

MGIC INVESTMENT CORP
Form 10-Q
November 09, 2011

FORM 10-Q
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

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

For the quarterly period ended September 30, 2011

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.)

250 E. KILBOURN AVENUE
MILWAUKEE, WISCONSIN
(Address of principal executive offices)

53202
(Zip Code)

(414) 347-6480
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

YES NO

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

YES NO

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See 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)

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Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

YES NO

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

| CLASS OF STOCK | PAR VALUE | DATE | NUMBER OF SHARES |
|----------------|-----------|----------|------------------|
| Common stock | \$1.00 | 10/31/11 | 201,171,528 |

PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

MGIC INVESTMENT CORPORATION AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
September 30, 2011 and December 31, 2010
(Unaudited)

| | September 30, 2011 | December 31, 2010 |
|--|--------------------------|-------------------------|
| (In thousands) | | |
| ASSETS | | |
| Investment portfolio (notes 7 and 8): | | |
| Securities, available-for-sale, at fair value: | | |
| Fixed maturities (amortized cost, 2011 - \$6,255,817; 2010 - \$7,366,808) | \$6,455,521 | \$7,455,238 |
| Equity securities | 2,699 | 3,044 |
| Total investment portfolio | 6,458,220 | 7,458,282 |
| Cash and cash equivalents | 866,614 | 1,304,154 |
| Accrued investment income | 67,104 | 70,305 |
| Reinsurance recoverable on loss reserves (note 4) | 166,874 | 275,290 |
| Reinsurance recoverable on paid losses | 15,320 | 34,160 |
| Prepaid reinsurance premiums | 1,782 | 2,637 |
| Premium receivable | 73,895 | 79,567 |
| Home office and equipment, net | 28,527 | 28,638 |
| Deferred insurance policy acquisition costs | 7,696 | 8,282 |
| Other assets | 61,271 | 72,327 |
| Total assets | \$7,747,303 | \$9,333,642 |
| LIABILITIES AND SHAREHOLDERS' EQUITY | | |
| Liabilities: | | |
| Loss reserves (note 12) | \$4,791,560 | \$5,884,171 |
| Premium deficiency reserve (note 13) | 146,525 | 178,967 |
| Unearned premiums | 166,703 | 215,157 |
| Senior notes (note 3) | 244,259 | 376,329 |
| Convertible senior notes (note 3) | 345,000 | 345,000 |
| Convertible junior debentures (note 3) | 336,694 | 315,626 |
| Other liabilities | 327,737 | 349,337 |
| Total liabilities | 6,358,478 | 7,664,587 |
| Contingencies (note 5) | | |
| Shareholders' equity: | | |
| Common stock (\$1 par value, shares authorized 460,000,000; shares issued, 2011 - 205,046,780; 2010 - 205,046,780; shares outstanding, 2011 - 201,171,528; 2010 - 200,449,588) | 205,047 | 205,047 |
| Paid-in capital | 1,133,270 | 1,138,942 |
| Treasury stock (shares at cost, 2011 - 3,875,252; 2010 - 4,597,192) | (162,542) | (222,632) |
| Accumulated other comprehensive income, net of tax (note 9) | 89,393 | 22,136 |
| Retained earnings | 123,657 | 525,562 |

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| | | |
|--|-------------|-------------|
| Total shareholders' equity | 1,388,825 | 1,669,055 |
| Total liabilities and shareholders' equity | \$7,747,303 | \$9,333,642 |

See accompanying notes to consolidated financial statements.

MGIC INVESTMENT CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS
Three and Nine Months Ended September 30, 2011 and 2010
(Unaudited)

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|--|-------------------------------------|-------------|------------------------------------|--------------|
| | 2011 | 2010 | 2011 | 2010 |
| (In thousands of dollars, except per share data) | | | | |
| Revenues: | | | | |
| Premiums written: | | | | |
| Direct | \$274,610 | \$294,478 | \$845,798 | \$883,922 |
| Assumed | (6,999) | 764 | (5,569) | 2,340 |
| Ceded | (11,866) | (16,260) | (39,622) | (55,876) |
| Net premiums written | 255,745 | 278,982 | 800,607 | 830,386 |
| Decrease in unearned premiums, net | 19,349 | 17,514 | 47,487 | 47,236 |
| Net premiums earned | 275,094 | 296,496 | 848,094 | 877,622 |
| Investment income, net of expenses | 48,898 | 58,465 | 160,931 | 190,192 |
| Realized investment gains, net | 11,405 | 24,524 | 38,900 | 89,180 |
| Total other-than-temporary impairment losses | (253) | - | (253) | (6,052) |
| Portion of losses recognized in other comprehensive income, before taxes | - | - | - | - |
| Net impairment losses recognized in earnings | (253) | - | (253) | (6,052) |
| Other revenue | 2,025 | 2,840 | 9,617 | 8,508 |
| Total revenues | 337,169 | 382,325 | 1,057,289 | 1,159,450 |
| Losses and expenses: | | | | |
| Losses incurred, net (note 12) | 462,654 | 384,578 | 1,232,637 | 1,159,166 |
| Change in premium deficiency reserve (note 13) | (12,388) | (8,887) | (32,441) | (33,072) |
| Amortization of deferred policy acquisition costs | 1,762 | 1,750 | 5,210 | 5,243 |
| Other underwriting and operating expenses, net | 50,715 | 55,856 | 158,860 | 166,358 |
| Interest expense | 25,761 | 26,702 | 78,129 | 72,819 |
| Total losses and expenses | 528,504 | 459,999 | 1,442,395 | 1,370,514 |
| Loss before tax | (191,335) | (77,674) | (385,106) | (211,064) |
| Benefit from income taxes (note 11) | (26,130) | (26,146) | (34,508) | (33,996) |
| Net loss | \$(165,205) | \$(51,528) | \$(350,598) | \$(177,068) |
| Loss per share (note 6): | | | | |
| Basic | \$(0.82) | \$(0.26) | \$(1.74) | \$(1.05) |
| Diluted | \$(0.82) | \$(0.26) | \$(1.74) | \$(1.05) |
| Weighted average common shares outstanding - diluted (note 6) | 201,109 | 200,077 | 200,983 | 168,429 |

See accompanying notes to consolidated financial statements.

MGIC INVESTMENT CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY
Year Ended December 31, 2010 and Nine Months Ended September 30, 2011
(Unaudited)

| | Common stock | Paid-in capital | Treasury stock (In thousands) | Accumulated other comprehensive income (loss) | Retained earnings | Comprehensive loss |
|---|-----------------|--------------------|-------------------------------------|--|----------------------|-----------------------|
| Balance, December 31, 2009 | \$ 130,163 | \$ 443,294 | \$(269,738) | \$ 74,155 | \$ 924,707 | |
| Net loss | - | - | - | - | (363,735) | \$ (363,735) |
| Change in unrealized investment gains and losses, net | - | - | - | (69,074) | - | (69,074) |
| Common stock shares issued | 74,884 | 697,492 | - | - | - | |
| Reissuance of treasury stock, net | - | (14,425) | 47,106 | - | (35,410) | |
| Equity compensation | - | 12,581 | - | - | - | |
| Defined benefit plan adjustments, net | - | - | - | 6,390 | - | 6,390 |
| Unrealized foreign currency translation adjustment, net | - | - | - | 10,665 | - | 10,665 |
| Comprehensive loss | - | - | - | - | - | \$ (415,754) |
| Balance, December 31, 2010 | \$ 205,047 | \$ 1,138,942 | \$(222,632) | \$ 22,136 | \$ 525,562 | |
| Net loss | - | - | - | - | (350,598) | \$ (350,598) |
| Change in unrealized investment gains and losses, net (notes 7 and 8) | - | - | - | 72,754 | - | 72,754 |
| Reissuance of treasury stock, net | - | (14,577) | 60,090 | - | (51,307) | |
| Equity compensation | - | 8,905 | - | - | - | |
| Unrealized foreign currency translation adjustment | - | - | - | (5,497) | - | (5,497) |
| Comprehensive loss (note 9) | - | - | - | - | - | \$ (283,341) |
| Balance, September 30, 2011 | \$ 205,047 | \$ 1,133,270 | \$(162,542) | \$ 89,393 | \$ 123,657 | |

See accompanying notes to consolidated financial statements

MGIC INVESTMENT CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
Nine Months Ended September 30, 2011 and 2010
(Unaudited)

| | Nine Months Ended September 30, | |
|---|------------------------------------|--------------|
| | 2011 | 2010 |
| | (In thousands) | |
| Cash flows from operating activities: | | |
| Net loss | \$(350,598) | \$(177,068) |
| Adjustments to reconcile net loss to net cash used in operating activities: | | |
| Depreciation and amortization | 60,166 | 43,569 |
| Decrease in deferred insurance policy acquisition costs | 586 | 850 |
| Decrease in accrued investment income | 3,201 | 11,401 |
| Decrease in reinsurance recoverable on loss reserves | 108,416 | 32,988 |
| Decrease (increase) in reinsurance recoverable on paid losses | 18,840 | (34,161) |
| Decrease in prepaid reinsurance premiums | 855 | 630 |
| Decrease in premium receivable | 5,672 | 2,826 |
| Decrease in loss reserves | (1,092,611) | (525,898) |
| Decrease in premium deficiency reserve | (32,441) | (33,072) |
| Decrease in unearned premiums | (48,454) | (46,560) |
| Deferred tax benefit | (36,241) | (38,152) |
| (Decrease) increase in income taxes payable (current) | (1,732) | 293,723 |
| Realized investment gains, excluding impairment losses | (38,900) | (89,180) |
| Net investment impairment losses | 253 | 6,052 |
| Other | (13,013) | 98,644 |
| Net cash used in operating activities | (1,416,001) | (453,408) |
| Cash flows from investing activities: | | |
| Purchase of fixed maturities | (2,417,392) | (3,544,492) |
| Purchase of equity securities | (84) | (82) |
| Proceeds from sale of equity securities | 504 | - |
| Proceeds from sale of fixed maturities | 2,429,143 | 3,213,002 |
| Proceeds from maturity of fixed maturities | 1,091,959 | 644,028 |
| Net increase in payable for securities | 3,509 | 14,565 |
| Net cash provided by investing activities | 1,107,639 | 327,021 |
| Cash flows from financing activities: | | |
| Net proceeds from convertible senior notes | - | 334,373 |
| Common stock shares issued | - | 772,376 |
| Repayment of long-term debt | (129,178) | - |
| Net cash (used in) provided by financing activities | (129,178) | 1,106,749 |
| Net (decrease) increase in cash and cash equivalents | (437,540) | 980,362 |
| Cash and cash equivalents at beginning of period | 1,304,154 | 1,185,739 |
| Cash and cash equivalents at end of period | \$866,614 | \$2,166,101 |

See accompanying notes to consolidated financial statements.

MGIC INVESTMENT CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

September 30, 2011

(Unaudited)

Note 1 - Basis of presentation

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.

The accompanying unaudited consolidated financial statements of MGIC Investment Corporation and its wholly-owned subsidiaries have been prepared in accordance with the instructions to Form 10-Q as prescribed by the Securities and Exchange Commission ("SEC") for interim reporting and do not include all of the other information and disclosures required by accounting principles generally accepted in the United States of America. These statements should be read in conjunction with the consolidated financial statements and notes thereto for the year ended December 31, 2010 included in our Annual Report on Form 10-K. As used below, "we," "our" and "us" refer to MGIC Investment Corporation's consolidated operations or to MGIC Investment Corporation, as the context requires.

In the opinion of management the accompanying financial statements include all adjustments, consisting primarily of normal recurring accruals, necessary to fairly state our financial position and results of operations for the periods indicated. The results of operations for the interim period may not be indicative of the results that may be expected for the year ending December 31, 2011.

Capital

The insurance laws or regulations of 16 jurisdictions, including Wisconsin, our domiciliary state, require a mortgage insurer to maintain a minimum amount of statutory capital relative to the risk in force (or a similar measure) in order for the mortgage insurer to continue to write new business. We refer to these requirements as the "Capital Requirements." While formulations of minimum capital may vary in certain jurisdictions, the most common measure applied allows for a maximum permitted risk-to-capital ratio of 25 to 1. A risk-to-capital ratio will increase if the percentage decrease in capital exceeds the percentage decrease in insured risk. Therefore, as capital decreases, the same dollar decrease in capital will cause a greater percentage decrease in capital and a greater increase in the risk-to-capital ratio. Wisconsin does not regulate capital by using a risk-to-capital measure but instead requires us to maintain a minimum policyholder position ("MPP"). The "policyholder position" of a mortgage guaranty insurer is its net worth or surplus, contingency reserve and a portion of the reserves for unearned premiums.

At September 30, 2011, MGIC's risk-to-capital ratio was 22.2 to 1 and its policyholder position exceeded the MPP by \$50 million. At September 30, 2011, the risk-to-capital ratio of our combined insurance operations (which includes reinsurance affiliates) was 24.0 to 1. A higher risk-to-capital ratio on a combined basis may indicate that, in order for MGIC to continue to utilize reinsurance arrangements with its subsidiaries or subsidiaries of our holding company, additional capital contributions to the reinsurance affiliates could be needed. These reinsurance arrangements permit MGIC to write insurance with a higher coverage percentage than it could on its own under certain state-specific requirements. At December 31, 2010, MGIC'S risk-to-capital ratio was 19.8 to 1 and its policyholder position exceeded the MPP by \$225 million. At December 31, 2010, the risk-to-capital ratio of our combined insurance operations was 23.2 to 1.

The National Association of Insurance Commissioners (“NAIC”) adopted a new Statement of Statutory Accounting Principles (“SSAP No. 101”) that will change, among other things, the statutory accounting rules for admitting deferred tax assets. These changes were introduced by the NAIC, and approved by various task forces and committees of the NAIC, in the third quarter of 2011. Under SSAP No. 101, effective January 1, 2012, as a mortgage insurer approaches the Capital Requirement limits, the benefit allowed for deferred tax assets will be eliminated. Such elimination would negatively impact our statutory capital for purposes of calculating compliance with the Capital Requirements. At September 30, 2011, our statutory deferred tax assets were \$133 million. For more information about factors that could negatively impact our compliance with Capital Requirements, which depending on the severity of adverse outcomes could result in material non-compliance with Capital Requirements, see Note 5 – “Litigation and contingencies.”

In December 2009, the Office of the Commissioner of Insurance of the State of Wisconsin (“OCI”) issued an order waiving, until December 31, 2011, its Capital Requirement. MGIC has also applied for waivers in all other jurisdictions that have Capital Requirements. MGIC has received waivers from some of these jurisdictions which expire at various times. One waiver expired on December 31, 2010 and has not been renewed because the need for a waiver was not considered imminent. MGIC may reapply for the waiver. The remaining waivers that MGIC received generally expire December 31, 2011. We expect to seek extensions of all waivers before they are needed, which could be after they expire. Some jurisdictions have denied the original request for a waiver and others may deny future requests, including for extensions. The OCI and insurance departments of other jurisdictions, in their sole discretion, may modify, terminate or extend their waivers. If the OCI or another insurance department modifies or terminates its waiver, or if it fails to renew its waiver after expiration, depending on the circumstances, MGIC could be prevented from writing new business anywhere, in the case of the waiver from the OCI, or in the particular jurisdiction, in the case of the other waivers, if MGIC does not comply with the Capital Requirements unless MGIC obtained additional capital to enable it to comply with the Capital Requirement. New insurance written in the jurisdictions that have a Capital Requirement represented approximately 50% of new insurance written in each of 2010 and the first three quarters of 2011. If we were prevented from writing new business in all jurisdictions, our insurance operations in MGIC would be in run-off (meaning no new loans would be insured but loans previously insured would continue to be covered, with premiums continuing to be received and losses continuing to be paid on those loans) until MGIC either met the Capital Requirement or obtained a necessary waiver to allow it to once again write new business.

We cannot assure you that the OCI or any other jurisdiction that has granted a waiver of its Capital Requirements will not modify or revoke the waiver, that it will renew the waiver when it expires or that MGIC could obtain the additional capital necessary to comply with the Capital Requirement. Depending on the circumstances, the amount of additional capital we might need could be substantial.

We have implemented a plan to write new mortgage insurance in MGIC Indemnity Corporation (“MIC”), a direct subsidiary of MGIC, in selected jurisdictions in order to address the likelihood that in the future MGIC will not meet the Capital Requirements discussed above and may not be able to obtain appropriate waivers of these requirements in all jurisdictions in which Capital Requirements are present. MIC has received the necessary approvals, including from the OCI, to write business in all of the jurisdictions in which MGIC would be prohibited from continuing to write new business in the event of MGIC’s failure to meet Capital Requirements and obtain waivers of those requirements.

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, subject to the continued effectiveness of the waiver of Capital Requirements granted by the OCI to MGIC, and only in those jurisdictions (other than Wisconsin) in which MGIC cannot write new insurance due to MGIC’s failure to meet Capital Requirements and if MGIC fails to obtain relief from those requirements or a specific waiver of them. As noted above, we cannot assure you that the OCI will not modify or revoke its waiver, or that it will renew the waiver when it expires.

On February 11, 2010, Freddie Mac notified MGIC that it may utilize MIC to write new business in jurisdictions in which MGIC does not meet 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” (the “Freddie Mac Notification”) will expire December 31, 2012. This conditional approval includes terms substantially similar to those in the Fannie Mae Agreement.

Under the Fannie Mae Agreement, Fannie Mae approved MIC as an eligible mortgage insurer only through December 31, 2011. We have initiated discussions with Fannie Mae regarding an extension of the Fannie Mae Agreement. Freddie Mac has approved MIC as a “Limited Insurer” only through December 31, 2012. Unless Fannie Mae and Freddie Mac extend or modify the terms of their approvals of MIC, 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 already made without prior approval from each GSE, which, in future years, may limit the amount of business MIC would otherwise write assuming the Fannie Mae Agreement is extended and we meet the terms of the Freddie Mac Notification. 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 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 an eligible mortgage insurer.

One of our competitors, Republic Mortgage Insurance Company (“RMIC”), ceased writing new insurance commitments after the waiver of Capital Requirements that it received from its domiciliary state expired on August 31, 2011. RMIC had not received approval from its domiciliary state or the GSEs to write new business in a separately capitalized affiliate (“RMIC-NC”) that we understand is a sister entity, and not a subsidiary, of RMIC. In October 2011, both RMIC and RMIC-NC went into run-off. Another competitor, PMI Mortgage Insurance Co. (“PMI”) and the subsidiary it established to write new business if PMI was no longer able to do so (“PMAC”), ceased issuing new mortgage insurance commitments effective August 19, 2011 when PMI was placed under the supervision of the insurance department of its domiciliary state. In October 2011, a state court entered an order directing the insurance department to take possession and control of PMI pending a later hearing. In addition, pursuant to the order, the insurance department issued a partial claim payment plan, under which PMI’s claim payments will be made at 50%, with the remaining amount deferred as a policyholder claim. Both Fannie Mae and Freddie Mac suspended RMIC, RMIC-NC, PMI and PMAC as approved mortgage insurers. We are uncertain how such events, including the actions taken by the GSEs, will impact the status of MGIC’s waivers and approvals to utilize MGIC’s direct subsidiary, MIC. Because it is wholly owned by MGIC, the operating results from business written by MIC would positively (in the case of profitable business) or negatively (in the case of unprofitable business) impact MGIC.

A failure to meet the Capital Requirements to insure new business does not necessarily mean that MGIC does not have sufficient resources to pay claims on its insurance liabilities. While we believe that MGIC has sufficient claims paying resources to meet its claim obligations on its insurance in force, even in scenarios in which it fails to meet Capital Requirements, we cannot assure you that the events that led to MGIC failing to meet Capital Requirements would not also result in it not having sufficient claims paying resources. Furthermore, our estimates of MGIC's 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 rates highly volatile in the sense that there is a wide range of reasonably possible outcomes. Our anticipated rescission activity is also subject to inherent uncertainty due to the difficulty of predicting the amount of claims that will be rescinded and the outcome of any legal proceedings related to rescissions that we make, including those with Countrywide (for more information about the Countrywide legal proceedings, see Note 5 – "Litigation and contingencies").

Historically, rescissions of policies for which claims have been submitted to us were not a material portion of our claims resolved during a year. However, beginning in 2008, our rescissions of policies have materially mitigated our paid losses. In each of 2009 and 2010, rescissions mitigated our paid losses by approximately \$1.2 billion and in the first three quarters of 2011, rescissions mitigated our paid losses by approximately \$0.5 billion (in each case, the figure includes amounts that would have either resulted in 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 recent quarters, 18% to 21% of claims received in a quarter have been resolved by rescissions, down from the peak of approximately 28% in the first half of 2009. While we have a substantial pipeline of claims investigations that we expect will eventually result in future rescissions, we expect that the percentage of claims that will be resolved through rescissions will continue to decline.

In addition, our loss reserving methodology incorporates the effects we expect rescission activity to have on the losses we will pay on our delinquent inventory. A variance between ultimate actual rescission rates and these estimates, as a result of the outcome of claims investigations, litigation, settlements or other factors, could materially affect our losses. We estimate rescissions mitigated our incurred losses by approximately \$2.5 billion in 2009 and \$0.2 billion in 2010. For the first three quarters of 2011, we estimate that rescissions had no significant impact on our losses incurred. All of these figures include the benefit of claims not paid in the period as well as the impact of changes in our estimated expected rescission activity on our loss reserves in the period. At September 30, 2011, we had 180,894 loans in our primary delinquency inventory; the resolution of a significant portion of these loans will not involve paid claims.

If the insured disputes our right to rescind coverage, the outcome of the dispute ultimately would be determined by legal proceedings. Legal proceedings disputing our right to rescind coverage may be brought up to three years after the lender has obtained title to the property (typically through a foreclosure) or the property was sold in a sale that we approved, whichever is applicable, although in a few jurisdictions there is a longer time to bring such an action. For nearly all of our rescissions that are not subject to a settlement agreement, the period in which a dispute may be brought has not ended. We consider a rescission resolved for reporting purposes even though legal proceedings have been initiated and are ongoing. Although it is reasonably possible that, when the proceedings are completed, there will be a determination that we were not entitled to rescind in all cases, we are unable to make a reasonable estimate or range of estimates of the potential liability. Under Accounting Standards Codification ("ASC") 450-20, an estimated loss from such proceedings is accrued for only if we determine that the loss is probable and can be reasonably estimated. Therefore, when establishing our loss reserves, we do not include additional loss reserves that would reflect an adverse outcome from ongoing legal proceedings, including those with Countrywide. For more information about these legal proceedings, see Note 5 – "Litigation and contingencies."

In 2010, we entered into a settlement agreement with a lender-customer regarding our rescission practices and we may, subject to GSE approval, enter into additional settlement agreements with other lenders in the future. In April 2011, Freddie Mac advised its servicers that they must obtain its prior approval for rescission settlements and Fannie Mae advised its servicers that they are prohibited from entering into such settlements. In addition, in April 2011, Fannie Mae notified us that we must obtain its prior approval to enter into certain settlements. We continue to discuss with other lenders their objections to material rescissions and have reached settlement terms with several of our significant lender customers. Any definitive agreement with these customers would be subject to GSE approval. There can be no assurances that the GSEs will approve any settlement agreements and we are not aware that they have approved any settlement agreements after April 2011.

In addition to the proceedings involving Countrywide, we are involved in legal proceedings with respect to rescissions that we do not consider to be collectively material in amount. Although it is reasonably possible that, when these discussions or proceedings are completed, there will be a conclusion or determination that we were not entitled to rescind in all cases, we are unable to make a reasonable estimate or range of estimates of the potential liability.

Reclassifications

Certain reclassifications have been made in the accompanying financial statements to 2010 amounts to conform to 2011 presentation.

Subsequent events

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

Note 2 - New Accounting Guidance

In June 2011, new guidance was issued requiring entities to present net income and other comprehensive income in either a single continuous statement or in two separate, but consecutive, statements of net income and other comprehensive income. The option to present items of other comprehensive income in the statement of changes in equity is eliminated. The new requirements are generally effective for public entities in fiscal years (including interim periods) beginning after December 15, 2011. Early adoption is permitted. Full retrospective application is required. We are currently evaluating the provisions of this guidance and intend to meet the new requirements beginning in the first quarter of 2012.

In May 2011, new guidance was issued regarding fair value measurement. The guidance in the new standard is intended to harmonize the fair value measurement and disclosure requirements for United States and International standards. Many of the changes in the standard represent clarifications to existing guidance, but the standard also includes some new guidance and new required disclosures. The guidance is effective for interim and annual periods beginning after December 15, 2011. We are currently evaluating the provisions of this guidance and the impact on our financial statements and disclosures.

In October 2010, new guidance was issued on accounting for costs associated with acquiring or renewing insurance contracts. The new guidance will likely change how insurance companies account for acquisition costs, particularly in determining what costs are deferrable. The new requirements are effective for fiscal years beginning after December 15, 2011, either prospectively or by retrospective adjustment. We are currently evaluating the provisions of this guidance, however we do not expect the new guidance to have a material impact on our financial statements and disclosures.

Note 3 – Debt

Senior Notes

In September 2011 we repaid our \$77.4 million, 5.625% Senior Notes that came due. At September 30, 2011 we had outstanding \$245 million, 5.375% Senior Notes due in November 2015. In the second quarter of 2011 we repurchased \$55 million in par value of our 5.375% Senior Notes due in November 2015. We recognized a gain on the repurchases of approximately \$3.2 million, which is included in other revenue on the Consolidated Statements of Operations for the nine months ended September 30, 2011. At December 31, 2010 we had outstanding \$77.4 million, 5.625% Senior Notes due in September 2011 and \$300 million, 5.375% Senior Notes due in November 2015. 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. We were in compliance with all covenants at September 30, 2011.

If we fail to meet any of the covenants of the Senior Notes discussed above; there is a failure to pay when due at maturity, or a default results in the acceleration of maturity of, any of our other debt in an aggregate amount of \$40 million or more; or we fail to make a payment of principal on 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 series. In addition, the trustee, U.S. Bank National Association, 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 September 30, 2011 and December 31, 2010, the fair value of the amount outstanding under our Senior Notes was \$177.6 million and \$355.6 million, respectively. The fair value was determined using publicly available trade information.

Interest payments on the Senior Notes were \$12.5 million in each of the nine months ended September 30, 2011 and 2010.

Convertible Senior Notes

At September 30, 2011 and December 31, 2010 we had outstanding \$345 million principal amount of 5% Convertible Senior Notes due in 2017. Interest on the Convertible Senior Notes is payable semi-annually in arrears on May 1 and November 1 of each year. We do not have the right to defer interest payments on the Convertible Senior Notes. The Convertible Senior Notes will mature on May 1, 2017, unless earlier converted by the holders or repurchased by us. Covenants in the Convertible Senior Notes include a requirement to notify holders in advance of certain events and that we and the designated subsidiaries (defined above) 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 Convertible Senior Notes.

If we fail to meet any of the covenants of the Convertible Senior Notes; there is a failure to pay when due at maturity, or a default results in the acceleration of maturity of, any of our other debt in an aggregate amount of \$40 million or more; a final judgment for the payment of \$40 million or more (excluding any amounts covered by insurance) is rendered against us or any of our subsidiaries which judgment is not discharged or stayed within certain time limits; or we fail to make a payment of principal on the Convertible Senior Notes when due or a payment of interest on the Convertible Senior Notes within thirty days after due and we are not successful in obtaining an agreement from holders of a majority of the Convertible Senior Notes to change (or waive) the applicable requirement or payment default, then the holders of 25% or more of the Convertible Senior Notes would have the right to accelerate the maturity of those notes. In addition, the trustee of the Convertible Senior Notes could, independent of any action by holders, accelerate the maturity of the Convertible Senior Notes.

The Convertible Senior Notes are convertible, at the holder's option, at an initial conversion rate, which is subject to adjustment, of 74.4186 shares per \$1,000 principal amount at any time prior to the maturity date. This represents an initial conversion price of approximately \$13.44 per share. These Convertible Senior Notes will be equal in right of payment to our existing Senior Notes, discussed above, and will be senior in right of payment to our existing Convertible Junior Debentures, discussed below. Debt issuance costs are being amortized to interest expense over the contractual life of the Convertible Senior Notes. The provisions of the Convertible Senior Notes 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 notes, which are contained in the Supplemental Indenture, dated as of April 26, 2010, between us and U.S. Bank National Association, as trustee, and the Indenture dated as of October 15, 2000, between us and the trustee.

At September 30, 2011 and December 31, 2010, the fair value of the amount outstanding under our Convertible Senior Notes was \$193.2 million and \$400.5 million, respectively. The fair value was determined using publicly available trade information.

Interest payments on the Convertible Senior Notes were \$8.6 million in the nine months ended September 30, 2011. There were no interest payments on the Convertible Senior Notes in the nine months ended September 30, 2010.

Convertible Junior Subordinated Debentures

At September 30, 2011 and December 31, 2010 we had outstanding \$389.5 million principal amount of 9% Convertible Junior Subordinated Debentures due in 2063 (the “debentures”). The debentures have an effective interest rate of 19% that reflects our non-convertible debt borrowing rate at the time of issuance. At September 30, 2011 and December 31, 2010 the amortized value of the principal amount of the debentures is reflected as a liability on our consolidated balance sheet of \$336.7 million and \$315.6 million, respectively, with the unamortized discount reflected in equity. The debentures rank junior to all of our existing and future senior indebtedness.

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. During an optional deferral period we may not pay or declare dividends on our common stock. 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 above, 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 of April 1, 2009, October 1, 2009 and April 1, 2010 had been deferred past the scheduled payment date. During this deferral period the deferred interest continued to accrue and compound semi-annually at an annual rate of 9%.

On October 1, 2010 we paid each of those deferred interest payments, including the compound interest on each. The interest payments, totaling approximately \$57.5 million, were made from the net proceeds of our April 2010 common stock offering. We have remained current on these interest payments since October 1, 2010. We continue to have the right to defer interest that is payable on subsequent scheduled interest payment dates if we give the required 15 day notice. 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, as trustee.

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 any 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 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 debentures was approximately \$170.7 million and \$432.4 million, respectively, at September 30, 2011 and December 31, 2010, as determined using available pricing for these debentures or similar instruments.

Interest payments on the debentures were \$17.5 million in the nine months ended September 30, 2011. There were no interest payments on the debentures in the nine months ended September 30, 2010, as we were in a deferral period that ended on October 1, 2010 as discussed above.

Note 4 – Reinsurance

The reinsurance recoverable on loss reserves as of September 30, 2011 and December 31, 2010 was approximately \$167 million and \$275 million, respectively. Captive agreements are written on an annual book of business and the captives are required to maintain a separate trust account to support the combined reinsured risk on all annual books. MGIC is the sole beneficiary of the trust, and the trust account is made up of capital deposits by the lender captive, premium deposits by MGIC, and investment income earned. These amounts are held in the trust account and are available to pay reinsured losses. The reinsurance recoverable on loss reserves related to captive agreements was approximately \$150 million at September 30, 2011 which was supported by \$367 million of trust assets, while at December 31, 2010 the reinsurance recoverable on loss reserves related to captives was \$248 million which was supported by \$484 million of trust assets. As of September 30, 2011 and December 31, 2010 there was an additional \$25 million and \$26 million, respectively, of trust assets in captive agreements where there was no related reinsurance recoverable on loss reserves. Trust fund assets of \$39 million were transferred to us as a result of captive terminations during the first nine months of 2011.

In the third quarter of 2011, our Australian writing company terminated a reinsurance agreement under which it had assumed business from a third party. As a result of that termination, it returned approximately \$7 million in unearned premium and it has no further obligations under this reinsurance agreement. The termination of this reinsurance agreement had no significant impact on our remaining risk in force in Australia.

Note 5 – Litigation and contingencies

In addition to the matters described below, we are involved in legal proceedings in the ordinary course of business. In our opinion, based on the facts known at this time, the ultimate resolution of these ordinary course legal proceedings 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. 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 settled class action litigation against it under RESPA in October 2003. MGIC settled the named plaintiffs' claims in litigation against it under FCRA in December 2004 following denial of class certification in June 2004. Since December 2006, class action litigation has been brought against a number of large lenders alleging that their captive mortgage reinsurance arrangements violated RESPA. On November 29, 2010, six mortgage insurers (including MGIC) and a large mortgage lender (which was the named plaintiffs' lender) were named as defendants in a complaint, alleged to be a class action, filed in Federal District Court for the District of Columbia. The complaint alleged various causes of action related to the captive mortgage reinsurance arrangements of this mortgage lender, including that the defendants violated RESPA by paying the lender's captive reinsurer excessive premiums in relation to the risk assumed by that captive. In March 2011, the complaint was voluntarily dismissed by the plaintiffs as to MGIC and all of the other mortgage insurers. 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 addition, the Dodd-Frank Act establishes the Bureau of Consumer Financial Protection to regulate the offering and provision of consumer financial products or services under federal law. We are uncertain whether this Bureau will issue any rules or regulations that affect our business. Such rules and regulations 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 (the "MN Department"), which regulates insurance, we provided the MN Department with information about captive mortgage reinsurance and certain other matters. We subsequently provided additional information to the MN Department, and beginning in March 2008 the MN Department has sought additional information as well as answers to questions regarding captive mortgage reinsurance on several occasions, including as recently as May 2011. In addition, beginning in June 2008, we have received subpoenas 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 MN Department, 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 September 2010, a housing discrimination complaint was filed against MGIC with the U.S. Department of Housing and Urban Development ("HUD") alleging that MGIC violated the Fair Housing Act and discriminated against the complainant on the basis of her sex and familial status when MGIC underwrote her loan for mortgage insurance. In May 2011, HUD commenced an administrative action against MGIC and two of its employees, seeking, among other relief, aggregate fines of \$48,000. The HUD complainant elected to have charges in the administrative action proceed in federal court and on July 5, 2011, the U.S. Department of Justice ("DOJ") filed a civil complaint in the U.S. District Court for the Western District of Pennsylvania against MGIC and these employees on behalf of the complainant. The complaint seeks redress for the alleged housing discrimination, including compensatory and punitive damages for the alleged victims and a civil penalty payable to the United States. MGIC denies that any unlawful discrimination occurred and disputes many of the allegations in the complaint. In October 2010, a separate purported class action lawsuit was filed against MGIC by the HUD complainant in the same District Court in which the DOJ action is pending alleging that MGIC discriminated against her on the basis of her sex and familial status when MGIC underwrote her loan for mortgage insurance. In May 2011, the District Court granted MGIC's motion to dismiss with

respect to all claims except certain Fair Housing Act claims.

MGIC intends to vigorously defend itself against the allegations in both the class action lawsuit and the DOJ lawsuit. Based on the facts known at this time, we do not foresee the ultimate resolution of these legal proceedings having a material adverse 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 named two officers of C-BASS with respect to the Complaint's allegations regarding C-BASS. Our motion to dismiss the Complaint was granted on February 18, 2010. On March 18, 2010, plaintiffs filed a motion for leave to file an amended complaint. Attached to this motion was a proposed Amended Complaint (the "Amended Complaint"). The Amended Complaint alleged that we and two of our officers named in the Amended Complaint violated the federal securities laws by misrepresenting or failing to disclose material information about C-BASS, including its liquidity, and by failing to properly account for our investment in C-BASS. The Amended Complaint also named two officers of C-BASS with respect to the Amended Complaint's allegations regarding C-BASS. The purported class period covered by the Amended Complaint began on February 6, 2007 and ended on August 13, 2007. The Amended Complaint sought damages based on purchases of our stock during this time period at prices that were allegedly inflated as a result of the purported violations of federal securities laws. On December 8, 2010, the plaintiffs' motion to file an amended complaint was denied and the Complaint was dismissed with prejudice. On January 6, 2011, the plaintiffs appealed the February 18, 2010 and December 8, 2010 decisions to the United States Court of Appeals for the Seventh Circuit. On June 6, 2011, the plaintiffs filed a motion with the District Court for relief from that court's judgment of dismissal on the ground of newly discovered evidence consisting of transcripts the plaintiffs obtained of testimony taken by the Securities and Exchange Commission in its now-terminated investigation regarding C-BASS. We are opposing this motion and the matter is awaiting decision by the District Court. 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. We intend to defend vigorously any proceedings that may result from these investigations.

With limited exceptions, our bylaws provide that our officers and 401(k) plan fiduciaries are entitled to indemnification from us for claims against them.

From January 1, 2008 through September 30, 2011, rescissions of Countrywide-related loans mitigated our paid losses on the order of \$400 million. This amount is the amount we estimate we would have paid had the loans not been rescinded. On a per loan basis, the average amount that we would have paid had the loans not been rescinded was approximately \$71,500. 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 insurance policies at issue. On October 18, 2011, the United States District Court for the Northern District of California, to which the case had been removed, entered an order staying the litigation in favor of the arbitration proceeding we commenced against Countrywide on February 24, 2010.

In the arbitration proceeding we are seeking a determination that MGIC is entitled to rescind coverage on the loans involved in the proceeding. Various materials exchanged by MGIC and Countrywide bring within the proceeding loans on which MGIC rescinded coverage subsequent to those specified at the time MGIC began the proceeding (including loans insured through the bulk channel), and set forth Countrywide's contention that, in addition to the claim amounts it alleges MGIC has improperly rescinded, Countrywide is entitled to other damages of almost \$700 million as well as exemplary damages. Countrywide and MGIC have each selected 12 loans for which a three-member arbitration panel will determine coverage. While the panel's determination will not be binding on the other loans at issue, the panel will identify the issues for these 24 "bellwether" loans and strive to set forth findings of fact and conclusions of law in such a way as to aid the parties to apply them to the other loans at issue. The hearing before the panel on the bellwether loans is scheduled to begin in September 2012.

We intend to defend MGIC against any further proceedings arising from Countrywide's complaint and to advocate MGIC's position in the arbitration, vigorously. Although it is reasonably possible that, when the proceedings are completed, there will be a determination that we were not entitled to rescind in all cases, we are unable to make a reasonable estimate or range of estimates of the potential liability. Under ASC 450-20, an estimated loss is accrued for only if we determine that the loss is probable and can be reasonably estimated. Therefore, we have not accrued any reserves that would reflect an adverse outcome in this proceeding. An accrual for an adverse outcome in this (or any other) proceeding would be a reduction to our capital.

At September 30, 2011, 38,099 loans in our primary delinquency inventory were Countrywide-related loans (approximately 21% of our primary delinquency inventory). Of these 38,099 loans, some will cure their delinquency and the remainder will either become paid claims or will be rescinded. From January 1, 2008 through September 30, 2011, of the claims on Countrywide-related loans that were resolved (a claim is resolved when it is paid or rescinded; claims that are submitted but which are under review are not resolved until one of these two outcomes occurs), approximately 77% were paid and the remaining 23% were rescinded. We do not believe that the settlement agreement announced in June 2011 between Bank of America and certain investors in certain Countrywide residential mortgage backed securities will have a material impact on our Countrywide rescissions, if it becomes effective.

The flow policies at issue with Countrywide are in the same form as the flow policies that we use with all of our customers, and the bulk policies at issue vary from one another, but are generally similar to those used in the majority of our Wall Street bulk transactions. Because our rescission practices with Countrywide do not differ from our practices with other servicers with which we have not entered into settlement agreements, an adverse result in the Countrywide proceeding may adversely affect the ultimate result of rescissions involving other servicers and lenders. From January 1, 2008 through September 30, 2011, we estimate that total rescissions mitigated our incurred losses by approximately \$3.1 billion, which included approximately \$2.5 billion of mitigation on paid losses, excluding \$0.6 billion that would have been applied to a deductible. At September 30, 2011, we estimate that our total loss reserves were benefited from rescissions by approximately \$0.8 billion.

In addition to the rescissions at issue with Countrywide, we have a substantial pipeline of claims investigations (including investigations involving loans related to Countrywide) that we expect will eventually result in future rescissions. In 2010, we entered into a settlement agreement with a lender-customer regarding our rescission practices. We continue to discuss with other lenders their objections to material rescissions and have reached settlement terms (which are subject to GSE approval) with several of our significant lender customers. In addition to the proceedings involving Countrywide, we are involved in legal proceedings with respect to rescissions that we do not consider to be collectively material in amount.

MGIC and Freddie Mac disagree on the amount of the aggregate loss limit under certain pool insurance policies insuring Freddie Mac that share a single aggregate loss limit. The aggregate loss limit is approximately \$535 million higher under Freddie Mac's interpretation than under our interpretation. We account for losses under our interpretation although it is reasonably possible that were the matter to be decided by a third party our interpretation would not prevail. The differing interpretations had no effect on our results until the second quarter of 2011. For the second and third quarters of 2011, our incurred losses would have been \$126 million higher in the aggregate had they been recorded based on Freddie Mac's interpretation, and our capital and Capital Requirements would have been negatively impacted at each quarter end. We expect the incurred losses that would have been recorded under Freddie Mac's interpretation will continue to increase in future quarters. We are discussing the disagreement with Freddie Mac in an effort to resolve it.

Our mortgage insurance business utilizes its underwriting skills to provide an outsourced underwriting service to our customers known as contract underwriting. As part of our contract underwriting activities, we are responsible for the quality of our underwriting decisions in accordance with 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 September 30, 2011, 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 in recent years, 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 for which we provided contract underwriting services may make a claim for a contract underwriting remedy more likely to occur. Beginning in the second half of 2009, we experienced an increase in claims for contract underwriting remedies, which has continued into 2011. Hence, there can be no assurance that contract underwriting remedies will not be material in the future.

See Note 11 – "Income taxes" for a description of federal income tax contingencies.

Note 6 – Earnings (loss) per share

Our basic EPS is based on the weighted average number of common shares outstanding, which excludes participating securities of 1.0 million and 1.8 million, respectively, for the three months ended September 30, 2011 and 2010 and 1.1 million and 1.8 million, respectively, for the nine months ended September 30, 2011 and 2010 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 debt. 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. In addition if any common stock equivalents are anti-dilutive they are excluded from the calculation. The following includes a reconciliation of the weighted average number of shares; however for the three months ended September 30, 2011 and 2010 common stock equivalents of 55.5 million and 62.3 million, respectively, and for the nine months ended September 30, 2011 and 2010 common stock equivalents of 55.6 million and 51.3 million, respectively, were not included because they were anti-dilutive.

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|-----------------------------------|---------------------------------------|-------------|------------------------------------|--------------|
| | 2011 | 2010 | 2011 | 2010 |
| | (In thousands, except per share data) | | | |
| Basic earnings per share: | | | | |
| Average common shares outstanding | 201,109 | 200,077 | 200,983 | 168,429 |
| Net loss | \$(165,205) | \$(51,528) | \$(350,598) | \$(177,068) |
| Basic loss per share | \$(0.82) | \$(0.26) | \$(1.74) | \$(1.05) |
| Diluted earnings per share: | | | | |
| Weighted-average shares - Basic | 201,109 | 200,077 | 200,983 | 168,429 |
| Common stock equivalents | - | - | - | - |
| Weighted-average shares - Diluted | 201,109 | 200,077 | 200,983 | 168,429 |
| Net loss | \$(165,205) | \$(51,528) | \$(350,598) | \$(177,068) |
| Diluted loss per share | \$(0.82) | \$(0.26) | \$(1.74) | \$(1.05) |

Note 7 –Investments

The amortized cost, gross unrealized gains and losses and fair value of the investment portfolio at September 30, 2011 and December 31, 2010 are shown below.

| September 30, 2011 | Amortized Cost | Gross Unrealized Gains | Gross Unrealized Losses (1) | Fair Value |
|---|-------------------|------------------------------|-----------------------------------|---------------|
| (In thousands) | | | | |
| U.S. Treasury securities and obligations of U.S. government corporations and agencies | \$ 744,560 | \$ 32,365 | \$ (671) | \$ 776,254 |
| Obligations of U.S. states and political subdivisions | 2,888,541 | 128,230 | (17,139) | 2,999,632 |
| Corporate debt securities | 2,247,489 | 53,439 | (7,822) | 2,293,106 |
| Commercial mortgage-backed securities | 194,795 | 1,859 | (1,621) | 195,033 |
| Residential mortgage-backed securities | 47,182 | 2,653 | - | 49,835 |
| Debt securities issued by foreign sovereign governments | 133,250 | 8,415 | (4) | 141,661 |
| Total debt securities | \$ 6,255,817 | \$ 226,961 | \$ (27,257) | \$ 6,455,521 |
| Equity securities | 2,624 | 76 | (1) | 2,699 |
| Total investment portfolio | \$ 6,258,441 | \$ 227,037 | \$ (27,258) | \$ 6,458,220 |
| December 31, 2010 | Amortized Cost | Gross Unrealized Gains | Gross Unrealized Losses (1) | Fair Value |
| (In thousands) | | | | |
| U.S. Treasury securities and obligations of U.S. government corporations and agencies | \$ 1,092,890 | \$ 16,718 | \$ (6,822) | \$ 1,102,786 |
| Obligations of U.S. states and political subdivisions | 3,549,355 | 85,085 | (54,374) | 3,580,066 |
| Corporate debt securities | 2,521,275 | 54,975 | (11,291) | 2,564,959 |
| Residential mortgage-backed securities | 53,845 | 3,255 | - | 57,100 |
| Debt securities issued by foreign sovereign governments | 149,443 | 1,915 | (1,031) | 150,327 |
| Total debt securities | \$ 7,366,808 | \$ 161,948 | \$ (73,518) | \$ 7,455,238 |
| Equity securities | 3,049 | 40 | (45) | 3,044 |
| Total investment portfolio | \$ 7,369,857 | \$ 161,988 | \$ (73,563) | \$ 7,458,282 |

(1) At September 30, 2011 and December 31, 2010, there were no other-than-temporary impairment losses recorded in other comprehensive income.

The amortized cost and fair values of debt securities at September 30, 2011, 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.

| September 30, 2011 | Amortized Cost | Fair Value |
|--|---------------------|---------------------|
| | (In thousands) | |
| Due in one year or less | \$ 1,113,140 | \$ 1,118,319 |
| Due after one year through five years | 2,659,868 | 2,739,392 |
| Due after five years through ten years | 905,459 | 975,609 |
| Due after ten years | 1,035,075 | 1,091,339 |
| | \$ 5,713,542 | \$ 5,924,659 |
| Commercial mortgage-backed securities | 194,795 | 195,033 |
| Residential mortgage-backed securities | 47,182 | 49,835 |
| Auction rate securities (1) | 300,298 | 285,994 |
| Total at September 30, 2011 | \$ 6,255,817 | \$ 6,455,521 |

(1) At September 30, 2011, approximately 97% of auction rate securities had a contractual maturity greater than 10 years.

At September 30, 2011 and December 31, 2010, the investment portfolio had gross unrealized losses of \$27.3 million and \$73.6 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:

| | | | | | | |
|----------------------------|--------------|-----------|------------|-----------|--------------|-----------|
| Total investment portfolio | \$ 2,345,030 | \$ 50,234 | \$ 388,259 | \$ 23,329 | \$ 2,733,289 | \$ 73,563 |
|----------------------------|--------------|-----------|------------|-----------|--------------|-----------|

The unrealized losses in all categories of our investments were primarily caused by the difference in interest rates at September 30, 2011 and December 31, 2010, respectively, compared to the interest rates at the time of purchase as well as the discount rate applied in our auction rate securities discounted cash flow model. The securities in an unrealized loss position for 12 months or greater are primarily auction rate securities (“ARS”) backed by student loans. See further discussion of these securities below.

We held \$286.0 million in ARS backed by student loans at September 30, 2011. 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, substantially all of which are ultimately 97% guaranteed by the United States Department of Education. At September 30, 2011, approximately 87% of our ARS portfolio was rated AAA/Aaa 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 September 30, 2011, our entire ARS portfolio, consisting of 28 investments, was subject to failed auctions; however, from the period when the auctions began to fail through September 30, 2011, \$237.4 million in par value of ARS was either sold or called, with the average amount we received being approximately 99% of par which approximated the aggregate fair value prior to redemption. 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. However, we continue to believe we will have liquidity to our ARS portfolio by December 31, 2014.

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 the first nine months of 2011 we recognized other-than-temporary impairments (“OTTI”) of \$0.3 million compared to \$6.1 million during the first nine months of 2010.

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 three and nine months ended September 30, 2010.

| | Three Months Ended September 30, 2010 (In thousands) | Nine Months Ended |
|---|---|----------------------|
| Beginning balance | \$ - | \$ 1,021 |
| Addition for the amount related to the credit loss for which an OTTI was not previously recognized | - | - |
| 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) | - | (1,021) |
| Ending balance | \$ - | \$ - |

The net realized investment gains (losses) and OTTI on the investment portfolio are as follows:

| | Three Months Ended | | Nine Months Ended | |
|---|--------------------|----------|-------------------|----------|
| | September 30, | | September 30, | |
| | 2011 | 2010 | 2011 | 2010 |
| | (In thousands) | | | |
| Net realized investment gains (losses) and OTTI on investments: | | | | |
| Fixed maturities | \$10,263 | \$24,503 | \$37,741 | \$82,819 |
| Equity securities | 12 | 15 | 51 | 72 |
| Other | 877 | 6 | 855 | 237 |
| | \$11,152 | \$24,524 | \$38,647 | \$83,128 |

| | Three Months Ended | | Nine Months Ended | |
|---|--------------------|----------|-------------------|----------|
| | September 30, | | September 30, | |
| | 2011 | 2010 | 2011 | 2010 |
| | (In thousands) | | | |
| Net realized investment gains (losses) and OTTI on investments: | | | | |
| Gains on sales | \$12,007 | \$26,305 | \$43,952 | \$98,893 |
| Losses on sales | (602) | (1,781) | (5,052) | (9,713) |
| Impairment losses | (253) | - | (253) | (6,052) |
| | \$11,152 | \$24,524 | \$38,647 | \$83,128 |

The net realized gains on investments during the first nine months of 2010 and 2011 were a result of the continued restructuring of the portfolio into shorter duration, taxable securities. Such sales were made to reduce the proportion of our investment portfolio held in tax-exempt municipal securities and to increase the proportion held in taxable securities principally since the tax benefits of holding tax exempt municipal securities are no longer available based on our recent net operating losses and to shorten the duration of the portfolio to provide liquidity to meet our anticipated claim payment obligations.

Note 8 – Fair value measurements

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 primarily 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 primarily 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 and auction rate (backed by student loans) securities. Non-financial assets which utilize Level 3 inputs include real estate acquired through claim settlement.

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 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 7 – “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 September 30, 2011 and December 31, 2010. 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:

- o Nominal credit risk as substantially all of the underlying collateral of these securities is ultimately guaranteed by the United States Department of Education;
 - o Liquidity by December 31, 2012 through December 31, 2014;
 - o Continued receipt of contractual interest; and
- o Discount rates ranging from 2.24% to 4.24%, 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.

Fair value measurements for assets measured at fair value included the following as of September 30, 2011 and December 31, 2010:

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| | Fair Value | Quoted Prices in Active Markets for Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) |
|---|---------------------|---|---|--|
| | | (In thousands) | | |
| September 30, 2011 | | | | |
| U.S. Treasury securities and obligations of U.S. government corporations and agencies | \$ 776,254 | \$ 776,254 | \$ - | \$ - |
| Obligations of U.S. states and political subdivisions | 2,999,632 | - | 2,778,425 | 221,207 |
| Corporate debt securities | 2,293,106 | 2,476 | 2,220,340 | 70,290 |
| Commercial mortgage-backed securities | 195,033 | - | 195,033 | - |
| Residential mortgage-backed securities | 49,835 | - | 49,835 | - |
| Debt securities issued by foreign sovereign governments | 141,661 | 132,382 | 9,279 | - |
| Total debt securities | 6,455,521 | 911,112 | 5,252,912 | 291,497 |
| Equity securities | 2,699 | 2,378 | - | 321 |
| Total investments | \$ 6,458,220 | \$ 913,490 | \$ 5,252,912 | \$ 291,818 |
| Real estate acquired (1) | \$ 2,324 | \$ - | \$ - | \$ 2,324 |
| December 31, 2010 | | | | |
| U.S. Treasury securities and obligations of U.S. government corporations and agencies | \$ 1,102,786 | \$ 1,102,786 | \$ - | \$ - |
| Obligations of U.S. states and political subdivisions | 3,580,066 | - | 3,284,376 | 295,690 |
| Corporate debt securities | 2,564,959 | 2,563 | 2,492,343 | 70,053 |
| Residential mortgage-backed securities | 57,100 | - | 57,100 | - |
| Debt securities issued by foreign sovereign governments | 150,327 | 135,457 | 14,870 | - |
| Total debt securities | 7,455,238 | 1,240,806 | 5,848,689 | 365,743 |
| Equity securities | 3,044 | 2,723 | - | 321 |
| Total investments | \$ 7,458,282 | \$ 1,243,529 | \$ 5,848,689 | \$ 366,064 |
| Real estate acquired (1) | \$ 6,220 | \$ - | \$ - | \$ 6,220 |

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

There were no significant transfers of securities between Level 1 and Level 2 during the first nine months of 2011 or 2010.

For assets measured at fair value using significant unobservable inputs (Level 3), a reconciliation of the beginning and ending balances for the three and nine months ended September 30, 2011 and 2010 is as follows:

| | Obligations of U.S. States and Political Subdivisions | Corporate Debt Securities | Equity Securities (In thousands) | Total Investments | Real Estate Acquired |
|---|--|---------------------------------|--|----------------------|-------------------------|
| Balance at June 30, 2011 | \$ 223,402 | \$ 70,039 | \$ 321 | \$ 293,762 | \$ 2,828 |
| Total realized/unrealized gains (losses): | | | | | |
| Included in earnings and reported as net impairment losses recognized in earnings | - | (200) | - | (200) | - |
| Included in earnings and reported as losses incurred, net | - | - | - | - | (85) |
| Included in other comprehensive income | 342 | 451 | - | 793 | - |
| Purchases | - | - | - | - | 1,148 |
| Sales | (2,537) | - | - | (2,537) | (1,567) |
| Transfers into Level 3 | - | - | - | - | - |
| Transfers out of Level 3 | - | - | - | - | - |
| Balance at September 30, 2011 | \$ 221,207 | \$ 70,290 | \$ 321 | \$ 291,818 | \$ 2,324 |
| Amount of total losses included in earnings for the three months ended September 30, 2011 attributable to the change in unrealized losses on assets still held at September 30, 2011 | \$ - | \$ - | \$ - | \$ - | \$ - |

| | Obligations of U.S. States and Political Subdivisions | Corporate Debt Securities | Equity Securities (In thousands) | Total Investments | Real Estate Acquired |
|--|--|---------------------------------|--|----------------------|-------------------------|
| Balance at December 31, 2010 | \$ 295,690 | \$ 70,053 | \$ 321 | \$ 366,064 | \$ 6,220 |
| Total realized/unrealized gains (losses): | | | | | |
| Included in earnings and reported as net impairment losses recognized in earnings | - | (200) | - | (200) | - |
| Included in earnings and reported as losses incurred, net | - | - | - | - | (180) |
| Included in other comprehensive income | (845) | 437 | - | (408) | - |
| Purchases | - | - | - | - | 3,944 |
| Sales | (73,638) | - | - | (73,638) | (7,660) |
| Transfers into Level 3 | - | - | - | - | - |
| Transfers out of Level 3 | - | - | - | - | - |
| Balance at September 30, 2011 | \$ 221,207 | \$ 70,290 | \$ 321 | \$ 291,818 | \$ 2,324 |
| Amount of total losses included in earnings for the nine months ended September 30, 2011 attributable to the change in unrealized losses on assets still held at September 30, 2011 | \$ - | \$ - | \$ - | \$ - | \$ - |

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| | Obligations of U.S. States and Political Subdivisions | Corporate Debt Securities | Equity Securities (In thousands) | Total Investments | Real Estate Acquired |
|---|--|---------------------------------|--|----------------------|-------------------------|
| Balance at June 30, 2010 | \$ 321,050 | \$ 94,564 | \$ 321 | \$ 415,935 | \$ 5,671 |
| Total realized/unrealized gains (losses): | | | | | |
| Included in earnings and reported as realized investment losses, net | - | (1,057) | - | (1,057) | - |
| Included in earnings and reported as losses incurred, net | - | - | - | - | (701) |
| Included in other comprehensive income | 3,504 | 2,528 | - | 6,032 | - |
| Purchases, issuances and settlements | (12,858) | (15,793) | - | (28,651) | 1,893 |
| Transfers in and/or out of Level 3 | - | - | - | - | - |
| Balance at September 30, 2010 | \$ 311,696 | \$ 80,242 | \$ 321 | \$ 392,259 | \$ 6,863 |
| Amount of total losses included in earnings for the three months ended September 30, 2010 attributable to the change in unrealized losses on assets still held at September 30, 2010 | \$ - | \$ - | \$ - | \$ - | \$ - |

| | Obligations of U.S. States and Political Subdivisions | Corporate Debt Securities | Equity Securities (In thousands) | Total Investments | Real Estate Acquired |
|--|--|---------------------------------|--|----------------------|-------------------------|
| Balance at December 31, 2009 | \$ 370,341 | \$ 129,338 | \$ 321 | \$ 500,000 | \$ 3,830 |
| Total realized/unrealized gains (losses): | | | | | |
| Included in earnings and reported as realized investment losses, net | - | (2,455) | - | (2,455) | - |
| | - | - | - | - | (1,635) |

| | | | | | |
|---|------------|-----------|--------|------------|----------|
| Included in earnings and reported as losses incurred, net | | | | | |
| Included in other comprehensive income | 3,547 | 2,854 | - | 6,401 | - |
| Purchases, issuances and settlements | (62,192) | (49,495) | - | (111,687) | 4,668 |
| Transfers in and/or out of Level 3 | - | - | - | - | - |
| Balance at September 30, 2010 | \$ 311,696 | \$ 80,242 | \$ 321 | \$ 392,259 | \$ 6,863 |
| Amount of total losses included in earnings for the nine months ended September 30, 2010 attributable to the change in unrealized losses on assets still held at September 30, 2010 | \$ - | \$ - | \$ - | \$ - | \$ - |

Additional fair value disclosures related to our investment portfolio are included in Note 7. Fair value disclosures related to our debt are included in Note 3.

Note 9 - Comprehensive income

Our total comprehensive income for the three and nine months ended September 30, 2011 and 2010 was as follows:

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|--|-------------------------------------|----------------|------------------------------------|--------------------|
| | 2011 | 2010 | 2011 | 2010 |
| | (In thousands) | | | |
| Net loss | \$(165,205) | \$(51,528) | \$(350,598) | \$(177,068) |
| Other comprehensive income | 38,416 | 58,899 | 67,257 | 79,073 |
| Total comprehensive (loss) income | \$(126,789) | \$7,371 | \$(283,341) | \$(97,995) |
| Other comprehensive income (net of tax): | | | | |
| Change in unrealized gains and losses on investments | \$48,437 | \$47,607 | \$72,754 | \$74,931 |
| Unrealized foreign currency translation adjustment | (10,021) | 11,292 | (5,497) | 4,142 |
| Other comprehensive income | \$38,416 | \$58,899 | \$67,257 | \$79,073 |

The tax expense on other comprehensive income was \$20.3 million and \$31.7 million for the three months ended September 30, 2011 and 2010 respectively. The tax expense on other comprehensive income was \$35.6 million and \$42.1 million for the nine months ended September 30, 2011 and 2010 respectively.

At September 30, 2011, accumulated other comprehensive income of \$89.4 million included \$105.3 million of net unrealized gains on investments and \$14.9 million of gains related to foreign currency translation adjustment, offset by a \$30.8 million loss relating to defined benefit plans. At December 31, 2010, accumulated other comprehensive income of \$22.1 million included \$32.5 million of net unrealized gains on investments and \$20.4 million of gains related to foreign currency translation adjustment, offset by a \$30.8 million loss relating to defined benefit plans.

Note 10 - Benefit Plans

The following table provides the components of net periodic benefit cost for the pension, supplemental executive retirement and other postretirement benefit plans:

| | Three Months Ended September 30, | | | |
|------------------------------------|--|-----------------|----------------------------------|--------------------|
| | Pension and Supplemental Executive Retirement Plans | | Other Postretirement Benefits | |
| | 2011 | 2010 | 2011 | 2010 |
| | (In thousands) | | | |
| Service cost | \$ 2,229 | \$ 2,133 | \$ 273 | \$ 281 |
| Interest cost | 4,025 | 3,885 | 338 | 295 |
| Expected return on plan assets | (4,343) | (3,626) | (824) | (722) |
| Recognized net actuarial loss | 1,002 | 1,481 | 157 | 191 |
| Amortization of prior service cost | 165 | 162 | (1,554) | (1,534) |
| Net periodic benefit cost | \$ 3,078 | \$ 4,035 | \$ (1,610) | \$ (1,489) |

| | Nine Months Ended September 30, | | | |
|------------------------------------|--|------------------|----------------------------------|--------------------|
| | Pension and Supplemental Executive Retirement Plans | | Other Postretirement Benefits | |
| | 2011 | 2010 | 2011 | 2010 |
| | (In thousands) | | | |
| Service cost | \$ 6,688 | \$ 6,399 | \$ 818 | \$ 844 |
| Interest cost | 12,074 | 11,652 | 1,013 | 887 |
| Expected return on plan assets | (13,030) | (10,877) | (2,474) | (2,168) |
| Recognized net actuarial loss | 3,008 | 4,443 | 473 | 573 |
| Amortization of prior service cost | 496 | 487 | (4,663) | (4,603) |
| Net periodic benefit cost | \$ 9,236 | \$ 12,104 | \$ (4,833) | \$ (4,467) |

In April 2011 we contributed approximately \$10.0 million to our pension plan. In November 2011 we made an additional contribution to the plan of approximately \$10.0 million. We currently do not intend to make any further contributions to the plan during 2011.

Note 11 – Income Taxes

We review the need to adjust the deferred tax asset valuation allowance on a quarterly basis. We analyze 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. Based on our analysis and the level of cumulative operating losses, we have reduced our benefit from income tax by establishing a valuation allowance.

For the nine months ended September 30, 2011 and 2010, our deferred tax valuation allowance was reduced by the change in the deferred tax liability related to \$103.9 million and \$108.7 million, respectively, of unrealized gains on investments that were recorded in other comprehensive income. In the event of future operating losses, it is likely that the valuation allowance will be adjusted by any taxes recorded to equity for changes in unrealized gains or losses

or other items in other comprehensive income.

The effect of the change in valuation allowance on the benefit from income taxes was as follows:

| | Three Months Ended | | Nine Months Ended | |
|---|--------------------|-------------|-------------------|-------------|
| | September 30, | | September 30, | |
| | 2011 | 2010 | 2011 | 2010 |
| | (In thousands) | | | |
| Tax benefit before changes in valuation allowance | \$(74,069) | \$(23,930) | \$(157,162) | \$(88,152) |
| Change in valuation allowance | 47,939 | (2,216) | 122,654 | 54,156 |
| Benefit from income taxes | \$(26,130) | \$(26,146) | \$(34,508) | \$(33,996) |

There was no change in the valuation allowance included in other comprehensive income for the three and nine months ended September 30, 2011 and 2010. The total valuation allowance as of September 30, 2011 and December 31, 2010 was \$533.0 million and \$410.3 million, respectively.

We have approximately \$1,320 million of net operating loss carryforwards on a regular tax basis and \$465 million of net operating loss carryforwards for computing the alternative minimum tax as of September 30, 2011. The increase in net operating loss carryforwards from operating losses during 2011 was partially offset by a onetime inclusion of taxable income. The taxable income related to the cancellation of indebtedness triggered by the conclusion of bankruptcy proceedings for C-BASS, a joint venture investment. Any unutilized carryforwards are scheduled to expire at the end of tax years 2029 through 2031.

The Internal Revenue Service (“IRS”) completed separate examinations of our federal income tax returns for the years 2000 through 2004 and 2005 through 2007 and issued assessments for unpaid taxes, interest and penalties. The primary adjustment in both examinations related 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 indicated that it did not believe that, for various reasons, we had established sufficient tax basis in the REMIC residual interests to deduct the losses from taxable income. We appealed those adjustments and, in August 2010, we reached a tentative settlement agreement with the IRS. The settlement agreement is subject to review by the Joint Committee on Taxation of Congress because net operating losses incurred in 2009 were carried back to taxable years that were included in the agreement. A final agreement is expected to be entered into when the review is complete, although we do not expect there will be any substantive change in the terms of a final agreement from those in the tentative agreement. We adjusted our tax provision and liabilities for the effects of this agreement in 2010 and believe that they accurately reflect our exposure in regard to this issue.

The IRS is currently conducting an examination of our federal income tax returns for the years 2008 and 2009, which is scheduled to be completed in 2011.

Note 12 – Loss Reserves

We establish reserves to recognize the estimated liability for losses and loss adjustment expenses (“LAE”) related to defaults on insured mortgage loans. Loss reserves are established by estimating 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.

The following table provides a reconciliation of beginning and ending loss reserves for the nine months ended September 30, 2011 and 2010:

| | Nine Months Ended September 30, | |
|--|------------------------------------|--------------|
| | 2011 | 2010 |
| | (In thousands) | |
| Reserve at beginning of year | \$ 5,884,171 | \$ 6,704,990 |
| Less reinsurance recoverable | 275,290 | 332,227 |
| Net reserve at beginning of year (1) | 5,608,881 | 6,372,763 |
| Losses incurred: | | |
| Losses and LAE incurred in respect of default notices received in: | | |
| Current year | 1,328,906 | 1,463,509 |
| Prior years (2) | (96,269) | (304,343) |
| Subtotal (3) | 1,232,637 | 1,159,166 |
| Losses paid: | | |
| Losses and LAE paid in respect of default notices received in: | | |
| Current year | 37,111 | 11,437 |
| Prior years | 2,218,490 | 1,675,759 |
| Reinsurance terminations (4) | (38,769) | (35,120) |
| Subtotal (5) | 2,216,832 | 1,652,076 |
| Net reserve at end of period (6) | 4,624,686 | 5,879,853 |
| Plus reinsurance recoverables | 166,874 | 299,239 |
| Reserve at end of period | \$ 4,791,560 | \$ 6,179,092 |

- (1) At December 31, 2010 and 2009, the estimated reduction in loss reserves related to rescissions approximated \$1.3 billion and \$2.1 billion, respectively.
- (2) 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.
- (3) Rescissions did not have a significant impact on incurred losses in the nine months ended September 30, 2011. Rescissions mitigated our incurred losses by an estimated \$0.5 billion in the nine months ended September 30, 2010.
- (4) 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 a decrease in net losses paid (reduction to losses incurred). In addition, there is an offsetting decrease in the reinsurance recoverable (increase in losses incurred), and thus there is no net impact to losses incurred.
- (5) Rescissions mitigated our paid losses by an estimated \$0.5 billion in the nine months ended September 30, 2011 and by an estimated \$0.7 billion in the nine months ends September 30, 2010, which excludes amounts that may have been applied to a deductible.
- (6) At September 30, 2011 and 2010, the estimated reduction in loss reserves related to rescissions approximated \$0.8 billion and \$1.9 billion, respectively.

The “Losses incurred” section of the table above shows losses incurred on defaults that occurred in the current year and in prior years. The amount of losses incurred relating to defaults that occurred in the current year represents the estimated amount to be ultimately paid on such defaults. The amount of losses incurred relating to defaults that occurred in prior years represents the actual claim rate and severity associated with those defaults resolved in the current year differing from the estimated liability at the prior year-end, 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 of the estimated claim rate and estimated severity 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.

Current year losses incurred decreased slightly in the first nine months of 2011 compared to the same period in 2010 primarily due to a decrease in the number of new default notices received, net of cures, from 14,882 in the first nine months of 2010 to 11,703 in the first nine months of 2011.

The development of the reserves in the first nine months of 2011 and 2010 is reflected in the "Prior years" line in the table above. The \$96 million decrease in losses incurred in the first nine months of 2011 was related to defaults that occurred in prior periods. This decrease in losses incurred primarily related to a decrease in the estimated severity on primary defaults which approximated \$105 million as well as a decrease in estimated severity on pool defaults which approximated \$50 million. The decrease in losses incurred related to prior years was also related to a decrease in estimated loss adjustment expenses which approximated \$121 million. These decreases were offset by an increase in the estimated claim rate on primary defaults which approximated \$180 million. The decrease in the severity was based on the resolution of approximately 49% of the prior year default inventory. The decrease in estimated loss adjustment expense was based on recent historical trends in the costs associated with resolving a claim. The increase in the claim rate was also based on the resolution of the prior year default inventory, as well as a re-estimation of amounts to be ultimately paid on defaults remaining in inventory from the end of the prior year and estimated incurred but not reported items from the end of the prior year.

The \$304 million decrease in losses incurred in the first nine months of 2010 was related to defaults that occurred in prior periods. This decrease in losses incurred primarily related to a decrease in the claim rate on primary defaults which approximated \$355 million. The decrease in the claim rate was based on the resolution of approximately 46% of the prior year default inventory. The decrease in the claim rate was due to greater cures experienced during the first nine months of 2010, a portion of which resulted from loan modifications. The decrease in the claim rate on prior year defaults was offset by an increase in primary severity which approximated \$40 million and pool defaults which approximated \$60 million. The increase in severity was based on the re-estimation of amounts to be ultimately paid on defaults remaining in inventory from the end of the prior year. The additional decrease in losses incurred related to prior years of approximately \$49 million related to LAE reserves and reinsurance.

The "Losses paid" section 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. It has historically taken, on average, approximately twelve months for a default which is not cured to develop into a paid claim, therefore, 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 and suspensions, 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 paid claims.

The liability associated with our estimate of premiums to be refunded on expected claim payments is accrued for separately at September 30, 2011 and December 31, 2010 and approximated \$115 million and \$113 million, respectively. Separate components of this liability are included in "Other liabilities" and "Premium deficiency reserve" on our consolidated balance sheet. Changes in the liability affect premiums written and earned and change in premium deficiency reserve.

The decrease in the primary default inventory experienced during the first nine months of 2011 was generally across all markets and all book years. However the percentage of loans in the inventory that have been in default for 12 or more consecutive months has increased, as shown in the table below. Historically as a default ages it becomes more likely to result in a claim.

Aging of the Primary Default Inventory

| | September 30, 2011 | | | December 31, 2010 | | | September 30, 2010 | | |
|--|-----------------------|-----|---|----------------------|-----|---|-----------------------|-----|---|
| Consecutive months in default | | | | | | | | | |
| 3 months or less | 33,167 | 18 | % | 37,640 | 18 | % | 39,516 | 18 | % |
| 4 - 11 months | 45,110 | 25 | % | 58,701 | 27 | % | 60,472 | 27 | % |
| 12 months or more | 102,617 | 57 | % | 118,383 | 55 | % | 123,385 | 55 | % |
| Total primary default inventory | 180,894 | 100 | % | 214,724 | 100 | % | 223,373 | 100 | % |
| Primary claims received inventory included in ending default inventory | | | | | | | | | |
| | 13,799 | 8 | % | 20,898 | 10 | % | 21,306 | 10 | % |

The length of time a loan is in the default inventory can differ from the number of payments that the borrower has not made or is considered delinquent. These differences typically result from a borrower making monthly payments that do not result in the loan becoming fully current. The number of payments that a borrower is delinquent is shown in the table below.

Number of Payments Delinquent

| | September 30, 2011 | | | December 31, 2010 | | | September 30, 2010 | | |
|---------------------------------|-----------------------|-----|---|----------------------|-----|---|-----------------------|-----|---|
| 3 payments or less | 43,312 | 24 | % | 51,003 | 24 | % | 52,056 | 23 | % |
| 4 - 11 payments | 47,929 | 26 | % | 65,797 | 31 | % | 70,681 | 32 | % |
| 12 payments or more | 89,653 | 50 | % | 97,924 | 45 | % | 100,636 | 45 | % |
| Total primary default inventory | 180,894 | 100 | % | 214,724 | 100 | % | 223,373 | 100 | % |

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 can 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 of policies for which claims have been submitted to us were not a material portion of our claims resolved during a year. However, beginning in 2008, our rescissions of policies have materially mitigated our paid losses. In each of 2009 and 2010, rescissions mitigated our paid losses by approximately \$1.2 billion and in the first three quarters of 2011, rescissions mitigated our paid losses by approximately \$0.5 billion (in each case, the figure includes amounts that would have either resulted in 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 recent quarters, 18% to 21% of claims received in a quarter have been resolved by rescissions, down from the peak of approximately 28% in the first half of 2009. While we have a substantial pipeline of claims investigations that we expect will eventually result in future rescissions, we expect that the percentage of claims that will be resolved through rescissions will continue to decline.

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. The estimation of the impact of rescissions on incurred losses, as shown in the table below, must be considered together with the various other factors impacting incurred losses and not in isolation.

The table below represents our estimate of the impact rescissions have had on reducing our loss reserves, paid losses and losses incurred.

| | Three Months Ended | | Nine Months Ended | |
|--|-----------------------|-----------------------|-----------------------|-----------------------|
| | September 30, 2011 | September 30, 2010 | September 30, 2011 | September 30, 2010 |
| | (In billions) | | | |
| Estimated rescission reduction - beginning reserve | \$0.9 | \$2.3 | \$1.3 | \$2.1 |
| Estimated rescission reduction - losses incurred | - | (0.1) | - | 0.5 |
| Rescission reduction - paid claims | 0.1 | 0.3 | 0.5 | 0.9 |
| Amounts that may have been applied to a deductible | - | - | - | (0.2) |
| Net rescission reduction - paid claims | 0.1 | 0.3 | 0.5 | 0.7 |
| Estimated rescission reduction - ending reserve | \$0.8 | \$1.9 | \$0.8 | \$1.9 |

The decrease in the estimated rescission reduction to losses incurred in the first nine months of 2011 compared to the same period in 2010 is due to a decline in the expected rescission rate for loans in our default inventory, compared to an increasing expected rescission rate in the first nine months of 2010.

At September 30, 2011, our loss reserves continued to be significantly impacted by expected rescission activity. We expect that the reduction of our loss reserves due to rescissions will continue to decline because our recent experience indicates new notices in our default inventory have a lower likelihood of being rescinded than those already in the inventory.

The liability associated with our estimate of premiums to be refunded on expected future rescissions is accrued for separately. At September 30, 2011 and December 31, 2010 the estimate of this liability totaled \$70 million and \$101 million, respectively. Separate components of this liability are included in "Other liabilities" and "Premium deficiency reserve" on our consolidated balance sheet. Changes in the liability affect premiums written and earned and change in premium deficiency reserve.

If the insured disputes our right to rescind coverage, the outcome of the dispute ultimately would be determined by legal proceedings. Legal proceedings disputing our right to rescind coverage may be brought up to three years after the lender has obtained title to the property (typically through a foreclosure) or the property was sold in a sale that we approved, whichever is applicable, although in a few jurisdictions there is a longer time to bring such an action. For nearly all of our rescissions that are not subject to a settlement agreement, the period in which a dispute may be brought has not ended. We consider a rescission resolved for reporting purposes even though legal proceedings have been initiated and are ongoing. Although it is reasonably possible that, when the proceedings are completed, there will be a determination that we were not entitled to rescind in all cases, we are unable to make a reasonable estimate or range of estimates of the potential liability. Under Accounting Standards Codification ("ASC") 450-20, an estimated loss from such proceedings is accrued for only if we determine that the loss is probable and can be reasonably estimated. Therefore, when establishing our loss reserves, we do not include additional loss reserves that would reflect an adverse outcome from ongoing legal proceedings, including those with Countrywide. For more information about these legal proceedings, see Note 5 – "Litigation and contingencies."

In 2010, we entered into a settlement agreement with a lender-customer regarding our rescission practices and we may, subject to GSE approval, enter into additional settlement agreements with other lenders in the future. In April 2011, Freddie Mac advised its servicers that they must obtain its prior approval for rescission settlements and Fannie Mae advised its servicers that they are prohibited from entering into such settlements. In addition, in April 2011, Fannie Mae notified us that we must obtain its prior approval to enter into certain settlements. We continue to discuss with other lenders their objections to material rescissions and have reached settlement terms with several of our significant lender customers. Any definitive agreement with these customers would be subject to GSE approval. There can be no assurances that the GSEs will approve any settlement agreements and we are not aware that they have approved any settlement agreements after April 2011.

In addition to the proceedings involving Countrywide, we are involved in legal proceedings with respect to rescissions that we do not consider to be collectively material in amount. Although it is reasonably possible that, when these discussions or proceedings are completed, there will be a conclusion or determination that we were not entitled to rescind in all cases, we are unable to make a reasonable estimate or range of estimates of the potential liability.

A rollforward of our primary default inventory for the three and nine months ended September 30, 2011 and 2010 appears in the table below. The information concerning new default notices and cures is compiled from monthly reports received from loan servicers. The level of new notice and cure activity reported in a particular month can be influenced by, among other things, the date on which a servicer generates its report and by transfers of servicing between loan servicers.

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|-------------------------------------|-----------|------------------------------------|------------|
| | 2011 | 2010 | 2011 | 2010 |
| Default inventory at beginning of period | 184,452 | 228,455 | 214,724 | 250,440 |
| Plus: New Notices | 44,342 | 53,134 | 127,509 | 154,708 |
| Less: Cures | (34,335) | (43,326) | (115,806) | (139,826) |
| Less: Paid (including those charged to a deductible or captive) | (12,033) | (11,722) | (39,052) | (31,569) |
| Less: Rescissions and denials | (1,532) | (3,168) | (6,481) | (10,380) |
| Default inventory at end of period | 180,894 | 223,373 | 180,894 | 223,373 |

Pool insurance notice inventory decreased from 43,329 at December 31, 2010 to 33,792 at September 30, 2011. The pool insurance notice inventory was 43,168 at September 30, 2010.

Note 13 – Premium Deficiency Reserve

The components of the premium deficiency reserve at September 30, 2011, December 31, 2010 and September 30, 2010 appear in the table below.

| | September 30, 2011 | December 31, 2010 (In millions) | September 30, 2010 |
|---|--------------------------|--|--------------------------|
| Present value of expected future paid losses and expenses, net of expected future premium | \$ (1,039) | \$ (1,254) | \$ (1,312) |
| Established loss reserves | 892 | 1,075 | 1,152 |
| Net deficiency | \$ (147) | \$ (179) | \$ (160) |

The decrease in the premium deficiency reserve for the three and nine months ended September 30, 2011 was \$12 million and \$32 million, respectively as shown in the table below, which represents the net result of actual premiums, losses and expenses as well as a net change in assumptions for these periods. The net change in assumptions for the third quarter of 2011 is primarily related to higher estimated ultimate losses. The net change in assumptions for the first nine months of 2011 is primarily related to higher estimated ultimate premiums and lower estimated ultimate losses.

| | Three Months Ended September 30, 2011 (In millions) | Nine Months Ended September 30, 2011 (In millions) |
|---|---|--|
| Premium Deficiency Reserve at beginning of period | \$(159) | \$(179) |
| Paid claims and loss adjustment expenses | \$85 | \$257 |
| Decrease in loss reserves | (8) | (182) |
| Premium earned | (30) | (91) |
| Effects of present valuing on future premiums, losses and expenses | (6) | (15) |
| Change in premium deficiency reserve to reflect actual premium, losses and expenses recognized | 41 | (31) |
| Change in premium deficiency reserve to reflect change in assumptions relating to future premiums, losses, expenses and discount rate (1) | (29) | 63 |
| Premium Deficiency Reserve at end of period | \$(147) | \$(147) |

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

Note 14 – Shareholders’ equity

Under our Shareholder Rights Agreement (the “Agreement”) each outstanding share of our Common Stock is accompanied by one Right. The Distribution Date occurs on the earlier of ten days after a public announcement that a person has become an Acquiring Person, or ten business days after a person announces or begins a tender offer in which consummation of such offer would result in a person becoming an Acquiring Person. An Acquiring Person is any person that becomes, by itself or together with its affiliates and associates, a beneficial owner of 5% or more of the shares of our Common Stock then outstanding, but excludes, among others, certain exempt and grandfathered persons as defined in the Agreement. The Rights are not exercisable until the Distribution Date. Each Right will initially entitle shareholders to buy one-half of one share of our Common Stock at a Purchase Price of \$25 per full share (equivalent to \$12.50 for each one-half share), subject to adjustment. Each exercisable Right (subject to certain limitations) will entitle its holder to purchase, at the Rights’ then-current Purchase Price, a number of our shares of Common Stock (or if after the Shares Acquisition Date, we are acquired in a business combination, common shares of the acquiror) having a market value at the time equal to twice the Purchase Price. The Rights will expire on August 17, 2012, or earlier as described in the Agreement. The Rights are redeemable at a price of \$0.001 per Right at any time prior to the time a person becomes an Acquiring Person. Other than certain amendments, the Board of Directors may amend the Rights in any respect without the consent of the holders of the Rights.

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

2.

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. The discussion below should be read in conjunction with "Management's Discussion and Analysis of Financial Condition and Results of Operations" in our Annual Report on Form 10-K for the year ended December 31, 2010. We refer to this Discussion as the "10-K MD&A." In the discussion below, we classify, in accordance with industry practice, as "full documentation" loans 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 composition of primary default inventory table under "Results of Consolidated Operations-Losses-Losses incurred" below. The discussion of our business in this document generally does not apply to our Australian operations which have historically been immaterial. The results of our operations in Australia are included in the consolidated results disclosed. For additional information about our Australian operations, see our risk factor titled "Our Australian operations may suffer significant losses" and "Overview—Australia" in our 10-K MD&A.

Forward Looking and Other Statements

As discussed under "Forward Looking Statements and Risk Factors" below, 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 current 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 the following particularly significant challenges:

- Whether we may continue to write insurance on new residential mortgage loans due to actions our regulators or the GSEs could take due to an actual or projected deterioration in our capital position. This challenge is discussed under "Capital" below.
- Whether we will prevail in legal proceedings challenging whether our rescissions were proper. For additional information about this challenge and other potentially significant challenges that we face, see "Rescissions" below as well as our risk factor titled "We are defendants in private and government litigation and are subject to the risk of additional private litigation, government litigation and regulatory proceedings in the future." An adverse outcome in these matters would negatively impact our capital position. See discussion of this challenge under "Capital" below.

- Whether private mortgage insurance will remain a significant credit enhancement alternative for low down payment single family mortgages. A definition of “qualified residential mortgages” (“QRM”) that significantly impacts the volume of low down payment mortgages available to be insured or a possible restructuring or change in the charters of the GSEs could significantly affect our business. This challenge is discussed under “Qualified Residential Mortgages” and “GSE Reform” below.

Capital

Insurance regulators

The insurance laws or regulations of 16 jurisdictions, including Wisconsin, our domiciliary state, require a mortgage insurer to maintain a minimum amount of statutory capital relative to the risk in force (or a similar measure) in order for the mortgage insurer to continue to write new business. We refer to these requirements as the “Capital Requirements.” Although we currently meet the Capital Requirements of the jurisdictions in which we write business, in 2009, we requested and received from the Office of the Commissioner of Insurance for Wisconsin (“OCI”) and insurance departments in certain other jurisdictions, waivers from their Capital Requirements in order to prepare for the possibility that we would not meet those requirements in the future. We also funded MGIC Indemnity Corporation (“MIC”), a direct subsidiary of MGIC, and obtained the required state and GSE approvals for MIC to write new business in jurisdictions where MGIC no longer met, or was not able to obtain a waiver of, the Capital Requirements. The GSEs have only approved MIC for use in certain states. The OCI or other insurance departments may modify or terminate MGIC’s existing waivers or fail to renew them when they expire. For additional information see our risk factor titled “Regulatory capital requirements may prevent us from continuing to write new insurance on an uninterrupted basis.”

The National Association of Insurance Commissioners (“NAIC”) adopted a new Statement of Statutory Accounting Principles (“SSAP No. 101”) that will change, among other things, the statutory accounting rules for admitting deferred tax assets. These changes were introduced by the NAIC, and approved by various task forces and committees of the NAIC, in the third quarter of 2011. Under SSAP No. 101, effective January 1, 2012, as a mortgage insurer approaches the Capital Requirement limits, the benefit allowed for deferred tax assets will be eliminated. Such elimination would negatively impact our statutory capital for purposes of calculating compliance with the Capital Requirements. At September 30, 2011, our statutory deferred tax assets were \$133 million. For more information about factors that could negatively impact our compliance with Capital Requirements, which depending on the severity of adverse outcomes could result in material non-compliance with Capital Requirements, see our risk factors titled “We are defendants in private and government litigation and are subject to the risk of additional private litigation, government litigation and regulatory proceedings in the future” and “We have reported net losses for the last four years, expect to continue to report annual net losses, and cannot assure you when we will return to profitability.”

GSEs

The GSEs have approved us as an eligible mortgage insurer, under remediation plans, even though our insurer financial strength (IFS) rating is below the published GSE minimum. The GSEs may change the requirements under our remediation plans or fail to renew, when they expire, their approvals of MIC as an eligible insurer during periods when MGIC does not meet insurance department requirements. These possibilities could result from changes imposed on the GSEs by their regulator or due to an actual or GSE-projected deterioration in our capital position. For additional information about this challenge see our risk factors titled “MGIC may not continue to meet the GSEs’ mortgage insurer eligibility requirements”, “Regulatory capital requirements may prevent us from continuing to write new insurance on an uninterrupted basis” and “We have reported losses for the last four years, expect to continue to report annual net losses, and cannot assure you when we will return to profitability.”

Rescissions

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 can 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 of policies for which claims have been submitted to us were not a material portion of our claims resolved during a year. However, beginning in 2008, our rescissions of policies have materially mitigated our paid losses. In each of 2009 and 2010, rescissions mitigated our paid losses by approximately \$1.2 billion and in the first three quarters of 2011, rescissions mitigated our paid losses by approximately \$0.5 billion (in each case, the figure includes amounts that would have either resulted in 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 recent quarters, 18% to 21% of claims received in a quarter have been resolved by rescissions, down from the peak of approximately 28% in the first half of 2009. While we have a substantial pipeline of claims investigations that we expect will eventually result in future rescissions, we expect that the percentage of claims that will be resolved through rescissions will continue to decline.

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. The estimation of the impact of rescissions on incurred losses, as shown in the table below, must be considered together with the various other factors impacting incurred losses and not in isolation.

The table below represents our estimate of the impact rescissions have had on reducing our loss reserves, paid losses and losses incurred.

| | Three Months Ended | | Nine Months Ended | |
|--|--------------------|-------|-------------------|-------|
| | September 30, | | September 30, | |
| | 2011 | 2010 | 2011 | 2010 |
| | (In billions) | | | |
| Estimated rescission reduction - beginning reserve | \$0.9 | \$2.3 | \$1.3 | \$2.1 |
| Estimated rescission reduction - losses incurred | - | (0.1) | - | 0.5 |
| Rescission reduction - paid claims | 0.1 | 0.3 | 0.5 | 0.9 |
| Amounts that may have been applied to a deductible | - | - | - | (0.2) |
| Net rescission reduction - paid claims | 0.1 | 0.3 | 0.5 | 0.7 |
| Estimated rescission reduction - ending reserve | \$0.8 | \$1.9 | \$0.8 | \$1.9 |

If the insured disputes our right to rescind coverage, the outcome of the dispute ultimately would be determined by legal proceedings. Legal proceedings disputing our right to rescind coverage may be brought up to three years after the lender has obtained title to the property (typically through a foreclosure) or the property was sold in a sale that we approved, whichever is applicable, although in a few jurisdictions there is a longer time to bring such an action. For nearly all of our rescissions that are not subject to a settlement agreement, the period in which a dispute may be brought has not ended. We consider a rescission resolved for reporting purposes even though legal proceedings have been initiated and are ongoing. Although it is reasonably possible that, when the proceedings are completed, there will be a determination that we were not entitled to rescind in all cases, we are unable to make a reasonable estimate or range of estimates of the potential liability. Under Accounting Standards Codification (“ASC”) 450-20, an estimated loss from such proceedings is accrued for only if we determine that the loss is probable and can be reasonably estimated. Therefore, when establishing our loss reserves, we do not include additional loss reserves that would reflect an adverse outcome from ongoing legal proceedings, including those with Countrywide. For more information about these legal proceedings, see Note 5 – “Litigation and contingencies” to our consolidated financial statements.

In 2010, we entered into a settlement agreement with a lender-customer regarding our rescission practices and we may, subject to GSE approval, enter into additional settlement agreements with other lenders in the future. In April 2011, Freddie Mac advised its servicers that they must obtain its prior approval for rescission settlements and Fannie Mae advised its servicers that they are prohibited from entering into such settlements. In addition, in April 2011, Fannie Mae notified us that we must obtain its prior approval to enter into certain settlements. We continue to discuss with other lenders their objections to material rescissions and have reached settlement terms with several of our significant lender customers. Any definitive agreement with these customers would be subject to GSE approval. There can be no assurances that the GSEs will approve any settlement agreements and we are not aware that they have approved any settlement agreements after April 2011.

In addition to the proceedings involving Countrywide, we are involved in legal proceedings with respect to rescissions that we do not consider to be collectively material in amount. Although it is reasonably possible that, when these discussions or proceedings are completed, there will be a conclusion or determination that we were not entitled to rescind in all cases, we are unable to make a reasonable estimate or range of estimates of the potential liability.

Qualified Residential Mortgages

The financial reform legislation that was passed in July 2010 (the “Dodd-Frank Act” or “Dodd-Frank”) requires a securitizer to retain at least 5% of the risk associated with mortgage loans that are securitized, and in some cases the retained risk may be allocated between the securitizer and the lender that originated the loan. This risk retention requirement does not apply to mortgage loans that are Qualified Residential Mortgages (“QRMs”) or that are insured by the FHA or another federal agency. In March 2011, federal regulators issued the proposed risk retention rule that includes a definition of QRM. The proposed definition of QRM contains many underwriting requirements, including a maximum loan-to-value ratio (“LTV”) of 80% on a home purchase transaction, a prohibition on seller contributions toward a borrower’s down payment or closing costs, and certain limits on a borrower’s debt-to-income ratio. The LTV is to be calculated without including mortgage insurance. The following table shows the percentage of our new risk written by LTV for the first nine months of 2011 and for the year ended December 31, 2010.

| | Percentage of new risk written | |
|---------------|--------------------------------|-------------------|
| | YTD September 30, 2011 | Full Year 2010 |
| LTV: | | |
| 80% and under | 0% | 0% |
| 80.1% - 85% | 6% | 7% |
| 85.1 - 90% | 42% | 48% |
| 90.1 - 95% | 50% | 44% |
| 95.1 - 97% | 2% | 1% |
| > 97% | 0% | 0% |

The regulators requested public comments regarding an alternative QRM definition, the underwriting requirements of which would allow loans with 90% LTVs, higher debt-to-income ratios than allowed under the proposed QRM definition, and that may consider mortgage insurance in determining whether the LTV requirement is met. We estimate that approximately 21% of our new risk written in 2011 was on loans that would have met the alternative QRM definition.

The regulators also requested that the public comments include information that may be used to assess whether mortgage insurance reduces the risk of default. We submitted a comment letter, including studies to the effect that mortgage insurance reduces the risk of default.

The public comment period for the proposed rule expired on August 1, 2011. At this time we do not know when a final rule will be issued. Under the proposed rule, because of the capital support provided by the U.S. Government, the GSEs satisfy the Dodd-Frank risk-retention requirements while they are in conservatorship. Therefore, lenders that originate loans that are sold to the GSEs while they are in conservatorship will not be required to retain risk associated with those loans.

Depending on, among other things, (a) the final definition of QRM and its requirements for LTV, seller contribution and debt-to-income ratio, (b) to what extent, if any, the presence of mortgage insurance would allow for a higher LTV in the definition of QRM, and (c) whether lenders choose mortgage insurance for non-QRM loans, the amount of new insurance that we write may be materially adversely affected. See also our risk factor titled “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.”

GSE Reform

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. The Dodd-Frank Act required the U.S. Department of the Treasury to report its recommendations regarding options for ending the conservatorship of the GSEs. This report was released on February 11, 2011 and while it does not provide any definitive timeline for GSE reform, it does recommend using a combination of federal housing policy changes to wind down the GSEs, shrink the government’s footprint in housing finance, and help bring private capital back to the mortgage market. Members of the House of Representatives and the Senate have since introduced several bills intended to scale back the GSEs. The bills include proposals to abolish the GSEs’ affordable housing goals, reduce the conforming loan limits (below the “permanent” loan limits in effect after the September 30, 2011 expiration of the temporary high cost area loan limits), increase guarantee fees and set annual limits on the size of each GSE’s retained portfolio. As a result of the matters referred to above, it is uncertain what role the GSEs, FHA and private capital, including private mortgage insurance, will play in the domestic residential housing finance system in the future or the impact of any such changes on our business. In addition, the timing of the impact on our business is uncertain. Any changes would require Congressional action to implement and it is difficult to estimate when Congressional action would be final and how long any associated phase-in period may last.

The GSEs have different loan purchase programs that allow different levels of mortgage insurance coverage. Under the “charter coverage” program, on certain loans lenders may choose a mortgage insurance coverage percentage that is less than the GSEs’ “standard coverage” and only the minimum required by the GSEs’ charters, with the GSEs paying a lower price for such loans. In 2011, nearly all of our volume has been on loans with GSE standard coverage. We charge higher premium rates for higher coverage percentages. To the extent lenders selling loans to GSEs in the future choose charter coverage for loans that we insure, our revenues would be reduced and we could experience other adverse effects. Pricing changes that we implemented in 2010 may eliminate a lender’s incentive to use GSE charter coverage in place of standard coverage.

Both of the GSEs have guidelines on terms under which they can conduct business with mortgage insurers, such as MGIC, with financial strength ratings below Aa3/AA-. (MGIC’s financial strength rating from Moody’s is B1, with the rating currently under review, and from Standard & Poor’s is B+, with a negative outlook.) For information about how these guidelines could affect us, see “Capital – GSEs” below and our risk factor titled “MGIC may not continue to meet the GSEs’ mortgage insurer eligibility requirements.”

Loan Modification and Other Similar Programs

Beginning in the fourth quarter of 2008, the federal government, including through the Federal Deposit Insurance Corporation (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. During 2010 and the first three quarters of 2011, we were notified of modifications that cured delinquencies that had they become paid claims would have resulted in approximately \$3.2 billion and \$1.4 billion, respectively, of estimated claim payments. As noted below, we cannot predict with a high degree of confidence what the ultimate re-default rate will be. For internal reporting purposes, we assume approximately 50% of those modifications will ultimately re-default, and those re-defaults may result in future claim payments. Because modifications cure the defaults with respect to the previously defaulted loans, our loss reserves do not account for potential re-defaults unless at the time the reserve is established, the re-default has already occurred. Based on information that is provided to us, most of the modifications resulted in reduced payments from interest rate and/or amortization period adjustments; less than 5% resulted in principal forgiveness.

One loan modification program is the Home Affordable Modification Program ("HAMP"). Some of HAMP's eligibility criteria relate to the borrower's 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 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. We are aware of approximately 13,900 loans in our primary delinquent inventory at September 30, 2011 for which the HAMP trial period has begun and which trial periods have not been reported to us as completed or cancelled. Through September 30, 2011 approximately 34,400 delinquent primary loans have cured their delinquency after entering HAMP and are not in default. We believe that we have realized the majority of the benefits from HAMP because the number of loans insured by us that we are aware are entering HAMP trial modification periods has decreased significantly over time.

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. 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 portion of a borrower's mortgage loan balance to be reduced in bankruptcy and if the borrower re-defaults after such reduction, then the amount we would be responsible to cover would be calculated after adding back the reduction. Unless a lender has obtained our prior approval, if a borrower's mortgage loan balance is reduced outside the bankruptcy context, including in association with a loan modification, and if the borrower re-defaults after such reduction, then under the terms of our policy the amount we would be responsible to cover would be calculated net of the reduction.

Eligibility under loan modification programs can also adversely affect us by creating an incentive for borrowers who are able to make their mortgage payments to become delinquent in an attempt to obtain the benefits of a modification. New notices of delinquency increase our incurred losses.

In 2009, the GSEs began offering the Home Affordable Refinance Program (HARP). HARP allows borrowers who are not delinquent but who may not otherwise be able to refinance their loans under the current GSE underwriting standards, to refinance their loans. We allow the HARP refinances on loans that we insure, regardless of whether the loan meets our current underwriting standards, and we account for the refinance as a loan modification (even where there is a new lender) rather than new insurance written. To incent lenders to allow more current borrowers to refinance their loans, in October 2011, the GSEs and their regulator, FHFA, announced an expansion of HARP. The expansion includes, among other changes, releasing certain representations in certain circumstances benefitting the GSEs. We have agreed to allow these additional HARP refinances, including releasing the insured in certain circumstances from certain rescission rights we would have under our policy. While an expansion of HARP may result in fewer delinquent loans and claims, our ability to rescind coverage will be limited in certain circumstances. We are unable to predict what net impact these changes may have on our incurred or paid losses.

Various government entities and private parties have from time to time enacted foreclosure (or equivalent) moratoriums and suspensions (which we collectively refer to as moratoriums). Recently, various government agencies have been investigating large mortgage servicers and other parties to determine whether they acted improperly in foreclosure proceedings. We do not know what effect improprieties that may have occurred in a particular foreclosure have on the validity of that foreclosure, once it was completed and the property transferred to the lender. Under our policy, in general, completion of a foreclosure is a condition precedent to the filing of a claim.

Past moratoriums, which were imposed to afford time to determine whether loans could be modified, did not stop the accrual of interest or affect other expenses on a loan, and we cannot predict whether any future moratorium would do so. Therefore, unless a loan is cured during a moratorium, at the expiration of a moratorium, additional interest and expenses may be due to the lender from the borrower. For certain moratoriums (e.g., those imposed in order to afford time to modify loans), our paid claim amount may include some additional interest and expenses. For moratoriums or delays resulting from investigations into servicers and other parties' actions in foreclosure proceedings, our willingness to pay additional interest and expenses may be different, subject to the terms of our mortgage insurance policies. The various moratoriums and delays may temporarily delay our receipt of claims and may increase the length of time a loan remains in our delinquent loan inventory.

In early January 2011, the highest court in Massachusetts, a state in which foreclosures are accomplished by private sale rather than judicial action, held the foreclosure laws of that state required a person seeking to foreclose a mortgage to be the holder of the mortgage at the time notice of foreclosure was published. The servicers who had foreclosed in this case did not provide sufficient evidence that they were the holders of the mortgages and therefore they lacked authority to foreclose. Courts in other jurisdictions have considered similar issues and reached different conclusions. These decisions have not had a direct impact on our claims processes or rescissions.

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, which require us to return any premium received from the date of default. 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.
- 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. A change 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 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 the 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 the 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” in our 10-K MD&A, except in the case of a premium deficiency reserve, 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 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.
- The rate at which we rescind policies. Our estimated loss reserves reflect mitigation from rescissions of policies and denials of claims. 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 (percentage of insurance remaining in force from one year prior), 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. See further information under “Mortgage Insurance Earnings and Cash Flow Cycle” below.

- Changes in premium deficiency reserve

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 reserve 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 September 30, 2011 is comprised of \$245 million of 5.375% Senior Notes due in November 2015, \$345 million of 5% Convertible Senior Notes due in 2017 and \$389.5 million of 9% Convertible Junior Subordinated Debentures due in 2063 (interest on these debentures accrues and compounds even if we defer the payment of interest), as discussed in Note 3 – "Debt" to our consolidated financial statements and under "Liquidity and Capital Resources" below. At September 30, 2011, the convertible debentures are reflected as a liability on our consolidated balance sheet at the current amortized value of \$336.7 million, with the unamortized discount reflected in equity.

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.

Summary of 2011 Third Quarter Results

Our results of operations for the third quarter of 2011 were principally affected by the factors referred to below.

- Net premiums written and earned

Net premiums written and earned during the third quarter of 2011 decreased when compared to the same period in 2010. The decrease was due to our lower average insurance in force, offset by lower levels of premium refunds related to rescissions and the continued decline of premiums ceded to captives.

- Investment income

Investment income in the third quarter of 2011 was lower when compared to the same period in 2010 due to a decrease in our average invested assets as we continue to meet our claim obligations.

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

Net realized gains for the third quarter of 2011 included \$11.4 million in net realized gains on the sale of fixed income investments, compared to \$24.5 million in net gains on sales during the third quarter of 2010. The third quarter of 2011 included other-than-temporary impairment losses of \$0.3 million.

- Losses incurred

Losses incurred for the third quarter of 2011 increased compared to the same period in 2010 primarily due to a slight increase in the claim rate on previously received defaults and the net increase in new default notices. The estimated claim rate increased slightly in the third quarter of 2011, compared to remaining relatively flat in the third quarter of 2010. The estimated severity remained relatively flat in the third quarter of 2011 compared to decreasing in the third quarter of 2010.

- Change in premium deficiency reserve

During the third quarter of 2011 the premium deficiency reserve on Wall Street bulk transactions declined by \$12 million from \$159 million, as of June 30, 2011, to \$147 million as of September 30, 2011. The decrease in the premium deficiency reserve represents the net result of actual premiums, losses and expenses as well as a change in net assumptions for the period. The change in net assumptions for the third quarter of 2011 is primarily related to higher estimated ultimate losses. The \$147 million premium deficiency reserve as of September 30, 2011 reflects the present value of expected future losses and expenses that exceeds the present value of expected future premium and already established loss reserves.

- Underwriting and other expenses

Underwriting and other expenses for the third quarter of 2011 decreased when compared to the same period in 2010. The decrease reflects our reductions in headcount as well as our lower contract underwriting volume.

- Interest expense

Interest expense for the third quarter of 2011 decreased when compared to the same period in 2010. The decrease is primarily due to the repurchase of \$55 million in par value of the November 2015 Senior Notes in the second quarter of 2011.

- Benefit from income taxes

We had a benefit from income taxes of (\$26.1) million in both the third quarter of 2011 and the third quarter of 2010. During the third quarter of 2011, the benefit from income taxes was reduced by \$47.9 million due to an increase in the amount of a valuation allowance. During the third quarter of 2010, the benefit from income taxes was increased by \$2.2 million due to a decrease in the amount of the valuation allowance.

Results of Consolidated Operations

New insurance written

The amount of our primary new insurance written during the three and nine months ended September 30, 2011 and 2010 was as follows:

| | Three Months Ended | | Nine Months Ended | |
|--|--------------------|--------|-------------------|--------|
| | September 30, | | September 30, | |
| | 2011 | 2010 | 2011 | 2010 |
| Total Primary NIW (In billions) | \$ 3.9 | \$ 3.5 | \$ 10.0 | \$ 8.0 |
| Refinance volume as a % of primary NIW | 20 % | 31 % | 24 % | 24 % |

The increase in new insurance written in the third quarter and first nine months of 2011, compared to the same periods in 2010, was partially due to a modest increase in the private mortgage insurance industry market share. The absolute levels of new insurance written continue to remain low due to lower home sales, the continued strong but diminishing market share of FHA and the fees the GSEs impose on borrowers. During the third quarter, two of our competitors stopped writing new business and, based on public disclosures, these competitors approximated slightly more than 20% of the private mortgage insurance industry volume in the first half of 2011. This business is being actively pursued by us and our other competitors. We are currently writing more business than we did in the first half of the year, which could be the result of an increase in market share or reflective of the market in general. Since two of our competitors do not report their new insurance written publicly it is difficult to calculate an accurate market share. Also, we believe that some of our competitors are being more aggressive with premium rates and underwriting guidelines. For more information regarding these competitors see our risk factor titled "Regulatory capital requirements may prevent us from continuing to write new insurance on an uninterrupted basis."

The FHA substantially increased its market share beginning in 2008. We believe that the FHA's market share increased, in part, because private mortgage insurers tightened their underwriting guidelines (which 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). In addition, federal legislation and programs provided the FHA with greater flexibility in establishing new products and increased the FHA's competitive position against private mortgage insurers. However, the FHA's current premium pricing, when compared to our current credit-tiered premium pricing (and considering the effects of GSE pricing changes), may allow us to be more competitive with the FHA than in the recent past for loans with high FICO credit scores. We cannot predict, however, what impact these premium changes will have on new insurance written in the future due to, among other factors, potential increases in guarantee fees charged by the GSEs and the total profitability that may be realized by mortgage lenders from securitizing loans through Ginnie Mae when compared to securitizing loans through Fannie Mae or Freddie Mac.

We continue to expect new insurance written in 2011 to increase modestly over the \$12 billion written in 2010. Our level of new insurance written could also be affected by other items, including those noted in our Risk Factors.

From time to time, in response to market conditions, we change the types of loans that we insure and the guidelines under which we insure them. In addition, we make exceptions to our underwriting guidelines on a loan-by-loan basis and for certain customer programs. Together these exceptions accounted for fewer than 5% of the loans we insured in the second half of 2010 and fewer than 6% of the loans we insured in the first nine months of 2011. A large percentage of the exceptions were made for loans with debt-to-income ratios slightly above our guideline. Beginning in September 2009, we have made changes to our underwriting guidelines that have allowed certain loans to be eligible for insurance that were not eligible prior to those changes and we expect to continue to make changes in appropriate circumstances in the future. Our underwriting guidelines are available on our website at <http://www.mgic.com/guides/underwriting.html>.

Cancellations, insurance in force and risk in force

New insurance written and cancellations of primary insurance in force during the three and nine months ended September 30, 2011 and 2010 were as follows:

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|--|-------------------------------------|----------|------------------------------------|-----------|
| | 2011 | 2010 | 2011 | 2010 |
| | (In billions) | | | |
| NIW | \$3.9 | \$3.5 | \$10.0 | \$8.0 |
| Cancellations | (7.3) | (9.0) | (22.3) | (23.3) |
| Change in primary insurance in force | \$(3.4) | \$(5.5) | \$(12.3) | \$(15.3) |
| Direct primary insurance in force as of September 30, | \$179.0 | \$196.9 | | |
| Direct primary risk in force as of September 30, | \$46.0 | \$50.4 | | |

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. Since 2009, cancellations due to rescissions and claim payments have comprised a significant amount of our cancellations.

Our persistency rate was 83.7% at September 30, 2011 compared to 84.4% at December 31, 2010 and 85.7% at September 30, 2010. These persistency rates 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 September 30, 2011, included approximately 80,800 loans with insurance in force of approximately \$12.8 billion and risk in force of approximately \$3.8 billion, which is approximately 65% of our bulk risk in force.

In bulk transactions, the individual loans in the insured portfolio are generally insured to specified levels of coverage. Some of our bulk transactions (approximately 20% of our bulk risk in force) contain aggregate loss limits on the insured portfolio. If claim payments associated with a specific bulk portfolio reach the aggregate loss limit the remaining insurance in force within the deal may be cancelled and any remaining defaults under the deal are removed from our default inventory.

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 \$2.0 billion (\$0.8 billion on pool policies with aggregate loss limits and \$1.2 billion on pool policies without aggregate loss limits) at September 30, 2011 compared to \$2.7 billion (\$1.2 billion on pool policies with aggregate loss limits and \$1.5 billion on pool policies without aggregate loss limits) at December 31, 2010.

MGIC and Freddie Mac disagree on the amount of the aggregate loss limit under certain pool insurance policies insuring Freddie Mac that share a single aggregate loss limit. The aggregate loss limit is approximately \$535 million higher under Freddie Mac's interpretation than under our interpretation. We account for losses under our interpretation although it is reasonably possible that were the matter to be decided by a third party our interpretation would not prevail. The differing interpretations had no effect on our results until the second quarter of 2011. For the second and third quarters of 2011, our incurred losses would have been \$126 million higher in the aggregate had they been recorded based on Freddie Mac's interpretation, and our capital and Capital Requirements would have been negatively impacted at each quarter end. See our risk factor titled, "Regulatory capital requirements may prevent us from continuing to write new insurance on an uninterrupted basis." We expect the incurred losses that would have been recorded under Freddie Mac's interpretation will continue to increase in future quarters. We are discussing the disagreement with Freddie Mac in an effort to resolve it.

Net premiums written and earned

Net premiums written and earned during the third quarter and first nine months of 2011 decreased when compared to the same periods in 2010. The decrease was due to our lower average insurance in force, offset by lower levels of premium refunds related to rescissions and the continued decline of premiums ceded to captives.

We expect our average insurance in force to continue to decline in the fourth quarter of 2011 because our expected new insurance written levels are not expected to exceed our cancellation activity. We expect our premium yields (net premiums written or earned, expressed on an annual basis, divided by the average insurance in force) for the fourth quarter of 2011 to continue at approximately the level experienced during the first nine months of 2011.

Risk sharing arrangements

For the quarter ended September 30, 2011, approximately 5% of our flow new insurance written was subject to arrangements with captives which was comparable to the year ended December 31, 2010. We expect the percentage of new insurance written subject to risk sharing arrangements to continue to approximate 5% in the fourth quarter of 2011 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 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 the fourth quarter of 2011 for the reasons discussed above.

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

Investment income

Investment income in the third quarter and first nine months of 2011 was lower when compared to the same periods in 2010 due to a decrease in our average invested assets as we continue to meet our claim obligations. The average maturity of our investments has continued to decrease, as discussed under “Liquidity and Capital Resources” below. The portfolio’s average pre-tax investment yield was 2.7% at September 30, 2011 and 2.4% at September 30, 2010. The portfolio’s average pre-tax investment yield, excluding cash and cash equivalents, was 3.0% at September 30, 2011 and 3.2% at September 30, 2010.

We continue to expect a decline in investment income in the fourth quarter of 2011, compared to the same period 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.

Realized gains and other-than-temporary impairments

Net realized gains for the third quarter and first nine months of 2011 included \$11.4 million and \$38.9 million, respectively, in net realized gains on the sale of fixed income investments, offset by \$0.3 million in OTTI losses in each case. Net realized gains for the third quarter of 2010 included \$24.5 million in net realized gains on the sale of fixed income investments and net realized gains for the nine months ended September 30, 2010 included \$89.2 million in net realized gains on the sale of fixed income investments, offset by \$6.1 million in OTTI losses.

Other revenue

Other revenue for the third quarter of 2011 decreased, when compared to the third quarter of 2010, due to a decrease in contract underwriting revenue. Other revenue for the first nine months of 2011 increased, when compared to the same period in 2010, due to a \$3.2 million gain recognized in the second quarter of 2011 on the repurchase of \$55 million in par value of our 5.375% Senior Notes due in November 2015, offset by a decrease in contract underwriting revenue.

Losses

As discussed in “Critical Accounting Policies” in our 10-K MD&A 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 estimating 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 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. Our estimates are also affected by any agreements we enter into regarding claim payments, such as the settlement agreement discussed below under “Losses incurred.” 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 “Our losses could increase if rescission rates decrease faster than we are projecting or we do not prevail in proceedings challenging whether our rescissions were proper.”

Our estimates could also be positively affected by efforts to assist current borrowers in refinancing to new loans, assisting delinquent borrowers in reducing their mortgage payments, and forestalling foreclosures. If these benefits occur, we anticipate they will do so under non-HAMP programs. See discussion of HAMP under “Overview – Loan Modification and Other Similar Programs.”

Losses incurred

Losses incurred for the third quarter of 2011 increased compared to the same period in 2010 primarily due to a slight increase in the claim rate and the net increase in new defaults. The estimated claim rate increased slightly in the third quarter of 2011 compared to remaining flat in the third quarter of 2010. The estimated severity remained flat in the third quarter of 2011 compared to a decrease in the third quarter of 2010.

In the first nine months of 2011, net losses incurred were \$1.2 billion, which represented \$1.3 billion related to current year loss development offset by \$0.1 billion related to favorable prior years' loss development. In the first nine months of 2010, net losses incurred were \$1.2 billion, which represented \$1.5 billion related to current year loss development offset by \$0.3 billion related to favorable prior years' loss development. See Note 12 – “Loss Reserves” to our consolidated financial statements.

Current year losses incurred decreased slightly in the first nine months of 2011 compared to the same period in 2010 primarily due to a decrease in the number of new default notices received, net of cures, from 14,882 in the first nine months of 2010 to 11,703 in the first nine months of 2011.

The amount of losses incurred relating to defaults that occurred in prior years represents the actual claim rate and severity associated with those defaults resolved in the current period to the extent it differs from the estimated liability at the prior year-end, 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 of the claim rate and severity 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. The \$96 million decrease in losses incurred in the first nine months of 2011 was related to defaults that occurred in prior periods. This decrease in losses incurred primarily related to a decrease in the estimated severity on primary defaults which approximated \$105 million as well as a decrease in estimated severity on pool defaults which approximated \$50 million. The decrease in losses incurred related to prior years was also related to a decrease in estimated loss adjustment expenses which approximated \$121 million. These decreases were offset by an increase in the estimated claim rate on primary defaults which approximated \$180 million. The decrease in the severity was based on the resolution of approximately 49% of the prior year default inventory. The decrease in estimated loss adjustment expense was based on recent historical trends in the costs associated with resolving a claim. The increase in the claim rate was also based on the resolution of the prior year default inventory, as well as a re-estimation of amounts to be ultimately paid on defaults remaining in inventory from the end of the prior year and estimated incurred but not reported items from the end of the prior year.

The \$304 million decrease in losses incurred in the first nine months of 2010 was related to defaults that occurred in prior periods. This decrease in losses incurred primarily related to a decrease in the claim rate on primary defaults which approximated \$355 million. The decrease in the claim rate was based on the resolution of approximately 46% of the prior year default inventory. The decrease in the claim rate was due to greater cures experienced during the first nine months of 2010, a portion of which resulted from loan modifications. The decrease in the claim rate on prior year defaults was offset by an increase in primary severity which approximated \$40 million and pool defaults which approximated \$60 million. The increase in severity was based on the re-estimation of amounts to be ultimately paid on defaults remaining in inventory from the end of the prior year. The additional decrease in losses incurred related to prior years of approximately \$49 million related to LAE reserves and reinsurance.

The decrease in the primary default inventory experienced during the first nine months of 2011 was generally across all markets and all book years. However the percentage of loans in the inventory that have been in default for 12 or more consecutive months has increased, as shown in the table below. Historically as a default ages it becomes more likely to result in a claim.

Aging of the Primary Default Inventory

| | September 30, 2011 | | | December 31, 2010 | | | September 30, 2010 | | |
|--|-----------------------|------------|----------|----------------------|------------|----------|-----------------------|------------|----------|
| Consecutive months in default | | | | | | | | | |
| 3 months or less | 33,167 | 18 | % | 37,640 | 18 | % | 39,516 | 18 | % |
| 4 - 11 months | 45,110 | 25 | % | 58,701 | 27 | % | 60,472 | 27 | % |
| 12 months or more | 102,617 | 57 | % | 118,383 | 55 | % | 123,385 | 55 | % |
| Total primary default inventory | 180,894 | 100 | % | 214,724 | 100 | % | 223,373 | 100 | % |

The length of time a loan is in the default inventory can differ from the number of payments that the borrower has not made or is considered delinquent. These differences typically result from a borrower making monthly payments that do not result in the loan becoming fully current. The number of payments that a borrower is delinquent is shown in the table below.

Number of Payments Delinquent

| | September 30, 2011 | | | December 31, 2010 | | | September 30, 2010 | | |
|--|-----------------------|------------|----------|----------------------|------------|----------|-----------------------|------------|----------|
| 3 payments or less | 43,312 | 24 | % | 51,003 | 24 | % | 52,056 | 23 | % |
| 4 - 11 payments | 47,929 | 26 | % | 65,797 | 31 | % | 70,681 | 32 | % |
| 12 payments or more | 89,653 | 50 | % | 97,924 | 45 | % | 100,636 | 45 | % |
| Total primary default inventory | 180,894 | 100 | % | 214,724 | 100 | % | 223,373 | 100 | % |

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 can 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 of policies for which claims have been submitted to us were not a material portion of our claims resolved during a year. However, beginning in 2008, our rescissions of policies have materially mitigated our paid losses. In each of 2009 and 2010, rescissions mitigated our paid losses by approximately \$1.2 billion and in the first three quarters of 2011, rescissions mitigated our paid losses by approximately \$0.5 billion (in each case, the figure includes amounts that would have either resulted in 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 recent quarters, 18% to 21% of claims received in a quarter have been resolved by rescissions, down from the peak of approximately 28% in the first half of 2009. While we have a substantial pipeline of claims investigations that we expect will eventually result in future rescissions, we expect that the percentage of claims that will be resolved through rescissions will continue to decline.

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. The estimation of the impact of rescissions on incurred losses, as shown in the table below, must be considered together with the various other factors impacting incurred losses and not in isolation.

The table below represents our estimate of the impact rescissions have had on reducing our loss reserves, paid losses and losses incurred.

| | Three Months Ended | | Nine Months Ended | |
|--|--------------------|-------|-------------------|-------|
| | September 30, | | September 30, | |
| | 2011 | 2010 | 2011 | 2010 |
| | (In billions) | | | |
| Estimated rescission reduction - beginning reserve | \$0.9 | \$2.3 | \$1.3 | \$2.1 |
| Estimated rescission reduction - losses incurred | - | (0.1) | - | 0.5 |
| Rescission reduction - paid claims | 0.1 | 0.3 | 0.5 | 0.9 |
| Amounts that may have been applied to a deductible | - | - | - | (0.2) |
| Net rescission reduction - paid claims | 0.1 | 0.3 | 0.5 | 0.7 |
| Estimated rescission reduction - ending reserve | \$0.8 | \$1.9 | \$0.8 | \$1.9 |

The decrease in the estimated rescission reduction to losses incurred in the first nine months of 2011 compared to the same period in 2010 is due to a decline in the expected rescission rate for loans in our default inventory, compared to an increasing expected rescission rate in the first nine months of 2010.

At September 30, 2011, our loss reserves continued to be significantly impacted by expected rescission activity. We expect that the reduction of our loss reserves due to rescissions will continue to decline because our recent experience indicates new notices in our default inventory have a lower likelihood of being rescinded than those already in the inventory.

The liability associated with our estimate of premiums to be refunded on expected future rescissions is accrued for separately. At September 30, 2011 and December 31, 2010 the estimate of this liability totaled \$70 million and \$101 million, respectively. Separate components of this liability are included in "Other liabilities" and "Premium deficiency reserve" on our consolidated balance sheet. Changes in the liability affect premiums written and earned and change in premium deficiency reserve.

If the insured disputes our right to rescind coverage, the outcome of the dispute ultimately would be determined by legal proceedings. Legal proceedings disputing our right to rescind coverage may be brought up to three years after the lender has obtained title to the property (typically through a foreclosure) or the property was sold in a sale that we approved, whichever is applicable, although in a few jurisdictions there is a longer time to bring such an action. For nearly all of our rescissions that are not subject to a settlement agreement, the period in which a dispute may be brought has not ended. We consider a rescission resolved for reporting purposes even though legal proceedings have been initiated and are ongoing. Although it is reasonably possible that, when the proceedings are completed, there will be a determination that we were not entitled to rescind in all cases, we are unable to make a reasonable estimate or range of estimates of the potential liability. Under Accounting Standards Codification ("ASC") 450-20, an estimated loss from such proceedings is accrued for only if we determine that the loss is probable and can be reasonably estimated. Therefore, when establishing our loss reserves, we do not include additional loss reserves that would reflect an adverse outcome from ongoing legal proceedings, including those with Countrywide. For more information about these legal proceedings, see Note 5 – "Litigation and contingencies" to our consolidated financial statements.

In 2010, we entered into a settlement agreement with a lender-customer regarding our rescission practices and we may, subject to GSE approval, enter into additional settlement agreements with other lenders in the future. In April 2011, Freddie Mac advised its servicers that they must obtain its prior approval for rescission settlements and Fannie Mae advised its servicers that they are prohibited from entering into such settlements. In addition, in April 2011, Fannie Mae notified us that we must obtain its prior approval to enter into certain settlements. We continue to discuss with other lenders their objections to material rescissions and have reached settlement terms with several of our significant lender customers. Any definitive agreement with these customers would be subject to GSE approval. There can be no assurances that the GSEs will approve any settlement agreements and we are not aware that they have approved any settlement agreements after April 2011.

In addition to the proceedings involving Countrywide, we are involved in legal proceedings with respect to rescissions that we do not consider to be collectively material in amount. Although it is reasonably possible that, when these discussions or proceedings are completed, there will be a conclusion or determination that we were not entitled to rescind in all cases, we are unable to make a reasonable estimate or range of estimates of the potential liability.

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 in the most recent two quarters to allow sufficient time for a substantial percentage of the claims received in those two quarters to reach resolution.

As of September 30, 2011

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

| Quarter in Which the Claim was Received | ETD Rescission Rate (1) | ETD Claims Resolution Percentage (2) |
|---|-------------------------|--------------------------------------|
| Q4 2009 | 23.8% | 100.0% |
| Q1 2010 | 21.0% | 99.9% |
| Q2 2010 | 20.0% | 99.9% |
| Q3 2010 | 18.8% | 99.6% |
| Q4 2010 | 16.6% | 98.0% |
| Q1 2011 | 11.7% | 93.1% |

(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. In certain cases we rescind coverage before a claim is received. Such rescissions, which have not been material, are not included in the statistics in this table.

(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 for which we have informed the insured of our decision not to pay the claim. Although our decision to not pay a claim is made after we have given the insured an opportunity to dispute the facts underlying our decision to not pay the claim, these decisions are sometimes reversed after further discussion with the insured. The number of rescission reversals has been immaterial.

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

As discussed under “–Risk sharing arrangements,” approximately 5% of our flow new insurance written is subject to reinsurance arrangements with lender captives. Captive agreements are written on an annual book of business and the captives are required to maintain a separate trust account to support the combined reinsured risk on all annual books. MGIC is the sole beneficiary of the trust, and the trust account is made up of capital deposits by the lender captive, premium deposits by MGIC, and investment income earned. These amounts are held in the trust account and are available to pay reinsured losses. The reinsurance recoverable on loss reserves related to captive agreements was approximately \$150 million at September 30, 2011 which was supported by \$367 million of trust assets, while at December 31, 2010 the reinsurance recoverable on loss reserves related to captives was \$248 million which was supported by \$484 million of trust assets. As of September 30, 2011 and December 31, 2010 there was an additional \$25 million and \$26 million, respectively, of trust assets in captive agreements where there was no related reinsurance recoverable on loss reserves. For additional discussion regarding our captive arrangements see “Losses—Losses incurred” in our 10-K MD&A.

In the third quarter and first nine months of 2011 the captive arrangements reduced our losses incurred by approximately \$19 million and \$48 million, respectively, compared to a \$44 million and \$91 million, respectively, in the third quarter and first nine months of 2010. We anticipate that the reduction in losses incurred will continue to be lower in the fourth quarter of 2011, as some of our captive arrangements were terminated in 2010.

A rollforward of our primary default inventory for the three and nine months ended September 30, 2011 and 2010 appears in the table below. The information concerning new default notices and cures is compiled from monthly reports received from loan servicers. The level of new notice and cure activity reported in a particular month can be influenced by, among other things, the date on which a servicer generates its report and by transfers of servicing between loan servicers.

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|-------------------------------------|-----------|------------------------------------|------------|
| | 2011 | 2010 | 2011 | 2010 |
| Default inventory at beginning of period | 184,452 | 228,455 | 214,724 | 250,440 |
| Plus: New Notices | 44,342 | 53,134 | 127,509 | 154,708 |
| Less: Cures | (34,335) | (43,326) | (115,806) | (139,826) |
| Less: Paid (including those charged to a deductible or captive) | (12,033) | (11,722) | (39,052) | (31,569) |
| Less: Rescissions and denials | (1,532) | (3,168) | (6,481) | (10,380) |
| Default inventory at end of period | 180,894 | 223,373 | 180,894 | 223,373 |

Information about the composition of the primary default inventory at September 30, 2011, December 31, 2010 and September 30, 2010 appears in the table below.

| | September 30, 2011 | December 31, 2010 | September 30, 2010 |
|---|--------------------------|-------------------------|--------------------------|
| Total loans delinquent (1) | 180,894 | 214,724 | 223,373 |
| Percentage of loans delinquent (default rate) | 15.85 % | 17.48 % | 17.67 % |
| Prime loans delinquent (2) | 114,828 | 134,787 | 139,270 |
| Percentage of prime loans delinquent (default rate) | 11.91 % | 13.11 % | 13.19 % |
| A-minus loans delinquent (2) | 26,600 | 31,566 | 32,843 |
| Percent of A-minus loans delinquent (default rate) | 34.30 % | 36.69 % | 36.73 % |
| Subprime credit loans delinquent (2) | 9,562 | 11,132 | 11,465 |
| Percentage of subprime credit loans delinquent (default rate) | 42.97 % | 45.66 % | 45.59 % |
| Reduced documentation loans delinquent (3) | 29,904 | 37,239 | 39,795 |
| Percentage of reduced documentation loans delinquent (default rate) | 38.52 % | 41.66 % | 42.49 % |

General Notes: (a) For the information presented, the FICO credit score for a loan with multiple borrowers is the lowest of the borrowers' "decision FICO scores." A borrower's "decision FICO score" is determined as follows: if there are three FICO scores available, the middle FICO score is used; if two FICO scores are available, the lower of the two is used; if only one FICO score is available, it is used.

(b) Servicers continue to pay our premiums for nearly all of the loans in our default inventory, but in some cases, servicers stop paying our premiums. In those cases, even though the loans continue to be included in our default inventory, the applicable loans are removed from our insurance in force and risk in force. Loans where servicers have stopped paying premiums include 10,121 defaults with a risk of \$525.7 million as of September 30, 2011.

(1) At September 30, 2011, December 31, 2010 and September 30, 2010 31,085, 36,066 and 37,420 loans in the default inventory, respectively, related to Wall Street bulk transactions.

(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; in the table above, such loans appear only in the reduced documentation category and they do not appear in any of the other categories.

(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.

The primary and pool loss reserves at September 30, 2011, December 31, 2010 and September 30, 2010 appear in the table below.

| Gross Reserves | September 30, 2011 | December 31, 2010 | September 30, 2010 |
|--|--------------------------|-------------------------|--------------------------|
| Primary: | | | |
| Direct loss reserves (in millions) | \$ 4,403 | \$ 5,146 | \$ 5,460 |
| Ending default inventory | 180,894 | 214,724 | 223,373 |
| Average direct reserve per default | \$ 24,342 | \$ 23,966 | \$ 24,444 |
| Primary claims received inventory included in ending default inventory | 13,799 | 20,898 | 21,306 |
| Pool (1): | | | |
| Direct loss reserves (in millions): | | | |
| With aggregate loss limits (2) | \$ 359 | \$ 700 | \$ 684 |
| Without aggregate loss limits | 20 | 30 | 28 |
| Total pool direct loss reserves | \$ 379 | \$ 730 | \$ 712 |
| Ending default inventory: | | | |
| With aggregate loss limits (2) | 32,357 | 41,786 | 41,650 |
| Without aggregate loss limits | 1,435 | 1,543 | 1,518 |
| Total pool ending default inventory | 33,792 | 43,329 | 43,168 |
| Pool claims received inventory included in ending default inventory | 1,345 | 2,510 | 2,196 |
| Other gross reserves (in millions) | \$ 10 | \$ 8 | \$ 7 |

(1) Since a number of our pool policies include aggregate loss limits and/or deductibles, we do not disclose an average direct reserve per default for our pool business.

(2) See "Pool insurance" above for a discussion of our interpretation of the appropriate aggregate loss on a pool policy we have with Freddie Mac. At September 30, 2011 our loss reserves under this policy have been limited under our interpretation of the aggregate. The default inventory includes all items in default under this policy.

The primary default inventory and primary loss reserves by region at September 30, 2011, December 31, 2010 and September 30, 2010 appears in the table below.

Losses by Region

Primary Default Inventory

| Region | September 30, 2011 | December 31, 2010 | September 30, 2010 |
|---------------|--------------------------|-------------------------|--------------------------|
| Great Lakes | 22,689 | 27,663 | 28,820 |
| Mid-Atlantic | 8,263 | 9,660 | 10,143 |
| New England | 7,012 | 7,702 | 8,067 |
| North Central | 21,177 | 24,192 | 25,170 |
| Northeast | 18,140 | 19,056 | 19,146 |
| Pacific | 19,874 | 25,438 | 27,251 |
| Plains | 5,879 | 7,045 | 7,273 |
| South Central | 22,014 | 28,984 | 30,530 |
| Southeast | 55,846 | 64,984 | 66,973 |
| Total | 180,894 | 214,724 | 223,373 |

Primary Loss Reserves (In millions)

| Region | September 30, 2011 | December 31, 2010 | September 30, 2010 |
|---------------------------|--------------------------|-------------------------|--------------------------|
| Great Lakes | \$361 | \$426 | \$455 |
| Mid-Atlantic | 200 | 231 | 242 |
| New England | 158 | 174 | 188 |
| North Central | 437 | 495 | 493 |
| Northeast | 359 | 374 | 387 |
| Pacific | 789 | 886 | 900 |
| Plains | 89 | 107 | 108 |
| South Central | 461 | 555 | 577 |
| Southeast | 1,231 | 1,395 | 1,488 |
| Total before IBNR and LAE | \$4,085 | \$4,643 | \$4,838 |
| IBNR and LAE | 318 | 503 | 622 |
| Total | \$4,403 | \$5,146 | \$5,460 |

Regions contain the states as follows:

Great Lakes: IN, KY, MI, OH

Mid-Atlantic: DC, DE, MD, VA, WV

New England: CT, MA, ME, NH, RI, VT

North Central: IL, MN, MO, WI

Northeast: NJ, NY, PA

Pacific: CA, HI, NV, OR, WA

Plains: IA, ID, KS, MT, ND, NE, SD, WY

South Central: AK, AZ, CO, LA, NM, OK, TX, UT

Southeast: AL, AR, FL, GA, MS, NC, SC, TN

The primary loss reserves (before IBNR and LAE) at September 30, 2011, December 31, 2010 and September 30, 2010 separated between our flow and bulk business appears in the table below.

Primary loss reserves

| (In millions) | September 30, 2011 | December 31, 2010 | September 30, 2010 |
|------------------------|-----------------------|----------------------|--------------------------|
| Flow | \$ 2,908 | \$ 3,329 | \$ 3,454 |
| Bulk | 1,177 | 1,314 | 1,384 |
| Total primary reserves | \$ 4,085 | \$ 4,643 | \$ 4,838 |

The average claim paid, as shown in the table below, 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 primary average claim paid for the top 5 states (based on 2011 paid claims) for the three and nine months ended September 30, 2011 and 2010 appears in the table below.

Primary average claim paid

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|------------------|-------------------------------------|-----------|------------------------------------|-----------|
| | 2011 | 2010 | 2011 | 2010 |
| California | \$ 84,907 | \$ 83,428 | \$ 83,862 | \$ 89,604 |
| Florida | 60,759 | 59,308 | 59,319 | 62,665 |
| Arizona | 54,902 | 56,540 | 54,893 | 59,357 |
| Michigan | 36,044 | 34,574 | 35,276 | 35,530 |
| Nevada | 68,195 | 67,319 | 66,508 | 71,658 |
| All other states | 44,360 | 42,596 | 43,690 | 43,991 |
| All states | \$ 50,879 | \$ 48,843 | \$ 49,503 | \$ 50,720 |

The primary average loan size of our insurance in force at September 30, 2011, December 31, 2010 and September 30, 2010 appears in the table below.

| Primary average loan size | September 30, 2011 | December 31, 2010 | September 30, 2010 |
|---------------------------|-----------------------|----------------------|-----------------------|
| Total insurance in force | \$ 156,790 | \$ 155,700 | \$ 155,780 |
| Prime (FICO 620 & >) | 156,550 | 155,050 | 154,900 |
| A-Minus (FICO 575-619) | 130,600 | 130,360 | 131,210 |
| Subprime (FICO < 575) | 120,730 | 117,410 | 117,730 |
| Reduced doc (All FICOs) | 196,260 | 198,000 | 199,360 |

The primary average loan size of our insurance in force at September 30, 2011, December 31, 2010 and September 30, 2010 for the top 5 states (based on 2011 paid claims) appears in the table below.

| Primary average loan size | September 30, 2011 | December 31, 2010 | September 30, 2010 |
|---------------------------|-----------------------|----------------------|-----------------------|
| California | \$ 283,615 | \$ 283,459 | \$ 284,794 |
| Florida | 174,060 | 174,203 | 175,362 |
| Arizona | 183,056 | 184,508 | 185,717 |
| Michigan | 121,608 | 121,282 | 121,301 |
| Nevada | 211,782 | 214,726 | 216,466 |
| All other states | 149,932 | 148,379 | 155,344 |

Information about net paid claims during the three and nine months ended September 30, 2011 and 2010 appears in the table below.

Net paid claims (In millions)

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|-------------------------------------|-------|------------------------------------|---------|
| | 2011 | 2010 | 2011 | 2010 |
| Prime (FICO 620 & >) | \$419 | \$368 | \$1,342 | \$995 |
| A-Minus (FICO 575-619) | 68 | 63 | 221 | 195 |
| Subprime (FICO < 575) | 17 | 19 | 56 | 60 |
| Reduced doc (All FICOs) | 108 | 121 | 316 | 344 |
| Pool | 144 | 49 | 386 | 127 |
| Other | 1 | 1 | 3 | 3 |
| Direct losses paid | 757 | 621 | 2,324 | 1,724 |
| Reinsurance | (20) | (51) | (112) | (90) |
| Net losses paid | 737 | 570 | 2,212 | 1,634 |
| LAE | 14 | 18 | 44 | 53 |
| Net losses and LAE paid before terminations | 751 | 588 | 2,256 | 1,687 |
| Reinsurance terminations | (36) | (35) | (39) | (35) |
| Net losses and LAE paid | \$715 | \$553 | \$2,217 | \$1,652 |

Primary claims paid for the top 15 states (based on 2011 paid claims) and all other states for the three and nine months ended September 30, 2011 and 2010 appears in the table below.

Primary paid claims by state (In millions)

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|-----------------------------------|-------------------------------------|--------|------------------------------------|----------|
| | 2011 | 2010 | 2011 | 2010 |
| California | \$ 84 | \$ 70 | \$ 260 | \$ 208 |
| Florida | 75 | 100 | 233 | 244 |
| Arizona | 55 | 40 | 154 | 115 |
| Michigan | 29 | 34 | 107 | 97 |
| Nevada | 41 | 24 | 103 | 67 |
| Georgia | 29 | 27 | 98 | 69 |
| Texas | 24 | 21 | 85 | 64 |
| Illinois | 20 | 26 | 74 | 69 |
| Ohio | 16 | 17 | 59 | 50 |
| Washington | 18 | 9 | 53 | 29 |
| Minnesota | 17 | 14 | 51 | 41 |
| Virginia | 16 | 14 | 50 | 43 |
| Colorado | 14 | 9 | 40 | 27 |
| Maryland | 9 | 13 | 40 | 37 |
| Wisconsin | 12 | 8 | 34 | 26 |
| All other states | 153 | 145 | 494 | 408 |
| | \$ 612 | \$ 571 | \$ 1,935 | \$ 1,594 |
| Other (Pool, LAE, Reinsurance) | 103 | (18) | 282 | 58 |
| | \$ 715 | \$ 553 | \$ 2,217 | \$ 1,652 |

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 modifications and our claims investigations. Although these factors continue to affect our paid claims, we believe paid claims, on a quarterly basis, peaked in the second quarter of 2011 and that the overall level of total paid claims will continue to decline, assuming recent foreclosure patterns continue.

The primary default inventory for the top 15 states (based on 2011 paid claims) at September 30, 2011, December 31, 2010 and September 30, 2010 appears in the table below.

Primary default inventory by state

| | September 30, 2011 | December 31, 2010 | September 30, 2010 |
|------------------|--------------------------|----------------------|--------------------------|
| California | 10,496 | 14,070 | 15,353 |
| Florida | 28,329 | 32,788 | 34,359 |
| Arizona | 4,361 | 6,781 | 7,261 |
| Michigan | 7,779 | 10,278 | 10,908 |
| Nevada | 3,380 | 4,729 | 5,128 |
| Georgia | 7,220 | 9,117 | 9,804 |
| Texas | 9,039 | 11,602 | 12,048 |
| Illinois | 11,464 | 12,548 | 12,841 |
| Ohio | 8,300 | 9,850 | 10,087 |
| Washington | 3,542 | 3,888 | 3,894 |
| Minnesota | 2,899 | 3,672 | 3,937 |
| Virginia | 2,828 | 3,627 | 3,821 |
| Colorado | 2,202 | 2,917 | 3,137 |
| Maryland | 3,850 | 4,264 | 4,489 |
| Wisconsin | 4,033 | 4,519 | 4,705 |
| All other states | 71,172 | 80,074 | 81,601 |
| | 180,894 | 214,724 | 223,373 |

The primary default inventory at September 30, 2011, December 31, 2010 and September 30, 2010 separated between our flow and bulk business appears in the table below.

Primary default inventory

| | September 30, 2011 | December 31, 2010 | September 30, 2010 |
|------|--------------------------|-------------------------|--------------------------|
| Flow | 137,084 | 162,621 | 169,259 |
| Bulk | 43,810 | 52,103 | 54,114 |
| | 180,894 | 214,724 | 223,373 |

The flow default inventory by policy year at September 30, 2011, December 31, 2010 and September 30, 2010 appears in the table below.

Flow default inventory by policy year

| Policy year: | September 30, 2011 | December 31, 2010 | September 30, 2010 |
|----------------|-----------------------|-------------------------|--------------------------|
| 2002 and prior | 12,412 | 14,914 | 15,503 |
| 2003 | 7,513 | 9,069 | 9,376 |
| 2004 | 10,218 | 12,077 | 12,407 |
| 2005 | 15,916 | 18,789 | 19,350 |
| 2006 | 23,713 | 28,284 | 29,453 |
| 2007 | 52,140 | 62,855 | 66,244 |
| 2008 | 14,318 | 16,059 | 16,498 |
| 2009 | 721 | 546 | 415 |
| 2010 | 121 | 28 | 13 |
| 2011 | 12 | - | - |
| | 137,084 | 162,621 | 169,259 |

The liability associated with our estimate of premiums to be refunded on expected claim payments is accrued for separately at September 30, 2011 and December 31, 2010 and approximated \$115 million and \$113 million, respectively. Separate components of this liability are included in "Other liabilities" and "Premium deficiency reserve" on our consolidated balance sheet. Changes in the liability affect premiums written and earned and change in premium deficiency reserve, respectively.

As of September 30, 2011, 61% 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.

Premium deficiency

During the third quarter of 2011, the premium deficiency reserve on Wall Street bulk transactions declined by \$12 million from \$159 million, as of June 30, 2011, to \$147 million as of September 30, 2011. During the first nine months of 2011 the premium deficiency reserve on Wall Street bulk transactions declined by \$32 million from \$179 million at December 31, 2010. The \$147 million premium deficiency reserve as of September 30, 2011 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 September 30, 2011 was 2.7%. During the third quarter of 2010, the premium deficiency reserve on Wall Street bulk transactions declined by \$9 million from \$169 million, as of June 30, 2010, to \$160 million as of September 30, 2010. During the first nine months of 2010 the premium deficiency reserve on Wall Street bulk transactions declined by \$33 million from \$193 million at December 31, 2009.

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The components of the premium deficiency reserve at September 30, 2011, December 31, 2010 and September 30, 2010 appear in the table below.

| | September 30, 2011 | December 31, 2010 | September 30, 2010 |
|---|--------------------------|-------------------------|--------------------------|
| | (In millions) | | |
| Present value of expected future paid losses and expenses, net of expected future premium | \$ (1,039) | \$ (1,254) | \$ (1,312) |
| Established loss reserves | 892 | 1,075 | 1,152 |
| Net deficiency | \$ (147) | \$ (179) | \$ (160) |

The decrease in the premium deficiency reserve for the three and nine months ended September 30, 2011 was \$12 million and \$32 million, respectively as shown in the table below, which represents the net result of actual premiums, losses and expenses as well as a net change in assumptions for these periods. The net change in assumptions for the third quarter of 2011 is primarily related to higher estimated ultimate losses. The net change in assumptions for the first nine months of 2011 is primarily related to higher estimated ultimate premiums and lower estimated ultimate losses.

| | Three Months Ended September 30, 2011 | Nine Months Ended September 30, 2011 |
|---|--|---|
| | (In millions) | |
| Premium Deficiency Reserve at beginning of period | \$(159) | \$(179) |
| Paid claims and loss adjustment expenses | \$85 | \$257 |
| Decrease in loss reserves | (8) | (182) |
| Premium earned | (30) | (91) |
| Effects of present valuing on future premiums, losses and expenses | (6) | (15) |
| Change in premium deficiency reserve to reflect actual premium, losses and expenses recognized | 41 | (31) |
| Change in premium deficiency reserve to reflect change in assumptions relating to future premiums, losses, expenses and discount rate (1) | (29) | 63 |
| Premium Deficiency Reserve at end of period | \$(147) | \$(147) |

(1) A (negative) positive number for changes in assumptions relating to premiums, losses, expenses and discount rate indicates a (deficiency) redundancy 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 September 30, 2011, 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.

Underwriting and other expenses

Underwriting and other expenses for the third quarter and first nine months of 2011 decreased compared to the same periods in 2010. The decrease reflects our reductions in headcount as well as our lower contract underwriting volume.

Ratios

The table below presents our loss, expense and combined ratios for our combined insurance operations for the three and nine months ended September 30, 2011 and 2010.

| | Three Months Ended September 30, | | | | Nine Months Ended September 30, | | | |
|----------------|-------------------------------------|---|-------|---|------------------------------------|---|-------|---|
| | 2011 | | 2010 | | 2011 | | 2010 | |
| Loss ratio | 168.2 | % | 129.7 | % | 145.3 | % | 132.1 | % |
| Expense ratio | 16.4 | % | 16.6 | % | 16.3 | % | 16.6 | % |
| Combined ratio | 184.6 | % | 146.3 | % | 161.6 | % | 148.7 | % |

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 the third quarter and first nine months of 2011, compared to the same periods in 2010, was due to an increase in losses incurred, as well as a decrease in premiums earned. The expense ratio is the ratio, expressed as a percentage, of underwriting expenses to net premiums written. The decrease in the expense ratio in the third quarter and first nine months of 2011, compared to the same periods in 2010, was due to a decrease in underwriting and other expenses, partially offset by a decrease in premiums written. The combined ratio is the sum of the loss ratio and the expense ratio.

Interest expense

Interest expense for the third quarter of 2011 decreased when compared to the same period in 2010. The decrease is primarily due to the repurchase of \$55 million in par value of the November 2015 Senior Notes in the second quarter of 2011. Interest expense for the first nine months of 2011 increased when compared to the same period in 2010. The increase is due to the issuance of our 5% Convertible Senior Notes in April 2010 as well as an increase in amortization on our junior debentures.

Income taxes

The effective tax rate (benefit) on our pre-tax loss was (13.7%) in the third quarter of 2011, compared to the effective tax rate (benefit) of (33.7%) on our pre-tax income in the third quarter of 2010. During the third quarter of 2011, the benefit from income taxes was reduced by \$47.9 million due to the increase in the amount of the valuation allowance. During the third quarter of 2010, the benefit from income taxes was increased by \$2.2 million due to a decrease in the amount of the valuation allowance.

The effective tax rate (benefit) on our pre-tax loss was (9.0%) in the first nine months of 2011, compared to (16.1%) in the first nine months of 2010. During those periods the benefit from income taxes was reduced by the increase in the amount of the valuation allowance.

We review the need to adjust the deferred tax asset valuation allowance on a quarterly basis. We analyze 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. Based on our analysis and the level of cumulative operating losses, we have reduced our benefit from income tax by establishing a valuation allowance.

For the nine months ended September 30, 2011 and 2010, our deferred tax valuation allowance was reduced by the change in the deferred tax liability related to \$103.9 million and \$108.7 million, respectively of unrealized gains on investments that were recorded in other comprehensive income. In the event of future operating losses, it is likely that the valuation allowance will be adjusted by any taxes recorded to equity for changes in unrealized gains or losses or other items in other comprehensive income.

The effect of the change in valuation allowance on the benefit from income taxes was as follows:

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|-------------------------------------|-------------|------------------------------------|-------------|
| | 2011 | 2010 | 2011 | 2010 |
| | (In thousands) | | | |
| Tax benefit before changes in valuation allowance | \$(74,069) | \$(23,930) | \$(157,162) | \$(88,152) |
| Change in valuation allowance | 47,939 | (2,216) | 122,654 | 54,156 |
| Benefit from income taxes | \$(26,130) | \$(26,146) | \$(34,508) | \$(33,996) |

There was no change in the valuation allowance included in other comprehensive income for the three and nine months ended September 30, 2011 and 2010. The total valuation allowance as of September 30, 2011 and December 31, 2010 was \$533.0 million and \$410.3 million, respectively.

We have approximately \$1,320 million of net operating loss carryforwards on a regular tax basis and \$465 million of net operating loss carryforwards for computing the alternative minimum tax as of September 30, 2011. The increase in net operating loss carryforwards from operating losses during 2011 was partially offset by a onetime inclusion of taxable income. The taxable income related to the cancellation of indebtedness triggered by the conclusion of bankruptcy proceedings for C-BASS, a joint venture investment. Any unutilized carryforwards are scheduled to expire at the end of tax years 2029 through 2031.

Financial Condition

At September 30, 2011, based on fair value, approximately 94% of our fixed income securities and cash and cash equivalents were invested in 'A' rated and above investment securities. These securities are readily marketable, other than our auction rate securities discussed below, and concentrated in maturities of less than 15 years. The composition of ratings at September 30, 2011, December 31, 2010 and September 30, 2010 are shown in the table below.

Investment Portfolio Ratings

| | September 30, 2011 | | December 31, 2010 | | September 30, 2010 | |
|---------------|--------------------|---|-------------------|---|--------------------|---|
| AAA | 45 | % | 51 | % | 58 | % |
| AA | 26 | % | 25 | % | 22 | % |
| A | 23 | % | 20 | % | 16 | % |
| A or better | 94 | % | 96 | % | 96 | % |
| BBB and below | 6 | % | 4 | % | 4 | % |
| Total | 100 | % | 100 | % | 100 | % |

Approximately 12% of our investment portfolio, excluding cash and cash equivalents, is guaranteed by financial guarantors. 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 a financial guarantor 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.

September 30, 2011

(In millions)

| Underlying Rating: | Guarantor Rating | | | | |
|--------------------|------------------|--------|-------|--------|--------|
| | AA- | BBB | NR | R | All |
| AAA | \$ - | \$ - | \$ - | \$ 19 | \$ 19 |
| AA | 78 | 188 | - | 115 | 381 |
| A | 71 | 160 | - | 132 | 363 |
| BBB | 1 | 21 | 10 | 11 | 43 |
| | \$ 150 | \$ 369 | \$ 10 | \$ 277 | \$ 806 |

NR – not rated

R – in regulatory receivership

At September 30, 2011, there was \$1 million of fixed income securities 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 September 30, 2011, the modified duration of our fixed income investment portfolio, including cash and cash equivalents, was 2.7 years, which means that an instantaneous parallel shift in the yield curve of 100 basis points would result in a change of 2.7% 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 \$286.0 million in auction rate securities ("ARS") backed by student loans at September 30, 2011. 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, substantially all of which are ultimately 97% guaranteed by the United States Department of Education. At September 30, 2011, approximately 87% of our ARS portfolio was rated AAA/Aaa 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 September 30, 2011, our entire ARS portfolio, consisting of 28 investments, was subject to failed auctions; however, from the period when the auctions began to fail through September 30, 2011, \$237.4 million in par value of ARS was either sold or called, with the average amount we received being approximately 99% of par which approximated the aggregate fair value prior to redemption. 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. However, we continue to believe we will have liquidity to our ARS portfolio by December 31, 2014.

At September 30, 2011, our total assets included \$0.9 billion of cash and cash equivalents as shown on our consolidated balance sheet.

At September 30, 2011, we had \$245 million, 5.375% Senior Notes due in November 2015, with a fair value of \$177.6 million, outstanding. At September 30, 2011, we also had \$345 million principal amount of 5% Convertible Senior Notes outstanding due in 2017, with a fair value of \$193.2 million and \$389.5 million principal amount of 9% Convertible Junior Subordinated Debentures due in 2063 outstanding, which at September 30, 2011 are reflected as a liability on our consolidated balance sheet at the current amortized value of \$336.7 million, with the unamortized discount reflected in equity. The fair value of the convertible debentures was approximately \$170.7 million at September 30, 2011.

The Internal Revenue Service ("IRS") completed separate examinations of our federal income tax returns for the years 2000 through 2004 and 2005 through 2007 and issued assessments for unpaid taxes, interest and penalties. The primary adjustment in both examinations related 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 indicated that it did not believe that, for various reasons, we had established sufficient tax basis in the REMIC residual interests to deduct the losses from taxable income. We appealed those adjustments and, in August 2010, we reached a tentative settlement agreement with the IRS. The settlement agreement is subject to review by the Joint Committee on Taxation of Congress because net operating losses incurred in 2009 were carried back to taxable years that were included in the agreement. A final agreement is expected to be entered into when the review is complete, although we do not expect there will be any substantive change in the terms of a final agreement from those in the tentative agreement. We adjusted our tax provision and liabilities for the effects of this agreement in 2010 and believe that they accurately reflect our exposure in regard to this issue.

The IRS is currently conducting an examination of our federal income tax returns for the years 2008 and 2009, which is scheduled to be completed in 2011.

The total amount of unrecognized tax benefits as of September 30, 2011 is \$109.9 million. The total amount of the unrecognized tax benefits that would affect our effective tax rate is \$97.3 million. We recognize interest accrued and penalties related to unrecognized tax benefits in income taxes. We have accrued \$26.5 million for the payment of interest as of September 30, 2011. Based on our tentative agreement with the IRS, we expect our total amount of unrecognized tax benefits to be reduced by \$103.9 million during 2011, while after taking into account prior payments and the effect of available net operating loss carrybacks, we expect net cash outflows to equal approximately \$22 million.

Our principal exposure to loss is our obligation to pay claims under MGIC's mortgage guaranty insurance policies. At September 30, 2011, 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 \$48.0 billion. In addition, as part of our contract underwriting activities, we are responsible for the quality of our underwriting decisions in accordance with 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 September 30, 2011, 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 in recent years, 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 for which we provided contract underwriting services may make a claim for a contract underwriting remedy more likely to occur. Beginning in the second half of 2009, we experienced an increase in claims for contract underwriting remedies, which continued into the first nine months of 2011. Hence, there can be no assurance that contract underwriting remedies will not be material in the future.

Liquidity and Capital Resources

Overview

At September 30, 2011, our sources of funds consisted 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).

At September 30, 2011, our obligations consisted primarily of:

- claim payments under MGIC's mortgage guaranty insurance policies,
- \$245 million of 5.375% Senior Notes due in November 2015,

- \$345 million of Convertible Senior Notes due in 2017,
- \$389.5 million of Convertible Junior Debentures due in 2063,
- interest on the foregoing debt instruments, and
- the other costs and operating expenses of our business.

Holders of both of the convertible issues may convert their notes into shares of our common stock at their option prior to certain dates prescribed under the terms of their issuance, in which case our corresponding obligation will be eliminated.

For the first time in many years, beginning in 2009, claim payments exceeded premiums received. We expect that this trend will continue. Due to the uncertainty regarding how certain factors, such as foreclosure moratoriums, servicing and court delays, failures by servicers to follow proper procedures in foreclosure proceedings, loan modifications and 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. In addition, we align the maturities of our investment portfolio with our estimate of future obligations. A significant portion of our investment portfolio securities are held by our insurance subsidiaries. As long as the trends discussed above continue, we expect to experience significant declines in our investment portfolio.

Debt at Our Holding Company and Holding Company Capital Resources

The senior notes, convertible 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 prior to raising capital in the public markets in 2008 and 2010 had been the principal source of our holding company cash inflow, is restricted by insurance regulation. MGIC is the principal source of dividend-paying capacity. In 2009, 2010 and the first nine months of 2011, MGIC has not paid any dividends to our holding company. Through 2011, MGIC cannot pay any dividends to our holding company without approval from the OCI.

At September 30, 2011, we had \$763 million in cash and investments at our holding company. We plan to contribute \$200 million of our holding company's cash and investments to our insurance entities in the fourth quarter of 2011 to support those operations. As of September 30, 2011, our holding company's obligations included \$245 million of Senior Notes due in November 2015 and \$345 million in Convertible Senior Notes due in 2017, both of which must be serviced pending scheduled maturity. On an annual basis, as of September 30, 2011 our use of funds at the holding company for interest payments on our Senior Notes and Convertible Senior Notes approximated \$30 million. As of September 30, 2011, our holding company's obligations also include \$389.5 million in Convertible Junior Debentures due in 2063 and interest on these debentures. See Note 3 – "Debt" to our consolidated financial statements for additional information about this indebtedness, including our right to defer interest on our Convertible Junior Debentures.

In the second quarter of 2011, we repurchased for cash approximately \$55 million in par value of our 5.375% Senior Notes due in November 2015. We recognized a \$3.2 million gain on the repurchases, which is included in other revenue on the Consolidated Statements of Operations for the nine months ended September 30, 2011. 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

We compute our risk-to-capital ratio on a separate company statutory basis, as well as 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 includes pools of loans or bulk deals with contractual aggregate loss limits and in some cases without these limits. 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 on our total in force book, so no deficiency is recorded on a statutory basis. On a GAAP basis, contingency loss reserves are not established and thus not considered when calculating premium deficiency reserve and policies are grouped based on how they are acquired, serviced and measured.

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

| | September 30, 2011 (In millions, except ratio) | December 31, 2010 |
|-----------------------------------|---|-------------------------|
| Risk in force - net (1) | \$ 32,779 | \$ 33,817 |
| Statutory policyholders' surplus | \$ 1,479 | \$ 1,709 |
| Statutory contingency reserve | - | - |
| Statutory policyholders' position | \$ 1,479 | \$ 1,709 |
| Risk-to-capital | 22.2:1 | 19.8:1 |

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

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

| | September 30, 2011 (In millions, except ratio) | December 31, 2010 |
|-----------------------------------|---|-------------------------|
| Risk in force - net (1) | \$ 37,979 | \$ 39,369 |
| Statutory policyholders' surplus | \$ 1,576 | \$ 1,692 |
| Statutory contingency reserve | 4 | 5 |
| Statutory policyholders' position | \$ 1,580 | \$ 1,697 |
| Risk-to-capital | 24.0:1 | 23.2:1 |

(1) Risk in force – net, as shown in the table above, is net of reinsurance and exposure on policies currently in default (\$8.9 billion at September 30, 2011 and \$11.0 billion at December 31, 2010) and for which loss reserves have been established.

Our risk-to-capital ratio will increase if the percentage decrease in capital exceeds the percentage decrease in insured risk. Therefore, as capital decreases, the same dollar decrease in capital will cause a greater percentage decrease in capital and a greater increase in the risk-to-capital ratio.

For additional information regarding regulatory capital see “Overview-Capital” above as well as our Risk Factor titled “Regulatory capital requirements may prevent us from continuing to write new insurance on an uninterrupted basis.” In addition, as mentioned above under “Debt at Our Holding Company and Holding Company Capital Resources,” we plan to contribute \$200 million of our holding company’s cash and investments to our insurance entities in the fourth

quarter of 2011 to support those operations. Such contribution would benefit our statutory policyholders' position.

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Financial Strength Ratings

The financial strength of MGIC, our principal mortgage insurance subsidiary, is rated B1 by Moody's Investors Service with the rating currently under review. Standard & Poor's Rating Services' insurer financial strength rating of MGIC is B+ and the outlook for this rating is negative.

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 September 30, 2011, the approximate future payments under our contractual obligations of the type described in the table below are as follows:

| Contractual Obligations (In millions): | Payments due by period | | | | |
|--|------------------------|---------------------|----------------|--------------|----------------------|
| | Total | Less than 1 year | 1-3 years | 3-5 years | More than 5 years |
| Long-term debt obligations | \$2,964 | \$65 | \$131 | \$369 | \$2,399 |
| Operating lease obligations | 6 | 3 | 2 | 1 | - |
| Tax obligations | 17 | 17 | - | - | - |
| Purchase obligations | 1 | 1 | - | - | - |
| Pension, SERP and other post-retirement benefit plans | 169 | 10 | 25 | 32 | 102 |
| Other long-term liabilities | 4,792 | 2,444 | 2,013 | 335 | - |
| Total | \$7,949 | \$2,540 | \$2,171 | \$737 | \$2,501 |

Our long-term debt obligations at September 30, 2011 include our \$245 million of 5.375% Senior Notes due in November 2015, \$345 million of 5% Convertible Senior Notes due in 2017 and \$389.5 million in convertible debentures due in 2063, including related interest, as discussed in Note 3 – "Debt" to our consolidated financial statements and under "Liquidity and Capital Resources" above. Our operating lease obligations include operating leases on certain office space, data processing equipment and autos, as discussed in Note 19 – "Leases" to our consolidated financial statements in our Annual Report on Form 10-K for the year ended December 31, 2010. Purchase obligations consist primarily of agreements to purchase data processing hardware or services made in the normal course of business. See Note 13 - "Benefit plans" to our consolidated financial statements in our Annual Report on Form 10-K for the year ended December 31, 2010 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. Due to the uncertainty regarding how certain factors, such as foreclosure moratoriums, servicing and court delays, failures by servicers to follow proper procedures in foreclosure proceedings, 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 12 – "Loss reserves" to our consolidated financial statements and "-Critical Accounting Policies" in our 10-K MD&A. 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.

Forward Looking Statements and Risk Factors

General: Our revenues and losses could be affected by the risk factors referred to under “Location of Risk Factors” below. These risk factors are an integral part of Management’s Discussion and Analysis.

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. 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 we may make even though these statements may be affected by events or circumstances occurring after the forward looking statements were made. Therefore no reader of this document should rely on these statements being current as of any time other than the time at which this document was filed with the Securities and Exchange Commission.

Location of Risk Factors: The risk factors are in Item 1 A of our Annual Report on Form 10-K for the year ended December 31, 2010, as supplemented by Part II, Item 1 A of our Quarterly Reports on Form 10-Q for the Quarters Ended March 31 and June 30, 2011 and by Part II, Item 1 A of this Quarterly Report on Form 10-Q. The risk factors in the 10-K, as supplemented by these 10-Qs and through updating of various statistical and other information, are reproduced in Exhibit 99 to this Quarterly Report on Form 10-Q.

Item Quantitative and Qualitative Disclosures about Market Risk

3.

At September 30, 2011, 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 September 30, 2011, the modified duration of our fixed income investment portfolio was 2.7 years, which means that an instantaneous parallel shift in the yield curve of 100 basis points would result in a change of 2.7% 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.

ItemControls and Procedures

4.

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 Quarterly Report on Form 10-Q. 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. There was no change in our internal control over financial reporting that occurred during the third quarter of 2011 that materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION

ItemLegal Proceedings

1.

On October 18, 2011, the United States District Court for the Northern District of California, entered an order staying our Countrywide proceedings in that court in favor of an arbitration proceeding that we commenced against Countrywide on February 24, 2010. The hearing before the arbitration panel is scheduled to begin in September 2012. Please refer to our Risk Factor titled “We are defendants in private and government litigation and are subject to the risk of additional private litigation, government litigation and regulatory proceedings in the future” for additional information regarding the Countrywide court proceedings and arbitration proceedings.

In addition to the above litigation, we face other litigation and regulatory risks. For additional information about such other litigation and regulatory risks you should review our Risk Factor titled “We are defendants in private and government litigation and are subject to the risk of additional private litigation, government litigation and regulatory proceedings in the future.”

ItemRisk Factors

1 A.

With the exception of the changes described and set forth below, there have been no material changes in our risk factors from the risk factors disclosed in the Company’s Annual Report on Form 10-K for the year ended December 31, 2010 as supplemented by Part II, Item 1 A of our Quarterly Reports on Form 10-Q for the Quarters Ended March 31 and June 30, 2011. The risk factors in the 10-K, as supplemented by these 10-Qs and through updating of various statistical and other information, are reproduced in their entirety in Exhibit 99 to this Quarterly Report on Form 10-Q.

Regulatory capital requirements may prevent us from continuing to write new insurance on an uninterrupted basis.

The insurance laws or regulations of 16 jurisdictions, including Wisconsin, our domiciliary state, require a mortgage insurer to maintain a minimum amount of statutory capital relative to the risk in force (or a similar measure) in order for the mortgage insurer to continue to write new business. We refer to these requirements as the “Capital Requirements.” While formulations of minimum capital may vary in certain jurisdictions, the most common measure applied allows for a maximum permitted risk-to-capital ratio of 25 to 1. A risk-to-capital ratio will increase if the percentage decrease in capital exceeds the percentage decrease in insured risk. Therefore, as capital decreases, the same dollar decrease in capital will cause a greater percentage decrease in capital and a greater increase in the risk-to-capital ratio. Wisconsin does not regulate capital by using a risk-to-capital measure but instead requires us to maintain a minimum policyholder position (“MPP”). The “policyholder position” of a mortgage guaranty insurer is its net worth or surplus, contingency reserve and a portion of the reserves for unearned premiums.

At September 30, 2011, MGIC's risk-to-capital ratio was 22.2 to 1 and its policyholder position exceeded the MPP by \$50 million. At September 30, 2011, the risk-to-capital ratio of our combined insurance operations (which includes reinsurance affiliates) was 24.0 to 1. A higher risk-to-capital ratio on a combined basis may indicate that, in order for MGIC to continue to utilize reinsurance arrangements with its subsidiaries or subsidiaries of our holding company, additional capital contributions to the reinsurance affiliates could be needed. These reinsurance arrangements permit MGIC to write insurance with a higher coverage percentage than it could on its own under certain state-specific requirements.

The National Association of Insurance Commissioners ("NAIC") adopted a new Statement of Statutory Accounting Principles ("SSAP No. 101") that will change, among other things, the statutory accounting rules for admitting deferred tax assets. These changes were introduced by the NAIC, and approved by various task forces and committees of the NAIC, in the third quarter of 2011. Under SSAP No. 101, effective January 1, 2012, as a mortgage insurer approaches the Capital Requirement limits, the benefit allowed for deferred tax assets will be eliminated. Such elimination would negatively impact our statutory capital for purposes of calculating compliance with the Capital Requirements. At September 30, 2011, our statutory deferred tax assets were \$133 million. For more information about factors that could negatively impact our compliance with Capital Requirements, which depending on the severity of adverse outcomes could result in material non-compliance with Capital Requirements, see "— We are defendants in private and government litigation and are subject to the risk of additional private litigation, government litigation and regulatory proceedings in the future" and "— We have reported net losses for the last four years, expect to continue to report annual net losses, and cannot assure you when we will return to profitability."

In December 2009, the Office of the Commissioner of Insurance of the State of Wisconsin ("OCI") issued an order waiving, until December 31, 2011, its Capital Requirement. MGIC has also applied for waivers in all other jurisdictions that have Capital Requirements. MGIC has received waivers from some of these jurisdictions which expire at various times. One waiver expired on December 31, 2010 and has not been renewed because the need for a waiver was not considered imminent. MGIC may reapply for the waiver. The remaining waivers that MGIC received generally expire December 31, 2011. We expect to seek extensions of all waivers before they are needed, which could be after they expire. Some jurisdictions have denied the original request for a waiver and others may deny future requests, including for extensions. The OCI and insurance departments of other jurisdictions, in their sole discretion, may modify, terminate or extend their waivers. If the OCI or another insurance department modifies or terminates its waiver, or if it fails to renew its waiver after expiration, depending on the circumstances, MGIC could be prevented from writing new business anywhere, in the case of the waiver from the OCI, or in the particular jurisdiction, in the case of the other waivers, if MGIC does not comply with the Capital Requirements unless MGIC obtained additional capital to enable it to comply with the Capital Requirement. New insurance written in the jurisdictions that have a Capital Requirement represented approximately 50% of new insurance written in each of 2010 and the first three quarters of 2011. If we were prevented from writing new business in all jurisdictions, our insurance operations in MGIC would be in run-off (meaning no new loans would be insured but loans previously insured would continue to be covered, with premiums continuing to be received and losses continuing to be paid on those loans) until MGIC either met the Capital Requirement or obtained a necessary waiver to allow it to once again write new business.

We cannot assure you that the OCI or any other jurisdiction that has granted a waiver of its Capital Requirements will not modify or revoke the waiver, that it will renew the waiver when it expires or that MGIC could obtain the additional capital necessary to comply with the Capital Requirement. Depending on the circumstances, the amount of additional capital we might need could be substantial. See “— Your ownership in our company may be diluted by additional capital that we raise or if the holders of our outstanding convertible debt convert that debt into shares of our common stock.”

We have implemented a plan to write new mortgage insurance in MGIC Indemnity Corporation (“MIC”), a direct subsidiary of MGIC, in selected jurisdictions in order to address the likelihood that in the future MGIC will not meet the Capital Requirements discussed above and may not be able to obtain appropriate waivers of these requirements in all jurisdictions in which Capital Requirements are present. MIC has received the necessary approvals, including from the OCI, to write business in all of the jurisdictions in which MGIC would be prohibited from continuing to write new business in the event of MGIC’s failure to meet Capital Requirements and obtain waivers of those requirements.

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 jurisdictions (other than Wisconsin) in which MGIC cannot write new insurance due to MGIC’s failure to meet Capital Requirements and if MGIC fails to obtain relief from those requirements or a specific waiver of them. The Fannie Mae Agreement, including certain conditions and 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 (the “SEC”) on October 16, 2009. One such condition is the continued effectiveness of the waiver of Capital Requirements granted by the OCI to MGIC. As noted above, we cannot assure you that the OCI will not modify or revoke its waiver, or that it will renew the waiver when it expires.

On February 11, 2010, Freddie Mac notified MGIC that it may utilize MIC to write new business in jurisdictions in which MGIC does not meet 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” (the “Freddie Mac Notification”) will expire December 31, 2012. This conditional approval includes terms substantially similar to those in the Fannie Mae Agreement and is summarized more fully in our Form 8-K filed with the SEC on February 16, 2010.

Under the Fannie Mae Agreement, Fannie Mae approved MIC as an eligible mortgage insurer only through December 31, 2011. We have initiated discussions with Fannie Mae regarding an extension of the Fannie Mae Agreement. Freddie Mac has approved MIC as a “Limited Insurer” only through December 31, 2012. Unless Fannie Mae and Freddie Mac extend or modify the terms of their approvals of MIC, 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. For more information, see “— MGIC may not continue to meet the GSEs’ mortgage insurer eligibility requirements.” Further, under the Fannie Mae Agreement and the Freddie Mac Notification, MGIC cannot capitalize MIC with more than the \$200 million contribution already made without prior approval from each GSE, which, in future years, may limit the amount of business MIC would otherwise write assuming the Fannie Mae Agreement is extended and we meet the terms of the Freddie Mac Notification. 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 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 an eligible mortgage insurer.

One of our competitors, Republic Mortgage Insurance Company (“RMIC”), ceased writing new insurance commitments after the waiver of Capital Requirements that it received from its domiciliary state expired on August 31, 2011. RMIC had not received approval from its domiciliary state or the GSEs to write new business in a separately capitalized affiliate (“RMIC-NC”) that we understand is a sister entity, and not a subsidiary, of RMIC. In October 2011, both RMIC and RMIC-NC went into run-off. Another competitor, PMI Mortgage Insurance Co. (“PMI”) and the subsidiary it established to write new business if PMI was no longer able to do so (“PMAC”), ceased issuing new mortgage insurance commitments effective August 19, 2011 when PMI was placed under the supervision of the insurance department of its domiciliary state. In October 2011, a state court entered an order directing the insurance department to take possession and control of PMI pending a later hearing. In addition, pursuant to the order, the insurance department issued a partial claim payment plan, under which PMI’s claim payments will be made at 50%, with the remaining amount deferred as a policyholder claim. Both Fannie Mae and Freddie Mac suspended RMIC, RMIC-NC, PMI and PMAC as approved mortgage insurers. We are uncertain how such events, including the actions taken by the GSEs, will impact the status of MGIC’s waivers and approvals to utilize MGIC’s direct subsidiary, MIC. Because it is wholly owned by MGIC, the operating results from business written by MIC would positively (in the case of profitable business) or negatively (in the case of unprofitable business) impact MGIC.

A failure to meet the Capital Requirements to insure new business does not necessarily mean that MGIC does not have sufficient resources to pay claims on its insurance liabilities. While we believe that MGIC has sufficient claims paying resources to meet its claim obligations on its insurance in force, even in scenarios in which it fails to meet Capital Requirements, we cannot assure you that the events that led to MGIC failing to meet Capital Requirements would not also result in it not having sufficient claims paying resources. Furthermore, our estimates of MGIC’s 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 rates highly volatile in the sense that there is a wide range of reasonably possible outcomes. Our anticipated rescission activity is also subject to inherent uncertainty due to the difficulty of predicting the amount of claims that will be rescinded and the outcome of any legal proceedings related to rescissions that we make, including those with Countrywide (for more information about the Countrywide legal proceedings, see “—We are defendants in private and government litigation and are subject to the risk of additional private litigation, government litigation and regulatory proceedings in the future”).

We have reported net losses for the last four years, expect to continue to report annual net losses, and cannot assure you when we will return to profitability.

For the years ended December 31, 2010, 2009, 2008 and 2007, we had a net loss of \$0.4 billion, \$1.3 billion, \$0.5 billion and \$1.7 billion, respectively. For the first three quarters of 2011, we reported a net loss of \$350.6 million. We currently expect to continue to report annual net losses, the size of which will depend primarily on the amount of our incurred and paid losses from our existing business, including the resolution of ongoing legal proceedings related to rescissions and the disagreement with Freddie Mac regarding the interpretation of a pool policy (see “—We are defendants in private and government litigation and are subject to the risk of additional private litigation, government litigation and regulatory proceedings in the future”), and to a lesser extent on the amount and profitability of our new business. Our incurred and paid losses are dependent on factors that make prediction of their amounts difficult and any forecasts are subject to significant volatility. Although we currently expect to return to profitability on an annual basis, we cannot assure you when, or if, this will occur. Among the assumptions underlying our forecasts are that loan modification programs will only modestly mitigate losses; the cure rate steadily improves but does not return to historic norms until after the first half of 2013; there is no change to our current rescission practices and any foreclosure moratoriums will have no significant effect on earnings. In this regard, see “— It is uncertain what effect foreclosure moratoriums and issues arising from the investigation of servicers’ foreclosure procedures will have on us” and “—Our losses could increase if rescission rates decrease faster than we are projecting or we do not prevail in

proceedings challenging whether our rescissions were proper.” The net losses we have experienced have eroded, and any future net losses will erode, our shareholders’ equity and could result in equity being negative.

We are defendants in private and government litigation and are subject to the risk of additional private litigation, government litigation and regulatory proceedings in the future.

Consumers are bringing a growing number of lawsuits against home mortgage lenders and settlement service providers. 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 settled class action litigation against it under RESPA in October 2003. MGIC settled the named plaintiffs' claims in litigation against it under FCRA in December 2004 following denial of class certification in June 2004. Since December 2006, class action litigation has been brought against a number of large lenders alleging that their captive mortgage reinsurance arrangements violated RESPA. On November 29, 2010, six mortgage insurers (including MGIC) and a large mortgage lender (which was the named plaintiffs' lender) were named as defendants in a complaint, alleged to be a class action, filed in Federal District Court for the District of Columbia. The complaint alleged various causes of action related to the captive mortgage reinsurance arrangements of this mortgage lender, including that the defendants violated RESPA by paying the lender's captive reinsurer excessive premiums in relation to the risk assumed by that captive. In March 2011, the complaint was voluntarily dismissed by the plaintiffs as to MGIC and all of the other mortgage insurers. 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 addition, the Dodd-Frank Act establishes the Bureau of Consumer Financial Protection to regulate the offering and provision of consumer financial products or services under federal law. We are uncertain whether this Bureau will issue any rules or regulations that affect our business. Such rules and regulations 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 (the "MN Department"), which regulates insurance, we provided the MN Department with information about captive mortgage reinsurance and certain other matters. We subsequently provided additional information to the MN Department, and beginning in March 2008 the MN Department has sought additional information as well as answers to questions regarding captive mortgage reinsurance on several occasions, including as recently as May 2011. In addition, beginning in June 2008, we have received subpoenas 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 MN Department, 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 September 2010, a housing discrimination complaint was filed against MGIC with the U.S. Department of Housing and Urban Development ("HUD") alleging that MGIC violated the Fair Housing Act and discriminated against the complainant on the basis of her sex and familial status when MGIC underwrote her loan for mortgage insurance. In May 2011, HUD commenced an administrative action against MGIC and two of its employees, seeking, among other relief, aggregate fines of \$48,000. The HUD complainant elected to have charges in the administrative action proceed in federal court and on July 5, 2011, the U.S. Department of Justice ("DOJ") filed a civil complaint in the U.S. District Court for the Western District of Pennsylvania against MGIC and these employees on behalf of the complainant. The complaint seeks redress for the alleged housing discrimination, including compensatory and punitive damages for the alleged victims and a civil penalty payable to the United States. MGIC denies that any unlawful discrimination occurred and disputes many of the allegations in the complaint.

In October 2010, a separate purported class action lawsuit was filed against MGIC by the HUD complainant in the same District Court in which the DOJ action is pending alleging that MGIC discriminated against her on the basis of her sex and familial status when MGIC underwrote her loan for mortgage insurance. In May 2011, the District Court granted MGIC's motion to dismiss with respect to all claims except certain Fair Housing Act claims.

MGIC intends to vigorously defend itself against the allegations in both the class action lawsuit and the DOJ lawsuit. Based on the facts known at this time, we do not foresee the ultimate resolution of these legal proceedings having a material adverse 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 named two officers of C-BASS with respect to the Complaint's allegations regarding C-BASS. Our motion to dismiss the Complaint was granted on February 18, 2010. On March 18, 2010, plaintiffs filed a motion for leave to file an amended complaint. Attached to this motion was a proposed Amended Complaint (the "Amended Complaint"). The Amended Complaint alleged that we and two of our officers named in the Amended Complaint violated the federal securities laws by misrepresenting or failing to disclose material information about C-BASS, including its liquidity, and by failing to properly account for our investment in C-BASS. The Amended Complaint also named two officers of C-BASS with respect to the Amended Complaint's allegations regarding C-BASS. The purported class period covered by the Amended Complaint began on February 6, 2007 and ended on August 13, 2007. The Amended Complaint sought damages based on purchases of our stock during this time period at prices that were allegedly inflated as a result of the purported violations of federal securities laws. On December 8, 2010, the plaintiffs' motion to file an amended complaint was denied and the Complaint was dismissed with prejudice. On January 6, 2011, the plaintiffs appealed the February 18, 2010 and December 8, 2010 decisions to the United States Court of Appeals for the Seventh Circuit. On June 6, 2011, the plaintiffs filed a motion with the District Court for relief from that court's judgment of dismissal on the ground of newly discovered evidence consisting of transcripts the plaintiffs obtained of testimony taken by the Securities and Exchange Commission in its now-terminated investigation regarding C-BASS. We are opposing this motion and the matter is awaiting decision by the District Court. 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. We intend to defend vigorously any proceedings that may result from these investigations.

With limited exceptions, our bylaws provide that our officers and 401(k) plan fiduciaries are entitled to indemnification from us for claims against them.

From January 1, 2008 through September 30, 2011, rescissions of Countrywide-related loans mitigated our paid losses on the order of \$400 million. This amount is the amount we estimate we would have paid had the loans not been rescinded. On a per loan basis, the average amount that we would have paid had the loans not been rescinded was approximately \$71,500. 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 insurance policies at issue. On October 18, 2011, the United States District Court for the Northern District of California, to which the case had been removed, entered an order staying the litigation in favor of the arbitration proceeding we commenced against Countrywide on February 24, 2010.

In the arbitration proceeding we are seeking a determination that MGIC is entitled to rescind coverage on the loans involved in the proceeding. Various materials exchanged by MGIC and Countrywide bring within the proceeding loans on which MGIC rescinded coverage subsequent to those specified at the time MGIC began the proceeding (including loans insured through the bulk channel), and set forth Countrywide's contention that, in addition to the claim amounts it alleges MGIC has improperly rescinded, Countrywide is entitled to other damages of almost \$700 million as well as exemplary damages. Countrywide and MGIC have each selected 12 loans for which a three-member arbitration panel will determine coverage. While the panel's determination will not be binding on the other loans at issue, the panel will identify the issues for these 24 "bellwether" loans and strive to set forth findings of fact and conclusions of law in such a way as to aid the parties to apply them to the other loans at issue. The hearing before the panel on the bellwether loans is scheduled to begin in September 2012.

We intend to defend MGIC against any further proceedings arising from Countrywide's complaint and to advocate MGIC's position in the arbitration, vigorously. Although it is reasonably possible that, when the proceedings are completed, there will be a determination that we were not entitled to rescind in all cases, we are unable to make a reasonable estimate or range of estimates of the potential liability. Under ASC 450-20, an estimated loss is accrued for only if we determine that the loss is probable and can be reasonably estimated. Therefore, we have not accrued any reserves that would reflect an adverse outcome in this proceeding. An accrual for an adverse outcome in this (or any other) proceeding would be a reduction to our capital. In this regard, see "—Regulatory capital requirements may prevent us from continuing to write new insurance on an uninterrupted basis."

At September 30, 2011, 38,099 loans in our primary delinquency inventory were Countrywide-related loans (approximately 21% of our primary delinquency inventory). Of these 38,099 loans, some will cure their delinquency and the remainder will either become paid claims or will be rescinded. From January 1, 2008 through September 30, 2011, of the claims on Countrywide-related loans that were resolved (a claim is resolved when it is paid or rescinded; claims that are submitted but which are under review are not resolved until one of these two outcomes occurs), approximately 77% were paid and the remaining 23% were rescinded. We do not believe that the settlement agreement announced in June 2011 between Bank of America and certain investors in certain Countrywide residential mortgage backed securities will have a material impact on our Countrywide rescissions, if it becomes effective.

The flow policies at issue with Countrywide are in the same form as the flow policies that we use with all of our customers, and the bulk policies at issue vary from one another, but are generally similar to those used in the majority of our Wall Street bulk transactions. Because our rescission practices with Countrywide do not differ from our practices with other servicers with which we have not entered into settlement agreements, an adverse result in the Countrywide proceeding may adversely affect the ultimate result of rescissions involving other servicers and lenders. From January 1, 2008 through September 30, 2011, we estimate that total rescissions mitigated our incurred losses by approximately \$3.1 billion, which included approximately \$2.5 billion of mitigation on paid losses, excluding \$0.6 billion that would have been applied to a deductible. At September 30, 2011, we estimate that our total loss reserves were benefited from rescissions by approximately \$0.8 billion.

In addition to the rescissions at issue with Countrywide, we have a substantial pipeline of claims investigations (including investigations involving loans related to Countrywide) that we expect will eventually result in future rescissions. In 2010, we entered into a settlement agreement with a lender-customer regarding our rescission practices. We continue to discuss with other lenders their objections to material rescissions and have reached settlement terms (which are subject to GSE approval) with several of our significant lender customers. In addition to the proceedings involving Countrywide, we are involved in legal proceedings with respect to rescissions that we do not consider to be collectively material in amount. For additional information about rescissions as well as the rescission settlement agreements, see "— Our losses could increase if rescission rates decrease faster than we are projecting or we do not prevail in proceedings challenging whether our rescissions were proper."

MGIC and Freddie Mac disagree on the amount of the aggregate loss limit under certain pool insurance policies insuring Freddie Mac that share a single aggregate loss limit. The aggregate loss limit is approximately \$535 million higher under Freddie Mac's interpretation than under our interpretation. We account for losses under our interpretation although it is reasonably possible that were the matter to be decided by a third party our interpretation would not prevail. The differing interpretations had no effect on our results until the second quarter of 2011. For the second and third quarters of 2011, our incurred losses would have been \$126 million higher in the aggregate had they been recorded based on Freddie Mac's interpretation, and our capital and Capital Requirements would have been negatively impacted at each quarter end. See our risk factor titled, "Regulatory capital requirements may prevent us from continuing to write new insurance on an uninterrupted basis." We expect the incurred losses that would have been recorded under Freddie Mac's interpretation will continue to increase in future quarters. We are discussing the disagreement with Freddie Mac in an effort to resolve it.

In addition to the matters described above, we are involved in other legal proceedings in the ordinary course of business. In our opinion, based on the facts known at this time, the ultimate resolution of these ordinary course legal proceedings will not have a material adverse effect on our financial position or results of operations.

Loan modification and other similar programs may not continue to provide material benefits to us and our losses on loans that re-default can be higher than what we would have paid had the loan not been modified.

Beginning in the fourth quarter of 2008, the federal government, including through the Federal Deposit Insurance Corporation (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. During 2010 and the first three quarters of 2011, we were notified of modifications that cured delinquencies that had they become paid claims would have resulted in approximately \$3.2 billion and \$1.4 billion, respectively, of estimated claim payments. As noted below, we cannot predict with a high degree of confidence what the ultimate re-default rate will be. For internal reporting purposes, we assume approximately 50% of those modifications will ultimately re-default, and those re-defaults may result in future claim payments. Because modifications cure the defaults with respect to the previously defaulted loans, our loss reserves do not account for potential re-defaults unless at the time the reserve is established, the re-default has already occurred. Based on information that is provided to us, most of the modifications resulted in reduced payments from interest rate and/or amortization period adjustments; less than 5% resulted in principal forgiveness.

One loan modification program is the Home Affordable Modification Program ("HAMP"). Some of HAMP's eligibility criteria relate to the borrower's 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 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. We are aware of approximately 13,900 loans in our primary delinquent inventory at September 30, 2011 for which the HAMP trial period has begun and which trial periods have not been reported to us as completed or cancelled. Through September 30, 2011 approximately 34,400 delinquent primary loans have cured their delinquency after entering HAMP and are not in default. We believe that we have realized the majority of the benefits from HAMP because the number of loans insured by us that we are aware are entering HAMP trial modification periods has decreased significantly over time.

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. 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 portion of a borrower's mortgage loan balance to be reduced in bankruptcy and if the borrower re-defaults after such reduction, then the amount we would be responsible to cover would be calculated after adding back the reduction. Unless a lender has obtained our prior approval, if a borrower's mortgage loan balance is reduced outside the bankruptcy context, including in association with a loan modification, and if the borrower re-defaults after such reduction, then under the terms of our policy the amount we would be responsible to cover would be calculated net of the reduction.

Eligibility under loan modification programs can also adversely affect us by creating an incentive for borrowers who are able to make their mortgage payments to become delinquent in an attempt to obtain the benefits of a modification. New notices of delinquency increase our incurred losses.

In 2009, the GSEs began offering the Home Affordable Refinance Program (HARP). HARP allows borrowers who are not delinquent but who may not otherwise be able to refinance their loans under the current GSE underwriting standards, to refinance their loans. We allow the HARP refinances on loans that we insure, regardless of whether the loan meets our current underwriting standards, and we account for the refinance as a loan modification (even where there is a new lender) rather than new insurance written. To incent lenders to allow more current borrowers to refinance their loans, in October 2011, the GSEs and their regulator, FHFA, announced an expansion of HARP. The expansion includes, among other changes, releasing certain representations in certain circumstances benefitting the GSEs. We have agreed to allow these additional HARP refinances, including releasing the insured in certain circumstances from certain rescission rights we would have under our policy. While an expansion of HARP may result in fewer delinquent loans and claims, our ability to rescind coverage will be limited in certain circumstances. We are unable to predict what net impact these changes may have on our incurred or paid losses.

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 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. During 2010 and the first three quarters of 2011, approximately 11% and 9%, respectively, of our new insurance written was for loans for which one lender was the original insured, although revenue from such loans was significantly less than 10% of our revenues during each of those periods. Our private mortgage insurance competitors include:

- Genworth Mortgage Insurance Corporation,
- United Guaranty Residential Insurance Company,
 - Radian Guaranty Inc.,
- CMG Mortgage Insurance Company, and
 - Essent Guaranty, Inc.

As noted above, PMI Mortgage Insurance Company ceased writing business as of August 19, 2011 and Republic Mortgage Insurance Company ceased writing business after August 31, 2011. Until recently, the mortgage insurance industry had not had new entrants in many years. In 2010, Essent Guaranty, Inc. began 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. The FHA, which in recent years was not viewed by us as a significant competitor, substantially increased its market share beginning in 2008.

Our relationships with our customers could be adversely affected by a variety of factors, including tightening of and adherence to our underwriting guidelines, which have resulted in our declining to insure some of the loans originated by our customers and rescission of loans that affect the customer. We have ongoing discussions with lenders who are significant customers regarding their objections to our rescissions. In the fourth quarter of 2009, Countrywide commenced litigation against us as a result of its dissatisfaction with our rescission practices shortly after Countrywide ceased doing business with us. See “— We are defendants in private and government litigation and are subject to the risk of additional private litigation, government litigation and regulatory proceedings in the future” for more information about this litigation and the arbitration case we filed against Countrywide regarding rescissions. Countrywide and its Bank of America affiliates were the original insured 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.

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. MGIC’s financial strength rating from Moody’s is B1, with the rating currently under review, and from Standard & Poor’s is B+ with a negative outlook. It is possible that MGIC’s financial strength ratings could decline from these levels.

Item Exhibits

6.

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-Q. Exhibit 32 is not filed as part of this Form 10-Q but accompanies this Form 10-Q.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized, on November 9, 2011.

MGIC INVESTMENT CORPORATION

/s/ J. Michael Lauer
J. Michael Lauer
Executive Vice President and
Chief Financial Officer

/s/ Timothy J. Mattke
Timothy J. Mattke
Vice President, Controller and Chief
Accounting Officer

INDEX TO EXHIBITS

(Part II, Item 6)

Exhibit

Number Description of Exhibit

| | |
|-------------|---|
| <u>31.1</u> | Certification of CEO under Section 302 of Sarbanes-Oxley Act of 2002 |
| <u>31.2</u> | Certification of CFO under Section 302 of Sarbanes-Oxley Act of 2002 |
| <u>32</u> | Certification of CEO and CFO under Section 906 of Sarbanes-Oxley Act of 2002 (as indicated in Item 6 of Part II, this Exhibit is not being "filed") |
| <u>99</u> | Risk Factors included in Item 1 A of our Annual Report on Form 10-K for the year ended December 31, 2010, as supplemented by Part II, Item 1A of our Quarterly Reports on Form 10-Q for the quarters ended March 31, June 30 and September 30, 2011, and through updating of various statistical and other information |
| 101 | The following financial information from MGIC Investment Corporation's Quarterly Report on Form 10-Q for the quarter ended September 30, 2011, formatted in XBRL (eXtensible Business Reporting Language): (i) Consolidated Balance Sheets as of September 30, 2011 and December 31, 2010, (ii) Consolidated Statements of Operations for the three and nine months ended September 30, 2011 and 2010, (iii) Consolidated Statements of Shareholders' Equity for the year ended December 31, 2010 and the nine months ended September 30, 2011, (iv) Consolidated Statements of Cash Flows for the nine months ended September 30, 2011 and 2010, and (v) the Notes to Consolidated Financial Statements. |
| 10.7 | Supplemental Executive Retirement Plan (incorporated by reference to Exhibit 10.7 to the Company's Form 8-K dated October 19, 2011) |
| 10.11.4 | Supplemental Plan for Executives covered by MGIC Investment Corporation Key Executive Employment and Severance Agreements (incorporated by reference to Exhibit 10.11.4 to the Company's Form 8-K dated October 19, 2011) |

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