FORM 10-K

Annual report pursuant to section 13 and 15(d)

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FILER

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SIC: **6331** Fire, marine & casualty insurance

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SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K

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

For the fiscal year ended	Commission file number
December 31, 1993	1-7801

ORION CAPITAL CORPORATION
(Exact name of registrant as specified in its charter)

Delaware	95-6069054
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification Number)

30 Rockefeller Plaza, New York, NY	10112-0156
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: 212-332-8080

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Name of each exchange on which registered
Common Stock, $1 par value	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act:

9 1/8% Senior Notes due September 1, 2002
(Title of Class)

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 x No

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

The aggregate market value of the voting stock of the registrant held by non-affiliates was $443,005,343 as of March 11, 1994.

As of March 11, 1994, 14,352,088 shares of Common Stock, $1.00 par value, of registrant were outstanding exclusive of shares held by registrant and its subsidiaries.

DOCUMENTS INCORPORATED BY REFERENCE

The information required by Part III is incorporated by reference from registrant's definitive proxy statement for its Annual Meeting to be held on June 1, 1994. Registrant intends to file the proxy material, which involves the election of directors, not later than 120 days after the close of its fiscal year.

PART I

ITEM 1. BUSINESS

Orion Capital Corporation ("Orion") is a property and casualty insurance holding company incorporated under the laws of the State of Delaware in 1960. Although Orion's insurance subsidiaries and affiliates are authorized to underwrite and sell most types of property and casualty insurance, their businesses are concentrated in niche insurance markets, particularly specialty workers compensation, architect and engineer professional liability and nonstandard automobile insurance. (Orion and its wholly-owned subsidiaries are referred to collectively as the "Company.") The Company markets its workers compensation insurance through the EBI Companies and a newly created entity, Nations' Care, Inc. ("Nations' Care"). Nations' Care was created in late 1993 and will primarily focus on alternative workers compensation services and products. The Company sells its professional liability insurance through the DPIC Companies and participates in the nonstandard commercial and personal automobile insurance business through its slightly less than 50% interest in Guaranty National Corporation ("Guaranty National"). (Guaranty National and its wholly-owned subsidiaries are referred to collectively as the "Guaranty National Companies.") The Company writes assumed reinsurance through SecurityRe Companies and other specialty property and casualty insurance, principally through the Connecticut Specialty Insurance Group.

The Company currently holds 6,143,414 shares of Guaranty National common stock. Between November 1988 and November 20, 1991, Guaranty National was a wholly-owned subsidiary of the Company. On November 20, 1991, the Company sold slightly more than half of its interest in Guaranty National. Guaranty National and its subsidiaries operate as an independent publicly-held company and, except for certain services contractually provided, are not managed by the Company. Three of the eight members of Guaranty National's board of directors are selected by Orion. See "Summary of Insurance Operations - Guaranty National Companies."

In December 1993, the Company completed the acquisition of approximately 20% of the outstanding common stock (1,526,484 shares) of Intercargo Corporation ("Intercargo") for a total cash purchase price of $19,314,000. Intercargo is an insurance holding company whose subsidiaries specialize in international trade and transportation coverages. Intercargo operates as an independent company. One member of Intercargo's seven-member board of directors is selected by Orion.

The Company's insurance subsidiaries are licensed to transact business throughout the United States and in several Canadian provinces. They obtain substantially all of their business from approximately 675 independent insurance agents and brokers. The Company has approximately 1,400 employees, substantially all of whom are employed in the Company's insurance operations.

During 1992 and the first part of 1993, Orion reconfigured and simplified its debt and capital structure by issuing $110,000,000 of 9 1/8% Notes due September 1, 2002, ("9 1/8% Senior Notes") and calling for the redemption of all three of its outstanding preferred stocks and both issues of its outstanding debentures. Most holders of its two Convertible Exchangeable Preferred Stocks opted to convert their shares of preferred stock into shares of Common Stock at or prior to the redemption date. The conversions resulted in the issuance of 3,982,000 shares of Common Stock. As a result of those actions, the only outstanding securities of Orion are its common stock and its 9 1/8% Senior Notes. The reconfiguration and simplification of its debt and capital structure enabled the Company to take advantage of generally lower interest rates, decrease the cost of its capital, and reduce the amount of debt and preferred stock sinking fund payments that were coming due in the next few years. See "Management's Discussion and Analysis of Financial Condition and Results of Operations - Liquidity and Capital Resources."

The Company's principal executive offices are located at 30 Rockefeller Plaza, New York, New York 10112, and its telephone number is (212) 332-8080. The home offices of all the Company's insurance subsidiaries are located at 9 Farm Springs Drive, Farmington, Connecticut 06032.

For segment reporting purposes, the operations of the Company are reported as four segments. The insurance operations of the Company are treated as three segments, Regional Operations, Reinsurance/Special Programs and the Company's interest in the Guaranty National Companies. Guaranty National's operations were reported on a consolidated basis from 1988 through November 20, 1991 and on the equity accounting basis since then. The miscellaneous activities of Orion, the parent holding company, and various incidental subsidiaries not involved in insurance-related activities are reported as a fourth segment under the heading "Other."

Regional Operations is composed primarily of two divisions, the EBI Companies and Nations' Care. These operations underwrite and sell workers compensation insurance through independent agents and brokers. Nations' Care also offers workers compensation consulting and administrative services. Regional Operations' results include the declining costs associated with the run-off of the Company's commercial multiple peril insurance business, which was discontinued in 1988. Reinsurance/Special Programs includes the DPIC Companies, which markets professional liability insurance; SecurityRe Companies, which writes reinsurance; the Connecticut Specialty Insurance Group, which underwrites and sells specialty insurance programs through independent agents and general agents; and Intercargo, which specializes in international trade and transportation coverages. The Guaranty National Companies specialize in writing nonstandard commercial and personal automobile insurance, general liability insurance, surplus lines commercial property and casualty insurance and collateral protection insurance. The business of Orion's other subsidiaries, all of which are insubstantial, as well as the miscellaneous income and expenses (primarily interest, general and administrative expenses and other consolidating elimination entries) of Orion itself, are reported as a fourth segment.

Net earnings for 1993 amounted to $68,813,000 or $4.69 per primary common share (after preferred dividends) on 14,598,000 weighted average common shares outstanding as compared with net earnings of $42,872,000 or $3.35 per primary common share (after preferred dividends) in 1992 on 10,914,000 weighted average common shares outstanding. Earnings per share in 1993 include a benefit of $.81 from the cumulative effect of changes in accounting principles and 1992 earnings per share were reduced $.27 per share by an extraordinary loss from the early extinguishment of debt. Common stock and per common share data have been restated to reflect Orion's 5-for-4 stock splits paid on both December 7, 1992 and November 15, 1993. See "Management's Discussion and Analysis of Financial Condition and Results of Operations."

The following tables present condensed financial information showing revenues, pre-tax earnings (loss) and other financial data and ratios of the Company's four segments for each of the three years in the period ended December 31, 1993. Identifiable assets, by segment, are included in Note L to Consolidated Financial Statements, "Industry Segment Information."

<TABLE>
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	Year Ended December 31,		
	1993	1992	1991
		(000s omitted)	
<S>	<C>	<C>	<C>
REVENUES:			
Regional Operations (1)	$304,286	$303,211	$311,607
Reinsurance/Special Programs (1).........	414,152	344,352	319,635
Guaranty National Companies (2)	-	-	205,167
Other	1,717	155	885
	--------	--------	--------

	$720,155	$647,718	$837,294
	========	========	========
EARNINGS (LOSS):			
Regional Operations (1)	$ 34,025	$ 4,227	$ (9,816)
Reinsurance/Special Programs (1)	44,032	50,384	50,500
Guaranty National Companies (2):			
Pre-tax earnings	-	-	22,477
Equity in net earnings of affiliate ...	9,509	9,994	1,207
	--------	--------	--------
Total property and casualty operations.	87,566	64,605	64,368(1)
Other	(15,061)	(17,891)	(18,299)
	--------	--------	--------
	72,505	46,714	46,069(1)
Federal income taxes	(15,517)	(922)	(1,401)
Cumulative effect of adoption of new accounting principles	11,825	-	-
Extraordinary loss, net of taxes	-	(2,920)	-
	--------	--------	--------
Net earnings	$ 68,813	$ 42,872	$ 44,668(1)
	========	========	========

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SUMMARY OF INSURANCE OPERATIONS

The following tables present certain summary operating data for the Company's three insurance segments:

	Year Ended December 31,		
	1993	1992	1991
	(000s omitted)		
<S>	<C>	<C>	<C>
REGIONAL OPERATIONS (1):			
Revenues -			
Premiums earned	$266,373	$268,145	$263,478
Net investment income	33,760	33,182	32,014
Realized investment gains (losses)	4,153	2,077	(517)
Gain on sale of common stock of Guaranty National	-	-	14,692
Other income	-	(193)	1,940
	--------	--------	--------
Total	$304,286	$303,211	$311,607
	========	========	========
Earnings (loss) before federal income taxes	$ 34,025	$ 4,227	$ (9,816)
	========	========	========

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Footnotes on following page

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	Year Ended December 31,		
	1993	1992	1991
	(000s omitted)		
<S>	<C>	<C>	<C>
REINSURANCE/SPECIAL PROGRAMS (1):			
Revenues -			
Premiums earned	$351,031	$292,060	$256,619
Net investment income	55,500	48,416	43,924
Realized investment gains (losses)	6,706	3,027	(1,161)
Gain on sale of common stock of Guaranty National	-	-	19,239
Other income	915	849	1,014
	--------	--------	--------
Total	$414,152	$344,352	$319,635
	========	========	========
Earnings before federal income taxes	$ 44,032	$ 50,384	$ 50,500
	========	========	========
GUARANTY NATIONAL COMPANIES (2):			
Earnings before federal income taxes	$ -	$ -	$ 22,477
	========	========	========
Equity in net earnings of affiliate	$ 9,509	$ 9,994	$ 1,207
	========	========	========

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The following table sets forth, on a consolidated basis, certain insurance ratios for the Company (2):

	Year Ended December 31,		
	1993	1992	1991

<S> <C> <C> <C>

Loss and loss adjustment expenses to premiums earned	74.4%	75.7%	76.8%
Policy acquisition and other insurance expenses to premiums earned	26.8	27.3	30.2
Total before policyholders' dividends..	101.2	103.0	107.0
Policyholders' dividends to premiums earned	2.0	2.4	2.4
Total after policyholders' dividends ..	103.2%	105.4%	109.4%

<FN>

(1) 1991 includes a gain of $33,931,000 ($14,692,000 for Regional Operations and $19,239,000 for Reinsurance/Special Programs) from the sale of the Guaranty National shares and a cumulative loss provision of $25,000,000 ($12,100,000 for Regional Operations and $12,900,000 for Reinsurance/Special Programs). (See "Management's Discussion and Analysis of Financial Condition and Results of Operations").

(2) The operations of the Guaranty National Companies are included in revenues and expenses through November 20, 1991, the date that the Company sold 6,250,000 shares of Guaranty National's common stock in a public offering, reducing the Company's ownership of Guaranty National to approximately 49%. Subsequent to November 20, 1991, the Company's share of Guaranty National's after-tax earnings are included on an equity accounting basis.

</TABLE>

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The Company's insurance subsidiaries include eight active wholly-owned insurance companies, as well as a wholly-owned reinsurance underwriting management company, service companies and an insurance brokerage firm. One or more of Orion's insurance subsidiaries is licensed and transacts business in each of the 50 states of the United States, the District of Columbia, Puerto Rico and several provinces of Canada. In 1993, approximately 13.1% of the direct premiums written by the insurance subsidiaries was generated in Florida, 11.4% in Pennsylvania and, in the aggregate, an additional 25.1% was generated in the states of California, Wisconsin and Texas. No other state accounts for more than 5% of the insurance premiums written by the Company. Growth in premiums written in Florida in 1993 is attributable to personal automobile insurance generally written with minimum statutory liability limits and professional liability insurance. The following table shows the geographical distribution of direct insurance premiums written by the Company in 1993, 1992 and 1991, including premiums of the Guaranty National Companies through November 20, 1991.

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Geographical Distribution of Direct Premiums Written

	Year Ended December 31,					
State	1993	Pct.	1992	Pct.	1991	Pct.
	(000s omitted - except for percentages)					
<S>	<C>	<C>	<C>	<C>	<C>	<C>
Florida	$ 84,754	13.1%	$ 49,008	8.0%	$ 24,295	3.1%
Pennsylvania	74,066	11.4	80,392	13.1	73,878	9.3
California	60,675	9.4	59,664	9.7	72,157	9.1
Wisconsin	56,209	8.7	53,083	8.6	51,217	6.5
Texas	45,050	7.0	46,684	7.6	81,127	10.2
All others	326,672(1)	50.4	327,185	53.0	489,008	61.8
	$647,426	100.0%	$616,016	100.0%	$791,682	100.0%

<FN>

(1) In 1993, no other single state or country accounts for more than 5% of total direct written premiums.

</TABLE>

For 1993, approximately 49.0% of the Company's net premiums written was derived from workers compensation insurance written in twelve selected states (including all states listed in the preceding table except Florida and California), approximately 22.9% related to liability insurance other than automobile, primarily professional liability insurance, and approximately 21.1% came from automobile insurance (not including premiums from Guaranty National Companies). No other line of business contributed in excess of 3% to 1993 premiums written. The following table shows premiums written for the Company, net of reinsurance, by major statutory lines of business.

Net Premiums Written

	Year Ended December 31,					
	1993	Pct.	1992	Pct.	1991	Pct.
	(000s omitted - except for percentages)					
Workers compensation	$311,150	49.0%	$331,044	58.3%	$331,647	45.2%
Liability other than automobile	145,493	22.9	123,973	21.8	163,224	22.2
Private passenger automobile	72,286	11.4	36,560	6.4	94,479	12.9
Commercial automobile	61,798	9.7	43,246	7.6	111,192	15.2
Surety	11,420	1.8	10,085	1.8	3,671	0.5
Commercial multiple peril	9,028	1.4	9,104	1.6	6,901	0.9
All others	24,411	3.8	13,418	2.5	22,951	3.1
	$635,586	100.0%	$567,430	100.0%	$734,065	100.0%

See "Insurance Industry Characteristics - Loss Reserves" for a discussion of losses incurred in specific geographical regions and in specific lines of business.

REGIONAL OPERATIONS

The Regional Operations segment is comprised primarily of two divisions, the EBI Companies and the newly created entity, Nations' Care. The EBI Companies provides traditional workers compensation insurance and Nations' Care will focus on providing alternative workers compensation services and products.

From 1989 through 1993, the EBI Companies' net premiums written have accounted for almost all of the premium volume of the Regional Operations segment. The EBI Companies devote substantially all of their resources to underwriting and selling workers compensation insurance through independent agents and brokers. EBI believes it has a competitive edge stemming from its service oriented approach. It is among the 25 largest writers of workers compensation insurance in the United States based on net premiums written. For a variety of reasons, EBI has phased out of the workers compensation business in California, a process it began in 1990. The decrease in premium volume in California has been substantially offset by growth in other markets, such as Connecticut, Illinois, Indiana, Pennsylvania, Texas and Wisconsin. Regional Operations staffs its offices with underwriters, field production representatives, claims and loss control representatives, medical and rehabilitation experts and other technical and administrative personnel. The EBI Companies' specialized approach is founded upon a team concept under which loss control and claims management personnel have significant direct involvement in account selection and in underwriting each policy. Upon acceptance of each new account, an EBI team begins to work with the insured and its employees to identify the factors that influence their insurance costs. During the policy term, the EBI team continues to provide services designed to reduce the frequency and severity of injuries. Because of its desire to influence and impact the workplace environment in order to reduce losses, EBI concentrates its efforts on single-location, fixed-plant insureds, such as small to medium-sized manufacturers and selected service businesses.

Regional Operations' new division, Nations' Care, will capitalize on the Company's expertise acquired from its service oriented and team approach to traditional workers compensation. It will apply these skills in writing workers compensation for large accounts, accounts with large deductibles and other insurance products. It will also offer consulting and administrative services to self-insured workers compensation programs. Nations' Care will emphasize its cost effective loss control and claims management consulting services. Nations' Care currently operates in five states but expects ultimately to sell its services more broadly throughout the United States.

A workers compensation policy obligates an insurance company to pay all compensation and other benefits for injured workers as may be required by applicable state workers compensation laws. Such benefits include, among other things, payments for medical and hospital expenses, and disability and vocational rehabilitation expenses. The insurance policies currently written by the EBI Companies provide workers compensation coverage with limits of liability set by the provisions of the state workers compensation laws. The benefits provided by these laws vary with the nature and severity of the injury or disease, as well as with the wage level, occupation and age of the employee. Employers liability coverage is also provided to employers who may be subject to claims for damages (not workers compensation benefits) because of an injury to a worker.

The amount of workers compensation premiums earned is directly dependent upon wage levels as well as the number of employees on the payroll of each policyholder and the job classification of those employees. Accordingly, premiums may be affected by the level of unemployment in general, and particularly by the level of unemployment experienced in those industries and geographic areas which represent a substantial portion of the Company's workers compensation insurance business. Premium rates are revised annually in most states in which the EBI Companies do business. Rates vary with different job classifications and among different employers. The EBI Companies use the rates and rating plans filed in the states where they do business. See "Industry Characteristics - Rates."

Approximately 600 independent agents and brokers produced substantially all of the direct business written in 1993 by the EBI Companies. All of such agents and brokers receive commissions on the sale of insurance. No single independent agent or broker contributed more than 5% of this segment's net written premiums. The agents and brokers provide a broad range of insurance services to the public within their local areas, operate as independent contractors and generally represent other insurers as well.

REINSURANCE/SPECIAL PROGRAMS

The Company's Reinsurance/Special Programs segment is comprised of four components: DPIC Companies, SecurityRe Companies, Connecticut Specialty Insurance Group ("Connecticut Specialty") and the Company's 20% equity interest in Intercargo Corporation. All of such components concentrate in highly specialized lines of business in the property and casualty insurance field.

DPIC Companies writes professional liability insurance for architects, engineers and accountants. DPIC Companies is the second largest underwriter of architect and engineer liability insurance in the United States. DPIC Companies also writes business in Canada.

On October 1, 1993, DPIC Companies substantially reorganized its operations into a structure that more directly aligns its various business functions with particular types of customers. DPIC Companies' Architects and Engineers Underwriting unit was divided into three major divisions: Architects, Engineers and Special Risks. Each division is now staffed with underwriters focused on a more specific discipline thus engendering in them a greater familiarity with the issues facing their customers.

DPIC Companies markets a program of professional liability insurance, similar to its architects and engineers products, for selected medium-sized certified public accounting firms in a program called A/PLS+. In 1994 DPIC Companies plans to introduce a similar program for preferred law firms in a program called L/PLS+. DPIC Companies' accountants, lawyers and Canadian programs comprise a fourth DPIC Companies division - the Emerging Businesses group.

Professional liability insurance covers liability arising out of alleged negligent performance of professional services. Underwriting and claims management require a high level of knowledge and expertise. In an attempt to limit risk exposure, DPIC Companies' specialized underwriters evaluate a great number of factors, including the experience of an applicant firm's professional personnel, the loss history of the firm and the employees to be covered, the type of work performed and the firm's utilization of suggested loss prevention measures. DPIC Companies uses a premium credit incentive program to encourage insureds to participate in its interactive liability education program and to use other loss prevention practices, such as use of "limitation of liability" clauses in their client contracts.

The coverage offered by DPIC Companies is on a "claims-made and reported" policy form, a form which generally insures claims reported by the insured only during the policy term. DPIC Companies generally uses a policy form under which defense costs, primarily legal fees, are limited by their inclusion within the insured's stated policy limits. This policy form has had a favorable impact in controlling legal costs. DPIC Companies' specialized claims staff, located in eight offices in the United States and Canada, stress early intervention in disputes to avoid litigation whenever possible. DPIC Companies has been a pioneer in using alternative dispute resolution methods to mediate and promptly resolve disputes. DPIC Companies' "Mediation Works" program has been particularly successful. DPIC Companies offers incentives to insureds who agree to mediate disputes. Currently, nearly 28% of all open claims are in mediation or proceeding under some other form of alternative dispute resolution. Management believes that the use of such methods has had a beneficial impact on DPIC Companies' operating results.

DPIC Companies markets its products through 54 specialized agencies, each highly knowledgeable about risk management for the professions served and about the DPIC Companies' loss reduction programs. Management believes that this "value added" approach is the reason why DPIC Companies has experienced a high customer retention rate over a long period of time and why it is less vulnerable to price competition. The agents participate in continuing education programs sponsored by DPIC Companies, and also actively participate in professional societies.

Connecticut Specialty administers the operation of approximately 30 specialty programs written through general agencies. The specialized coverages include personal lines automobile insurance, workers compensation insurance, as well as various liability coverages for the trucking industry. Connecticut Specialty utilizes a profit sharing approach in writing its special programs whereby minimal profit is earned by the general agent until the program is profitable. Connecticut Specialty closely monitors its programs throughout their existence to ensure that profit potential is maximized.

Pricing volatility for the business that Connecticut Specialty writes is generally low. The specialty nature of such business provides some insulation against the competitive pressures of the overall insurance market. Connecticut Specialty's ability to exit and enter markets rather quickly is an added competitive advantage.

The Reinsurance/Special Programs segment also participates in facultative and treaty reinsurance throughout the United States through SecurityRe Companies. SecurityRe Companies underwrites a diverse book of property and casualty business using reinsurance intermediaries. Treaty business is focused on small to medium-sized specialty or regional insurance companies.

The Reinsurance/Special Programs segment also includes the Company's 20% interest in Intercargo. Intercargo is an insurance holding company whose subsidiaries specialize in international trade and transportation coverages. Its principal product lines are U.S. Customs bonds and marine cargo insurance sold to importers and exporters through customs brokers and other service firms engaged in the international movement of goods. Intercargo operates as an independent entity and a pro rata share of any profit or loss is reflected in the Company's consolidated financial statements, based on the Company's equity interest in Intercargo. The shares of Intercargo were purchased by the Company in September and December 1993.

GUARANTY NATIONAL COMPANIES

The Company participates in nonstandard commercial and personal automobile insurance and surplus lines insurance through its slightly less than 50% interest in Guaranty National. Based in Englewood, Colorado, the Guaranty National Companies underwrite and sell specialty property and casualty coverages which are not readily available in traditional insurance markets.

Approximately 87% of the Guaranty National Companies' net written premiums during 1993 was derived from writing automobile (both private passenger and commercial) insurance. Other types of insurance products sold by Guaranty National Companies are general liability, commercial multi-peril, umbrella and property. Guaranty National Companies has historically focused its operations on the nonstandard markets. Nonstandard risks require specialized underwriting, claims management and other skills and experience. Guaranty National Companies' expertise and market position has allowed it to generate an underwriting profit in five of the last six years.

Guaranty National Companies' personal lines unit principally writes nonstandard automobile insurance, insurance for drivers usually unacceptable to other insurers for, among other reasons, adverse driving or accident histories, ages or vehicle types. This business represents approximately 33% of the Guaranty National Companies' total gross written premiums and is sold through approximately 1,950 independent agents in 21 states, primarily in the Rocky Mountain and Pacific Northwest regions.

Guaranty National Companies' largest unit, its commercial lines, wrote approximately 58% of Guaranty National Companies' gross written premiums in 1993. Approximately 73% of the commercial insurance was derived during 1993 from commercial automobile insurance, which covers policyholders such as sand and gravel haulers, used car dealers, automobile repair facilities, and local log hauling and trucking firms. Other commercial lines coverage includes property (for example, motor-truck cargo), general liability (for example, contractors and fuel convenience stores), low hazard professional liability (for example, teachers), standard umbrella insurance, standard commercial packages and other commercial coverages.

Guaranty National Companies' commercial lines business is written through three divisions. The general and specialty divisions write business through 68 general agents and various brokers throughout the United States except for New Jersey, Massachusetts and four other Northeastern states. Guaranty National Companies' third commercial lines division is the standard division, whose business is written by Colorado Casualty Insurance Company ("CCIC"). In October 1992, Guaranty National acquired CCIC, an insurance company which writes primarily small standard commercial packages in the Rocky Mountain Region. CCIC has been successful in serving a niche market of approximately 290 rural retail agents.

The Guaranty National Companies' third operating unit, Intercon General Agency, Inc., is a wholly-owned managing general agency which obtains business from 28 general agents across the country. Intercon principally markets collateral protection insurance, primarily insuring automobiles pledged as security for bank loans for which the borrower has not maintained physical damage coverage as required by the bank. The collateral protection business represents 9% of Guaranty National Companies' gross written premiums for 1993.

Nonstandard risks generally involve a potential for poor claims experience because of increased risk exposure. Premium levels for nonstandard risks are substantially higher than for preferred or standard risks. In personal lines, Guaranty National Companies' loss exposure is limited by the fact that its insureds typically purchase low liability limits, often a state's statutory minimum. The nonstandard insurance industry is also characterized by the insurer's ability to minimize its exposure to unprofitable business by effecting timely changes in premium rates and policy terms in response to changing loss and other experiences. In the states where the Guaranty National Companies writes the majority of its business, prior approval to effectuate rate changes is not required. In those states where prior approval is required, the Guaranty National Companies has generally gained approval in a timely manner.

In November 1993, Guaranty National acquired Peak Property and Casualty Insurance Corporation ("PEAK"), a property and casualty insurance company "shell" licensed in 39 states. The PEAK acquisition increases the Guaranty National Companies' marketing and licensing flexibility to take advantage of opportunities to write more special program business and allows the Guaranty National Companies to expand its standard commercial business to states outside the Rocky Mountain region.

On November 20, 1991, the Company sold 6,250,000 shares, or slightly more than half, of the common stock of Guaranty National in a public offering ("Guaranty Sale") and received a special one-time dividend in the form of notes. As a result of the Guaranty Sale, Guaranty National became a publicly-held company with its stock listed on the New York Stock Exchange. In

February 1994 Guaranty National's Board of Directors approved a stock repurchase program. The Company has agreed to sell, and Guaranty National to buy, a portion of Guaranty National's common stock to the extent necessary for the Company to maintain its ownership interest in Guaranty National at approximately its present level of slightly under 50%.

In conjunction with the Guaranty Sale, Guaranty National and its subsidiaries entered into a series of agreements to formalize their continuing business relationships with Orion and the Company's insurance subsidiaries. Among the more significant of these agreements is a shareholders agreement pursuant to which the Company has the right to designate three members of Guaranty National's board, including the Chairman of the Board, for so long as the Company beneficially owns 30% or more of Guaranty National. Under this agreement, the Company also has a right until 1997 to require Guaranty National to register under the Securities Act of 1933 all or part of the 6,143,414 shares of common stock it continues to hold. In addition, the Company's insurance subsidiaries and the Guaranty National Companies also entered into certain reinsurance agreements and a trade name agreement. Orion and Guaranty National have signed an investment management agreement pursuant to which the Guaranty National Companies' investment portfolio (except for a portion of the equity securities portfolio which is managed by an unaffiliated portfolio manager) is managed by Orion's investment managers (under the direction and supervision of Guaranty National) for a fee of $550,000 per year for 1993 and 1994. After September 30, 1994, the investment management agreement continues for annual periods, unless terminated by either party upon 90 days prior written notice.

INSURANCE INDUSTRY CHARACTERISTICS

Loss Reserves

The Company establishes reserve liabilities for reported losses, incurred but not reported ("IBNR") losses, and claim settlement and administration expenses. Reserves for reported losses and loss adjustment expenses are estimates of the ultimate costs of claims incurred but not settled. IBNR loss reserves are estimates for both unreported claims and additional development of previously reported claims. Such reserves are primarily based on the circumstances surrounding each claim, the Company's historical experience with losses arising from claims not yet reported, the particular experience associated with the line of business and type of risk involved, and changes in costs. Changes in costs relate to costs for property, repairs to property, medical care, litigation and other legal costs, and vocational rehabilitation. The Company regularly monitors the factors affecting its reserves to better control claim costs, which also provides a base of information to reevaluate reserve estimates with regard to the amount and timing of claim reporting. The reserve estimation process is regularly reviewed and adjusted to consider all pertinent information as it becomes available as to the ultimate net cost of losses and claims incurred. Such reevaluation is a normal, recurring activity that is inherent in the process of loss reserves estimation.

Management revises its reserve estimates as appropriate and believes that the loss and loss adjustment expense reserves of the Company's insurance subsidiaries make reasonable and sufficient provision for the ultimate net cost of all losses and claims incurred. However, no assurances can be given that reserve development will not occur in the future.

Accident Year Loss and Loss Adjustment Expense Analysis

Accident year is a period of exposure that is used to accumulate loss and loss adjustment experience by the year in which an incident giving rise to a claim occurs. Accident year information is used for loss reserving and in establishing premium rates. Accident year loss experience is updated in subsequent calendar years until all losses and loss adjustment expenses related to that given accident year have been settled. Accident year loss ratio relates losses associated with incidents giving rise to claims occurring within a given calendar year to premiums earned during the same calendar year. Presented below is a loss reserve development table for the five years ended December 31, 1993 prepared in accident year format. In this accident year analysis, reserves related to insurance subsidiaries acquired in 1984 and 1988 are included from the dates of acquisition. Redundancies or deficiencies related to the reserves of these subsidiaries are included in years subsequent to their acquisition.

For each accident year, the following table presents premiums earned, and the provision for loss and loss adjustment expenses as a percentage of premiums earned (the "loss ratios") as established in the initial accident year and cumulative as of December 31, 1993.

<TABLE>
<CAPTION>

Accident Year	Premiums Earned (000s omitted)	Loss and Loss Adjustment Expense Development: Initial	Cumulative
<S>	<C>	<C>	<C>
1989	$718,554	67.5%	69.0%
1990	687,976	67.4	69.5
1991	701,386	67.7	67.4
1992	560,205	71.0	71.7
1993	617,404	70.4	-

<CAPTION>

The table set forth below indicates premiums earned, the loss ratio, the ratio of policy acquisition costs and other insurance expenses to premiums earned (the "expense ratio"), the ratio of policyholders' dividends to premiums earned (the "policyholders' dividend ratio") and the total of the ratios (the "combined ratio") at December 31, 1993.

Accident Year	Premiums Earned (000s omitted)	Loss Ratio	Expense Ratio	Policyholders' Dividend Ratio	Combined Ratio
<S>	<C>	<C>	<C>	<C>	<C>
1989	$718,554	69.0%	28.1%	2.5%	99.6%
1990	687,976	69.5	28.7	2.9	101.1
1991	701,386	67.4	30.2	2.4	100.0
1992	560,205	71.7	27.3	2.4	101.4
1993	617,404	70.4	26.8	2.0	99.2

<CAPTION>

Calendar Year Loss Reserve Analysis

An analysis of the Company's calendar year loss and loss adjustment expense reserves (net of reinsurance and excluding Guaranty National Companies for all years) is presented below:

	Year Ended December 31, 1993	1992	1991
		(000s omitted)	
<S>	<C>	<C>	<C>
Beginning of year	$746,298	$668,467	$595,455
Provision:			
Current year	434,840	397,551	360,223
Prior years	24,292	26,481	61,645
	459,132	424,032	421,868
Payments:			

Current year	125,042	105,883	87,392
Prior years	249,583	240,318	261,464
	374,625	346,201	348,856
End of year	$830,805	$746,298	$668,467

</TABLE>

<TABLE>
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Cumulative reserve development for the Company's wholly-owned insurance subsidiaries (excluding Guaranty National Companies for all years) as of December 31, 1993 for the calendar years 1983 through 1993 is shown in the table that follows:

Year Ended December 31,	1983	1984	1985	1986	1987	1988	1989	1990	1991	1992	1993
						(000s omitted)					
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
Net liability for unpaid loss and loss adjustment expenses	$276,831	$284,480	$294,427	$359,623	$401,677	$520,304	$602,519	$595,455	$668,467	$ 746,298	$ 830,805
Paid (cumulative) as of:											
One year later	135,148	197,895	226,776	211,102	178,100	236,657	281,224	261,464	240,318	249,583	-
Two years later.........	220,681	317,705	364,206	320,000	318,883	403,147	438,250	408,624	378,524	-	-
Three years later	272,506	396,482	436,665	409,019	414,616	488,397	526,235	493,218	-	-	-
Four years later	312,994	424,881	493,399	468,971	457,182	544,449	581,880	-	-	-	-
Five years later	326,822	467,781	534,321	494,838	490,973	582,527	-	-	-	-	-
Six years later	359,498	494,273	550,743	518,397	515,478	-	-	-	-	-	-
Seven years later	375,687	514,382	571,652	537,567	-	-	-	-	-	-	-
Eight years later	394,141	531,036	588,050	-	-	-	-	-	-	-	-
Nine years later	407,506	547,286	-	-	-	-	-	-	-	-	-
Ten years later	422,812	-	-	-	-	-	-	-	-	-	-
Net liability reestimated as of:											
One year later	275,716	354,216	416,208	434,056	469,137	573,632	647,585	657,100	694,948	770,590	-
Two years later	313,134	432,944	478,093	486,631	504,814	624,337	695,154	685,692	714,953	-	-
Three years later	350,698	471,155	527,200	517,476	548,883	658,024	722,626	705,516	-	-	-
Four years later	361,138	500,835	574,073	557,124	568,114	687,818	741,789	-	-	-	-
Five years later	379,156	533,435	605,513	577,977	597,103	705,475	-	-	-	-	-
Six years later	411,583	555,123	623,291	604,056	610,086	-	-	-	-	-	-
Seven years later	425,702	575,438	645,114	611,108	-	-	-	-	-	-	-
Eight years later	445,550	590,215	652,011	-	-	-	-	-	-	-	-
Nine years later	457,758	602,085	-	-	-	-	-	-	-	-	-
Ten years later	468,737	-	-	-	-	-	-	-	-	-	-
Net deficiency	(191,906)	(317,605)	(357,584)	(251,485)	(208,409)	(185,171)	(139,270)	(110,061)	(46,486)	(24,292)	-
Gross liability										$1,081,396	$1,140,403
Reinsurance recoverable ..										335,098	309,598
Net liability										$ 746,298	$ 830,805
Gross re-estimated liability										$1,085,578	
Re-estimated recoverable..										314,988	
Net re-estimated liability										$ 770,590	
Gross deficiency										$ (4,182)	

</TABLE>

The preceding loss reserve development table indicates the aggregate year-end liability for loss and loss adjustment expenses net of reinsurance, the cumulative amounts paid attributable to those reserves through December 31, 1993, the re-estimate of the aggregate liability as of December 31 of each subsequent year and the cumulative development of prior years' reserves. Information is also provided on a gross basis for 1992 and 1993. Consistent with industry practice, certain claims for long-term disability workers compensation benefits are carried at discounted values. At December 31, 1993 and 1992, approximately $73,215,000 and $68,882,000, respectively, of long-term disability workers compensation loss reserves are included in the consolidated financial statements at net present value using a statutory interest rate of 3.5%.

The Company's IBNR loss and loss adjustment expense reserves and other reserves for losses and loss adjustment expenses for which claim files have not been established, net of reinsurance and exclusive of Guaranty National Companies, were $336,446,000, $298,653,000 and $271,959,000 as of December 31, 1993, 1992 and 1991, respectively.

The following table presents the differences between loss and loss adjustment expense reserves reported in the consolidated financial statements in accordance with generally accepted accounting principles ("GAAP"), and those reported in the consolidated annual statement filed with state insurance departments in accordance with statutory accounting practices ("SAP"):

	December 31, 1993	December 31, 1992
	(000s omitted)	
Liability on SAP basis	$ 850,418	$ 754,452
Estimated salvage and subrogation recoveries recorded on a cash basis for SAP and on an accrual basis for GAAP	(15,164)	(14,019)
GAAP Reinsurance payable included in SAP liability in 1993	(11,244)	-
Foreign subsidiary reserves	6,795	5,865
Liability on GAAP basis, net of reinsurance..	830,805	746,298
Reinsurance on GAAP reserves	309,598	335,098
Liability on GAAP basis	$1,140,403	$1,081,396

During 1993, the Company strengthened loss reserves and experienced development for prior years' business based upon the Company's ongoing actuarial analysis utilizing the most current information available. The 1993 provision for prior accident year losses by major line of business is as follows:

	(000s omitted)
Reinsurance, pools and associations	$ 7,719
Other liability	5,364
Automobile liability	5,314
Surety	3,017
Commercial multiple peril	1,869
Other......................................	1,009
	$24,292

Adverse development relating to reinsurance, pools and associations includes the Company's assumed reinsurance business, in which loss and loss adjustment expense experience is indicative of the ceding companies' experience. The Company's voluntary participation in various pools and associations business is generally recorded as the information is reported to the Company. Adverse development relating to other liability includes the Company's professional liability program for architects and engineers and losses from the Company's discontinued general liability line of business. The development from automobile liability relates to the Company's truck and Florida non-standard automobile programs where reported losses in 1993 developed greater than anticipated. Losses in the surety line of business principally relates to a program that was discontinued in 1993. The majority of the adverse development for the other lines of business relate to strengthening reserves based on historical loss development patterns. In prior years, the commercial multiple peril line was responsible for a greater amount of the adverse development. Starting in 1983, the Company expanded its commercial multiple peril business and then withdrew from that line of business in 1988 due to greater than expected losses. In 1993, the commercial multiple peril line had significantly less development due to stronger reserving. The significantly decreased level of adverse development during 1992 and 1993 is consistent with the Company's expectations.

Loss reserve estimates are based on forecasts of the ultimate settlement of claims and are subject to uncertainty with respect to future events. Loss reserve amounts are based on management's informed estimates and judgments, using data currently available. Reserve amounts and the underlying actuarial factors and assumptions are regularly analyzed and adjusted to reflect new information. The Company has experienced substantial development of losses from prior accident years, particularly accident years 1984 and 1985 which were the worst years in recent history for the Company and for the property/casualty insurance industry in general. The Company's adverse development primarily resulted from the terminated lines of business, pools and other programs, higher than anticipated inflationary pressures, unforeseen judicial decisions (including interpretations of policy coverages beyond what was originally anticipated) and other external factors exposing the Company to risks not known when the insurance policies were priced and issued.

To reduce loss development, the Company realigned certain management responsibilities in its Regional Operations segment over the past several years, thereby streamlining operations. Key management positions were added in that segment to further strengthen loss control and prevention, and to focus more attention towards back-to-work programs for injured workers. These

factors tend to reduce loss costs and adverse development. For the design professionals liability line of business, the Company has increasingly used alternative dispute resolution techniques which includes the extensive use of mediation procedures to settle claims. These procedures often result in reduced litigation and other claim related expenses. The commercial multiple peril business that is being run off has a specifically designated group of claim personnel assigned who have been aggressively settling claims, resulting in an acceleration of payment patterns in more recent years.

Estimates for IBNR claim reserves are based on actuarial analysis of historical loss experience and current trends. Although the reserve is deemed adequate to cover all probable claims, there is a reasonable possibility that the adverse development from prior accident years could continue into the future. Variability in claim emergence and settlement patterns, and other trends in loss experience, can result in future development patterns different than expected. The Company believes that the adverse development experienced in recent years relates to the timing of recurring claims activities that are inherent to the estimation of property/casualty reserves. Future variability cannot be accurately factored into the reserve estimations. In recent years, to limit future adverse loss development, the Company has reserved at higher initial levels as can be seen in the table on page 16, where initial accident year reserving percentages for the applicable calendar years have increased from 67.5%, 67.4% and 67.7% in 1989, 1990 and 1991, respectively, to 71.0% in 1992 and 70.4% in 1993.

Management believes that the reserve strengthening and the higher level of initial reserving, together with increased stabilization in the Company's business, are expected to limit adverse loss development in the future.

The Company analyzes loss reserves for its major lines of business on a regular basis. Several methods are used, including paid and incurred loss development, and incurred claim counts and average claim costs. These methods are subject to variability in reserve estimation for various reasons, including improved claims department operating procedures and accelerated claims settlement due to the use of alternate dispute resolution and expedited resolution of civil suits in litigation. Additionally, other factors that are analyzed and are considered in the determination of loss reserves include (i) claim emergence and settlement patterns and changes in these patterns from year to year,(ii) trends in the frequency and severity of paid and incurred losses, (iii) changes in policy limits and changes in reinsurance coverages, (iv) changes in the mix and classes of business, and (v) changes in claims handling procedures as determined by discussions with claims and operating staff and through claim audits.

Current operations are greater focused on underwriting selection where the Company has specialized knowledge and can provide enhanced service to its customers. This concentration, and the specialized knowledge and growing experience in its selected lines of business arising from such concentration, have enabled the Company to implement improvements in its claims administration and underwriting procedures which have enhanced the Company's ability to analyze data and project reserve trends.

Investments

The Company derives a significant part of its income from its investments. Investments of the Company's insurance subsidiaries are made in compliance with applicable insurance laws and regulations of the respective states in which such companies are domiciled and other jurisdictions in which they conduct business. Neither Orion nor any of its non-insurance subsidiaries is constrained by investment restrictions set forth in state insurance laws.

The Company maintains a diversified portfolio representing a broad spectrum of industries and types of securities. The Company has no significant investments in real estate, although it does own the DPIC Companies' home office building and has invested in several real estate limited partnerships valued at $11,891,000. Investments are managed to achieve superior total return, while maintaining a proper balance of safety, liquidity, maturity and marketability. Investments are made based on long-term economic value rather than short-term market conditions. Except for investments in Guaranty National and securities of the United States Government and its agencies, the Company did not have any other investments in any one issuer that exceeded $20,000,000.

During 1993 and 1992 the Company has continued in the process of changing the composition of its investment portfolio toward more tax-advantaged securities. Historically, as a result of the Company's net operating tax loss carryforwards ("NOLs"), the Company invested primarily in fully taxable securities, since the income of such securities could be offset by the NOLs. Such fully taxable securities, in general, pay a higher pre-tax rate of return than tax advantaged securities. With the change in the Company's tax position, resulting from the full utilization of all of its NOLs for federal income tax purposes, and with the increased liquidity from the sale of Guaranty National shares, management began in 1991 a shift in the composition of the Company's investment portfolio toward the purchase of a greater percentage of tax-advantaged securities.

The following table shows the composition of the investment portfolio of the Company as of December 31, 1993 and 1992, and the quality ratings for the Company's fixed maturity investments. The investments shown below are listed at their cost, market value and financial statement values (carrying or book values). Fixed maturity investments that the Company has both the positive intent and the ability to hold to maturity are recorded at amortized cost. Fixed maturity investments which may be sold in response to, among other things, changes in interest rates, prepayment risk, income tax strategies, or liquidity needs are recorded at market value, and changes in unrealized appreciation are reflected in stockholders' equity. Equity securities are stated at market value. Both the fixed maturities and equity investments consist primarily of readily marketable securities.

<TABLE>
<CAPTION>

(000s omitted - except for percentages)

December 31, 1993	Cost		Market Value		Carrying Value	
Fixed Maturities:						
AAA	$ 408,254	32.4%	$ 427,448	31.9%	$ 417,147	31.5%
AA	191,858	15.2	207,461	15.5	202,614	15.3
A	101,172	8.0	105,456	7.9	103,772	7.9
BBB	107,958	8.6	112,814	8.4	111,552	8.4
BB	31,728	2.5	31,972	2.4	32,319	2.4
B and Below	20,371	1.6	22,118	1.6	22,118	1.7
Not Rated	40,777	3.3	43,216	3.2	43,216	3.3
Sub-total	902,118	71.6	950,485	70.9	932,738	70.5
Equity Securities..	210,311	16.7	242,643	18.1	242,643	18.4
Other Long Term Investments	50,682	4.0	50,682	3.8	50,682	3.8
Short Term Investments	96,473	7.7	96,473	7.2	96,473	7.3
	$1,259,584	100.0%	$1,340,283	100.0%	$1,322,536	100.0%
December 31, 1992						
Fixed Maturities:						
AAA	$ 363,894	32.0%	$ 379,283	32.1%	$ 362,851	31.4%
AA	178,177	15.6	183,556	15.5	178,289	15.4
A	97,679	8.6	102,223	8.6	99,874	8.6
BBB	96,670	8.5	98,223	8.3	96,856	8.4
BB	28,474	2.5	28,127	2.4	28,341	2.4
B and Below	26,156	2.3	26,684	2.3	26,328	2.3
Not Rated	34,487	3.0	34,252	2.9	34,487	3.0
Sub-total	825,537	72.5	852,348	72.1	827,026	71.5
Equity Securities..	169,836	14.9	185,700	15.7	185,700	16.1
Other Long Term Investments	36,419	3.2	36,419	3.1	36,419	3.1
Short Term Investments	107,470	9.4	107,470	9.1	107,470	9.3
	$1,139,262	100.0%	$1,181,937	100.0%	$1,156,615	100.0%

<CAPTION>

	Year Ended December 31,	
	1993	1992
Pre-tax investment yield on average investments	7.4%	7.4%

Effective December 31, 1993, the Company adopted Statement of Financial Accounting Standards ("SFAS") No. 115, "Accounting for Certain Investments in Debt and Equity Securities," which establishes the "available-for-sale" category of investment securities and requires such securities to be recorded at market value, with unrealized gains and losses reported in a separate component of stockholders' equity. As a result of the adoption of this standard, the Company increased its investments recorded at market value on December 31, 1993 by $452,102,000, and its unrealized appreciation on investments, a component of stockholders' equity, by $20,720,000, net of deferred income taxes.

The Company strives to enhance the average return of its portfolio by investing a small percentage of it in a diversified group of non-investment grade fixed maturity securities, or securities that are not rated. The risk of loss due to default is generally considered greater for non-investment grade securities than for investment grade securities because the former, among other things, are typically unsecured, often subordinated to other debts of the issuer and are often issued by highly leveraged companies. In the non-investment grade segment of the investment portfolio, the Company maintains a high degree of diversity, with an average investment per issuer of approximately $1,935,000 at December 31, 1993. Only four high yield investments, aggregating $23,422,000, were in excess of $5,000,000 as of December 31, 1993.

The Company closely monitors the financial stability of issuers of securities that it owns. When conditions are deemed appropriate, the Company ceases to accrete discount, or accrue interest and dividends. In cases where the value of investments are deemed to be other than temporarily impaired, the Company recognizes losses. During 1993, provisions for such losses were $6,310,000 for equity securities and $2,147,000 for fixed maturity investments. See "Management's Discussion and Analysis of Financial Condition and Results of Operations - Net Investment Income and Realized Investment Gains."

Reinsurance

In the ordinary course of business, the Company's insurance subsidiaries enter into reinsurance contracts with other insurers which serve to limit such insurer's maximum loss from catastrophes, large risks or unusually hazardous risks. Ceding reinsurance reduces an insurer's operating leverage ratio.

A large portion of the Company's reinsurance protection is provided by reinsurance contracts known as treaties. In other instances, reinsurance is obtained by negotiation for individual risks, or facultative reinsurance. The Company's insurance subsidiaries have certain excess-of-loss and catastrophe treaties with unaffiliated insurers or reinsurers which provide protection against a specified part or all of certain types of losses over stipulated dollar amounts arising from one or more occurrences. The amount of each risk retained by an insurer is subject to maximum limits which vary by

line of business and type of coverage. Retention limits are periodically revised as the capacity of the Company's insurance subsidiaries to retain risk varies and as reinsurance prices change. The Company is very selective as to its reinsurers, placing reinsurance with only those reinsurers considered to be in sound financial condition and having satisfactory underwriting ability. Many of the Company's reinsurance agreements are subject to annual renewal as to coverage, limits and price. The Company continually monitors the financial strength of its reinsurers. The Company's insurance subsidiaries, to their knowledge, have no material exposure to potential unrecognized losses due to reinsurers that are in known financial difficulties.

The Company's insurance subsidiaries have reinsurance protection for workers compensation losses in excess of $1,500,000 up to $100,000,000. DPIC Companies have reinsurance for a portion of losses from architect and engineer liability in excess of $250,000 up to $5,000,000, the maximum policy limit written by the DPIC Companies. In 1990 certain of the Company's insurance subsidiaries entered into an aggregate excess-of-loss reinsurance contract for workers compensation and architect and engineer professional liability lines of business which provides excess coverage and limits future loss development.

That reinsurance protection provides various layers of coverage up to a maximum aggregate limit of liability of $48,000,000. Certain commercial auto and general liability policies are reinsured by a 35% quota share with excess of loss protection from $500,000 to $1,000,000. The Company's reinsurance subsidiary maintains various reinsurance arrangements for its facultative and treaty exposures, including catastrophe protection above the $1,000,000 level. In addition to the foregoing, the Company's insurance subsidiaries also maintain other reinsurance arrangements in support of their specific business needs. In 1993 and 1992, the Company's insurance subsidiaries net premiums written to year-end statutory surplus were at the conservative levels of 1.4:1 and 1.5:1, respectively.

Government Regulation

The Company's insurance subsidiaries are subject to regulation primarily by the insurance departments of the states of their incorporation, Connecticut and California. All insurance companies must file annual statements and other reports with state regulatory agencies and are subject to regular and special examinations by those agencies. A regular periodic examination of the Company's California and Connecticut pooled insurance subsidiaries, covering their operations and statutory financial statements through December 31, 1991, was satisfactorily completed in 1993 by the Insurance Departments of California and Connecticut.

Each of the Company's insurance subsidiaries is also subject to regulation by other jurisdictions in which it sells insurance, including certain Canadian provinces. States regulate the insurance business through supervisory agencies which have broad administrative powers, including powers relating to, among other things, the standards of solvency which must be met and maintained; the licensing of insurers and their agents; restrictions on the amount of risk which may be insured under a single policy; the approval of premium rates; the form and content of the insurance policy and sales literature; the form and content of financial statements; reserve

requirements; and the nature of and limitations on permitted investments. In general, such regulation is for the protection of policyholders rather than shareholders.

In some instances, particularly in connection with workers compensation insurance, various states routinely require deposits of assets for the protection of policyholders and their employee claimants in those states. As of December 31, 1993 and 1992, securities representing approximately 21% and 29%, respectively, of the book value of the Company's investment portfolio were on deposit with various state treasurers or custodians. Such deposits consist of securities of types which comply with the standards that each state has established.

The Company is also subject to state laws regulating insurance holding company systems. Most states have enacted legislation and adopted administrative regulations affecting insurance holding companies and the acquisition of control of insur-ance companies, as well as transactions between insurance companies and their affiliates. The nature and extent of such legislation and regulations currently in effect vary from state to state. However, most states currently require administrative approval of the acquisition of 10% or more of the outstanding shares of an insurance company incorporated in the state or the acquisition of 10% or more of an insurance holding company whose insurance subsidiary is incorporated in the state. The acquisition of 10% of such shares (which would include securities convertible into voting securities) is deemed to be the acquisition of "control" for the purpose of most holding company statutes and requires not only the filing of detailed information concerning the acquiring parties and the plan of acquisition but also administrative approval prior to the acquisition. Material transactions between insurance companies and affiliated members of the holding company system are generally required to be "fair and reasonable" and in some cases are subject to administrative approval.

All state jurisdictions in which the Company is authorized to transact business require participation in guaranty funds. Insurers authorized to transact business in those jurisdictions can be assessed by a state guaranty fund a percentage (usually from 1% to 2%) of direct premiums written in that jurisdiction each year to pay claims on behalf of insolvent insurers. The likelihood and amount of any future assessment cannot be estimated until after an insolvency has occurred. For the years ended December 31, 1993 and 1992 the Company's insurance subsidiaries were assessed approximately $407,000 and $54,000, respectively (net of estimated future recoveries) as a result of known insolvencies. Insurance companies are required by certain states in which they do business to participate in automobile insurance plans and workers compensation plans. These plans provide insurance on risks which are not written in the voluntary market. Participation in these plans has usually been unprofitable for the Company.

A number of state legislatures and the United States Congress have for years been considering, or have now enacted, some type of legislative proposals which alter the rules for tort claims and increase the states' authority to regulate insurance companies. These initiatives have expanded, in some instances, the states' regulation over rates (See "Rates" below) and

also have increased data reporting requirements. In recent years the state insurance regulatory framework has come under federal scrutiny, and certain state legislatures have considered or enacted laws that alter, and in many cases increase, state authority to regulate insurance companies and insurance holding company systems. Further, the National Association of Insurance Commissioners ("NAIC") and state regulators are re-examining existing laws and regulations and issues relating to the solvency of insurers. The NAIC has decided to adopt risk based capital ("RBC") requirements for property and casualty insurers to test the solvency of an insurer to write specific lines of insurance. Applying the current RBC requirements to the Company's insurance operations at December 31, 1993 reveal that the capital of each of its insurance subsidiaries exceeds the RBC requirements.

Although the federal government generally does not directly regulate the business of insurance, federal initiatives often have an impact on the business in a variety of ways. There are various current and proposed federal measures which may significantly affect the Company's insurance business, including, among other proposals, the revocation of the antitrust exemption provided by the McCarran-Ferguson Act. The Clinton administration's proposed reforms of the nation's health care system also might negatively affect the Company's workers compensation and automobile liability businesses. The economic and competitive effects of any proposals upon the Company would depend upon the final form such legislation might take. The Company is unable to predict what regulatory proposals may be adopted in the future, or the effect any such proposals might have on the Company's business if adopted.

Limitations on Payments from Insurance Subsidiaries

The principal sources of cash available to Orion are dividends and tax payments from its subsidiaries. The payment of dividends to Orion by its insurance subsidiaries is subject to state regulation. No state restricts dividend payments by Orion to its stockholders.

The ability of the Company's insurance subsidiaries to declare dividends is governed primarily by the insurance laws of each subsidiary's state of incorporation. Generally, such laws currently provide that, unless prior approval is obtained, dividends of a property and casualty insurance company in any consecutive 12-month period shall not exceed the greater of its net income for the preceding calendar year or 10% of its policyholders' surplus as of the preceding December 31, determined on a statutory accounting basis. Dividends and distributions by the Company's insurance subsidiaries are also subject to a requirement that statutory policyholders' surplus be reasonable in relation to outstanding liabilities and adequate to meet the companies' financial needs following the declaration of any dividends or distributions. State insurance regulators have, however, broad discretionary authority with respect to approving the payment of dividends by insurance companies. As part of the process of accreditation by the NAIC, state insurance regulators have been recommending the adoption of new state statutory standards for the payment of dividends by insurance companies without prior approval. Some states have implemented more restrictive dividend standards. Under current regulations, the maximum dividends permitted at December 31, 1993 for the ensuing twelve months, without prior

approval, aggregated $37,373,000. Since it is difficult to predict future levels of statutory policyholders' surplus or earnings, the amount of dividends that could be paid in the future without prior approval cannot be determined at this time.

All business written and expenses incurred by most of the Company's insurance subsidiaries are combined, and allocated back to each insurance company in accordance with a reinsurance pooling agreement among them. Effective December 31, 1992, the Company changed the pooling percentages among its insurance subsidiaries to 85% and 15% between the Connecticut and California insurance companies, respectively. Previously, the pooling percentages had been 50% for each group of companies. As a result of the change in pooling, on January 4, 1993 a directly owned California-domiciled subsidiary paid Orion an extraordinary dividend totalling $65,470,000, after receiving approval from the California Department. The proceeds from this dividend were simultaneously contributed by Orion to a directly owned Connecticut-domiciled subsidiary.

Rates

All of the Company's insurance subsidiaries are subject to regulation as to rates, availability and cancellation of insurance. Most states have insurance laws requiring that rate schedules and other information be filed with or made available to the state's regulatory authority, either directly or through a rating organization with which the insurer is affiliated. The regulatory authority may, in most states, disapprove a rate filing if it finds that the rates are inadequate, excessive or unfairly discriminatory. Rates, which are not necessarily uniform for all insurers, vary by class of business, hazard assumed and size of risk. Subject to regulatory requirements, the Company's management determines the prices charged for its policies based on a variety of factors including recent historical claims experience, inflation, competition, tax law and rate changes and anticipated changes in the legal environment, both judicial and legislative. Subject to the possible adoption of legislation which would require rate rollbacks in the Company's major lines of business, the Company's management believes that its rate outlook for its principal lines of business will remain stable during 1994.

Some states have adopted open rating systems for workers compensation which permit insurers to set premium rates independently without the prior approval of the insurance commissioners. A number of other states permit insurers to deviate from standard rates for workers compensation insurance after receiving prior approval. In insuring professional liability risks the DPIC Companies are generally not limited to the standard rates of a rating organization, but set their own rates because of the unique nature of the risk being underwritten.

In November 1988, California voters passed an initiative known as Proposition 103 (the "California Proposition") which amended the California Insurance Code to provide, among other things, that rates for automobile and many other insurance policies issued or renewed on or after November 8, 1988, be rolled back to the levels of November 8, 1987 and then reduced by 20%.

Workers compensation insurance and reinsurance are excluded from the California Proposition's rate rollback provisions.

On January 8, 1991, the California Insurance Department issued rate regulation proposals regarding the California Proposition. On October 16, 1991, the California Insurance Commissioner issued notices of premium refunds to 14 insurers. In February 1993, the California State Court invalidated the regulations with respect to one insurance company that received notice of a premium refund. The decision is currently on appeal to the California Supreme Court. None of the Company's insurance subsidiaries were among the companies that received the refund notices.

Although it is not possible to predict with any degree of certainty the ultimate outcome of such regulations or their impact on the Company's rates charged since November 8, 1988, management currently believes the effect of the regulations will not be material to the Company. Based on the foregoing and management's belief that the rates filed by the Company comply with applicable California law, no provision has been made in the Company's consolidated financial statements for denial or partial denial of the Company's rollback exemption applications or the partial or total disapproval of the Company's rates filed since November 8, 1989.

In recent years, certain social, economic and political issues have led to an increased number of legislative and regulatory proposals and judicial decisions aimed at addressing the cost, benefits and availability of certain types of insurance. Initiatives attempting to freeze or roll back premium rates, similar to the California Proposition have been introduced in other states, as well as proposals to redefine or expand risk exposure, such as by increasing the amount and types of workers compensation benefits and by the expansion of the liability for employee illness caused by cumulative trauma, stress or previously unknown causes. While most of the new legislative proposals have failed to date to become law, the Company believes that these initiatives will continue. It is impossible to predict whether any such proposals will be adopted. However, depending on the circumstances, the Company may be able to mitigate the longer term effects on profitability through discontinuance of the affected business and redeployment into more attractive markets.

Competition

The insurance industry is highly competitive. Of the nearly 3,900 property and casualty insurance companies in the United States, about 900 companies write most of the business but no single company or group has more than 10% of the market. The Company's insurance subsidiaries are in competition with numerous stock and mutual property and casualty insurance companies, as well as state run workers compensation insurance funds, many of which are substantially larger and have significantly greater resources than the Company. Competition may take the form of lower premiums, specialized products, more complete and complex product lines, greater pricing flexibility, superior service, different marketing methods or higher policyholder dividend rates. Superior service and marketing methods are of particular importance in workers compensation. Competition might also come from service organizations which administer self-insured programs.

The Company's insurance subsidiaries sell their insurance principally through independent agents, brokers and general agencies, who typically also represent one or more competing insurance companies. They are paid commissions based on premiums collected from insureds. Commission rates vary according to the type and amount of insurance sold. Some competitors in certain lines obtain their business at a lower direct cost through the use of salaried personnel rather than independent agents and brokers.

Rating
- ------

A.M. Best Company raised the Company's rating in September, 1993 to an "A (Excellent)" from a "A- (Excellent)." In general, A.M. Best Company's ratings are based on an analysis of the financial condition and operation of an insurance company as they relate to the industry. These ratings are not primarily designed for investors and do not constitute recommendations to buy, sell or hold any security. A.M. Best Company has upgraded the ratings of the Company three times in the last four years.

MISCELLANEOUS OPERATIONS

The Company's fourth business segment consists primarily of the miscellaneous income and expense (principally interest and general and administrative expenses) of Orion itself. For financial reporting purposes, the Company applies federal income taxes and benefits, as if fully utilizable, to its segments. Any consolidating elimination entries are accounted for in this fourth segment.

In late 1984 the Company purchased 26.3% of the common stock of Sentry Savings and Loan Association ("Sentry"), located in Stamford, Connecticut. Sentry operated as an independent entity and a pro rata share of any profit or loss was reflected in the Company's consolidated financial statements, based on the Company's equity interest in Sentry. On November 22, 1993, after obtaining all necessary state and federal regulatory approvals, Sentry's assets were acquired by the Frank and Joanne Warren Connecticut Stock Revocable Trust (the "Trust"). As a result of consummation of the sale of the assets of Sentry to the Trust, the Company is no longer a unitary savings and loan holding company under federal law and has been released from all obligations and restrictions under those laws.

ITEM 2. PROPERTIES

The Company's executive office is located at 30 Rockefeller Plaza, New York, New York and the home office of the insurance operations of the Company is located in Farmington, Connecticut. These office facilities consist of approximately 150,000 square feet, in the aggregate, and are leased at a total annual rental of $4,650,000.

The DPIC Companies owns its office building in Monterey, California. The DPIC Companies occupy 39,900 square feet of the building and lease to others the remaining 12,200 square feet. The DPIC Companies purchased the building on January 26, 1990 for aproximately $11,950,000. In November 1990 the DPIC Companies mortgaged the leasehold interest in its office building to other subsidiaries of the Company and to Guaranty National Insurance Company for an aggregate of $9,000,000.

The other insurance operations of the Company are conducted from leased premises in or adjacent to major urban centers throughout the United States and in Canada. These operations, in the aggregate, occupy approximately 303,000 square feet, excluding the home office building in Connecticut, at an annual rental of approximately $4,483,000.

The Company believes that its current facilities are suitable and adequate for its present use and its presently anticipated requirements.

ITEM 3. LEGAL PROCEEDINGS

The Company is routinely engaged in litigation incidental to its businesses; however, in the judgment of the Company's management, there are no significant legal proceedings pending against Orion or its wholly-owned subsidiaries which, net of reserves established therefor and giving effect to reinsurance, are likely to result in judgments for amounts that are material to the financial condition of Orion and its consolidated subsidiaries, taken as a whole.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

None.

INFORMATION CONCERNING EXECUTIVE OFFICERS OF THE COMPANY

The following is a summary of certain information regarding the executive officers of Orion. All officers of Orion and its subsidiaries serve at the pleasure of their respective Boards of Directors.

Alan R. Gruber, Chairman of the Board and Chief Executive Officer of Orion since March 1976; Chairman of Orion Capital Companies, Inc. ("OC Companies"), which provides management services to the Orion Capital Companies, since October 1982; age 66.

Robert B. Sanborn, Vice Chairman of Orion since March 1, 1994, and a Director since May 1987; President and Chief Operating Officer of Orion from May 1987 to February 28, 1994; Chairman of the American Insurance Association, a property and casualty insurance company trade group, from January 1993 to January 1994; President of OC Companies from May 1987 to February 28, 1994; age 65.

Larry D. Hollen, President and Chief Operating Officer of Orion since March 1, 1994; Executive Vice President and Assistant Chief Operating Officer of Orion from December 1, 1992 to February 28, 1994; Senior Vice President of Orion from March 1990 to December 1992; a director of Orion since March 20, 1992; Vice President of Orion from 1988 to March 1990; President of the EBI Companies from January 1990 to May 31, 1993; President of the Eastern Division of the EBI Companies from July 1988 to December 1989; age 48.

Peter B. Hawes, Senior Vice President and a Director of Orion since March 1988; President of the DPIC Companies since 1982; Senior Vice President of OC Companies since March 1987; age 58.

Daniel L. Barry, Vice President and Controller of Orion since October 1987; Senior Vice President of OC Companies since January 1989; Controller of OC Companies since October 1986; Treasurer of OC Companies from October 1987 to December 1990; age 43.

Raymond W. Jacobsen, Vice President of Orion since March 1990; President of the EBI Companies since June 1, 1993; Executive Vice President of the EBI Companies from December 1989 to May 31, 1993; Regional Vice President of the EBI Companies from July 1988 to December 1989; age 41.

Michael P. Maloney, Vice President, General Counsel and Secretary of Orion since August 1979; Senior Vice President of OC Companies since March 1987; age 49.

William G. McGovern, Vice President and Chief Actuary of Orion since March 1990; Senior Vice President and Chief Actuary of OC Companies since October 1989; Manager in the Management Consulting Department of Peat Marwick Main & Co. from January 1988 to October 1989; age 41.

Vincent T. Papa, Vice President and Treasurer of Orion since June 1985; Senior Vice President of OC Companies since March 1987 and Treasurer since December 1990; age 47.

Raymond J. Schuyler, Vice President-Investments of Orion since June 1984; Senior Vice President of OC Companies since March 1986; age 58.

PART II

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY AND RELATED STOCKHOLDER MATTERS

(a) Principal Market. The principal market on which Orion's Common Stock is traded is the New York Stock Exchange.

(b) Stock Price and Dividend Information

The table below presents the high and low market prices and dividend information for Orion's Common Stock for 1993 and 1992, adjusted to reflect the effect of the 5-for-4 stock splits paid on both December 7, 1992 and November 15, 1993.

	Stock Prices High	Stock Prices Low	Cash Dividends Declared
1993:			
Quarter Ended December 31........	$36.30	$28.625	$.18
Quarter Ended September 30.......	37.50	30.30	.18
Quarter Ended June 30...........	37.10	30.10	.16
Quarter Ended March 31..........	36.80	27.20	.16
Total.......................			$.68

1992:

Quarter Ended December 31........	$28.70	$23.84	$.16
Quarter Ended September 30.......	25.76	21.92	.147
Quarter Ended June 30............	22.72	19.68	.147
Quarter Ended March 31...........	21.92	18.56	.147
Total........................			$.601

Cash dividends have been paid on Orion's Common stock in every quarter since the fourth quarter of 1978, when dividends were first commenced.

(c) Approximate Number of Holders of Common Stock
The number of holders of record of Orion's Common Stock as of March 11, 1994 was 2,000.

<TABLE>
ITEM 6. SELECTED FINANCIAL DATA

The following table summarizes information with respect to the operations and financial condition of Orion and its subsidiaries. Common stock and per common share data have been restated to give effect to the 5-for-4 stock splits paid on both November 15, 1993 and December 7, 1992. All of the Company's $1.90 Preferred Stock, $2.125 Preferred Stock and Adjustable Rate Preferred Stock were converted into common stock or redeemed during 1992 and 1993. In November 1991, the Company sold 6,250,000 shares of Guaranty National Corporation in an initial public offering, reducing its level of ownership from 100% to approximately 49%. Guaranty National's financial statements have been consolidated with those of the Company through November 20, 1991. For the periods subsequent to November 20, 1991, the portion of Guaranty National's results attributable to the Company's ownership is included on an equity accounting basis. Information presented as of December 31, 1993, 1992 and 1991 excludes the accounts of Guaranty National. Assets and policy liabilities for 1989 through 1992 have been restated to reflect the adoption of SFAS No. 113, which requires reinsurance recoverables to be reported as assets rather than offsetting liabilities. The consolidated financial statements and related notes thereto are furnished under Item 8 of this report.
<CAPTION>

	1993	1992	1991	1990	1989
	(000s omitted-except for per share data)				
<S>	<C>	<C>	<C>	<C>	<C>
For the year ended December 31:					
Total revenues	$ 720,155	$ 647,718	$ 837,294	$ 783,879	$ 821,762
Gain on sale of common stock of Guaranty National	-	-	33,931	-	-
After-tax investment gains (losses)	5,888	3,113	(1,804)	(7,368)	872
Earnings before cumulative effect of change in accounting principles and extraordinary loss	56,988	45,792	44,668	25,461	30,346
Net earnings	68,813	42,872	44,668	25,461	30,346
Earnings per common share before cumulative effect of change in accounting principles and extraordinary loss	3.88	3.62	3.75	1.79	2.22
Net earnings per common share	4.69	3.35	3.75	1.79	2.22
Dividends declared -					
Adjustable rate preferred share	1.10	4.16	4.37	4.44	4.50
$1.90 preferred share	-	1.43	1.90	1.90	1.90
$2.125 preferred share	.12	2.125	2.125	2.125	2.125
Common share	.68	.60	.59	.58	.52
Weighted average number of common shares and equivalents outstanding	14,598	10,914	9,964	10,091	10,171
As of December 31:					
Total cash and investments	$1,328,969	$1,169,379	$1,087,454	$1,145,887	$1,112,278
Total assets	2,117,454	1,937,408	1,827,069	1,995,729	1,786,883
Total policy liabilities	1,412,285	1,326,872	1,228,951	1,443,720	1,258,420
Notes payable and debentures ...	160,372	129,863	142,311	175,290	174,979
Adjustable rate preferred stock	-	18,705	19,125	19,505	22,500
Stockholders' equity	394,195	311,287	249,829	191,958	203,026
Common shares outstanding	14,372	13,100	9,905	9,928	10,143
Book value per common share	$ 27.43	$ 21.48	$ 19.00	$ 13.07	$ 13.88

</TABLE>

ITEM 7: MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

GENERAL

Orion Capital Corporation ("Orion") and its wholly-owned subsidiaries (collectively the "Company") operate principally in the property and casualty insurance business which is reported as three segments - Regional Operations, Reinsurance/Special Programs and Guaranty National Companies. Regional Operations markets workers compensation insurance through EBI Companies and Nation's Care, Inc. Reinsurance/Special Programs includes (i) DPIC Companies ("DPIC"), which markets the Company's professional liability insurance, (ii) Connecticut Specialty Insurance Group ("Connecticut Specialty"), which underwrites and sells specialty insurance programs, (iii) SecurityRe Companies ("SecurityRe"), which writes reinsurance and (iv) a 20.0% interest in Intercargo Corporation ("Intercargo") which underwrites insurance coverages for international trade. The third segment, Guaranty National Companies, specializes in writing nonstandard commercial and personal automobile insurance. The miscellaneous income and expenses (primarily interest, general and administrative expenses and other consolidating elimination entries) of the parent company are reported as a fourth segment.

During 1993 Orion completed the recapitalization and debt restructuring which it began in 1992. The Company issued $110,000,000 of 9 1/8% Senior Notes due September 1, 2002 (the "9 1/8% Senior Notes"), redeemed both its 13 1/2% Senior Subordinated Debentures and its 12 1/2% Subordinated Debentures with face values of $19,375,000 and $20,000,000, respectively, entered into a new bank loan agreement and called for the redemption of all of its preferred stock. Substantially all of the outstanding shares of the $1.90 Convertible Exchangeable Preferred Stock were converted into 2,554,594 shares of common stock. Shares of the $2.125 Convertible Exchangeable Preferred Stock were converted into 1,427,123 shares of common stock, and the Adjustable Rate Preferred Stock was redeemed for $18,520,000. As a result of the refinancing, the Company recorded a loss on the redemption of its Debentures prior to maturity of $2,920,000, net of a tax benefit of $60,000, as an extraordinary item in 1992. The Company's objectives in this refinancing were to reduce the amount of the Company's debt maturing in the next five years, lower the interest rate on its long-term debt and increase the earnings available to common stockholders by lowering the cost of capital.

RESULTS OF OPERATIONS

Earnings (loss) by segment before federal income taxes, cumulative effect of the adoption of new accounting principles and extraordinary item are summarized as follows for the three years ended December 31, 1993:

<TABLE>
<CAPTION>

	Year Ended December 31, 1993	1992	1991
	(000s omitted)		
Regional Operations	$ 34,025	$ 4,227	$ (9,816)(1)
Reinsurance/Special Programs	44,032	50,384	50,500 (1)
Guaranty National Corporation (2):			
Pre-tax earnings	-	-	22,477
Equity in net earnings of affiliate	9,509	9,994	1,207
Total	87,566	64,605	64,368(1)
Other	(15,061)	(17,891)	(18,299)
	$ 72,505	$ 46,714	$ 46,069(1)

<FN>

(1) Includes a gain of $33,931,000 ($14,692,000 for Regional Operations and $19,239,000 for Reinsurance/Special Programs) from the sale of the Guaranty National Corporation ("Guaranty National") shares and a cumulative loss provision of $25,000,000 ($12,100,000 for Regional Operations and $12,900,000 for Reinsurance/Special Programs), both discussed below.

(2) Earnings for the periods subsequent to the sale of Guaranty National

common stock are proportionate to the Company's share of Guaranty National's net earnings after federal income taxes. For the years ended December 31, 1993, 1992 and 1991, Guaranty National's pre-tax earnings amounted to $24,626,000, $27,332,000 and $24,784,000, respectively.

</TABLE>

REVENUES

Premiums

Net premiums written increased 12.0% ($68,156,000) in 1993 to $635,586,000. Net premiums written in 1992 were $567,430,000, which was a decrease of 22.7% ($166,635,000) from the 1991 net premiums written of $734,065,000. The decrease in 1992 results from the exclusion of net premiums written by the Guaranty National Companies, which amounted to $181,226,000 from January 1 to November 20, 1991. The results by segment are as follows:

- Regional Operations' net premiums written decreased 1.7% ($4,468,000) to $265,082,000 in 1993 from $269,550,000 in 1992 and 1.2% ($3,208,000) in 1992 from $272,758,000 in 1991. The reduction in premium volume for 1993, while operating results continue to improve, reflects this segment's emphasis on underwriting profitability rather than premium growth and the impact of legislative reforms in certain states which has led to lower premium rates. Such reforms have also had the effect of reducing loss expenses, generally leading to more profitable business. Premiums written in 1993 and 1992 were reduced in states where the business or regulatory environment has become less favorable and by the closure of offices during these years in certain areas, offset by growth in geographic areas where the Company has had favorable loss experience stemming from its service-oriented approach.

- Reinsurance/Special Programs' net premiums written increased 24.4% ($72,624,000) to $370,504,000 in 1993 from $297,880,000 in 1992 and 6.4% ($17,799,000) in 1992 from $280,081,000 in 1991. Premium volume for Connecticut Specialty increased 21.8% ($34,360,000) to $192,246,000 in 1993 from $157,886,000 in 1992 and increased 44.7% ($48,740,000) in 1992 from $109,146,000 in 1991. The largest increases were in the automobile personal injury protection ($17,372,000) and physical damage ($14,010,000) programs, which programs have been growing steadily throughout 1992 and 1993. Gross premiums written by DPIC for professional liability insurance, the largest special program, were $167,273,000, $161,432,000 and $184,314,000 in 1993, 1992 and 1991, respectively. The increase for 1993 is reflective of both new business and a continuation of a high level of policy renewals. Contributing to the decrease in professional liability insurance premiums written in 1992 as compared to 1991 were the impact of generally weak economic conditions in the construction industry, increased premium credits given for favorable loss experience or an insureds participation in loss prevention programs, and non-recurring premiums in 1991 representing a reimbursement of losses incurred on behalf of an insured. The percentage of treaty and facultative reinsurance assumed to total net premiums written for Reinsurance/Special Programs amounted to 14.7%, 11.7% and 10.2% in 1993, 1992 and 1991, respectively.

Premiums earned increased 10.2% ($57,199,000) in 1993 to $617,404,000. Premiums earned in 1992 were $560,205,000, which was a decrease of 20.1% ($141,181,000) versus the 1991 premiums earned of $701,386,000. Premiums earned for 1993 and 1992 reflect the recognition in income of the changing levels of net premium writings. The decrease in 1992 results from the exclusion of net premiums earned by the Guaranty National Companies, which amounted to $181,289,000 from January 1 to November 20, 1991.

Gain on Sale of Common Stock of Guaranty National

The Company sold 6,250,000 shares of Guaranty National's common stock in a public offering on November 20, 1991, (the "Guaranty Sale") reducing ownership of its common stock to 49.3%. The sale resulted in a gain of $33,931,000, and reduced the operating leverage and strengthened the capital positions of the Company's other insurance subsidiaries. The Guaranty National Companies' operations have been consolidated in the Company's financial statements through November 20, 1991. For periods subsequent to that date, the financial statements of the Company include the portion of Guaranty National's earnings attributable to the Company's ownership on an equity accounting basis. The shares of Guaranty National owned by the Company at December 31, 1993 and 1992 carried on an equity basis had book values of $75,394,000 and $64,436,000, respectively; the market values of these shares, based on the New York Stock Exchange closing price on those dates, were $107,510,000 and $121,332,000, respectively.

Net Investment Income

Pre-tax net investment income amounted to $91,803,000, $82,483,000 and

$100,206,000 in 1993, 1992 and 1991, respectively. Included in net investment income is $23,060,000 for the 1991 period attributable to the consolidation of Guaranty National. The increase in net investment income for 1993 was attributable to an increase in average investable assets of approximately $132,000,000, and an increase in equity earnings from limited partnerships of $5,708,000 compared to 1992 due to both increased investment and a higher rate of return from these partnerships. The pre-tax yields on the average

investment portfolio were 7.4% for both 1993 and 1992, and 8.5% for 1991, reflecting the increase in earnings from limited partnership investments in 1993, offset by a change in the Company's mix of investments toward higher amounts of tax-advantaged securities which generally yield less than fully taxable securities, issuers calling their securities in order to refinance at lower rates and generally lower yields on new investments due to current market conditions. The decrease in net investment income for 1992 as compared to 1991 was the result of the deconsolidation of Guaranty National and lower pre-tax investment yields, offset by the investment of the proceeds of the Guaranty Sale. The impact of the lower interest rates for 1992 and 1993 on net income is offset in part by reductions in interest expense on the Company's variable rate bank loans. The carrying value of the Company's investment portfolio increased $165,921,000 in 1993 (including the change attributable to a new in accounting principle discussed in the following paragraph) to $1,322,536,000 at December 31, 1993 from $1,156,615,000 at December 31, 1992.

The Company's investment philosophy is to achieve a superior rate of return after taxes and maintain a high degree of safety and liquidity. Effective December 31, 1993, the Company adopted Statement of Financial Accounting Standards ("SFAS") No. 115, "Accounting for Certain Investments in Debt and Equity Securities," which establishes the "available-for-sale" category of investment securities and requires such securities to be recorded at market value, with unrealized gains and losses reported in a separate component of stockholders' equity. As a result of the adoption of this standard, the Company increased its investments recorded at market value on December 31, 1993 by $452,102,000, and its unrealized appreciation on investments, a component of stockholders' equity, by $20,720,000, net of deferred income taxes. Fixed maturity investments which the Company has both the positive intent and the ability to hold to maturity are recorded at amortized cost. Investments which may be sold in response to, among other things, changes in interest rates, prepayment risk, income tax strategies or liquidity needs are included in the available-for-sale category at market value. The carrying value of fixed maturity and short-term investments amounted to $1,029,211,000 and $934,496,000 at December 31, 1993 and 1992, respectively, or approximately 77.8% and 80.8% of the investment portfolio.

The Company invests primarily in investment grade securities and strives to enhance the average return of its portfolio through limited investment in a diversified group of non-investment grade fixed maturity securities or securities that are not rated. The risk of loss due to default is generally considered greater for non-investment grade securities than for investment grade securities because the former, among other things, are often subordinated to other indebtedness of the issuer and are often issued by highly leveraged companies. At December 31, 1993 and 1992, the Company's investment in non-investment grade and unrated fixed maturity securities were carried at $97,653,000 and $89,156,000 with market values of $97,306,000 and $89,064,000, respectively. These investments represented a total of 7.2% and 7.6% of cash and investments at December 31, 1993 and 1992, respectively, and 4.6% of total assets as of both year end dates.

The Company closely monitors the financial condition of the issuers of securities that it owns. When conditions are deemed appropriate, the Company ceases to accrete discount, or accrue interest and dividends, and, in cases where the value of such investments is deemed to be other than temporarily impaired, recognizes losses. The Company's non-investment grade investments are highly diversified, with an average investment per issuer of approximately $1,935,000 at December 31, 1993. Only four non-investment grade investments aggregating $23,422,000 were in excess of $5,000,000 at December 31, 1993.

Realized Investment Gains

Net realized investment gains (losses) amounted to $9,478,000 in 1993, $3,667,000 in 1992 and ($1,009,000) in 1991 excluding the $33,931,000 gain on the Guaranty Sale. Sales of equity securities resulted in net gains of $11,273,000, $5,864,000 and $4,960,000 and sales of fixed maturities resulted in net gains of $6,662,000, $5,365,000 and $6,925,000 in 1993, 1992 and 1991, respectively. Realized investment gains were reduced by provisions for losses on securities deemed to be other than temporarily impaired. These provisions amounted to $6,310,000 in 1993, $5,429,000 in 1992 and $5,124,000 in 1991 for equity securities and $2,147,000, $2,133,000 and $7,770,000 in 1993, 1992 and 1991, respectively, for fixed maturity investments. Such provisions, based on available information at the time, were made in consideration of the decline in the financial condition of the issuers of these securities.

Realized gains (losses) vary from period to period, depending on market conditions relative to the Company's investment holdings, the timing of investment sales generating gains and losses, the occurrence of events which give rise to other than temporary impairment of investments, and other factors. At December 31, 1993 the Company held equity securities with unrealized appreciation of $32,332,000, as compared to $15,864,000 for equity securities held at December 31, 1992. The market value of the fixed maturities portfolio at December 31, 1993 exceeded their amortized cost values by $48,367,000. This compares with an excess of market value over amortized cost of $26,811,000 for fixed maturities at December 31, 1992. Such amounts can vary significantly depending upon fluctuations in the financial markets. The average maturity of the Company's fixed maturity investments has not varied significantly in recent years, and no material change in average maturity is expected in the foreseeable future.

The performance of the Company's investments, including net investment income, net realized gains (losses) and unrealized appreciation (depreciation), and excluding the $33,931,000 gain on the sale of Guaranty National stock in 1991, is as follows for the three most recent years:

	1993	1992	1991
		(000s omitted)	
Net investment income	$ 91,803	$ 82,483	$100,206
Net realized gains (losses) -			
Fixed maturities	4,515	3,232	(845)
Equity securities	4,963	435	(164)
	9,478	3,667	(1,009)
Net unrealized appreciation -			
Fixed maturities	21,556	11,954	71,787
Equity securities	16,468	22,584	25,515
	38,024	34,538	97,302
	$139,305	$120,688	$196,499

EXPENSES AND OTHER

Operating Ratios

The following table sets forth certain ratios of insurance operating expenses to premiums earned for the Company:

	Year Ended December 31,		
	1993	1992	1991
Loss and loss adjustment expenses	74.4%	75.7%	76.8%
Policy acquisition and other insurance expenses	26.8	27.3	30.2
Total before policyholders' dividends	101.2	103.0	107.0
Policyholders' dividends	2.0	2.4	2.4
Total after policyholders' dividends	103.2%	105.4%	109.4%

The ratio of loss and loss adjustment expenses to premiums earned (the "loss ratio") was 74.4%, 75.7% and 76.8% in 1993, 1992 and 1991, respectively. The improvement in the 1993 loss ratio was attributable to a decrease in the loss ratio for the Regional Operations segment offset by higher levels of initial reserving in the Reinsurance/Special Programs segment. The improvement in the 1992 loss ratio was primarily attributable to a decrease in adverse development of prior years' losses. Lower assignments from the National Council on Compensation Insurance ("NCCI") improved the operating results for 1992 as compared to 1991 by $6,042,000 and had a favorable impact on the loss ratio of .9 percentage points. The decreases in adverse development and NCCI assignments in 1992 were offset by establishing initial loss reserves at higher levels and by an increase of .6 percentage points from losses stemming from Hurricanes Andrew and Iniki. The inclusion of Guaranty National Companies' loss experience for 1991 had the effect of lowering the loss ratio by 3.0 percentage points. The 1991 loss ratio also included a provision (the "cumulative loss provision") of $25,000,000, or 3.6 percentage points, recorded at year end 1991 in response to the Company's internal actuarial analysis, and to an independent actuarial review commissioned by the Connecticut Insurance Department in connection with a regular statutory examination of the Company's insurance subsidiaries.

The loss ratio for Regional Operations was 72.0% in 1993, 80.1% in 1992 and 85.5% in 1991 (80.9% excluding the effect of the cumulative loss provision). These loss ratios reflect continued improvement in workers compensation insurance, reduced losses due to the cancellation in 1992 of participation in a workers compensation loss sharing pool and lower losses for runoff, principally from closed offices and discontinued commercial package business.

Reinsurance/Special Programs' loss ratio was 76.1% in 1993, 71.7% in 1992 and 73.9% in 1991, (68.9% excluding the effect of the cumulative loss provision). The increase for 1993 is primarily due to higher levels of initial reserving. The segment's loss ratio for 1992 was favorably impacted by lower assignments from assigned risk pools and increased premium volume for programs with lower loss ratios, offset by higher levels of loss reserving for the DPIC program.

The ratio of deferred acquisition costs and other insurance expenses to premiums earned (the "expense ratio") was 26.8%, 27.3% and 30.2% in 1993, 1992 and 1991, respectively. The 1993 expense ratio was favorably impacted by the spreading of costs over a higher premium volume. The higher ratio for 1991 results from increased provisions for assessments from statutory assigned risk plans, particularly in Texas.

Provisions for losses and loss adjustment expenses include development of loss and loss adjustment expense reserves relating to prior accident years, which increased the calendar year combined ratio by 3.9 percentage points in 1993, 4.7 percentage points in 1992 and 9.1 percentage points in 1991 including the impact of the cumulative loss provision. The loss ratios were adversely affected by such factors as higher than anticipated reported losses for automobile liability business and reserve strengthening for certain other lines of business. Other sources of loss development included pool and association business (including assigned risk pools) where loss reserves are established by the Company based on information provided by the pools and associations and loss patterns which were significantly different than in the past.

Management believes that the Company's reserves for loss and loss adjustment expenses make reasonable and sufficient provision for the ultimate net cost of all losses on claims incurred. However, there can be no assurance that changes in loss trends will not result in additional development of prior years' reserves in the future. Variability in claim emergence and settlement patterns and other trends in loss experience can result in future development patterns different than expected. The Company believes that any such development will continue to be substantially lower than that experienced in years prior to 1992, considering the actions taken to increase reserving levels, to improve underwriting standards and to emphasize loss control and prevention. The Company's loss ratios in recent years, including development of prior years' losses, have compared favorably with loss ratios experienced by the industry.

The Company limits both current loss expense and future development of losses by ceding business to reinsurers (See Note D to Consolidated Financial Statements). The Company continually monitors the financial strength of its reinsurers and, to the Company's knowledge, has no material exposure with regard to potential unrecognized losses due to reinsurers having known financial difficulties.

The Company's environmental claims principally relate to asbestos and hazardous waste, arising from certain liability business written prior to the mid 1980's, which business was never a major element of the Company's operations. Environmental claims are also received from certain reinsurance pools and associations where reserves are established based on information reported to the Company by the managers of those pools and associations.

Establishing reserve liabilities for environmental claims is subject to significant uncertainties that make reserve estimation difficult. Legal decisions have tended to expand insurance coverage beyond the intent of the original policies. The disposition of such claims often requires lengthy and costly litigation. Uncertainties as to required clean-up remedies, and difficulties in identifying the responsible parties, add further to the complexity of reserve estimation for these claims. In recent years, the Company has intensified its efforts to settle and close environmental claims. To help minimize the cost of losses and claims, the Company maintains a dedicated environmental claims staff which administers the defense and settlement of each claim and continually evaluates them. In 1993 and 1992, the Company paid $5,557,000 and $4,221,000, respectively, for the costs of defending and settling claims. Payments in 1993 and 1992 related to 216 and 117 claims, respectively, for the Company's direct business. Claim counts have been aggregated by the Company by year of coverage for each alleged occurrence for which policyholders are being defended, and often include numerous claimants.

As of December 31, 1993, the Company has environmental claims-related loss and loss adjustment expense reserves, net of reinsurance recoverables, of $17,189,000, which include 512 claims for direct business written by the Company. In estimating liabilities for environmental-related claims, the Company considers all pertinent information as it becomes available.

Interest Expense

Interest expense was $13,044,000 in 1993, $12,754,000 in 1992 and $16,131,000 in 1991. The 2.3% increase from 1992 to 1993 reflects an increase in the average amount of debt outstanding in 1993 as compared to 1992, including debt incurred to redeem the Company's Adjustable Rate Preferred Stock, offset for the most part by lower average interest rates. The 20.9% decrease from 1991 to 1992 is the result of declining average interest rates and a reduction in the amount of debt outstanding. Interest expense for both 1993 and 1992 was impacted by the issuance of $110,000,000 of 9 1/8% Senior Notes on September 8, 1992, and the reduction of average bank debt outstanding and repayment of debentures (See "Liquidity and Capital Resources").

Equity in Earnings of Affiliates

The Company's portion of Guaranty National's net earnings before the cumulative effect of adopting changes in accounting principles was $9,509,000 in 1993, $9,994,000 for 1992 and $1,207,000 for the period from November 20 to December 31, 1991. The Company's portion of Intercargo's net loss for 1993 was $122,000. Guaranty National's full year net earnings were $19,285,000, $20,271,000 and $17,813,000 for 1993, 1992 and 1991, respectively. Gross premiums written for Guaranty National increased to $321,766,000 in 1993 from $273,400,000 in 1992 and $229,139,000 in 1991. Guaranty National's combined ratios were 99.6% in 1993, 97.7% in 1992 and 99.2% in 1991.

Earnings From Operations Before Federal Income Taxes

Operating earnings before income taxes were $72,505,000, $46,714,000 and $46,069,000 for 1993, 1992 and 1991, respectively. The 55.2% increase in pre-tax earnings from 1992 to 1993 reflects an improvement in insurance operations profitability of $19,980,000 and an increase in realized investment gains of $5,811,000. Pre-tax earnings for 1991 were increased by the gain of $33,931,000 realized on the Guaranty Sale and decreased by the $25,000,000 cumulative loss provision. Excluding these items, the 25.8% increase in pre-tax earnings for 1992 over 1991 is the result of an increase in insurance operations profitability of $4,900,000 and an increase in realized investment gains of $4,676,000.

Federal Income Taxes

Federal income taxes on pre-tax operating results and the related effective tax rates amounted to $15,517,000 (21.4%), $922,000 (2.0%) and $1,401,000 (3.0%) in 1993, 1992 and 1991, respectively. The Company files consolidated federal income tax returns, which include the taxable income of

Guaranty National from November 1, 1988 through November 20, 1991. Effective January 1, 1993, the Company adopted SFAS No. 109, "Accounting for Income Taxes." Upon adoption of SFAS No. 109, the Company recorded a benefit of $16,881,000 which was principally attributable to its deferred tax benefits that had not been recognized due to limitations under prior accounting standards. The Company's effective tax rate for 1993 reflects the absence of such deferred tax benefits, as well as a continuation of the Company's shift in its investment portfolio toward more tax-advantaged securities. The tax rate for 1993 reflects a tax benefit of $450,000 from the effect of the increase in the federal tax rate on the Company's deferred tax asset. The consolidated federal income tax provisions for 1991 through 1993 were computed by the regular tax method, reduced by alternative minimum and other tax credits in 1991 and the recognition of deferred tax benefits in 1991 and 1992 to the extent that the Company was able to utilize its NOL for financial reporting purposes under SFAS No. 96, "Accounting for Income Taxes."

Cumulative effect of adoption of new accounting principles

Effective January 1, 1993 the Company recorded the cumulative effect of adopting SFAS No. 109 (discussed above) and SFAS No. 106 "Employers' Accounting for Postretirement Benefits Other than Pensions." SFAS No. 106 requires the accrual of the estimated cost of retiree benefit payments during the years the employees provide services. Upon adoption of SFAS No. 106 the cumulative effect of the Company's accumulated obligation for providing medical benefits to retirees was $5,056,000, after a related tax benefit of

$2,604,000. Included in the cumulative effects of adopting these accounting principles is the Company's portion of Guaranty National's benefit from changes in accounting principles in 1993 of $360,000, net of $185,000 of federal income taxes provided by the Company.

Earnings Per Common Share

Common stock and per common share data have been restated to give effect to the 5-for-4 stock splits paid on both November 15, 1993 and December 7, 1992. Primary earnings per share amounted to $4.69 ($3.88 before the effect of adopting new accounting principles) in 1993, $3.35 ($3.62 before extraordinary item) in 1992 and $3.75 in 1991. Reflected in the calculation of 1993, 1992 and 1991 earnings per common share are dividends of $409,000, $6,358,000 and $7,276,000, respectively, on the Company's Adjustable Rate Preferred Stock, (redeemed in 1993), $1.90 Preferred Stock (converted into common stock or redeemed in 1992) and $2.125 Preferred Stock (converted into common stock or redeemed in 1993). All of these conversions and redemptions were effected pursuant to the terms of the preferred stock. The $1.90 Preferred Stock and the $2.125 Preferred Stock were assumed to be converted, if dilutive, for the purpose of computing fully-diluted earnings per common share. Fully-diluted earnings per share amounted to $4.67 ($3.86 before the effect of adopting new accounting principles in 1993, $2.85 ($3.05 before extraordinary item) in 1992 and $3.05 in 1991. Reflected in the calculation of fully-diluted earnings per share in 1993, 1992 and 1991 are Adjustable Rate Preferred Stock dividends of $407,000, $1,581,000 and $1,679,000, respectively.

LIQUIDITY AND CAPITAL RESOURCES

Cash provided by operating activities increased $42,621,000 to $123,154,000 in 1993 from $80,533,000 in 1992 and decreased $59,371,000 in 1992 from $139,904,000 in 1991. The increase in operating cash flow for 1993 is primarily due to an increase in premiums collected, particularly for

Connecticut Specialty, and a receipt of $17,096,000 under a retrospectively rated program written by DPIC, offset in part by an increase in paid losses. Also, cash provided by operations in 1992 was decreased by an $18,410,000 payment for reinsurance applicable to a 1991 contract. The decrease in 1992 is attributable to the exclusion of Guaranty National's cash flow which amounted to $17,048,000 from January 1 through November 20, 1991, as well as a decrease in premiums collected and increases in payments for reinsurance and federal income taxes, offset by a decrease in paid losses and loss adjustment expenses, policy acquisition costs and interest expense.

Cash used in investment activities increased $65,162,000 to $124,415,000 in 1993 from $59,253,000 in 1992 and decreased by $46,081,000 in 1992 from $105,334,000 in 1991. The use of investment cash is attributable to purchases of investments which exceeded maturities and sales of investments, reflecting positive operating cash flows. Investable cash of $84,885,000 was provided on November 20, 1991 by the Guaranty Sale which significantly increased short-term investments at the end of that year.

Cash used in financing activities decreased $16,250,000 to $5,046,000 in 1993 from $21,296,000 in 1992 and decreased $11,255,000 in 1992 from $32,551,000 in 1991. Cash provided in 1993 from an increase in bank borrowings was more than offset by the redemption of the Company's Adjustable Rate Preferred Stock, purchase of common stock and the payment of dividends. Dividends paid to stockholders were lower in 1993 due to the conversions and redemptions of the $1.90 Preferred Stock and $2.125 Preferred Stock into common stock and the redemption of the Adjustable Rate Preferred Stock. Proceeds from financing activities in 1992 include $107,834,000 from the issuance of 9 1/8% Senior Notes on September 8, 1992, $19,930,000 from the issuance of bank debt in December 1992 and proceeds of $9,497,000 from the issuance of common stock in April 1992. These sources of cash were offset by debt repayments in 1992, including repayment of the Company's bank loan and the retirement of the Company's 13 1/2% Senior Subordinated Debentures and its 12 1/2% Subordinated Debentures.

Orion's uses of cash consist of debt service, dividends to stockholders and overhead expenses. These cash uses are funded from existing available cash, financing transactions and receipt of dividends, reimbursement of overhead expenses and amounts in lieu of federal income taxes from Orion's insurance subsidiaries. In 1993 Orion received $25,512,000 in dividends, $5,230,000 for overhead expenses and federal tax payments of $5,600,000 from its insurance subsidiaries. Orion also received an extraordinary dividend of $65,470,000 (principally securities) from a California-domiciled subsidiary which was simultaneously contributed as capital to a Connecticut-domiciled subsidiary to effect a change in pooling percentages among its insurance subsidiaries. Payments of dividends by Orion's insurance subsidiaries must comply with insurance regulatory limitations concerning stockholder dividends and capital adequacy. State insurance regulators have broad discretionary authority with respect to limitations on the payment of dividends by insurance companies. Limitations under current regulations are well in excess of Orion's cash requirements.

Orion's insurance subsidiaries maintain liquidity in their investment portfolios substantially in excess of that required to pay claims and expenses. The insurance subsidiaries held cash and short-term investments of $92,421,000 and $115,527,000 at December 31, 1993 and 1992, respectively. Orion's insurance subsidiaries had consolidated policyholders' surplus of $460,986,000 at December 31, 1993 and $385,803,000 at December 31, 1992, and statutory operating leverage ratios of net premiums written to policyholders'

surplus of 1.4:1 and 1.5:1 at December 31, 1993 and 1992, respectively. Approximately $21,800,000 of the increase in surplus during 1993 relates to the elimination of a statutory valuation allowance related to the Guaranty National investment.

During 1992 and 1993, Orion reconfigured its debt structure to take advantage of generally lower interest rates and the stronger capital position of the Company, and to reduce the amount of debt maturing in the next five years. On September 8, 1992, the Company issued 9 1/8% Senior Notes due 2002 with a face value of $110,000,000 in a public offering. The net proceeds from the offering of $107,834,000 were used to repay the Company's bank debt of $80,100,000, and to retire the Company's 13 1/2% Senior Subordinated Debentures on October 9, 1992 for $20,160,000 plus accrued interest. On November 30, the Company entered into a bridge loan facility (the "Bridge Loan") with two banks aggregating $25,000,000. In December 1992, the Company borrowed $20,000,000 under the Bridge Loan to redeem the Company's 12 1/2% Subordinated Debentures on December 31, 1992 for $20,500,000 plus accrued interest.

In March 1993 Orion entered into a bank loan arrangement (the "Loan Agreement") that provided for initial borrowings of up to $60,000,000, consisting of a $50,000,000 term loan (reduced by $4,500,000 in scheduled commitment reductions through December 31, 1993) and a $10,000,000 line of credit. These borrowings are unsecured and bear interest at or below prime. Borrowings under the Loan Agreement amounted to $50,500,000 at December 31, 1993. The proceeds were used to repay the Bridge Loan and to redeem the Company's Adjustable Rate Preferred Stock. At December 31, 1993, the Company has available $5,000,000 in unused commitments under the line of credit.

The terms of the Loan Agreement and Orion's Indenture for its 9 1/8% Senior Notes limit the amount of additional borrowings, prepayments on existing indebtedness, liens and guarantees by the Company. Management does not believe that any of these limitations unduly restrict the Company's operations or limits Orion's ability to pay dividends on its stock. At December 31, 1993 the Company was in compliance with the terms of its debt agreements. Management believes that the Company continues to have substantial sources of capital and liquidity from the capital markets and bank borrowings.

On October 1, 1992 and December 21, 1992, Orion called for the redemption of all of its $1.90 Preferred Stock and $2.125 Preferred Stock on November 2, 1992 and January 21, 1993, respectively. In both cases, the market price of the shares of common stock that a holder would receive upon conversion of the preferred stock was substantially higher than the redemption price of $21.30 per share and $25.76 per share, respectively. Consequently, most holders converted into common stock prior to the redemption dates, resulting in the issuance of 2,558,173 shares of common stock prior to December 31, 1992 and 1,423,544 shares of common stock in January 1993. Holders of 2,730 shares of $1.90 Preferred Stock and 21,605 shares of $2.125 Preferred Stock, who did not elect to convert, redeemed their shares for an aggregate of $58,000 and $557,000, respectively.

On April 15, 1992, Orion sold 515,625 shares of its common stock for $9,497,000, net of expenses. The sale was made in a private transaction, subject to the provisions of Regulation S of the Securities Act of 1933, as amended. The proceeds from the sale were used for general corporate purposes.

The Company repurchased 177,658 shares, 22,420 shares and 52,700 shares of its common stock at an aggregate cost of $5,472,000, $554,000 and $655,000 in 1993, 1992 and 1991, respectively. The Company's remaining stock purchase authorization from its Board of Directors amounted to $5,819,000 at December 31, 1993.

As of December 31, 1993 there were no significant contingencies or commitments outstanding which, net of reserves established therefor and giving effect to reinsurance, are likely to have a material effect on the liquidity or financial position of Orion and its consolidated subsidiaries, taken as a whole (See Notes G and H to the consolidated financial statements).

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

REPORT OF MANAGEMENT

The management of Orion Capital Corporation is responsible for the consolidated financial statements and the information included therein. The consolidated financial statements are fairly presented and have been prepared in accordance with generally accepted accounting principles appropriate in the circumstances, and, where necessary, include amounts based on management's informed estimates and judgments.

The Company has a system of internal controls which it believes provides reasonable assurance that assets are safeguarded from loss or unauthorized use, transactions are recorded in accordance with management's policies and that the financial records are reliable for preparing financial statements. The system of internal controls includes written policies and procedures which are communicated to all appropriate personnel and updated as necessary.

Compliance with the system of internal controls is continuously maintained and monitored by management. The internal audit staff of the Company evaluates and reports on the adequacy of and adherence to these controls, policies and procedures. In addition, as part of its audit of the consolidated financial statements, Deloitte & Touche, the independent auditors for the Company, perform a review and evaluation of the system of internal controls to the extent they consider necessary to express an opinion on the consolidated financial statements. Recommendations concerning the system of internal controls are provided by both the internal auditors and Deloitte & Touche, and management takes actions which are believed to be appropriate responses to these recommendations.

The Audit Committee of the Board of Directors is comprised of independent directors, and has general responsibility for oversight of financial controls and audit activities of the Company and its subsidiaries. The Audit Committee, which reports to the Board, annually reviews the qualifications of the independent auditors and meets periodically with them, the internal auditors and management to review the plans and results of the audits. Both internal and independent auditors have free access to the Audit Committee, without members of management present, to discuss the adequacy of the system of internal controls and any other matters which they believe should be brought to the attention of the Committee.

Alan R. Gruber
Chairman & Chief Executive Officer

Daniel L. Barry
Vice President & Controller

INDEPENDENT AUDITORS' REPORT

The Board of Directors and Stockholders
ORION CAPITAL CORPORATION
New York, New York

We have audited the accompanying consolidated balance sheets of Orion Capital Corporation and subsidiaries as of December 31, 1993 and 1992, and the related consolidated statements of earnings, stockholders' equity, and cash flows for each of the three years in the period ended December 31, 1993. Our audits also included the financial statement schedules listed in the Index at Item 14(a)2. These financial statements and financial statement schedules are the responsibility of the Company's management. Our responsibility is to express an opinion on the financial statements and financial statement schedules based on our audits.

We conducted our audits in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, such consolidated financial statements present fairly, in all material respects, the financial position of Orion Capital Corporation and subsidiaries as of December 31, 1993 and 1992, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 1993 in conformity with generally accepted accounting principles. Also, in our opinion, such financial statement schedules, when considered in relation to the basic consolidated financial statements taken as a whole, present fairly in all material respects the information set forth therein.

As discussed in Note A to the consolidated financial statements, in 1993 the Company adopted four new accounting standards required by generally accepted accounting principles. On January 1, 1993 the Company changed its method of accounting for income taxes and postretirement benefits to conform with Statement of Financial Accounting Standards Nos. 109 and 106, respectively. The Company changed its method of accounting for reinsurance to conform with Statement of Financial Accounting Standards No. 113. Also, effective December 31, 1993 the Company changed its method of accounting for investments to conform with Statement of Financial Accounting Standards No. 115.

DELOITTE & TOUCHE

Hartford, Connecticut
February 22, 1994

<TABLE>
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ORION CAPITAL CORPORATION AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEET
(000s omitted)

ASSETS

December 31,

<S>	1993 <C>	1992 <C>
Investments:		
Fixed maturities at amortized cost (market $402,149 - 1993 and $756,736 - 1992) ..	$ 384,402	$ 731,414
Fixed maturities at market (amortized cost $517,716 - 1993 and $94,123 - 1992)	548,336	95,612
Common stocks at market (cost $111,325 - 1993 and $111,199 - 1992)	139,022	123,744
Non-redeemable preferred stocks at market (cost $98,986 - 1993 and $58,637 - 1992)	103,621	61,956
Other long-term investments	50,682	36,419
Short-term investments	96,473	107,470
Total investments	1,322,536	1,156,615
Cash	6,433	12,764
Accrued investment income	17,623	18,115
Investments in and advances to affiliates	111,459	81,632
Accounts and notes receivable (less allowance for doubtful accounts $1,859 - 1993 and $1,959 - 1992)	111,539	102,241
Reinsurance recoverables and prepaid reinsurance ..	393,309	414,635
Deferred policy acquisition costs	57,522	56,134
Property and equipment (less accumulated depreciation $19,788 - 1993 and $16,685 - 1992)..	23,596	22,410
Excess of cost over fair value of net assets acquired (less accumulated amortization $16,414 - 1993 and $15,241 - 1992)	30,587	31,760
Deferred federal income taxes	18,891	17,539
Other assets	23,959	23,563
Total assets	$2,117,454	$1,937,408

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See Notes to Consolidated Financial Statements

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ORION CAPITAL CORPORATION AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEET
(000s omitted - except for share data)

LIABILITIES AND STOCKHOLDERS' EQUITY

<S>	December 31, 1993 <C>	1992 <C>
Liabilities:		
Policy liabilities -		
Losses	$ 937,775	$ 885,080
Loss adjustment expenses	202,628	196,316
Unearned premiums	259,359	232,316
Policyholders' dividends	12,523	13,160
Total policy liabilities	1,412,285	1,326,872
Federal income taxes payable	19,294	10,052
Other liabilities	131,308	140,629
Notes payable	160,372	129,863
Total liabilities	1,723,259	1,607,416
Commitments and Contingencies (Notes G and H)		
Adjustable rate preferred stock with mandatory redemption - at liquidation value; $1 par value; issued and outstanding 374,100 shares - 1992	-	18,705

Stockholders' equity:		
Preferred stock, authorized 5,000,000 shares - $2.125 convertible exchangeable, $1 par value; issued and outstanding 1,197,042 shares - 1992.	-	28,524
Common stock, $1 par value; authorized 30,000,000 shares; issued 15,337,650 shares - 1993 and 13,886,929 shares - 1992	15,338	11,110
Capital surplus	148,167	124,754
Net unrealized investment gains, net of federal income taxes of $18,718 - 1993	49,566	18,815
Net unrealized foreign exchange translation losses, net of federal income tax benefit of $394 - 1993	(3,665)	(2,918)
Retained earnings	198,491	139,947
Treasury stock, at cost (965,442 shares - 1993 and 786,755 shares - 1992)	(12,182)	(6,694)
Deferred compensation on restricted stock	(1,520)	(2,251)
Total stockholders' equity	394,195	311,287
Total liabilities and stockholders' equity...	$2,117,454	$1,937,408

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See Notes to Consolidated Financial Statements

<CAPTION>

ORION CAPITAL CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF EARNINGS
(000s omitted - except for per share data)

	Year Ended December 31,		
	1993	1992	1991
<S>	<C>	<C>	<C>
Revenues:			
Premiums earned	$617,404	$560,205	$701,386
Net investment income	91,803	82,483	100,206
Realized investment gains (losses)	9,478	3,667	(1,009)
Gain on sale of common stock of Guaranty National ...	-	-	33,931
Other income	1,470	1,363	2,780
Total revenues	720,155	647,718	837,294
Expenses:			
Losses incurred	366,716	332,653	429,498
Loss adjustment expenses	92,416	91,379	108,917
Amortization of deferred policy acquisition costs ...	148,440	135,670	183,773
Other insurance expenses	17,381	17,158	28,362
Dividends to policyholders	12,513	13,558	16,460
Interest expense	13,044	12,754	16,131
Other expenses	6,527	7,826	9,291
Total expenses	657,037	610,998	792,432
Earnings from operations before equity in earnings of affiliates, federal income taxes, cumulative effect of adoption of new accounting principles and extraordinary item	63,118	36,720	44,862
Equity in earnings of affiliates	9,387	9,994	1,207
Earnings from operations before federal income taxes, cumulative effect of adoption of new accounting principles and extraordinary item	72,505	46,714	46,069
Federal income taxes	15,517	922	1,401
Earnings before cumulative effect of adoption of new accounting principles and extraordinary item	56,988	45,792	44,668
Cumulative effect of adoption of new accounting principles	11,825	-	-
Extraordinary item - loss on early extinguishment of debt, net of income tax benefit of $60	-	2,920	-
Net earnings	$ 68,813	$ 42,872	$ 44,668
Earnings (loss) per common share:			
Primary -			
Earnings before cumulative effect of adoption of new accounting principles and extraordinary item.	$ 3.88	$ 3.62	$ 3.75

Cumulative effect of adoption of new accounting principles	.81	-	-
Extraordinary item	-	(.27)	-
Net earnings	$ 4.69	$ 3.35	$ 3.75
Fully diluted -			
Earnings before cumulative effect of adoption of new accounting principles and extraordinary item.	$ 3.86	$ 3.05	$ 3.05
Cumulative effect of adoption of new accounting principles	.81	-	-
Extraordinary item	-	(.20)	-
Net earnings	$ 4.67	$ 2.85	$ 3.05

<FN>

See Notes to Consolidated Financial Statements

<CAPTION>

ORION CAPITAL CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY
(000s omitted)

<S>	Year Ended December 31, 1993 <C>	1992 <C>	1991 <C>
Convertible exchangeable preferred stock:			
Balance, beginning of year	$ 28,524	$ 58,576	$ 59,064
Conversion of preferred stock	(28,524)	(30,052)	(488)
Balance, end of year	$ -	$ 28,524	$ 58,576
Common stock:			
Balance, beginning of year	$ 11,110	$ 7,527	$ 7,500
Conversion of preferred stock	1,139	1,667	27
Sale of common stock	-	330	-
Exercise of stock options and issuance of restricted stock	24	14	-
Stock issued in 5-for-4 stock splits	3,065	1,572	-
Balance, end of year	$ 15,338	$ 11,110	$ 7,527
Capital surplus:			
Balance, beginning of year	$124,754	$ 96,345	$ 95,907
Redemptions and conversions of preferred stock	26,072	28,118	542
Sale of common stock	-	9,167	-
Exercise of stock options and issuance (cancellation) of restricted stock	406	1,153	(104)
Stock issued in 5-for-4 stock splits	(3,065)	(10,029)	-
Balance, end of year	$148,167	$124,754	$ 96,345
Net unrealized investment gains (losses):			
Balance, beginning of year	$ 18,815	$ (6,324)	$(31,839)
Cumulative effect of adoption of new accounting principle, net of taxes of $11,157	20,720	-	-
Change in unrealized investment gains (losses), net of taxes in 1993	10,031	25,139	25,515
Balance, end of year	$ 49,566	$ 18,815	$ (6,324)
Net unrealized foreign exchange translation gains (losses):			
Balance, beginning of year	$ (2,918)	$ 191	$ (405)
Change in unrealized foreign exchange translation gains (losses), net of taxes in 1993	(747)	(3,109)	596
Balance, end of year	$ (3,665)	$ (2,918)	$ 191
Retained earnings:			
Balance, beginning of year	$139,947	$110,074	$ 78,505
Net earnings	68,813	42,872	44,668
Dividends declared	(10,269)	(12,999)	(13,099)
Balance, end of year	$198,491	$139,947	$110,074
Treasury stock:			
Balance, beginning of year	$ (6,694)	$(15,267)	$(14,555)

Exercise of stock options and issuance (cancellation) of restricted stock	(15)	671	(57)
Acquisition of treasury stock	(5,473)	(555)	(655)
Stock issued in 5-for-4 stock split	-	8,457	-
Balance, end of year	$(12,182)	$ (6,694)	$(15,267)
Deferred compensation on restricted stock:			
Balance, beginning of year	$ (2,251)	$ (1,293)	$ (2,219)
(Issuance) cancellation of restricted stock	(108)	(1,438)	381
Amortization of deferred compensation on restricted stock	839	480	545
Balance, end of year	$ (1,520)	$ (2,251)	$ (1,293)

<FN>

See Notes to Consolidated Financial Statements

<CAPTION>

ORION CAPITAL CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF CASH FLOWS
(000s omitted)

<S>	Year Ended December 31, 1993 <C>	1992 <C>	1991 <C>
Cash flows from operating activities:			
Premiums collected	$ 626,678	$ 540,437	$ 742,440
Net investment income collected	81,178	72,168	86,054
Losses and loss adjustment expenses paid	(374,625)	(346,201)	(461,888)
Policy acquisition costs paid	(162,717)	(153,246)	(208,817)
Dividends paid to policyholders	(13,150)	(11,728)	(16,350)
Interest paid	(12,405)	(11,032)	(17,242)
Federal income tax payments	(7,100)	(6,805)	(1,944)
Other receipts (payments)	(14,705)	(3,060)	17,651
Net cash provided by operating activities	123,154	80,533	139,904
Cash flows from investing activities:			
Maturities of fixed maturity investments	152,442	118,301	104,472
Sales of fixed maturity investments	90,720	189,282	535,975
Sales of equity securities	91,144	89,799	77,800
Sale of common stock of Guaranty National	-	-	84,885
Effect on cash of deconsolidating Guaranty National	-	-	(31,762)
Investments in fixed maturities	(311,183)	(442,633)	(602,014)
Investments in equity securities	(120,609)	(110,571)	(111,077)
Investment in Intercargo Corporation	(19,315)	-	-
Net sales (purchases) of short-term investments	8,885	105,662	(154,582)
Other payments	(16,499)	(9,093)	(9,031)
Net cash used in investing activities	(124,415)	(59,253)	(105,334)
Cash flows from financing activities:			
Proceeds from issuance of notes payable	59,672	127,764	2,000
Proceeds from issuance of common stock	286	9,545	65
Repayment of notes payable and debentures	(29,500)	(144,998)	(20,586)
Dividends paid to stockholders	(10,776)	(13,155)	(13,158)
Purchase and redemption of adjustable rate preferred and common stock	(23,615)	(412)	(872)
Other payments	(1,113)	(40)	-
Net cash used in financing activities	(5,046)	(21,296)	(32,551)
Effect of foreign exchange rate changes on cash	(24)	2	(756)
Net increase (decrease) in cash	(6,331)	(14)	1,263
Cash balance, beginning of year	12,764	12,778	11,515
Cash balance, end of year	$ 6,433	$ 12,764	$ 12,778

<FN>

See Notes to Consolidated Financial Statements

<CAPTION>

ORION CAPITAL CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENT OF CASH FLOWS - (Continued)
(000s omitted)

<S> <C> <C> <C>

	Year Ended December 31, 1993	1992	1991
Reconciliation of net earnings to net cash provided by operating activities:			
Net earnings	$ 68,813	$ 42,872	$ 44,668
Adjustments:			
Cumulative effect of adoption of new accounting principles	(11,825)	-	-
Depreciation and amortization	3,939	2,970	4,640
Amortization of excess of cost over fair value of net assets acquired	1,173	1,173	1,812
Deferred federal income taxes	(931)	(5,182)	(12,357)
Amortization of fixed maturity investments .	128	(659)	(3,519)
Non-cash investment income	(11,586)	(6,378)	(8,093)
Equity in earnings of affiliates	(9,387)	(9,994)	(1,207)
Dividends received from affiliates	3,135	3,072	-
Realized investment losses (gains)	(9,478)	(3,667)	1,009
Gain on sale of common stock of Guaranty National	-	-	(33,931)
Foreign exchange translation adjustment	152	(73)	(175)
Extraordinary loss	-	2,920	-
Other.....................................	(34)	-	303
Changes in assets and liabilities (net of effects of deconsolidation of Guaranty National in 1991):			
Decrease (increase) in accrued investment income	492	(1,550)	(1,135)
Increase in accounts and notes receivable ..	(9,298)	(6,245)	(1,378)
Decrease (increase) in reinsurance recoverables and prepaid reinsurance	21,326	(7,402)	136,130
Decrease (increase) in deferred policy acquisition costs	(1,388)	2,737	(9,674)
Increase in other assets	(431)	(861)	(110)
Increase (decrease) in losses	52,695	47,043	(72,220)
Increase in loss adjustment expenses	6,312	23,414	36,321
Increase in unearned premiums	27,043	25,634	19,338
Increase (decrease) in policyholders' dividends	(637)	1,830	110
Increase in federal income taxes payable ...	9,242	944	11,000
Increase (decrease) in other liabilities ...	(16,301)	(32,065)	28,372
Total adjustments and changes	54,341	37,661	95,236
Net cash provided by operating activities ..	$123,154	$ 80,533	$139,904

<FN>

See Notes to Consolidated Financial Statements

/TABLE

ORION CAPITAL CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Years Ended December 31, 1993, 1992 and 1991

Note A - Significant Accounting Policies

Basis of Financial Statement Presentation - The consolidated financial statements and notes thereto are presented in accordance with generally accepted accounting principles ("GAAP") for property and casualty insurance companies and include the accounts of Orion and its majority-owned subsidiaries. The Company's investments in unconsolidated affiliates are accounted for using the equity method (See Note B). All material intercompany balances and transactions have been eliminated.

Adoption of new accounting principles - The Financial Accounting Standards Board has issued four new accounting standards which significantly impact the Company's financial statements. The Company is required to adopt these standards in accordance with generally accepted accounting principles. Therefore in 1993 the Company adopted the following standards, which are discussed in the notes below:

SFAS No. 106 - Employers' Accounting for Postretirement Benefits Other Than Pensions

SFAS No. 109 - Accounting for Income Taxes

SFAS No. 113 - Accounting and Reporting for Reinsurance of Short-Duration and Long-Duration Contracts

SFAS No. 115 - Accounting for Certain Investments in Debt and Equity Securities

Regulation - The Company's insurance subsidiaries are subject to comprehensive regulation by various state insurance departments including regulations limiting dividend payments to Orion and intercompany transactions. Under these regulations, the maximum dividends permitted at December 31, 1993 for the ensuing twelve months, without prior approval, aggregated $37,373,000. However, state insurance regulators have broad discretionary authority with respect to approving the payment of dividends by insurance companies. Policyholders' surplus of Orion's wholly-owned insurance subsidiaries determined in accordance with statutory accounting practices prescribed or permitted by state insurance regulations, amounted to $460,986,000 at December 31, 1993 and $385,803,000 at December 31, 1992. Statutory net income amounted to $66,862,000, $43,733,000 and $45,452,000 for 1993, 1992 and 1991, respectively.

Cash - For purposes of the consolidated statement of cash flows, the Company considers only demand deposit accounts to be cash.

Investments - Effective December 31, 1993, the Company adopted Statement of Financial Accounting Standards ("SFAS") No. 115, "Accounting for Certain Investments in Debt and Equity Securities," which establishes the "available-for-sale" category of investment securities and requires such securities to be recorded at market value, with unrealized gains and losses reported in a separate component of stockholders' equity. As a result of the adoption of this standard on December 31, 1993, the Company increased its investments recorded at market value by $452,102,000, and its unrealized appreciation on investments, a component of stockholders' equity, by $20,720,000, net of deferred income taxes. Fixed maturity investments include bonds, preferred stocks with mandatory redemption features, and certificates of deposit that mature more than one year after the balance sheet date. Fixed maturity investments that the Company has both the positive intent and the ability to hold to maturity are recorded at amortized cost. Fixed maturity investments which may be sold in response to, among other things, changes in interest rates, prepayment risk, income tax strategies or liquidity needs, are included in the available-for-sale category at market value. Common stocks and non-redeemable preferred stocks are stated at market value. Fluctuations in the market value of these equity securities are recorded as unrealized investment gains or losses and credited or charged to stockholders' equity. Other long-term investments include equity ownership interests in limited partnerships which are recorded using the equity method of accounting, and mortgage loans which are stated at their unpaid balance. Short-term investments include certificates of deposit and commercial paper which mature within one year of the balance sheet date, money market accounts and United States Treasury Bills. Estimates of market values are generally based on quoted market prices or dealer quotes, if available, or otherwise on an evaluation of the issuers' financial statements. Realized investment gains and losses, including other than temporary impairment of investment securities, are recognized on the specific identification method.

Deferred Policy Acquisition Costs - Costs that vary with, and are directly related to, the production of new and renewal business are deferred and amortized as the related premiums are earned. The test for recoverability of such deferred costs includes the consideration of net investment income.

Excess of Cost Over Fair Value of Net Assets Acquired - The excess of the cost of acquiring subsidiaries over the fair value of their net assets ("goodwill") is amortized on a straight-line basis over periods of 25 to 40 years.

Revenue Recognition - Premiums are earned on a daily pro rata basis over the policy period. A provision is made for anticipated retrospective premium adjustments and audit premiums. Direct and assumed premiums are reduced for reinsurance ceded to other insurers.

Policy Liabilities and Reinsurance - Loss and loss adjustment expense liabilities are established in consideration of individual cases for reported losses and past experience for unreported losses. The Company adopted SFAS

No. 113 "Accounting and Reporting for Reinsurance of Short-Duration and Long-Duration Contracts" on January 1, 1993. The statement establishes the conditions required for a contract with a reinsurer to be accounted for as reinsurance, and amends SFAS No. 60, "Accounting and Reporting by Insurance Enterprises", to require reinsurance receivables and prepaid reinsurance premiums to be reported as assets rather than to be offset against the related liabilities. Estimated reinsurance receivables are recognized in a manner consistent with the liabilities relating to the underlying reinsured contracts. The Company reclassified its assets and liabilities as of December 31, 1992 to conform with the SFAS No. 113 presentation, thereby increasing both reinsurance related assets and policy liabilities by $383,484,000. At December 31, 1993 and 1992, approximately $73,215,000 and $68,882,000, respectively, of long-term disability workers compensation loss reserves are included in the consolidated financial statements at net present value using a statutory interest rate of 3.5%. Policyholders' dividends on participating policies are accrued at estimated payment rates as the related premiums are earned. Participating business represented 21% of premiums in-force at December 31, 1993, 28% at year-end 1992 and 33% at the end of 1991. As a percent of premiums earned, participating business amounted to 21% in 1993, 28% in 1992, and 24% in 1991.

Federal Income Taxes - As of January 1, 1993 the Company prospectively adopted SFAS No. 109, "Accounting for Income Taxes," replacing the previous standard for accounting for income taxes, SFAS No. 96. The objectives of SFAS No. 109 are to recognize taxes payable or refundable for the current year, and deferred tax assets or liabilities for the future tax consequences of events that have been recognized in the Company's financial statements or tax returns. The new standard provides for the recognition of deferred tax assets that were not recognized under SFAS No. 96, and resulted in the recognition of a cumulative tax benefit of $16,881,000 ($1.16 per share).

Postretirement Benefits - Effective January 1, 1993 the Company adopted SFAS No. 106 "Employers' Accounting for Postretirement Benefits Other Than Pensions" which requires the Company to accrue the estimated cost of retiree benefits during the years the employees provide services. The Company previously expensed the cost of medical benefits provided to retirees as they were paid. The cumulative effect of adopting SFAS No. 106 as of January 1, 1993 was a decrease in net earnings of $5,056,000 ($.35 per share), net of a tax benefit of $2,604,000, which has been included in the Company's consolidated statement of earnings for the year ended December 31, 1993.

Stock Split - Common stock and per common share data have been restated, as required, to give effect to the 5-for-4 stock splits paid on November 15, 1993 to stockholders of record on October 15, 1993 and on December 7, 1992 to stockholders of record on November 20, 1992.

Earnings Per Common Share - Primary and fully-diluted earnings per common share are computed using the weighted average common and dilutive common equivalent shares outstanding.

Reclassifications - The 1992 and 1991 consolidated financial statements have been reclassified to conform to the classifications used in 1993.

Note B - Investment in Affiliates

On November 20, 1991 the Company sold 6,250,000 shares of common stock of its wholly-owned subsidiary, Guaranty National Corporation ("Guaranty National"), in a public offering, and reduced its ownership to 49.3%. Proceeds from the sale of $14.50 per share, or approximately $84,400,000 after expenses, resulted in a gain of $33,931,000 before federal income taxes. Just prior to the sale, Guaranty National issued 9 1/2% subordinated notes, with a final maturity in January 1998, to the Company aggregating $20,896,000, which included $19,829,000 as a special dividend and $1,067,000 in payment for office furniture and equipment. The principal of the notes was refinanced on August 1, 1993 at 7.85%, with the terms extended to semi-annual installments beginning January 1, 1998 through July 1, 2003. The Company's ownership of Guaranty National was reduced to 49.2% in 1993 by the issuance of shares of restricted stock by Guaranty National to certain of its employees.

On September 13, 1993 the Company acquired 700,000 shares of common stock of Intercargo Corporation ("Intercargo"), a publicly held corporation. On December 28, 1993 the Company purchased an additional 826,484 shares which increased its ownership to 20.0%. The aggregate purchase price, including expenses, was $19,314,000. The excess of cost over the fair value of the underlying equity in net assets acquired was $11,158,000, which will be amortized over a 25 year period.

Guaranty National's financial statements for 1988 through November 20, 1991, the period that Guaranty National was wholly-owned by the Company, have been consolidated with those of the Company. The financial statements for the periods subsequent to the sale include the portion of Guaranty National's results attributable to the Company's ownership on an equity accounting basis. Intercargo's results are also recorded by the Company using the equity method. The Company's share of the undistributed earnings of Guaranty National after November 20, 1991, and Intercargo after September 13, 1993, were $14,926,000 as of December 31, 1993 and $8,129,000 as of December 31, 1992.

Transactions with Guaranty National for 1993, 1992 and the period from November 20 to December 31, 1991 reported in the consolidated statement of earnings include interest income on the subordinated notes of $1,843,000, $2,004,000 and $251,000, investment management fee income of $550,000, $700,000 and $78,000 and interest expense on a mortgage participation loan of $407,000, $407,000 and $45,000, respectively.

<TABLE>
<CAPTION>

Summarized financial information of the Company's affiliates, including Guaranty National for 1993, 1992 and the period from November 20, 1991 to December 31, 1991, and as of December 31, 1993 and 1992, and Intercargo for the fourth quarter of 1993 and as of December 31, 1993, is set forth below (See Note L for segment information which includes the operating results of Guaranty National from January 1 through November 20, 1991):

	Year Ended December 31, 1993	Year Ended December 31, 1992	Period from November 20 to December 31, 1991
	(000s omitted)		
<S>	<C>	<C>	<C>
Revenues:			
Premiums earned	$272,636	$220,033	$ 21,345
Realized investment gains (losses) ...	5,996	2,342	(1,687)
Investment and other income	21,813	23,125	1,940
	300,445	245,500	21,598
Expenses:			
Insurance expenses	274,377	214,927	18,709
Interest and other	3,447	3,241	454
	277,824	218,168	19,163
Earnings before federal income taxes (benefit) and cumulative effect of change in accounting principles	22,621	27,332	2,435
Federal income taxes (benefit)	4,481	7,061	(13)
Earnings before cumulative effect of change in accounting principles	$ 18,140	$ 20,271	$ 2,448
The Company's proportionate share:			
Earnings before cumulative effect of change in accounting principles	$ 9,387	$ 9,994	$ 1,207
Cumulative effect of change in accounting principles (SFAS Nos. 106 and 109)	$ 545	$ -	$ -

<CAPTION>

	December 31, 1993	December 31, 1992
	(000s omitted)	
<S>	<C>	<C>
Cash and investments	$460,779	$327,572
Other assets	228,803	149,912
	689,582	477,484
Policy liabilities	(387,783)	(276,443)

Notes payable	(49,844)	(32,896)
Other liabilities	(60,915)	(38,022)
Stockholders' equity	$191,040	$130,123

<CAPTION>
ORION CAPITAL CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

	December 31, 1993	December 31, 1992
	(000s omitted)	
<S>	<C>	<C>
The Company's investment in and advances to affiliates were as follows:		
Book value	$111,459	$ 81,632
Market value	143,255	138,526
Guaranty National shares held	6,143	6,143
- Book value of shares held	$ 75,394	$ 64,436
- Market value of shares held	107,510	121,332
Intercargo shares held	1,526	
- Book value of shares held	$ 18,869	
- Market value of shares held	17,936	

<CAPTION>
Note C - Investments

The tables below set forth certain information concerning net investment income, and realized and unrealized investment gains (losses):

	Year Ended December 31, 1993	1992	1991
	(000s omitted)		
<S>	<C>	<C>	<C>
Net investment income:			
Fixed maturities	$ 69,565	$ 63,739	$ 77,756
Equity securities	10,495	9,842	8,346
Other long-term investments	9,130	3,499	4,209
Short-term investments	3,276	5,919	9,051
Accounts and notes receivable	179	105	112
Other	712	467	1,872
Total investment income	93,357	83,571	101,346
Less investment expenses	1,554	1,088	1,140
Net investment income	$ 91,803	$ 82,483	$100,206
Realized investment gains (losses):			
Fixed maturities	$ 4,515	$ 3,232	$ (845)
Equity securities	4,963	435	(164)
	$ 9,478	$ 3,667	$ (1,009)

<CAPTION>
ORION CAPITAL CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

The amortized cost and estimated market values of investments in fixed maturities, equity securities and short-term investments are as follows:

December 31, 1993	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Market Value
		(000s omitted)		
<S>	<C>	<C>	<C>	<C>
Held-to-maturity securities:				
United States Government and government agencies and authorities	$ 140,784	$ 8,224	$ (627)	$ 148,381
States, municipalities and				

political subdivisions	123,852	7,528	(202)	131,178
Foreign governments	7,270	308	-	7,578
Corporate securities	112,496	3,704	(1,188)	115,012
	$ 384,402	$ 19,764	$ (2,017)	$ 402,149
Available-for-sale securities:				
United States Government and government agencies and authorities	$ 145,511	$ 10,156	$ (4,573)	$ 151,094
States, municipalities and political subdivisions	144,839	15,183	(180)	159,842
Foreign governments	7,381	923	-	8,304
Corporate securities	175,853	10,540	(2,126)	184,267
Mortgage-backed securities (exclusive of government agencies)	44,132	1,020	(323)	44,829
Equity securities	210,311	38,568	(6,236)	242,643
Short-term investments.......	96,473	-	-	96,473
	$ 824,500	$ 76,390	$(13,438)	$ 887,452
December 31, 1992				
Fixed maturities:				
United States Government and government agencies and authorities	$ 216,309	$ 12,138	$ (1,106)	$ 227,341
States, municipalities and political subdivisions	252,617	7,685	(16)	260,286
Foreign governments	33,366	1,647	(80)	34,933
Corporate securities	267,160	11,497	(6,308)	272,349
Mortgage-backed securities (exclusive of government agencies)	56,085	1,446	(92)	57,439
Equity securities	169,836	29,731	(13,867)	185,700
Short-term investments.........	107,470	-	-	107,470
	$1,102,843	$ 64,144	$(21,469)	$1,145,518

The amortized cost and estimated market values of fixed maturity and short-term investments at December 31, 1993, by contractual fiscal maturity, are shown below. Expected maturities will differ from contractual maturities because issuers of securities may have the right to call or prepay obligations with or without call or prepayment penalties.
<CAPTION>

	Fixed Maturities Held-to-Maturity		Fixed Maturities Available-for-Sale	
	Amortized Cost	Estimated Market Value	Amortized Cost	Estimated Market Value
	(000s omitted)			
<S>	<C>	<C>	<C>	<C>
Due in one year or less	$ 27,022	$ 27,267	$113,804	$114,261
Due after one year through five years	143,168	152,629	38,006	39,199
Due after five years through ten years	120,506	123,936	56,366	60,290
Due after ten years	93,706	98,317	263,069	288,429
	384,402	402,149	471,245	502,179
Mortgage-backed securities	-	-	142,944	142,630
	$384,402	$402,149	$614,189	$644,809

</TABLE>

Proceeds from sales of investments in fixed maturities were $90,720,000 in 1993, $189,282,000 in 1992, and $535,975,000 during 1991. Realized investment gains (losses) on fixed maturities during 1993, 1992 and 1991 include gross gains of $10,817,000, $10,273,000 and $18,287,000, gross losses realized from sales of $4,155,000, $4,908,000 and $11,362,000 and $2,147,000, $2,133,000 and $7,770,000, respectively, of loss provisions recorded for other than temporary impairment in the value of investments. The Company had $226,000 and $1,666,000 of fixed maturity investments for which it was not accruing income for the years ended December 31, 1993 and 1992, respectively.

Other long-term investments had aggregate carrying values of $50,682,000 at December 31, 1993 and $36,419,000 at December 31, 1992 including mortgage loans on real estate of $1,690,000 and $434,000, respectively. Estimated market values of mortgage loans and other long-term investments approximate their carrying values.

The carrying value of securities on deposit with state regulatory authorities in accordance with statutory requirements totalled $283,537,000 and $340,699,000 at December 31, 1993 and 1992, respectively. Excluding investments in Guaranty National and securities of the United States Government and its agencies, the Company did not have any investments in securities of any one issuer that exceeded $20,000,000.

Note D - Reinsurance

In the normal course of business, the Company's insurance subsidiaries reinsure certain risks, generally on an excess-of-loss or pro rata basis, with other companies in order to limit losses. Reinsurance does not discharge the primary liability of the original insurer. As of December 31, 1993 and 1992, recoverables for reinsurance ceded to the Company's three largest reinsurers were an aggregate of $106,414,000 and $112,553,000, respectively. At December 31, 1993, these reinsurers provided qualified trust accounts for the benefit of the Company of $46,167,000 and letters of credit totalling $4,372,000. At December 31, 1992, the Company held $36,855,000 in funds of one of these reinsurers, and another provided a qualified trust account for the benefit of the Company of $31,129,000 and a letter of credit for $3,131,000. The table below illustrates the effect of reinsurance on premiums written and premiums earned:
<TABLE>
<CAPTION>

	Year Ended December 31,		
	1993	1992	1991
	(000s omitted-except for percentages)		
<S>	<C>	<C>	<C>
Direct premiums written	$ 647,426	$ 616,016	$ 791,682
Reinsurance assumed	132,702	74,726	76,425
Gross premiums written	780,128	690,742	868,107
Reinsurance ceded	(144,542)	(123,312)	(134,042)
Net premiums written	$ 635,586	$ 567,430	$ 734,065
Percentage of amount assumed to net	20.9%	13.2%	10.4%
Direct premiums earned	$ 635,374	$ 589,570	$ 770,433
Reinsurance assumed	117,711	75,540	69,242
Gross premiums earned	753,085	665,110	839,675
Reinsurance ceded	(135,681)	(104,905)	(138,289)
Net premiums earned	$ 617,404	$ 560,205	$ 701,386
Loss and loss adjustment expenses recoverable from reinsurers	$ 70,297	$ 75,521	$ 125,575

</TABLE>
Included in other liabilities are funds held under various reinsurance treaties of $5,487,000 and $39,072,000 at December 31, 1993 and 1992, respectively. Reinsurance recoverables and prepaid reinsurance includes prepaid reinsurance of $55,043,000 at December 31, 1993 and $46,183,000 at December 31, 1992.

Note E - Notes Payable

Orion issued 9 1/8% Senior Notes due 2002 (the "9 1/8% Senior Notes") in a public offering on September 8, 1992. The proceeds were used to extinguish the Company's debt under its loan agreement with various banks at that date, and to redeem its 13 1/2% Senior Subordinated Debentures on October 9, 1992. The Company entered into a loan agreement (the "Bridge Loan") with two banks on November 30, 1992, and borrowed $20,000,000 under this agreement in December 1992, the proceeds of which were used to redeem the Company's 12 1/2% Subordinated Debentures on December 31, 1992. The costs of the early extinguishment of the Company's bank debt and debentures in 1992 were approximately $2,980,000. These costs are reported as an extraordinary item in the Company's financial statements, net of a $60,000 tax benefit. Debt extinguishment costs include the premiums required to call the debentures, the unamortized discount of the debentures and unamortized deferred financing costs of the debentures and bank debt.

Orion entered into a bank loan agreement (the "Loan Agreement") in March 1993 that provided for initial borrowings of up to $60,000,000, consisting of a $50,000,000 term loan (reduced by $4,500,000 in scheduled commitment reductions through December 31, 1993) and a $10,000,000 line of credit. The proceeds were used to repay the Bridge Loan and to redeem the Company's Adjustable Rate Preferred Stock. As of December 31, 1993, the Company had $50,500,000 outstanding under the Loan Agreement, and $5,000,000 in unused commitments available under the line of credit. There is a commitment fee of 1/4% of 1% per annum on the unused portion of the revolving credit facility. The Company can elect to borrow at the prime rate, or at certain other short-term borrowing rates. The rates for notes payable under the Loan Agreement were between 4.59% and 4.90% at December 31, 1993. The terms of the Loan Agreement limit the amount of additional borrowings, prepayments on existing indebtedness, liens and guarantees by the Company, and require the Company to meet minimum net worth and certain financial ratio tests. The 9 1/8% Senior Notes Indenture limits the Company's ability to incur secured indebtedness without equally and ratably securing the 9 1/8% Senior Notes.

Notes payable are recorded at face value less unamortized discount. The carrying value and estimated market value of notes payable consists of the following:

<TABLE>
<CAPTION>

December 31,	Carrying Value 1993	Carrying Value 1992	Estimated Market Value 1993	Estimated Market Value 1992
	(000s omitted)			
<S>	<C>	<C>	<C>	<C>
Borrowings under loan agreement with various banks (various interest rates)	$ 50,500	$ 20,000	$ 50,500	$ 20,000
$110,000,000 face amount, 9 1/8% Senior Notes, due September 1, 2002	109,872	109,863	119,053	109,076
	$160,372	$129,863	$169,553	$129,076

<CAPTION>

The Company's debt is scheduled to be repaid as follows:

	(000s omitted)
<S>	<C>
1994	$ 8,000
1995	10,000
1996	12,000
1997	12,000
1998	8,500
2002	110,000
	160,500
Less unamortized discount	128
	$160,372

========

</TABLE>
Note F - Federal Income Taxes

Orion and its wholly-owned subsidiaries file consolidated federal income tax returns. The Company adopted SFAS No. 109 effective January 1, 1993. The new standard provides for the recognition of deferred tax assets that were not recognized under the prior standard, SFAS No. 96. The cumulative effect of adopting SFAS No. 109 was a benefit of $16,881,000. Accounting for income taxes using SFAS No. 109 increased income taxes on continuing operations for 1993 by $3,909,000. The consolidated federal income tax current provisions for 1991 through 1993 were computed by the regular tax method, reduced by alternative minimum and other tax credits in 1991. The deferred tax benefit for 1993 results primarily from the increase in the discount on loss reserves for income tax purposes offset by the undistributed earnings of Guaranty National. The 1993 tax provision reflects a tax benefit of $450,000 from the

effect of the increase in the federal tax rate on the Company's deferred tax asset. The consolidated federal income tax deferred benefits for 1992 and 1991 result from the recognition of previously unrecorded deferred tax benefits to the extent that they could be carried back to generate the recovery of income taxes under SFAS No 96. Substantially all federal income taxes incurred by the Company and its subsidiaries relate to domestic operations.

The tax effects of the temporary differences comprising the Company's net deferred tax asset as of December 31, 1993 and January 1, 1993 are as follows:
<TABLE>
<CAPTION>

<S>	December 31, 1993 <C>	January 1, 1993 <C>
	(000s omitted)	
Deferred tax assets:		
Loss reserve discounting	$55,479	$52,483
Unearned premium reserves	14,675	13,039
Policyholders' dividends	4,348	4,437
Realized investment losses	4,054	3,239
Deferred income	2,836	2,927
Retiree medical benefits	2,726	-
Other	6,717	5,608
	90,835	81,733
Deferred tax liabilities:		
Deferred policy acquisition costs	20,133	19,086
Investment in affiliates	15,800	12,204
Unrealized investment gains	23,899	6,397
Other	12,112	10,366
	71,944	48,053
	$18,891	$33,680

<CAPTION>
Total income taxes on income from operations and allocations of taxes to other items for the year ended December 31, 1993 are as follows:

<S>	(000s omitted) <C>
Taxes on income from continuing operations	$ 15,517
Taxes allocated to other items:	
Cumulative effect of change in accounting for postretirement benefits	(2,604)
Stockholders' equity, for increase in unrealized appreciation of securities	18,718
Stockholders' equity, for increase in foreign exchange translation losses..	(394)
	$ 31,237

<CAPTION>

The components of the provision (benefit) for federal income taxes are as follows:

	Year Ended December 31,		
	1993	1992	1991
	(000s omitted)		
<S>	<C>	<C>	<C>
Current	$16,448	$ 6,104	$13,758
Deferred	(931)	(5,182)	(12,357)
	$15,517	$ 922	$ 1,401

<CAPTION>

A reconciliation of expected federal income tax expense on pre-tax earnings before cumulative effect of adoption of new accounting principles and extraordinary item at regular corporate rates to actual tax expense is as follows:

	Year Ended December 31,					
	1993		1992		1991	
	Amount	Rate	Amount	Rate	Amount	Rate
	(000s omitted-except for percentages)					
<S>	<C>	<C>	<C>	<C>	<C>	<C>
Expected income tax expense..	$25,377	35.0%	$15,883	34.0%	$15,663	34.0%
Utilization of NOLs	-	-	(6,135)	(13.1)	(12,357)	(26.8)
Alternative minimum and other tax credits	-	-	-	-	(5,016)	(10.9)
Change in enacted tax rate ..	(905)	(1.3)	-	-	-	-
Dividends-received deduction	(4,659)	(6.4)	(4,003)	(8.6)	(2,685)	(5.8)
Tax-exempt interest	(5,791)	(8.0)	(3,006)	(6.4)	(478)	(1.0)
Amortization of goodwill	410	.6	399	.8	610	1.3
Temporary differences -						
Loss reserve discounting...	-	-	1,729	3.7	10,646	23.1
Amortization of fresh start discount	-	-	(1,262)	(2.7)	(1,958)	(4.3)
Unearned premium reserves..	-	-	2,156	4.6	4,214	9.1
Deferred policy acquisition costs	-	-	931	2.0	(3,317)	(7.2)
Salvage and subrogation ...	-	-	(2,343)	(5.0)	(650)	(1.4)
Sale of Guaranty National stock	-	-	-	-	(4,829)	(10.5)
Equity in earnings of affiliates	-	-	(2,385)	(5.1)	(410)	(.9)
Realized investment losses.	-	-	(1,540)	(3.3)	(369)	(.8)
Other	1,085	1.5	498	1.1	2,337	5.1
Actual income tax expense ...	$15,517	21.4%	$ 922	2.0%	$ 1,401	3.0%

</TABLE>

Note G - Commitments

Minimum lease commitments at December 31, 1993, with the majority having initial lease periods from one to twenty-five years, are as follows:

	(000s omitted)
1994	$10,721
1995	9,009
1996	7,446
1997	5,898
1998	4,959
1999 and thereafter	45,439
Minimum rental commitments	$83,472

Rent expense amounted to $11,976,000, $12,224,000 and $13,521,000 net of sublease rentals of $419,000, $765,000 and $791,000 in 1993, 1992 and 1991, respectively. Substantially all leases are for office space and equipment. A number of lease commitments contain renewal options ranging from one to thirty years.

Note H - Contingencies

In November 1988, California voters passed an initiative known as Proposition 103 (the "California Proposition") which amended the California Insurance Code to provide, among other things, that rates for automobile and many other insurance policies issued or renewed on or after November 8, 1988, be rolled back to the levels of November 8, 1987 and then reduced by 20%. Workers compensation insurance and reinsurance are excluded from the California Proposition's rate rollback provisions.

On January 8, 1991, the California Insurance Department issued rate regulation proposals regarding the California proposition. On October 16, 1991, the California Insurance Commissioner issued notices of premium refunds to 14 insurers. In February 1993, the California State Court invalidated the regulations with respect to one insurance company that received notice of a premium refund. The decision is currently on appeal to the California Supreme Court. None of the Company's insurance subsidiaries were among the companies that received the refund notices.

Although it is not possible to predict with any degree of certainty the ultimate outcome of such regulations or their impact on the Company's rates charged since November 8, 1988, management currently believes that the effect of the regulations will not be material to the Company. Based on the foregoing, and management's belief that the rates filed by the Company comply with applicable California law, no provision has been made in the accompanying consolidated financial statements for denial or partial denial of the Company's rollback exemption applications or partial or total disapproval of the Company's rates filed since November 8, 1989.

Orion and its subsidiaries are routinely engaged in litigation incidental to their businesses; however, in the judgment of the Company's management, there are no significant legal proceedings pending against Orion or its subsidiaries, which, net of reserves established therefor and giving effect to reinsurance, are likely to result in judgments for amounts that are material to the financial condition of Orion and its consolidated subsidiaries, taken as a whole.

Note I - Stockholders' Equity and Earnings Per Common Share

Orion declared a 5-for-4 split of its common stock which was paid on November 15, 1993 to shareholders of record on October 15, 1993. All common stock and per common share data presented in the financial statements has been restated to give effect to this stock split. The Company had also paid a 5-for-4 common stock split on December 7, 1992 to shareholders of record on November 20, 1992.

During 1993, the Company repurchased 177,658 shares of its common stock at an aggregate cost of $5,472,000. The Company repurchased 22,420 shares for $554,000 in 1992 and 52,700 shares for $655,000 in 1991.

On April 15, 1992, Orion sold 515,625 shares of its common stock for $9,497,000, net of expenses. The sale was made in a private transaction, subject to the provisions of Regulation S of the Securities Act of 1933, as amended.

On December 21, 1992, Orion called for the redemption of its $2.125 Convertible Exchangeable Preferred Stock (the "$2.125 Preferred Stock") on January 21, 1993. The market price of the shares of common stock that a holder would receive upon conversion of the preferred stock was substantially higher than the redemption price of $25.76 per share. Consequently, most holders converted into common stock prior to the redemption date, resulting in the issuance of 3,579 shares of common stock in December 1992 and 1,423,544 shares of common stock in January 1993. Holders of 21,605 shares of $2.125 Preferred Stock, who did not elect to convert, redeemed their shares for an aggregate of $557,000.

Orion issued 2,601,050 and 42,428 shares of common stock for conversions elected by holders of 1,581,470 and 25,800 shares of the Company's $1.90 Convertible Exchangeable Preferred Stock (the "$1.90 Preferred Stock"), in 1992 and 1991, respectively. The 1992 conversions were primarily the result of Orion calling this issue on November 2, 1992 at the redemption price of $21.30 per share including accrued dividends. The remaining 2,730 shares of $1.90 Preferred Stock were redeemed for approximately $58,000.

On April 7, 1993, the Company redeemed all of the outstanding shares of its Adjustable Rate Preferred Stock for $18,520,000 in cash. The redemption was funded with borrowings under the Loan Agreement.

Dividends declared on Orion's common and preferred stock for 1993, 1992 and 1991 were as follows:

<TABLE>
<CAPTION>

	Year Ended December 31,					
	1993		1992		1991	
	Per Share	Amount	Per Share	Amount	Per Share	Amount
	(000s omitted - except for per share data)					
<S>	<C>	<C>	<C>	<C>	<C>	<C>
Adjustable Rate Preferred Stock	$1.10	$ 407	$4.16	$ 1,581	$4.37	$ 1,679
$1.90 Preferred Stock..	-	-	1.43	2,227	1.90	3,047
$2.125 Preferred Stock.	.12	2	2.13	2,550	2.13	2,550
Common Stock	.68	9,860	.60	6,641	.59	5,823
		$10,269		$12,999		$13,099

</TABLE>

The weighted average common shares outstanding for purposes of computing earnings per share amounted to 14,598,000, 10,914,000 and 9,964,000 shares for 1993, 1992 and 1991, respectively. Dividends on preferred stock were deducted from earnings to compute primary earnings per common share. The $2.125 Preferred Stock and, for 1992 and 1991, the $1.90 Preferred Stock are assumed to be converted for the full year, if dilutive, for the purpose of computing fully-diluted earnings per common share. The weighted average common shares, on a fully-diluted basis, amounted to 14,655,000, 14,474,000 and 14,086,000 shares for 1993, 1992 and 1991, respectively.

Orion has a Stockholder Rights Plan (the "Rights Plan") under which each outstanding share of common stock includes 64% of one preferred stock purchase right (the "Rights"). The Rights Plan is designed to assure stockholders that they will receive equitable treatment in the event of a proposed takeover. Under the Rights Plan, each holder of a Right is entitled to buy one-hundredth of a share of Series A Participating Junior Preferred Stock. The Rights become exercisable if an acquiror gains a 20% or greater beneficial ownership interest in Orion's common stock, on other than fair and favorable terms to all stockholders. Each Right not owned by such acquiror will enable the holder to purchase, at an initial exercise price of $80, common stock having a value of twice the Right's exercise price. In addition, under certain circumstances if Orion is involved in a merger each Right will entitle its holder to purchase, at the Right's then current exercise price, common shares of such other company having a value of twice the Right's exercise price.

Note J - Employee Benefit Plans

The Company maintains a Stock Savings and Retirement Plan (the "Plan"), qualified under Internal Revenue Code Section 401(k), for eligible employees of the Company. Employee and employer matched contributions to the savings funds are limited to the extent allowable under the Plan and federal income tax law. The Plan also provides for a defined contribution retirement benefit that allows the Company to make annual contributions to the Plan based on a percentage of the participating employees' compensation. Employees vest in the Company's contributions over a six-year period with vesting credit given for prior service with the Company. The Company has adopted a Surplus Benefit Plan which provides deferred benefits for those employees who received less than the full employer contribution to the Company's 401(k) plan as a result of federal tax limitations on participation in the Plan.

The Company maintains a number of incentive plans for key employees. These plans include the Company's 1979 stock option plan and the Company's 1982 Long-Term Performance Incentive Plan. Under the latter plan, shares of restricted stock as well as stock options may be granted by Orion. Orion granted 5,688, 66,016 and 4,063 shares of restricted stock to key employees during 1993, 1992 and 1991, respectively. Restricted stock is considered issued and outstanding when awarded, and is recorded as deferred compensation. There are restrictions as to its transferability, which restrictions lapse proportionately from the second to the fifth anniversaries of grant date. As of December 31, 1993, the restrictions have not lapsed on 130,089 shares of restricted stock. All stock options granted by Orion, at fair market value at date of grant, are intended to qualify as incentive stock options becoming exercisable from the first through fourth anniversaries of the date of grant, expiring ten years after the date of grant. As of December 31, 1993, the number of shares of stock reserved under all plans is 641,113 of which 284,337 are for outstanding stock options and 197,696 of these stock options are exercisable. A summary of the option transactions is as follows:

<TABLE>
<CAPTION>

	Year Ended December 31,					
	1993		1992		1991	
	Options	Price Range	Options	Price Range	Options	Price Range
<S>	<C>	<C>	<C>	<C>	<C>	<C>
Balance - January 1 ...	305,860	$10.16-23.92	257,422	$ 8.64-19.20	284,375	$ 8.64-19.20
Granted	3,438	32.40	92,969	23.92	-	
Cancelled	-		-		(3,125)	10.88
Exercised	(24,961)	10.16-14.56	(44,531)	8.64- 9.04	(23,828)	8.64-13.92
Balance - December 31..	284,337	10.16-32.40	305,860	10.16-23.92	257,422	8.64-19.20

</TABLE>

Orion also maintains a non-qualified defined benefit retirement plan for members of the Board of Directors who are not employees. Benefits are based on years of service and director fee levels at retirement.

The total expense for 1993, 1992 and 1991 for the above pension benefit plans for employees and directors amounted to $3,277,000, $2,694,000 and $1,695,000, respectively.

Note K - Postretirement Medical Benefits

The Company provides postretirement medical benefits to full-time employees who have worked for 10 years and attained age 55 while in service with the Company. The effect on income from continuing operations after federal income taxes for 1993 of accounting for retirement benefits using SFAS No. 106 was to increase expenses by $211,000, net of federal income taxes. The Company's postretirement health care plan is not funded. The accumulated postretirement benefit obligation of the plan at December 31, 1993 included in other liabilities in the consolidated balance sheet is as follows:

	(000s omitted)
Retirees	$2,260
Fully eligible active plan participants ..	1,425
Other active plan participants	4,104
	$7,789

Net postretirement benefit cost for the year ended December 31, 1993 was $598,000 and consisted of service cost benefits earned of $130,000 and interest on the accumulated postretirement benefit obligation of $468,000.

The expected health care cost trend rate used as of December 31, 1993 was 16.0% for 1994, and 10% in 1995 decreasing linearly each year until it reaches 6% for 2003 and future years. A one-percentage-point increase in the assumed health care cost trend rate for each year would increase the accumulated postretirement benefit obligation as of December 31, 1993 by $1,325,000 and increase net postretirement health care costs by $145,000 for 1993. The assumed discount rate used in determining the accumulated postretirement benefit obligation was 7.0% at December 31, 1993.

Note L - Industry Segment Information

The Company's insurance operations are organized and reported as three business segments: Regional Operations, Reinsurance/Special Programs and Guaranty National Companies. Regional Operations markets workers compensation insurance through EBI Companies and Nation's Care, Inc. Reinsurance/Special Programs includes DPIC Companies (which markets the Company's professional liability insurance), Connecticut Specialty Insurance Group (which directs the underwriting and sale of specialty insurance programs), SecurityRe Companies (which underwrites reinsurance), and a 20% interest in Intercargo (which underwrites international trade). The third segment, Guaranty National Companies, specializes in writing nonstandard commercial and personal automobile insurance. The operations of the Guaranty National Companies are included in revenues and expenses through November 20, 1991, the date that the Company sold 6,250,000 shares of Guaranty National's common stock in a public offering, reducing the Company's ownership of Guaranty National to approximately 49%. Earnings subsequent to November 20, 1991 include the Company's share of Guaranty National's earnings using the equity method of accounting. The miscellaneous income and expenses (primarily interest, general and administrative expenses and other consolidating elimination entries) of the parent company are reported as a fourth segment. Identifiable assets of the Regional Operations and Reinsurance/Special Programs segments are primarily allocated based on the cash flows of these segments, and for 1992 and 1991 have been restated to conform with SFAS No. 113.

<TABLE>
<CAPTION>

Financial information for the Company's segments for 1993, 1992 and 1991 is shown below:

	Premiums Earned	Net Investment Income	Realized Investment Gains (Losses)	Gain on Sale of Guaranty National Common Stock	Other Income	Total Revenues	Earnings (Loss) from Operations Before Federal Income Taxes, Cumulative Effect of Accounting Changes and Extraordinary Item	Identifiable Assets
				(000s omitted)				
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
1993:								
Regional Operations ...	$266,373	$ 33,760	$ 4,153	$ -	$ -	$304,286	$ 34,025	$ 758,596
Reinsurance/Special Programs	351,031	55,500	6,706	-	915	414,152	44,032	1,234,033
Guaranty National Companies	-	-	-	-	-	-	9,509	92,590
Other	-	2,543	(1,381)	-	555	1,717	(15,061)	32,235
Total	$617,404	$ 91,803	$ 9,478	$ -	$ 1,470	$720,155	$ 72,505	$2,117,454
1992:								
Regional Operations....	$268,145	$ 33,182	$ 2,077	$ -	$ (193)	$303,211	$ 4,227	$ 774,030
Reinsurance/Special Programs	292,060	48,416	3,027	-	849	344,352	50,384	1,055,679
Guaranty National Companies	-	-	-	-	-	-	9,994	81,632
Other	-	885	(1,437)	-	707	155	(17,891)	26,067
Total	$560,205	$ 82,483	$ 3,667	$ -	$ 1,363	$647,718	$ 46,714	$1,937,408

1991:								
Regional Operations ...	$263,478	$ 32,014	$ (517)	$ 14,692	$ 1,940	$311,607	$ (9,816)	$ 769,267
Reinsurance/Special Programs	256,619	43,924	(1,161)	19,239	1,014	319,635	50,500	941,906
Guaranty National Companies	181,289	23,060	1,022	-	(204)	205,167	23,684	96,558
Other	-	1,208	(353)	-	30	885	(18,299)	19,338
Total	$701,386	$100,206	$ (1,009)	$ 33,931	$ 2,780	$837,294	$ 46,069	$1,827,069

</TABLE>

ORION CAPITAL CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Note M - Selected Quarterly Financial Data (Unaudited)
<TABLE>
Quarterly results of operations and earnings per common share for 1993 and 1992 are summarized as follows:
<CAPTION>

<S>	First Quarter <C>	Second Quarter <C>	Third Quarter <C>	Fourth Quarter <C>
	(000s omitted-except for per share data)			
1993:				
Premiums earned	$149,272	$157,404	$151,641	$159,087
Net investment income	21,677	21,170	22,218	26,738
Realized investment gains	4,812	1,755	1,131	1,780
Other income	303	464	428	275
Total revenues	$176,064	$180,793	$175,418	$187,880
Earnings before cumulative effect of change in accounting principles ..	$ 14,328	$ 13,907	$ 12,868	$ 15,885
Net earnings	$ 26,153	$ 13,907	$ 12,868	$ 15,885
Net earnings per common share -				
Primary:				
Earnings before cumulative effect of change in accounting principles ..	$ .97	$ .95	$ .88	$ 1.09
Net earnings	$ 1.78	$ .95	$ .88	$ 1.09
Fully diluted:				
Earnings before cumulative effect of change in accounting principles ..	$ .95	$ .95	$ .88	$ 1.09
Net earnings	$ 1.75	$ .95	$ .88	$ 1.09
1992:				
Premiums earned	$143,223	$134,773	$136,218	$145,991
Net investment income	20,702	19,671	20,630	21,480
Realized investment gains	604	827	2,147	89
Other income	385	166	466	346
Total revenues	$164,914	$155,437	$159,461	$167,906
Earnings before extraordinary item ..	$ 10,689	$ 9,931	$ 12,824	$ 12,348
Net earnings	$ 10,689	$ 9,931	$ 12,718	$ 9,534
Net earnings per common share -				
Primary:				
Earnings before extraordinary item ..	$ .89	$ .78	$ 1.04	$ .89
Net Earnings	$ .89	$ .78	$ 1.03	$ .67
Fully diluted:				
Earnings before extraordinary item ..	$ .73	$ .66	$ .85	$ .81
Net Earnings	$ .73	$ .66	$ .84	$ .62

<FN>
The sum of quarterly per common share amounts may not agree with the corresponding annual amounts due to rounding or antidilution during certain quarters.

</TABLE>

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

PART III

Pursuant to General Instruction G(3) to this form, the information required by Part III (Items 10, 11, 12 and 13) hereof is incorporated by reference from the Company's definitive proxy statement for its Annual Meeting to be held on June 1, 1994. The Company intends to file the proxy material, which involves the election of directors, not later than 120 days after the close of the Company's fiscal year.

PART IV

ITEM 14. EXHIBITS, FINANCIAL STATEMENT SCHEDULES AND REPORTS ON FORM 8-K

(a) 1 Financial Statements:

The following financial statements are included in Part II, Item 8.

(a) 2. Financial Statement Schedules:

Selected Quarterly Financial Data - for the years ended December 31, 1993, 1992 and 1991 - Included in Part II, Item 8.

	and 1991....................	S-9
X	Supplemental Information For Property - Casualty Insurance Underwriters - December 31, 1993, 1992 and 1991........................	S-10

Schedules other than those listed above are omitted for the reason that they are not required or are not applicable, or the required information is shown in the Financial Statements or notes thereto.

(a) 3. Exhibits:

Exhibit 3(i)	Restated Certificate of Incorporation of the Company, as amended on June 3, 1993.
Exhibit 3(ii)	By-Laws of the Company, as amended on May 7, 1993.
Exhibit 4(i)	Certificate of Designation, Preferences and Rights of Series A Junior Participating Preferred Stock of the Company, dated March 23, 1989; filed as Exhibit 4(xi) to the Company's Annual Report on Form 10-K for 1988.

Exhibit 4(ii)	Specimen certificate representing shares of the Company's Common Stock (proof of March 27, 1989); filed as Exhibit 4(xii) to the Company's Annual Report on Form 10-K for 1988.
Exhibit 4(iii)	Indenture, dated as of September 8, 1992, between the Company and the Connecticut National Bank (now known as Shawmut Bank Connecticut, National Association), as Trustee of the Company's 9 1/8% Senior Notes due September 1, 2002; filed as Exhibit 4(v) to the Company's Annual Report on Form 10-K for 1992.
Exhibit 4(iv)	Specimen certificate representing the Company's 9 1/8% Senior Notes; filed as Exhibit 4(vi) to the Company's Annual Report on Form 10-K for 1992.
Exhibit 10 (i)*	The Company's Deferred Compensation Plan, as amended (effective July 1, 1992); filed as Exhibit 10(i) to the Company's Annual Report on Form 10-K for 1991.
Exhibit 10(ii)*	The Company's 1982 Long-Term Performance Incentive Plan (as amended); filed as Exhibit 10(iii) to the Company's Annual Report on Form 10-K for 1992.
Exhibit 10(iii)*	The Company's 1979 Stock Option Plan, as amended; filed as Exhibit 10(lx) to the Company's Annual Report on Form 10-K for 1981.
Exhibit 10(iv)*	Employment Agreement between Alan R. Gruber and the Company, dated as of March 19, 1993; filed as Exhibit 10(v) to the Company's Annual Report on Form 10-K for 1992.
Exhibit 10(v)*	Employment Agreement, between the Company and Robert B. Sanborn, dated as of March 19, 1993; filed as Exhibit 10(vi) to the Company's Annual Report on Form 10-K for 1992.
Exhibit 10(vi)*	Employment Agreement, dated as of August 1, 1987, between the Company and Peter B. Hawes; filed as Exhibit 10(x) to the Company's Annual

Report on Form 10-K for 1989.

*Management contract or compensatory plan or arrangement.

Exhibit 10(vii)*	Employent Agreement, dated as of December 1, 1992 between the Company and Larry D. Hollen; filed as Exhibit 10(viii) to the Company's Annual Report on Form 10-K for 1992.
Exhibit 10(viii)	Lease Agreement between Connecticut UTF, Inc., as lessor, and Security Insurance Company of Hartford ("Security"), as lessee, dated as of December 19, 1984; filed as Exhibit 10(xxxiii) to the Company's Annual Report on Form 10-K for l984.
Exhibit 10(ix)	Second Assignment of Lease and Agreement from Connecticut UTF, Inc. to Security, dated as of December 19, 1984; filed as Exhibit 10(xxxiv) to the Company's Annual Report on Form 10-K for 1984.
Exhibit 10(x)	Purchase Money Second Mortgage from Connecticut UTF, Inc., as mortgagor, to Security, as mortgagee, dated as of December 19, 1984; filed as Exhibit 10(xxxvi) to the Company's Annual Report on Form 10-K for 1984.
Exhibit 10(xi)	Purchase Money Note, in the face amount of $2,800,000, from Connecticut UTF, Inc. to Security, dated December 19, 1984; filed as Exhibit 10(xxxvi) to the Company's Annual Report on Form 10-K for l984.
Exhibit 10(xii)	Guarantee from the Company to Connecticut UTF, Inc., dated as of December 19, 1984, guaranteeing the performance of Security under its lease with Connecticut UTF, Inc.; filed as Exhibit 10(xxxvii) to the Company's Annual Report on Form 10-K for 1984.
Exhibit 10(xiii)	Form of Indemnification Agreement, dated as of June 3, 1987, between the Company and each of its Directors and Executive Officers; filed as Exhibit 10(xl) to the Company's Annual Report on Form 10-K for l987.
Exhibit 10(xiv)	Rights Agreement, dated as of March 15, 1989, between the Company and Manufacturers Hanover Trust Company, Rights Agent; filed as Exhibit 1 to the Company's Form 8-A filed March 28, 1989.

*Management contract or compensatory plan or arrangement.

Exhibit 10(xv)	First Aggregate Excess of Loss Reinsurance Contract, effective January 1, 1990, by and among several of the Company's wholly-owned insurance subsidiaries and United States

	Fidelity and Guaranty Company; filed as Exhibit 10(xxxvi) to the Company's Annual Report on Form 10-K for 1990.
Exhibit 10(xvi)	Second Aggregate Excess of Loss Reinsurance Contract, effective January 1, 1990, by and among several of the Company's wholly-owned insurance subsidiaries and Helmsman Insurance Company, Ltd.; filed as Exhibit 10(xxvii) to the Company's Annual Report on Form 10-K for 1990.
Exhibit 10(xvii)	Specific Excess Reinsurance Agreement, effective January 1, 1990, by and among several of the Company's wholly-owned insurance subsidiaries and Cologne Reinsurance Company (Dublin) Ltd.; filed as Exhibit 10(xxiv) to the Company's Annual Report on Form 10-K for 1990.
Exhibit 10(xviii)*	Retirement Plan for Directors of Orion Capital Corporation, as amended (May 9, 1990); filed as Exhibit 10(xxviii) to the Company's Annual Report on Form 10-K for 1990.
Exhibit 10(xix)*	Orion Capital Companies Supplemental Benefits Plan, adopted in February 1991, filed as Exhibit 10(xxv) to the Company's Annual Report on Form 10-K for 1991.
Exhibit 10(xx)	Shareholder Agreement, dated as of November 7, 1991 by and among the Company, Guaranty National Corporation and certain wholly owned subsidiaries and affiliates filed as Exhibit 10(xxvi) to the Company's Annual Report on Form 10K for 1991.

*Management contract or compensatory plan or arrangement.

Exhibit 10(xxi)	Loan Agreement, dated March 8, 1993, by and among the Company, the banks signatory thereto and National Westminster Bank USA, as Agent; filed as Exhibit 10(xxvi) to the Company's Annual Report on Form 10-K for 1992.
Exhibit 10(xxii)	Letter Agreement, dated September 13, 1993, by and between the Company and Intercargo Corporation.
Exhibit 10(xxiii)	Agreement, dated September 13, 1993, by and between the Company and The Harper Group, Inc.
Exhibit 11	Statement re: computation of earnings per common share.
Exhibit 21	Subsidiaries of the Company.
Exhibit 23	Consents of Deloitte & Touche
Exhibit 28	Information from reports furnished to state insurance regulatory authorities.

Copies of exhibits may be obtained upon payment of a $.50 per page fee. Such requests should be made in writing to: Corporate Secretary, Orion Capital Corporation, 30 Rockefeller Plaza, New York, New York 10112.

(b) Reports on Form 8-K:

None.

(c) Filed exhibits:

See Exhibit Index

(d) Financial statements of non-consolidated subsidiaries:

The Audited Consolidated Financial Statements of Guaranty National Corporation and subsidiaries, Consolidated Balance Sheets at December 31, 1993 and 1992, Consolidated Statement of Earnings, Statement of Changes to Stockholders Equity and Statement of Cash Flows for the periods ended December 31, 1993, 1992 and 1991, the Related Notes to the Consolidated Financial Statements and Financial Statement Schedules are incorporated herein by reference.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

ORION CAPITAL CORPORATION

By: /s/ Alan R. Gruber March 16, 1994

Alan R. Gruber Chairman of the Board (Principal Executive) and Financial Officer)

By: /s/ Daniel L. Barry March 16, 1994

Daniel L. Barry Vice President and Controller (Principal Accounting Officer)

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons (including a majority of the members of the Board of Directors of the Registrant) in the capacities and on the dates indicated:

Signature and Title	Date
/s/ Alan R. Gruber Alan R. Gruber Chairman of the Board	March 16, 1994
/s/ Bertram J. Cohn Bertram J. Cohn Director	March 16, 1994
/s/ John C. Colman John C. Colman Director	March 16, 1994
/s/ Peter B. Hawes Peter B. Hawes Director	March 16, 1994
/s/ Larry D. Hollen Larry D. Hollen Director	March 16, 1994
/s/ R. H. Jeffrey Robert H. Jeffrey Director	March 16, 1994
/s/ Warren R. Lyons Warren R. Lyons Director	March 16, 1994
/s/ James K. McWilliams James K. McWilliams Director	March 16, 1994

Signature and Title	Date

/s/ R. W. Moore   March 16, 1994
- ----------------------
Ronald W. Moore
Director

/s/ Donald Reich   March 16, 1994
- ----------------------
Donald Reich
Director

/s/ Robert B. Sanborn   March 16, 1994
- ------------------------
Robert B. Sanborn
Director

/s/ William J. Shepherd   March 16, 1994
- --------------------------
William J. Shepherd
Director

/s/ John R. Thorne   March 16, 1994
- --------------------------
John R. Thorne
Director

/s/ Roger Ware   March 16, 1994
- ----------------------------
Roger B. Ware
Director

<TABLE>
<CAPTION>

SCHEDULE I

ORION CAPITAL CORPORATION AND SUBSIDIARIES
CONSOLIDATED SUMMARY OF INVESTMENTS-OTHER THAN
INVESTMENTS IN RELATED PARTIES
December 31, 1993
(000s omitted)

Column A	Column B	Column C	Column D
Type of Investment	Cost	Value	Amount Shown on Balance Sheet
<S>	<C>	<C>	<C>
Fixed maturities held-to-maturity:			
Bonds -			
United States Government and government agencies and authorities	$ 140,784	$148,381	$ 140,784

States, municipalities and political subdivisions	123,852	131,178	123,852
Foreign governments	7,270	7,578	7,270
Public utilities	2,438	2,623	2,438
All other corporate bonds ...	43,516	45,281	43,516
Redeemable preferred stocks ...	66,542	67,108	66,542
Total fixed maturities	384,402	402,149	384,402
Fixed maturities available-for-sale:			
Bonds -			
United States Government and government agencies and authorities	145,511	151,094	151,094
States, municipalities and political subdivisions	153,498	168,542	168,542
Foreign governments	7,381	8,304	8,304
Public utilities	13,805	14,160	14,160
All other corporate bonds ...	185,459	193,968	193,968
Redeemable preferred stocks ...	12,062	12,268	12,268
Total fixed maturities	517,716	548,336	548,336
Equity securities:			
Common stocks -			
Public utilities	6,752	7,709	7,709
Banks, trusts and insurance companies	44,970	64,867	64,867
Industrial, miscellaneous and all other	59,603	66,446	66,446
Non-redeemable preferred stocks	98,986	103,621	103,621
Total equity securities ...	210,311	242,643	242,643
Mortgage loans on real estate ...	1,690		1,690
Other long-term investments	48,992		48,992
Short-term investments	96,473		96,473
Total investments	$1,259,584		$1,322,536

<CAPTION>

SCHEDULE III

ORION CAPITAL CORPORATION AND SUBSIDIARIES
CONDENSED FINANCIAL INFORMATION OF REGISTRANT
ORION CAPITAL CORPORATION
BALANCE SHEET
(000s omitted)

ASSETS

	December 31, 1993	December 31, 1992
<S>	<C>	<C>
Equity securities at market (cost $439 - 1992)	$ -	$ 503
Short-term investments	8,527	3,735
Cash	446	26
Notes receivable and other assets	2,911	3,108
Deferred income taxes	18,891	17,539
Investment in subsidiaries	556,240	457,952
Excess of cost over fair value of net assets acquired..	29,250	30,361
Total assets	$616,265	$513,224

LIABILITIES AND STOCKHOLDERS' EQUITY

Other liabilities	$ 23,960	$ 16,507
Due to affiliates	18,444	26,810

Federal income taxes payable	19,294	10,052
Notes payable	160,372	129,863
Total liabilities	222,070	183,232
Adjustable rate preferred stock	-	18,705
Stockholders' equity	394,195	311,287
Total liabilities and stockholders' equity	$616,265	$513,224

<FN>
See Notes to Condensed Financial Information of Registrant

<CAPTION>

SCHEDULE III

ORION CAPITAL CORPORATION AND SUBSIDIARIES
CONDENSED FINANCIAL INFORMATION OF REGISTRANT
ORION CAPITAL CORPORATION
STATEMENT OF EARNINGS
(000s omitted)

	Year Ended December 31,		
	1993	1992	1991
<S>	<C>	<C>	<C>
Revenues:			
Net investment income	$ 458	$ 325	$ 431
Realized investment gains (losses)	(13)	13	-
Other income	550	700	-
	995	1,038	431
Expenses:			
Interest	12,670	12,192	14,027
General and administrative	1,629	3,801	3,240
Amortization of excess of cost over fair value of net assets acquired	1,111	1,111	1,110
	15,410	17,104	18,377
Loss before federal income taxes (benefit), equity in net earnings of subsidiaries, cumulative effect of adoption of new accounting principles and extraordinary item	(14,415)	(16,066)	(17,946)
Federal income taxes (benefit):			
Current	16,448	6,104	13,758
Deferred	(931)	(5,182)	(12,357)
	15,517	922	1,401
Loss before equity in net earnings of subsidiaries, cumulative effect of change in accounting principles and extraordinary item.	(29,932)	(16,988)	(19,347)
Equity in net earnings of subsidiaries	86,920	62,780	64,015
Earnings before cumulative effect of change in accounting principles and extraordinary item.	56,988	45,792	44,668
Cumulative effect of change in accounting principles	11,825	-	-
Extraordinary item - loss on early extinguishment of debt, net of income tax benefit of $60	-	2,920	-
Net earnings	$ 68,813	$ 42,872	$ 44,668

<FN>
See Notes to Condensed Financial Information of Registrant

<CAPTION>

SCHEDULE III

ORION CAPITAL CORPORATION AND SUBSIDIARIES
CONDENSED FINANCIAL INFORMATION OF REGISTRANT
ORION CAPITAL CORPORATION

STATEMENT OF CASH FLOWS
(000s omitted)

	Year Ended December 31, 1993	1992	1991
<S>	<C>	<C>	<C>
Cash flows from operating activities:			
Dividends received from subsidiaries	$ 25,512	$ 15,645	$ 28,680
Net investment income collected	156	326	357
Federal income taxes received from subsidiaries	5,600	6,250	13,615
Interest paid	(11,998)	(10,362)	(14,610)
Other expenses paid	(2,249)	(2,486)	(2,096)
Other receipts	634	7,331	547
Net cash provided by operating activities.	17,655	16,704	26,493
Cash flows from investing activities:			
Sales of equity securities	426	188	-
Net sales (purchases) of short-term investments	(4,793)	(1,603)	(225)
Investments in subsidiaries	(6,983)	(3,578)	-
Other receipts (payments)	(17)	94	(2)
Net cash used in investing activities ...	(11,367)	(4,899)	(227)
Cash flows from financing activities:			
Proceeds from issuance of notes payable ...	59,672	127,764	2,000
Proceeds from issuance of common stock	286	9,545	65
Repayment of notes payable and debentures..	(29,500)	(134,123)	(13,315)
Dividends paid to stockholders	(11,598)	(14,539)	(14,529)
Purchase and redemption of adjustable rate preferred and common stock	(23,615)	(412)	(577)
Other payments	(1,113)	(40)	-
Net cash used in financing activities ...	(5,868)	(11,805)	(26,356)
Net increase (decrease) in cash	420	-	(90)
Cash balance, beginning of year	26	26	116
Cash balance, end of year	$ 446	$ 26	$ 26

<FN>

See Notes to Condensed Financial Statements of Registrant

<CAPTION>

SCHEDULE III

ORION CAPITAL CORPORATION AND SUBSIDIARIES
CONDENSED FINANCIAL INFORMATION OF REGISTRANT
ORION CAPITAL CORPORATION
STATEMENT OF CASH FLOWS - (Continued)
(000s omitted)

	Year Ended December 31, 1993	1992	1991
<S>	<C>	<C>	<C>
Reconciliation of net earnings to net cash provided by operating activities:			
Net earnings	$ 68,813	$ 42,872	$ 44,668
Adjustments:			
Cumulative effect of change in accounting principles	(11,825)	-	-
Equity in net earnings of subsidiaries	(86,920)	(62,780)	(64,015)
Consolidating elimination of subsidiaries income taxes	18,962	11,631	24,681
Dividends received from subsidiaries	25,512	15,645	28,680
Depreciation and amortization	1,966	1,603	1,667
Deferred federal income tax benefit	(931)	(5,182)	(12,357)
Realized investment (gains) losses	13	(13)	-
Amortization of discount on debt	9	292	255
Extraordinary loss	-	2,920	-

Change in assets and liabilities:			
Decrease in notes receivable and other assets	470	276	292
Increase in taxes payable and other liabilities	9,952	1,361	12,205
Increase (decrease) in due to affiliates	(8,366)	8,079	(9,583)
Total adjustments and changes	(51,158)	(26,168)	(18,175)
Net cash provided by operating activities	$ 17,655	$ 16,704	$ 26,493

<FN>
Non-cash transaction:

As a result of a change in pooling by the Registrant's insurance subsidiaries, the Registrant received an extraordinary dividend of $65,470,000 (principally securities) in 1993 which it simultaneously contributed to another insurance subsidiary.

See Notes to Condensed Financial Information of Registrant

</TABLE>

SCHEDULE III

ORION CAPITAL CORPORATION AND SUBSIDIARIES
NOTES TO CONDENSED FINANCIAL INFORMATION OF REGISTRANT
Years Ended December 31, 1993, 1992 and 1991

Note A - Reclassifications

The condensed financial information of Orion Capital Corporation (the "Registrant") has been reclassified for 1992 and 1991 to conform to the classifications used in 1993.

Note B - Notes Payable

Notes payable consist of the following:

<TABLE>
<CAPTION>

	Carrying Value		Estimated Market Value	
	1993	1992	1993	1992
	(000s omitted)			
Borrowings under loan agreement with various banks (various interest rates)	$ 50,500	$ 20,000	$ 50,500	$ 20,000
$110,000,000 face amount, 9 1/8% Senior Notes, due September 1, 2002	109,872	109,863	119,053	109,076
	$160,372	$129,863	$169,553	$129,076

<CAPTION>
The Registrant's debt is scheduled to be repaid as follows:

	(000s omitted)
1994	$ 8,000
1995	10,000
1996	12,000
1997	12,000
1998	8,500
2002	110,000
	$160,500
Less unamortized discount	128
	$160,372

</TABLE>

Note C - Expense Reimbursement and Management Fees

During 1991 through 1993, the Registrant was reimbursed for payroll, office rental and other expenses incurred by it to support the operations of its insurance subsidiaries. This reimbursement of $5,230,000, $4,500,000 and $4,078,000 in 1993, 1992 and 1991, respectively, is accounted for as a reduction of general and administrative expenses. The Company received an investment management fee from Guaranty National of $550,000 in 1993 and $700,000 in 1992.

Note D - Sale of Guaranty National Common Stock

The equity in net earnings of subsidiaries for 1991 reflects the impact of the sale of the common stock of Guaranty National by the Company's insurance subsidiaries which resulted in a net gain of $33,931,000.

<TABLE>
<CAPTION>

SCHEDULE V

ORION CAPITAL CORPORATION AND SUBSIDIARIES
SUPPLEMENTARY INSURANCE INFORMATION
(000s omitted)

Column A	Column B	Column C	Column D	Column E	Column F	Column G	Column H	Column I	Column J	Column J	Column K
Segment	Deferred Policy Acquisition Costs	Reserve For Unpaid Losses and Loss Adjustment Expenses (a)	Unearned Premiums (a)	Dividends Payable to Policy-Holders	Premiums Earned	Net Investment Income (b)	Losses and Loss Adjustment Expenses	Amortization of Deferred Policy Acquisition Costs	Other Insurance Expenses	Policy-holders' Dividends Expenses	Premiums Written
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
1993:											
Regional Operations	$19,326	$ 474,903	$ 67,310	$10,581	$266,373	$ 33,760	$191,826	$ 59,596	$ 8,144	$ 9,232	$265,082
Reinsurance/ Special Programs.	38,196	665,500	192,049	1,942	351,031	55,500	267,306	88,844	9,237	3,281	370,504
Other	-	-	-	-	-	2,543	-	-	-	-	-
	$57,522	$1,140,403	$259,359	$12,523	$617,404	$ 91,803	$459,132	$148,440	$17,381	$12,513	$635,586
1992:											
Regional Operations	$21,481	$ 510,836	$ 67,791	$ 9,919	$268,145	$ 33,182	$214,692	$ 62,704	$10,595	$ 9,366	$269,550
Reinsurance/ Special Programs.	34,653	570,560	164,525	3,241	292,060	48,416	209,340	72,966	6,563	4,192	297,880
Other	-	-	-	-	-	885	-	-	-	-	-
	$56,134	$1,081,396	$232,316	$13,160	$560,205	$ 82,483	$424,032	$135,670	$17,158	$13,558	$567,430
1991:											
Regional Operations					$263,478	$ 32,014	$225,369	$ 67,500	$12,534	$12,738	$272,758
Reinsurance/ Special Programs.					256,619	43,924	189,628	63,782	10,378	3,722	280,081
Guaranty National Companies					181,289	23,060	123,418	52,491	5,450	-	181,226
Other					-	1,208	-	-	-	-	-
					$701,386	$100,206	$538,415	$183,773	$28,362	$16,460	$734,065

<FN>
(a) Balances for 1992 have been restated to reflect the adoption of SFAS No. 113, which requires reinsurance recoverables to be reported as assets rather than offsetting liabilities.
(b) Net investment income for Regional Operations and Reinsurance/Special Programs is allocated on the basis of cash flow.

/TABLE

<TABLE>
<CAPTION>

SCHEDULE VIII

ORION CAPITAL CORPORATION AND SUBSIDIARIES
VALUATION AND QUALIFYING ACCOUNTS

(000s omitted)

Column A	Column B	Column C		Column D	Column E
		Additions			
		(1)	(2)		
Description	Balance at Beginning of Period	Charged to Costs and Expenses	Charged to Other Accounts	Deductions (a)	Balance at End of Period
<S>	<C>	<C>	<C>	<C>	<C>
1993:					
Allowance for doubtful accounts- Accounts and notes receivable	$1,959	$2,337	$ -	$2,437	$1,859
1992:					
Allowance for doubtful accounts-					

Accounts and notes receivable	$2,636	$2,327	$ -	$3,004	$1,959
	======	======	======	======	======
1991:					
Allowance for doubtful accounts- Accounts and notes receivable	$3,227	$2,293	$ -	$2,884(b)	$2,636
	======	======	======	======	======

<FN>

(a) Accounts written off

(b) Includes $336 deducted in the deconsolidation of Guaranty National

<CAPTION>

SCHEDULE IX

ORION CAPITAL CORPORATION AND SUBSIDIARIES
SHORT-TERM BORROWINGS

(000s omitted-except for percentages)

Column A	Column B	Column C	Column D	Column E	Column F
Category of Aggregate Short-Term Borrowings	Balance at End of Period	Weighted Average Interest Rate	Maximum Amount Outstanding During the Period	Average Amount Outstanding During the Period	Weighted Average Interest Rate During the Period
<S>	<C>	<C>	<C>	<C>	<C>
1993:					
Notes payable to banks	$ -	-%	$ -	$ -	-%
	=======	=====	=======	=======	====
1992:					
Notes payable to banks	$ -	-%	$10,875	$ 3,320	5.72%
	=======	=====	=======	=======	====
1991:					
Notes payable to banks	$10,875	6.45%	$14,500	$13,740	7.74%
	=======	=====	=======	=======	====

</TABLE>

<TABLE>
<CAPTION>

SCHEDULE X

ORION CAPITAL CORPORATION AND SUBSIDIARIES
SUPPLEMENTAL INFORMATION FOR PROPERTY-CASUALTY INSURANCE UNDERWRITERS
(000s omitted)

Column A	Column B	Column C	Column D	Column E	Column F	Column G	Column H		Column I	Column J	Column K
Affiliation with Registrant	Deferred Policy Acquisition Costs	Reserve for Unpaid Losses and Loss Adjustment Expenses (a)	Discount Deducted in Column (C) (b)	Unearned Premiums (a)	Premiums Earned	Net Investment Income	Losses and Loss Adjustment Expenses Incurred Related to (1) Current Year	(2) Prior Year	Amortization of Deferred Policy Acquisition Costs	Paid Losses and Loss Adjustment Expenses	Premiums Written
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
1993:											
Consolidated property and casualty entities	$ 57,522	$1,140,403	$ 4,100	$259,359	$617,404	$ 89,260	$434,840	$ 24,292	$148,440	$374,625	$635,586
1992:											
Consolidated property and casualty entities	$ 56,134	$1,081,396	$ 4,100	$232,316	$560,205	$ 81,598	$397,551	$ 26,481	$135,670	$346,201	$567,430
1991:											
Consolidated property and casualty entities					$701,386	$ 98,998	$474,925	$ 63,490	$183,773	$461,888	$734,065

<FN>

(a) Balances for 1992 have been restated to reflect the adoption of SFAS No. 113, which requires reinsurance recoverables to be recorded as assets rather than offsetting liabilities.

(b) Discount deducted in Column C is computed using a statutory interest rate of 3.5% at December 31, 1993 and 1992 for certain workers compensation losses.

Amounts for Guaranty National are consolidated through November 20, 1991. At that date, Guaranty National became a separate registrant and files its own Form 10-K and related schedules.

/TABLE

EXHIBIT INDEX

Exhibit 3(i)	Restated Certificate of Incorporation of the Company, as amended on June 3, 1993.
Exhibit 3(ii)	By-Laws of the Company, as amended on May 7, 1993.
Exhibit 10(xxii)	Letter Agreement, dated September 13, 1993, by and between the Company and Intercargo Corporation.
Exhibit 10(xxiii)	Agreement, dated September 13, 1993, by and between the Company and The Harper Group, Inc.
Exhibit 11	Statement re: computation of earnings per common share.
Exhibit 21	Subsidiaries of the Company.
Exhibit 23	Consents of Deloitte & Touche.
Exhibit 28	Information from reports furnished to state insurance regulatory authorities.

Exhibit 3(i)

RESTATED CERTIFICATE OF INCORPORATION

OF

ORION CAPITAL CORPORATION, a corporation organized and existing under the laws of the State of Delaware, hereby certifies as follows:

1. The name of the corporation is Orion Capital Corporation, and the name under which the corporation was originally incorporated is Tongor Corporation of America. The date of filing of its original Certificate of Incorporation with the Secretary of State was September 2, 1960.

2. This Restated Certificate of Incorporation only restates and integrates and does not further amend the provisions of the Certificate of Incorporation of this corporation as heretofore amended or supplemented and there is no discrepancy between those provisions and the provisions of this Restated Certificate of Incorporation.

3. The text of the Certificate of Incorporation as amended or supplemented heretofore is hereby restated without further amendments or changes to read as herein set forth in full:

I.

NAME

The name of the corporation is ORION CAPITAL CORPORATION.

II.

REGISTERED OFFICE AND AGENT

The address of the corporation's registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle. The name and address of the corporation's registered agent is The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801.

III.

BUSINESS OR PURPOSES

The nature of the business or purposes to be conducted or promoted by the corporation is to engage in any lawful act or activity for which corporations may be organized under the General

Corporation Law of Delaware, as amended.

IV.

STOCK

The total number of shares of all classes which the corporation has authority to issue is Thirty-five Million (35,000,000) shares of which Thirty Million (30,000,000) shares shall be Common Stock, with a par value of One Dollar ($1.00) per share, and Five Million (5,000,000) shares shall be Preferred Stock, with a par value of One Dollar ($1.00) per share.

The designations and the powers, preferences, and rights, and the qualifications, limitations or restrictions of the shares of each class of stock are as follows:

PREFERRED STOCK

The Preferred Stock may be issued from time to time by the Board of Directors as shares of one or more series. Subject to the provisions hereof and the limitations prescribed by law, the Board of Directors is expressly authorized, prior to issuance, by adopting resolutions providing for the issue of, or providing for a change in the number of, shares of any particular series and, if and to the extent from time to time required by law, by filing a certificate pursuant to the General Corporation Law (or other law hereafter in effect relating to the same or substantially similar subject matter), to establish or change the number of shares to be included in each such series and to fix the designation and relative powers, preferences and rights and the qualifications and limitations or restrictions thereof relating to the shares of each such series. The authority of the Board of Directors with respect to each series shall include, but not be limited to, determination of the following:

(a) the distinctive serial designation of such series and the number of shares constituting such series (provided that the aggregate number of shares constituting all series of Preferred Stock shall not exceed Five Million (5,000,000));

(b) the annual dividend rate on shares of such series, whether dividends shall be cumulative and, if so, from which date or dates;

(c) whether the shares of such series shall be redeemable and, if so, the terms and conditions of such redemption, including the date or dates upon and after which such shares shall be redeemable, and the amount per share payable in case of redemption, which amount may vary under different conditions and at different redemption dates;

(d) the obligation, if any, of the corporation to retire shares of such series pursuant to a sinking fund;

(e) whether shares of such series shall be convertible into, or exhangeable for, shares of stock of any other class or classes and, if so, the terms and conditions of such conversion or exchange, including the price or prices or the rate or rates of conversion or exchange and the terms of adjustment, if any;

(f) whether the shares of such series shall have voting rights, in addition to the voting rights provided by law, and, if so, the terms of such voting rights;

(g) the rights of the shares of such series in the event of voluntary or involuntary liquidation, dissolution or winding up of the corporation; and

(h) any other relative rights, powers, preferences, qualifications, limitations or restrictions thereof relating to such series.

The shares of Preferred Stock of any one series shall be identical with each other in all respects except as to the dates from and after which dividends thereon shall cumulate, if cumulative.

The number of authorized shares of Preferred Stock may be increased or decreased by the affirmative vote of the holders of a majority of the stock of the corporation entitled to vote without the separate vote of holders of Preferred Stock as a class.

COMMON STOCK

Subject to all of the rights of the Preferred Stock and except as may be expressly provided with respect to the Preferred Stock herein, by law or by the Board of Directors pursuant to this Article IV:

(a) dividends may be declared and paid or set apart for payment upon the Common Stock out of any assets or funds of the corporation legally available for the payment of dividends;

(b) the holders of Common Stock shall have the exclusive right to vote for the election of directors and on all other matters requiring stockholder action, each share being entitled to one vote; and

(c) upon the voluntary or involuntary liquidation, dissolution or winding up of the corporation, the net assets of the corporation shall be distributed pro rata to the holders of the Common Stock in accordance with their respective rights and interests.

V.

NUMBER OF DIRECTORS

The number of directors of this corporation shall be fixed and may be altered from time to time as may be provided in the By-Laws. In the event of any increase in the number of directors, the additional directors may be elected by a majority of the directors then in office, to hold office until the next annual meeting of the stockholders and until their successors are elected and qualified. In the event of vacancies in the Board of Directors, a majority of the remaining members of the Board may elect directors to fill such vacancies.

VI.

POWERS OF BOARD OF DIRECTORS

All of the powers of this corporation, insofar as the same may be lawfully vested by this Restated Certificate of Incorporation in the Board of Directors of this corporation, are hereby conferred upon the Board of Directors of this corporation. In furtherance and not in limitation of that power the Board of Directors is authorized to make, adopt, alter, amend and repeal from time to time the By-Laws of the corporation, by vote of a majority of the whole Board at any meeting thereof provided that regardless of whether such meeting be special or regular, notice of such proposed alteration, amendment, repeal or adoption of new By-Laws shall be given in the manner and within the time specified for notice of special meetings of the Board or by written consent without a meeting signed by all directors. The power of the Board of Directors to adopt, amend or repeal By-Laws is subject to the right of Stockholders entitled to vote with respect thereto to alter and repeal By-Laws made by the Board of Directors.

VII.

LIMITATIONS ON DIRECTORS' PERSONAL LIABILITY; INDEMNIFICATION

No Director of the corporation shall be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent that the Delaware General Corporation Law, as the same exists or may hereafter be amended, shall provide that such liability may not be eliminated or limited.

Each director, officer, employee or agent of the corporation subsequent to March 30, 1987 shall be indemnified by the corporation to the fullest extent permitted by the Delaware General Corporation Law, as the same may be amended from time to time.

VIII.

ELECTIONS OF DIRECTORS

Elections of directors of the corporation need not be by written ballot unless the By-Laws of the corporation so provide.

IX.

DESIGNATION, PREFERENCES AND RIGHTS OF SERIES A JUNIOR PARTICIPATING PREFERRED STOCK

Section 1. Designation, Amount and Par Value. The shares of such series shall be designated as "Series A Junior Participating Preferred Stock," the number of shares constituting such series shall be 150,000 and the par value of such series shall be $1.00 per share.

Section 2. Dividends and Distributions.

(A) Subject to the prior and superior rights of the holders of any shares of any series of Preferred Stock ranking prior and superior to the shares of Series A Junior Participating Preferred Stock with respect to dividends, the holders of shares of Series A Junior Participating Preferred Stock shall be entitled to receive, when, as and if declared by the Board of Directors out of funds legally available for the purpose, quarterly dividends payable in cash on the first business day of January, April, July and October in each year (each such date being referred to herein as a "Quarterly Dividend Payment Date"), commencing on the first Quarterly Dividend Payment Date after the first issuance of a share or fraction of a share of Series A Junior Participating Preferred Stock, in an amount per share (rounded to the nearest cent) equal to the greater of (a) $.75 or (b) subject to the provision for adjustment hereinafter set forth, 100 times the aggregate per share amount of all cash dividends, and 100 times the aggregate per share amount (payable in kind) of all non-cash dividends or other distributions other than a dividend payable in shares of Common Stock or a subdivision of the outstanding shares of Common Stock (by reclassification or otherwise), declared on the Common Stock, par value $1.00 per share,

of the Corporation (the "Common Stock") since the immediately preceding Quarterly Dividend Payment Date, or, with respect to the first Quarterly Dividend Payment Date, since the first issuance of any share or fraction of a share of Series A Junior Participating Preferred Stock. In the event the corporation shall at any time after March 15, 1989 (the "Rights Declaration Date") (i) declare any dividend on Common Stock payable in shares of Common Stock, (ii) subdivide the outstanding Common Stock, or (iii) combine the outstanding Common Stock into a smaller number of shares, then in each such case the amount to which holders of shares of Series A Junior Participating Preferred Stock were entitled immediately prior to such event under clause (b) of the preceding sentence shall be adjusted by multiplying such amount by a fraction the numerator of which is the number of shares of Common Stock outstanding immediately after such event and the denominator of which is the number of shares of Common Stock that were outstanding immediately prior to such event.

(B) The corporation shall declare a dividend or distribution on the Series A Junior Participating Preferred Stock as provided in paragraph (A) above immediately after it declares a dividend or distribution on the Common Stock (other than a dividend payable in shares of Common Stock); provided that, in the event no dividend or distribution shall have been declared on the Common Stock during the period between any Quarterly Dividend Payment Date and the next subsequent Quarterly Dividend Payment Date, a dividend of $.75 per share on the Series A Junior Participating Preferred Stock shall nevertheless be payable on such subsequent Quarterly Dividend Payment Date.

(C) Dividends shall begin to accrue and be cumulative on outstanding shares of Series A Junior Participating Preferred Stock from the Quarterly Dividend Payment Date next preceding the date of issue of such shares of Series A Junior Participating Preferred Stock, unless the date of issue of such shares is prior to the record date for the first Quarterly Dividend Payment Date, in which case dividends on such shares shall begin to accrue from the date of issue of such shares, or unless the date of issue is a Quarterly Dividend Payment Date or is a date after the record date for the determination of holders of shares of Series A Junior Participating Preferred Stock entitled to receive a quarterly dividend and before such Quarterly Dividend Payment Date, in either of which events such dividends shall begin to accrue and be cumulative from such Quarterly Dividend Payment Date. Accrued but unpaid dividends shall not bear interest. Dividends paid on the shares of Series A Junior Participating Preferred Stock in an amount less than the total amount of such dividends at the time accrued and payable on such shares shall be allocated pro rata on a share-by-share basis among all such shares at the time outstanding. The Board of Directors may fix a record date for the determination of holders of shares of Series A Junior

pating Preferred Stock entitled to receive payment of a dividend or distribution declared thereon, which record date shall be no more than 30 days prior to the date fixed for the payment thereof.

Section 3. Voting Rights. The holders of shares of Series A Junior Participating Preferred Stock shall have the following voting rights:

(A) Except as provided in paragraph C of this Section 3 and subject to the provision for adjustment hereinafter set forth, each share of Series A Junior Participating Preferred Stock shall entitle the holder thereof to 100 votes on all matters submitted to a vote of the stockholders of the corporation. In the event the corporation shall at any time after the Rights Declaration Date (i) declare any dividend on Common Stock payable in shares of Common Stock, (ii) subdivide the outstanding Common Stock, or (iii) combine the outstanding Common Stock into a smaller number of shares, then in each such case the number of votes per share to which holders of shares of Series A Junior Participating Preferred Stock were entitled immediately prior to such event shall be adjusted by multiplying such number by a fraction the numerator of which is the number of shares of Common Stock outstanding immediately after such event and the denominator of which is the number of shares of Common Stock that were outstanding immediately prior to such event.

(B) Except as otherwise provided herein or by law, the holders of shares of Series A Junior Participating Preferred Stock and the holders of shares of Common Stock shall vote together as one class on all matters submitted to a vote of stockholders of the corporation.

(C) (i) Notwithstanding the provisions of paragraphs A and B of this Section 3, if, on the date used to determine stockholders of record for any meeting of stockholders for the election of directors, a default in preference dividends (as defined in subparagraph (v) below) on the Series A Junior Participating Preferred Stock shall exist, the holders of the Series A Junior Participating Preferred Stock shall have the right, voting as a class as described in subparagraph (ii) below, to elect two directors (in addition to the directors elected by holders of Common Stock of the Corporation). Such right may be exercised at any meeting of stockholders for the election of directors until all such accrued dividends (referred to above) shall have been paid in full.

(ii) The right of the holders of Series A Junior Participating Preferred Stock to elect two directors, as described above, shall be exercised as a class concurrently with the rights of holders of any other series of Preferred Stock upon which voting rights to elect such directors have been conferred and are then exercisable. The Series A Junior Participating Preferred Stock and any additional series of Preferred Stock which the corporation may

issue and which may provide for the right to vote with the foregoing series of Preferred Stock are collectively referred to herein as "Voting Preferred Stock."

(iii) Each director elected by the holders of shares of Voting Preferred Stock shall be referred to herein as a "Preferred Director." A Preferred Director so elected shall continue to serve as such director for a term of one year, except that upon any termination of the right of all of such holders to vote as a class for Preferred Directors, the term of office of such directors shall terminate. Any Preferred Director may be removed by, and shall not be removed except by, the vote of the holders of record of a majority of the outstanding shares of Voting Preferred Stock then entitled to vote for the election of directors, present (in person or by proxy) and voting together as a single class (i) at a meeting of the stockholders, or (ii) at a meeting of the holders of shares of such Voting Preferred Stock, called for the purpose in accordance with the By-laws of the corporation, or (iii) by written consent signed by the holders of a majority of the outstanding shares of Voting Preferred Stock then entitled to vote for the election of directors, taken together as a single class.

(iv) So long as a default in any preference dividends on the Series A Junior Participating Preferred Stock shall exist or the holders of any other series of Voting Preferred Stock shall be entitled to elect Preferred Directors (i) any vacancy in the office of a Preferred Director may be filled (except as provided in the following clause (ii) by an instrument in writing signed by the remaining Preferred Director and filed with the corporation and (iii) in the case of the removal of any Preferred Director, the vacancy may be filled by the vote or written consent of the holders of a majority of the outstanding shares of Voting Preferred Stock then entitled to vote for the election of directors, present (in person or by proxy) and voting together as a single class, at such time and in such manner as the removal shall be effected. Each director appointed as aforesaid by the remaining Preferred Director shall be deemed, for all purposes hereof, to be a Preferred Director. Whenever (i) no default in preference dividends on the Series A Junior Participating Preferred Stock shall exist and (ii) the holders of other series of Voting Preferred Stock shall no longer be entitled to elect such Preferred Directors, then the number of directors constituting the Board of Directors of the corporation shall be reduced by two.

(v) For purposes hereof, a "default in preference dividends" on the Series A Junior Participating Preferred Stock shall be deemed to have occurred whenever the amount of accrued and unpaid dividends on the Series A Junior Participating Preferred Stock shall be equivalent to six full quarterly dividends or more (whether or not consecutive), and, having so occurred, such default shall be deemed to exist thereafter until, but only until, all accrued dividends on all shares of the Series A Junior Participating Preferred Stock then outstanding shall have been paid through the last Quarterly Dividend Payment Date.

(D) Except as set forth herein, holders of Series A Junior Participating Preferred Stock shall have no special voting rights and their consent shall not be required (except to the extent they are entitled to vote with holders of Common Stock as set forth herein) for taking any corporate action.

Section 4. Certain Restrictions.

(A) Whenever quarterly dividends or other dividends or distributions payable on the Series A Junior Participating Preferred Stock as provided in Section 2 are in arrears, thereafter and until all accrued and unpaid dividends and distributions, whether or not declared, on shares of Series A Junior Participating Preferred Stock outstanding shall have been paid in full, the corporation shall not

(i) declare or pay dividends on, make any other distributions on, or redeem or purchase or otherwise acquire for consideration any shares of stock ranking junior (either as to dividends or upon liquidation, dissolution or winding up) to the Series A Junior Participating Preferred Stock;

(ii) declare or pay dividends on, or make any other distributions on any shares of stock ranking on a parity (either as to dividends or upon liquidation, dissolution or winding up) with the Series A Junior Participating Preferred Stock, except dividends paid ratably on the Series A Junior Participating Preferred Stock and all such parity stock on which dividends are payable or in arrears in proportion to the total amounts to which the holders of all such shares are then entitled;

(iii) redeem or purchase or otherwise acquire for consideration shares of any stock ranking on a parity (either as to dividends or upon liquidation, dissolution or winding up) with the Series A Junior Participating Preferred Stock, provided that the corporation may at any time redeem, purchase or otherwise acquire shares of any such parity stock in exchange for shares of any stock of the corporation ranking junior (either as to dividends or upon liquidation, dissolution or winding up) to the Series A Junior Participating Preferred Stock;

(iv) purchase or otherwise acquire for consideration any shares of Series A Junior Participating Preferred Stock, or any shares of stock ranking on a parity with the Series A Junior Participating Preferred Stock, except in accordance with a purchase offer made in writing or by publication (as determined by the Board of Directors) to all holders of such shares upon such terms

as the Board of Directors, after consideration of the respective annual dividend rates and other relative rights and preferences of the respective series and classes, shall determine in good faith will result in fair and equitable treatment among the respective series or classes.

(B) The corporation shall not permit any subsidiary of the corporation to purchase or otherwise acquire for consideration any shares of stock of the Corporation unless the corporation could, under paragraph (A) of this Section 4, purchase or otherwise acquire such shares at such time and in such manner.

Section 5. Reacquired Shares. Any shares of Series A Junior Participating Preferred Stock purchased or otherwise acquired by the Corporation in any manner whatsoever shall be retired and cancelled promptly after the acquisition thereof. All such shares shall upon their cancellation become authorized but unissued shares of Preferred Stock and may be reissued as part of a new series of Preferred Stock to be created by resolution or resolutions of the Board of Directors, subject to the conditions and restrictions on issuance set forth herein.

Section 6. Liquidation, Dissolution or Winding Up.

(A) Subject to the prior and superior rights of holders of any shares of any series of Preferred Stock ranking prior and superior to the shares of Series A Junior Participating Preferred Stock with respect to liquidation, dissolution or winding up rights, upon any liquidation (voluntary or otherwise), dissolution or winding up of the corporation, no distribution shall be made to the holders of shares of stock ranking junior (either as to dividends or upon liquidation, dissolution or winding up) to the Series A Junior Participating Preferred Stock unless, prior thereto, the holders of shares of Series A Junior Participating Preferred Stock shall have received $100 per share, plus an amount equal to accrued and unpaid dividends and distributions thereon, whether or not declared, to the date of such payment (the "Series A Liquidation Preference"). Following the payment of the full amount of the Series A Liquidation Preference, no additional distributions shall be made to the holders of shares of Series A Junior Participating Preferred Stock unless, prior thereto, the holders of shares of Common Stock shall have received an amount per share (the "Common Adjustment") equal to the quotient obtained by dividing (i) the Series A Liquidation Preference by (ii) 100 (as appropriately adjusted as set forth in subparagraph C below to reflect such events as stock splits, stock dividends and recapitalizations with respect to the Common Stock) (such number in clause (ii), the "Adjustment Number"). Following the payment of the full amount of the Series A Liquidation Preference and the Common Adjustment in respect of all outstanding shares of Series A Junior Participating Preferred Stock and Common Stock, respectively, holders of Series A Junior Participating Preferred Stock and holders of

shares of Common Stock shall receive their ratable and proportionate share of the remaining assets to be distributed in the ratio of the Adjustment Number to 1 with respect to such Preferred Stock and Common Stock, on a per share basis, respectively.

(B) In the event, however, that there are not sufficient assets available to permit payment in full of the Series A Liquidation Preference and the liquidation preferences of all other series of preferred stock, if any, which rank on a parity with the Series A Junior Participating Preferred Stock, then such remaining assets shall be distributed ratably to the holders of such parity shares in proportion to their respective liquidation preferences. In the event, however, that there are not sufficient assets available to permit payment in full of the Common Adjustment, then such remaining assets shall be distributed ratably to the holders of Common Stock.

(C) In the event the corporation shall at any time after the Rights Declaration Date (i) declare any dividend on Common Stock payable in shares of Common Stock, (ii) subdivide the outstanding Common Stock, or (iii) combine the outstanding Common Stock into a smaller number of shares, then in each such case the Adjustment Number in effect immediately prior to such event shall be adjusted by multiplying such Adjustment Number by a fraction the numerator of which is the number of shares of Common Stock outstanding immediately after such event and the denominator of which is the number of shares of Common Stock that were outstanding immediately prior to such event.

Section 7. Consolidation, Merger, etc. In case the corporation shall enter into any consolidation, merger, combination or other transaction in which the shares of Common Stock are exchanged for or changed into other stock or securities, cash and/or any other property, then in any such case the shares of Series A Junior Participating Preferred Stock shall at the same time be similarly exchanged or changed in an amount per share (subject to the provision for adjustment hereinafter set forth) equal to 100 times the aggregate amount of stock, securities, cash and/or any other property (payable in kind), as the case may be, into which or for which each share of Common Stock is changed or exchanged. In the event the corporation shall at any time after the Rights Declaration Date (i) declare any dividend on Common Stock payable in shares of Common Stock, (ii) subdivide the outstanding Common Stock, or (iii) combine the outstanding Common Stock into a smaller number of shares, then in each such case the amount set forth in the preceding sentence with respect to the exchange or change of shares of Series A Junior Participating Preferred Stock shall be adjusted by multiplying such amount by a fraction the numerator of which is the number of shares of Common Stock outstanding immediately after such event and the denominator of which is the number of shares of Common Stock that were outstanding immediately prior to such event.

Section 8. No Redemption. The shares of Series A Junior Participating Preferred Stock shall not be redeemable.

Section 9. Ranking.The Series A Junior Participating Preferred Stock shall rank junior to all other series of the corporation's Preferred Stock as to the payment of dividends and the distribution of assets, unless the terms of any such series shall provide otherwise.

Section 10. Amendment.The Restated Certificate of Incorporation of the Corporation shall not be further amended in any manner which would materially alter or change the powers, preferences or special rights of the Series A Junior Participating Preferred Stock so as to affect them adversely without the affirmative vote of the holders of a majority or more of the outstanding shares of Series A Junior Participating Preferred Stock, voting separately as a class.

4. This Restated Certificate of Incorporation was duly adopted by the Board of Directors in accordance with Section 245 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said ORION CAPITAL CORPORATION has caused this Certificate to be signed by Alan R. Gruber, its Chairman and Chief Executive Officer, and attested by Michael P. Maloney, its Secretary, this 3rd day of June, 1993.

ORION CAPITAL CORPORATION

By /s/ Alan R. Gruber

Alan R. Gruber

Chairman and Chief
Executive Officer

ATTEST:

/s/ Michael P. Maloney
- ------------------------
Michael P. Maloney
Secretary

Exhibit 3(ii)

BY-LAWS

OF

ORION CAPITAL CORPORATION
(a Delaware corporation)

ARTICLE I.

Offices

Section 1. REGISTERED OFFICE. The registered office of the Corporation shall be in the City of Wilmington, County of New Castle, State of Delaware.

Section 2. OTHER OFFICES. The Corporation may also have offices at such other places both within and without the State of Delaware as the Board of Directors may from time to time determine or the business of the Corporation may require.

ARTICLE II.

Meetings of Stockholders

Section 1. PLACE OF MEETINGS. Meetings of stockholders shall be held at such time and such place, within or without the State of Delaware, as shall be stated in the notice of the meeting or a duly executed waiver of notice thereof.

Section 2. ANNUAL MEETINGS. The annual meeting of stockholders shall be held at such date and time as shall be designated from time to time by the Board of Directors and stated in the notice of the meeting, for the purpose of electing a Board of Directors, and for the transaction of such other business as may properly be brought before the meeting.

Section 3. SPECIAL MEETINGS. Special meetings of the stockholders, for any purpose or purposes, unless otherwise prescribed by statute or by the Restated Certificate of Incorporation, may be called by the Chairman of the Board and shall be called by the Chairman of the Board or Secretary at the request in writing of a majority of the Board of Directors, or at the request in writing of stockholders owning a majority in amount of the entire capital stock of the Corporation issued and outstanding and entitled to vote. Such request shall state the purpose or purposes of the proposed meeting, and the business transacted at any such special meeting of stockholders shall be limited to the purposes set forth in the notice.

Section 4. NOMINATIONS; INTRODUCTION OF BUSINESS AT A MEETING OF STOCKHOLDERS.

(a) Only persons who are nominated in accordance with the procedures set forth in these By-Laws shall be eligible to serve as directors. Nominations of persons for election to the Board of Directors of the Corporation may be made at a meeting of stockholders (i) by or at the direction of the Board of Directors or (ii) by any stockholder of the Corporation who is a stockholder of record at the time of giving of notice provided for in this Section 4(a), who shall be entitled to vote for the election of directors at the meeting and who complies with the notice procedures set forth in this Section 4(a). Such nominations, other than those made by or at the direction of the Board of Directors, shall be made pursuant to timely notice in writing to the Secretary of the Corporation. To be timely, a stockholder's notice shall be delivered to or mailed and received at the principal executive offices of the Corporation not less than sixty (60) days nor more than ninety (90) days prior to the meeting, regardless of any postponement, deferral or adjournment of that meeting to a later date; provided, however, that in the event that less than seventy (70) days' notice or public disclosure of the date of the meeting is given or made to stockholders, notice by the stockholder to be timely must be so received not later than the close of business on the 10th day following the day on which such notice of the date of the meeting or such public disclosure was made. Such stockholder's notice shall contain the written consent of each proposed nominee to serve as a director if so elected and shall set forth (i) as to each person whom the stockholder proposes to nominate for election or reelection as a director and as to each person, acting alone or in conjunction with one or more other persons as a partnership, limited partnership, syndicate or other group, who participates or is expected to participate in making such nomination or in organizing, directing or financing such nomination or solicitation of proxies to vote for the nominee (w) the name, age, residence address, and business address of each proposed nominee and of each such person; (x) the principal occupation or employment, and the name, type of business and address of the corporation or other organization in which such employment is carried on, of each proposed nominee and of each such person; (y) the amount of stock of the Corporation owned beneficially, either directly or indirectly, by each proposed nominee and each such person; and (z) a description of any arrangement or understanding of each proposed nominee and of each such person with each other or any other person regarding future employment or any future transaction to which the

Corporation will or may be a party, and (ii) as to the stockholder giving the notice (x) the name and address, as they appear on the Corporation's books, of such stockholder and (y) the class and

number of shares of the Corporation which are beneficially owned by such stockholder. At the request of the Board of Directors, any person nominated by the Board of Directors for election as a director shall furnish to the Secretary of the Corporation that information required to be set forth in a stockholder's notice of nomination which pertains to the nominee. Subject to the rights of holders of preferred stock, no person shall be eligible to serve as a director of the Corporation unless nominated in accordance with the procedures set forth in the By-Laws. The chairman of the meeting shall, if the facts warrant, determine and declare to the meeting that a nomination was not made in accordance with the procedures prescribed by the By-Laws, and if he should so determine, he shall so declare to the meeting and the defective nomination shall be disregarded. Notwithstanding the foregoing provisions of this Section 4(a), a stockholder shall also comply with all applicable requirements of the Securities Exchange Act of 1934, as amended, and the rules and regulations thereunder with respect to the matters set forth in this Section.

(b) At an annual meeting of the stockholders, only such business shall be conducted as shall have been brought before the annual meeting (i) by or at the direction of the Board of Directors or (ii) by any stockholder of the Corporation who is a stockholder of record at the time of giving of notice provided for in this Section 4(b), who shall be entitled to vote at such annual meeting and who complies with the notice of procedures set forth in this Section 4(b). For business to be properly brought before an annual meeting by a stockholder, the stockholder must have given timely notice thereof in writing to the Secretary of the Corporation. To be timely, a stockholder's notice must be delivered to or mailed and received at the principal executive offices of the Corporation not less than sixty (60) days nor more than ninety (90) days prior to the annual meeting, regardless of any postponement, deferral or adjournment of that meeting to a later date; provided, however, that in the event that less than seventy (70) days' notice or prior public disclosure of the date of the annual meeting is given or made to stockholders, notice by the stockholder to be timely must be received no later than the close of business on the 10th day following the day on which such notice of the date of the annual meeting was mailed or such public disclosure was made. A stockholder's notice to the Secretary shall set forth as to each matter the stockholder proposes to bring before the annual meeting (i) a brief description of the business desired to be brought before the annual meeting and the reasons for conducting such business at the annual meeting, (ii) the name and address, as they appear on the Corporation's books, of the stockholder proposing such business, (iii) the class and number of shares of the Corporation which are beneficially owned by the stockholder and (iv) any material interest of the stockholder in such business.

Notwithstanding anything in the By-Laws to the contrary, no business shall be conducted at the stockholder meeting except in accordance with the procedures set forth in this section 4(b). The chairman of the meeting shall, if the facts warrant, determine and declare to the meeting that business was not properly brought before the meeting and in accordance with the provisions of the By-Laws, and if he should so determine, he shall so declare to the meeting and any such business not properly brought before the meeting shall not be transacted. Notwithstanding the foregoing provisions of this Section 4(b), a stockholder shall also comply with all applicable requirements of the Securities Exchange Act of 1934, as amended, and the rules and regulations thereunder with respect to the matters set forth in this Section.

Section 5. STOCKHOLDER LISTS. The officer who has charge of the stock ledger of the Corporation shall prepare and make, at least ten (10) days before every meeting of stockholders, a complete list of the stockholders entitled to vote at the meeting, arranged in alphabetical order, showing the address of and the number of shares registered in the name of each stockholder. Such list shall be open to examination of any stockholder, for any purpose germane to the meeting, during ordinary business hours, for a period not less than ten (10) days prior to the meeting, either at a place within the city where the meeting is to be held, which place shall be specified in the notice of the meeting, or, if not so specified, at the place where the meeting is to be held. The list shall be produced and kept at the time and place of election during the whole time thereof and may be inspected by any stockholder who is present.

Section 6. QUORUM AND ADJOURNMENT. The holders of a majority of the stock issued and outstanding and entitled to vote thereat, present in person or represented by proxy, shall constitute a quorum at all meetings of the stockholders for the transaction of business except as otherwise provided by statute or by the Restated Certificate of Incorporation. If, however, such quorum shall not be present or represented at any meeting of the stockholders, the stockholders entitled to vote thereat, present in person or represented by proxy, shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, meeting, at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally noticed. If the adjournment is for more than thirty (30) days, or if after the adjournment a new date is set for the determination of the stockholders entitled to vote at the adjourned meeting, a notice of the adjourned meeting shall be given to each stockholder of record entitled to vote at the meeting.

Section 7. Voting.When a quorum is present at any meeting, in all matters other than the election of Directors, the vote of the holders of a majority of the stock having voting power present in person or represented by proxy, and entitled to vote, shall decide any question brought before such meeting, or unless the question is one upon which by express provision of statute or the Restated Certificate of Incorporation a different vote is required, in which case such express provision shall govern and control the decision of such question. Directors shall be elected by a plurality of the votes of the shares present in person or represented by proxy at such meeting and entitled to vote on the election of directors.

Section 8. VOTING AND PROXIES. At all meetings of stockholders, every stockholder having the right to vote shall be entitled to vote in person, or by proxy appointed by an instrument in writing subscribed by such stockholder and bearing a date not more than one (1) year prior to said meeting, unless said instrument shall provide for a longer period. Each stockholder entitled to vote at such meeting shall have one vote for each share of stock entitled to vote and registered in his name on the books of the Corporation. Except as provided by statute, the vote at any meeting of stockholders need not be by ballot unless so directed by the chairman of the meeting.

Section 9. STOCK LEDGER. The original or duplicate stock ledger shall be the only evidence as to who are the stockholders entitled to examine the list required under Article II, Section 5 of these By-Laws or the books of the Corporation, or to vote in person or by proxy at any meeting of the stockholders.

Section 10. NOTICE. Written or printed notice of each meeting of the stockholders, whether annual or special, stating the place, date and hour of the meeting, and, in the case of a special meeting, the purpose or purposes thereof, shall be given to each stockholder of record of the Corporation entitled to vote at such meeting, either personally by mail, not less than ten (10) days or more than sixty (60) days prior to the meeting.

Section 11. RECORD DATE.

(a) In order that the Corporation may determine the stockholders entitled to notice of or to vote at any meeting of stockholders or any adjournment thereof, the Board of Directors may fix a record date, which shall not precede the date such record date is fixed and shall not be more than sixty (60) days nor less than ten (10) days before the date of such meeting. If no record date is fixed, the record date for determining stockholders entitled to notice of or to vote at a meeting of stockholders shall

be the close of business on the day next preceding the day on which notice is given. A determination of stockholders of record entitled to notice of or to vote at a meeting of stockholders shall apply to any adjournment of the meeting; provided, however, that the Board of Directors may fix a new record date for the adjourned meeting.

(b) In order that the Corporation may determine the stockholders entitled to consent to corporate action in writing without a meeting, the Board of Directors may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted by the Board of Directors, and which date shall not be more than ten (10) days after the date upon which the resolution fixing the record date is adopted by the Board of Directors. Any stockholder of record seeking to have the stockholders authorized or take corporate action by written consent shall, by written notice to the

Secretary, request the Board of Directors to fix a record date. The Board of Directors shall promptly, but in all events within ten (10) days after the date on which such a request is received, adopt a resolution fixing the record date. If no record date has been fixed by the Board of Directors within ten (10) days of the date on which such a request is received, the record date for determining stockholders entitled to consent to corporate action in writing without a meeting, when no prior action by the Board of Directors is required by applicable law, shall be the first date thereafter on which a signed written consent setting forth the action taken or proposed to be taken is delivered to the Corporation by delivery to its registered office in the State of Delaware, its principal place of business, or an officer or agent of the Corporation having custody of the book in which proceedings of stockholders' meetings are recorded, to the attention of the Secretary of the Corporation. Delivery shall be by hand or by certified or registered mail, return receipt requested. If no record date has been fixed by the Board of Directors and prior action by the Board of Directors is required by applicable law, the record date for determining stockholders entitled to consent to corporate action in writing without a meeting shall be at the close of business on the date on which the Board of Directors adopts the resolution taking such prior action.

Section 12. CONSENT OF STOCKHOLDERS IN LIEU OF MEETING. In the event of the delivery to the Corporation of a written consent or consents purporting to authorize or take corporate action and/or related revocations (each such written consent and any revocation thereof is referred to in this Section 12 as a

"Consent"), the Secretary of the Corporation shall provide for the safekeeping of such Consents and shall as soon as practicable thereafter conduct such reasonable investigation as he or she deems necessary or appropriate for the purpose of ascertaining the validity of such Consents and all matters incident thereto, including, without limitation, whether the holders of shares having the requisite voting power to authorize or take the action specified in the Consents have given consent; provided, however, that if the corporate action to which the Consents relate is the removal or election of one or more members of the Board of Directors, the Secretary of the Corporation shall designate an independent, qualified inspector with respect to such Consents and such inspector shall discharge the functions of the Secretary of the Corporation under this Section 12. If after such investigation the Secretary or the inspector (as the case may be) shall determine that any action purportedly taken by such Consents has been validly taken, that fact shall be certified on the records of the Corporation kept for the purpose of recording the proceedings of meetings of the stockholders and the Consents shall be filed with such records. In conducting the investigation required by this Section 12, the Secretary or the inspector may, at the expense of the Corporation, retain to assist them special legal counsel and any other necessary or appropriate professional advisors, and such other personnel as they may deem necessary or appropriate.

ARTICLE III.

Directors

Section 1. NUMBER AND QUALIFICATION OF DIRECTORS. The number of directors which shall constitute the whole Board shall not be less than five (5) nor more than fourteen (14). The exact number shall be that number specified from time to time by duly adopted resolutions of the Board. The directors shall be elected at the annual meeting of the stockholders, except as provided in Section 2 of this Article III, and each director shall hold office until his or her successor is duly elected and qualified or until his or her earlier resignation or removal. No individual may run for election or reelection to the Board or be appointed a director from and after the date he or she reaches 72 years of age.

Section 2. VACANCIES AND NEWLY CREATED DIRECTORSHIPS. Vacancies caused by death, resignation, removal or otherwise, and newly created directorships resulting from any increase in the authorized number of directors may be filled by a majority of the

directors then in office, though less than a quorum, or by the stockholders of the Corporation and each director so chosen shall hold office until the next annual election of directors and until his or her successor is duly elected and qualified or until his or her earlier resignation or removal.

Section 3. POWERS. The business of the Corporation shall be managed by or under the direction of its Board of Directors which may exercise all such powers of the Corporation and do all such lawful acts and things as are not by statute or by the Restated Certificate of Incorporation or by these By-Laws directed or required to be exercised or done by the stockholders.

Section 4. PLACE OF MEETINGS. The Board of Directors of the Corporation may hold meetings, both regular and special, within or without the State of Delaware.

Section 5. ORGANIZATIONAL MEETING. The organizational meeting of each newly elected Board of Directors shall be held immediately after the annual meeting of stockholders or at such time and place as shall be designated by the Chairman of the Board or as may otherwise be fixed by the vote of the stockholders at the annual meeting and if such meeting is held immediately after the annual meeting of stockholders or if a majority of the whole Board shall be present, no notice of such meeting shall be necessary to the newly elected directors in order legally to constitute the meeting provided a quorum shall be present; or they may meet at such time and place as shall be specified in a notice given as hereinafter provided for special meetings of the Board of Directors or as shall be specified in a written waiver signed by all of the directors.

Section 6. REGULAR MEETINGS. Regular meetings of the Board of Directors may be held without notice at such time and at such place as shall from time to time be determined by the Board.

Section 7. SPECIAL MEETINGS. Special meetings of the Board of Directors may, at any time and for any purpose permitted by law, either be called by the Chairman of the Board or by the Secretary if the Secretary shall have received written request therefor from any two directors, which meetings shall be held at the time and place designated by the person or persons calling the meeting. Notice of the time, place and purpose of such meeting shall be given to the directors by the Secretary, or in case of his or her absence, refusal or inability to act, by any other officer. Any such notice may be given by mail, by telegraph, by telephone, by

personal service or any means thereby as to different directors. If the notice is by mail, then it shall be deposited in the mail at least forty-eight hours before the time of the meeting; if by telegram, by delivery of the message to the telegraph company at least twelve (12) hours before the time of the meeting; if by telephone or personal service, at least twelve (12) hours before the time of the meeting.

Section 8. QUORUM. At all meetings of the Board of Directors, a majority of the whole Board shall constitute a quorum for the transaction of business, and the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by statute or by the Restated Certificate of Incorporation or by these By-Laws. Any meeting of the Board of Directors may be adjourned to meet again at a stated time and place. If a quorum shall not be present at any meeting of the Board of Directors, a majority of the directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

Section 9. ACTION WITHOUT A MEETING. Unless otherwise restricted by the Restated Certificate of Incorporation or these By-Laws, any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting, if all members of the Board or of such committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board or committee.

Section 10. MEETINGS BY CONFERENCE TELEPHONE. Unless otherwise restricted by the Restated Certificate of Incorporation or these By-Laws, members of the Board of Directors or any committee thereof may participate in a meeting of such Board or committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting in this manner shall constitute presence in person at such meeting.

Section 11. COMMITTEES. There are hereby established an Executive Committee, an Audit Committee and a Compensation Committee, each of which shall have the powers and functions set forth in the following paragraphs of this Section 11 and such additional powers as may be delegated to it by the Board of Directors. The Board of Directors may, by resolution passed by a

majority of the whole Board, establish one or more additional standing committees or special committees of the Board of Directors. Each committee of the Board of Directors shall have such powers and functions as may be delegated to it by the Board of Directors, except as limited by the General Corporation Law of the State of Delaware. The Board of Directors may abolish any committee established by or pursuant to this Section 11 as it may deem advisable. Each such committee shall consist of three or more members, the exact number to be determined from time to time by the Board of Directors. Designation of members of each such committee shall be made by the Board of Directors. The Board may also designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. In the absence or disqualification of any member of any such committee or committees, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in the place of any such absent or disqualified member. Each committee shall keep regular minutes of its meetings and report the same to the Board of Directors when required.

The Executive Committee, during intervals between meetings of the Board of Directors, shall have and may exercise, in the best interests of the Corporation, all of the powers of the Board of Directors in the management and control of the business of the Corporation, except as limited by the General Corporation Law of the State of Delaware and except with respect to matters within the powers of the Audit Committee or the Compensation Committee. The powers of the Executive Committee shall be exercised in a manner which is consistent with any specific directions of the Board of Directors as to the conduct of the Corporation's affairs. All action taken by the Executive Committee shall be reported to the Board of Directors at the next meeting of the Board following the Executive Committee meeting at which such action was taken.

The Audit Committee, a majority of which shall not be employees of the Corporation, shall confer periodically with the Corporation's independent accountants in respect of the preparation of the Corporation's financial statements and the maintenance of proper financial records and controls, shall make such recommendations to the Board of Directors with respect thereto as it shall deem advisable and shall bring to the attention of the Board of Directors the criticisms and recommendations of such independent accountants. The Audit Committee shall also perform such other functions as may be delegated to it by the Board of Directors.

The Compensation Committee shall consist entirely of members who are not officers or employees of the Corporation. The Compensation Committee shall be empowered to review the amount and terms of compensation paid to the principal executive officers of the Corporation and to the principal executive officers of the Corporation's subsidiaries, and to authorize, or to recommend to the Board of Directors of the Corporation and such subsidiaries the authorization of such salary levels and employment agreements with respect to such officers as such Committee may deem appropriate. The Compensation Committee shall also be empowered to authorize, or recommend to the Board of Directors the authorization of such general incentive compensation arrangements, including any bonus, stock option or special compensation plans for the Corporation, as such Committee may deem appropriate. The Compensation Committee shall also recommend to the Board of Directors annually a slate of nominees to the Board of Directors to be proposed to the shareholders, and, from time to time, to recommend persons to fill any vacancy on the Board, such recommendation to be based on general criteria (as established by the full Board of Directors) for the selection of members of the Board. The Compensation Committee shall also perform such other functions as may be delegated to it by the Board of Directors.

Section 12. REMUNERATION. The directors may be paid f or their expenses, if any, including but not limited to those incurred in connection with attendance at each meeting of the Board of Directors, and may be paid a fixed sum for attendance at each meeting of the Board of Directors, a stated salary, a fee as such director or any combination thereof. No such payment shall preclude any director from serving the Corporation in any other capacity and receiving compensation therefor. Members of special or standing committees may be allowed like compensation for attending committee meetings.

ARTICLE IV.

Notices

Section 1. MANNER OF NOTICES. Whenever under the provisions of statute or of the Restated Certificate of Incorporation or of these By-Laws notice is required to be given to any director, committee member, officer or stockholder, it shall not be construed to mean personal notice, but such notice may be given, in the case of stockholders, in writing, by mail, by depositing the same in a post office or letter box, in a postpaid, sealed wrapper, addressed to such stockholder, at such address as appears on the books of the

Corporation, or, in default of other address, to such stockholder at the General Post Office in the City of Wilmington, Delaware, and, in the case of directors, committee members and officers, by telephone or by mail or telegram to the last business address known to the Secretary, and such notice shall be deemed to be given at the time when the same shall be thus mailed or telegraphed or telephoned.

Section 2. WAIVER. Whenever any notice is required to be given under the provisions of statute or of the Restated Certificate of Incorporation or of these By-Laws, a waiver thereof in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent to notice. Attendance of a person at a meeting shall constitute a waiver of any and all objections to the date, time, and purposes of such meeting, and the sufficiency of notice thereof, except when the person attends a meeting for the purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

ARTICLE V.

Officers

Section 1. OFFICERS. The officers of the Corporation shall be appointed by the Board of Directors and shall be a Chairman of the Board of Directors, a President, a Vice Chairman of the Board of Directors who shall preside over meetings of the Board of Directors in the absence of the Chairman, one or more Vice Presidents (which term may include Executive Vice President, Senior Vice President and any other title approved by the Board of Directors), a Secretary and a Treasurer. The Board of Directors may also choose one or more assistant officers. Any two or more offices may be held by the same person except for the offices of Chairman of the Board and Secretary, which shall be held by two individuals.

Section 2. ELECTION. The Board of Directors at its first organizational meeting after each annual meeting of stockholders, shall choose a Chairman of the Board of Directors, a President, a Vice Chairman of the Board of Directors, one or more Vice Presidents as set forth in Article V, Section 1, a Secretary and a

Treasurer.

Section 3. APPOINTMENT OF SUBORDINATE OFFICERS. The Board of Directors may appoint or empower the Chairman of the Board to appoint, such other officers and agents as deemed necessary who shall

hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.

Section 4. SALARIES. The salaries of the Chairman of the Board, President, all Vice Presidents, the Secretary and the Treasurer of the Corporation shall be fixed by the Board of Directors.

Section 5. TERM OF OFFICE: REMOVAL AND RESIGNATION. After his or her appointment to an office of the Corporation an individual shall hold such office until a new slate of officers is appointed by the Board of Directors at an organizational meeting thereof, or until any other time that his or her successor is chosen and has qualified, or until his or her earlier removal or resignation. Any officer appointed by the Board of Directors may be removed at any time by the affirmative vote of a majority of the entire Board of Directors. Any officer at any time may resign from any or all of the offices he or she holds, and his or her resignation may be either oral or written. Unless otherwise specified in the form of resignation, the acceptance of the resignation shall not be necessary to make it effective. Any vacancy occurring in any office of the Corporation may be filled by appointment by the Board of Directors.

Section 6. CHAIRMAN OF THE BOARD. The Chairman of the Board shall be the Chief Executive Officer of the Corporation with the powers of general manager, and he or she shall have supervision over and may exercise general executive powers concerning all of the operations and business of the Corporation, with the authority from time to time to delegate to other officers such executive and other powers and duties as he or she may deem advisable. He or she shall preside at all meetings of the stockholders and the Board of Directors.

Section 7. THE PRESIDENT. The President shall, in the absence of the Chairman of the Board and the Vice-Chairman of the Board, preside at all meetings of the stockholders and the Board of Directors. The President shall have the same power as the Chairman of the Board to execute and deliver such certificates, contracts, bonds, mortgages, notes and other instruments and documents for and on behalf of the Corporation and under the seal of the Corporation where so required. He shall have general responsibility for the management of the operations of the Corporation and shall perform such duties, in that regard, as are incident to his office or properly required of him by the Chairman of the Board or by the Board of Directors.

Section 8. VICE PRESIDENT. The Vice President or Vice Presidents, as the case may be, shall perform such duties and have such powers as the Board of Directors may from time to time prescribe.

Section 9. SECRETARY. The Secretary shall attend all meetings of the Board of Directors and all meetings of the stockholders and record all of the proceedings of the meetings of the Corporation and of the Board of Directors in a book to be kept for that purpose and shall perform like duties for the committees when required. He or she shall give, or cause to be given, notice of all meetings of the stockholders and special meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or Chairman of the Board and have custody of the corporate seal of the Corporation and he or she, or an Assistant Secretary, shall have authority to affix the same to any instrument requiring it and when so affixed, it may be attested by his or her signature or by the signature of such Assistant Secretary. The Board of Directors may give general authority to any other officer to affix the seal of the Corporation and to attest the affixing by his or her signature.

Section 10. ASSISTANT SECRETARY. The Assistant Secretary or, if there be more than one, the Assistant Secretaries, in the order determined by the Board of Directors (or in the absence of any such determination, then in the order of their appointment), shall, in the absence or disability of the Secretary or in the event of his or her inability or refusal to act, perform the duties and exercise the powers of the Secretary and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

Section 11. TREASURER. The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors.

Section 12. DISBURSEMENT OF FUNDS. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the Chairman of the Board and the Board of Directors, at its regular meetings, or when the Board of Directors so requires, an account of his or her transactions as Treasurer and of the financial condition of the Corporation.

Section 13. ASSISTANT TREASURER. The Assistant Treasurer or, if there shall be more than one, the Assistant Treasurers, in the

order determined by the Board of Directors (or in the absence of any such determination, then in the order of their appointment), shall, in the absence of the Treasurer or in the event of his or her inability or refusal to act, perform the duties and exercise the powers of the Treasurer and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

ARTICLE VI.

Certificates of Stock

Section 1. CERTIFICATES OF STOCK. Every holder of stock in the Corporation shall be entitled to have a certificate certifying the number of shares owned by him or her in the Corporation. Such certificate shall be signed by or in the name of the Corporation by the Chairman of the Board or the President or a Vice President and also signed by the Treasurer or an Assistant Treasurer, or the Secretary, or an Assistant Secretary of the Corporation.

Section 2. SIGNATURES. Any or all of the signatures on a certificate may be a facsimile. In case any officer, transfer agent, or registrar who signed, or whose facsimile signature has been placed upon a certificate, shall have ceased to be such officer, transfer agent, or registrar before such certificate is issued, it may be issued by the Corporation with the same effect as if he or she were such officer, transfer agent, or registrar at the date of issue.

Section 3. LOST, STOLEN OR DESTROYED CERTIFICATES. The Board of Directors may direct a new certificate or certificates to be issued in place of any certificate or certificates theretofore issued by the Corporation alleged to have been lost, stolen or destroyed, upon the making of an affidavit of that fact by the person claiming the certificate of stock to be lost, stolen or destroyed. When authorizing such issue of a new certificate or certificates, the Board of Directors may, in its discretion and as a condition precedent to the issuance thereof, require the owner of such lost, stolen or destroyed certificate or certificates, or his or her legal representative, to give the Corporation a bond in such sum as it may direct as indemnity against any claim that may be made against the Corporation with respect to the certificate or certificates alleged to have been lost, stolen or destroyed.

Section 4. TRANSFERS OF STOCK. Upon surrender to the Corporation or a transfer agent of the Corporation of a certificate for shares duly endorsed or accompanied by proper evidence of succession, assignment or authority to transfer, it shall be the duty of

the Corporation to issue a new certificate to the person entitled thereto, to cancel the old certificate and to record the transaction upon its books.

Section 5. REGISTERED STOCKHOLDERS. The Corporation shall be entitled to treat the person registered on its books as the owner of any share or shares of stock as the holder in fact thereof and, accordingly, shall not be bound to recognize any equitable or other claim to, or interest in, such share or shares on the part of any other person, whether or not it shall have actual or other notice thereof, except as otherwise provided by applicable law.

ARTICLE VII.

General Provisions

Section 1. DIVIDENDS. Dividends upon the capital stock of the Corporation, subject to the provisions of the Restated Certificate of Incorporation, if any, may be declared by the Board of Directors at any regular or special meeting, pursuant to applicable law. Dividends may be paid in cash, in property, or in shares of the capital stock of the Corporation.

Section 2. CHECKS. All checks or demands for monies and notes of the Corporation shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate.

Section 3. FISCAL YEAR. The fiscal year of the Corporation shall be on a calendar year basis unless otherwise fixed by resolution of the Board of Directors.

Section 4. CORPORATE SEAL. The corporate seal shall have inscribed thereon the name of the corporation and the words "Corpo rate Seal, Delaware." The seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise. It shall not be necessary to the validity of any instrument executed by any authorized official of the Corporation that the execution of such instrument be evidenced by the corporate seal, and all documents, instruments, contracts and writings of all kinds signed on behalf of the Corporation by any authorized officer or officers thereof shall be as effectual and binding on the Corporation without the corporate seal as if the execution of the same had been evidenced by affixing the corporate seal thereto.

ARTICLE VIII.

Amendments

These By-Laws, or any of them, may be altered, amended or repealed, and new By-Laws may be adopted either: (i) by the Board of Directors, by vote of a majority of the directors present at any regular meeting of the Board and without previous notice, or at any special meeting of the Board, provided that notice of such proposed alteration, amendment, repeal or adoption of new By-Laws is given in the notice of such special meeting, or by written consent without a meeting signed by all directors; or (ii) by the stockholders, at any annual meeting of stockholders and without previous notice, or at any special meeting of stockholders, provided that notice of such proposed alteration, amendment, repeal or adoption is given in the notice of special meeting.

ARTICLE IX.

Indemnification of Officers and Directors

Section 1. INDEMNITY FOR CERTAIN EXPENSES, JUDGMENTS, FINES AND SETTLEMENTS. The Corporation shall indemnify and make whole any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation subsequent to March 30, 1976, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise subsequent to March 30, 1976, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendre or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

Section 2. INDEMNITY FOR CERTAIN DEFENSE AND SETTLEMENT EXPENSES -- COURT APPROVAL. The Corporation shall indemnify and make whole any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation subsequent to March 30, 1976, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise subsequent to March 30, 1976, against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the Corporation unless and only to the extent that the Court of Chancery of the State of Delaware or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Chancery or such other court shall deem proper.

Section 3. INDEMNITY FOR SUCCESSFUL DEFENSE OF CERTAIN MATTERS. Notwithstanding the other provisions of this Article IX, to the extent that a director, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 1 or 2 of this Article IX, or in defense of any claim, issue or matter therein, he or she shall be indemnified and made whole against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

Section 4. DETERMINATION THAT STANDARD OF CONDUCT HAS BEEN MET. Any indemnification under Sections 1 or 2 of this Article IX (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in said Sections 1 or 2. Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (b) if such a quorum is not obtainable, or, even if obtainable, if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (c) by the stockholders.

Section 5. PAYMENT OF EXPENSES IN ADVANCE. Expenses incurred by any person who may have a right of indemnification under this Article IX in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such director, officer, employee or agent to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation as authorized in this Article IX. Such expenses incurred by other employees and agents may be so paid upon such terms and conditions, if any, as the Board of Directors deems appropriate.

Section 6. OTHER INDEMNIFICATION RIGHTS NOT AFFECTED BY THIS ARTICLE. The indemnification and advancement of expenses provided by or granted pursuant to this Article IX shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any By-Law, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office.

Section 7. INSURANCE. Upon resolution passed by the Board of Directors, the Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this Article IX or the General Corporation Law of the State of Delaware, as amended.

Section 8. INDEMNIFICATION TO THE FULLEST EXTENT PERMITTED BY LAW. The Corporation shall, to the fullest extent permitted by applicable law from time to time in effect, indemnify any and all persons who are or were directors, officers, employees or agents of this Corporation subsequent to March 30, 1976, or who are or were serving at the request of this Corporation as directors, officers, employees or agents of another corporation, partnership, joint venture, trust or other enterprise subsequent to March 30, 1976, from and against any and all of the expenses, liabilities or other matters referred to in or covered by said law.

Section 9. CONSTITUENT AND RESULTING CORPORATION. For the purposes of this Article IX, references to "the Corporation" shall include, in addition to the resulting corporation, any constituent

corporation (including any constituent of a constituent) absorbed in a consolidation or merger which, if its separate existence had continued, would have had power and authority to indemnify its directors, officers, and employees or agents, so that any person who is or was a director, officer, employee or agent of such constituent corporation subsequent to March 30, 1976, or is or was serving at the request of such constituent corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise subsequent to March 30, 1976, shall stand in the same position under the provisions of this Article IX with respect to the resulting or surviving corporation as he or she would have with respect to such constituent corporation if its separate existence had continued.

Section 10. OTHER ENTERPRISE. For the purposes of this Article IX, references to "other enterprises" shall include employee benefit plans; references to "fines" shall include any taxes assessed on a person with respect to an employee benefit plan; and references to "serving at the request of the Corporation" shall include any service as a director, officer, employee or agent of the Corporation which imposes duties on, or involves services by, such director, officer, employee or agent with respect to an employee benefit plan, its participants or beneficiaries; and a person who acted in good faith and in a manner he reasonably believed to be in the interest of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner "not opposed to the best interests of the Corporation" as reflected to in this Article IX.

Section 11. CONTINUING BENEFIT. The indemnification and advancement of expenses provided by or granted pursuant to this Article IX shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE X.
Annual Reports

A periodic report, including profit and loss statements and balance sheets, prepared in accordance with generally accepted accounting principles, shall be made to stockholders at least once a year.

(Exhibit 10(xxii)

Conformed

INTERCARGO CORPORATION
1450 EAST AMERICAN LANE
SCHAUMBURG, IL 60173

September 13, 1993

Mr. Alan R. Gruber
Chairman & Chief
Executive Officer
Orion Capital Corporation
30 Rockefeller Plaza
New York, N.Y. 10112

Dear Alan:

This letter agreement ("Agreement") will confirm the mutual agreements of Intercargo Corporation, (the "Company") and Orion Capital Corporation ("Orion") with respect to the proposed purchase by Orion or one or more of its wholly-owned subsidiaries (the "Subsidiaries") of 500,000 shares of Common Stock of the Company from the Company (the "Proposed Transaction"). The parties acknowledge, in that connection, that Orion has agreed to purchase 1,006,484 shares of Common Stock owned by Harper Group, Inc. and its affiliates ("Harper"), of which 700,000 shares may have heretofore been purchased. For purposes of this Agreement, "Common Stock Outstanding" at a particular time shall mean not only all shares of the Company's Common Stock actually outstandinng, but also all shares of such Common Stock issuable or deliverable upon conversion or exercise of any outstanding options, warrants or convertible securities of the Company.

1. The Company will use reasonable best efforts to facilitate the Proposed Transaction, including among other things supporting all applications by Orion to regulatory authorities whose approval or clearance is required for Orion to consummate the Proposed Transaction in accordance with this agreement, provided (i) no new circumstances or conditions occur which cause the Board of Directors of the Company in

good faith to conclude that the Proposed Transaction is materially adverse to the best interests of the Company, and (ii) the Agreement shall not have been terminated pursuant to Section 6 hereof.

2. Promptly following the receipt of all regulatory approvals which may be required, Orion (i) may acquire the remaining shares of the Company's Common Stock held directly or indirectly by Harper Group, Inc. and (ii) will purchase from the Company 500,000 shares of the Company's Common Stock for an aggregate purchase price of $6,375,000, such sum to be paid to the Company in U.S. dollars in immediately available funds as of the closing date. Seller represents and warrants that the shares of Common Stock to be sold by the Company to Orion will have been duly authorized and issued, will be fully paid and non-assessable, and are free and clear of any claim, lien or encumbrance of any type whatsoever and that Orion will, upon purchasing the shares of Common Stock from the Company in accordance with this Agreement, acquire all right, title and interest in and to such shares, free and clear of all rights, claims and encumbrances of any type whatsoever. The shares of Common Stock issued to Orion by the Company will not be registered for sale under any federal or state law, and, accordingly, no sale or disposition of such shares will be permitted except pursuant to the provisions of Rule 144 of the Securities Act of 1933 ("Rule 144") or another applicable exemption from registration, or pursuant to a public offering of the Common Stock in accordance with the registration rights set forth in Annex I. The Company shall, at all times when Orion or a Subsidiary shall own shares of Common Stock which may not be sold other than in compliance with Rule 144 or another applicable exemption from registration, take all steps necessary, on a timely basis, to cause the conditions of Rule 144(c) to be met.

3. At such time as Orion first files a Schedule 13D in respect to its acquisition of shares of Common Stock of the Company, the Company and Orion will issue a joint press release describing the Proposed Transaction. Until such time, the Proposed Transaction and the existence of this Agreement shall remain confidential and neither party shall disclose the existence of the Proposed Transaction or of this Agreement except as may be required by law or in connection with any necessary regulatory filings as contemplated hereby or as may be determined to be required by counsel for either the Company or Orion.

4. The Company agrees that so long as Orion and its Subsidiaries shall beneficially own at least 1,000,000 shares of Common Stock of the Company (such number to be appropriately increased or decreased, as the case may be, to reflect stock splits, recapitalizations, repurchases by the Company and the like), it will use its reasonable best efforts to cause one person to be designated by Orion to be elected to the Board of Directors of the Company and that a designee of Orion will thereafter be included on management's slate of nominees to be elected to the Board of Directors.

5. (a) Orion agrees and covenants that prior to December 31, 1998, without the Company's prior written consent, Orion will not and Orion will cause each of its Controlled Subsidiaries (as defined herein) not to (A) acquire, offer or by purchase or otherwise, any Common Stock

of the Company, or direct or indirect rights or options to acquire (through purchase, exchange, conversion or otherwise), any Common Stock of the Company, if immediately after any such acquisition, Orion and its Controlled Subsidiaries would beneficially own, in the aggregate, Common Stock representing more than 22% (the "Percentage Limitation") of the Common Stock Outstanding of the Company; provided, however, that notwithstanding anything to the contrary contained in this Agreement, the foregoing restriction shall not be deemed to be violated to the extent the percentage of the Common Stock of the Company beneficially owned, in the aggregate, by Orion and its Controlled Subsidiaries is increased as a result of a recapitalization of the Company, a repurchase of securities by the Company or any other action other than the acquisition of shares by Orion and its Controlled Subsidiaries; (B) make, or in any way participate, directly or indirectly, in any "solicitation" of "proxies" to vote (as such terms are used in the proxy rules of the Securities and Exchange Commission), seek to advise, encourage or influence any person or entity with respect to the voting of any Common Stock of the Company, initiate, propose or otherwise solicit shareholders of the Company for the approval of one or more shareholder proposals or induce or attempt to induce any other person to initiate any shareholder proposal; (C) make any statement or proposal, whether written or oral, to the Board of Directors of the Company, any director or officer of the Company, or otherwise make any public announcement or proposal whatsoever with respect to a merger or other business combination, sale or transfer of all or substantially all of the assets of the Company, liquidation or other extraordinary corporate transaction with the Company; (D) except as contemplated by this Agreement, form, join or in any way participate in a "group" (within the meaning of Section 13(d)(3) of the 1934 Act) with respect to any shares of Common Stock of the Company; (E) deposit any shares of Common Stock of the Company into a voting trust or subject any shares of Common Stock of the Company to any arrangement or agreement with any person other than Orion or one or more Controlled Subsidiaries of Orion with respect to the voting of any shares of Common Stock of the Company; (F) execute in favor of any person other than Orion or a Controlled Subsidiary any written consent with respect to the voting of its shares of Common Stock of the Company; or (G) otherwise act, alone or in concert with others, to seek to control or influence the management, Board of Directors or policies of the Company, except as contemplated by this Agreement. "Controlled Subsidiary" shall mean an entity in which Orion owns voting securities and as to which Orion and its Controlled Subsidiaries have the right to elect a majority of the Board of Directors of such entity in the case of a corporation or to determine its business policies in the case of a non-corporate entity. A natural

person or persons shall not be deemed to be a Controlled Subsidiary.

(b) After December 31, 1998 and for a period of five years thereafter, Orion and its Controlled Subsidiaries may purchase or otherwise acquire shares of Common Stock of the Company (or direct or indirect rights or options to acquire, through purchase, exchange, conversion or otherwise, any such shares) without notice to the Company if immediately after any such acquisition, Orion and its Controlled Subsidiaries would not beneficially own, in the aggregate, shares of Common Stock of the Company representing more than 49% of the Common Stock Outstanding of the Company; and Orion and its Controlled Subsidiaries shall not purchase or otherwise acquire shares of Common Stock of the Company (or direct or indirect rights or options to acquire through purchase, exchange, conversion, or otherwise such shares) if immediately after any such acquisition, Orion and its

Controlled Subsidiaries would beneficially own, in the aggregate, shares of Common Stock of the Company representing more than 49% of the Common Stock Outstanding of the Company, unless Orion shall have delivered to the Company written notice (the "Purchase Notice") at least ten days prior to any such acquisition. The Purchase Notice shall specify the number of shares of Common Stock to be acquired. Commencing on the tenth day following delivery of the Purchase Notice to the Company, Orion shall have the right to acquire such securities, but only in the amount set forth in the Purchase Notice.

(c) For purposes of this Agreement "beneficially own" shall have the meaning set forth in Rule 13d-3 under the 1934 Act.

(d) In the event that at any time prior to December 31, 1998 the Company shall at any time issue or sell any treasury or other shares of Common Stock of the Company, other than in connection with employee benefit and incentive compensation plans or an acquisition by the Company or a wholly-owned subsidiary of another business entity or of substantially all of its stock or assets, the Company shall, not less than ten days prior to the consummation of such issuance of sale offer to sell to Orion (or to a subsidiary or subsidiaries designated by it) a sufficient number of shares, at a price equal to that of the shares to be issued or sold by the Company, so that the percentage of Common Stock Outstanding owned by Orion and its Subsidiaries shall be the same prior and subsequent to such proposed issuance or sale.

(e) If, at any time prior or subsequent to the closing referred to in Section 2, any person other than the

Company, a wholly-owned subsidiary of the Company, Orion, a Subsidiary of Orion or a person controlled by Orion or one of its Subsidiaries should make an offer to acquire by tender or otherwise 20% or more of the Common Stock Outstanding at the time of such offer, Orion and its Controlled Subsidiaries shall not be bound by the provisions of this Section 5 so long as such offer shall be outstanding.

6. Upon the occurrence of any of the following events either Orion or the Company may terminate this Agreement on not less than 10 days' notice to the other party and the

provisions of this Agreement other than Section 3 will on the date specified in such notice become null and void, and will cease to have any further force and effect:

(a) If the initial 700,000 shares to be purchased by Orion from Harper Group, Inc. are not acquired by November 1, 1993.

(b) If all requests for approval which are required to be filed with any insurance department in connection with the Proposed Transaction shall not have been filed by the thirtieth day after the execution and delivery of this Agreement and if each approval so required is not obtained within 90 days after a submission of the required request for approval.

(c) If any legal action is commenced by any governmental agency seeking to enjoin or prohibit the Proposed Transaction or if a temporary or preliminary restraining order or injunction shall have been entered upon the complaint of any person and not stayed or dismissed.

(d) If the Proposed Transaction is not fully completed within 30 days after approval by all insurance departments whose approval is required for any reason other than (i) by delay occasioned by the failure of the party giving such notice to use its reasonable best efforts to complete the proposed transaction or (ii) by requests for further information from any governmental agency.

(e) If there is a material adverse change in the financial condition or business prospects of either the Company or Orion.

7. Until the termination of this Agreement, the Company will notify Orion forthwith (i) upon receiving any offer for a merger or sale of all or substantially all of the Company's assets, or for any other transaction or business combination of the Company with any other person wherein the Company, or all or substantially all of the assets of the

Company or such person, or any material asset or material amount of the securities of the Company or such person, would be acquired by the other, or the Company would be restructure, or (ii) upon any person or group of persons (within the meaning of Section 13(d)(3) of the 1934 Act) filing a statement on Schedule 13D under the 1934 Act with respect to the Company's Common Stock Outstanding, or otherwise informing the Company to substantially similar effect with respect to any acquisition of the Company's Common Stock Outstanding.

8. The Company agrees to provide Orion and its representatives (who shall be designated in writing to the Company) reasonable access to the business records of the Company and, for information purposes to its personnel as Orion may request. In addition, the Company shall provide Orion with copes of all press releases and filings with the Securities and Exchange Commission ("SEC") or the National Association of Security Dealers ("NASD") promptly upon release or filing as is applicable. Orion shall keep all information which is not otherwise disclosed to the public or filed with the SEC confidential, including any information which is filed with the NASD or any other regulatory agency unless written consent to such disclosure is obtained from the Company. Except as provided in the next sentence, Orion agrees that while this Agreement is in effect and for a period of five (5) years thereafter, Orion shall not sell or provide, and Orion shall cause its Controlled Subsidiaries to refrain from selling or providing, the following coverages: U.S. or foreign customs bonds, marine cargo insurance (including associated overland freight transportation coverage) to customs brokers, freight forwarders and international transportation specialists, and professional liability insurance for such persons. Notwithstanding the foregoing, underwriting of coverage generated by the Wm. H. McGee Syndicate by Orion or any Controlled Subsidiary shall not be deemed to violate the covenant contained in this Section 8.

9. Notwithstanding assignment to any Subsidiary of its rights hereunder, Orion shall remain responsible for any damage or loss suffered by the Company as a result of a breach of any terms, covenant, representations or warranties contained herein or in any agreement or undertaking referred to herein or contemplated hereby. This Agreement shall be binding upon and inure to the benefit of the assigns, successors and interests of the parties.

10. As an inducement to enter into this Agreement and perform its terms, Orion and the Company each make the representations and warranties set out below to the other. Each party shall be deemed to have made these representations and warranties only about itself.

(a) Orion and the Company are each duly incorporated respectively in the state of Delaware and are on the date hereof in good standing. Further, Orion and the Company are authorized to do business in each foreign jurisdiction where the character of their respective businesses or location of their respective assets requires such qualification. Each of Orion and the Company has the corporate authority to enter into this Agreement and the agreements and instruments referred to herein and contemplated hereby and has taken all necessary corporate action to authorize the due execution and performance thereof. The execution, delivery and performance of this Agreement and the agreements and instruments referred to herein and contemplated hereby do not violate the terms and conditions of any agreement to which either Orion or the Company is a party or any order, judgment, or decree to which either of them may be subject, nor to their best knowledge, the provisions of any applicable law, rule or regulation to which either of them may be subject, nor will the execution, delivery and performance of this Agreement and the agreements and instruments referred to herein and contemplated hereby, cause, with the passage of time or otherwise, a violation or default to occur with respect to any of the foregoing.

(b) Neither the Company, nor Orion as to itself and each of its Controlled Subsidiaries, has any knowledge of any fact, circumstance or condition which in their respective reasonable judgments is likely to cause a material adverse change in the financial condition or business prospectus of Orion or the Company as the case may be, or any of their respective Controlled Subsidiaries.

11. Each of Orion and the Company acknowledges that the other party would not have an adequate remedy at law for money damages in the event that any of the covenants or agreements of the other party in this Agreement were not performed in accordance with its term and therefore agrees that the other party shall be entitled to specific enforcement of such covenants or agreements and to injunctive and other equitable relief in addition to any other remedy to which it may be entitled, at law or in equity.

12. The representations, warranties, covenants and agreements contained in this Agreement shall survive the

execution and delivery of this Agreement.

13. Orion hereby acknowledges that each of the certificates representing the shares of Common Stock of the Company acquired from the Company shall be subject to stop

transfer instructions and shall include the following legend: "The shares represented by this certificate have not been registered under the Securities Act and are subject to certain limitations on transfer set forth in an agreement dated September 13, 1993 between Orion Capital Corporation and Intercargo Corporation. A copy of such agreement is on file with the Secretary of Intercargo Corporation".

14. This Agreement and Annex contain the entire understandings of the parties with respect to the subject matter hereof and may not be amended except by a writing signed by the parties. This Agreement is not assignable by either of the parties except that Orion may designate one or more Subsidiaries as a purchaser of some or all of the shares of Common Stock to be purchased by Orion pursuant to this Agreement. This Agreement shall be binding upon the respective successors of the parties.

15. Any notices and other communications required to be given pursuant to this Agreement shall be in writing and shall be given by delivery by hand, by mail (registered or certified mail, postage prepaid, return receipt requested), facsimile transmission or by telex, as follows:

If to the Company:

Mr. James R. Zuhlke
Intercargo Corporation
1450 East American Lane
20th Floor
Schaumburg, Illinois 60173

with a copy to:

Michael Sklar, Esq.
Keck, Mahin & Cate
77 West Wacker Drive

49th Floor
Chicago, Illinois 60601-1693

If to Orion:

Mr. Alan R. Gruber
Chairman & Chief
Executive Officer
Orion Capital Corporation
30 Rockefeller Plaza
New York, N.Y. 10112

with a copy to:

John J. McCann, Esq.
Hall, Dickler, Lawler, Kent & Friedman
909 Third Avenue
New York, New York 10022

or to such addresses as either the Company or Orion shall designate to the other by notice in writing.

16. Subject to the terms and conditions of this Agreement, each of the parties hereby agrees to use its reasonable best efforts to take, or cause to be taken, all actions and to do, or cause to be done, all things necessary, proper or advisable under applicable laws, rules and regulations to consummate and make effective the transactions contemplated by this Agreement, including using its reasonable best efforts to obtain all necessary waivers, consents and approvals. In case at any time after the execution of this Agreement, further action is necessary or desirable to carry

out the purposes of this Agreement, the proper officers and directors of each of the parties shall take all such necessary action.

17. Each of Orion and the Company represents and warrants to the other that it has not engaged any broker, finder, financial advisor or other intermediary in connection with the sale of shares of Common Stock by the Company to Orion. Each party hereby agrees to hold the other entirely harmless against all loss, cost and expense to the other party arising out of any claim for a fee, commission or other compensation by any such person claiming to have acted for or been retained or engaged by the indemnifying party.

18. This Agreement shall be governed by and construed in accordance with the laws of the State of Illinois.

Very truly yours,

INTERCARGO CORPORATION

By: /s/ James R. Zuhlke

- -

James R. Zuhlke
President and Chief
Executive Officer

Accepted and agreed on
the date written above:

ORION CAPITAL CORPORATION

By: /s/ Alan R. Gruber

Alan R. Gruber
Chairman and Chief Executive Officer

ANNEX I
REGISTRATION RIGHTS

(a) If, at any time the Company proposes to register any of its securities under the Securities Act of 1933 (the "Securities Act") (other than securities to be issued pursuant to a stock option or other employee benefit or similar plan), the Company shall, promptly give written notice to Orion of the Company's intention to effect such registration (all references to "Orion" herein being deemed to mean and include Orion and all wholly-owned subsidiaries of Orion which are owners or sellers of Subject Stock, as the context requires). If, within 15 days after receipt of such notice, Orion submits a written request to the Company specifying the number of shares of Common stock (not to exceed, for all registrations pursuant to this Annex I, an aggregate of 500,000 shares, subject to appropriate adjustment for any stock splits, recapitalizations and the like which may occur after September 13, 1993) that it proposes to sell or to otherwise dispose of, (the "Subject Stock") the Company shall include the Subject Stock in such registration statement and the Company shall keep each registration statement covering any Subject Stock in effect for a period of not less than 90 days following the effectiveness of such registration statement and maintain compliance with each federal and state law and regulation. Notwithstanding the foregoing, if the offering of the Company's securities pursuant to such registration-statement is to be made by or through underwriters, the Company shall not be required to include the Subject Stock therein if and to the extent that the underwriter managing the offering advises the Company in writing that such inclusion would materially adversely affect such offering and, in such event, the Company may delay registration of the Subject Stock for a period of not more than 30 days after completion of the distribution of securities being underwritten on behalf of the Company (but in no event for more than 180 days after the registration statement first becomes effective) and the Company shall thereupon promptly file such supplements and post effective amendments and take such other steps as may be necessary to permit Orion to make its proposed offering following the end of such period of delay.

(b) An any time after September 13, 1994 but on not more than one occasion, Orion may request that the Company register part or all of the Subject Stock owned by Orion, provided that the exercise of the right granted hereunder by Orion shall exhaust such right, and Orion shall not have any further rights under this Section (b). The Company will, upon receipt of a request in writing pursuant hereto stating the amount of Subject Stock to be registered for sale, endeavor in good faith to effect the registration or qualification under the Act of such Subject Stock. The Company shall not be required to file a registration statement pursuant to this Section (b) covering any Subject Stock unless registration is requested for at least 250,000 shares of Common Stock (or such lesser number as may represent the difference between the total number of shares of Subject Stock owned at the time by Orion and the number of shares of Subject Stock theretofore registered in accordance with this Annex I). The right of Orion to demand that the Company file a registration statement pursuant to this Section (b) shall exist only if no other opportunity to register the Subject Stock has been given to Orion under the provisions of Section (a) hereof within the six (6) month period next preceding the request for such registration.

(c) In connection with any offering of shares of Subject

Stock registered pursuant to this Annex I of the Company (i) shall furnish to Orion such number of copies of each registration statement, each prospectus and each preliminary prospectus, and of each amendment and supplement to any thereof as Orion may reasonably request in order to effect the offering and sale of the Subject Stock to be offered and sold, but only while the Company shall be required under the provisions hereof to cause the registration statement to remain current and (ii) take such action as shall be necessary to qualify the shares covered by such registration statement under such blue sky or other state securities laws for offer and sale as Orion shall request; provided, however, that the Company shall not be obligated to qualify as a foreign corporation to do business under the laws of any jurisdiction in which it shall not then be qualified or to file any general consent to service of process in any jurisdiction in which such a consent has not been previously filed. The Company shall enter into an underwriting agreement (the "Agreement") with a managing underwriter or underwriters selected by it containing representations, warranties, indemnities and agreements then customarily included by an issuer in underwriting agreements with respect to secondary distributions and Orion agrees as a condition to participation in such offering to make such representations and warranties with respect to information as to it as selling stockholder, and as to its holdings, which is furnished in writing to the underwriter for use in the registration statement as are customary and appropriate. In connection with any offering of Subject Stock registered pursuant to this Annex I, the Company shall furnish to the underwriter, at the Company's expense, unlegended certificates representing ownership of the Subject Stock being sold in such denominations as requested and instruct any transfer agent and registrar of the Subject Stock to release any stop transfer orders with respect to such Subject Stock.

(d) In connection with any registration pursuant to this Annex I all expenses of registration shall be borne by the Company (unless contrary to the federal securities laws or the laws of any state where the Subject Stock is to be offered), provided, however, in connection with any such registration, Orion shall be obligated to pay any and all underwriter's commissions and filing fees incurred by the Company, to the extent that such fees and commissions would not have been so incurred in the absence of the registration of such Subject Stock. Under no circumstances shall the Company have any liability for any fees and expenses of underwriters, counsel, accountants or other agents of Orion with respect to any registration statement filed pursuant to Sections (a) or (b) hereof, including but not limited to the costs of any investigations by or on behalf of Orion of the accuracy and completeness of such registration or related to the furnishing of information of Orion in connection with such registration statement.

(e) Post Effective Amendments and Supplements. For a period of ninety (90) days from and after the effective date of any registration statement filed pursuant to Sections (a) or (b) hereof in which any of the Subject Stock is included, the Company shall from time to time amend or supplement the registration statement and the prospectus used in connection therewith as may be necessary to permit such sale and disposition and to the extent necessary in order to keep such registration statement effective and such prospectus current under the Act so that neither the registration statement nor the prospectus contains any untrue statement as to any material fact, omits any statements necessary to make the statements contained therein not misleading. In connection with any registration statement filed pursuant to Section (b) hereof, the Company will, at Orion's expense, use its best efforts to qualify the Subject Stock being registered under the "blue sky" and state securities laws of such states as Orion may reasonably request, provided however, that the Company shall not be obligated so to qualify the Subject Stock if, in connection therewith or as a result thereof, the Company would be or become obligated to qualify as a foreign corporation or as a dealer in securities or to execute or file any general consents to service of process under the laws of any such state.

(f) In the case of any offering registered pursuant to this Annex I, the Company agrees to indemnify and hold harmless Orion and each controlling person of Orion within the meaning of Section 15 of the Securities Act, and the directors and officers of Orion, against any and all losses, claims, damages or liabilities to which they or any of them may become subject

under the Securities Act or any other statute or common law or otherwise, and to reimburse them, from time to time upon request, for any legal or other expenses reasonably incurred by them in connection with investigating any claims and defending any actions, insofar as any such losses, claims, damages, liabilities or actions shall arise out of or shall be based upon

(i) any untrue statement or alleged untrue statement contained in the registration statement relating to the sale of such Subject Stock in any preliminary prospectus or in any prospectus or in any supplement or amendment to any of the foregoing of a material fact or the omission or alleged omission to state therein a material fact required to be stated or necessary to make the statements therein, in light of the circumstances under which they were made, not misleading or (ii) any failure or omission on the part of the Company to comply with any provision of the Act and the rules and regulations of the Securities and Exchange Commission (or other Federal agency at the time charged with administration of the Act) applicable to such offering; provided, however, that the indemnification agreement contained in this paragraph (f) shall not apply to such losses, claims, damages, liabilities or actions which shall arise from the sale of Subject Stock if such losses, claims, damages, liabilities or actions shall arise out of or shall be based upon any such untrue statement or alleged untrue statement, or any such omission or alleged omission, if such statement or omission shall have been made in reliance upon and in conformity with information furnished in writing to the Company by Orion specifically for use in connection with the preparation of the registration statement or any preliminary prospectus or prospectus contained in the registration statement or any amendment thereof or supplement thereto.

(g) In connection with any registration statement in which Orion is participating, Orion will indemnify, to the extent permitted by law, the Company and its directors and officers against any losses, claims, damages, liabilities and expenses resulting solely by reason of any untrue statement of a material fact or any omission of a material fact necessary to make the statements therein not misleading, in the registration statement or any prospectus or preliminary prospectus or any amendment or supplement thereto, but only to the extent that such untrue statement is contained in, or such omission is omitted from, information so furnished to the Company by Orion in writing; provided, however, that Orion shall not be liable in the aggregate for any amounts exceeding the product of the sale price per share of Subject Stock of Orion sold in such registered offering and the number of shares of Subject Stock sold pursuant to such registration statement or prospectus by Orion.

(h) Each party indemnified under paragraph (f) or (g) of this Annex I shall promptly after receipt of notice of the commencement of any action against such indemnified party in respect of which indemnity may be sought hereunder, notify the indemnifying party in writing of the commencement thereof. The omission of any indemnified party to so notify and indemnifying party of any such action shall not relieve the indemnifying party from any liability in respect of such action which it may have to such indemnified party on account of the indemnity agreement contained in paragraph (f) or (g) of this Annex I, unless the indemnifying party was prejudiced by such omission, and in no event shall relieve the indemnifying party from any other liability which it may have to such indemnified party. In case any such action shall be brought against any indemnified party and it shall notify an indemnifying party of the commencement thereof, the indemnifying party shall be entitled to participate therein and, to the extent that it may desire to assume the defense thereof through counsel satisfactory to the indemnified party, and after notice from the indemnifying party to such indemnified party of its election so to assume the defense thereof, the indemnifying party shall not be liable to such indemnified party under paragraph (f) or (g) of this Annex I for any legal or other expenses subsequently incurred by such indemnified party in connection with the defense thereof, other than reasonable costs of investigation (unless such indemnified party reasonably objects to such assumption on the grounds that there may be defenses available to it which are different from or in addition to such indemnifying party in which event the indemnified party shall be reimbursed by the indemnifying party for the expenses incurred in connection with retaining separate legal counsel).

(i) Nothing in Section (f) or (g) of this Annex I shall prevent the indemnified party from retaining counsel of its own choosing, at its own expense, to defend or cooperate in the defense or investigation of any claim in respect of which indemnification is available hereunder. No indemnifying party will consent to entry of any judgment or enter into any settlement which does not include as an unconditional term thereof the giving by the claimant or plaintiff to such indemnified party of a release from all liability in respect to such claim or litigation.

(j) Capitalized terms not defined herein shall have the meanings set forth in the Letter Agreement dated September 13, 1993 between the Company and Orion.

Exhibit 10(xxiii)

Conformed Copy

AGREEMENT between Orion Capital Corporation, a Delaware corporation ("Buyer"), and The Harper Group, Inc., a Delaware corporation ("Seller").

1. Seller hereby agrees to sell and assign to Buyer, and Buyer hereby agrees to purchase and pay for, shares of Common Stock, par value $1.00, of Intercargo Corporation (the "Common Stock") at the price, at the times and on the terms and conditions set forth herein. Each represents and warrants to the other that the purchase and sale of Common Stock has been duly authorized by all necessary corporate action and that this Agreement creates a valid and legally binding obligation.

2. Seller represents and warrants that it or one of its wholly-owned subsidiaries is the owner of 1,006,484 shares of Common Stock, having full right, title and interest in and to such shares free and clear of claims, liens and encumbrances of any type whatsoever and that Buyer will, upon purchasing shares of Common stock form Seller in accordance with this Agreement, acquire all right, title and interest in and to such shares, free and clear of all rights, claims and encumbrances of any type whatsoever.

3. The shares of Common Stock to be sold hereunder shall be sold at a price of $12.50 per share, such price to be subject to adjustment as set forth in this Section 3. Seller will deliver to Buyer certificates for all shares sold on any date (a "Transfer Date"), accompanied by Stock powers duly endorsed in blank, all in form satisfactory to Buyer and Buyer's counsel and Buyer shall transfer to Seller or to Seller's order, in immediately available funds, cash in an amount equal to the purchase price of the shares of Common Stock to be transferred on that Transfer Date.

(a) The date hereof shall be the first Transfer Date. Simultaneously with the execution and delivery of this Agreement Seller shall transfer to Buyer 700,000 shares of Common Stock and Buyer shall pay to Seller $8,750,000 in full and final payment therefor.

(b) On a date to be determined by Buyer on not less than five days prior written notice to Seller (the "Future Transfer Date"), and in consideration of the execution and delivery of this Agreement and for other good and valuable consideration the receipt of which is mutually acknowledged by Buyer and Seller, Seller shall, subject to compliance with Section 4, transfer to Buyer 306,484 shares of Common Stock and Buyer shall pay therefor the Adjusted Future Price. The Adjusted Future Price per share shall be the sum of $12.50 per share plus an adjustment on such amount computed at a rate of 3% per annum from the date hereof to the Future Transfer Date.

4. Buyer may not give notice of the determination of the Future Transfer Date unless prior to the giving of such notice Buyer and Seller shall have received all regulatory approvals which may be required under any applicable federal or state statute and unless Buyer shall have been advised by its counsel that no other regulatory filings need be made nor approvals obtained which have not theretofore been made or obtained. Buyer and Seller shall, in good faith, seek all required regulatory approvals. Notice of determination of a Future Transfer Date shall include a certification by an officer of Buyer that the requirements of this Section have been met and shall be given by Buyer not later than the 30th day following receipt of the last required approval or the making of the last required filing, whichever shall last occur. The Future Transfer Date shall occur not later than December 31, 1993 if the Buyer shall have received the last required approval and made the last required filing on or before the third business day prior to December 31, 1993.

5. Buyer and Seller agree that each will cooperate with the other party and with legal counsel and other advisers of such other party in the preparation and making of all filings and applications required to be made in connection with any of the transactions contemplated by this Agreement.

6. This Agreement shall be governed by the laws of the State of New York. The rights of the parties hereunder may not be assigned except to the extent that Buyer may designate one or more wholly-owned subsidiaries as the purchaser of some or all of the shares of Common Stock to be purchased by Buyer on any Transfer Date.

7. If the Future Transfer Date shall not have occurred by 5:00 p.m. on December 31, 1993, then either party may terminate this Agreement on ten days' written notice to the other; provided that this Agreement shall automatically remain in force so long as such notice of termination shall not be given and provided further that a notice of termination given pursuant hereto shall not affect the validity or finality of any purchase and sale of shares of

Common Stock theretofore made.

8. Each of Orion and Harper represents and warrants to the other that it has not engaged any broker, finder, financial adviser or other intermediary in connection with the sale of shares of Common Stock by Harper to Orion except that Harper has engaged the firm of Lehman Brothers. Harper agrees to be responsible for and save Orion entirely harmless against any claim by Lehman Brothers for fees, commissions, expenses or other compensation arising out of or as a result of the sale of shares contemplated by this Agreement. Each of Orion and Harper agrees to hold the other entirely harmless against all loss, cost and expense to the other arising out of any claim for fees, commissions, expenses or other compensation by any person claiming to have been retained or engaged by the indemnifying party.

IN WITNESS WHEREOF, this Agreement has been made and entered into in New York City, N.Y. this 13th day of September, 1993.

The Harper Group, Inc.
By: /s/Robert H. Kennis

Orion Capital Corporation
By: /s/ Alan R. Gruber
Chairman

<TABLE>
<CAPTION>

EXHIBIT 11

ORION CAPITAL CORPORATION AND SUBSIDIARIES
COMPUTATION OF EARNINGS PER COMMON SHARE

(000s omitted-except for per common share data)

	Year Ended December 31,		
	1993	1992	1991
<S>	<C>	<C>	<C>
Computation of weighted average number of common and equivalent shares outstanding:			
PRIMARY -			
Weighted average number of shares outstanding	14,461	10,826	9,888
Dilutive effect of stock options	137	88	76
Weighted average number of common and equivalent shares	14,598	10,914	9,964
Net earnings before preferred dividend requirements	$68,813	$42,872	$44,668
Preferred dividends	409	6,358	7,276
Net earnings attributable to common stockholders	$68,404	$36,514	$37,392
Net earnings per common share	$ 4.69	$ 3.35	$ 3.75
FULLY DILUTED -			
Weighted average number of shares outstanding	14,461	10,826	9,888
Dilutive effect of stock options	137	128	100
Conversion of $1.90 Preferred Stock	-	2,066	2,644
Conversion of $2.125 Preferred Stock	57	1,454	1,454
Weighted average number of common and equivalent shares	14,655	14,474	14,086

Net earnings before preferred dividend requirements	$68,813	$42,872	$44,668
Adjustable rate preferred stock dividends	407	1,581	1,679
Net earnings attributable to common stockholders	$68,406	$41,291	$42,989
Net earnings per common share	$ 4.67	$ 2.85	$ 3.05

<FN>

Common stock and per common share data have been restated to give effect to the 5-for-4 stock splits paid on November 15, 1993 and December 7, 1992.

</TABLE>

EXHIBIT 21

SUBSIDIARIES*

OF

ORION CAPITAL CORPORATION

Subsidiary	State or Other Jurisdiction of Incorporation
Clarke & Towner, Inc.	Connecticut
Connecticut Specialty Group, Inc.	Connecticut
Connecticut Specialty Insurance Company	Connecticut
Connecticut Specialty Insurance Group, Inc.	Connecticut
Design Professionals Administration Corporation	California
Design Professionals Insurance Company	California
DPIC Companies, Inc.	California
EBI Companies, Inc.	Connecticut
EBI Consulting Services, Inc.	California
EBI Indemnity Company	Connecticut
EFC Property Management, Inc.	California
Employee Benefits Insurance Company	California
Independent Financial Planners Corporation	New Jersey
Jabawwat, Inc.	Delaware
Nations' Care, Inc.	Connecticut
Orion Capital Companies, Inc.	Connecticut
Orion Properties Corporation	Delaware
Peninsula Excess Insurance Brokers, Inc.	California

* The listed subsidiaries are wholly-owned by Orion Capital Corporation (the "Company") as of December 31, 1993. The Company owns slightly less than 50% of Guaranty National Corporation of Englewood, Colorado and approximately 20% of Intercargo Corporation of Schaumburg, Illinois.

EXHIBIT 21

Risk Analysis and Research Corporation	California
Security Insurance Company of Hartford	Connecticut
Security Insurance Company (U.K.) Limited	United Kingdom
SecurityRe, Inc.	Connecticut
Security Reinsurance Company	Connecticut
Security Warranty Association of Florida, Inc.	Florida
The Connecticut Indemnity Company	Connecticut
The Fire and Casualty Insurance Company of Connecticut	Connecticut

EXHIBIT 23

INDEPENDENT AUDITORS' CONSENT

We consent to the incorporation by reference in Registration Statements No. 2-65348 on Forms S-8 and S-16 relating to the Orion Capital Corporation 1976 and 1979 Stock Option Plans, No. 2-80636 on Form S-8 relating to the Orion Capital Corporation 1982 Long-Term Performance Incentive Plan and No. 2-63344 on Form S-8 relating to the Orion Capital Corporation Employees' Stock Savings and Retirement Plan of our report dated February 22, 1994, appearing in this Annual Report on Form 10-K of Orion Capital Corporation for the year ended December 31, 1993.

Deloitte & Touche

Hartford, Connecticut
March 11, 1994

INDEPENDENT AUDITORS' CONSENT

We consent to the incorporation by reference in this Annual Report on Form 10-K of Orion Capital Corporation for the year ended December 31, 1993 of our reports dated February 21, 1994, appearing in the Annual Report on Form 10-K of Guaranty National Corporation for the year ended December 31, 1993.

Deloitte & Touche

Denver, Colorado
March 11, 1994

<TABLE>

EXHIBIT 28

ANNUAL STATEMENT FOR THE YEAR 1993 OF THE ORION CAPITAL COMPANIES

(Name)

SCHEDULE P - ANALYSIS OF LOSSES AND LOSS EXPENSES

Notes to Schedule P

(1) The Parts of Schedule P:
   Part 1 - detailed information on losses and loss expenses.
   Part 2 - history of incurred losses and allocated expenses.
   Part 3 - history of loss and allocated expense payments.
   Part 4 - history of bulk and incurred-but-not reported reserves.
   Schedule P Interrogatories

(2) Lines of business A through M and R are groupings of the lines of business used on Page 14, the state page.

(3) Reinsurance A, B, C, and D (lines N to Q) are:
   Reinsurance A = nonproportional property (1988 and subsequent)
   Reinsurance B = nonproportional liability (1988 and subsequent)
   Reinsurance C = financial lines (1988 and subsequent)
   Reinsurance D = old Schedule O line 30 (1987 and prior)

(4) The Instructions to Schedule P contain directions necessary for filling out Schedule P.

<CAPTION>

SCHEDULE P - PART 1 - SUMMARY

(000 omitted)

1	Premiums Earned			Loss and Loss Expense Payments							12
				Loss Payments		Allocated Loss Expense Payment		9	10	11	
Years in Which Premiums Earned & Losses Incurred	2 Direct and Assum.	3 Ceded	4 Net (2 - 3)	5 Direct & Assum.	6 Ceded	7 Direct & Assum.	8 Ceded	Salvage and Subrogati Received	Unalloc. Loss Expense Payments	Total Net Paid (5 - 6 + 7 - 8 + 10)	Number of Claims Reported Direct & Assum.
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
1. Prior ..	X X X X	X X X X	X X X X	19,471	11,640	959	(4,454)	0	735	13,979	X X X X
2. 1984....	433,822	133,382	300,440	412,821	122,708	48,980	13,816	5,952	22,733	348,010	X X X X
3. 1985....	514,171	149,848	364,323	387,415	104,092	56,468	20,958	6,341	27,918	346,751	X X X X
4. 1986....	528,047	137,551	390,496	256,388	61,067	49,182	15,469	5,185	24,562	253,596	X X X X
5. 1987....	547,683	112,913	434,770	235,974	31,749	42,679	11,163	5,996	23,126	258,867	X X X X
6. 1988....	571,548	56,526	515,022	297,330	21,506	36,737	3,289	3,129	26,152	335,424	X X X X
7. 1989....	653,120	115,634	537,486	334,975	57,838	37,156	4,460	3,304	24,239	334,072	X X X X
8. 1990....	639,505	149,922	489,583	287,534	53,230	31,359	6,696	1,561	26,841	285,808	X X X X
9. 1991....	657,969	123,310	534,659	231,339	46,217	28,849	5,496	1,035	26,293	234,768	X X X X
10. 1992....	682,082	122,937	559,145	198,664	16,830	16,503	2,240	417	27,676	223,773	X X X X
11. 1993....	750,986	134,219	616,767	112,045	14,124	6,768	1,337	449	21,628	124,980	X X X X
12. Totals ..	X X X X	X X X X	X X X X	2,773,956	541,001	355,640	80,470	33,369	251,903	2,760,028	X X X X

<FN>

Note: For "prior," report amounts paid or received in current year only.
     Report cumulative amounts paid or received for specific years. Report loss payments net of salvage and subrogation received.

<CAPTION>

	Losses Unpaid				Allocated Loss Expenses Unpaid				21	22	23	24
	Case Basis		Bulk + IBNR		Case Basis		Bulk + IBNR					
	13 Direct & Assum.	14 Ceded	15 Direct & Assum.	16 Ceded	17 Direct & Assum.	18 Ceded	19 Direct & Assum.	20 Ceded	Salvage and Subrogati Anticipat	Unalloc. Loss Expenses Unpaid	Total Net Losse and Exp. Unpaid	Number of Claims Outstandi Direct & Assum.
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
1. Prior ..	82,046	49,339	25,268	20,229	578	381	3,355	174	0	1,162	42,286	X X X X
2. 1984....	11,462	4,889	861	689	750	520	810	0	0	353	8,138	X X X X
3. 1985....	14,753	9,721	6,280	2,156	459	757	1,447	2,133	0	336	8,508	X X X X
4. 1986....	12,210	7,232	9,512	6,942	607	340	1,209	0	0	387	9,411	X X X X
5. 1987....	19,765	3,717	4,007	400	1,403	368	994	0	0	482	22,166	X X X X
6. 1988....	19,188	893	9,768	975	1,563	446	1,220	0	0	744	30,169	X X X X
7. 1989....	34,049	3,527	11,238	7,655	4,628	2,096	3,205	1,346	0	1,752	40,248	X X X X
8. 1990....	44,109	3,130	18,465	12,219	3,806	815	6,948	3,296	0	2,389	56,257	X X X X
9. 1991....	73,121	5,070	61,804	19,462	7,013	329	15,902	7,295	0	3,583	129,267	X X X X
10. 1992....	109,894	12,555	77,243	21,287	6,497	197	27,757	5,385	0	4,907	186,874	X X X X
11. 1993....	151,702	21,071	149,391	35,262	8,832	89	80,865	35,202	0	6,677	305,843	X X X X
12. Totals .	572,299	121,144	373,837	127,276	36,136	6,338	143,712	54,831	0	22,772	839,167	X X X X

<CAPTION>

	Total Losses and Loss Expenses Incurred			Loss and Loss Expense Percent (Incurred/Premiums Earned)			Discount for Time Value of Money		33 Inter-Co. Pooling Participa Percent	Net B/S Reserves After Discount	
	25 Direct & Assum.	26 Ceded	27 Net *	28 Direct & Assum.	29 Ceded	30 Net	31 Loss	32 Loss Expense		34 Losses Unpaid	35 Loss Exp. Unpaid
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
1. Prior ...	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	0	0	X X X X	37,746	4,540
2. 1984....	498,770	142,622	356,148	115.0	106.9	118.5	0	0	0.0	6,745	1,393
3. 1985....	495,076	139,817	355,259	96.3	93.3	97.5	0	0	0.0	9,156	(648)
4. 1986....	354,057	91,050	263,007	67.1	66.2	67.4	0	0	0.0	7,548	1,863
5. 1987....	328,430	47,397	281,033	60.0	42.0	64.6	0	0	0.0	19,655	2,511
6. 1988....	392,702	27,109	365,593	68.7	48.0	71.0	0	0	0.0	27,088	3,081
7. 1989....	451,242	76,922	374,320	69.1	66.5	69.6	0	0	0.0	34,105	6,143
8. 1990....	421,451	79,386	342,065	65.9	53.0	69.9	0	0	0.0	47,225	9,032
9. 1991....	447,904	83,869	364,035	68.1	68.0	68.1	0	0	0.0	110,393	18,874
10. 1992....	469,141	58,494	410,647	68.8	47.6	73.4	0	0	0.0	153,295	33,579
11. 1993....	537,908	107,085	430,823	71.6	79.8	69.9	0	0	0.0	244,760	61,083
12. Totals ..	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	0	0	X X X X	697,716	141,451

<FN>
*Net = (25 - 26) = (11 + 23)

<CAPTION>

ANNUAL STATEMENT FOR THE YEAR 1993 OF THE ORION CAPITAL COMPANIES
....
(Name)

SCHEDULE P - PART 2 - SUMMARY

1 Years in Which Losses Incurred	Incurred Losses and Allocated Expenses Reported At Year End (000 omitted)										Development**	
	2 1984	3 1985	4 1986	5 1987	6 1988	7 1989	8 1990	9 1991	10 1992	11 1993	12 One Year	13 Two Year
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
1. Prior	153,698 *	190,737	222,241	228,163	249,917	273,937	281,978	293,867	301,917	309,132	7,215	15,265
2. 1984..	215,447	244,742	296,082	307,722	320,162	322,956	329,422	329,920	330,744	333,062	2,318	3,142
3. 1985...	X X X X	237,407	262,437	289,631	301,135	320,889	327,271	326,139	332,558	327,006	(5,552)	867
4. 1986..	X X X X	X X X X	201,436	240,445	246,466	224,571	230,912	234,896	239,275	238,049	(1,226)	3,153
5. 1987..	X X X X	X X X X	X X X X	233,232	247,089	249,530	252,521	251,718	251,758	257,424	5,666	5,706
6. 1988..	X X X X	X X X X	X X X X	X X X X	284,193	312,457	323,868	336,466	333,906	338,698	4,792	2,232
7. 1989..	X X X X	X X X X	X X X X	X X X X	X X X X	332,863	330,580	344,324	347,432	348,322	890	3,998
8. 1990..	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	296,040	310,870	312,106	312,837	731	1,967
9. 1991..	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	335,255	334,859	334,159	(700)	(1,096)
10. 1992..	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	374,587	378,069	3,482	X X X X
11. 1993..	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	402,517	X X X X	X X X X
12. Totals	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	17,616	35,234

<FN>
*Reported reserves only. Subsequent development relates only to subsequent payments and reserves.
**Current year less first or second prior year, showing (redundant) or adverse.

<CAPTION>

SCHEDULE P - PART 3 - SUMMARY

1 Years in Which Losses Incurred	Cumulative Paid Losses and Allocated Expenses At Year End (000 omitted)										12 Number of Claims Closed W/Loss Payment	13 Number of Claims Closed W/O Loss Payment
	2 1984	3 1985	4 1986	5 1987	6 1988	7 1989	8 1990	9 1991	10 1992	11 1993		
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
1. Prior	000	85,680	142,858	185,356	198,582	223,753	234,398	246,135	256,725	268,007	X X X X	X X X X
2. 1984..	91,644	187,726	246,523	281,035	285,409	309,248	319,336	321,046	324,281	325,277	X X X X	X X X X
3. 1985...	X X X X	100,574	195,435	249,223	289,726	304,024	317,398	314,667	318,679	318,833	X X X X	X X X X
4. 1986..	X X X X	X X X X	68,270	135,041	169,131	197,076	214,656	224,350	226,744	229,034	X X X X	X X X X
5. 1987..	X X X X	X X X X	X X X X	58,418	122,409	170,813	205,083	221,041	230,658	235,741	X X X X	X X X X
6. 1988..	X X X X	X X X X	X X X X	X X X X	77,857	167,372	236,249	275,497	297,153	309,272	X X X X	X X X X
7. 1989..	X X X X	X X X X	X X X X	X X X X	X X X X	85,294	193,855	263,474	294,549	309,833	X X X X	X X X X
8. 1990..	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	77,392	175,386	233,025	258,969	X X X X	X X X X
9. 1991..	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	70,336	159,572	208,474	X X X X	X X X X
10. 1992..	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	86,782	196,097	X X X X	X X X X
11. 1993..	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	103,349	X X X X	X X X X

<FN>
Note: Net of salvage and subrogation received.

<CAPTION>

SCHEDULE P - PART 4 - SUMMARY

1 Years in Which Losses Incurred	Bulk and Incurred But Not Reported Reserves on Losses and Allocated Expenses at Y/E (000 omitted) 2 1984	3 1985	4 1986	5 1987	6 1988	7 1989	8 1990	9 1991	10 1992	11 1993
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
1. Prior .	25,548	16,717	10,094	5,842	6,794	7,888	6,646	9,973	6,783	8,220
2. 1984...	66,402	23,773	9,769	4,368	3,600	2,420	1,878	1,931	1,854	980
3. 1985...	X X X X	52,847	23,823	11,881	9,500	2,051	3,939	3,256	3,462	3,438
4. 1986...	X X X X	X X X X	82,191	37,605	18,584	7,635	5,990	4,844	4,421	3,780
5. 1987...	X X X X	X X X X	X X X X	91,998	43,510	18,288	8,101	9,850	5,131	4,600
6. 1988...	X X X X	X X X X	X X X X	X X X X	87,706	42,691	13,595	16,922	10,193	10,014
7. 1989...	X X X X	X X X X	X X X X	X X X X	X X X X	114,304	28,254	20,276	7,621	5,441
8. 1990...	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	76,684	38,909	15,799	9,899
9. 1991...	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	152,951	76,900	50,950
10. 1992...	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	146,794	78,327
11. 1993...	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	159,794

<CAPTION>

ANNUAL STATEMENT FOR THE YEAR 1993 OF THE ORION CAPITAL COMPANIES
....
(Name)

SCHEDULE P - PART 1A - HOMEOWNERS/FARMOWNERS

(000 omitted)

1 Years in Which Premiums Earned & Losses Incurred	Premiums Earned 2 Direct and Assumed	3 Ceded	4 Net (2 - 3)	Loss and Loss Expense Payments: Loss Payments 5 Direct & Assum.	6 Ceded	Allocated Loss Expense Payments 7 Direct & Assum.	8 Ceded	9 Salvage and Subro. Received	10 Unalloc. Loss Expense Payments	11 Total Net Paid (5-6+7 -8+10)	12 Number of Claims Reported Direct & Assum.
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
1. Prior ..	X X X X	X X X X	X X X X	6	0	12	0	0	0	18	X X X X
2. 1984....	20,279	12,312	7,967	14,329	4,324	1,137	86	125	674	11,730	0
3. 1985....	15,268	6,275	8,993	11,385	3,736	399	34	242	622	8,636	0
4. 1986....	9,004	(584)	9,588	8,199	1,446	477	150	23	580	7,660	0
5. 1987....	6,905	461	6,444	2,733	1	128	4	0	219	3,075	0
6. 1988....	7,079	3,223	3,856	5,507	2,115	556	401	0	200	3,747	0
7. 1989....	2,176	(1)	2,177	1,585	81	50	12	0	46	1,588	0
8. 1990....	1,530	0	1,530	1,019	31	35	0	0	4	1,027	0
9. 1991....	2,011	0	2,011	537	0	19	0	0	2	558	0
10. 1992....	2,614	249	2,365	700	208	8	0	0	1	501	0
11. 1993....	1,416	32	1,384	5	0	1	0	0	1	7	0
12. Totals .	X X X X	X X X X	X X X X	46,005	11,942	2,822	687	390	2,349	38,547	X X X X

<FN>
Note: For "prior," report amounts paid or received in current year only.
Report cumulative amounts paid or received for specific years. Report loss payments net of salvage and subrogation received.

<CAPTION>

	Losses Unpaid: Case Basis 13 Direct & Assum.	14 Ceded	Bulk + IBNR 15 Direct & Assum.	16 Ceded	Allocated Loss Expenses Unpaid: Case Basis 17 Direct & Assum.	18 Ceded	Bulk + IBNR 19 Direct & Assum.	20 Ceded	21 Salvage and Subro. Anticip.	22 Unalloc. Loss Expenses Unpaid	23 Total Net Loss. & Exp. Unpaid	24 Number of Claims Outstand. Direct & Assum.
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
1. Prior ..	237	0	0	0	0	0	6	0	0	1	244	0
2. 1984....	156	23	0	0	0	0	40	0	0	6	179	0
3. 1985....	33	0	0	0	0	0	6	0	0	1	40	0
4. 1986....	8	0	1	0	0	0	0	0	0	0	9	0
5. 1987....	31	0	20	0	0	0	2	0	0	0	53	0
6. 1988....	38	0	20	0	0	0	0	0	0	0	58	0
7. 1989....	103	0	30	0	0	0	0	0	0	0	133	0
8. 1990....	274	0	50	0	0	0	0	0	0	0	324	0
9. 1991....	537	0	50	0	0	0	0	0	0	0	587	0
10. 1992....	787	0	175	0	0	0	0	0	0	0	962	0

11. 1993....	1,070	12	179	0	0	0	3	0	0	1	1,241	0
12. Totals .	3,274	35	525	0	0	0	57	0	0	9	3,830	0

<CAPTION>

	Total Losses and Loss Expenses Incurred			Loss and Loss Exp. Percentage (Incurred/Premiums Earned)			Discount for Time Value of Money		33	Net B/S Reserves After Discount	
	25	26	27	28	29	30	31	32	Inter-Co.	34	35
	Direct & Assum.	Ceded	Net *	Direct & Assum.	Ceded	Net	Loss	Loss Expense	Pooling Particip. Percent.	Losses Unpaid	Loss Expenses Unpaid
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
1. Prior ..	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	0	0	X X X X	237	7
2. 1984....	16,342	4,433	11,909	80.6	36.0	149.5	0	0	0.0	133	46
3. 1985....	12,446	3,770	8,676	81.5	60.1	96.5	0	0	0.0	33	7
4. 1986....	9,265	1,596	7,669	102.9	(273.3)	80.0	0	0	0.0	9	0
5. 1987....	3,133	5	3,128	45.4	1.1	48.5	0	0	0.0	51	2
6. 1988....	6,321	2,516	3,805	89.3	78.1	98.7	0	0	0.0	58	0
7. 1989....	1,814	93	1,721	83.4	(9,300.0)	79.1	0	0	0.0	133	0
8. 1990....	1,382	31	1,351	90.3	0.0	88.3	0	0	0.0	324	0
9. 1991....	1,145	0	1,145	56.9	0.0	56.9	0	0	0.0	587	0
10. 1992....	1,671	208	1,463	63.9	83.5	61.9	0	0	0.0	962	0
11. 1993....	1,260	12	1,248	89.0	37.5	90.2	0	0	0.0	1,237	4
12. Totals .	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	0	0	X X X X	3,764	66

<FN>
*Net = (25 - 26) = (11 + 23)

<CAPTION>

ANNUAL STATEMENT FOR THE YEAR 1993 OF THE ORION CAPITAL COMPANIES
....
(Name)

SCHEDULE P - PART 1B - PRIVATE PASSENGER AUTO LIABILITY/MEDICAL

(000 omitted)

1	Premiums Earned			Loss and Loss Expense Payments							
				Loss Payments		Allocated Loss Expense Payments					
Years in Which Premiums Earned & Losses Incurred	2	3	4	5	6	7	8	9	10	11	12
	Direct and Assumed	Ceded	Net (2 - 3)	Direct & Assum.	Ceded	Direct & Assum.	Ceded	Salvage and Subro. Received	Unalloc. Loss Expense Payments	Total Net Paid (5-6+7 -8+10)	Number of Claims Reported - Direct & Assum.
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
1. Prior ..	X X X X	X X X X	X X X X	0	0	0	0	0	0	0	X X X X
2. 1984....	20,184	18,166	2,018	35,826	28,701	3,866	3,272	0	370	8,089	0
3. 1985....	19,936	17,942	1,994	26,217	19,134	2,492	2,181	0	174	7,568	0
4. 1986....	6,537	654	5,883	2,456	0	120	0	0	523	3,099	0
5. 1987....	3,037	304	2,733	3,304	0	164	0	0	279	3,747	0
6. 1988....	2,466	247	2,219	1,821	0	85	0	0	232	2,138	0
7. 1989....	1,448	145	1,303	1,141	0	110	0	0	146	1,397	0
8. 1990....	595	127	468	449	0	50	0	0	182	681	0
9. 1991....	4,000	0	4,000	2,530	0	256	0	0	413	3,199	0
10. 1992....	22,525	0	22,525	14,429	0	426	0	0	2,186	17,041	0
11. 1993....	54,150	3,606	50,544	17,418	360	301	3	0	2,598	19,954	0
12. Totals .	X X X X	X X X X	X X X X	105,591	48,195	7,870	5,456	0	7,103	66,913	X X X X

<FN>
Note: For "prior," report amounts paid or received in current year only.
Report cumulative amounts paid or received for specific years. Report loss payments net of salvage and subrogation received.

<CAPTION>

	Losses Unpaid				Allocated Loss Expenses Unpaid							
	Case Basis		Bulk + IBNR		Case Basis		Bulk + IBNR		21	22	23	24
	13	14	15	16	17	18	19	20				
	Direct & Assum.	Ceded	Direct & Assum.	Ceded	Direct & Assum.	Ceded	Direct & Assum.	Ceded	Salvage and Subro. Anticip.	Unalloc. Loss Expenses Unpaid	Total Net Loss. & Exp. Unpaid	Number of Claims Outstand. Direct & Assum.
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
1. Prior ..	12	0	0	0	0	0	2	0	0	0	14	0

2. 1984....	30	0	0	0	0	0	4	0	0	0	34	0
3. 1985....	0	0	0	0	0	0	0	0	0	0	0	0
4. 1986....	0	0	0	0	0	0	0	0	0	0	0	0
5. 1987....	0	0	0	0	0	0	0	0	0	0	0	0
6. 1988....	26	0	0	0	0	0	3	0	0	0	29	0
7. 1989....	0	0	0	0	0	0	0	0	0	0	0	0
8. 1990....	5	0	0	0	0	0	1	0	0	0	6	0
9. 1991....	97	0	0	0	0	0	12	0	0	1	110	0
10. 1992....	1,053	0	600	0	0	0	213	0	0	23	1,889	0
11. 1993....	8,964	563	3,362	520	0	0	1,513	1	0	141	12,896	0
12. Totals .	10,187	563	3,962	520	0	0	1,748	1	0	165	14,978	0

<CAPTION>

	Total Losses and Loss Expenses Incurred			Loss and Loss Exp. Percentage (Incurred/Premiums Earned)			Discount for Time Value of Money		33	Net B/S Reserves After Discount	
	25	26	27	28	29	30	31	32		34	35
	Direct & Assum.	Ceded	Net *	Direct & Assum.	Ceded	Net	Loss	Loss Expense	Inter-Co. Pooling Particip. Percent.	Losses Unpaid	Loss Expenses Unpaid
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
1. Prior ..	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	0	0	X X X X	12	2
2. 1984....	40,096	31,973	8,123	198.7	176.0	402.5	0	0	0.0	30	4
3. 1985....	28,883	21,315	7,568	144.9	118.8	379.5	0	0	0.0	0	0
4. 1986....	3,099	0	3,099	47.4	0.0	52.7	0	0	0.0	0	0
5. 1987....	3,747	0	3,747	123.4	0.0	137.1	0	0	0.0	0	0
6. 1988....	2,167	0	2,167	87.9	0.0	97.7	0	0	0.0	26	3
7. 1989....	1,397	0	1,397	96.5	0.0	107.2	0	0	0.0	0	0
8. 1990....	687	0	687	115.5	0.0	146.8	0	0	0.0	5	1
9. 1991....	3,309	0	3,309	82.7	0.0	82.7	0	0	0.0	97	13
10. 1992....	18,930	0	18,930	84.0	0.0	84.0	0	0	0.0	1,653	236
11. 1993....	34,297	1,447	32,850	63.3	40.1	65.0	0	0	0.0	11,243	1,653
12. Totals .	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	0	0	X X X X	13,066	1,912

<FN>
*Net = (25 - 26) = (11 + 23)

<CAPTION>

ANNUAL STATEMENT FOR THE YEAR 1993 OF THE ORION CAPITAL COMPANIES
....
(Name)

SCHEDULE P - PART 1C - COMMERCIAL AUTO/TRUCK LIABILITY/MEDICAL

(000 omitted)

1	Premiums Earned			Loss and Loss Expense Payments							
				Loss Payments		Allocated Loss Expense Payments					
Years in Which Premiums Earned & Losses Incurred	2 Direct and Assumed	3 Ceded	4 Net (2 - 3)	5 Direct & Assum.	6 Ceded	7 Direct & Assum.	8 Ceded	9 Salvage and Subro. Received	10 Unalloc. Loss Expense Payments	11 Total Net Paid (5-6+7 -8+10)	12 Number of Claims Reported - Direct & Assum.
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
1. Prior .	X X X X	X X X X	X X X X	123	0	2	0	0	0	125	X X X X
2. 1984...	24,055	10,107	13,948	19,432	4,341	1,941	397	212	2,164	18,799	0
3. 1985...	23,389	1,646	21,743	16,984	3,490	1,216	221	187	1,297	15,786	0
4. 1986...	19,302	5,259	14,043	9,296	190	1,539	30	118	779	11,394	0
5. 1987...	19,965	3,630	16,335	13,050	624	2,455	45	193	1,308	16,144	0
6. 1988...	12,784	1,401	11,383	7,032	215	704	14	131	868	8,375	0
7. 1989...	4,927	302	4,625	4,141	244	483	(2)	86	252	4,634	0
8. 1990...	14,920	2,272	12,648	6,435	287	1,007	2	17	542	7,695	0
9. 1991...	39,624	17,610	22,014	16,964	5,667	2,358	852	79	816	13,619	0
10. 1992...	60,474	27,142	33,332	21,329	8,692	2,893	1,178	110	823	15,175	0
11. 1993...	89,373	41,440	47,933	12,261	6,068	1,844	836	147	751	7,952	0
12. Totals	X X X X	X X X X	X X X X	127,047	29,818	16,442	3,573	1,280	9,600	119,698	X X X X

<FN>
Note: For "prior," report amounts paid or received in current year only.
Report cumulative amounts paid or received for specific years. Report loss payments net of salvage and subrogation received.

<CAPTION>

Losses Unpaid | Allocated Loss Expenses Unpaid

	Case Basis: 13 Direct & Assum.	Case Basis: 14 Ceded	Bulk + IBNR: 15 Direct & Assum.	Bulk + IBNR: 16 Ceded	Case Basis: 17 Direct & Assum.	Case Basis: 18 Ceded	Bulk + IBNR: 19 Direct & Assum.	Bulk + IBNR: 20 Ceded	21 Salvage and Subro. Anticip.	22 Unalloc. Loss Expenses Unpaid	23 Total Net Loss. & Exp. Unpaid	24 Number of Claims Outstand. Direct & Assum.
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
1. Prior .	1,272	45	91	0	0	0	11	3	0	2	1,328	0
2. 1984...	299	0	23	0	0	0	6	0	0	2	330	0
3. 1985...	345	0	40	0	25	0	0	0	0	0	410	0
4. 1986...	634	0	399	0	40	0	2	0	0	1	1,076	0
5. 1987...	1,390	455	11	0	50	0	64	0	0	18	1,078	0
6. 1988...	665	83	15	0	75	0	42	0	0	12	726	0
7. 1989...	737	0	276	0	100	0	70	0	0	20	1,203	0
8. 1990...	2,257	88	209	0	125	0	159	1	0	45	2,706	0
9. 1991...	7,851	2,466	858	0	282	0	500	0	0	140	7,165	0
10. 1992...	15,478	6,555	2,498	500	301	0	1,066	0	0	385	12,673	0
11. 1993...	26,916	13,798	19,953	9,055	1,012	0	1,574	1	0	702	27,303	0
12. Totals	57,844	23,490	24,373	9,555	2,010	0	3,494	5	0	1,327	55,998	0

<CAPTION>

	Total Losses and Loss Expenses Incurred: 25 Direct & Assum.	26 Ceded	27 Net *	Loss and Loss Exp. Percentage (Incurred/Premiums Earned): 28 Direct & Assum.	29 Ceded	30 Net	Discount for Time Value of Money: 31 Loss	32 Loss Expense	33 Inter-Co. Pooling Particip. Percent.	Net B/S Reserves After Discount: 34 Losses Unpaid	35 Loss Expenses Unpaid
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
1. Prior .	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	0	0	X X X X	1,318	10
2. 1984...	23,867	4,738	19,129	99.2	46.9	137.1	0	0	0.0	322	8
3. 1985...	19,907	3,711	16,196	85.1	225.5	74.5	0	0	0.0	385	25
4. 1986...	12,690	220	12,470	65.7	4.2	88.8	0	0	0.0	1,033	43
5. 1987...	18,346	1,124	17,222	91.9	31.0	105.4	0	0	0.0	946	132
6. 1988...	9,413	312	9,101	73.6	22.3	80.0	0	0	0.0	597	129
7. 1989...	6,079	242	5,837	123.4	80.1	126.2	0	0	0.0	1,013	190
8. 1990...	10,779	378	10,401	72.2	16.6	82.2	0	0	0.0	2,378	328
9. 1991...	29,769	8,985	20,784	75.1	51.0	94.4	0	0	0.0	6,243	922
10. 1992...	44,773	16,925	27,848	74.0	62.4	83.5	0	0	0.0	10,921	1,752
11. 1993...	65,013	29,758	35,255	72.7	71.8	73.6	0	0	0.0	24,016	3,287
12. Totals	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	0	0	X X X X	49,172	6,826

<FN>
*Net = (25 - 26) = (11 + 23)

<CAPTION>

ANNUAL STATEMENT FOR THE YEAR 1993 OF THE ORION CAPITAL COMPANIES
....
(Name)

SCHEDULE P - PART 1D - WORKERS' COMPENSATION

(000 omitted)

1 Years in Which Premiums Earned & Losses Incurred	Premiums Earned: 2 Direct and Assumed	3 Ceded	4 Net (2 - 3)	Loss Payments: 5 Direct & Assum.	6 Ceded	Allocated Loss Expense Payments: 7 Direct & Assum.	8 Ceded	9 Salvage and Subro. Received	10 Unalloc. Loss Expense Payments	11 Total Net Paid (5-6+7 -8+10)	12 Number of Claims Reported - Direct & Assum.
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
1. Prior ..	X X X X	X X X X	X X X X	6,039	3,768	319	0	0	149	2,739	X X X X
2. 1984....	190,669	47,080	143,589	178,534	44,046	9,723	0	2,573	7,751	151,962	0
3. 1985....	178,423	14,563	163,860	166,665	39,963	10,345	1,680	3,131	13,112	148,479	0
4. 1986....	199,810	42,338	157,472	120,129	30,550	6,658	16	2,373	11,162	107,383	0
5. 1987....	206,894	8,202	198,692	131,025	8,731	9,155	0	3,992	14,986	146,435	0
6. 1988....	294,207	4,383	289,824	195,900	2,755	11,684	0	2,079	18,476	223,305	0
7. 1989....	377,203	30,876	346,327	219,334	20,026	12,926	0	2,799	17,666	229,900	0
8. 1990....	350,601	37,234	313,367	182,949	4,260	11,116	118	1,410	21,021	210,708	0
9. 1991....	326,805	7,256	319,549	139,366	3,502	7,867	107	806	20,249	163,873	0
10. 1992....	337,564	6,195	331,369	119,107	391	4,312	17	186	19,355	142,366	0
11. 1993....	318,612	5,338	313,274	49,880	459	1,417	41	28	13,464	64,261	0

12. Totals .	X X X X	X X X X	X X X X	*********	158,451	85,522	1,979	19,377	157,391	*********	X X X X

<FN>
Note: For "prior," report amounts paid or received in current year only.
Report cumulative amounts paid or received for specific years. Report loss payments net of salvage and subrogation received.

<CAPTION>

	Losses Unpaid: Case Basis 13 Direct & Assum.	Losses Unpaid: Case Basis 14 Ceded	Losses Unpaid: Bulk + IBNR 15 Direct & Assum.	Losses Unpaid: Bulk + IBNR 16 Ceded	Allocated Loss Expenses Unpaid: Case Basis 17 Direct & Assum.	Allocated Loss Expenses Unpaid: Case Basis 18 Ceded	Allocated Loss Expenses Unpaid: Bulk + IBNR 19 Direct & Assum.	Allocated Loss Expenses Unpaid: Bulk + IBNR 20 Ceded	21 Salvage and Subro. Anticip.	22 Unalloc. Loss Expenses Unpaid	23 Total Net Loss. & Exp. Unpaid	24 Number of Claims Outstand. Direct & Assum.
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
1. Prior ..	41,022	28,236	21,331	19,114	0	0	510	367	0	414	15,560	0
2. 1984....	7,929	4,027	798	689	0	0	349	0	0	296	4,656	0
3. 1985....	8,422	6,489	1,099	996	0	0	254	1,421	0	216	1,085	0
4. 1986....	5,697	4,725	7,491	6,942	0	0	322	0	0	274	2,117	0
5. 1987....	12,119	1,006	1,278	0	0	0	446	0	0	379	13,216	0
6. 1988....	14,250	431	2,641	0	0	0	738	0	0	628	17,826	0
7. 1989....	22,879	2,525	2,719	2,250	0	0	1,173	0	0	997	22,993	0
8. 1990....	27,444	541	1,664	0	0	0	1,640	0	0	1,440	31,647	0
9. 1991....	40,702	0	26,192	0	0	0	3,028	0	0	1,725	71,647	0
10. 1992....	64,004	891	34,943	0	0	0	5,777	0	0	2,288	106,121	0
11. 1993....	90,744	2,416	47,403	294	0	0	18,454	39	0	2,703	156,555	0
12. Totals .	335,212	51,287	147,559	30,285	0	0	32,691	1,827	0	11,360	443,423	0

<CAPTION>

	Total Losses and Loss Expenses Incurred: 25 Direct & Assum.	Total Losses and Loss Expenses Incurred: 26 Ceded	Total Losses and Loss Expenses Incurred: 27 Net *	Loss and Loss Exp. Percentage (Incurred/Premiums Earned): 28 Direct & Assum.	Loss and Loss Exp. Percentage (Incurred/Premiums Earned): 29 Ceded	Loss and Loss Exp. Percentage (Incurred/Premiums Earned): 30 Net	Discount for Time Value of Money: 31 Loss	Discount for Time Value of Money: 32 Loss Expense	33 Inter-Co. Pooling Particip. Percent.	Net B/S Reserves After Discount: 34 Losses Unpaid	Net B/S Reserves After Discount: 35 Loss Expenses Unpaid
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
1. Prior ..	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	0	0	X X X X	15,003	557
2. 1984....	205,380	48,762	156,618	107.7	103.6	109.1	0	0	0.0	4,011	645
3. 1985....	200,113	50,549	149,564	112.2	347.1	91.3	0	0	0.0	2,036	(951)
4. 1986....	151,733	42,233	109,500	75.9	99.8	69.5	0	0	0.0	1,521	596
5. 1987....	169,388	9,737	159,651	82.0	118.7	80.5	0	0	0.0	12,391	825
6. 1988....	244,317	3,186	241,131	83.0	72.7	83.2	0	0	0.0	16,460	1,366
7. 1989....	277,694	24,801	252,893	73.6	80.3	73.0	0	0	0.0	20,823	2,170
8. 1990....	247,274	4,919	242,355	70.5	13.2	77.3	0	0	0.0	28,567	3,080
9. 1991....	239,129	3,609	235,520	73.2	49.7	73.7	0	0	0.0	66,894	4,753
10. 1992....	249,786	1,299	248,487	74.0	21.0	75.0	0	0	0.0	98,056	8,065
11. 1993....	224,065	3,249	220,816	70.3	60.9	70.5	0	0	0.0	135,437	21,118
12. Totals .	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	0	0	X X X X	401,199	42,224

<FN>
*Net = (25 - 26) = (11 + 23)

<CAPTION>

ANNUAL STATEMENT FOR THE YEAR 1993 OF THE ORION CAPITAL COMPANIES
....
(Name)

SCHEDULE P - PART 1E - COMMERCIAL MULTIPLE PERIL

(000 omitted)

1 Years in Which Premiums Earned & Losses Incurred	Premiums Earned: 2 Direct and Assumed	Premiums Earned: 3 Ceded	Premiums Earned: 4 Net (2 - 3)	Loss and Loss Expense Payments: Loss Payments 5 Direct & Assum.	Loss and Loss Expense Payments: Loss Payments 6 Ceded	Loss and Loss Expense Payments: Allocated Loss Expense Payments 7 Direct & Assum.	Loss and Loss Expense Payments: Allocated Loss Expense Payments 8 Ceded	9 Salvage and Subro. Received	10 Unalloc. Loss Expense Payments	11 Total Net Paid (5-6+7 -8+10)	12 Number of Claims Reported - Direct & Assum.
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
1. Prior ..	X X X X	X X X X	X X X X	365	0	690	734	0	63	384	X X X X
2. 1984....	79,729	19,552	60,177	82,731	16,624	12,658	1,134	2,270	6,832	84,463	
3. 1985....	108,192	28,367	79,825	90,926	15,715	19,218	4,864	1,983	8,295	97,860	

4. 1986....	96,931	25,228	71,703	47,691	7,694	18,370	5,773	2,136	7,345	59,939	
5. 1987....	67,974	14,978	52,996	25,906	961	6,913	428	1,010	3,519	34,949	
6. 1988....	33,129	5,975	27,154	14,460	1,760	3,666	127	188	2,757	18,996	
7. 1989....	10,757	2,243	8,514	8,831	2,280	534	38	61	697	7,744	
8. 1990....	6,058	0	6,058	4,853	774	401	20	2	426	4,886	
9. 1991....	6,446	9	6,437	3,218	2	791	81	5	198	4,124	
10. 1992....	8,692	744	7,948	6,912	502	417	16	6	245	7,056	
11. 1993....	10,281	1,890	8,391	3,306	103	217	8	2	415	3,827	
12. Totals .	X X X X	X X X X	X X X X	289,199	46,415	63,875	13,223	7,663	30,792	324,228	X X X X

<FN>
Note: For "prior," report amounts paid or received in current year only.
Report cumulative amounts paid or received for specific years. Report loss payments net of salvage and subrogation received.

<CAPTION>

	Losses Unpaid				Allocated Loss Expenses Unpaid				21	22	23	24
	Case Basis		Bulk + IBNR		Case Basis		Bulk + IBNR		Salvage and Subro. Anticip.	Unalloc. Loss Expenses Unpaid	Total Net Loss. & Exp. Unpaid	Number of Claims Outstand. Direct & Assum.
	13 Direct & Assum.	14 Ceded	15 Direct & Assum.	16 Ceded	17 Direct & Assum.	18 Ceded	19 Direct & Assum.	20 Ceded				
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
1. Prior ..	1,993	1,060	0	0	0	0	471	0	0	68	1,472	0
2. 1984....	978	0	0	0	0	0	336	0	0	49	1,363	0
3. 1985....	1,042	650	50	0	0	0	258	0	0	38	738	0
4. 1986....	1,925	858	50	0	0	0	510	0	0	75	1,702	0
5. 1987....	753	150	451	400	0	0	273	0	0	40	967	0
6. 1988....	731	103	2,076	975	0	0	216	0	0	32	1,977	0
7. 1989....	320	65	126	0	0	0	11	0	0	2	394	0
8. 1990....	675	115	151	50	0	0	57	0	0	8	726	0
9. 1991....	1,907	362	558	80	2	0	18	0	0	2	2,045	0
10. 1992....	2,614	945	282	22	5	0	90	0	0	14	2,038	0
11. 1993....	5,491	1,986	1,592	751	16	0	1,894	0	0	312	6,568	0
12. Totals .	18,429	6,294	5,336	2,278	23	0	4,134	0	0	640	19,990	0

<CAPTION>

	Total Losses and Loss Expenses Incurred			Loss and Loss Exp. Percentage (Incurred/Premiums Earned)			Discount for Time Value of Money		33	Net B/S Reserves After Discount	
	25 Direct & Assum.	26 Ceded	27 Net *	28 Direct & Assum.	29 Ceded	30 Net	31 Loss	32 Loss Expense	Inter-Co. Pooling Particip. Percent.	34 Losses Unpaid	35 Loss Expenses Unpaid
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
1. Prior ..	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	0	0	X X X X	933	539
2. 1984....	103,584	17,758	85,826	129.9	90.8	142.6	0	0	0.0	978	385
3. 1985....	119,827	21,229	98,598	110.8	74.8	123.5	0	0	0.0	442	296
4. 1986....	75,966	14,325	61,641	78.4	56.8	86.0	0	0	0.0	1,117	585
5. 1987....	37,855	1,939	35,916	55.7	12.9	67.8	0	0	0.0	654	313
6. 1988....	23,938	2,965	20,973	72.3	49.6	77.2	0	0	0.0	1,729	248
7. 1989....	10,521	2,383	8,138	97.8	106.2	95.6	0	0	0.0	381	13
8. 1990....	6,571	959	5,612	108.5	0.0	92.6	0	0	0.0	661	65
9. 1991....	6,694	525	6,169	103.8	5,833.3	95.8	0	0	0.0	2,023	22
10. 1992....	10,579	1,485	9,094	121.7	199.6	114.4	0	0	0.0	1,929	109
11. 1993....	13,243	2,848	10,395	128.8	150.7	123.9	0	0	0.0	4,346	2,222
12. Totals .	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	0	0	X X X X	15,193	4,797

<FN>
*Net = (25 - 26) = (11 + 23)

<CAPTION>

ANNUAL STATEMENT FOR THE YEAR 1993 OF THE ORION CAPITAL COMPANIES
....
(Name)

SCHEDULE P - PART 1F - SECTION 1 - MEDICAL MALPRACTICE - OCCURRENCE

(000 omitted)

1	Premiums Earned			Loss and Loss Expense Payments					
Years in Which Premiums	2	3	4	Loss Payments	Allocated Loss Expense Payments	9 Salvage	10 Unalloc.	11 Total	12 Number of Claims

	Earned & Losses Incurred Direct and Assumed	Ceded	Net (2 - 3)	5 Direct & Assum.	6 Ceded	7 Direct & Assum.	8 Ceded	and Subro. Received	Loss Expense Payments	Net Paid (5-6+7 -8+10)	Reported - Direct & Assum.
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
1. Prior ..	X X X X	X X X X	X X X X	0	0	0	0	0	0	0	X X X X
2. 1984....	0	0	0	0	0	0	0	0	0	0	0
3. 1985....	0	0	0	0	0	0	0	0	0	0	0
4. 1986....	0	0	0	0	0	0	0	0	0	0	0
5. 1987....	0	0	0	0	0	0	0	0	0	0	0
6. 1988....	470	424	46	0	0	0	0	0	0	0	0
7. 1989....	488	468	20	0	0	0	0	0	0	0	0
8. 1990....	1,497	696	801	0	0	0	0	0	0	0	0
9. 1991....	5,904	3,003	2,901	3	1	15	3	0	0	14	0
10. 1992....	6,186	3,474	2,712	29	15	140	74	0	53	133	0
11. 1993....	5,392	4,380	1,012	0	0	0	0	0	43	43	0
12. Totals .	X X X X	X X X X	X X X X	32	16	155	77	0	96	190	X X X X

<FN>
Note: For "prior," report amounts paid or received in current year only.
Report cumulative amounts paid or received for specific years. Report loss payments net of salvage and subrogation received.

<CAPTION>

	Losses Unpaid				Allocated Loss Expenses Unpaid				21	22	23	24
	Case Basis		Bulk + IBNR		Case Basis		Bulk + IBNR		Salvage and Subro. Anticip.	Unalloc. Loss Expenses Unpaid	Total Net Loss. & Exp. Unpaid	Number of Claims Outstand. Direct & Assum.
	13 Direct & Assum.	14 Ceded	15 Direct & Assum.	16 Ceded	17 Direct & Assum.	18 Ceded	19 Direct & Assum.	20 Ceded				
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
1. Prior ..	1	0	0	0	0	0	0	0	0	0	1	0
2. 1984....	0	0	0	0	0	0	0	0	0	0	0	0
3. 1985....	0	0	0	0	0	0	0	0	0	0	0	0
4. 1986....	0	0	0	0	0	0	0	0	0	0	0	0
5. 1987....	0	0	0	0	0	0	0	0	0	0	0	0
6. 1988....	0	0	0	0	0	0	0	0	0	0	0	0
7. 1989....	0	0	0	0	0	0	0	0	0	0	0	0
8. 1990....	378	162	100	50	0	0	83	0	0	4	353	0
9. 1991....	1,038	519	500	250	0	0	291	0	0	14	1,074	0
10. 1992....	450	225	750	375	0	0	235	0	0	16	851	0
11. 1993....	171	48	1,275	1,173	18	0	389	0	0	31	663	0
12. Totals .	2,038	954	2,625	1,848	18	0	998	0	0	65	2,942	0

<CAPTION>

	Total Losses and Loss Expenses Incurred			Loss and Loss Exp. Percentage (Incurred/Premiums Earned)			Discount for Time Value of Money		33	Net B/S Reserves After Discount	
	25 Direct & Assum.	26 Ceded	27 Net *	28 Direct & Assum.	29 Ceded	30 Net	31 Loss	32 Loss Expense	Inter-Co. Pooling Particip. Percent.	34 Losses Unpaid	35 Loss Expenses Unpaid
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
1. Prior ..	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	0	0	X X X X	1	0
2. 1984....	0	0	0	0.0	0.0	0.0	0	0	0.0	0	0
3. 1985....	0	0	0	0.0	0.0	0.0	0	0	0.0	0	0
4. 1986....	0	0	0	0.0	0.0	0.0	0	0	0.0	0	0
5. 1987....	0	0	0	0.0	0.0	0.0	0	0	0.0	0	0
6. 1988....	0	0	0	0.0	0.0	0.0	0	0	0.0	0	0
7. 1989....	0	0	0	0.0	0.0	0.0	0	0	0.0	0	0
8. 1990....	565	212	353	37.7	30.5	44.1	0	0	0.0	266	87
9. 1991....	1,861	773	1,088	31.5	25.7	37.5	0	0	0.0	769	305
10. 1992....	1,673	689	984	27.0	19.8	36.3	0	0	0.0	600	251
11. 1993....	1,927	1,221	706	35.7	27.9	69.8	0	0	0.0	225	438
12. Totals .	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	0	0	X X X X	1,861	1,081

<FN>
*Net = (25 - 26) = (11 + 23)

<CAPTION>

ANNUAL STATEMENT FOR THE YEAR 1993 OF THE ORION CAPITAL COMPANIES
....
(Name)

SCHEDULE P - PART 1F - SECTION 2 - MEDICAL MALPRACTICE - CLAIMS-MADE

(000 omitted)

1	Premiums Earned			Loss and Loss Expense Payments							
				Loss Payments		Allocated Loss Expense Payments					
Years in Which Premiums Earned & Losses Incurred	2 Direct and Assumed	3 Ceded	4 Net (2 - 3)	5 Direct & Assum.	6 Ceded	7 Direct & Assum.	8 Ceded	9 Salvage and Subro. Received	10 Unalloc. Loss Expense Payments	11 Total Net Paid (5-6+7 -8+10)	12 Number of Claims Reported - Direct & Assum.
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
1. Prior ..	X X X X	X X X X	X X X X	0	0	0	0	0	0	0	X X X X
2. 1984....	0	0	0	0	0	0	0	0	0	0	0
3. 1985....	0	0	0	0	0	0	0	0	0	0	0
4. 1986....	0	0	0	0	0	0	0	0	0	0	0
5. 1987....	0	0	0	0	0	0	0	0	0	0	0
6. 1988....	0	0	0	0	0	0	0	0	0	0	0
7. 1989....	0	0	0	0	0	0	0	0	0	0	0
8. 1990....	0	0	0	0	0	0	0	0	0	0	0
9. 1991....	0	0	0	0	0	0	0	0	0	0	0
10. 1992....	0	0	0	0	0	0	0	0	0	0	0
11. 1993....	3	0	3	0	0	0	0	0	0	0	0
12. Totals .	X X X X	X X X X	X X X X	0	0	0	0	0	0	0	X X X X

<FN>
Note: For "prior," report amounts paid or received in current year only.
Report cumulative amounts paid or received for specific years. Report loss payments net of salvage and subrogation received.

<CAPTION>

	Losses Unpaid				Allocated Loss Expenses Unpaid							
	Case Basis		Bulk + IBNR		Case Basis		Bulk + IBNR					
	13 Direct & Assum.	14 Ceded	15 Direct & Assum.	16 Ceded	17 Direct & Assum.	18 Ceded	19 Direct & Assum.	20 Ceded	21 Salvage and Subro. Anticip.	22 Unalloc. Loss Expenses Unpaid	23 Total Net Loss. & Exp. Unpaid	24 Number of Claims Outstand. Direct & Assum.
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
1. Prior ..	0	0	0	0	0	0	0	0	0	0	0	0
2. 1984....	0	0	0	0	0	0	0	0	0	0	0	0
3. 1985....	0	0	0	0	0	0	0	0	0	0	0	0
4. 1986....	0	0	0	0	0	0	0	0	0	0	0	0
5. 1987....	0	0	0	0	0	0	0	0	0	0	0	0
6. 1988....	0	0	0	0	0	0	0	0	0	0	0	0
7. 1989....	0	0	0	0	0	0	0	0	0	0	0	0
8. 1990....	0	0	0	0	0	0	0	0	0	0	0	0
9. 1991....	0	0	0	0	0	0	0	0	0	0	0	0
10. 1992....	0	0	0	0	0	0	0	0	0	0	0	0
11. 1993....	0	0	1	0	8	0	0	0	0	0	9	0
12. Totals .	0	0	1	0	8	0	0	0	0	0	9	0

<CAPTION>

	Total Losses and Loss Expenses Incurred			Loss and Loss Exp. Percentage (Incurred/Premiums Earned)			Discount for Time Value of Money		33	Net B/S Reserves After Discount	
	25 Direct & Assum.	26 Ceded	27 Net *	28 Direct & Assum.	29 Ceded	30 Net	31 Loss	32 Loss Expense	Inter-Co. Pooling Particip. Percent.	34 Losses Unpaid	35 Loss Expenses Unpaid
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
1. Prior ..	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	0	0	X X X X	0	0
2. 1984....	0	0	0	0.0	0.0	0.0	0	0	0.0	0	0
3. 1985....	0	0	0	0.0	0.0	0.0	0	0	0.0	0	0
4. 1986....	0	0	0	0.0	0.0	0.0	0	0	0.0	0	0
5. 1987....	0	0	0	0.0	0.0	0.0	0	0	0.0	0	0
6. 1988....	0	0	0	0.0	0.0	0.0	0	0	0.0	0	0
7. 1989....	0	0	0	0.0	0.0	0.0	0	0	0.0	0	0
8. 1990....	0	0	0	0.0	0.0	0.0	0	0	0.0	0	0
9. 1991....	0	0	0	0.0	0.0	0.0	0	0	0.0	0	0
10. 1992....	0	0	0	0.0	0.0	0.0	0	0	0.0	0	0
11. 1993....	9	0	9	300.0	0.0	300.0	0	0	0.0	1	8
12. Totals .	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	0	0	X X X	1	8

<FN>
*Net = (25 - 26) = (11 + 23)

<CAPTION>

ANNUAL STATEMENT FOR THE YEAR 1993 OF THE ORION CAPITAL COMPANIES
....
(Name)

SCHEDULE P - PART 1G - SPECIAL LIABILITY (OCEAN MARINE, AIRCRAFT (ALL PERILS), BOILER AND MACHINERY)

(000 omitted)

1 Years in Which Premiums Earned & Losses Incurred	Premiums Earned: 2 Direct and Assumed	Premiums Earned: 3 Ceded	Premiums Earned: 4 Net (2 - 3)	Loss and Loss Expense Payments: Loss Payments: 5 Direct & Assum.	Loss Payments: 6 Ceded	Allocated Loss Expense Payments: 7 Direct & Assum.	Allocated Loss Expense Payments: 8 Ceded	9 Salvage and Subro. Received	10 Unalloc. Loss Expense Payments	11 Total Net Paid (5-6+7 -8+10)	12 Number of Claims Reported - Direct & Assum.
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
1. Prior ..	X X X X	X X X X	X X X X	39	5	0	0	0	1	35	X X X X
2. 1984....	4,008	1,117	2,891	4,483	0	493	1	0	317	5,292	0
3. 1985....	7,659	589	7,070	2,589	(157)	515	2	0	589	3,848	0
4. 1986....	7,654	754	6,900	1,418	4	256	2	0	492	2,160	0
5. 1987....	2,103	179	1,924	746	12	38	3	0	168	937	0
6. 1988....	1,690	9	1,681	990	35	78	9	0	140	1,164	0
7. 1989....	1,318	0	1,318	1,198	292	52	21	0	1	938	0
8. 1990....	1,398	45	1,353	505	61	45	10	0	11	490	0
9. 1991....	2,372	0	2,372	2,223	7	163	1	0	137	2,515	0
10. 1992....	3,788	149	3,639	1,796	14	143	2	0	119	2,042	0
11. 1993....	6,301	480	5,821	1,936	19	113	2	0	95	2,123	0
12. Totals .	X X X X	X X X X	X X X X	17,923	292	1,896	53	0	2,070	21,544	X X X X

<FN>
Note: For "prior," report amounts paid or received in current year only.
Report cumulative amounts paid or received for specific years. Report loss payments net of salvage and subrogation received.

<CAPTION>

	Losses Unpaid: Case Basis: 13 Direct & Assum.	Case Basis: 14 Ceded	Bulk + IBNR: 15 Direct & Assum.	Bulk + IBNR: 16 Ceded	Allocated Loss Expenses Unpaid: Case Basis: 17 Direct & Assum.	Case Basis: 18 Ceded	Bulk + IBNR: 19 Direct & Assum.	Bulk + IBNR: 20 Ceded	21 Salvage and Subro. Anticip.	22 Unalloc. Loss Expenses Unpaid	23 Total Net Loss. & Exp. Unpaid	24 Number of Claims Outstand. Direct & Assum.
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
1. Prior ..	245	178	40	31	0	0	16	13	0	0	79	0
2. 1984....	9	0	1	0	0	0	0	0	0	0	10	0
3. 1985....	1,234	0	0	0	0	0	0	0	0	0	1,234	0
4. 1986....	62	10	0	0	0	0	0	0	0	0	52	0
5. 1987....	21	5	0	0	0	0	37	0	0	0	53	0
6. 1988....	45	7	0	0	0	0	0	0	0	0	38	0
7. 1989....	49	16	1	0	0	0	0	0	0	0	34	0
8. 1990....	49	2	3	0	0	0	0	0	0	0	50	0
9. 1991....	148	22	26	5	0	0	1	0	0	1	149	0
10. 1992....	350	97	65	18	0	0	2	0	0	2	304	0
11. 1993....	1,574	458	464	207	1	0	100	0	0	18	1,492	0
12. Totals .	3,786	795	600	261	1	0	156	13	0	21	3,495	0

<CAPTION>

	Total Losses and Loss Expenses Incurred: 25 Direct & Assum.	26 Ceded	27 Net *	Loss and Loss Exp. Percentage (Incurred/Premiums Earned): 28 Direct & Assum.	29 Ceded	30 Net	Discount for Time Value of Money: 31 Loss	32 Loss Expense	33 Inter-Co. Pooling Particip. Percent.	Net B/S Reserves After Discount: 34 Losses Unpaid	35 Loss Expenses Unpaid
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
1. Prior ..	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	0	0	X X X X	76	3
2. 1984....	5,303	1	5,302	132.3	0.1	183.4	0	0	0.0	10	0
3. 1985....	4,927	(155)	5,082	64.3	(26.3)	71.9	0	0	0.0	1,234	0

4. 1986....	2,228	16	2,212	29.1	2.1	32.1	0	0	0.0	52	0
5. 1987....	1,010	20	990	48.0	11.2	51.5	0	0	0.0	16	37
6. 1988....	1,253	51	1,202	74.1	566.7	71.5	0	0	0.0	38	0
7. 1989....	1,301	329	972	98.7	0.0	73.7	0	0	0.0	34	0
8. 1990....	613	73	540	43.8	162.2	39.9	0	0	0.0	50	0
9. 1991....	2,699	35	2,664	113.8	0.0	112.3	0	0	0.0	147	2
10. 1992....	2,477	131	2,346	65.4	87.9	64.5	0	0	0.0	300	4
11. 1993....	4,301	686	3,615	68.3	142.9	62.1	0	0	0.0	1,373	119
12. Totals .	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	0	0	X X X X	3,330	165

<FN>
*Net = (25 - 26) = (11 + 23)

<CAPTION>

ANNUAL STATEMENT FOR THE YEAR 1993 OF THE ORION CAPITAL COMPANIES
....
(Name)

SCHEDULE P - PART 1H - SECTION 1 - OTHER LIABILITY - OCCURRENCE

(000 omitted)

1 Years in Which Premiums Earned & Losses Incurred	Premiums Earned: 2 Direct and Assumed	3 Ceded	4 Net (2 - 3)	Loss and Loss Expense Payments: Loss Payments: 5 Direct & Assum.	6 Ceded	Allocated Loss Expense Payments: 7 Direct & Assum.	8 Ceded	9 Salvage and Subro. Received	10 Unalloc. Loss Expense Payments	11 Total Net Paid (5-6+7 -8+10)	12 Number of Claims Reported - Direct & Assum.
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
1. Prior ..	X X X X	X X X X	X X X X	7,196	6,135	1,480	(111)	0	453	3,105	X X X X
2. 1984....	8,504	4,672	3,832	3,507	430	396	0	0	74	3,547	0
3. 1985....	7,428	547	6,881	2,680	400	166	117	2	82	2,411	0
4. 1986....	11,906	(1,276)	13,182	5,945	2,071	509	286	0	177	4,274	0
5. 1987....	11,841	(1,881)	13,722	2,394	363	263	5	0	71	2,360	0
6. 1988....	3,526	(88)	3,614	3,260	450	399	0	0	65	3,274	0
7. 1989....	6,343	197	6,146	5,508	66	145	15	0	172	5,744	0
8. 1990....	7,613	1,321	6,292	4,553	1,398	729	151	2	265	3,998	0
9. 1991....	5,976	(463)	6,439	1,100	31	272	59	0	55	1,337	0
10. 1992....	6,568	773	5,795	2,113	32	253	9	1	29	2,354	0
11. 1993....	19,975	5,668	14,307	420	4	109	26	0	411	910	0
12. Totals .	X X X X	X X X X	X X X X	38,676	11,380	4,721	557	5	1,854	33,314	X X X X

<FN>
Note: For "prior," report amounts paid or received in current year only.
Report cumulative amounts paid or received for specific years. Report loss payments net of salvage and subrogation received.

<CAPTION>

	Losses Unpaid: Case Basis: 13 Direct & Assum.	14 Ceded	Bulk + IBNR: 15 Direct & Assum.	16 Ceded	Allocated Loss Expenses Unpaid: Case Basis: 17 Direct & Assum.	18 Ceded	Bulk + IBNR: 19 Direct & Assum.	20 Ceded	21 Salvage and Subro. Anticip.	22 Unalloc. Loss Expenses Unpaid	23 Total Net Loss. & Exp. Unpaid	24 Number of Claims Outstand. Direct & Assum.
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
1. Prior ..	5,237	754	421	0	0	0	2,191	0	0	663	7,758	0
2. 1984....	201	0	21	0	5	0	0	0	0	0	227	0
3. 1985....	86	0	156	0	10	0	19	0	0	6	277	0
4. 1986....	1,535	0	494	0	10	0	248	0	0	7	2,294	0
5. 1987....	388	0	102	0	15	0	21	0	0	6	532	0
6. 1988....	373	0	105	0	20	0	45	0	0	14	557	0
7. 1989....	398	0	75	0	30	0	13	0	0	4	520	0
8. 1990....	1,338	0	150	0	30	0	0	0	0	0	1,518	0
9. 1991....	1,359	0	617	0	332	0	38	0	0	12	2,358	0
10. 1992....	1,378	56	1,106	20	100	0	290	0	0	80	2,878	0
11. 1993....	2,127	48	5,896	477	830	0	710	0	0	197	9,235	0
12. Totals .	14,420	858	9,143	497	1,382	0	3,575	0	0	989	28,154	0

<CAPTION>

Total Losses and Loss Expenses Incurred: 25 Direct	26	27	Loss and Loss Exp. Percentage (Incurred/Premiums Earned): 28 Direct	29	30	Discount for Time Value of Money: 31	32 Loss	33 Inter-Co. Pooling Particip.	Net B/S Reserves After Discount: 34 Losses	35 Loss Expenses

	& Assum.	Ceded	Net *	& Assum.	Ceded	Net	Loss	Expense	Percent.	Unpaid	Unpaid
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
1. Prior ..	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	0	0	X X X X	4,904	2,854
2. 1984....	4,204	430	3,774	49.4	9.2	98.5	0	0	0.0	222	5
3. 1985....	3,205	517	2,688	43.1	94.5	39.1	0	0	0.0	242	35
4. 1986....	8,925	2,357	6,568	75.0	(184.7)	49.8	0	0	0.0	2,029	265
5. 1987....	3,260	368	2,892	27.5	(19.6)	21.1	0	0	0.0	490	42
6. 1988....	4,281	450	3,831	121.4	(511.4)	106.0	0	0	0.0	478	79
7. 1989....	6,345	81	6,264	100.0	41.1	101.9	0	0	0.0	473	47
8. 1990....	7,065	1,549	5,516	92.8	117.3	87.7	0	0	0.0	1,488	30
9. 1991....	3,785	90	3,695	63.3	(19.4)	57.4	0	0	0.0	1,976	382
10. 1992....	5,349	117	5,232	81.4	15.1	90.3	0	0	0.0	2,408	470
11. 1993....	10,700	555	10,145	53.6	9.8	70.9	0	0	0.0	7,498	1,737
12. Totals .	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	0	0	X X X X	22,208	5,946

<FN>
*Net = (25 - 26) = (11 + 23)

<CAPTION>

ANNUAL STATEMENT FOR THE YEAR 1993 OF THE ORION CAPITAL COMPANIES
....
(Name)

SCHEDULE P - PART 1H - SECTION 2 - OTHER LIABILITY - CLAIMS-MADE
(000 omitted)

1	Premiums Earned			Loss and Loss Expense Payments							
				Loss Payments		Allocated Loss Expense Payments					
Years in Which Premiums Earned & Losses Incurred	2 Direct and Assumed	3 Ceded	4 Net (2 - 3)	5 Direct & Assum.	6 Ceded	7 Direct & Assum.	8 Ceded	9 Salvage and Subro. Received	10 Unalloc. Loss Expense Payments	11 Total Net Paid (5-6+7 -8+10)	12 Number of Claims Reported - Direct & Assum.
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
1. Prior ..	X X X X	X X X X	X X X X	958	413	(2,425)	(5,111)	0	66	3,297	X X X X
2. 1984....	33,479	14,855	18,624	36,385	23,921	17,136	8,819	0	1,830	22,611	0
3. 1985....	74,722	50,385	24,337	36,733	20,974	21,347	11,814	0	3,510	28,802	0
4. 1986....	120,483	56,536	63,947	39,230	16,266	20,558	9,185	0	3,279	37,616	0
5. 1987....	146,969	58,082	88,887	36,589	19,450	23,207	10,608	0	2,157	31,895	0
6. 1988....	154,675	37,465	117,210	35,033	5,629	18,169	2,188	0	2,564	47,949	0
7. 1989....	176,092	49,245	126,847	42,783	8,919	21,663	3,880	0	4,737	56,384	0
8. 1990....	170,611	66,453	104,158	35,723	18,393	15,448	5,840	0	3,939	30,877	0
9. 1991....	179,918	49,021	130,897	21,845	9,920	15,630	3,954	0	4,148	27,749	0
10. 1992....	170,424	46,207	124,217	10,654	16	6,349	526	0	4,482	20,943	0
11. 1993....	164,043	41,220	122,823	1,843	0	1,561	0	0	3,052	6,456	0
12. Totals .	X X X X	X X X X	X X X X	297,776	123,901	158,643	51,703	0	33,764	314,579	X X X X

<FN>
Note: For "prior," report amounts paid or received in current year only.
Report cumulative amounts paid or received for specific years. Report loss payments net of salvage and subrogation received.

<CAPTION>

	Losses Unpaid				Allocated Loss Expenses Unpaid							
	Case Basis		Bulk + IBNR		Case Basis		Bulk + IBNR					
	13 Direct & Assum.	14 Ceded	15 Direct & Assum.	16 Ceded	17 Direct & Assum.	18 Ceded	19 Direct & Assum.	20 Ceded	21 Salvage and Subro. Anticip.	22 Unalloc. Loss Expenses Unpaid	23 Total Net Loss. & Exp. Unpaid	24 Number of Claims Outstand. Direct & Assum.
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
1. Prior ..	(364)	(802)	0	0	578	381	50	0	0	0	685	0
2. 1984....	1,039	839	5	0	745	520	75	0	0	0	505	0
3. 1985....	2,606	2,582	3,570	1,160	424	757	850	712	0	76	2,315	0
4. 1986....	2,281	1,626	755	0	557	340	125	0	0	29	1,781	0
5. 1987....	4,980	2,100	1,506	0	1,338	368	150	0	0	38	5,544	0
6. 1988....	2,567	223	4,008	0	1,468	446	175	0	0	57	7,606	0
7. 1989....	8,907	853	6,256	5,405	4,468	2,096	1,936	1,346	0	728	12,595	0
8. 1990....	10,445	1,764	14,270	12,119	3,616	815	5,000	3,295	0	883	16,221	0
9. 1991....	17,813	1,151	30,550	19,119	6,343	329	12,000	7,295	0	1,682	40,494	0
10. 1992....	18,256	2,148	35,169	20,318	6,014	197	20,000	5,385	0	2,072	53,463	0
11. 1993....	9,248	(49)	61,920	21,361	6,839	89	55,873	35,162	0	2,267	79,584	0
12. Totals .	77,778	12,435	158,009	79,482	32,390	6,338	96,234	53,195	0	7,832	220,793	0

<CAPTION>

Total Losses and Loss Expenses Incurred	Loss and Loss Exp. Percentage (Incurred/Premiums Earned)	Discount for Time Value of Money	33	Net B/S Reserves After Discount

	25 Direct & Assum.	26 Ceded	27 Net *	28 Direct & Assum.	29 Ceded	30 Net	31 Loss	32 Loss Expense	Inter-Co. Pooling Particip. Percent.	34 Losses Unpaid	35 Loss Expenses Unpaid
1. Prior ..	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	0	0	X X X X	438	247
2. 1984....	57,215	34,099	23,116	170.9	229.5	124.1	0	0	0.0	205	300
3. 1985....	69,116	37,999	31,117	92.5	75.4	127.9	0	0	0.0	2,434	(119)
4. 1986....	66,814	27,417	39,397	55.5	48.5	61.6	0	0	0.0	1,410	371
5. 1987....	69,965	32,526	37,439	47.6	56.0	42.1	0	0	0.0	4,386	1,158
6. 1988....	64,041	8,486	55,555	41.4	22.7	47.4	0	0	0.0	6,352	1,254
7. 1989....	91,478	22,499	68,979	51.9	45.7	54.4	0	0	0.0	8,905	3,690
8. 1990....	89,324	42,226	47,098	52.4	63.5	45.2	0	0	0.0	10,832	5,389
9. 1991....	110,011	41,768	68,243	61.1	85.2	52.1	0	0	0.0	28,093	12,401
10. 1992....	102,996	28,590	74,406	60.4	61.9	59.9	0	0	0.0	30,959	22,504
11. 1993....	142,603	56,563	86,040	86.9	137.2	70.1	0	0	0.0	49,856	29,728
12. Totals .	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	0	0	X X X X	143,870	76,923

<FN>
*Net = (25 - 26) = (11 + 23)

<CAPTION>
ANNUAL STATEMENT FOR THE YEAR 1993 OF THE ORION CAPITAL COMPANIES
....
(Name)

SCHEDULE P - PART 1I - SPECIAL PROPERTY (FIRE, ALLIED LINES, INLAND MARINE, EARTHQUAKE, GLASS, BURGLARY AND THEFT)

(000 omitted)

1 Years in Which Prem Were Earned & Loss Were Incurred	Premiums Earned: 2 Direct and Assum.	3 Ceded	4 Net (2 - 3)	Loss Payments: 5 Direct & Assum.	6 Ceded	Allocated Loss Expense Payments: 7 Direct & Assum.	8 Ceded	9 Salvage and Subrog. Rec'd	10 Unalloc. Loss Expense Payments	11 Total Net Pd (5-6+7 -8+10)	12 Number of Claims Reported - Direct and Assum.
1. Prior	X X X X	X X X X	X X X X	4,662	266	950	22	221	1,667	6,991	X X X X
2. 1992.	12,287	2,068	10,219	11,259	1,478	322	47	13	74	10,130	X X X X
3. 1993.	16,189	4,322	11,867	7,936	1,018	239	27	4	73	7,203	X X X X
4. Total	X X X X	X X X X	X X X X	23,857	2,762	1,511	96	238	1,814	24,324	X X X X

<FN>
Note: For "prior," report amounts paid or received in current year only.
Report cumulative amounts paid or received for specific years. Report loss payments net of salvage and subrogation received.

<CAPTION>

	Losses Unpaid - Case Basis: 13 Direct & Assum.	14 Ceded	Losses Unpaid - Bulk + IBNR: 15 Direct and Assum.	16 Ceded	Allocated Loss Expenses Unpaid - Case Basis: 17 Direct and Assum.	18 Ceded	Allocated Loss Expenses Unpaid - Bulk + IBNR: 19 Direct & Assum.	20 Ceded	21 Salvage and Subrog. Antic.	22 Unalloc Loss Expense Unpaid	23 Total Net Losses & Expenses Unpaid	24 Number of Claims Outstanding Direct & Assum.
1. Prior	3,379	946	186	8	4	0	16	0	0	18	2,649	0
2. 1992.	3,151	810	335	34	11	0	8	0	0	9	2,670	0
3. 1993.	3,290	1,044	1,019	378	30	0	200	0	0	69	3,186	0
4. Total	9,820	2,800	1,540	420	45	0	224	0	0	96	8,505	0

<CAPTION>

	Total Losses and Loss Expenses Incurred: 25 Direct & Assum.	26 Ceded	27 Net *	Loss and Loss Exp. Percentage (Incurred/Premiums Earned): 28 Direct & Assum.	29 Ceded	30 Net	Disc. for Time Value of Money: 31 Loss	32 Loss Expense	33 Inter-Co. Pooling Particip. Percentage	Net B/S Reserves After Discount: 34 Losses Unpaid	35 Loss Exp. Unpaid
1. Prior	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	0	0	X X X X	2,611	38
2. 1992.	15,169	2,369	12,800	123.5	114.6	125.3	0	0	0.0	2,642	28

3. 1993.	12,856	2,467	10,389	79.4	57.1	87.5	0	0	0.0	2,887	299
4. Total	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	0	0	X X X X	8,140	365

<FN>
*Net = (25 - 26) = (11 + 23)

<CAPTION>

SCHEDULE P - PART 1J - AUTO PHYSICAL DAMAGE

(000 omitted)

1	Premiums Earned			Loss and Loss Expense Payments							
				Loss Payments		Allocated Loss Expense Payments					
Years in Which Prem Were Earned & Loss Were Incurred	2 Direct and Assum.	3 Ceded	4 Net (2 - 3)	5 Direct and Assum	6 Ceded	7 Direct and Assum.	8 Ceded	9 Salvage and Subrog. Rec'd	10 Unallocate Loss Expense Payments	11 Total Net Pd. (5-6+7 -8+10)	12 Number of Claims Reported - Direct and Assum.
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
1. Prior	X X X X	X X X X	X X X X	331	3	29	0	4,047	2,933	3,290	X X X X
2. 1992.	5,338	927	4,411	2,666	376	118	29	101	113	2,492	0
3. 1993.	24,452	2,217	22,235	10,830	630	465	4	268	486	11,147	0
4. Total	X X X X	X X X X	X X X X	13,827	1,009	612	33	4,416	3,532	16,929	X X X X

<FN>
Note: For "prior," report amounts paid or received in current year only.
Report cumulative amounts paid or received for specific years. Report loss payments net of salvage and subrogation received.

<CAPTION>

	Losses Unpaid				Allocated Loss Expenses Unpaid							
	Case Basis		Bulk + IBNR		Case Basis		Bulk + IBNR					
	13 Direct & Assum.	14 Ceded	15 Direct and Assum.	16 Ceded	17 Direct and Assum.	18 Ceded	19 Direct & Assum.	20 Ceded	21 Salvage and Subrog. Antic.	22 Unalloc Loss Expense Unpaid	23 Total Net Losses & Expenses Unpaid	24 Number of Claims Outstanding Direct & Assum.
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
1. Prior	513	3	105	0	0	0	0	0	0	0	615	0
2. 1992.	325	3	241	0	1	0	0	0	0	0	564	0
3. 1993.	972	30	1,590	0	3	0	33	0	0	108	2,676	0
4. Total	1,810	36	1,936	0	4	0	33	0	0	108	3,855	0

<CAPTION>

	Total Losses and Loss Expenses Incurred			Loss and Loss Exp. Percentage (Incurred/Premiums Earned)			Disc. for Time Value of Money		33	Net B/S Reserves After Discount	
	25 Direct & Assum.	26 Ceded	27 Net *	28 Direct & Assum.	29 Ceded	30 Net	31 Loss	32 Loss Expense	Inter-Co. Pooling Particip. Percentage	34 Losses Unpaid	35 Loss Exp. Unpaid
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
1. Prior	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	0	0	X X X X	615	0
2. 1992.	3,464	408	3,056	64.9	44.0	69.3	0	0	0.0	563	1
3. 1993.	14,487	664	13,823	59.2	30.0	62.2	0	0	0.0	2,532	144
4. Total	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	0	0	X X X X	3,710	145

<FN>
*Net = (25 - 26) = (11 + 23)

<CAPTION>

ANNUAL STATEMENT FOR THE YEAR 1993 OF THE ORION CAPITAL COMPANIES
....
(Name)

SCHEDULE P - PART 1K - FIDELITY, SURETY, FINANCIAL GUARANTY, MORTGAGE GUARANTY

(000 omitted)

1	Premiums Earned			Loss and Loss Expense Payments							
				Loss Payments		Allocated Loss Expense Payments					
Years in Which Prem Were Earned & Loss Were	2 Direct and	3 Ceded	4 Net (2 - 3)	5 Direct	6	7 Direct	8	9 Salvage and Subrog.	10 Unallocate Loss Expense	11 Total Net Pd (5-6+7	12 Number of Claims Reported - Direct and

Incurred	Assum.			& Assum.	Ceded	& Assum.	Ceded	Rec'd	Payments	-8+10)	Assum.
1. Prior	X X X X	X X X X	X X X X	396	0	145	0	0	63	604	X X X X
2. 1992.	10,444	2,537	7,907	2,668	308	818	86	0	165	3,257	X X X X
3. 1993.	19,599	7,065	12,534	1,097	620	262	155	0	144	728	X X X X
4. Total	X X X X	X X X X	X X X X	4,161	928	1,225	241	0	372	4,589	X X X X

<FN>
Note: For "prior," report amounts paid or received in current year only.
Report cumulative amounts paid or received for specific years. Report loss payments net of salvage and subrogation received.

<CAPTION>

	Losses Unpaid				Allocated Loss Expenses Unpaid				21	22	23	24
	Case Basis		Bulk + IBNR		Case Basis		Bulk + IBNR		Salvage and Subrog. Antic.	Unalloc Loss Expense Unpaid	Total Net Losses & Expenses Unpaid	Number of Claims Outstanding Direct & Assum.
	13 Direct & Assum.	14 Ceded	15 Direct and Assum.	16 Ceded	17 Direct & Assum.	18 Ceded	19 Direct & Assum.	20 Ceded				
1. Prior	366	0	0	0	0	0	19	0	0	2	387	0
2. 1992.	1,984	825	0	0	0	0	70	33	0	7	1,236	0
3. 1993.	463	277	2,329	1,031	0	0	48	0	0	5	1,537	0
4. Total	2,813	1,102	2,329	1,031	0	0	137	33	0	14	3,160	0

<CAPTION>

	Total Losses and Loss Expenses Incurred			Loss and Loss Exp. Percentage (Incurred/Premiums Earned)			Disc. for Time Value of Money		33	Net B/S Reserves After Discount	
	25 Direct & Assum.	26 Ceded	27 Net *	28 Direct & Assum.	29 Ceded	30 Net	31 Loss	32 Loss Expense	Inter-Co. Pooling Particip. Percentage	34 Losses Unpaid	35 Loss Exp. Unpaid
1. Prior	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	0	0	X X X X	366	21
2. 1992.	5,712	1,219	4,493	54.7	48.0	56.8	0	0	0.0	1,159	77
3. 1993.	4,348	2,083	2,265	22.2	29.5	18.1	0	0	0.0	1,484	53
4. Total	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	0	0	X X X X	3,009	151

<FN>
*Net = (25 - 26) = (11 + 23)

<CAPTION>
SCHEDULE P - PART 1L - OTHER (INCLUDING CREDIT, ACCIDENT AND HEALTH)

(000 omitted)

1	Premiums Earned			Loss and Loss Expense Payments							
Years in Which Prem Were Earned & Loss Were Incurred	2 Direct and Assum.	3 Ceded	4 Net (2 - 3)	Loss Payments 5 Direct & Assum.	6 Ceded	Allocated Loss Expense Payments 7 Direct and Assum.	8 Ceded	9 Salvage and Subrog. Rec'd	10 Unallocate Loss Expense Payments	11 Total Net Pd (5-6+7 -8+10)	12 Number of Claims Reported - Direct and Assum.
1. Prior	X X X X	X X X X	X X X X	19	2	0	0	0	370	387	X X X X
2. 1992.	33,257	32,472	785	5,002	4,798	302	259	0	31	278	X X X X
3. 1993.	19,188	16,560	2,628	5,047	4,843	239	235	0	95	303	X X X X
4. Total	X X X X	X X X X	X X X X	10,068	9,643	541	494	0	496	968	X X X X

<FN>
Note: For "prior," report amounts paid or received in current year only.
Report cumulative amounts paid or received for specific years. Report loss payments net of salvage and subrogation received.

<CAPTION>

	Losses Unpaid				Allocated Loss Expenses Unpaid				21	22	23	24
	Case Basis		Bulk + IBNR		Case Basis		Bulk + IBNR		Salvage and Subrog.	Unalloc Loss Expense	Total Net Losses & Expenses	Number of Claims Outstanding Direct &
	13 Direct	14	15 Direct	16	17 Direct	18	19 Direct	20				

	& Assum.	Ceded	and Assum.	Ceded	& Assum.	Ceded	& Assum.	Ceded	Antic.	Unpaid	Unpaid	Assum.
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
1. Prior	35	4	0	0	0	0	0	0	0	2	33	0
2. 1992.	52	0	0	0	0	0	6	0	0	11	69	0
3. 1993.	548	440	1,158	15	0	0	75	0	0	121	1,447	0
4. Total	635	444	1,158	15	0	0	81	0	0	134	1,549	0

<CAPTION>

	Total Losses and Loss Expenses Incurred			Loss and Loss Expense Percentag (Incurred/Premiums Earned)			Dis. for Time Value of Money		33	Net B/S Reserves After Discount	
	25	26	27	28	29	30	31	32	Inter-Co. Pooling Particip. Percentage	34	35
	Direct & Assum.	Ceded	Net *	Direct & Assum.	Ceded	Net	Loss	Loss Expense		Losses Unpaid	Loss Exp. Unpaid
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
1. Prior	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	0	0	X X X X	31	2
2. 1992.	5,404	5,057	347	16.2	15.6	44.2	0	0	0.0	52	17
3. 1993.	7,283	5,533	1,750	38.0	33.4	66.6	0	0	0.0	1,251	196
4. Total	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	0	0	X X X X	1,334	215

<FN>
*Net = (25 - 26) = (11 + 23)

<CAPTION>
ANNUAL STATEMENT FOR THE YEAR 1993 OF THE ORION CAPITAL COMPANIES
....
(Name)

SCHEDULE P - PART 1M - INTERNATIONAL

(000 omitted)

1 Years in Which Prem Were Earned & Loss Were Incurred	Premiums Earned			Loss and Loss Expense Payments							12
	2	3	4	Loss Payments		Allocated Loss Expense Payments		9	10	11	Number of Claims
	Direct and Assum.	Ceded	Net (2 - 3)	5 Direct and Assum	6 Ceded	7 Direct and Assum.	8 Ceded	Salvage and Subrog. Rec'd	Unallocate Loss Expense Payments	Total Net Pd (5-6+7 -8+10)	Reported Direct & Assum.
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
1. Prior	X X X X	X X X X	X X X X	0	0	0	0	0	0	0	X X X X
2. 1984.	0	0	0	0	0	0	0	0	0	0	X X X X
3. 1985.	0	0	0	0	0	0	0	0	0	0	X X X X
4. 1986.	0	0	0	0	0	0	0	0	0	0	X X X X
5. 1987.	0	0	0	0	0	0	0	0	0	0	X X X X
6. 1988.	0	0	0	0	0	0	0	0	0	0	X X X X
7. 1989.	0	0	0	0	0	0	0	0	0	0	X X X X
8. 1990.	0	0	0	0	0	0	0	0	0	0	X X X X
9. 1991.	0	0	0	0	0	0	0	0	0	0	X X X X
10. 1992.	0	0	0	0	0	0	0	0	0	0	X X X X
11. 1993.	61	0	61	62	0	0	0	0	0	62	X X X X
12. Total	X X X X	X X X X	X X X X	62	0	0	0	0	0	62	X X X X

<FN>
Note: For "prior," report amounts paid or received in current year only.
Report cumulative amounts paid or received for specific years. Report loss payments net of salvage and subrogation received

<CAPTION>

	Losses Unpaid				Allocated Loss Expenses Unpaid				21	22	23	24
	Case Basis		Bulk + IBNR		Case Basis		Bulk + IBNR					Number of
	13 Direct & Assum.	14 Ceded	15 Direct and Assum.	16 Ceded	17 Direct and Assum.	18 Ceded	19 Direct &Assum.	20 Ceded	Salvage and Subrog. Antic.	Unall. Loss Exp. Unpaid	Total Net Loss and Exp. Unpaid	Claims Outstand. Direct & Assum.
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
1. Prior	0	0	0	0	0	0	0	0	0	0	0	0
2. 1984.	0	0	0	0	0	0	0	0	0	0	0	0
3. 1985.	0	0	0	0	0	0	0	0	0	0	0	0
4. 1986.	0	0	0	0	0	0	0	0	0	0	0	0
5. 1987.	0	0	0	0	0	0	0	0	0	0	0	0
6. 1988.	0	0	0	0	0	0	0	0	0	0	0	0
7. 1989.	0	0	0	0	0	0	0	0	0	0	0	0
8. 1990.	0	0	0	0	0	0	0	0	0	0	0	0

9. 1991.	0	0	0	0	0	0	0	0	0	0	0	0
10. 1992.	0	0	0	0	0	0	0	0	0	0	0	0
11. 1993.	108	0	4	0	0	0	0	0	0	0	112	0
12. Total	108	0	4	0	0	0	0	0	0	0	112	0

<CAPTION>

	Total Losses and Loss Expenses Incurred			Loss and Loss Exp. Percentage (Incurred/Premiums Earned)			Disc. for Time Value of Money		33 Inter-Co. Pooling Particip. Percentage	Net B/S Reserves After Discount	
	25 Direct and Assum	26 Ceded	27 Net *	28 Direct and Assum	29 Ceded	30 Net	31 Loss	32 Loss Expense		34 Losses Unpaid	35 Loss Exp. Unpaid
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
1. Prior	X X X	X X X X	X X X X	X X X	X X X X	X X X X	0	0	X X X X	0	0
2. 1984.	0	0	0	0.0	0.0	0.0	0	0	0.0	0	0
3. 1985.	0	0	0	0.0	0.0	0.0	0	0	0.0	0	0
4. 1986.	0	0	0	0.0	0.0	0.0	0	0	0.0	0	0
5. 1987.	0	0	0	0.0	0.0	0.0	0	0	0.0	0	0
6. 1988.	0	0	0	0.0	0.0	0.0	0	0	0.0	0	0
7. 1989.	0	0	0	0.0	0.0	0.0	0	0	0.0	0	0
8. 1990.	0	0	0	0.0	0.0	0.0	0	0	0.0	0	0
9. 1991.	0	0	0	0.0	0.0	0.0	0	0	0.0	0	0
10. 1992.	0	0	0	0.0	0.0	0.0	0	0	0.0	0	0
11. 1993.	174	0	174	285.2	0.0	285.2	0	0	0.0	112	0
12. Total	X X X X	X X X X	X X X X	X X X	X X X X	X X X X	0	0	X X X X	112	0

<FN>
*Net = (25 - 26) = (11 + 23)

<CAPTION>

ANNUAL STATEMENT FOR THE YEAR 1993 OF THE ORION CAPITAL COMPANIES
....
(Name)

SCHEDULE P - PART 1N - REINSURANCE A

(000 omitted)

1	Premiums Earned			Loss and Loss Expense Payments							
Years in Which Prem Were Earned & Loss Were Incurred	2 Direct and Assum.	3 Ceded	4 Net (2 - 3)	Loss Payments 5 Direct & Assum.	6 Ceded	Allocated Loss Expense Payments 7 Direct & Assum.	8 Ceded	9 Salvage and Subrog. Rec'd	10 Unallocate Loss Expense Payments	11 Total Net Pd (5-6+7 -8+10)	12 Number of Claims Reported - Direct and Assum.
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
1. 1988.	0	0	0	0	0	0	0	0	0	0	X X X X
2. 1989.	0	0	0	0	0	0	0	0	0	0	X X X X
3. 1990.	0	0	0	0	0	0	0	0	0	0	X X X X
4. 1991.	0	0	0	0	0	0	0	0	0	0	X X X X
5. 1992.	0	0	0	0	0	0	0	0	0	0	X X X X
6. 1993.	0	0	0	0	0	0	0	0	0	0	X X X X
7. Total	X X X X	X X X X	X X X X	0	0	0	0	0	0	0	X X X X

<FN>
NOTE: Report cumulative amounts paid or received for specific years. Report loss payments net of salvage and subrogation received.

<CAPTION>

	Losses Unpaid				Allocated Loss Expenses Unpaid							
	Case Basis		Bulk + IBNR		Case Basis		Bulk + IBNR		21	22	23	24
	13 Direct and Assum.	14 Ceded	15 Direct and Assum.	16 Ceded	17 Direct and Assum.	18 Ceded	19 Direct & Assu	20 Ceded	Salvage and Subrog. Antic.	Unalloc Loss Expense Unpaid	Total Net Losses & Expenses Unpaid	Number of Claims Outstanding Direct & Assum.
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
1. 1988.	0	0	0	0	0	0	0	0	0	0	0	X X X X
2. 1989.	0	0	0	0	0	0	0	0	0	0	0	X X X X
3. 1990.	0	0	0	0	0	0	0	0	0	0	0	X X X X
4. 1991.	0	0	0	0	0	0	0	0	0	0	0	X X X X
5. 1992.	0	0	0	0	0	0	0	0	0	0	0	X X X X
6. 1993.	0	0	0	0	0	0	0	0	0	0	0	X X X X
7. Total	0	0	0	0	0	0	0	0	0	0	0	X X X X

<CAPTION>

	Total Losses and Loss Expenses Incurred			Loss and Loss Exp. Percentage (Incurred/Premiums Earned)			Disc. for Time Value of Money		33	Net B/S Reserves After Discount	
	25	26	27	28	29	30	31	32	Inter-Co. Pooling	34	35
	Direct & Assum.	Ceded	Net *	Direct & Assum.	Ceded	Net	Loss	Loss Expense	Particip. Percentage	Losses Unpaid	Loss Exp. Unpaid
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
1. 1988.	0	0	0	0.0	0.0	0.0	0	0	0.0	0	0
2. 1989.	0	0	0	0.0	0.0	0.0	0	0	0.0	0	0
3. 1990.	0	0	0	0.0	0.0	0.0	0	0	0.0	0	0
4. 1991.	0	0	0	0.0	0.0	0.0	0	0	0.0	0	0
5. 1992.	0	0	0	0.0	0.0	0.0	0	0	0.0	0	0
6. 1993.	0	0	0	0.0	0.0	0.0	0	0	0.0	0	0
7. Total	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	0	0	X X X X	0	0

<FN>
*Net = (25 - 26) = (11 + 23)

<CAPTION>

SCHEDULE P - PART 1O - REINSURANCE B
(000 omitted)

1	Premiums Earned			Loss and Loss Expense Payments							
Years in Which Prem Were Earned & Loss Were Incurred	2	3	4	Loss Payments		Allocated Loss Expense Payments		9	10	11	12
	Direct and Assum.	Ceded	Net (2 - 3)	5 Direct & Assum.	6 Ceded	7 Direct and Assum.	8 Ceded	Salvage and Subrog. Rec'd	Unallocate Loss Expense Payments	Total Net Pd (5-6+7 -8+10)	Number of Claims Reported - Direct and Assum.
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
1. 1988.	0	0	0	0	0	0	0	0	0	0	X X X X
2. 1989.	0	0	0	0	0	0	0	0	0	0	X X X X
3. 1990.	0	0	0	0	0	0	0	0	0	0	X X X X
4. 1991.	0	0	0	0	0	0	0	0	0	0	X X X X
5. 1992.	0	0	0	0	0	0	0	0	0	0	X X X X
6. 1993.	0	0	0	0	0	0	0	0	0	0	X X X X
7. Total	X X X X	X X X X	X X X X	0	0	0	0	0	0	0	X X X X

<FN>
NOTE: Report cumulative amounts paid or received for specific years. Report loss payments net of salvage and subrogation received.

<CAPTION>

	Losses Unpaid				Allocated Loss Expenses U				21	22	23	24
	Case Basis		Bulk + IBNR		Case Basis		Bulk + IBNR		Salvage and Subrog. Antic.	Unalloc Loss Expense Unpaid	Total Net Losses & Expenses Unpaid	Number of Claims Outstanding Direct and Assum.
	13 Direct and Assum.	14 Ceded	15 Direct and Assum.	16 Ceded	17 Direct and Assum.	18 Ceded	19 Direct & Assu	20 Ceded				
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
1. 1988.	0	0	0	0	0	0	0	0	0	0	0	X X X X
2. 1989.	0	0	0	0	0	0	0	0	0	0	0	X X X X
3. 1990.	0	0	0	0	0	0	0	0	0	0	0	X X X X
4. 1991.	0	0	0	0	0	0	0	0	0	0	0	X X X X
5. 1992.	0	0	0	0	0	0	0	0	0	0	0	X X X X
6. 1993.	0	0	0	0	0	0	0	0	0	0	0	X X X X
7. Total	0	0	0	0	0	0	0	0	0	0	0	X X X X

<CAPTION>

	Total Losses and Loss Expenses Incurred			Loss and Loss Exp. Percentage (Incurred/Premiums Earned)			Disc. for Time Value of Money		33	Net B/S Reserves After Discount	
	25	26	27	28	29	30	31	32	Inter-Co. Pooling	34	35
	Direct & Assum.	Ceded	Net *	Direct & Assum.	Ceded	Net	Loss	Loss Expense	Particip. Percentage	Losses Unpaid	Loss Exp. Unpaid
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
1. 1988.	0	0	0	0.0	0.0	0.0	0	0	0.0	0	0

2. 1989.	0	0	0	0.0	0.0	0.0	0	0	0.0	0	0
3. 1990.	0	0	0	0.0	0.0	0.0	0	0	0.0	0	0
4. 1991.	0	0	0	0.0	0.0	0.0	0	0	0.0	0	0
5. 1992.	0	0	0	0.0	0.0	0.0	0	0	0.0	0	0
6. 1993.	0	0	0	0.0	0.0	0.0	0	0	0.0	0	0
7. Total	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	0	0	X X X X	0	0

<FN>
*Net = (25 - 26) = (11 + 23)

<CAPTION>

ANNUAL STATEMENT FOR THE YEAR 1993 OF THE ORION CAPITAL COMPANIES
....
(Name)

SCHEDULE P - PART 1P - REINSURANCE C

(000 omitted)

1	Premiums Earned			Loss and Loss Expense Payments							
				Loss Payments		Allocated Loss Expense Payments					
Years in Which Prem Were Earned & Loss Were Incurred	2 Direct and Assum.	3 Ceded	4 Net (2 - 3)	5 Direct & Assum.	6 Ceded	7 Direct & Assum.	8 Ceded	9 Salvag and Subrog Rec'd	10 Unallocate Loss Expense Payments	11 Total Net Pd (5-6+7 -8+10)	12 Number of Claims Reported - Direct and Assum.
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
1. 1988.	0	0	0	0	0	0	0	0	0	0	X X X X
2. 1989.	0	0	0	0	0	0	0	0	0	0	X X X X
3. 1990.	0	0	0	0	0	0	0	0	0	0	X X X X
4. 1991.	0	0	0	0	0	0	0	0	0	0	X X X X
5. 1992.	0	0	0	0	0	0	0	0	0	0	X X X X
6. 1993.	0	0	0	0	0	0	0	0	0	0	X X X X
7. Total	X X X X	X X X X	X X X X	0	0	0	0	0	0	0	X X X X

<FN>

NOTE: Report cumulative amounts paid or received for specific years. Report loss payments net of salvage and subrogation received.

<CAPTION>

	Losses Unpaid				Allocated Loss Expenses Unpaid							
	Case Basis		Bulk + IBNR		Case Basis		Bulk + IBNR					
	13 Direct and Assum.	14 Ceded	15 Direct and Assum.	16 Ceded	17 Direct and Assum.	18 Ceded	19 Direct & Assum	20 Ceded	21 Salvage and Subrog. Anticip.	22 Unalloc Loss Expense Unpaid	23 Total Net Losses & Expense Unpaid	24 Number of Claims Outstanding Direct & Assum.
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
1. 1988.	0	0	0	0	0	0	0	0	0	0	0	X X X X
2. 1989.	0	0	0	0	0	0	0	0	0	0	0	X X X X
3. 1990.	0	0	0	0	0	0	0	0	0	0	0	X X X X
4. 1991.	0	0	0	0	0	0	0	0	0	0	0	X X X X
5. 1992.	0	0	0	0	0	0	0	0	0	0	0	X X X X
6. 1993.	0	0	0	0	0	0	0	0	0	0	0	X X X X
7. Total	0	0	0	0	0	0	0	0	0	0	0	X X X X

<CAPTION>

	Total Losses and Loss Expenses Incurred			Loss and Loss Exp. Percentage (Incurred/Premiums Earned)			Disc. for Time Value of Money		33	Net B/S Reserves After Discount	
	25 Direct and Assum.	26 Ceded	27 Net *	28 Direct and Assum.	29 Ceded	30 Net	31 Loss	32 Loss Exp.	Inter-Co. Pooling Particip. Percentage	34 Losses Unpaid	35 Loss Exp. Unpaid
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
1. 1988.	0	0	0	0.0	0.0	0.0	0	0	0.0	0	0
2. 1989.	0	0	0	0.0	0.0	0.0	0	0	0.0	0	0
3. 1990.	0	0	0	0.0	0.0	0.0	0	0	0.0	0	0
4. 1991.	0	0	0	0.0	0.0	0.0	0	0	0.0	0	0
5. 1992.	0	0	0	0.0	0.0	0.0	0	0	0.0	0	0
6. 1993.	0	0	0	0.0	0.0	0.0	0	0	0.0	0	0
7. Total	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	0	0	X X X X	0	0

<FN>

*Net = (25 - 26) = (11 + 23)

<CAPTION>

SCHEDULE P - PART 1Q - REINSURANCE D

(000 omitted)

1 Years in Which Prem Were Earned & Loss Were Incurred	Premiums Earned: 2 Direct and Assum.	3 Ceded	4 Net (2 - 3)	Loss Payments: 5 Direct and Assum.	6 Ceded	Allocated Loss Expense Payments: 7 Direct and Assum.	8 Ceded	9 Salvag and Subrog Rec'd	10 Unallocate Loss Expense Payments	11 Total Net Pd (5-6+7 -8+10)	12 Number of Claims Reported - Direct & Assum.
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
1. Prior	X X X X	X X X X	X X X X	4,182	2,259	91	34	0	0	1,980	X X X X
2. 1984.	2,212	(2,809)	5,021	822	0	6	0	0	409	1,237	X X X X
3. 1985.	13,402	11,545	1,857	247	0	35	0	0	12	294	X X X X
4. 1986.	(12,711)	(11,557)	(1,154)	(118)	0	7	0	0	(9)	(120)	X X X X
5. 1987.	10,623	12,020	(1,397)	17	0	0	0	0	(26)	(9)	X X X X
6. Total	X X X X	X X X X	X X X X	5,150	2,259	139	34	0	386	3,382	X X X X

<FN>
NOTE: For "prior," report amounts paid or received in current year only.
Report cumulative amounts paid or received for specific years. Report loss payments net of salvage and subrogation received.

<CAPTION>

	Losses Unpaid: Case Basis: 13 Direct and Assum.	14 Ceded	Bulk + IBNR: 15 Direct and Assum.	16 Ceded	Allocated Loss Expenses Unpaid: Case Basis: 17 Direct & Assum.	18 Ceded	Bulk + IBNR: 19 Direct &Assum.	20 Ceded	21 Salvage and Subrog. Antic.	22 Unalloc Loss Expense Unpaid	23 Total Net Losses & Expenses Unpaid	24 Number of Claims Outstanding Direct and Assum.
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
1. Prior	28,239	17,964	3,061	1,084	0	0	56	(209)	0	0	12,517	X X X X
2. 1984.	362	0	0	0	0	0	0	0	0	0	362	X X X X
3. 1985.	909	0	1,143	0	0	0	60	0	0	0	2,112	X X X X
4. 1986.	0	0	0	0	0	0	0	0	0	0	0	X X X X
5. 1987.	0	0	0	0	0	0	0	0	0	0	0	X X X X
6. Total	29,510	17,964	4,204	1,084	0	0	116	(209)	0	0	14,991	X X X X

<CAPTION>

	Total Losses and Loss Expenses Incurred: 25 Direct and Assum.	26 Ceded	27 Net *	Loss and Loss Exp. Percentage (Incurred/Premiums Earned): 28 Direct and Assum.	29 Ceded	30 Net	Disc. for Time Value of Money: 31 Loss	32 Loss Exp.	33 Inter-Co. Pooling Particip. Percentage	Net B/S Reserves After Discount: 34 Losses Unpaid	35 Loss Exp. Unpaid
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
1. Prior	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	0	0	0.0	12,252	265
2. 1984.	1,599	0	1,599	72.3	0.0	31.8	0	0	0.0	362	0
3. 1985.	2,406	0	2,406	18.0	0.0	129.6	0	0	0.0	2,052	60
4. 1986.	(120)	0	(120)	0.9	0.0	10.4	0	0	0.0	0	0
5. 1987.	(9)	0	(9)	(0.1)	0.0	0.6	0	0	0.0	0	0
6. Total	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	0	0	X X X X	14,666	325

<FN>
*Net = (25 - 26) = (11 + 23)

<CAPTION>

ANNUAL STATEMENT FOR THE YEAR 1993 OF THE ORION CAPITAL COMPANIES
....
(Name)

SCHEDULE P - PART 1R - SECTION 1 - PRODUCTS LIABILITY - OCCURRENCE

(000 omitted)

1 Years in Which Prem Were Earned	Premiums Earned: 2 Direct	3	4 Net	Loss and Loss Expense Payments: Loss Payments: 5	6	Allocated Loss Expense Payments: 7	8	9 Salvage and	10 Unallocate Loss	11 Total Net Pd	12 Number of Claims Reported

Loss Were Incurred	and Assum.	Ceded	(2 - 3)	Direct and Assum.	Ceded	Direct and Assum.	Ceded	Subrog. Rec'd	Expense Payments	(5-6+7 -8+10)	Direct & Assum.
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
1. Prior	X X X X	X X X X	X X X X	184	0	7	0	0	0	191	X X X X
2. 1984.	1,072	0	1,072	518	0	40	0	0	0	558	0
3. 1985.	1,850	0	1,850	163	0	4	0	0	0	167	0
4. 1986.	3,005	0	3,005	107	0	3	0	0	0	110	0
5. 1987.	3,244	0	3,244	439	0	(19)	0	0	0	420	0
6. 1988.	3,453	0	3,453	998	0	(40)	0	0	0	958	0
7. 1989.	2,682	0	2,682	104	0	(1)	0	0	0	103	0
8. 1990.	2,419	0	2,419	142	0	(9)	0	0	0	133	0
9. 1991.	3,136	0	3,136	0	0	0	0	0	0	0	0
10. 1992.	1,920	0	1,920	0	0	0	0	0	0	0	0
11. 1993.	1,951	0	1,951	0	0	0	0	0	0	0	0
12. Total	X X X X	X X X X	X X X X	2,655	0	(15)	0	0	0	2,640	X X X X

<FN>
Note: For "prior," report amounts paid or received in current year only.
Report cumulative amounts paid or received for specific years. Report loss payments net of salvage and subrogation received.

<CAPTION>

	Losses Unpaid				Allocated Loss Expenses Unpaid							
	Case Basis		Bulk + IBNR		Case Basis		Bulk + IBNR		21	22	23	24
	13	14	15	16	17	18	19	20	Salvage and Subrog. Antic.	Unall. Loss Exp. Unpaid	Total Net Loss & Expense Unpaid	Number of Claims Outstanding Direct and Assum.
	Direct and Assum.	Ceded	Direct and Assum.	Ceded	Direct and Assum.	Ceded	Direct &Assum.	Ceded				
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
1. Prior	3,661	2,086	310	0	0	0	12	0	0	36	1,933	0
2. 1984.	301	0	10	0	0	0	0	0	0	0	311	0
3. 1985.	24	0	221	0	0	0	0	0	0	0	245	0
4. 1986.	25	0	322	0	0	0	0	0	0	0	347	0
5. 1987.	20	0	638	0	0	0	0	0	0	0	658	0
6. 1988.	251	0	901	0	0	0	0	0	0	0	1,152	0
7. 1989.	256	0	1,750	0	30	0	0	0	0	0	2,036	0
8. 1990.	36	0	1,855	0	35	0	0	0	0	0	1,926	0
9. 1991.	32	0	2,200	0	50	0	0	0	0	0	2,282	0
10. 1992.	12	0	1,078	0	65	0	0	0	0	0	1,155	0
11. 1993.	16	0	1,248	0	75	0	0	0	0	0	1,339	0
12. Total	4,634	2,086	10,533	0	255	0	12	0	0	36	13,384	0

<CAPTION>

	Total Losses and Loss Expenses Incurred			Loss and Loss Exp. Percentage (Incurred/Premiums Earned)			Disc. for Time Value of Money		33	Net B/S Reserves After Discount	
	25	26	27	28	29	30	31	32	Inter-Co. Pooling Particip. Percentage	34	35
	Direct and Assum.	Ceded	Net *	Direct and Assum.	Ceded	Net	Loss	Loss Expense		Losses Unpaid	Loss Exp. Unpaid
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
1. Prior	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	0	0	X X X X	1,885	48
2. 1984.	869	0	869	81.1	0.0	81.1	0	0	0.0	311	0
3. 1985.	412	0	412	22.3	0.0	22.3	0	0	0.0	245	0
4. 1986.	457	0	457	15.2	0.0	15.2	0	0	0.0	347	0
5. 1987.	1,078	0	1,078	33.2	0.0	33.2	0	0	0.0	658	0
6. 1988.	2,110	0	2,110	61.1	0.0	61.1	0	0	0.0	1,152	0
7. 1989.	2,139	0	2,139	79.8	0.0	79.8	0	0	0.0	2,006	30
8. 1990.	2,059	0	2,059	85.1	0.0	85.1	0	0	0.0	1,891	35
9. 1991.	2,282	0	2,282	72.8	0.0	72.8	0	0	0.0	2,232	50
10. 1992.	1,155	0	1,155	60.2	0.0	60.2	0	0	0.0	1,090	65
11. 1993.	1,339	0	1,339	68.6	0.0	68.6	0	0	0.0	1,264	75
12. Total	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	0	0	X X X X	******	303

<FN>
*Net = (25 - 26) = (11 + 23)

<CAPTION>

ANNUAL STATEMENT FOR THE YEAR 1993 OF THE ORION CAPITAL COMPANIES
....
(Name)

SCHEDULE P - PART 1R - SECTION 2 - PRODUCTS LIABILITY - CLAIMS-MADE

(000 omitted)

1	Premiums Earned	Loss and Loss Expense Payments	12

Years in Which Prem Were Earned & Loss Were Incurred	2 Direct and Assum.	3 Ceded	4 Net (2 - 3)	Loss Payments: 5 Direct and Assum	Loss Payments: 6 Ceded	Allocated Loss Expense Payments: 7 Direct and Assum.	Allocated Loss Expense Payments: 8 Ceded	9 Salvage and Subrog. Rec'd	10 Unallocate Loss Expense Payments	11 Total Net Pd (5-6+7 -8+10)	Number of Claims Reported Direct & Assum.
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
1. Prior	X X X X	X X X X	X X X X	0	0	0	0	0	0	0	X X X X
2. 1984.	0	0	0	0	0	0	0	0	0	0	0
3. 1985.	0	0	0	0	0	0	0	0	0	0	0
4. 1986.	0	0	0	0	0	0	0	0	0	0	0
5. 1987.	0	0	0	0	0	0	0	0	0	0	0
6. 1988.	0	0	0	0	0	0	0	0	0	0	0
7. 1989.	0	0	0	0	0	0	0	0	0	0	0
8. 1990.	0	0	0	0	0	0	0	0	0	0	0
9. 1991.	0	0	0	0	0	0	0	0	0	0	0
10. 1992.	0	0	0	0	0	0	0	0	0	0	0
11. 1993.	0	0	0	0	0	0	0	0	0	0	0
12. Total	X X X X	X X X X	X X X X	0	0	0	0	0	0	0	X X X X

<FN>
Note: For "prior," report amounts paid or received in current year only.
Report cumulative amounts paid or received for specific years. Report loss payments net of salvage and subrogation received.

<CAPTION>

	Losses Unpaid: Case Basis: 13 Direct & Assum.	Losses Unpaid: Case Basis: 14 Ceded	Losses Unpaid: Bulk + IBNR: 15 Direct and Assum.	Losses Unpaid: Bulk + IBNR: 16 Ceded	Allocated Loss Expenses Unpaid: Case Basis: 17 Direct and Assum	Allocated Loss Expenses Unpaid: Case Basis: 18 Ceded	Allocated Loss Expenses Unpaid: Bulk + IBNR: 19 Direct & Assum.	Allocated Loss Expenses Unpaid: Bulk + IBNR: 20 Ceded	21 Salvage and Subrog. Antic.	22 Unall. Loss Exp. Unpaid	23 Total Net Loss & Expenses Unpaid	24 Number of Claims Outstand. Direct & Assum.
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
1. Prior	0	0	0	0	0	0	0	0	0	0	0	0
2. 1984.	0	0	0	0	0	0	0	0	0	0	0	0
3. 1985.	0	0	0	0	0	0	0	0	0	0	0	0
4. 1986.	0	0	0	0	0	0	0	0	0	0	0	0
5. 1987.	0	0	0	0	0	0	0	0	0	0	0	0
6. 1988.	0	0	0	0	0	0	0	0	0	0	0	0
7. 1989.	0	0	0	0	0	0	0	0	0	0	0	0
8. 1990.	0	0	0	0	0	0	0	0	0	0	0	0
9. 1991.	0	0	0	0	0	0	0	0	0	0	0	0
10. 1992.	0	0	0	0	0	0	0	0	0	0	0	0
11. 1993.	0	0	0	0	0	0	0	0	0	0	0	0
12. Total	0	0	0	0	0	0	0	0	0	0	0	0

<CAPTION>

	Total Losses and Loss Expenses Incurred: 25 Direct and Assum	Total Losses and Loss Expenses Incurred: 26 Ceded	Total Losses and Loss Expenses Incurred: 27 Net *	Loss and Loss Exp. Percentage (Incurred/Premiums Earned): 28 Direct and Assum	Loss and Loss Exp. Percentage (Incurred/Premiums Earned): 29 Ceded	Loss and Loss Exp. Percentage (Incurred/Premiums Earned): 30 Net	Disc. for Time Value of Money: 31 Loss	Disc. for Time Value of Money: 32 Loss Exp.	33 Inter-Co. Pooling Particip. Percentage	Net B/S Reserves After Discount: 34 Losses Unpaid	Net B/S Reserves After Discount: 35 Loss Exp. Unpaid
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
1. Prior	X X X	X X X X	X X X X	X X X	X X X	X X X X	0	0	X X X X	0	0
2. 1984.	0	0	0	0.0	0.0	0.0	0	0	0.0	0	0
3. 1985.	0	0	0	0.0	0.0	0.0	0	0	0.0	0	0
4. 1986.	0	0	0	0.0	0.0	0.0	0	0	0.0	0	0
5. 1987.	0	0	0	0.0	0.0	0.0	0	0	0.0	0	0
6. 1988.	0	0	0	0.0	0.0	0.0	0	0	0.0	0	0
7. 1989.	0	0	0	0.0	0.0	0.0	0	0	0.0	0	0
8. 1990.	0	0	0	0.0	0.0	0.0	0	0	0.0	0	0
9. 1991.	0	0	0	0.0	0.0	0.0	0	0	0.0	0	0
10. 1992.	0	0	0	0.0	0.0	0.0	0	0	0.0	0	0
11. 1993.	0	0	0	0.0	0.0	0.0	0	0	0.0	0	0
12. Total	X X X X	X X X X	X X X X	X X X	X X X	X X X X	0	0	X X X X	0	0

<FN>
*Net = (25 - 26) = (11 + 23)

<CAPTION>

ANNUAL STATEMENT FOR THE YEAR 1993 OF THE ORION CAPITAL COMPANIES
....
(Name)

SCHEDULE P - PART 2A - HOMEOWNERS/FARMOWNERS

	1 Years in Which Losses Incurred	Incurred Losses and Allocated Expenses Reported at Year End (000 omitted)										Development**	
		2 1984	3 1985	4 1986	5 1987	6 1988	7 1989	8 1990	9 1991	10 1992	11 1993	12 One Year	13 Two Year
<S>		<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
1.	Prior	828 *	3,884	4,686	5,300	5,614	5,428	5,773	5,848	5,856	5,769	(87)	(79)
2.	1984..	6,966	8,858	9,886	10,389	11,007	10,924	11,154	11,110	11,153	11,227	74	117
3.	1985..	X X X X	7,166	7,220	7,702	8,192	8,140	8,178	8,056	8,074	8,054	(20)	(2)
4.	1986..	X X X X	X X X X	6,962	7,081	6,940	7,047	7,105	7,088	7,079	7,088	9	0
5.	1987..	X X X X	X X X X	X X X X	3,508	2,850	2,881	2,862	2,844	2,890	2,909	19	65
6.	1988..	X X X X	X X X X	X X X X	X X X X	4,433	2,905	3,188	3,477	3,592	3,604	12	127
7.	1989..	X X X X	X X X X	X X X X	X X X X	X X X X	1,668	1,868	1,541	1,665	1,675	10	134
8.	1990..	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	486	1,236	1,350	1,347	(3)	111
9.	1991..	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	681	1,166	1,143	(23)	462
10.	1992..	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	1,614	1,462	(152)	X X X
11.	1993..	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	1,246	X X X X	X X X
12.	Totals,	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	(161)	935

<CAPTION>

SCHEDULE P - PART 2B - PRIVATE PASSENGER AUTO LIABILITY/MEDICAL

<S>		<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
1.	Prior	2,004 *	1,611	1,960	1,951	2,129	2,173	2,194	2,195	2,196	2,194	(2)	(1)
2.	1984..	2,507	5,484	6,021	6,277	7,508	7,911	7,754	7,745	7,758	7,753	(5)	8
3.	1985..	X X X X	6,167	6,484	7,019	6,999	7,226	7,444	7,391	7,392	7,392	0	1
4.	1986..	X X X X	X X X	1,885	2,548	2,662	2,569	2,567	2,575	2,576	2,575	(1)	0
5.	1987..	X X X X	X X X	X X X X	2,605	3,311	3,254	3,408	3,389	3,480	3,468	(12)	79
6.	1988..	X X X X	X X X	X X X X	X X X X	2,128	1,943	2,086	1,921	1,935	1,934	(1)	13
7.	1989..	X X X X	X X X	X X X X	X X X X	X X X X	1,756	1,209	1,256	1,236	1,251	15	(5)
8.	1990..	X X X X	X X X	X X X X	X X X X	X X X X	X X X X	569	556	530	506	(24)	(50)
9.	1991..	X X X X	X X X	X X X X	X X X X	X X X X	X X X X	X X X X	2,438	2,954	2,894	(60)	456
10.	1992..	X X X X	X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	12,770	16,721	3,951	X X X
11.	1993..	X X X X	X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	30,110	X X X X	X X X
12.	Totals	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	3,861	501

<CAPTION>

SCHEDULE P - PART 2C - COMMERCIAL AUTO/TRUCK LIABILITY/MEDICAL

<S>		<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
1.	Prior	6,301 *	7,311	7,631	9,037	9,614	9,809	9,774	9,699	10,352	10,976	624	1,277
2.	1984..	9,923	13,012	15,844	17,972	17,511	17,282	16,781	16,954	16,820	16,963	143	9
3.	1985..	X X X X	16,308	14,460	15,434	14,707	16,042	15,570	15,452	15,094	14,899	(195)	(553)
4.	1986..	X X X X	X X X	11,905	10,213	11,630	12,489	10,830	11,480	11,485	11,689	204	209
5.	1987..	X X X X	X X X	X X X X	12,959	12,453	13,716	13,461	15,207	14,892	15,895	1,003	688
6.	1988..	X X X X	X X X	X X X X	X X X X	8,255	8,098	8,145	8,577	8,020	8,220	200	(357)
7.	1989..	X X X X	X X X	X X X X	X X X X	X X X X	3,910	6,753	5,994	6,128	5,566	(562)	(428)
8.	1990..	X X X X	X X X	X X X X	X X X X	X X X X	X X X X	11,266	10,405	10,364	9,815	(549)	(590)
9.	1991..	X X X X	X X X	X X X X	X X X X	X X X X	X X X X	X X X X	17,076	21,239	19,827	(1,412)	2,751
10.	1992..	X X X X	X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	23,776	26,640	2,864	X X X
11.	1993..	X X X X	X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	33,804	X X X X	X X X
12.	Totals	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	2,320	3,006

<CAPTION>

SCHEDULE P - PART 2D - WORKERS' COMPENSATION

<S>		<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
1.	Prior	84,736 *	97,622	112,736	100,704	112,293	117,503	121,747	122,873	123,405	123,497	92	624
2.	1984..	93,826	100,741	136,097	140,718	143,831	146,458	149,210	146,465	147,203	148,571	1,368	2,106
3.	1985..	X X X X	101,835	105,637	127,512	138,081	142,087	141,783	138,140	139,431	136,236	(3,195)	(1,904)
4.	1986..	X X X X	X X X X	70,827	112,624	118,934	97,144	97,816	98,991	99,013	98,064	(949)	(927)
5.	1987..	X X X X	X X X X	X X X X	119,974	137,024	136,259	139,936	139,618	139,610	144,286	4,676	4,668
6.	1988..	X X X X	X X X X	X X X X	X X X X	180,193	205,121	213,835	218,166	218,235	222,026	3,791	3,860
7.	1989..	X X X X	X X X X	X X X X	X X X X	X X X X	224,550	226,195	236,425	238,741	234,229	(4,512)	(2,196)
8.	1990..	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	201,482	219,670	218,866	219,893	1,027	223
9.	1991..	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	217,386	211,663	213,546	1,883	(3,840)
10.	1992..	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	232,942	226,844	(6,098)	X X X
11.	1993..	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	204,649	X X X X	X X X
12.	Totals	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	(1,917)	2,614

<CAPTION>

SCHEDULE P - PART 2E - COMMERCIAL MULTIPLE PERIL

<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
1. Prior	19,094 *	26,151	33,001	36,650	39,356	42,029	44,221	45,346	45,574	44,618	(956)	(728)
2. 1984..	40,357	57,046	66,208	69,827	74,360	74,136	76,611	77,643	77,743	78,943	1,200	1,300
3. 1985..	X X X X	47,368	63,443	72,810	80,893	84,659	85,159	89,282	90,085	90,267	182	985
4. 1986..	X X X X	X X X	29,320	35,080	41,039	46,683	48,858	52,692	54,858	54,221	(637)	1,529
5. 1987..	X X X X	X X X	X X X X	17,823	22,371	27,475	28,516	30,673	31,519	32,357	838	1,684
6. 1988..	X X X X	X X X	X X X X	X X X X	9,656	10,872	12,897	16,108	16,477	18,185	1,708	2,077
7. 1989..	X X X X	X X X	X X X X	X X X X	X X X X	9,429	8,320	6,965	7,306	7,438	132	473
8. 1990..	X X X X	X X X	X X X X	X X X X	X X X X	X X X X	3,562	4,855	5,259	5,178	(81)	323
9. 1991..	X X X X	X X X	X X X X	X X X X	X X X X	X X X X	X X X X	7,061	6,124	5,969	(155)	(1,092)
10. 1992..	X X X X	X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	8,945	8,845	(100)	X X X
11. 1993..	X X X X	X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	9,669	X X X X	X X X
12. Totals	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	2,131	6,551

<FN>

*Reported reserves only. Subsequent development relates only to subsequent payments and reserves.

**Current year less first or second prior year, showing (redundant) or adverse.

<CAPTION>

ANNUAL STATEMENT FOR THE YEAR 1993 OF THE ORION CAPITAL COMPANIES

....

(Name)

SCHEDULE P - PART 2F - SECTION 1 - MEDICAL MALPRACTICE - OCCURRENCE

1 Years in Which Losses Incurred	Incurred Losses and Allocated Expenses Reported at Year End (000 omitted)										Development**	
	2 1984	3 1985	4 1986	5 1987	6 1988	7 1989	8 1990	9 1991	10 1992	11 1993	12 One Year	13 Two Year
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
1. Prior	77 *	227	376	518	661	660	651	551	551	526	(25)	(25)
2. 1984..	1										0	0
3. 1985..	X X X X										0	0
4. 1986..	X X X X	X X X									0	0
5. 1987..	X X X X	X X X	X X X X								0	0
6. 1988..	X X X X	X X X	X X X X	X X X X	6	35	28				0	0
7. 1989..	X X X X	X X X	X X X X	X X X X	X X X X	15	13				0	0
8. 1990..	X X X X	X X X	X X X X	X X X X	X X X X	X X X X	285	250	325	348	23	98
9. 1991..	X X X X	X X X	X X X X	X X X X	X X X X	X X X X	X X X X	1,999	1,469	1,074	(395)	(925)
10. 1992..	X X X X	X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	1,548	915	(633)	X X X
11. 1993..	X X X X	X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	632	X X X X	X X X
12. Totals.	X X X X	X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	(1,030)	(852)

<CAPTION>

SCHEDULE P - PART 2F - SECTION 2 - MEDICAL MALPRACTICE - CLAIMS-MADE

<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
1. Prior	*										0	0
2. 1984..											0	0
3. 1985..	X X X X										0	0
4. 1986..	X X X X	X X X									0	0
5. 1987..	X X X X	X X X	X X X X								0	0
6. 1988..	X X X X	X X X	X X X X	X X X X							0	0
7. 1989..	X X X X	X X X	X X X X	X X X X	X X X X						0	0
8. 1990..	X X X X	X X X	X X X X	X X X X	X X X X	X X X X					0	0
9. 1991..	X X X X	X X X	X X X X	X X X X	X X X X	X X X X	X X X X				0	0
10. 1992..	X X X X	X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X			0	X X X
11. 1993..	X X X X	X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	9	X X X	X X X
12. Totals.	X X X X	X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	0	0

<CAPTION>

SCHEDULE P - PART 2G - SPECIAL LIABILITY (OCEAN MARINE, AIRCRAFT (ALL PERILS), BOILER AND MACHINERY)

<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
1. Prior	1,927 *	2,253	2,228	2,678	3,799	3,981	3,894	3,804	3,880	3,862	(18)	58
2. 1984..	3,194	3,302	3,585	3,746	4,634	4,504	4,949	4,934	4,994	4,985	(9)	51
3. 1985..	X X X X	3,898	4,629	5,117	6,443	6,063	5,458	4,706	4,496	4,492	(4)	(214)
4. 1986..	X X X X	X X X	4,982	5,472	1,723	1,698	1,699	1,671	1,707	1,720	13	49
5. 1987..	X X X X	X X X	X X X X	1,248	847	809	827	774	774	822	48	48
6. 1988..	X X X X	X X X	X X X X	X X X X	1,203	983	1,141	1,033	1,032	1,062	30	29
7. 1989..	X X X X	X X X	X X X X	X X X X	X X X X	1,189	1,010	958	961	971	10	13
8. 1990..	X X X X	X X X	X X X X	X X X X	X X X X	X X X X	655	513	537	529	(8)	16
9. 1991..	X X X X	X X X	X X X X	X X X X	X X X X	X X X X	X X X X	2,759	2,622	2,527	(95)	(232)
10. 1992..	X X X X	X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	1,899	2,227	328	X X X
11. 1993..	X X X X	X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	3,503	X X X X	X X X

12. Totals.	X X X X	X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	295	(182)

<CAPTION>

SCHEDULE P - PART 2H - SECTION 1 - OTHER LIABILITY - OCCURRENCE

<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
1. Prior	4,379 *	6,152	7,240	9,844	12,613	18,022	19,899	21,797	26,178	27,285	1,107	5,488
2. 1984..	3,875	3,579	3,017	3,564	3,400	3,164	1,592	4,134	3,631	3,700	69	(434)
3. 1985..	X X X X	4,597	5,321	2,590	2,004	2,835	2,162	2,170	2,746	2,600	(146)	430
4. 1986..	X X X X	X X X X	8,506	3,848	6,177	5,682	7,682	6,326	5,445	6,384	939	58
5. 1987..	X X X X	X X X X	X X X X	8,956	6,787	6,443	6,674	3,050	2,618	2,815	197	(235)
6. 1988..	X X X X	X X X X	X X X X	X X X X	3,484	2,850	3,570	3,326	3,697	3,753	56	427
7. 1989..	X X X X	X X X X	X X X X	X X X X	X X X X	5,097	5,157	7,760	6,544	6,088	(456)	(1,672)
8. 1990..	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	7,648	6,166	5,628	5,251	(377)	(915)
9. 1991..	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	7,604	6,638	3,627	(3,011)	(3,977)
10. 1992..	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	6,442	5,120	(1,322)	X X X
11. 1993..	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	9,538	X X X X	X X X
12. Totals.	X X X X	X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	(2,944)	(830)

<CAPTION>

SCHEDULE P - PART 2H - SECTION 2 - OTHER LIABILITY - CLAIMS-MADE

<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
1. Prior	16,133 *	21,708	30,451	27,054	26,571	29,884	28,047	28,969	29,288	32,773	3,485	3,804
2. 1984..	15,571	16,390	16,743	16,297	16,931	18,442	19,576	21,383	22,099	21,288	(811)	(95)
3. 1985..	X X X X	16,852	20,996	17,268	19,617	19,649	26,621	26,408	29,279	27,530	(1,749)	1,122
4. 1986..	X X X X	X X X X	40,918	40,500	35,274	29,326	32,426	33,077	36,138	36,089	(49)	3,012
5. 1987..	X X X X	X X X X	X X X X	45,432	39,003	36,929	35,264	35,774	35,761	35,244	(517)	(530)
6. 1988..	X X X X	X X X X	X X X X	X X X X	52,991	54,263	52,770	56,498	53,872	52,935	(937)	(3,563)
7. 1989..	X X X X	X X X X	X X X X	X X X X	X X X X	61,753	54,109	56,531	57,801	63,514	5,713	6,983
8. 1990..	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	49,097	42,262	43,844	42,276	(1,568)	14
9. 1991..	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	60,008	61,458	62,413	955	2,405
10. 1992..	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	67,227	67,852	625	X X X X
11. 1993..	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	80,721	X X X X	X X X X
12. Totals.	X X X X	X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	5,147	13,152

<FN>

*Reported reserves only. Subsequent development relates only to subsequent payments and reserves.
**Current year less first or second prior year, showing (redundant) or adverse.

<CAPTION>

ANNUAL STATEMENT FOR THE YEAR 1993 OF THE ORION CAPITAL COMPANIES
....
(Name)

SCHEDULE P - PART 2I - SPECIAL PROPERTY (FIRE, ALLIED LINES, INLAND MARINE,

EARTHQUAKE, GLASS, BURGLARY AND THEFT)

1 Years in Which Losses Were Incurred	Incurred Losses and Allocated Expenses Reported at Year End (000 omitted)										Development**	
	2 1984	3 1985	4 1986	5 1987	6 1988	7 1989	8 1990	9 1991	10 1992	11 1993	12 One Year	13 Two Year
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
1. Prior .	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	9,504 *	9,801	13,292	3,491	3,788
2. 1992...	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	11,328	12,719	1,391	X X X X
3. 1993...	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	10,246	X X X X	X X X X
4. Totals	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	4,882	3,788

<CAPTION>

SCHEDULE P - PART 2J - AUTO PHYSICAL DAMAGE

<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
1. Prior .	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	1,205 *	1,284	1,463	179	258
2. 1992...	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	2,394	2,942	548	X X X X
3. 1993...	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	13,229	X X X X	X X X X
4. Totals	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	727	258

<CAPTION>

SCHEDULE P - PART 2K - FIDELITY, SURETY, FINANCIAL GUARANTY, MORTGAGE GUARANTY

<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
1. Prior .	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	600 *	891	1,401	510	801
2. 1992...	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	1,972	4,322	2,350	X X X X
3. 1993...	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	2,114	X X X X	X X X X
4. Totals	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	2,860	801

<CAPTION>

SCHEDULE P - PART 2L - OTHER (INCLUDING CREDIT, ACCIDENT AND HEALTH)

<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
1. Prior .	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	969 *	1,113	1,119	6	150
2. 1992...	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	220	304	84	X X X X
3. 1993...	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	1,534	X X X X	X X X X
4. Totals	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	90	150

<CAPTION>

SCHEDULE P - PART 2M - INTERNATIONAL

<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
1. Prior .	0 *	0	0	0	0	0	0	0	0		0	0
2. 1992...	0	0	0	0	0	0	0	0	0		0	0
3. 1993...	X X X X	0	0	0	0	0	0	0	0		0	0
4. 1986...	X X X X	X X X X	0	0	0	0	0	0	0		0	0
5. 1987...	X X X X	X X X X	X X X X	0	0	0	0	0	0		0	0
6. 1988...	X X X X	X X X X	X X X X	X X X X	0	0	0	0	0		0	0
7. 1989...	X X X X	X X X X	X X X X	X X X X	X X X X	0	0	0	0		0	0
8. 1990...	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	0	0	0		0	0
9. 1991...	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	0	0		0	0
10. 1992...	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	0		0	X X X X
11. 1993...	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	174	X X X X	X X X X
12. Totals	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	0	0

<FN>

*Reported reserves only. Subsequent development relates only to subsequent payments and reserves.

**Current year less first or second prior year, showing (redundant) or adverse.

<CAPTION>

ANNUAL STATEMENT FOR THE YEAR 1993 OF THE ORION CAPITAL COMPANIES

....

(Name)

SCHEDULE P - PART 2N - REINSURANCE A

1 Years in Which Losses Were Incurred	Incurred Losses and Allocated Expenses Reported at Year End (000 omitted)										Development**	
	2 1984	3 1985	4 1986	5 1987	6 1988	7 1989	8 1990	9 1991	10 1992	11 1993	12 One Year	13 Two Year
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
1. 1988...	X X X X	X X X X	X X X X	X X X X	0	0	0	0	0	0	0	0
2. 1989...	X X X X	X X X X	X X X X	X X X X	X X X X	0	0	0	0	0	0	0
3. 1990...	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	0	0	0	0	0	0
4. 1991...	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	0	0	0	0	0
5. 1992...	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	0	0	0	X X X X
6. 1993...	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	0	X X X X	X X X X
7. Totals	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	0	0

<CAPTION>

SCHEDULE P - PART 2O - REINSURANCE B

<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
1. 1988...	X X X X	X X X X	X X X X	X X X X	0	0	0	0	0	0	0	0
2. 1989...	X X X X	X X X X	X X X X	X X X X	X X X X	0	0	0	0	0	0	0
3. 1990...	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	0	0	0	0	0	0
4. 1991...	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	0	0	0	0	0
5. 1992...	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	0	0	0	X X X X
6. 1993...	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	0	X X X X	X X X X
7. Totals	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	0	0

<CAPTION>

SCHEDULE P - PART 2P - REINSURANCE C

<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
1. 1988...	X X X X	X X X X	X X X X	X X X X	0	0	0	0	0	0	0	0
2. 1989...	X X X X	X X X X	X X X X	X X X X	X X X X	0	0	0	0	0	0	0
3. 1990...	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	0	0	0	0	0	0
4. 1991...	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	0	0	0	0	0
5. 1992...	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	0	0	0	X X X X
6. 1993...	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	0	X X X X	X X X X
7. Totals	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	0	0

<CAPTION>

SCHEDULE P - PART 2Q - REINSURANCE D

<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
1. Prior .	2,773	4,657	3,942	14,553	16,393	24,509	25,645	31,333	32,607	34,644	2,037	3,311
2. 1984...	649	1,774	1,761	1,371	1,678	989	2,075	929	1,108	1,190	82	261
3. 1985...	X X X X	3,475	1,956	926	664	124	685	978	2,557	2,395	(162)	1,417
4. 1986...	X X X X	X X X X	3,480	(104)	(102)	(111)	(111)	(111)	(111)	(111)	0	0
5. 1987...	X X X X	X X X X	X X X X	46	25	38	18	18	17	18	1	0
6. Totals	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	1,958	4,989

<CAPTION>

SCHEDULE P - PART 2R - SECTION 1 - PRODUCTS LIABILITY - OCCURRENCE

<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
1. Prior .	629 *	1,596	1,666	2,130	2,181	2,186	1,931	4,373	6,196	7,195	999	2,822
2. 1984...	642	624	624	624	741	1,134	1,789	867	568	869	301	2
3. 1985...	X X X X	1,159	1,159	1,166	1,257	1,251	1,245	332	656	412	(244)	80
4. 1986...	X X X X	X X X X	1,925	1,943	1,953	1,998	2,008	1,244	1,183	457	(726)	(787)
5. 1987...	X X X X	X X X X	X X X X	2,297	2,448	2,707	2,658	1,841	1,658	1,068	(590)	(773)
6. 1988...	X X X X	X X X X	X X X X	X X X X	1,525	1,487	1,469	2,435	2,272	2,121	(151)	(314)
7. 1989...	X X X X	X X X X	X X X X	X X X X	X X X X	1,384	1,391	2,001	1,861	2,139	278	138
8. 1990...	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	1,523	1,720	2,034	2,059	25	339
9. 1991...	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	2,944	2,431	2,282	(149)	(662)
10. 1992...	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	1,505	1,155	(350)	X X X X
11. 1993...	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	1,339	X X X X	X X X X
12. Totals	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	(607)	845

<CAPTION>

SCHEDULE P - PART 2R - SECTION 2 - PRODUCTS LIABILITY - CLAIMS-MADE

<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
1. Prior .	0 *	0	0	0	0	0	0	0	0	0	0	0
2. 1984...	0	0	0	0	0	0	0	0	0	0	0	0
3. 1985...	X X X X	0	0	0	0	0	0	0	0	0	0	0
4. 1986...	X X X X	X X X X	0	0	0	0	0	0	0	0	0	0
5. 1987...	X X X X	X X X X	X X X X	0	0	0	0	0	0	0	0	0
6. 1988...	X X X X	X X X X	X X X X	X X X X	0	0	0	0	0	0	0	0
7. 1989...	X X X X	X X X X	X X X X	X X X X	X X X X	0	0	0	0	0	0	0
8. 1990...	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	0	0	0	0	0	0
9. 1991...	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	0	0	0	0	0
10. 1992...	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	0	0	0	X X X X
11. 1993...	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	0	X X X X	X X X X
12. Totals	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	0	0

<FN>

*Reported reserves only. Subsequent development relates only to subsequent payments and reserves.
**Current year less first or second prior year, showing (redundant) or adverse.

<CAPTION>

ANNUAL STATEMENT FOR THE YEAR 1993 OF THE ORION CAPITAL COMPANIES
....
(Name)

SCHEDULE P - PART 3A - HOMEOWNERS/FARMOWNERS

1 Years in Which Losses Were Incurred	Cumulative Paid Losses and Allocated Expenses at Year End (000 omitted)										12 Number of Claims Closed With Loss Payment	13 Number of Claims Closed W/O Loss Payment
	2 1984	3 1985	4 1986	5 1987	6 1988	7 1989	8 1990	9 1991	10 1992	11 1993		
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>

1. Prior .	000	1,882	3,492	4,593	4,899	5,179	5,224	5,356	5,509	5,526	0	0
2. 1984...	5,399	7,879	8,915	9,649	10,162	10,679	10,873	10,977	11,040	11,054	0	0
3. 1985...	X X X X	4,111	6,561	7,348	7,791	7,953	7,960	7,984	8,015	8,014	0	0
4. 1986...	X X X X	X X X X	4,938	6,347	6,735	6,862	6,930	7,057	7,064	7,079	0	0
5. 1987...	X X X X	X X X X	X X X X	1,791	2,550	2,784	2,750	2,811	2,857	2,856	0	0
6. 1988...	X X X X	X X X X	X X X X	X X X X	1,748	2,675	2,987	3,401	3,547	3,546	0	0
7. 1989...	X X X X	X X X X	X X X X	X X X X	X X X X	834	1,285	1,359	1,542	1,542	0	0
8. 1990...	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	134	722	1,023	1,023	0	0
9. 1991...	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	118	556	556	6	0
10 1992...	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	499	500	3	0
11. 1993...	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	6	3	0

<CAPTION>

SCHEDULE P - PART 3B - PRIVATE PASSENGER AUTO LIABILITY/MEDICAL

<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
1. Prior .	000	753	1,498	1,761	1,886	2,071	2,163	2,160	2,181	2,180	0	0
2. 1984...	1,108	4,019	5,273	5,789	7,262	7,525	7,715	7,720	7,722	7,719	0	0
3. 1985...	X X X X	2,625	5,622	6,482	6,836	7,173	7,387	7,391	7,392	7,392	0	0
4. 1986...	X X X X	X X X X	802	1,777	2,088	2,427	2,549	2,575	2,576	2,575	0	0
5. 1987...	X X X X	X X X X	X X X X	1,321	2,537	2,907	3,093	3,263	3,432	3,468	0	0
6. 1988...	X X X X	X X X X	X X X X	X X X X	755	1,631	1,826	1,864	1,904	1,905	0	0
7. 1989...	X X X X	X X X X	X X X X	X X X X	X X X X	420	1,003	1,213	1,236	1,251	0	0
8. 1990...	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	156	430	504	500	0	0
9. 1991...	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	582	2,562	2,786	850	0
10 1992...	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	6,084	14,855	4,845	0
11. 1993...	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	17,356	6,631	0

<CAPTION>

SCHEDULE P - PART 3C - COMMERCIAL AUTO/TRUCK LIABILITY/MEDICAL

<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
1. Prior .	000	3,096	4,821	6,383	8,007	8,214	9,000	9,225	9,524	9,649	0	0
2. 1984...	1,652	6,834	10,890	13,192	14,637	16,084	16,245	16,441	16,547	16,635	5,152	0
3. 1985...	X X X X	3,809	7,843	10,469	12,578	12,750	13,620	13,878	14,375	14,489	5,554	0
4. 1986...	X X X X	X X X X	2,342	4,827	7,368	7,347	9,495	10,098	10,367	10,614	2,474	0
5. 1987...	X X X X	X X X X	X X X X	3,497	6,938	9,327	11,662	13,086	13,682	14,836	2,874	0
6. 1988...	X X X X	X X X X	X X X X	X X X X	1,656	3,117	5,612	6,776	7,465	7,506	1,486	0
7. 1989...	X X X X	X X X X	X X X X	X X X X	X X X X	576	2,644	3,487	4,114	4,383	447	0
8. 1990...	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	792	3,944	5,637	7,153	714	0
9. 1991...	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	3,283	8,874	12,803	2,106	0
10 1992...	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	4,295	14,353	2,781	0
11. 1993...	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	7,201	2,205	0

<CAPTION>

SCHEDULE P - PART 3D - WORKERS' COMPENSATION

<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
1. Prior .	000	45,925	73,953	92,944	95,212	101,277	102,679	104,770	105,761	108,350	0	0
2. 1984...	38,712	90,670	122,341	139,703	140,407	143,554	147,410	143,484	144,637	144,211	19,733	0
3. 1985...	X X X X	41,334	88,519	119,401	137,446	140,942	141,040	135,279	135,559	135,368	17,674	0
4. 1986...	X X X X	X X X X	30,556	68,334	83,636	93,589	97,103	97,926	96,314	96,220	13,420	0
5. 1987...	X X X X	X X X X	X X X X	32,624	70,123	95,611	114,104	121,922	127,674	131,448	15,081	0
6. 1988...	X X X X	X X X X	X X X X	X X X X	53,151	118,946	161,575	184,918	197,848	204,829	20,328	0
7. 1989...	X X X X	X X X X	X X X X	X X X X	X X X X	62,057	143,365	186,970	207,906	212,234	22,810	0
8. 1990...	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	58,678	126,769	168,388	189,687	19,736	0
9. 1991...	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	48,676	110,824	143,624	16,276	0
10 1992...	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	59,731	123,011	14,038	0
11. 1993...	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	50,797	7,519	0

<CAPTION>

SCHEDULE P - PART 3E - COMMERCIAL MULTIPLE PERIL

<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
1. Prior .	000	12,777	20,905	28,865	34,497	39,634	41,846	42,402	42,892	43,213	0	0
2. 1984...	23,322	42,484	53,469	60,674	66,172	70,591	73,468	75,295	76,512	77,629	20,955	0
3. 1985...	X X X X	26,495	47,826	58,869	69,947	77,557	82,105	86,897	88,651	89,566	19,477	0
4. 1986...	X X X X	X X X X	14,836	25,156	31,136	39,188	45,036	49,723	51,510	52,594	7,637	0
5. 1987...	X X X X	X X X X	X X X X	7,012	15,075	20,302	23,812	28,111	30,236	31,429	3,615	0
6. 1988...	X X X X	X X X X	X X X X	X X X X	11,106	7,427	10,169	12,740	14,217	16,240	1,778	0
7. 1989...	X X X X	X X X X	X X X X	X X X X	X X X X	2,842	5,374	6,358	6,894	7,047	647	0
8. 1990...	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	974	2,956	4,068	4,460	147	0
9. 1991...	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	2,085	3,340	3,926	133	0
10 1992...	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	3,643	6,820	222	0

11. 1993...	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	3,413	163	0

<FN>
Note: Net of salvage and subrogation received.

<CAPTION>

ANNUAL STATEMENT FOR THE YEAR 1993 OF THE ORION CAPITAL COMPANIES
....
(Name)

SCHEDULE P - PART 3F - SECTION 1 - MEDICAL MALPRACTICE - OCCURRENCE

1 Years in Which Losses Were Incurred	Cumulative Paid Losses and Allocated Expenses at Year End (000 omitted)										12 Number of Claims Closed With Loss Payment	13 Number of Claims Closed W/O Loss Payment
	2 1984	3 1985	4 1986	5 1987	6 1988	7 1989	8 1990	9 1991	10 1992	11 1993		
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
1. Prior ..	000	107	155	325	525	525	525	525	525	525	0	0
2. 1984....	0	0	0	0	0	0	0	0	0	0	0	0
3. 1985....	0	0	0	0	0	0	0	0	0	0	0	0
4. 1986....	X X X X	X X X X	0	0	0	0	0	0	0	0	0	0
5. 1987....	X X X X	X X X X	X X X X	0	0	0	0	0	0	0	0	0
6. 1988....	X X X X	X X X X	X X X X	X X X X	0	0	0	0	0	0	0	0
7. 1989....	X X X X	X X X X	X X X X	X X X X	X X X X	0	0	0	0	0	0	0
8. 1990....	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	0	0	0	0	0	0
9. 1991....	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	2	13	13	6	0
10. 1992....	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	0	80	4	0
11. 1993....	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	0	0	0

<CAPTION>

SCHEDULE P - PART 3F - SECTION 2 - MEDICAL MALPRACTICE - CLAIMS-MADE

<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
1. Prior ..	000											
2. 1984....	0	0	0	0	0	0	0	0	0	0	0	0
3. 1985....	0	0	0	0	0	0	0	0	0	0	0	0
4. 1986....	X X X X	X X X X	0	0	0	0	0	0	0	0	0	0
5. 1987....	X X X X	X X X X	X X X X	0	0	0	0	0	0	0	0	0
6. 1988....	X X X X	X X X X	X X X X	X X X X	0	0	0	0	0	0	0	0
7. 1989....	X X X X	X X X X	X X X X	X X X X	X X X X	0	0	0	0	0	0	0
8. 1990....	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	0	0	0	0	0	0
9. 1991....	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	0	0	0	0	0
10. 1992....	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	0	0	0	0
11. 1993....	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	0	0	0

<CAPTION>

SCHEDULE P - PART 3G - SPECIAL LIABILITY (OCEAN MARINE, AIRCRAFT (ALL PERILS), BOILER AND MACHINERY)

<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
1. Prior ..	000	135	1,225	2,231	3,262	3,467	3,505	3,714	3,726	3,784	X X X X	X X X X
2. 1984....	733	1,131	2,344	2,876	2,973	3,272	3,999	4,911	4,975	4,975	X X X X	X X X X
3. 1985....		2,436	3,289	4,015	4,124	4,280	4,306	3,229	3,258	3,258	X X X X	X X X X
4. 1986....	X X X X	X X X X	310	1,583	1,638	1,643	1,661	1,666	1,669	1,668	X X X X	X X X X
5. 1987....	X X X X	X X X X	X X X X	347	708	719	761	768	769	769	X X X X	X X X X
6. 1988....	X X X X	X X X X	X X X X	X X X X	363	789	1,006	1,018	1,024	1,024	X X X X	X X X X
7. 1989....	X X X X	X X X X	X X X X	X X X X	X X X X	356	838	912	936	937	X X X X	X X X X
8. 1990....	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	217	420	469	479	X X X X	X X X X
9. 1991....	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	1,331	2,363	2,378	X X X X	X X X X
10. 1992....	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	917	1,925	X X X X	X X X X
11. 1993....	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	2,028	X X X X	X X X X

<CAPTION>

SCHEDULE P - PART 3H - SECTION 1 - OTHER LIABILITY - OCCURRENCE

<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
1. Prior ..	000	1,052	(1,170)	6,091	8,662	11,250	12,932	14,337	17,539	20,191	0	0
2. 1984....	(10)	878	1,255	2,358	2,691	2,825	3,044	3,254	3,415	3,473	59	0
3. 1985....	X X X X	306	355	792	1,504	1,700	1,595	1,687	2,213	2,329	70	0
4. 1986....	X X X X	X X X X	302	1,297	2,350	2,989	3,741	4,081	3,666	4,096	53	0
5. 1987....	X X X X	X X X X	X X X X	88	679	919	1,403	1,963	2,128	2,289	53	0
6. 1988....	X X X X	X X X X	X X X X	X X X X	317	948	1,532	2,180	2,806	3,210	37	0
7. 1989....	X X X X	X X X X	X X X X	X X X X	X X X X	1,388	4,113	4,846	4,975	5,571	19	0
8. 1990....	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	1,384	2,678	3,564	3,733	2	0
9. 1991....	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	131	982	1,281	6	0

10. 1992....	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	1,008	2,323	26	0
11. 1993....	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	499	22	0

<CAPTION>

SCHEDULE P - PART 3H - SECTION 2 - OTHER LIABILITY - CLAIMS-MADE

<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
1. Prior ..	000	7,857	21,672	23,230	19,258	24,444	25,263	27,586	28,856	32,088	0	0
2. 1984....	1,098	3,799	7,613	10,464	13,833	16,444	18,252	20,395	20,658	20,782	786	0
3. 1985....		1,499	7,220	11,259	18,023	19,060	26,677	25,431	26,315	25,292	815	0
4. 1986....	X X X X	X X X X	4,486	8,823	16,216	23,468	28,472	31,428	33,704	34,337	791	0
5. 1987....	X X X X	X X X X	X X X X	1,491	6,755	19,807	28,780	30,270	30,975	29,738	723	0
6. 1988....	X X X X	X X X X	X X X X	X X X X	1,317	10,546	27,247	37,447	42,797	45,385	742	0
7. 1989....	X X X X	X X X X	X X X X	X X X X	X X X X	1,267	13,741	34,282	42,400	51,648	764	0
8. 1990....	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	1,895	17,552	27,240	26,937	661	0
9. 1991....	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	3,423	15,077	23,601	527	0
10. 1992....	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	2,997	16,462	349	0
11. 1993....	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	3,404	58	0

<FN>

Note: Net of salvage and subrogation received.

<CAPTION>

ANNUAL STATEMENT FOR THE YEAR 1993 OF THE ORION CAPITAL COMPANIES
....
(Name)

SCHEDULE P - PART 3I - SPECIAL PROPERTY (FIRE, ALLIED LINES, INLAND MARINE, EARTHQUAKE, GLASS, BURGLARY AND THEFT)

1 Years in Which Losses Were Incurred	Cumulative Paid Losses and Allocated Expenses at Year End (000 omitted)										12 Number of Claims Closed With Loss Payment	13 Number of Claims Closed W/O Loss Payment
	2 1984	3 1985	4 1986	5 1987	6 1988	7 1989	8 1990	9 1991	10 1992	11 1993		
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
1. Prior ..	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	000	5,334	10,660	X X X X	X X X X
2. 1992....	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	5,147	10,056	X X X X	X X X X
3. 1993....	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	7,130	X X X X	X X X X

<CAPTION>

SCHEDULE P - PART 3J - AUTO PHYSICAL DAMAGE

<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
1. Prior ..	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	000	489	848	31,353	0
2. 1992....	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	1,709	2,378	3,517	0
3. 1993....	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	10,661	4,397	0

<CAPTION>

SCHEDULE P - PART 3K - FIDELITY, SURETY, FINANCIAL GUARANTY, MORTGAGE GUARANTY

<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
1. Prior ..	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	000	474	1,015	X X X X	X X X X
2. 1992....	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	624	3,092	X X X X	X X X X
3. 1993....	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	583	X X X X	X X X X

<CAPTION>

SCHEDULE P - PART 3L - OTHER (INCLUDING CREDIT, ACCIDENT AND HEALTH)

<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
1. Prior ..	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	000	1,071	1,089	X X X X	X X X X
2. 1992....	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	124	246	X X X X	X X X X
3. 1993....	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	207	X X X X	X X X X

<CAPTION>

SCHEDULE P - PART 3M - INTERNATIONAL

<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
1. Prior ..	000										X X X X	X X X X

2. 1984....	0	0	0	0	0	0	0	0	0	0	X X X X	X X X X
3. 1985....	X X X X	0	0	0	0	0	0	0	0	0	X X X X	X X X X
4. 1986....	X X X X	X X X X	0	0	0	0	0	0	0	0	X X X X	X X X X
5. 1987....	X X X X	X X X X	X X X X	0	0	0	0	0	0	0	X X X X	X X X X
6. 1988....	X X X X	X X X X	X X X X	X X X X	0	0	0	0	0	0	X X X X	X X X X
7. 1989....	X X X X	X X X X	X X X X	X X X X	X X X X	0	0	0	0	0	X X X X	X X X X
8. 1990....	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	0	0	0	0	X X X X	X X X X
9. 1991....	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	0	0	0	X X X X	X X X X
10. 1992....	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	0	0	X X X X	X X X X
11. 1993....	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	62	X X X X	X X X X

<FN>
Note: Net of salvage and subrogation received.

<CAPTION>

ANNUAL STATEMENT FOR THE YEAR 1993 OF THE ORION CAPITAL COMPANIES
....
(Name)

SCHEDULE P - PART 3N - REINSURANCE A

1 Years in Which Losses Were Incurred	Cumulative Paid Losses and Allocated Expenses at Year End (000 Omitted)										12 Number of Claims Closed With Loss Payment	13 Number of Claims Closed W/O Loss Payment
	2 1984	3 1985	4 1986	5 1987	6 1988	7 1989	8 1990	9 1991	10 1992	11 1993		
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
1. 1988....	X X X X	X X X X	X X X X	X X X X	0	0	0	0	0	0	X X X X	X X X X
2. 1989....	X X X X	X X X X	X X X X	X X X X	X X X X	0	0	0	0	0	X X X X	X X X X
3. 1990....	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	0	0	0	0	X X X X	X X X X
4. 1991....	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	0	0	0	X X X X	X X X X
5. 1992....	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	0	0	X X X X	X X X X
6. 1993....	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	0	X X X X	X X X X

<CAPTION>

SCHEDULE P - PART 3O - REINSURANCE B

<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
1. 1988....	X X X X	X X X X	X X X X	X X X X	0	0	0	0	0	0	X X X X	X X X X
2. 1989....	X X X X	X X X X	X X X X	X X X X	X X X X	0	0	0	0	0	X X X X	X X X X
3. 1990....	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	0	0	0	0	X X X X	X X X X
4. 1991....	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	0	0	0	X X X X	X X X X
5. 1992....	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	0	0	X X X X	X X X X
6. 1993....	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	0	X X X X	X X X X

<CAPTION>

SCHEDULE P - PART 3P - REINSURANCE C

<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
1. 1988....	X X X X	X X X X	X X X X	X X X X	0	0	0	0	0	0	X X X X	X X X X
2. 1989....	X X X X	X X X X	X X X X	X X X X	X X X X	0	0	0	0	0	X X X X	X X X X
3. 1990....	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	0	0	0	0	X X X X	X X X X
4. 1991....	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	0	0	0	X X X X	X X X X
5. 1992....	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	0	0	X X X X	X X X X
6. 1993....	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	0	X X X X	X X X X

<CAPTION>

SCHEDULE P - PART 3Q - REINSURANCE D

<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
1. Prior	000	1,162	1,518	2,178	4,807	9,457	12,677	17,194	20,147	22,127	X X X X	X X X X
2. 1984....	477	856	883	423	499	650	650	650	828	828	X X X X	X X X X
3. 1985....	X X X X	901	801	(46)	34	84	84	84	84	282	X X X X	X X X X
4. 1986....	X X X X	X X X X	(115)	(111)	(111)	(111)	(111)	(111)	(111)	(111)	X X X X	X X X X
5. 1987....	X X X X	X X X X	X X X X	18	18	18	18	18	17	17	X X X X	X X X X

<CAPTION>

SCHEDULE P - PART 3R - SECTION 1 - PRODUCTS LIABILITY - OCCURRENCE

<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
1. Prior ..	000	342	737	1,117	1,487	1,541	1,607	2,059	3,068	5,276	0	0
2. 1984....		1	101	129	292	442	442	227	555	558	0	0

3. 1985....	X X X X	7	7	7	103	130	131	154	167	167	0	0
4. 1986....	X X X X	X X X X	0	1	56	60	67	105	111	110	0	0
5. 1987....	X X X X	X X X X	X X X X	0	11	311	323	411	420	420	0	0
6. 1988....	X X X X	X X X X	X X X X	X X X X	37	76	580	761	956	959	0	0
7. 1989....	X X X X	X X X X	X X X X	X X X X	X X X X	0	0	100	103	103	0	0
8. 1990....	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	0	2	433	133	0	0
9. 1991....	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	0	0	0	0	0
10. 1992....	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	0	0	0	0
11. 1993....	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	0	0	0

<CAPTION>

SCHEDULE P - PART 3R - SECTION 2 - PRODUCTS LIABILITY - CLAIMS-MADE

<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
1. Prior ..	000	0	0	0	0	0	0	0	0	0	0	0
2. 1984....	0	0	0	0	0	0	0	0	0	0	0	0
3. 1985....	X X X X	0	0	0	0	0	0	0	0	0	0	0
4. 1986....	X X X X	X X X X	0	0	0	0	0	0	0	0	0	0
5. 1987....	X X X X	X X X X	X X X X	0	0	0	0	0	0	0	0	0
6. 1988....	X X X X	X X X X	X X X X	X X X X	0	0	0	0	0	0	0	0
7. 1989....	X X X X	X X X X	X X X X	X X X X	X X X X	0	0	0	0	0	0	0
8. 1990....	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	0	0	0	0	0	0
9. 1991....	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	0	0	0	0	0
10. 1992....	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	0	0	0	0
11. 1993....	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	0	0	0

<FN>
Note: Net of salvage and subrogation received.

<CAPTION>

ANNUAL STATEMENT FOR THE YEAR 1993 OF THE ORION CAPITAL COMPANIES
....
(Name)

SCHEDULE P - PART 4A - HOMEOWNERS/FARMOWNERS

1 Years in Which Losses Were Incurred	BULK AND INCURRED BUT NOT REPORTED RESERVES ON LOSSES AND ALLOCATED EXPENSES AT YEAR END (000 OMITTED)									
	2 1984	3 1985	4 1986	5 1987	6 1988	7 1989	8 1990	9 1991	10 1992	11 1993
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
1. Prior	132	142	70	40	14	6	25	52	14	6
2. 1984......	1,356	80	150	37	7	20	5	0	0	40
3. 1985......	X X X X	1,217	244	138	26	23	21	2	6	6
4. 1986......	X X X X	X X X X	1,114	302	23	32	24	6	2	1
5. 1987......	X X X X	X X X X	X X X X	1,134	26	31	0	1	2	22
6. 1988......	X X X X	X X X X	X X X X	X X X X	298	80	23	1	0	20
7. 1989......	X X X X	X X X X	X X X X	X X X X	X X X X	444	59	56	0	30
8. 1990......	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	140	146	63	50
9. 1991......	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	364	157	50
10. 1992......	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	507	175
11. 1993......	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	182

<CAPTION>

SCHEDULE P - PART 4B - PRIVATE PASSENGER AUTO LIABILITY/MEDICAL

<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
1. Prior	62	109	42	14	8	9	3	3	2	2
2. 1984......	132	168	81	58	36	22	4	5	6	4
3. 1985......	X X X X	1,626	84	86	26	5	0	0	0	0
4. 1986......	X X X X	X X X X	116	88	37	13	2	0	0	0
5. 1987......	X X X X	X X X X	X X X X	99	75	32	34	17	8	0
6. 1988......	X X X X	X X X X	X X X X	X X X X	631	29	12	8	5	3
7. 1989......	X X X X	X X X X	X X X X	X X X X	X X X X	850	22	6	0	0
8. 1990......	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	223	17	4	1
9. 1991......	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	760	231	12
10. 1992......	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	2,504	813
11. 1993......	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	4,353

<CAPTION>

SCHEDULE P - PART 4C - COMMERCIAL AUTO/TRUCK LIABILITY/MEDICAL

<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
1. Prior	1,459	798	523	84	51	44	19	71	44	99

2.	1984......	4,209	1,113	923	627	222	(11)	27	37	36	29
3.	1985......	X X X X	5,358	2,188	1,349	202	1,140	459	572	18	40
4.	1986......	X X X X	X X X X	6,670	2,809	2,622	2,587	247	107	503	401
5.	1987......	X X X X	X X X X	X X X X	5,545	1,516	1,333	103	1,138	325	74
6.	1988......	X X X X	X X X X	X X X X	X X X X	3,888	1,304	913	1,099	73	57
7.	1989......	X X X X	X X X X	X X X X	X X X X	X X X X	2,094	2,288	1,526	1,207	346
8.	1990......	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	6,946	3,444	1,866	367
9.	1991......	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	7,071	4,585	1,357
10.	1992......	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	10,310	3,064
11.	1993......	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	12,472

<CAPTION>

SCHEDULE P - PART 4D - WORKERS' COMPENSATION

<S>		<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
1.	Prior	10,957	7,650	4,601	3,187	6,315	3,251	3,620	3,453	1,259	2,361
2.	1984......	36,846	10,693	1,756	1,114	2,612	2,242	727	1,192	480	457
3.	1985......	X X X X	18,111	3,712	2,487	4,544	(566)	2,836	1,935	717	(1,064)
4.	1986......	X X X X	X X X X	25,087	3,798	5,096	1,358	689	1,032	922	872
5.	1987......	X X X X	X X X X	X X X X	28,764	10,144	3,468	1,252	2,208	1,578	1,724
6.	1988......	X X X X	X X X X	X X X X	X X X X	32,191	7,692	2,819	2,546	1,919	3,379
7.	1989......	X X X X	X X X X	X X X X	X X X X	X X X X	55,382	4,759	7,851	3,756	1,642
8.	1990......	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	43,475	24,020	7,649	3,304
9.	1991......	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	85,198	39,130	29,220
10.	1992......	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	76,183	40,720
11.	1993......	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	65,523

<CAPTION>

SCHEDULE P - PART 4E - COMMERCIAL MULTIPLE PERIL

<S>		<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
1.	Prior	1,236	1,194	921	402	227	39	112	731	570	471
2.	1984......	3,195	1,280	1,259	183	465	92	103	650	308	335
3.	1985......	X X X X	3,425	1,491	818	647	144	7	714	425	308
4.	1986......	X X X X	X X X X	4,508	1,186	613	158	73	962	1,050	560
5.	1987......	X X X X	X X X X	X X X X	3,360	506	1,722	59	1,053	454	324
6.	1988......	X X X X	X X X X	X X X X	X X X X	2,786	917	111	1,656	1,457	1,317
7.	1989......	X X X X	X X X X	X X X X	X X X X	X X X X	4,306	1,128	199	43	137
8.	1990......	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	937	509	319	158
9.	1991......	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	3,862	1,397	495
10.	1992......	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	3,203	350
11.	1993......	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	2,735

<CAPTION>

ANNUAL STATEMENT FOR THE YEAR 1993 OF THE ORION CAPITAL COMPANIES
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(Name)

SCHEDULE P - PART 4F - SECTION 1 - MEDICAL MALPRACTICE - OCCURRENCE

1 Years in Which Losses Were Incurred		BULK AND INCURRED BUT NOT REPORTED RESERVES ON LOSSES AND ALLOCATED EXPENSES AT YEAR END (000 OMITTED)									
		2 1984	3 1985	4 1986	5 1987	6 1988	7 1989	8 1990	9 1991	10 1992	11 1993
<S>		<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
1.	Prior	18	19	20	20	0	0	0	0	0	0
2.	1984......	2	0	0	0	0	0	0	0	0	0
3.	1985......	X X X X	0	0	0	0	0	0	0	0	0
4.	1986......	X X X X	X X X X	0	0	0	0	0	0	0	0
5.	1987......	X X X X	X X X X	X X X X	0	0	0	0	0	0	0
6.	1988......	X X X X	X X X X	X X X X	X X X X	6	35	3	0	0	0
7.	1989......	X X X X	X X X X	X X X X	X X X X	X X X X	15	13	0	0	0
8.	1990......	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	285	250	325	133
9.	1991......	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	1,849	1,125	542
10	1992......	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	1,548	610
11.	1993......	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	491

<CAPTION>

SCHEDULE P - PART 4F - SECTION 2 - MEDICAL MALPRACTICE - CLAIMS-MADE

<S>		<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
1.	Prior	0	0	0	0	0	0	0	0	0	0

2.	1984......	0	0	0	0	0	0	0	0	0	0
3.	1985......	X X X X	0	0	0	0	0	0	0	0	0
4.	1986......	X X X X	X X X X	0	0	0	0	0	0	0	0
5.	1987......	X X X X	X X X X	X X X X	0	0	0	0	0	0	0
6.	1988......	X X X X	X X X X	X X X X	X X X X	0	0	0	0	0	0
7.	1989......	X X X X	X X X X	X X X X	X X X X	X X X X	0	0	0	0	0
8.	1990......	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	0	0	0	0
9.	1991......	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	0	0	0
10	1992......	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	0	0
11.	1993......	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	0

<CAPTION>

SCHEDULE P - PART 4G - SPECIAL LIABILITY (OCEAN MARINE, AIRCRAFT (ALL PERILS), BOILER AND MACHINERY)

<S>		<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
1.	Prior	168	239	102	63	25	0	1	12	49	11
2.	1984......	638	318	127	183	101	0	0	3	2	1
3.	1985......	X X X X	537	216	90	140	0	0	2	1	0
4.	1986......	X X X X	X X X X	1,448	282	23	0	0	1	0	0
5.	1987......	X X X X	X X X X	X X X X	395	20	0	0	1	1	37
6.	1988......	X X X X	X X X X	X X X X	X X X X	408	0	29	4	1	0
7.	1989......	X X X X	X X X X	X X X X	X X X X	X X X X	305	14	13	6	1
8.	1990......	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	194	24	14	3
9.	1991......	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	246	63	23
10	1992......	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	221	48
11.	1993......	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	357

<CAPTION>

SCHEDULE P - PART 4H - SECTION 1 - OTHER LIABILITY - OCCURRENCE

<S>		<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
1.	Prior	1,067	621	383	6	1	55	0	1,012	2,980	2,611
2.	1984......	3,378	1,136	310	510	94	0	0	34	22	21
3.	1985......	X X X X	3,503	2,549	912	64	191	(1,082)	23	43	175
4.	1986......	X X X X	X X X X	8,096	1,846	3,279	1,189	3,501	1,233	494	743
5.	1987......	X X X X	X X X X	X X X X	7,984	5,041	4,450	3,855	580	138	123
6.	1988......	X X X X	X X X X	X X X X	X X X X	2,714	355	1,114	593	527	150
7.	1989......	X X X X	X X X X	X X X X	X X X X	X X X X	2,038	178	1,448	557	88
8.	1990......	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	2,699	2,009	897	150
9.	1991......	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	5,695	1,306	655
10	1992......	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	2,752	1,375
11.	1993......	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	6,129

<CAPTION>

SCHEDULE P - PART 4H - SECTION 2 - OTHER LIABILITY - CLAIMS-MADE

<S>		<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
1.	Prior	8,160	5,126	3,295	2,011	0	528	343	10	(500)	50
2.	1984......	11,626	7,839	4,628	1,568	10	4	2	0	1,000	80
3.	1985......	X X X X	15,147	12,274	5,073	3,010	32	13	0	438	2,547
4.	1986......	X X X X	X X X X	29,469	24,837	4,927	411	142	43,910	500	880
5.	1987......	X X X X	X X X X	X X X X	39,889	23,694	4,899	608	3,597	1,525	1,656
6.	1988......	X X X X	X X X X	X X X X	X X X X	42,466	30,464	7,700	9,504	5,010	4,183
7.	1989......	X X X X	X X X X	X X X X	X X X X	X X X X	45,684	18,197	7,100	443	1,440
8.	1990......	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	18,784	6,778	2,786	3,856
9.	1991......	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	43,291	26,648	16,136
10	1992......	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	46,145	29,465
11.	1993......	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	61,270

<CAPTION>

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SCHEDULE P - PART 4I - SPECIAL PROPERTY (FIRE, ALLIED LINES, INLAND MARINE, EARTHQUAKE, GLASS, BURGLARY AND THEFT)

1	BULK AND INCURRED BUT NOT REPORTED RESERVES ON LOSSES AND ALLOCATED EXPENSES AT YEAR END (000 OMITTED)									
Years in Which losses Were Incurred	2 1984	3 1985	4 1986	5 1987	6 1988	7 1989	8 1990	9 1991	10 1992	11 1993

<S>		<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
1.	Prior	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	1,644	471	195
2	1992......	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	1,284	309
3.	1993......	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	840

<CAPTION>

SCHEDULE P - PART 4J - AUTO PHYSICAL DAMAGE

<S>		<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
1.	Prior	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	505	157	105
2	1992......	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	497	241
3.	1993......	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	1,623

<CAPTION>

SCHEDULE P - PART 4K - FIDELITY, SURETY, FINANCIAL GUARANTY, MORTGAGE GUARANTY

<S>		<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
1.	Prior	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	278	17	19
2	1992......	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	617	71
3.	1993......	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	1,345

<CAPTION>

SCHEDULE P - PART 4L - OTHER (INCLUDING CREDIT, ACCIDENT AND HEALTH)

<S>		<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
1.	Prior	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	375	0	0
2	1992......	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	83	6
3.	1993......	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	1,218

<CAPTION>

SCHEDULE P - PART 4M - INTERNATIONAL

<S>		<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
1.	Prior	0	0	0	0	0	0	0	0	0	0
2.	1984......	0	0	0	0	0	0	0	0	0	0
3.	1985......	X X X X	0	0	0	0	0	0	0	0	0
4.	1986......	X X X X	X X X X	0	0	0	0	0	0	0	0
5.	1987......	X X X X	X X X X	X X X X	0	0	0	0	0	0	0
6.	1988......	X X X X	X X X X	X X X X	X X X X	0	0	0	0	0	0
7.	1989......	X X X X	X X X X	X X X X	X X X X	X X X X	0	0	0	0	0
8.	1990......	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	0	0	0	0
9.	1991......	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	0	0	0
10.	1992......	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	0	0
11.	1993......	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	4

<CAPTION>

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SCHEDULE P - PART 4N - REINSURANCE A

	1 Years in Which Losses Were Incurred	BULK AND INCURRED BUT NOT REPORTED RESERVES ON LOSSES AND ALLOCATED EXPENSES AT YEAR END (000 OMITTED)									
		2 1984	3 1985	4 1986	5 1987	6 1988	7 1989	8 1990	9 1991	10 1992	11 1993
<S>		<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
1	1988......	X X X X	X X X X	X X X X	X X X X	0	0	0	0	0	0
2	1989......	X X X X	X X X X	X X X X	X X X X	X X X X	0	0	0	0	0
3	1990......	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	0	0	0	0
4	1991......	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	0	0	0
5	1992......	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	0	0
6	1993......	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	0

<CAPTION>

SCHEDULE P - PART 4O - REINSURANCE B

<S>		<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
1	1988......	X X X X	X X X X	X X X X	X X X X	0	0	0	0	0	0
2	1989......	X X X X	X X X X	X X X X	X X X X	X X X X	0	0	0	0	0
3	1990......	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	0	0	0	0
4	1991......	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	0	0	0
5	1992......	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	0	0
6	1993......	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	0

<CAPTION>

SCHEDULE P - PART 4P - REINSURANCE C

<S>		<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
1	1988......	X X X X	X X X X	X X X X	X X X X	0	0	0	0	0	0
2	1989......	X X X X	X X X X	X X X X	X X X X	X X X X	0	0	0	0	0
3	1990......	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	0	0	0	0
4	1991......	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	0	0	0
5	1992......	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	0	0
6	1993......	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	0

<CAPTION>

SCHEDULE P - PART 4Q - REINSURANCE D

<S>		<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
1	Prior	194	25	0	0	0	3,949	2,524	4,527	2,166	2,242
2	1984......	170	33	0	0	0	50	1,010	0	0	0
3	1985......	X X X X	7	3	0	0	0	601	0	1,514	1,204
4	1986......	X X X X	X X X X	100	0	0	0	0	0	0	0
5	1987......	X X X X	X X X X	X X X X	54	0	0	0	0	0	0

<CAPTION>

SCHEDULE P - PART 4R - SECTION 1 - PRODUCTS LIABILITY - OCCURRENCE

<S>		<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
1	Prior	445	233	82	0	0	0	0	0	300	349
2	1984......	609	419	469	82	0	0	0	0	0	10
3	1985......	X X X X	1,138	853	725	781	1,082	1,082	0	299	221
4	1986......	X X X X	X X X X	1,925	1,810	1,886	1,886	1,311	1,050	950	322
5	1987......	X X X X	X X X X	X X X X	2,290	2,290	2,290	2,190	1,250	1,100	638
6	1988......	X X X X	X X X X	X X X X	X X X X	1,325	1,325	825	1,500	1,200	901
7	1989......	X X X X	X X X X	X X X X	X X X X	X X X X	1,317	1,317	1,900	1,600	1,750
8	1990......	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	1,523	1,301	1,700	1,855
9	1991......	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	2,345	1,800	2,200
10	1992......	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	937	1,078
11	1993......	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	1,248

<CAPTION>

SCHEDULE P - PART 4R - SECTION 2 - PRODUCTS LIABILITY - CLAIMS-MADE

<S>		<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
1	Prior	0	0	0	0	0	0	0	0	0	0
2	1984......	0	0	0	0	0	0	0	0	0	0
3	1985......	X X X X	0	0	0	0	0	0	0	0	0
4	1986......	X X X X	X X X X	0	0	0	0	0	0	0	0
5	1987......	X X X X	X X X X	X X X X	0	0	0	0	0	0	0
6	1988......	X X X X	X X X X	X X X X	X X X X	0	0	0	0	0	0
7	1989......	X X X X	X X X X	X X X X	X X X X	X X X X	0	0	0	0	0
8	1990......	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	0	0	0	0
9	1991......	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	0	0	0
10	1992......	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	0	0
11	1993......	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	X X X X	0

<CAPTION>

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SCHEDULE P INTERROGATORIES

1. Computation of excess statutory reserves over statement reserves. See Instructions for explanation and formulas.

(a) Auto Liability (private passenger and commercial)

1993	$3,770	75.0%)
1992	$0	75.0%)
1991	$0	75.0%)
Total	$3,770	

<CAPTION>
(b) Other Liability and Products Liability

1993	$0	60.0%)
1992	$160	60.0%)
1991	$11,124	60.0%)
Total	$11,284	

<CAPTION>
(c) Medical Malpractice

1993	$0	60.0%)
1992	$643	60.0%)
1991	$653	60.0%)
Total	$1,296	

<CAPTION>
(d) Workers' Compensation

1993	$0	69.5%)
1992	$0	69.5%)
1991	$0	69.5%)
Total	$0	

<CAPTION>
(e) Credit

Total	$3,650

<CAPTION>
(f) All Lines Total (Report here and Page 3)

Total	$20,000

<CAPTION>
2. What is the extended loss and expense reserve - direct and assumed - for the following classes? An example of an extended loss and expense reserve is the actuarial reserve for the free-tail coverage arising upon death, disability or retirement in most medical malpractice policies. Such a liability is to be reported here even if it was not reported elsewhere in Schedule P, but otherwise reported as a liability item on page 3. Show the full reserve amount, not just the change during the current year.

Year in which premiums were earned and losses were incurred	1 Medical Malpractice	2 Other Liability	3 Products Liability
(a) 1987	0	0	0
(b) 1988	0	0	0
(c) 1989	0	0	0
(d) 1990	0	0	0
(e) 1991	0	0	0
(f) 1992	0	0	0
(g) 1993	0	0	0
(h) Totals	0	0	0

<CAPTION>
3. The term "Loss expense" includes all payments for legal expenses, including attorney's and witness fees and court costs, salaries and expenses of investigators, adjustors and field men, rents, stationery, telegraph and telephone charges, postage, salaries and expenses of office employees, home office expenses and all other payments under or on account of such injuries, whether the payments are allocated to specific claims or are unallocated. Are they so reported in this statement?

Answer: Yes [X] No [ ]

4. The unallocated loss expense payments paid during the most recent calendar year should be distributed to the various years in which losses were incurred as follows: (1) 45% to the most recent year, (2) 5% to the next most recent year, and (3) the balance to all years, including the most recent, in proportion to the amount of loss payments paid for each year during the most recent calendar year. If the distribution in (1) or (2) produces an accumulated distribution to such year in excess of 10% of the premiums earned for such year, disregarding all distributions made under (3), such accumulated distribution should be limited to 10% of premiums earned and the balance distributed in accordance with (3) Answer: Yes [X] No [ ]

5. Do any lines in Schedule P include reserves which are reported gross of any discount to present value of future payments, but are reported net of such discounts on page 10? Answer Yes [ ] No [X]

If yes, proper reporting must be made in the Notes to Financial Statements, as specified in the Instructions. Also, the discounts must be reported in Schedule P - Part 1, Columns 31 and 32.

Schedule P must be completed gross of non-tabular discounting. Work papers relating to discount calculations must be available for examination upon request.

Discounting is allowed only if expressly permitted by the state insurance department to which this Annual Statment is being filed.

6. What were the net premiums in force at the end of the year for: (in thousands of dollars)

<S>	<C>
(a) Fidelity	$0
(b) Surety	$31,850

7. Claim count information is reported (check one) If not the same in all years, explain in Question 8.

(a) per claim	X
(b) per claimant	See Below

<CAPTION

8. The information provided in Schedule P will be used by many persons to estimate the adequacy of the current loss and expense reserves, among other things. Are there any especially significant events, coverage, retention or accounting changes which have occurred which must be considered when making such analyses (An extended statement may be attached)?

Item 1: Accident years 1978 to 1989 for Workkers' Compensation and accident years 1885, 1986, 1987 for Other Liability-Claims Made Outstanding Losses are recorded net of Aggregate Excess of Loss Reinsurance treaties. Great care should be exercised in interpreting all Schedule P pages associated with these two product lines. Schedule P data with the impact of these reinsurance treaties removed is available from the company

Item 2: Claim counts are for voluntary product written by the company. Pools and Association, Assigned Risk for Workers' Compensation and Automobile plans are not provided by the Company. Great care should be exercised in using claim count information.

</TABLE>