859 of the Statute and for purposes of this Article VIII, the term "Proceeding" shall also include all Proceedings (A) brought before an Authority or otherwise to enforce rights hereunder, including a Proceeding brought by a Director or Officer and a Proceeding brought by the Corporation to recover an advancement of Expenses under an agreement furnished pursuant to Section 8.05(a)(ii); (B) involving any appeal from a Proceeding; and (C) in which the Director or Officer is a plaintiff or

petitioner because he or she is a Director or Officer; provided, however, that any such Proceeding under this clause (C) must be authorized by a majority vote of a Disinterested Quorum. For the avoidance of doubt, "Proceeding" shall include all Proceedings brought under (in whole or in part) the Securities Act of 1933, as amended, the Exchange Act, their respective state counterparts, and/or any rule or regulation promulgated under any of the foregoing.

(xi) "Statute" shall mean Sections 180.0850 through 180.0859, inclusive, of the Wisconsin Business Corporation Law as the same shall then be in effect, including any amendments thereto, but, in the case of any such amendment, only to the extent such amendment permits or requires the Corporation to provide broader indemnification rights than the Statute permitted or required the Corporation to provide prior to such amendment.

(xii) "Witness Period" means the period beginning at the time at which a Director or Officer reasonably expects to be a witness in a Proceeding because he or she is a Director or Officer and continuing until the earlier of (A) the time, if ever, at which such Director or Officer becomes a Party to such Proceeding or (B) the time, if ever, at which such Director or Officer should no longer reasonably expect to be a witness in such Proceeding.

(b) As used in this Article VIII:

(i) The phrase "because he or she is a Director or Officer" shall include circumstances in which the Director or Officer is a Party (or, during the Witness Period, may be a witness) on account of his or her conduct (or status) as a Director, Officer or employee of the Corporation or employee of a subsidiary of the Corporation.

(ii) When a Proceeding is a foreign, federal, state or local government proceeding threatened by an agency, instrumentality or other person on behalf of such government to enforce laws or regulations within its enforcement jurisdiction or to investigate whether such laws or regulations were violated (collectively, a "government initiator"), a Director or Officer shall not be deemed to be threatened to be made a named defendant or respondent in such Proceeding until the time, if ever, at which such Director or Officer (directly or through his or her counsel) is notified in writing by a representative of the government initiator that such Director or Officer is the target of the government initiator's investigation, that the government initiator intends to make such Director or Officer a named defendant or respondent in such proceeding, or the government initiator provides similar formal notification that the Director or Officer may be made a named defendant or respondent in such proceeding. It is understood that if, prior to the commencement of such proceeding, there is no such formal notification, then such notification shall be deemed to have occurred at the time at which the proceeding is commenced.

(iii) If a Proceeding is only an investigative proceeding by a government initiator (as such term is defined in subsection (b)(ii)), then no Director or Officer shall be

deemed to be a Party thereto even if the authorization to conduct the investigation names the Director or Officer by position or otherwise.

(iv) The phrase “Disinterested Quorum cannot be obtained” shall mean that (A) on the day an indemnification request is received by the Company pursuant to Section 8.03(a), a Disinterested Quorum is not possible because there are not at least two directors who are not Parties to the subject Proceeding or any related Proceeding on such day, and (B) within the 30-day period specified in Section 8.03(a), a Disinterested Quorum does not determine whether the Director or Officer requesting indemnification engaged in conduct constituting a Breach of Duty.

8.02. Mandatory Indemnification. To the fullest extent permitted or required by the Statute, the Corporation shall indemnify a Director or Officer against all Liabilities incurred by or on behalf of such Director or Officer in connection with a Proceeding in which the Director or Officer is a Party because he or she is a Director or Officer. Such obligation to indemnify shall include an obligation to reimburse the Director or Officer to the extent he or she has paid any such Liabilities.

8.03. Process for Obtaining Indemnification; Payment or Reimbursement.

(a) The process for obtaining indemnification under Section 8.02 is that the Director or Officer shall make a written request therefor to the Corporation. Within 30 days of the Corporation’s receipt of such request, the Corporation shall pay or reimburse the Director or Officer for the entire amount of Liabilities incurred by the Director or Officer in connection with the subject Proceeding (net of any Expenses previously advanced pursuant to Section 8.05 and any Expenses previously paid or reimbursed under Section 8.06) unless either:

(i) within such 30-day period, a Disinterested Quorum, by a majority vote thereof, determines that the Director or Officer requesting indemnification engaged in conduct constituting a Breach of Duty; or

(ii) a Disinterested Quorum cannot be obtained.

If indemnification of the requested amount of Liabilities is paid by the Corporation, then it shall be conclusively presumed for all purposes that a Disinterested Quorum has affirmatively determined that the Director or Officer did not engage in conduct constituting a Breach of Duty.

(b) If a Disinterested Quorum determines pursuant to Section 8.03(a)(i) that the Director or Officer requesting indemnification engaged in conduct constituting a Breach of Duty or a Disinterested Quorum cannot be obtained, then (i) whether the Director’s or Officer’s conduct constituted a Breach of Duty and, therefore, whether indemnification should be denied shall be determined under Section 8.04 and (ii) the Board or a Disinterested Quorum shall contemporaneously with such determination under Section 8.03(a)(i) or, if a Disinterested Quorum cannot be obtained, not later than the final day of the 30-day period specified in Section 8.03(a), authorize by resolution that an Authority determine, as provided in Section 8.04, whether the Director’s or Officer’s conduct constituted a Breach of Duty and, therefore, whether

indemnification should be denied hereunder. If neither the Board nor a Disinterested Quorum authorizes an Authority to determine the Director's or Officer's right to indemnification hereunder in accordance with Section 8.04, then it shall be conclusively presumed for all purposes that a Disinterested Quorum has affirmatively determined that the Director or Officer did not engage in conduct constituting a Breach of Duty and the Corporation shall pay or reimburse the Director or Officer for the entire amount of Liabilities incurred by the Director or Officer in connection with the subject Proceeding (net of any Expenses previously advanced pursuant to Section 8.05 and any Expenses previously paid or reimbursed under Section 8.06).

8.04. Determination by Authority of Right to Indemnification.

(a) If a request for indemnification pursuant to Section 8.03, or a request for advancement of Expenses pursuant to Section 8.05, is not paid in full by the Corporation or on its behalf within the timeframes specified therein, including as a result of a Disinterested Quorum determining pursuant to Section 8.03(a) (i) that the Director or Officer requesting indemnification engaged in conduct constituting a Breach of Duty or as a result of the fact that a Disinterested Quorum cannot be obtained, then the Director or Officer requesting indemnification or Expenses shall have the absolute right exercised in his or her sole discretion to select one of the following as an Authority to determine his or her entitlement to such indemnification or Expenses, which selection the Director or Officer shall make within the 30 days immediately following the denial of payment or the deadlines specified in Sections 8.03 or 8.05, as applicable, whichever is later:

(i) An independent legal counsel; provided, that such counsel shall be mutually selected, within ten business days after the Director or Officer selects an independent legal counsel as the Authority, by mutual agreement of such Director or Officer, on the one hand, and by a majority vote of a Disinterested Quorum or if a Disinterested Quorum cannot be obtained, then by a majority vote of the Board, on the other hand; provided further, that neither the Director or Officer nor the Disinterested Quorum or the Board shall unreasonably withhold his, her or its agreement to the selection of such counsel;

(ii) A panel of three arbitrators selected from the panels of arbitrators of the American Arbitration Association in Milwaukee, Wisconsin; provided, that (A) one arbitrator shall be selected by such Director or Officer, the second arbitrator shall be selected by a majority vote of a Disinterested Quorum or if a Disinterested Quorum cannot be obtained, then by a majority vote of the Board, and the third arbitrator shall be selected by the two previously selected arbitrators, and (B) in all other respects, such panel shall be governed by the American Arbitration Association's then existing Commercial Arbitration Rules; or

(iii) A court of competent jurisdiction.

(b) In any such determination by the selected Authority there shall exist a rebuttable presumption that the Director's or Officer's conduct did not constitute a Breach of Duty and that indemnification against the requested amount of Liabilities is required. The burden of rebutting such a presumption shall be by clear and convincing evidence and shall be on the

Corporation or such other party asserting that such indemnification should not be allowed.

(c) If the Authority is not a court of competent jurisdiction, then within 30 days of being selected, the Authority shall make its determination and submit a written opinion of its determination simultaneously to both the Corporation and the Director or Officer.

(d) If the Authority determines that indemnification or advancement of Expenses is required hereunder, then the Corporation shall pay or reimburse the entire requested amount of Liabilities (net of any Expenses previously advanced pursuant to Section 8.05) or the entire requested amount of Expenses, as the case may be, including interest thereon at a reasonable rate, as determined by the Authority, within 10 days of receipt of the Authority's opinion; provided, that, in the case of a request for indemnification only, if it is determined by the Authority that a Director or Officer is entitled to indemnification against Liabilities incurred in connection with some claims, issues or matters, but not as to other claims, issues or matters, involved in the subject Proceeding, the Corporation shall be required to pay or reimburse (as set forth above) only the amount of such requested Liabilities as the Authority shall deem appropriate in light of all of the circumstances of such Proceeding.

(e) The determination by the Authority that indemnification or advancement of Expenses is required hereunder shall be binding upon the Corporation. No prior determination by a Disinterested Quorum that the Director or Officer engaged in a Breach of Duty, or failure to make a determination, shall create a presumption that the Director or Officer engaged in a Breach of Duty. Judgment upon the determination by the Authority may be entered in any court of competent jurisdiction.

(f) All Expenses incurred in any determination process under this Section 8.04 by either the Corporation or the Director or Officer, including, without limitation, all Expenses of the selected Authority and all Expenses relating to entering a judgment in any court of competent jurisdiction, shall be paid by the Corporation, and to the extent an Authority requests the Corporation to advance a reasonable amount of Expenses of the Authority, the Corporation shall do so promptly.

#### 8.05. Mandatory Advancement of Expenses.

(a) The Corporation shall pay or reimburse from time to time or at any time, within two business days after the receipt of the Director's or Officer's written request therefor, the reasonable Expenses incurred by or on behalf of a Director or Officer who is a Party to a Proceeding because he or she is a Director or Officer if the Director or Officer furnishes to the Corporation:

(i) An executed written certificate affirming his or her good faith belief that he or she has not engaged in conduct which constitutes a Breach of Duty in connection with the claims, issues or matters involved in the subject Proceeding in connection with which the Expenses are incurred; and

(ii) An unsecured executed written agreement to repay any advances made

under this Section 8.05 to the extent that it is ultimately determined by an Authority (which determination, in the case of a determination by a court of competent jurisdiction, is a final adjudication from which there is no further right to appeal) that he or she is not entitled to be indemnified by the Corporation for such Expenses; provided that, for this purpose, if the Director or Officer does not make a request for indemnification pursuant to Section 8.03 within the 120 days immediately following the completion of the Proceeding to which such advances relate insofar as the Director or Officer is concerned, then a determination shall be made, pursuant to Section 8.03, whether the Director's or Officer's conduct constituted a Breach of Duty and, therefore, whether he or she is not entitled to be indemnified by the Corporation for such Expenses, and if Section 8.04 applies and the Director or Officer does not select an Authority pursuant to Section 8.04(a) within the 30-day period specified therein, then the Corporation may select the Authority by written notice to the Director or Officer.

For the avoidance of doubt, if the above provisions are satisfied by the furnishing of instruments that on their face comply with the requirements of this Section 8.05(a), then the Corporation shall be obligated to make the payments and reimbursements specified in this Section 8.05(a) regardless of any determination by, or belief of, the Corporation, the Board or any of the Directors questioning the contents of such instruments, including without limitation on the basis that the Director or Officer whose Expenses are to be paid or reimbursed is not acting in good faith or that he or she has engaged in conduct which constitutes a Breach of Duty.

(b) If the Director or Officer must repay any previously advanced Expenses pursuant to this Section 8.05, such Director or Officer shall not be required to pay interest on such amounts or to otherwise compensate the Corporation on account of the repayment.

8.06. Witness Expenses. The Corporation shall pay all reasonable Expenses of a Director or Officer that are incurred by or on behalf of the Director or Officer during the Witness Period in connection with the Proceeding to which the Witness Period relates. Without limiting the scope of such Expenses, they shall include Expenses in preparing to testify regardless of whether any testimony actually occurs. A Director or Officer who is entitled to have the Corporation pay Expenses under the first sentence of this Section 8.06 shall make a written request therefor to the Corporation. The Corporation shall make such payment within 10 days after the receipt by the Corporation of a request by a Director or Officer (or if so requested in writing by the Director or Officer, the Corporation shall within such 10-day period reimburse the Director or Officer for a payment of Expenses made by him or her). For the avoidance of doubt, a Director or Officer shall not be obligated to repay any such Expenses in the circumstances in which Section 8.05 would require repayment.

8.07. Right of Officer or Director to Bring Suit. If a claim for indemnification or advancement of Expenses is not paid in full by the Corporation or on its behalf within the timeframes specified in Section 8.03, 8.04, 8.05 or 8.06, as applicable, then a Director or Officer may at any time thereafter bring a Proceeding against the Corporation in a court of competent jurisdiction to recover the unpaid amount of the claim. The foregoing right shall be in addition to, and not in lieu of, any rights a Director or Officer may have pursuant to Section 8.04 or Section 180.0854 of the Statute.

8.08. Insurance. The Corporation may purchase and maintain insurance on behalf of a Director or Officer or any individual who is or was an employee or authorized agent of the Corporation against any Liability asserted against or incurred by such individual in his or her capacity as such or arising from his or her status as such, regardless of whether the Corporation is required or permitted to indemnify against any such Liability under this Article VIII.

8.09. Severability. If a court of competent jurisdiction shall deem any provision of this Article VIII invalid or inoperative in whole or as applied to any specific circumstances, or if a court of competent jurisdiction determines that any of the provisions of this Article VIII contravene public policy in whole or as applied to any specific circumstances, this Article VIII shall be construed so that the remaining provisions shall not be affected, but shall remain in full force and effect, and any such provisions which are invalid or inoperative or which contravene public policy, in each case as so determined, shall be deemed, without further action or deed by or on behalf of the Corporation, to be modified, amended and/or limited, but only to the extent necessary to render the same valid and enforceable; it being understood that it is the Corporation's intention to provide the Directors and Officers with the broadest possible protection against personal liability allowable under the Statute. Without limiting the scope of the preceding provisions of this Section 8.09, if Section 8.06 as applied to a specific circumstance is deemed invalid, inoperative or contrary to public policy, then Section 8.05 shall apply as if the definition of the term "Party" includes any Director or Officer who, because he or she is a Director or Officer, was or is a witness in a Proceeding at a time when he or she was not a named defendant or respondent or threatened to be made a named defendant or respondent in such Proceeding.

8.10. Nonexclusively of Article VIII. The rights of a Director or Officer granted under this Article VIII shall not be deemed exclusive of any other rights to indemnification against Liabilities or advancement of Expenses to which the Director or Officer may be entitled under any written agreement, Board resolution, vote of shareholders of the Corporation or otherwise, including, without limitation, under the Statute. Nothing contained in this Article VIII shall be deemed to limit the Corporation's obligations to indemnify against Liabilities or allow Expenses to a Director, Officer or employee under the Statute. Nothing contained in this Article VIII shall affect the Corporation's power to pay or reimburse expenses incurred by a Director or Officer as a witness in a Proceeding to which he or she is not a Party.

8.11. Contractual Nature of Article VIII; Repeal or Limitation of Rights. This Article VIII shall be deemed to be a contract between the Corporation and each Director and Officer of the Corporation and any repeal or other limitation of this Article VIII or any repeal or limitation of the Statute or any other applicable law shall not limit any rights of indemnification as they existed under this Article VIII prior to such repeal or other limitations against Liabilities or advancement of Expenses then existing or arising out of events, acts or omissions occurring prior to such repeal or limitation, including, without limitation, the right to indemnification against Liabilities or advancement of Expenses for Proceedings commenced after such repeal or limitation to enforce this Article VIII with regard to acts, omissions or events arising prior to such repeal or limitation.

8.12. Application of January 2010 Amendments. Notwithstanding any other provision of this Article VIII, Section 8.06 shall not apply to a Witness Period that commenced prior to the January 28, 2010 adoption of Section 8.06.

#### **ARTICLE IX. FISCAL YEAR**

9.01. The fiscal year of the corporation shall be the calendar year.

#### **ARTICLE X. AMENDMENTS**

10.01. By Shareholders. Except as otherwise provided in the articles of incorporation of the corporation or these Bylaws, these Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the shareholders at any Annual Meeting or Special Meeting at which a quorum is in attendance.

10.02. By Directors. Except as otherwise provided in the articles of incorporation of the corporation or these Bylaws, these Bylaws may also be altered, amended or repealed and new Bylaws may be adopted by the Board of Directors by affirmative vote of a majority of the number of directors present at any meeting at which a quorum is in attendance; provided, however, that notice of any proposal to take any such action shall have been given to each director not less than 72 hours prior to the meeting by one of the methods set forth in Section 3.05; but no Bylaw adopted by the shareholders shall be amended, repealed or readopted by the Board of Directors unless the Bylaw so adopted so permits.

10.03. Implied Amendments. Except as otherwise provided in the articles of incorporation of the corporation or these Bylaws, any action taken or authorized by the shareholders or by the Board of Directors, which would be inconsistent with the Bylaws then in effect but is taken or authorized by affirmative vote of not less than the number of shares or the number of directors required to amend the Bylaws so that the Bylaws would be consistent with such action, shall be given the same effect as though the Bylaws had been temporarily amended or suspended so far, but only so far, as is necessary to permit the specific action so taken or authorized.

Our Current Report on Form 8-K filed May 15, 2008 described the structure of our 162(m) bonus plan for our named executive officers. The Management Development, Nominating and Governance Committee of our Board of Directors has continued the structure of such bonus plan for 2010 as described in that Form 8-K. Under the bonus structure applicable to 2010, the performance target is based on our performance for 2010, and the non-objective corporate goals for the CEO's 2010 bonus address the same subjects as were addressed by the goals for 2008 and 2009.

**MGIC INVESTMENT CORPORATION AND SUBSIDIARIES**  
**STATEMENT RE COMPUTATION OF PER SHARE (LOSS) EARNINGS(1)**  
**For The Years Ended December 31, 2009, 2008 and 2007**

|  | <u>2009</u>                           | <u>2008</u> | <u>2007</u>   |
|--|---------------------------------------|-------------|---------------|
|  | (In thousands, except per share data) |             |               |
| <b>BASIC (LOSS) EARNINGS PER SHARE</b>               |                                       |             |               |
| Average common shares outstanding                    | 124,209                               | 113,962     | 81,294        |
| Net loss   | \$(1,322,277)                         | \$(525,355) | \$(1,670,018) |
| Basic loss per share                                 | \$ (10.65)                            | \$ (4.61)   | \$ (20.54)    |
| <b>DILUTED LOSS PER SHARE</b>                        |                                       |             |               |
| Adjusted weighted average shares outstanding:        |                                       |             |               |
| Average common shares outstanding                    | 124,209                               | 113,962     | 81,294        |
| Common stock equivalents                             | —                                     | —           | —             |
| Adjusted weighted average diluted shares outstanding | 124,209                               | 113,962     | 81,294        |
| Net loss   | \$(1,322,277)                         | \$(525,355) | \$(1,670,018) |
| Diluted loss per share                               | \$ (10.65)                            | \$ (4.61)   | \$ (20.54)    |

(1) The diluted weighted-average shares are equivalent to the basic weighted average shares due to a net loss from continuing operations.

**MGIC INVESTMENT CORPORATION**  
**DIRECT AND INDIRECT SUBSIDIARIES AND JOINT VENTURES(1)**

1. MGIC Assurance Corporation
2. MGIC Australia Pty Limited(2)
3. MGIC Capital Funding B.V.(3)
4. MGIC Credit Assurance Corporation
5. MGIC Indemnity Corporation
6. MGIC Insurance Services Corporation
7. MGIC International Investment B.V.(3)
8. MGIC Mortgage and Consumer Asset I, LLC(4)
9. MGIC Mortgage and Consumer Asset II, LLC(4)
10. MGIC Mortgage Reinsurance Corporation
11. MGIC Reinsurance Corporation
12. MGIC Reinsurance Corporation of Vermont(5)
13. MGIC Reinsurance Corporation of Wisconsin
14. MGIC Residential Reinsurance Corporation
15. MGIC Structured Transactions Group LLC
16. MIC Reinsurance Corporation of Wisconsin
17. MIC Reinsurance Corporation
18. MGICA Pty Limited(2)
19. Mortgage Guaranty Insurance Corporation
20. eMagic.com LLC
21. Credit-Based Asset Servicing and Securitization LLC(6)

The names of certain entities that would not in the aggregate be a significant subsidiary are omitted.

- 
- (1) Except as otherwise noted in a footnote, all companies listed are 100% directly or indirectly owned by the registrant and all are incorporated in Wisconsin.
  - (2) Organized under Australian law.
  - (3) Organized under Dutch law.
  - (4) Organized under Delaware law.
  - (5) Organized under Vermont law.
  - (6) Less than 50% owned and organized under Delaware law.

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We hereby consent to the incorporation by reference in the Registration Statements listed below of MGIC Investment Corporation of our report dated March 1, 2010 relating to the financial statements, financial statement schedules and the effectiveness of internal control over financial reporting, which appears in this Form 10-K.

1. Registration Statement on Form S-8 (Registration No. 33-79338)
2. Registration Statement on Form S-8 (Registration No. 33-79340)
3. Registration Statement on Form S-8 (Registration No. 33-92128)
4. Registration Statement on Form S-8 (Registration No. 333-56350)
5. Registration Statement on Form S-8 (Registration No. 333-56346)
6. Registration Statement on Form S-8 (Registration No. 333-101621)
7. Registration Statement on Form S-8 (Registration No. 333-123627)
8. Registration Statement on Form S-8 (Registration No. 333-123777)
9. Registration Statement on Form S-8 (Registration No. 333-157053)
10. Registration Statement on Form S-3 (Registration No. 333-157691)

/s/ PricewaterhouseCoopers LLP

PricewaterhouseCoopers LLP  
Milwaukee, Wisconsin  
March 1, 2010

## CERTIFICATIONS

I, Curt S. Culver, certify that:

1. I have reviewed this annual report on Form 10-K of MGIC Investment Corporation;
  2. Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this annual report;
  3. Based on my knowledge, the financial statements, and other financial information included in this annual report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this annual report;
  4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
    - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this annual report is being prepared;
    - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, 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;
    - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
    - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
  5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
    - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the
-

registrant's ability to record, process, summarize and report financial information; and

- b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 1, 2010

/s/ Curt S. Culver

---

Curt S. Culver

Chief Executive Officer

(Principal Executive Officer)

## CERTIFICATIONS

I, J. Michael Lauer, certify that:

1. I have reviewed this annual report on Form 10-K of MGIC Investment Corporation;
  2. Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this annual report;
  3. Based on my knowledge, the financial statements, and other financial information included in this annual report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this annual report;
  4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
    - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this annual report is being prepared;
    - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, 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;
    - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
    - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
  5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
    - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the
-

registrant's ability to record, process, summarize and report financial information; and

- b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 1, 2010

/s/ J. Michael Lauer

---

J. Michael Lauer

Chief Financial Officer

(Principal Financial Officer)

## SECTION 1350 CERTIFICATIONS

The undersigned, Curt S. Culver, Chief Executive Officer of MGIC Investment Corporation (the "Company"), and J. Michael Lauer, Chief Financial Officer of the Company, certify, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350, that to our knowledge:

- (1) the Annual Report on Form 10-K of the Company for the year ended December 31, 2009 (the "Report") fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: March 1, 2010

/s/ Curt S. Culver

---

Curt S. Culver  
Chief Executive Officer  
(Principal Executive Officer)

/s/ J. Michael Lauer

---

J. Michael Lauer  
Chief Financial Officer  
(Principal Financial Officer)