

**OLD REPUBLIC**

International Corporation

307 North Michigan Avenue
Chicago, Illinois 60601-5382
(312) 346-8100

0336

Spencer LeRoy III
Senior Vice President,
General Counsel and Secretary

BY REGISTERED MAIL
RETURN RECEIPT REQUESTED
AND BY FACSIMILE NO. 202/942-9651

9 August 2002

Jonathan G. Katz, Secretary
Securities and Exchange Commission
450 Fifth Street, N.W.
Washington, DC 20549

Dear Mr. Secretary:

Pursuant to Securities and Exchange Commission Order No. 4-460 of June 27, 2002, we herewith enclose the Statements Under Oath of the principal executive officer and the principal financial officer of Old Republic International Corporation.

Sincerely,



Spencer LeRoy

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enclosuresRECEIVED
OFFICE OF THE SECRETARY

AUG 9 2002



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Chicago, Illinois 60601
(312) 346-8100

**Statement Under Oath of Principal Financial Officer
Regarding Facts and Circumstances Relating to Exchange Act Filings**

I, John S. Adams, state and attest that:

(1) To the best of my knowledge, based upon a review of the covered reports of Old Republic International Corporation (the "Company"), and, except as corrected or supplemented in a subsequent covered report:

- no covered report contained an untrue statement of a material fact as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed); and
- no covered report omitted to state a material fact necessary to make the statements in the covered report, in light of the circumstances under which they were made, not misleading as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed).

(2) I have reviewed the contents of this statement with the Company's Audit Committee.

(3) In this statement under oath, each of the following, if filed on or before the date of this statement, is a "covered report":

- the Annual Report of the Company on Form 10-K for the fiscal year ended December 31, 2001 filed with the Commission;
- all reports on Form 10-Q, all reports on Form 8-K and all definitive proxy materials of the Company filed with the Commission subsequent to the filing of the Form 10-K identified above; and
- any amendments to any of the foregoing.

John S. Adams

John S. Adams
Senior Vice President and
Chief Financial Officer
August 9, 2002

Subscribed and sworn to before me
This 9th day of August 2002.

/s/ Catherine M. Giblin
Notary Public

My Commission Expires: 12/24/03

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AUG 9 2002

OFFICIAL SEAL
CATHERINE M GIBLIN
NOTARY PUBLIC, STATE OF ILLINOIS
MY COMMISSION EXPIRES: 12/24/03