

RLI CORP
Form 10-Q
October 27, 2006

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 10-Q

(Mark One)

Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the quarterly period ended September 30, 2006

or

Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the transition period from _____ to _____

Commission File Number: 001-09463

RLI Corp.

(Exact name of registrant as specified in its charter)

ILLINOIS

(State or other jurisdiction of
incorporation or organization)

37-0889946

(I.R.S. Employer
Identification Number)

9025 North Lindbergh Drive, Peoria, IL

(Address of principal executive offices)

61615

(Zip Code)

(309) 692-1000

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer Non-accelerated filer

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

APPLICABLE ONLY TO CORPORATE ISSUERS:

As of October 19, 2006 the number of shares outstanding of the registrant's Common Stock was 24,419,494.

PART I FINANCIAL INFORMATION

Item 1. Financial Statements

RLI Corp. and Subsidiaries
Condensed Consolidated Statements of Earnings and Comprehensive Earnings
(Unaudited)

<u>(in thousands, except per share data)</u>	For the Three-Month Period Ended September 30,	
	2006	2005
Net premiums earned	\$ 138,245	\$ 126,129
Net investment income	18,316	15,855
Net realized investment gains	2,822	7,194
	159,383	149,178
Losses and settlement expenses	70,018	69,835
Policy acquisition costs	36,320	34,835
Insurance operating expenses	10,573	8,196
Interest expense on debt	1,662	1,752
General corporate expenses	1,898	1,495
	120,471	116,113
Equity in earnings of uncons. investees	4,650	2,617
Earnings before income taxes	43,562	35,682
Income tax expense	13,184	10,353
Net earnings	\$ 30,378	\$ 25,329
Other comprehensive earnings (loss), net of tax	25,231	(12,129)
Comprehensive earnings	\$ 55,609	\$ 13,200
Earnings per share:		
Basic:		
Basic net earnings per share	\$ 1.24	\$ 0.99
Basic comprehensive earnings per share	\$ 2.26	\$ 0.52
Diluted:		
Diluted net earnings per share	\$ 1.21	\$ 0.96
Diluted comprehensive earnings per share	\$ 2.21	\$ 0.50
Weighted average number of common shares outstanding		
Basic	24,590	25,478
Diluted	25,131	26,346
Cash dividends declared per common share	\$ 0.19	\$ 0.16

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

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RLI Corp. and Subsidiaries
Condensed Consolidated Statements of Earnings and Comprehensive Earnings
(Unaudited)

<u>(in thousands, except per share data)</u>	For the Nine-Month Period Ended September 30,	
	2006	2005
Net premiums earned	\$ 391,499	\$ 373,843
Net investment income	52,580	45,133
Net realized investment gains	8,753	14,567
	452,832	433,543
Losses and settlement expenses	211,661	175,677
Policy acquisition costs	106,126	102,271
Insurance operating expenses	29,510	26,630
Interest expense on debt	5,054	5,417
General corporate expenses	5,407	5,109
	357,758	315,104
Equity in earnings of uncons. investees	12,257	8,391
Earnings before income taxes	107,331	126,830
Income tax expense	28,375	37,800
Net earnings	\$ 78,956	\$ 89,030
Other comprehensive earnings (loss), net of tax	13,437	(15,988)
Comprehensive earnings	\$ 92,393	\$ 73,042
Earnings per share:		
Basic:		
Basic net earnings per share	\$ 3.14	\$ 3.50
Basic comprehensive earnings per share	\$ 3.68	\$ 2.87
Diluted:		
Diluted net earnings per share	\$ 3.06	\$ 3.39
Diluted comprehensive earnings per share	\$ 3.58	\$ 2.78
Weighted average number of common shares outstanding		
Basic	25,116	25,434
Diluted	25,783	26,278
Cash dividends declared per common share	\$ 0.55	\$ 0.46

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

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RLI Corp. and Subsidiaries Condensed Consolidated Balance Sheets

<u>(in thousands, except share data)</u>	September 30, 2006 (Unaudited)	December 31, 2005
ASSETS		
Investments		
Fixed maturities		
Available-for-sale, at fair value	\$ 1,241,604	\$ 1,181,636
Held-to-maturity, at amortized cost	112,561	134,451
Trading, at fair value	14,782	15,312
Equity securities, at fair value	364,194	321,096
Short-term investments, at cost	51,412	45,296
Total investments	1,784,553	1,697,791
Accrued investment income	18,023	16,974
Premiums and reinsurance balances receivable	134,607	126,894
Ceded unearned premium	102,266	114,668
Reinsurance balances recoverable on unpaid losses	540,351	593,209
Deferred policy acquisition costs	76,765	69,477
Property and equipment	20,741	20,859
Investment in unconsolidated investees	50,081	54,340
Goodwill and indefinite-lived intangibles	26,214	26,214
Other assets	14,624	15,444
TOTAL ASSETS	\$ 2,768,225	\$ 2,735,870
LIABILITIES AND SHAREHOLDERS EQUITY		
Liabilities:		
Unpaid losses and settlement expenses	\$ 1,342,217	\$ 1,331,866
Unearned premiums	409,742	383,683
Reinsurance balances payable	84,248	97,526
Notes payable, short-term debt	5,018	15,541
Income taxes-deferred	27,263	22,717
Bonds payable, long-term debt	100,000	100,000
Other liabilities	91,942	91,596
TOTAL LIABILITIES	2,060,430	2,042,929
Shareholders Equity		
Common stock (\$1 par value) (31,617,697 shares issued at 9/30/06) (31,344,058 shares issued at 12/31/05)	31,618	31,344
Paid-in Capital	186,704	181,794
Accumulated other comprehensive earnings	96,221	82,785
Retained Earnings	543,319	478,043
Deferred compensation	7,592	7,735
Less: Treasury shares at cost (7,198,203 shares at 9/30/06) (5,792,753 shares at 12/31/05)	(157,659)	(88,760)
TOTAL SHAREHOLDERS EQUITY	707,795	692,941
TOTAL LIABILITIES AND SHAREHOLDERS EQUITY	\$ 2,768,225	\$ 2,735,870

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

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RLI Corp. and Subsidiaries
Condensed Consolidated Statements of Cash Flows
(Unaudited)

(in thousands)	For the Nine Month Period Ended September 30,	
	2006	2005
Net cash provided by operating activities	\$ 142,765	\$ 147,617
Cash Flows from Investing Activities		
Investments purchased	(467,896)	(386,356)
Investments sold	332,930	177,012
Investments called or matured	79,071	65,888
Net change in short term investments	1,921	40,514
Changes in notes receivable	1,500	(5,000)
Net property and equipment purchased	(2,529)	(3,873)
Net cash used in investing activities	(55,003)	(111,815)
Cash Flows from Financing Activities		
Cash dividends paid	(13,381)	(11,179)
Payments on debt	(10,557)	(25,932)
Proceeds from issuance of debt	35	214
Stock option plan share issuance	3,634	1,095
Excess tax benefit from exercise of stock options	1,549	0
Treasury shares purchased	(69,042)	0
Net cash used in financing activities	(87,762)	(35,802)
Net increase in cash	0	0
Cash at the beginning of the year	0	0
Cash at September 30	\$ 0	\$ 0

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

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - The financial information is prepared in conformity with accounting principles generally accepted in the United States of America (GAAP), and such principles are applied on a basis consistent with those reflected in our 2005 annual report filed with the Securities and Exchange Commission. Management has prepared the financial information included herein without audit by independent registered public accountants. The condensed consolidated balance sheet as of December 31, 2005 has been derived from, but does not include all the disclosures contained in, the audited consolidated financial statements for the year ended December 31, 2005.

The information furnished includes all adjustments and normal recurring accrual adjustments that are, in the opinion of management, necessary for a fair statement of results for the interim periods. Results of operations for the three and nine month periods ended September 30, 2006 and 2005 are not necessarily indicative of the results of a full year.

The accompanying financial data should be read in conjunction with the notes to the financial statements contained in our 2005 Annual Report on Form 10-K.

Earnings Per Share: Basic earnings per share (EPS) excludes dilution and is computed by dividing income available to common shareholders by the weighted-average number of common shares outstanding for the period. Diluted EPS reflects the dilution that could occur if securities or other contracts to issue common stock or common stock equivalents were exercised or converted into common stock. When inclusion of common stock equivalents increases the earnings per share or reduces the loss per share, the effect on earnings is antidilutive. Under these circumstances, the diluted net earnings or net loss per share is computed excluding the common stock equivalents.

Pursuant to disclosure requirements contained in Statement of Financial Accounting Standards (SFAS) 128, Earnings Per Share, the following represents a reconciliation of the numerator and denominator of the basic and diluted EPS computations contained in the condensed financial statements.

(in thousands, except per share data)	For the Nine-Month Period Ended September 30, 2006		
	Income (Numerator)	Shares (Denominator)	Per Share Amount
Basic EPS			
Income available to common Shareholders	\$ 78,956	25,116	\$ 3.14
Effect of Dilutive Securities			
Stock Options		667	
Diluted EPS			
Income available to common Shareholders	\$ 78,956	25,783	\$ 3.06

(in thousands, except per share data)	For the Nine-Month Period Ended September 30, 2005		
	Income (Numerator)	Shares (Denominator)	Per Share Amount
Basic EPS			
Income available to common stockholders	\$ 89,030	25,434	\$ 3.50
Effect of Dilutive Securities			
Stock Options		844	
Diluted EPS			
Income available to common stockholders	\$ 89,030	26,278	\$ 3.39

Adopted Accounting Standards: -*SFAS No. 123 (revised 2004), Share-Based Payment (SFAS 123R)*

In December 2004, the Financial Accounting Standards Board (FASB) revised Statement of Financial Accounting Standards (SFAS) No. 123, Share-Based Payment, (SFAS 123R) which required companies to expense the estimated fair value of employee stock options and similar awards, for all options vesting, granted, or modified after the effective date of this revised statement. The accounting provisions of SFAS 123R were to become effective for interim periods beginning after June 15, 2005. In April 2005, the Securities and Exchange Commission (SEC) adopted a final rule amending Rule 4-01(a) of Regulation S-X regarding the compliance date for SFAS 123R. The effect of this ruling was to delay the effective date of SFAS 123R to the first interim or annual reporting period of the registrant's first fiscal year beginning on or after June 15, 2005. As a result, the accounting provisions of SFAS 123R became effective for our financial statements beginning January 1, 2006.

SFAS 123R is a revision of SFAS No. 123, Accounting for Stock-Based Compensation (SFAS 123), and supersedes Accounting Principles Board Opinion No. 25, Accounting for Stock Issued to Employees (APB 25), and its related implementation guidance. On January 1, 2006, we adopted the provisions of SFAS 123R using the modified prospective method. SFAS 123R requires entities to recognize compensation expense for awards of equity instruments to employees based on the grant-date fair value of those awards (with limited exceptions). Prior to the adoption of SFAS 123R, we followed the intrinsic value method in accordance with APB 25 to account for our employee stock options and recognized no compensation expense for the stock option grants.

SFAS No. 154, Accounting Changes and Error Corrections (SFAS 154)

The Company adopted SFAS 154 on January 1, 2006. SFAS 154 replaces APB 20, Accounting Changes, and SFAS No. 3, Reporting Accounting Changes in Interim Financial Statements. SFAS 154 requires retrospective application to prior periods' financial statements for changes in accounting principle, unless determination of either the period specific effects or the cumulative effect of the change is impracticable or otherwise promulgated. The Company had no accounting changes or error corrections affected by the new standard.

Pending Accounting Standards

SFAS No. 155, Accounting for Certain Hybrid Financial Instruments – an amendment of FASB Statements No. 133 and 140 (SFAS 155)

In February 2006, the FASB issued SFAS 155, Accounting for Certain Hybrid Financial Instruments. SFAS 155 amends FASB Statement No. 133 and FASB Statement No. 140, and improves the financial reporting of certain hybrid financial instruments by requiring more consistent accounting that eliminates exemptions and provides a means to simplify the accounting for these instruments. Specifically, SFAS 155 allows financial instruments that have embedded derivatives to be accounted for as a whole (eliminating the need to bifurcate the derivative from its host) if the holder elects to account for the whole instrument on a fair value basis. SFAS 155 is effective for all financial instruments acquired or issued after the beginning of an entity's first fiscal year that begins after September 15, 2006. Companies are required to adopt the provisions of SFAS 155, as applicable, beginning in fiscal year 2007. The Company does not believe the adoption of SFAS 155 will have a material impact on the Company's financial position and results of operations.

FASB Interpretation No. 48, Accounting for Uncertainty in Income Taxes, (FIN 48)

In July 2006, the FASB issued FIN 48, which clarifies the accounting for uncertainty in income taxes recognized in an entity's financial statements in accordance with FASB Statement No. 109, Accounting for Income Taxes. FIN 48 requires an entity to recognize the benefit of tax positions only when it is more likely than not, based on the position's technical merits, that the position would be sustained upon examination by the respective taxing authorities. The tax benefit is measured as the largest benefit that is more than fifty-percent likely of being realized upon final settlement with the respective taxing authorities. FIN 48 is effective for fiscal years beginning after December 15, 2006. FIN 48 is not expected to have a material effect on the results of operations or financial position of the Company.

Stock based compensation: During 2005, our shareholders approved the RLI Corp. Omnibus Stock Plan (omnibus plan). In conjunction with the adoption of this plan, effective May 5, 2005, options will no longer be granted under the two other option plans previously in existence. The purpose of the omnibus plan is to promote our interests and those of our shareholders by providing our key personnel an opportunity to acquire a proprietary interest in the company and reward them for achieving a high level of corporate performance and to encourage our continued success and growth. Awards under the omnibus plan may be in the form of restricted stock, stock options (both incentive and nonqualified), stock appreciation rights, performance units, as well as other stock based awards. Eligibility under the omnibus plan is limited to our employees or employees of any affiliate and to individuals or entities who are not employees but who provide services to us or an affiliate, including services provided in the capacity of consultant, advisor or director. The granting of awards is solely at the discretion of the executive resources committee and the nominating/corporate governance committee of our board of directors. The total number of shares of common stock available for distribution under the omnibus plan may not exceed 1,500,000 shares (subject

to adjustment for changes in our capitalization). In 2005, we granted 233,500 stock options under this plan. In 2006, we have granted 191,100 stock options under this plan.

Under the omnibus plan, we grant to officers, directors and other employees stock options for shares with an exercise price equal to the fair market value of the shares at the date of grant. Options generally vest and become exercisable ratably over a five-year period and have a ten-year life. The related compensation expense is recognized over the requisite service period. In most instances the requisite service period and vesting period will be the same. For participants who are retirement eligible, defined by the plan as those individuals whose age and years of service equals seventy-five, the requisite service period is deemed to be met and options are immediately expensed on the date of grant. For participants who will become retirement eligible during the vesting period, the requisite service period over which expense is recognized is the period between the grant date and the attainment of retirement eligibility. Shares issued upon option exercise are newly issued shares.

During 2005, our board of directors adopted resolutions authorizing the accelerated vesting of existing unvested stock options, including directors' stock options. These resolutions were effective May 5, 2005, for all options issued prior to this date and December 30, 2005, for options issued in 2005 subsequent to May 5, 2005. Acceleration was applicable to substantially all unvested options and contains certain share transfer restrictions. These modifications, which occurred prior to the effective date of SFAS 123R, effectively removed these options from expense consideration under SFAS 123R. Under APB 25, compensation expense recorded for accelerated vesting was measured by applying two criteria: (1) the difference between the market price and the option exercise price on the date of acceleration, and (2) the number of options that would have been forfeited as unexercisable (unvested) had acceleration not occurred. Using the guidance set forth in APB 25 and related interpretations, our historical forfeiture rate of less than 10 percent, and certain other assumptions for anticipated retirements, we recorded \$0.8 million of pre-tax compensation expense during 2005. This expense represented our best estimate of the total expense associated with acceleration.

The following table summarizes option activity in 2006:

	Number of Options Outstanding	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life	Aggregate Intrinsic Value (in 000 s)
Outstanding options at January 1, 2006	1,931,627	\$ 26.53		
Options granted	191,100	\$ 50.03		
Options exercised	(339,762)	\$ 19.69		\$ 11,316
Options canceled/forfeited	(41,900)	\$ 39.21		
Outstanding options at September 30, 2006	1,741,065	\$ 30.14	5.66	\$ 35,955
Exercisable options at September 30, 2006	1,552,065	\$ 27.72	5.18	\$ 35,811

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The majority of our options are granted annually at the board meeting in May. Thus far in 2006, 191,100 options have been granted with an average exercise price of \$50.03 and an average fair value of \$13.92. Of these grants, 171,900 were granted at the board meeting in May with a calculated fair value of \$13.97. We recognized \$0.5 million of expense during the first nine months of 2006 related to 2006 grants. Since options granted in 2006 have been non-qualified, we recorded a tax benefit of \$0.2 million related to this compensation expense. Total unrecognized compensation expense relating to these grants was \$2.0 million, which will be recognized over the remainder of the five-year vesting period. There were no options that vested during the first nine months of 2006.

The fair value of options were estimated using a Black-Scholes based option pricing model with the following grant-date assumptions and weighted average fair values:

	2006	2005		
Weighted-average fair value of grants	\$ 13.92	\$ 13.08		
Risk-free interest rates	5.02	% 3.97		%
Dividend yield	1.51	% 1.50		%
Expected volatility	22.41	% 22.90		%
Expected option life	6.31 years	8.0 years		

The risk-free rate is determined based on U.S. treasury yields that most closely approximate each options expected life. The dividend yield is calculated based on the average annualized dividends paid during the most recent five-year period. The expected volatility is an implied volatility. For 2006, this volatility is calculated by computing the weighted average of the most recent 1-year volatility, the most recent 6.31-year (equal to the expected life) volatility and the median of the 6.31-year rolling volatilities of RLI stock. For 2006, the expected option life is determined based on historical exercise behavior and the assumption that all outstanding options will be exercised at the midpoint of the current date and remaining contractual term, adjusted for the demographics of the current year's grant. In prior years, the expected life was determined using historical exercise patterns.

As discussed previously, prior to the adoption of SFAS 123R, we followed the intrinsic value method in accordance with APB 25 to account for employee stock options and accordingly recognized no compensation expense for the stock option grants. In accordance with SFAS 123R, we adopted the provisions of the statement on January 1, 2006 using the modified prospective approach. Under this method, prior periods are not restated. Had compensation cost for share-based plans been determined consistent with SFAS 123R, our net earnings and earnings per share for the nine and three-month periods ended September 30, 2005 would have been reduced to the pro forma amounts that follow.

(in thousands, except per share data)	Nine-Month period Ended September 30, 2005	Three-Month period Ended September 30, 2005
Net earnings, as reported	\$ 89,030	\$ 25,329
Add: Stock-based employee compensation expense included in reported earnings, net of related tax effects	487	0
Deduct: Total stock-based employee compensation expense determined under fair-value-based methods for all awards, net of related tax effects	(2,818)	(377)
Pro forma net earnings	\$ 86,699	\$ 24,952
Earnings per share:		
Basic as reported	\$ 3.50	\$ 0.99
Basic pro forma	\$ 3.41	\$ 0.98
Diluted as reported		
Diluted as reported	\$ 3.39	\$ 0.96
Diluted pro forma	\$ 3.30	\$ 0.95

Pro forma disclosures for 2006 are not presented because the amounts are recognized in the Statement of Earnings.

Pension Plan: Beginning in 2003 through 2006, our board and management took a series of steps to gradually freeze and terminate our defined benefit pension plan. Our termination plan has moved forward, and we expect the regulatory approval process required to fully terminate the plan to be completed during the fourth quarter of 2006. Final distribution of the plan assets is expected to be completed by the end of 2006.

The table below represents the various components of pension expense for the nine month periods ended September 30, 2006 and 2005.

Pension Expense (in thousands)	2006	2005
Service Cost	\$	\$
Interest Cost	441	567
Expected Return on Assets	(363)	(581)
Prior Service Cost		
Recognition of Transition Asset		
Recognition of (Gains)/Losses	1,214	660
Net Periodic Cost	\$ 1,292	\$ 646
Settlement Expense	288	413
Total Pension Cost	\$ 1,580	\$ 1,059

During 2006, we had pension payouts that resulted in our year-to-date distributions exceeding the interest cost of the plan. As a result, we incurred settlement expense of \$288,000, relating to these distributions.

While the ERISA required minimum contribution for the fiscal year ending December 31, 2006 is \$0, we will contribute the amount necessary to terminate the plan in late 2006.

Intangible assets: In accordance with SFAS 142, Goodwill and Other Intangible Assets, the amortization of goodwill and indefinite-lived intangible assets is not permitted. Goodwill and indefinite-lived intangible assets remain on the balance sheet and are tested for impairment on an annual basis, or earlier if there is reason to suspect that their values may have been diminished or impaired. Goodwill and indefinite-lived intangible assets, which relate to our surety segment, are listed separately on the balance sheet and totaled \$26.2 million at September 30, 2006 and December 31, 2005. Impairment testing was performed during 2006, pursuant to the requirements of SFAS 142. Based upon this review, these assets are not impaired.

Intangible assets with definite lives continue to be amortized over their estimated useful lives. Definite-lived intangible assets that continue to be amortized under SFAS 142 relate to our purchase of customer-related and marketing-related intangibles. These intangibles have useful lives ranging from five to 10 years. Amortization of intangible assets was \$0.2 million for the first nine months of 2006 and 2005. At September 30, 2006, net intangible assets totaled \$0.2 million, net of \$5.5 million of accumulated amortization, and are included in other assets.

2. OPERATING SEGMENT INFORMATION Selected information by operating segment is presented in the table below. Additionally, the table reconciles segment totals to total earnings and total revenues.

SEGMENT DATA (in thousands)	For the Nine-Month Periods Ended September 30,			
	EARNINGS		REVENUES	
	2006	2005	2006	2005
Property	\$ 3,498	\$ 6,976	\$ 87,583	\$ 65,660
Casualty	34,232	59,989	259,738	270,359
Surety	6,472	2,300	44,178	37,824
Operating segment totals before income taxes	\$ 44,202	\$ 69,265	\$ 391,499	\$ 373,843
Net investment income	52,580	45,133	52,580	45,133
Realized gains	8,753	14,567	8,753	14,567
General corporate expense and interest on debt	(10,461)	(10,526)		
Equity in earnings of unconsolidated investee	12,257	8,391		
Total earnings before income taxes	\$ 107,331	\$ 126,830		
Income tax expense	28,375	37,800		
Total	\$ 78,956	\$ 89,030	\$ 452,832	\$ 433,543

The following table further summarizes revenues (net premiums earned) by major product type within each operating segment:

(in thousands)	For the Nine-Month Period Ended September 30,	
	2006	2005
Property		
Commercial property	\$ 66,042	\$ 48,897
Construction	3,456	9,332
Other property	18,085	7,431
Total	\$ 87,583	\$ 65,660
Casualty		
General liability	\$ 135,533	\$ 133,854
Commercial and personal umbrella	48,129	44,434
Commercial transportation	35,889	39,729
Specialty program business	18,795	30,312
Executive products	9,271	7,249
Other	12,121	14,781
Total	\$ 259,738	\$ 270,359
Surety	\$ 44,178	\$ 37,824
Grand Total	\$ 391,499	\$ 373,843

A detailed discussion of earnings and results by segment is contained in management's discussion and analysis of financial condition and results of operations.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.

SAFE HARBOR STATEMENT UNDER THE PRIVATE SECURITIES LITIGATION REFORM ACT OF 1995: This discussion and analysis may contain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934 that are not historical facts, and involve risks and uncertainties that could cause actual results to differ materially from those expected and projected. Various risk factors that could affect future results are listed in our filings with the Securities and Exchange Commission, including the Annual Report on Form 10-K for the year ended December 31, 2005.

OVERVIEW

We are a holding company that underwrites selected property and casualty insurance and surety coverage through insurance company subsidiaries collectively known as RLI Insurance Group, or the Group. The Group provides insurance coverages primarily for commercial risks representing 86% of our consolidated revenue for the first nine months of 2006 and 2005.

As a niche company, we offer specialty insurance products designed to meet specific insurance needs of targeted insured groups and underwrite particular types of coverage for certain markets that are underserved by the insurance industry, such as our commercial earthquake coverage and oil and gas surety bonds. As a niche company, we also provide types of insurance products not generally offered by other companies, such as our stand-alone personal umbrella policy. The excess and surplus insurance market, which unlike the standard admitted market is less regulated and more flexible in terms of policy forms and premium rates, provides an alternative market for customers with hard-to-place risks and risks that admitted insurers specifically refuse to write. When we underwrite within the surplus lines market, we are selective in the line of business and type of risks we choose to write. Using our non-admitted status in this market allows us to tailor terms and conditions to manage these exposures more effectively than our admitted counterparts. Often the development of these specialty insurance products is generated through proposals brought to us by an agent or broker seeking coverage for a specific group of clients. Once a proposal is submitted, underwriters determine whether a proposal would be a viable product in keeping with our business objectives.

Management measures the results of our insurance operations by monitoring certain measures of growth and profitability across three distinct business segments: property, casualty and surety. Growth is measured in terms of gross premiums written, while profitability is analyzed through GAAP (accounting principles generally accepted in the United States of America) combined ratios, which are further subdivided into their respective loss and expense components. The GAAP combined ratios represent the profit or loss generated from our insurance operations.

The foundation of our overall business strategy is to underwrite for profit. This drives our ability to provide shareholder returns in three different ways: the underwriting profit itself, investment income from fixed-income portfolios, and long-term growth in our equity portfolio. Our investment strategy is based on preservation of capital as the first priority, with a secondary focus on generating total return.

The property and casualty insurance business is cyclical and influenced by many factors, including price competition, economic conditions, natural or man-made disasters (for example, earthquakes, hurricanes, and terrorism), interest rates, state regulations, court decisions and changes in the law. One of the unique and challenging features of the property and casualty insurance business is that products must be priced before costs have fully developed, because premiums are charged before claims are incurred. This requires that liabilities be estimated and recorded in recognition of future loss and settlement obligations. Due to the inherent uncertainty in estimating these liabilities, there can be no assurance that actual liabilities will not be more or less than recorded amounts; if actual liabilities differ from recorded amounts, there will be an adverse or favorable effect on net earnings. In evaluating the objective performance measures previously mentioned, it is important to consider the following individual characteristics of each major insurance segment.

Our property segment primarily underwrites commercial fire, earthquake, difference in conditions, marine, and in the state of Hawaii, select personal lines policies. Property insurance results are subject to the variability introduced by perils such as earthquakes, fires and hurricanes. Our major catastrophe exposure is to losses caused by earthquakes, primarily in the state of California. Our second largest catastrophe exposure is to losses caused by hurricanes to commercial properties throughout the Gulf and East Coasts, as well as to homes we insure in Hawaii. We attempt to limit our net aggregate exposure to a catastrophic event by purchasing reinsurance and through extensive use of computer-assisted modeling techniques. These techniques provide estimates of the concentration of risks exposed to catastrophic events.

The casualty portion of our business consists largely of general liability, transportation, multi-peril program business, commercial umbrella, personal umbrella, executive products and other specialty coverages. In addition, we provide employers indemnity and in-home business owners coverage. The casualty book of business is subject to the risk of accurately estimating losses and related loss reserves because the ultimate settlement of a casualty claim may take several years to fully develop. The casualty line may also be affected by evolving legislation and court decisions that define the extent of coverage and the amount of compensation due for injuries or losses.

The surety segment specializes in writing small to large commercial and small contract surety products, as well as those for the energy (plugging and abandonment), petrochemical and refining industries. Our surety products usually involve a statutory requirement for bonds, and these bonds have maintained a relatively low loss ratio. Losses may fluctuate, however, due to adverse economic conditions that may affect the financial viability of an insured. Contract surety products typically guarantee the construction work of a commercial contractor for a specific project. Generally, losses occur due to adverse economic conditions, inclement weather conditions or the deterioration of a contractor's financial condition. As such, this line has historically produced marginally higher loss ratios than other surety lines.

The insurance marketplace has softened over the last two years, meaning that the marketplace became more competitive and prices were generally flat to falling, even as coverage terms became less restrictive. Recently, pricing in the property segment has hardened, meaning that prices are increasing, and terms have become more restrictive, particularly in hurricane and earthquake-prone areas. We believe that our business model is geared to create underwriting profits by focusing on sound underwriting discipline. Our primary focus will continue to be on underwriting profitability as opposed to premium growth or market share measurements.

GAAP and non-GAAP Financial Performance Metrics

Throughout this quarterly report, we present our operations in the way we believe will be most meaningful, useful and transparent to anyone using this financial information to evaluate our performance. In addition to the GAAP presentation of net earnings and certain statutory reporting information, we show certain non-GAAP financial measures that we believe are valuable in managing our business, evaluating our performance, and drawing comparisons to our peers. These measures include gross revenues, gross premiums written, net premiums written, combined ratios, and net unpaid loss and settlement expenses.

Following is a list of non-GAAP measures found throughout this report with their definitions, relationships to GAAP measures, and explanations of their importance to our operations.

Gross revenues

This is an RLI-defined metric equaling the sum of gross premiums written, net investment income and net realized gains (losses). It is used by our management as an overall barometer of gross business volume across all operating segments.

Gross premiums written

While net premiums earned is the related GAAP measure used in the statements of earnings, gross premiums written is the component of net premiums earned that measures insurance business produced before the impact of ceding reinsurance premiums, but without respect to when those premiums will be recognized as actual revenue. We use this measure as an overall gauge of gross business volume in our insurance underwriting operations with some indication of profit potential subject to the levels of our retentions, expenses and loss costs.

Net premiums written

While net premiums earned is the related GAAP measure used in the statements of earnings, net premiums written is the component of net premiums earned that measures gross premiums written less the cost of ceding reinsurance premiums, but without respect to when those premiums will be recognized as actual revenue. We use this measure as an indication of retained or net business volume in our insurance underwriting operations. It is an indicator of future earnings potential subject to our expenses and loss costs.

Combined ratios

This ratio is a common insurance industry measure of profitability for any underwriting operation, and is calculated in two components. First, the expense ratio reflects the sum of policy acquisition costs and insurance operating expenses, divided by net premiums earned. The second component, the loss ratio, is losses and settlement expenses divided by net premiums earned. The sum of the loss and expense ratios is the combined ratio. The difference between the combined ratio and 100 reflects the per-dollar rate of underwriting profit or loss. For example, a combined ratio of 95 implies that for every \$100 of premium we earn, we record \$5 of underwriting profit.

Net Unpaid Loss and Settlement Expenses

Unpaid losses and settlement expenses, as shown in the liabilities section of our balance sheets, represents the total obligations to claimants for both estimates of known claims and estimates for incurred but not reported (IBNR) claims. The related asset item, reinsurance balances recoverable on unpaid losses and settlement expense, is the estimate of known claims and estimates of IBNR that we expect to recover from reinsurers. The net of these two items is generally referred to as net unpaid loss and settlement expenses and is commonly referred to in our disclosures regarding the process of establishing these various estimated amounts.

Critical Accounting Policies

In preparing the condensed consolidated financial statements, our management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosures of contingent assets and liabilities as of the date of the condensed consolidated financial statements and the reported amounts of revenues and expenses for the reporting period. Actual results could differ significantly from those estimates.

The most critical accounting policies involve significant estimates and include those used in determining the liability for unpaid losses and settlement expenses, investment valuation, recoverability of reinsurance balances and deferred policy acquisition costs.

Unpaid Losses and Settlement Expenses

We accrue liabilities intended to represent the ultimate settlement cost of losses and loss expenses incurred but not yet settled as of the accounting date. This includes both claims whose loss circumstances have been reported to us and for which our claims personnel have established estimates of ultimate cost (case reserves), and claims which have occurred, but which have not yet been reported to us (incurred but not reported or IBNR reserves). The ultimate cost of both of these categories, and therefore the liability booked to represent their ultimate cost, involve estimates.

The estimates underlying the accrued liabilities are derived from generally accepted actuarial techniques, applied to our actual experience, and take into account insurance industry data to the extent judged relevant to our operations. These estimates all have a level of uncertainty attached to them that can be measured using generally accepted actuarial techniques. Once uncertainty has been determined, a range of outcomes can be calculated. To that end, we have separated our settlement cost liabilities into three categories: latent liability loss and allocated losses and settlement expenses (LAE), remaining loss and allocated LAE, and unallocated LAE. For each of these categories we use a separate generally accepted actuarial method to measure the uncertainty of the estimates within that category. These methods were selected based on the loss development characteristics of each of the categories.

Our loss experience in a given accounting period is affected by all those factors that influence the quality of the business written in competitive coverage marketplaces: the premiums for which the coverage can be sold, the frequency and severity of claims ultimately produced on that business, the terms at which we purchase reinsurance coverage, and our expense structure. In the estimation of ultimate loss and loss expense liabilities, the factors that most significantly affect the ultimate results are:

- changes in claim frequency and severity, or, more generally, the underwriting quality of the business written;
- changes in the coverage sold (limits of coverage, deductibles, exclusions and extensions of coverage, reinsurance terms); and
- changes in the overall profitability of the competitive coverage marketplace.

One of the unique and challenging features of the property and casualty insurance business is that products must be priced before costs have fully developed, because premiums are charged before claims are incurred. This requires that liabilities be estimated and recorded in recognition of incurred losses and settlement obligations that have not been reported. Due to the inherent uncertainty in estimating these liabilities, there can be no assurance that actual liabilities will not exceed recorded amounts; if actual liabilities do exceed recorded amounts, there will be an adverse effect. Furthermore, we may determine that recorded reserves are more than adequate to cover expected losses as happened during 2006 and 2005, when favorable experience on casualty business led us to reduce our reserves. Further information on these reserve releases is contained in the discussion of results below.

Underwriting Quality of the Business Written

In general, competitive insurance marketplaces change over time. This is particularly true of the excess and surplus lines marketplace. The principal measure of those changes is the average profitability of business in a given segment, which is principally determined by the premium charged as well as the frequency and severity of claims produced. Because the quality of business changes continuously, the ultimate profitability of the business being written in the current accounting period must be estimated. As the quality of the business changes, the reliability of recent experience as a guide to the results of current business weakens.

We therefore monitor changes in the quality of business written by the number of claims per unit of exposure, the cost per claim, and the shifts in the distribution of business by geographic region and product segment. We incorporate our understanding of those changes into our estimates of the ultimate cost of current claims for which reserves have been established.

Changes in the Coverage Sold

The excess and surplus lines marketplace is characterized by somewhat greater regulatory latitude in coverage terms and pricing. As competitive marketplace conditions change, our underwriters respond by modifying our coverage terms and pricing. While this is an appropriate response to a changing competitive environment, it also weakens the reliability of past experience as a predictor of the ultimate cost of claims arising from current business. The admitted marketplaces in which we operate provide for more stable terms and pricing because of their regulated nature. However, this regulation limits our ability to quickly adapt terms and pricing in light of changing marketplace dynamics.

Reinsurance is also important to our operations. Reinsurance is purchased in a related, but distinct competitive marketplace which also changes over time. The changes in the relative cost of reinsurance affect the ultimate cost of net loss liabilities for which we accrue reserves. In general, as we grow and increase our financial capacity to absorb fluctuations in results, our need for, and purchase of, reinsurance may decrease incrementally.

Changes in Overall Profitability

During and immediately after the period in which coverage is provided and the corresponding premiums are earned, there may be little actual claim experience from which to estimate the ultimate cost of those claims. In particular, for longer-tailed liability lines such as excess coverage, the reporting, case reserving, and settlement of those claims may take considerable time.

We therefore use generally accepted actuarial techniques that use the premiums charged for coverage as a basis for estimating the ultimate cost of losses and loss expenses for relatively immature accident periods. While this is technically appropriate, it does introduce another variable into the reserve estimate: the changing profitability of premiums for a given coverage over time. Since the ultimate profitability of the business written in a given period depends upon all the factors mentioned above, highly accurate profitability estimates of the longer-tailed lines are difficult to achieve.

We have insignificant exposure to asbestos and environmental policy liabilities. We entered affected liability lines after the industry had already recognized them as a problem, and we therefore adopted appropriate coverage exclusions. What exposure does exist is through our commercial umbrella, general liability, and discontinued assumed reinsurance lines of business. The majority of that exposure is in the excess layers of our commercial umbrella and assumed reinsurance books of business. Although our asbestos and environmental exposure is limited, management cannot determine our ultimate liability with any reasonable degree of certainty. This ultimate liability is difficult to assess due to evolving legislation on such issues as joint and several liability, retroactive liability, and standards of cleanup and that our participation exists in the excess layers of coverage on these risks.

Investment Valuation

Throughout each year, our internal and external investment managers buy and sell securities to maximize overall investment returns in accordance with investment policies established and monitored by our officers and board of directors. This includes selling individual securities that have unrealized losses when the investment manager believes future performance can be improved by buying other securities deemed to offer superior long-term return potential.

We classify our investments in debt and equity securities with readily determinable fair values into one of three categories. Held-to-maturity securities are carried at amortized cost. Available-for-sale securities are carried at fair value with unrealized gains/losses recorded as a component of comprehensive earnings and shareholders' equity, net of deferred income taxes. Trading securities are carried at fair value with unrealized gains/losses included in earnings.

Management regularly evaluates our fixed maturity and equity securities portfolio to determine impairment losses for other-than-temporary declines in the fair value of the investments. Criteria considered during this process include, but are not limited to: the current fair value as compared to the cost (amortized, in certain cases) of the security, degree and duration of the security's fair value being below cost, credit ratings, current economic conditions, the anticipated speed of cost recovery, and our decisions to hold or divest a security. Impairment losses result in a reduction of the underlying investment's cost basis. Significant changes in these factors could result in a considerable charge for impairment losses as reported in the condensed consolidated financial statements.

Part of our evaluation of whether particular securities are other-than-temporarily impaired involves assessing whether we have both the intent and ability to continue to hold securities in an unrealized loss position until their recovery. We have not sold any securities for the purpose of generating cash over the last several years to pay claims, dividends or any other expense or obligation. Accordingly, we believe that our sale activity does not undermine our ability to continue to hold securities in an unrealized loss position until our cost may be recovered.

Recoverability of Reinsurance Balances

Ceded unearned premiums and reinsurance balances recoverable on paid and unpaid losses and settlement expenses are reported separately as assets, rather than being netted with the related liabilities, since reinsurance does not relieve us of our liability to policyholders. Such balances are subject to the credit risk associated with the individual reinsurer. Additionally, the same uncertainties associated with estimating unpaid losses and settlement expenses impact the estimates for the ceded portion of such liabilities. We continually monitor the financial condition of our reinsurers. Our policy is to periodically charge to earnings an estimate of unrecoverable amounts from troubled or insolvent reinsurers. Further discussion of our reinsurers and relating reinsurance balances recoverable can be found in note 5 to the financial statements included in our 2005 Annual Report on Form 10-K.

Deferred Policy Acquisition Costs

We defer commissions, premium taxes and certain other costs related to the acquisition of insurance contracts. These costs are capitalized and charged to expense in proportion to premium revenue recognized. The method followed in computing deferred policy acquisition costs limits the amount of such deferred costs to their estimated realizable value. This would also give effect to the premiums to be earned and anticipated losses and settlement expenses, as well as certain other costs expected to be incurred as the premiums are earned. Judgments as to ultimate recoverability of such deferred costs are highly dependent upon estimates of future loss costs associated with the premiums written.

NINE MONTHS ENDED SEPTEMBER 30, 2006, COMPARED TO NINE MONTHS ENDED SEPTEMBER 30, 2005

Consolidated gross revenues, as displayed in the table that follows, totaled \$677.2 million for the first nine months of 2006 compared to \$617.3 million for the same period in 2005.

<u>Gross revenues (in thousands)</u>	For the Nine-Month Period Ended September 30,	
	2006	2005
Gross premiums written	\$ 615,857	\$ 557,568
Net investment income	52,580	45,133
Net realized investment gains	8,753	14,567
Total gross revenues	\$ 677,190	\$ 617,268

Gross premiums written for the Group increased 10% from 2005 levels, as both property and surety posted strong growth. Net investment income improved 17% to \$52.6 million. This growth is attributable to continued positive operating cash flow, coupled with a higher invested asset base.

Consolidated net revenue for the first nine months of 2006 increased \$19.3 million, or 4%, from the same period in 2005. Net premiums earned were up 5%, while net investment income advanced 17%.

Net after-tax earnings for the first nine months of 2006 totaled \$79.0 million, \$3.06 per diluted share, compared to \$89.0 million, \$3.39 per diluted share, for the same period in 2005. Both periods reflect favorable development on prior years' loss reserves. In 2006, positive development on prior accident years' hurricane and casualty loss reserves resulted in additional pretax earnings of \$16.0 million. In 2005, positive development on prior accident years' hurricane and casualty loss reserves resulted in additional pretax earnings of \$45.9 million. Offsetting the positive reserve development, results for 2006 were adversely impacted by \$7.9 million in pre-tax losses and reinstatement premiums associated with the run-off of previously exited construction coverages. In 2005, losses from Hurricanes Katrina and Rita reduced pretax earnings by \$17.0 million.

The amounts disclosed are net of performance-related bonus impacts, which affected other insurance and general corporate expenses. Bonuses earned by executives, managers and associates are predominately influenced by corporate performance (operating earnings and return on capital).

During the first nine months of 2006, equity in earnings of unconsolidated investees of \$12.3 million included \$8.3 million related to Maui Jim, Inc. and \$4.0 million from Taylor Bean & Whitaker Mortgage Corp. Results for 2005 showed \$8.4 million in income, which included \$6.8 million related to Maui Jim and \$1.6 million from Taylor Bean & Whitaker. Continued strong operating performance from both companies drove the growth in 2006.

Results for the first nine months of 2006 included pretax realized gains of \$8.8 million, compared to pretax gains of \$14.6 million, for the same period last year. Realized gains are taxed at the statutory rate of 35%. Additionally, results for 2006 reflect the favorable resolution of a recent tax examination. As a result of the conclusion of this examination, we recorded a tax benefit of \$3.2 million resulting from a change in tax estimate related to the sale of assets.

Comprehensive earnings, which include net earnings plus unrealized gains/losses net of tax, totaled \$92.4 million, \$3.58 per diluted share, for the first nine months of 2006, compared to comprehensive earnings of \$73.0 million, \$2.78 per diluted share, for the same period in 2005. Unrealized gains, net of tax, for the first nine months of 2006 were \$13.4 million, compared to unrealized losses of \$16.0 million for the same period in 2005. Results for 2005 were negatively impacted by volatility experienced in the bond and equity markets.

RLI INSURANCE GROUP

As indicated earlier, gross premiums written for the Group advanced to \$615.9 million for the first nine months of 2006, as property and surety posted strong growth. Underwriting income for the Group declined \$25.1 million to a pre-tax profit of \$44.2 million for the first nine months of 2006. Results for 2005 of \$69.3 million include \$45.9 million in favorable development on prior accident years' casualty and hurricane reserves offset by \$17.0 million in hurricane losses. On a comparative basis, results for 2006 include \$16.0 million in favorable development on prior accident years' casualty and hurricane reserves and were negatively impacted by a \$7.9 million underwriting loss on construction coverages. The GAAP combined ratio totaled 88.7 in 2006, compared to 81.5 in 2005. The Group's loss ratio increased to 54.1 for 2006, compared to 47.0 for 2005. The loss ratio in 2005 included a greater amount of favorable development on prior accident years' reserves, as discussed above.

	For the Nine-Month Period Ended September 30,	
	2006	2005
Gross premiums written (in thousands)		
Property	\$ 185,197	\$ 126,291
Casualty	378,704	383,615
Surety	51,956	47,662
Total	\$ 615,857	\$ 557,568
Underwriting income (in thousands)		
Property	\$ 3,498	\$ 6,976
Casualty	34,232	59,989
Surety	6,472	2,300
Total	\$ 44,202	\$ 69,265
Combined ratio		
Property	96.0	89.3
Casualty	86.9	77.9
Surety	85.3	93.9
Total	88.7	81.5

Property

Gross premiums written for the Group's property segment improved \$58.9 million, or 47%, from the same period last year. For the first nine months of 2006, property's gross premiums totaled \$185.2 million. Our domestic fire book posted a \$35.4 million (60%) increase in written premiums, as rates for hurricane-prone areas have increased in excess of 50%. Additionally, California earthquake premium advanced \$17.5 million (44%) as rates in earthquake-prone areas have advanced 50% as well. Growth in fire and California earthquake was achieved primarily on the basis of increased rates, as our overall exposure to hurricanes and earthquakes remained relatively constant. In addition, our marine division, which was launched during the second quarter of last year reported over \$20.0 million in written premium during 2006. Offsetting these improvements, construction premium declined \$8.5 million (75%) due to the fourth quarter 2005 decision to discontinue our participation in this line.

For the segment, net premiums written advanced at a faster pace than gross production. Net premiums for the segment were up 67%. This change is driven by a shift in mix of business, a slight increase in retention, and the structure of our catastrophe reinsurance. Catastrophe reinsurance is ceded on a gross premiums earned basis. Given the acceleration in growth of catastrophe-exposed business in second and third quarters of 2006, gross premiums earned lagged premiums written, resulting in a lower amount of premiums ceded on catastrophe-exposed business during this period of rapid growth in writings. This trend will reverse as the gross premium is earned, which will result in increased premiums ceded in future periods, and conversely, lower net premiums written. This gap, which narrowed during the third quarter, should continue to decline during the fourth quarter.

Underwriting income for the segment was \$3.5 million for the first nine months of 2006, compared to \$7.0 million for the same period in 2005. While this segment benefited from a light 2006 hurricane season, other catastrophe losses, such as tornadoes and hailstorms, along with increased severity of commercial fire losses have negatively impacted results for 2006. Non-hurricane catastrophe losses increased \$11.6 million over the same period last year.

Additionally in 2006, losses and reinstatement premiums associated with the run-off of previously exited construction coverages adversely impacted results by \$7.9 million. These construction coverages often insured large projects covering multiple years and relied heavily on reinsurance. Certain multiple-year projects remain ongoing, during this period of run-off. While overall exposure and policy counts are down over 50% since the fourth quarter decision to exit this business, new losses have been reported and several losses previously reported have developed adversely in 2006. This adverse development triggered both increased losses incurred of \$5.6 million and additional reinsurance premium of \$2.3 million to reinstate reinsurance coverage exhausted by the increase in developed losses. Overall exposure and policy count should continue to decline during the last quarter of 2006. We would expect exposure and policy count to be down by 75% by year end.

Segment results for 2006 translate into a combined ratio of 96.0, compared to 89.3 for the same period last year. The segment's loss ratio advanced to 57.2 from 53.3 in 2005, due to the aforementioned increased loss activity.

From an expense standpoint, the segment's expense ratio increased to 38.8 from 36.0 in 2005. The expense ratio for the first nine months of 2005 was lower due to \$2.6 million in increased reinsurance profit commission recognition. The expense ratio in 2006 is more indicative of the trend for this segment.

Casualty

The casualty segment posted gross premiums written of \$378.7 million for the first nine months of 2006, down 1% from the same period last year. Rates have continued to soften at a modest pace in the casualty segment. Despite this softening, margins remain good and we continue to find opportunities for profitable growth. Gross premium for executive products advanced \$6.9 million (17%) and umbrella was up \$3.2 million (4%). Despite a slight erosion in rates, general liability, our largest growth contributor over the past several years, posted gross writings off only 3% from last year and continued to produce profitable results. Our specialty program business declined \$8.0 million (26%) due to increased competition and exiting certain unprofitable accounts. As the casualty market continues to soften, we will remain focused on growing areas that provide the best return, while maintaining strict adherence to underwriting discipline.

In total, the casualty segment posted underwriting income of \$34.2 million, compared to income of \$60.0 million for the same period last year. Both periods included favorable development on prior years' loss reserves. Results for 2005 include favorable experience on prior accident years (2002 through 2004) for general liability, transportation and specialty programs. Due to this positive emergence, during the first and second quarters of 2005, we released reserves. These reserve releases improved the segment's underwriting results by \$43.8 million. Moreover during 2005, a re-evaluation of last year's hurricanes resulted in the release of reserves, adding \$2.8 million of underwriting income, net of related bonuses. Hurricane reserves on specialty program business (package policies on service stations and hotels) developed favorably and expected demand surge did not materialize, resulting in this reserve release. From a comparative standpoint, results for 2006 include \$12.6 million of favorable experience on prior accident years (2003), primarily from executive products and \$0.5 million in Hurricane

reserve releases. Overall, the combined ratio for the casualty segment was 86.9 for 2006 compared to 77.9 in 2005. The segment's loss ratio was 58.4 in 2006 compared to 47.6 in 2005, primarily driven by the reduction in prior accident years' reserve releases.

Surety

The surety segment posted gross premiums written of \$52.0 million for the first nine months of 2006, up 9% from the same period last year. Premium growth was experienced across all lines: miscellaneous, commercial, energy and contract. The segment posted underwriting income of \$6.5 million, compared to an income of \$2.3 million for the same period last year. The combined ratio for the surety segment totaled 85.3 in 2006, versus 93.9 for the same period in 2005. The segment's loss ratio was 22.5 for 2006, compared to 32.0 for 2005, as results for both contract and commercial improved considerably. The expense ratio increased to 62.8 but was in line with expectations.

We are in litigation regarding certain commercial surety bond claims arising out of a specific bond program. A detailed discussion of this litigation can be found in Item 3 - Legal Proceedings and note 10 of our 2005 Annual Report on Form 10-K. There have been no significant changes to this litigation since the filing of the Annual Report.

INVESTMENT INCOME AND REALIZED CAPITAL GAINS

During the first nine months of 2006, net investment income increased by 16.5% over that reported for the same period in 2005. This improvement was due to an increased asset base and a higher interest rate environment. On an after-tax basis, investment income increased by 15%. The average annual yields on our investments for the first nine months of 2006 and 2005 were as follows.

Pretax Yield	2006	2005
Taxable	5.21 %	4.89 %
Tax-Exempt	3.98 %	3.98 %
After-tax yield		
Taxable	3.39 %	3.18 %
Tax-Exempt	3.77 %	3.77 %

During the first nine months of 2006, the yield increased on the taxable bonds and remained constant on tax-exempt bonds.

The fixed-income portfolio increased by \$37.6 million, during the first nine months of 2006. This portfolio had a tax-adjusted total return on a mark-to-market basis of 3.9%. Our equity portfolio increased by \$43.1 million during the first nine months of 2006, to \$364.2 million. The equity portfolio had a total return of 12.9% during the first nine months of 2006.

We realized a total of \$8.8 million in capital gains in the first nine months of 2006, compared to capital gains of \$14.6 million in the first nine months of 2005.

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We regularly evaluate the quality of our investment portfolio. When we believe that a specific security has suffered an other-than-temporary decline in value, the investment's value is adjusted by reclassifying the decline from unrealized to realized losses. This has no impact on shareholders' equity. During the first nine months of 2006 and 2005, there were no losses associated with the other-than-temporary impairment of securities.

The following table is used as part of our impairment analysis and illustrates certain industry-level measurements relative to our equity portfolio as of September 30, 2006, including fair value, cost basis, and unrealized gains and losses.

	Cost Basis (dollars in thousands)	9/30/06 Fair Value	Gross Unrealized		Net	Unrealized Gain/Loss % (1)	
			Gains	Losses			
Consumer Discretionary	\$ 12,698	\$ 15,367	\$ 2,780	\$ (111)	\$ 2,669	21.0	%
Consumer Staples	17,391	34,872	17,494	(13)	17,481	100.5	%
Energy	10,709	28,546	17,882	(45)	17,837	166.6	%
Financials	34,514	70,299	35,881	(96)	35,785	103.7	%
Healthcare	13,250	30,804	17,554		17,554	132.5	%
Industrials	18,263	37,632	19,529	(160)	19,369	106.1	%
Materials	7,658	9,858	2,528	(328)	2,200	28.7	%
Information Technology	10,128	16,153	6,057	(32)	6,025	59.5	%
Telecommunications	8,998	17,187	8,232	(43)	8,189	91.0	%
Utilities	46,661	70,343	23,683	(1)	23,682	50.8	%
Other	32,647	33,132	485		485	1.5	%
	\$ 212,917	\$ 364,193	\$ 152,105	\$(829)	\$ 151,276	71.0	%

(1) Calculated as the percentage of net unrealized gain (loss) to cost basis.

The following table is also used as part of our impairment analysis and illustrates the total value of securities that were in an unrealized loss position as of September 30, 2006. It segregates the securities based on type, noting the fair value, cost (or amortized cost), and unrealized loss on each category of investment as well as in total. The table further classifies the securities based on the length of time they have been in an unrealized loss position.

**Investment Positions with Unrealized Losses
Segmented by Type and Period of Continuous
Unrealized Loss at September 30, 2006**

	0-12 Mos. (dollars in thousands)	> 12 Mos.	Total
U.S. Government			
Fair value	\$ 8,075	\$ 3,199	\$ 11,274
Cost or Amortized Cost	8,245	3,327	11,572
Unrealized Loss	(170)	(128)	(298)
U.S. Agency			
Fair value	\$ 197,444	\$ 19,073	\$ 216,517
Cost or Amortized Cost	198,839	19,363	218,202
Unrealized Loss	(1,395)	(290)	(1,685)
Mtge/ABS/CMO			
Fair value	\$ 126,834	\$ 50,343	\$ 177,177
Cost or Amortized Cost	128,921	51,792	180,713
Unrealized Loss	(2,087)	(1,449)	(3,536)
Corporate			
Fair value	\$ 99,758	\$ 46,512	\$ 146,270
Cost or Amortized Cost	101,945	48,430	150,375
Unrealized Loss	(2,187)	(1,918)	(4,105)
States, political subdivisions & revenues			
Fair value	\$ 119,642	\$ 66,834	\$ 186,476
Cost or Amortized Cost	120,240	67,835	188,075
Unrealized Loss	(598)	(1,001)	(1,599)
Subtotal, debt securities			
Fair value	\$ 551,753	\$ 185,961	\$ 737,714
Cost or Amortized Cost	558,190	190,747	748,937
Unrealized Loss	(6,437)	(4,786)	(11,223)
Common Stock			
Fair value	\$ 11,044	\$ 0	\$ 11,044
Cost or Amortized Cost	11,873		11,873
Unrealized Loss	(829)	0	(829)
Total			
Fair value	\$ 562,797	\$ 185,961	\$ 748,758
Cost or Amortized Cost	570,063	190,747	760,810
Unrealized Loss	(7,266)	(4,786)	(12,052)

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The following table shows the composition of the fixed income securities in loss positions at September 30, 2006 by the National Association of Insurance Commissioners (NAIC) rating and the generally equivalent S&P and Moody's ratings. Not all of the securities are rated by S&P and/or Moody's.

NAIC Rating	Equivalent S&P Rating	Equivalent Moody's Rating	Book Value	Fair Value (dollars in thousands)	Unrealized Loss	Percent to Total
1	AAA/AA/A	Aaa/Aa/A	\$ 694,093	\$ 684,143	\$ (9,950)	88.7 %
2	BBB	Baa	54,844	53,571	(1,273)	11.3 %
3	BB	Ba	0	0	0	0 %
4	B	B	0	0	0	0 %
5	CCC or lower	Caa or Lower	0	0	0	0 %
6			0	0	0	0 %
Total			\$ 748,937	\$ 737,714	\$ (11,223)	100 %

As of September 30, 2006, we held 34 common stock positions that were in unrealized loss positions. Unrealized losses on these securities totaled \$.8 million. All of these securities have been in an unrealized loss position for less than nine months.

The fixed income portfolio contained 388 unrealized loss positions as of September 30, 2006. The \$11.2 million in associated unrealized losses for these 388 securities is only 0.8% of the fixed income portfolio's cost basis. Of these 388 securities, 15 have been in an unrealized loss position for more than 12 consecutive months and these collectively represent \$4.8 million in unrealized losses (0.3% of total fixed income portfolio's cost basis). The fixed income unrealized losses can primarily be attributed to an increase in medium and long-term interest rates since the purchase of many of these fixed income securities. We continually monitor the credit quality of our fixed income investments to gauge our ability to be repaid principal and interest. We consider price declines of securities in our other-than-temporary-impairment analysis where such price declines provide evidence of declining credit quality, and we distinguish between price changes caused by credit deterioration, as opposed to rising interest rates.

INCOME TAXES

Our effective tax rate for the first nine months of 2006 was 26% compared to 30% for the same period in 2005. Effective rates are dependent upon components of pretax earnings and the related tax effects. The effective rate for 2005 is higher due to the increase in underwriting income, which is taxed at 35%. Additionally, results for 2006 include a favorable resolution of a recent tax examination. During the second quarter of 2006, the Internal Revenue Service (IRS) concluded an examination of our tax years 2000 through 2004. As a result of the conclusion of this exam, we recorded a \$3.2 million tax benefit, resulting from a change in tax estimate related to the sale of assets.

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Income tax expense attributable to income from operations differed from the amounts computed by applying the U.S. federal tax rate of 35% to pretax income for the first nine months of 2006 and 2005 as a result of the following:

	2006			2005		
	Amount	%		Amount	%	
	(in thousands)					
Provision for income taxes at the Statutory rate of 35%	\$ 37,566	35	%	\$ 44,391	35	%
Increase (reduction) in taxes resulting from:						
Tax exempt interest income	(4,423)	(4	%)	(4,452)	(4	%)
Dividends received deduction	(1,427)	(1	%)	(1,288)	(1	%)
Dividends paid deduction	(353)	(1	%)	(328)		
Tax benefit on IRS examination	(3,171)	(3	%)			
Other items, net	183			(523)		
Total tax expense	\$ 28,375	26	%	\$ 37,800	30	%

LIQUIDITY AND CAPITAL RESOURCES

We have three primary types of cash flows: (1) cash flows from operating activities, which consist mainly of cash generated by our underwriting operations and income earned on our investment portfolio, (2) cash flows from investing activities related to the purchase, sale and maturity of investments, and (3) cash flows from financing activities that impact our capital structure, such as changes in debt and shares outstanding.

The following table summarizes cash flows for the nine month periods ended September 30, 2006 and 2005.

	2006		2005
	(in thousands)		
Operating cash flows	\$ 142,765		\$ 147,617
Investing cash flows	\$ (55,003)		\$ (111,815)
Financing cash flows	\$ (87,762)		\$ (35,802)
Total	\$		\$

Cash flows from operating activities decreased during the first nine months of 2006 compared to that reported for the same period in 2005, due to the timing of certain reinsurance, claim, and other payments. In 2005, available operating cash flow was primarily used in investing activities to purchase additional fixed-income securities. In 2006, available operating cash flow has been primarily used in financing activities to fund the repurchase of our stock. On February 10, 2006, we announced a new stock repurchase program for up to \$100.0 million in RLI common stock. Since the inception of this program, we have repurchased 1,405,450 shares of RLI stock at a cost of \$69.0 million. We expect that the program will be completed during the next 3 to 6 months.

We have \$100.0 million in long-term debt outstanding. On December 12, 2003, we completed a public debt offering, issuing \$100.0 million in senior notes

maturing January 15, 2014 (a 10-year maturity), and paying interest semi-annually at the rate of 5.95% per annum. The notes were issued at a discount resulting in proceeds, net of discount and commission, of \$98.9 million.

As of December 31, 2005, we were party to three reverse repurchase agreements totaling \$15.5 million. As of September 30, 2006, we were party to one reverse repurchase agreement (short-term debt) totaling \$5.0 million.

We are not party to any off-balance sheet arrangements.

At September 30, 2006, we had short-term investments, cash and other investments maturing within one year, of approximately \$74.9 million and investments of \$375.5 million maturing within five years. We maintain revolving lines of credit with two financial institutions, each of which permits us to borrow up to an aggregate principal amount of \$10.0 million. Under certain conditions, each of the lines may be increased up to an aggregate principal amount of \$20.0 million. The facilities have three-year terms that expire on May 31, 2008. As of September 30, 2006, no amounts were outstanding on these facilities.

We believe that cash generated by operations, cash generated by investments and cash available from financing activities will provide sufficient sources of liquidity to meet our anticipated needs over the next 12 to 24 months.

We maintain a well-diversified investment portfolio representing policyholder funds that have not yet been paid out as claims, as well as the capital we hold for our shareholders. As of September 30, 2006, our investment portfolio had a book value of \$1.8 billion. Invested assets at September 30, 2006, increased by \$86.8 million from December 31, 2005.

As of September 30, 2006, our fixed-income portfolio had the following rating distribution:

AAA	77.1	%
AA	9.8	%
A	8.2	%
BBB	4.9	%
Total	100.00	%

As of September 30, 2006, the duration of the fixed income portfolio was 4.91 years. Our fixed-income portfolio remained well diversified, with 748 individual issues as of September 30, 2006.

At September 30, 2006, our equity portfolio had a value of \$364.2 million and is also a source of liquidity. The securities within the equity portfolio remain primarily invested in large-cap issues with strong dividend performance. Included within our equity portfolio are certain real estate investment trust (REIT) securities. The strategy remains one of value investing, with security selection taking precedence over market timing. We use a buy-and-hold strategy, minimizing both transactional costs and taxes.

As of September 30, 2006, our portfolio had a dividend yield of 2.8% compared to 1.8% for the S&P 500 index. Because of the corporate-dividend-received deduction applicable to our dividend income, we pay an effective tax rate of only 14.2% on dividends, compared to 35.0% on taxable interest and REIT income

and 5.3% on municipal bond interest income. As with our bond portfolio, we maintain a well-diversified group of 179 equity securities.

Our capital structure is comprised of equity and debt outstanding. As of September 30, 2006, our capital structure consisted of \$100.0 million in 10-year maturity senior notes maturing in 2014 (long-term debt), \$5.0 million in reverse repurchase debt agreements maturing within thirty days, and \$707.8 million of shareholders' equity. Debt outstanding comprised 14.8% of total capital as of September 30, 2006.

Our 121st consecutive quarterly dividend payment was declared in the third quarter of 2006 and paid on October 13, 2006 in the amount of \$0.19 per share. Since the inception of cash dividends in 1976, we have increased our annual dividend every year. In its annual Handbook of Dividend Achievers, Mergent FIS (formerly a division of Moody's) ranked us 171st of more than 11,000 U.S. public companies in dividend growth over the last decade.

Dividend payments to us from our principal insurance subsidiary are restricted by state insurance laws as to the amount that may be paid without prior approval of the regulatory authority of Illinois. The maximum dividend distribution is limited by Illinois law to the greater of 10% of RLI Insurance Company's policyholder surplus as of December 31 of the preceding year, or its net income for the 12-month period ending December 31 of the preceding year. Therefore, the maximum dividend distribution that can be paid by RLI Insurance Company during 2006 without prior approval is \$69.1 million. Dividends paid in the form of asset transfers are applied to the dividend limitation at the estimated fair value of the asset as of the dividend date. In the first nine months of 2006, a total of \$59.5 million has been paid in dividends by RLI Insurance as follows: asset transfer of Maui Jim valued at \$35.2 million; asset transfer of Taylor, Bean, Whitaker valued at \$13.4 million; and a cash dividend of \$10.9 million. This leaves \$9.6 million in dividend capacity from insurance subsidiaries for the remainder of 2006. The total amount paid in all of 2005 was \$13.0 million.

Interest and fees on debt obligations totaled \$5.1 million for the first nine months of 2006, down \$0.4 million from the same period in 2005. Rising interest rates in the reverse repurchase markets have been offset by a reduction in the outstanding balance of these instruments. As of September 30, 2006, outstanding debt balances totaled \$105.0 million, compared to \$121.1 million at September 30, 2005. The September 30, 2005 balance of \$121.1 million consisted of \$100.0 million in senior notes and \$21.1 in reverse repurchase agreements. The Company has incurred interest expense on debt at the following average interest rates for the nine month periods ended September 30, 2006 and 2005:

	3Q 2006	3Q 2005
Line of Credit	NA	NA
Reverse repurchase agreements	4.95 %	2.87 %
Total short-term debt	5.24 %	3.03 %
Senior Notes	6.02 %	6.02 %
Total Debt	5.92 %	5.15 %

THREE MONTHS ENDED SEPTEMBER 30, 2006, COMPARED TO THREE MONTHS ENDED SEPTEMBER 30, 2005

Consolidated gross revenues, as displayed in the table that follows, totaled \$233.2 million for the third quarter of 2006 compared to \$215.1 million for the same period in 2005.

	For the Three-Month Period Ended September 30,	
	2006	2005
Gross revenues (in thousands)		
Gross premiums written	\$ 212,014	\$ 192,023
Net investment income	18,316	15,855
Net realized investment gains	2,822	7,194
Total gross revenues	\$ 233,152	\$ 215,072

Gross revenue improved 8% from 2005 levels, as both premiums written and net investment income increased. Gross premiums written advanced 10% from 2005 levels, as the property segment posted strong growth. Net investment income improved 16% to \$18.3 million. This growth is attributable to continued positive operating cash flow, coupled with a higher invested asset base. Realized gains declined to \$2.8 million, due primarily to the realized losses recorded on the sale of certain fixed income securities.

Consolidated net revenue for the third quarter of 2006 was up 7% to \$159.4 million. Net premiums earned advanced 10%, and investment income was up 16%.

Net after-tax earnings for the third quarter of 2006 totaled \$30.4 million, \$1.21 per diluted share, compared to \$25.3 million, \$0.96 per diluted share, for the same period in 2005. Both periods reflect favorable development on prior years' loss reserves. In the third quarter of 2006, positive development on prior accident years' hurricane and casualty loss reserves resulted in additional pretax earnings of \$10.4 million. In the third quarter of 2005, positive development on prior accident years' hurricane and casualty loss reserves resulted in additional pretax earnings of \$16.9 million. Offsetting the positive reserve development, results for 2005 were adversely impacted by \$17.0 million in pretax losses from Hurricanes Katrina and Rita.

During the third quarter of 2006, we recorded \$4.7 million in equity in earnings of unconsolidated investees, which included \$2.8 million relating to Maui Jim, Inc. and \$1.9 million from Taylor Bean & Whitaker Mortgage Corp. Results for the third quarter of 2005 showed \$2.6 million in earnings, which included \$1.9 million related to Maui Jim and \$0.7 million from Taylor Bean & Whitaker. Both companies continue to show strong operating performance.

Results for the third quarter of 2006 include pre-tax realized gains of \$2.8 million, compared to pretax gains of \$7.2 million for the same period last year. Realized gains are taxed at the statutory rate of 35%.

Comprehensive earnings, which include net earnings plus unrealized gains/losses net of tax, totaled \$55.6 million, \$2.21 per diluted share, for the third quarter of 2006, compared to comprehensive earnings of \$13.2 million, \$0.50 per diluted share, for the same period in 2005. Unrealized gains, net of tax, for the third quarter of 2006 were \$25.2 million compared to unrealized losses of \$12.1 million for the same period in 2005. Results for 2006 were favorably impacted by improvements in the bond and equity markets.

RLI INSURANCE GROUP

Gross premiums written for the Group increased 10% to \$212.0 for the third quarter of 2006, as property and surety posted strong growth in the quarter. Underwriting income improved to a pretax profit of \$21.3 million for the third quarter of 2006, compared to \$13.3 million for the same period in 2005. While both periods benefited to varying degrees from favorable development on prior years' loss reserves, results for 2005 were negatively impacted by \$17.0 million in pretax losses from Hurricanes Katrina and Rita. The GAAP combined ratio totaled 84.5 for the third quarter of 2006, compared to 89.5 for the same period in 2005. The Group's loss ratio decreased to 50.6 for the third quarter of 2006, compared to 55.4 for 2005, reflective of the hurricane losses experienced.

	For the Three-Month Period Ended September 30	
	2006	2005
Gross premiums written (in thousands)		
Property	\$ 65,102	\$ 45,643
Casualty	128,610	129,323
Surety	18,302	17,057
Total	\$ 212,014	\$ 192,023
Underwriting income (losses) (in thousands)		
Property	\$ 194	\$ (6,475)
Casualty	18,711	18,934
Surety	2,429	804
Total	\$ 21,334	\$ 13,263
Combined ratio		
Property	99.5	127.4
Casualty	78.4	78.9
Surety	83.8	93.8
Total	84.5	89.5

Property

Gross premiums written for the Group's property segment totaled \$65.1 million for the third quarter of 2006, up \$19.5 million (43%) from the same period last year. Gross writings for our domestic fire book advanced \$7.7 million, California earthquake premium advanced \$11.0 million, and marine writings were up \$4.3 million. Growth in fire and California earthquake was achieved primarily on the basis of increased rate, as our overall exposure to hurricanes and earthquakes declined. Our marine division, which was launched during the third quarter of last year continued to track according to expectations. Offsetting these improvements, construction premium declined \$4.2 million due to the fourth quarter 2005 decision to discontinue our participation in this line.

Underwriting results for the segment totaled income of \$0.2 million for the third quarter of 2006, compared to an underwriting loss of \$6.5 million for the same period in 2005. Results for the third quarter of 2005 included \$12.5 million in hurricane losses. While this segment benefited from a light 2006 hurricane season, other catastrophe losses, such as tornadoes and hailstorms, along with increased severity of commercial fire losses have negatively impacted results for the third quarter of 2006. Non-hurricane catastrophe losses totaled \$4.7 million during the third quarter of 2006.

Segment results for the third quarter of 2006 translate into a combined ratio of 99.5, compared to 127.4 in 2005. The segment's loss ratio declined to 64.7 from 93.0 in 2005, reflective of hurricane losses incurred.

Casualty

The casualty segment posted gross premiums written of \$128.6 million for the third quarter of 2006, down 1% from the same period in 2005. While rates have softened, we continue to find opportunities for profitable growth. Our largest growth contributor over the past several years, general liability declined \$3.4 million, while growth opportunities in other areas have materialized. As the casualty market continues to soften, we will remain focused on growing areas that provide the best return, while maintaining strict adherence to underwriting discipline.

In total, the casualty segment posted underwriting income of \$18.7 million, compared to income of \$18.9 million for the third quarter of last year. Results for 2005 include favorable development on prior accident years' (2003 and 2004) general liability reserves. Due to this positive emergence, we released reserves. These reserve releases improved the segment's underwriting results by \$17.7 million. Partially offsetting this improvement, results for 2005 include \$5.2 million in costs associated with Hurricanes Katrina and Rita. For 2006, underwriting income includes \$10.4 million in favorable loss development on prior accident years' (2003-2005) general liability, commercial transportation and executive products reserves. Overall, the combined ratio for the casualty segment was 78.4 for the third quarter of 2006 compared to 78.9 for the same period in 2005.

Surety

The surety segment posted gross premiums written of \$18.3 million for the third quarter of 2006, up 7% from the same period last year. Premium growth was experienced across all lines: miscellaneous, commercial, energy and contract. The segment posted underwriting income of \$2.4 million for the third quarter of 2006, compared to income of \$0.8 million for the same period last year. The combined ratio totaled 83.8 in 2006, versus 93.8 for the same period in 2005. The segment's loss ratio was 21.1 for 2006, compared to 31.7 for 2005, as loss experience has trended favorably. The expense ratio was 62.7 for 2006, compared to 62.1 for 2005.

INVESTMENT INCOME AND REALIZED CAPITAL GAINS

Our investment portfolio generated net dividend and interest income of \$18.3 million during the third quarter of 2006, an increase of 16% over that reported for the same period in 2005. The improvement in income is due to an increased asset base and a higher interest rate environment. On an after-tax basis, investment income increased by 13%.

Yields on our fixed income investments for the third quarter of 2006 and 2005 are as follows:

Pretax Yield	3Q 2006		3Q 2005	
Taxable	5.26	%	4.81	%
Tax-Exempt	3.99	%	3.96	%
After-tax-yield				
Taxable	3.42	%	3.13	%
Tax-Exempt	3.78	%	3.75	%

In the third quarter of 2006, compared to the third quarter of 2005, the average after-tax yield of the fixed-income portfolio increased.

We realized \$2.8 million in capital gains in the third quarter of 2006, compared to capital gains of \$ 7.2 million in the third quarter of 2005. The decrease in net realized gains is due in part to the timing of the sale of individual securities.

We regularly evaluate the quality of our investment portfolio. When we believe that a specific security has suffered an other-than-temporary decline in value, the investment's value is adjusted by reclassifying the decline from unrealized to realized losses. This has no impact on shareholders' equity. There were no losses associated with the other-than-temporary impairment of securities in the third quarters of 2006 or 2005.

INCOME TAXES

Our effective tax rate for the third quarter of 2006 was 30% compared to 29% for the same period in 2005. Effective rates are dependent upon components of pretax earnings and the related tax effects. The effective rate for the third quarter of 2006 is higher due to the increase in underwriting income, which is taxed at 35%. Income tax expense attributable to income from operations differed from the amounts computed by applying the U.S. federal tax rate of 35% to pretax income for the third quarter of 2006 and 2005 as a result of the following:

(in thousands)	2006		2005		
	Amount	%	Amount	%	
Provision for income taxes at the Statutory rate of 35%	\$ 15,247	35	% \$ 12,489	35	%
Increase (reduction) in taxes resulting from:					
Tax exempt interest income	(1,442)	(3	%) (1,537)	(4	%)
Dividends received deduction	(490)	(2	%) (418)	(1	%)
Dividends paid deduction	(117)		(118)	(1	%)
Other items, net	(14)		(63)		
Total tax expense	\$ 13,184	30	% \$ 10,353	29	%

OTHER MATTERS

In October 2006, we sold 10% of our shares in Taylor Bean & Whitaker back to the company's majority shareholder for \$3.2 million. This transaction, which will be recognized in the fourth quarter, will result in an after-tax gain of \$1.2 million. In addition, the company's majority shareholder has notified us of the intent to buy back our remaining ownership in the near term. We are currently in negotiations to sell back our remaining ownership at a similar valuation, although such sale is not certain and/or may not occur at that valuation.

ITEM 3. Quantitative and Qualitative Disclosures About Market Risk

Market risk is the risk of economic losses due to adverse changes in the estimated fair value of a financial instrument as the result of changes in equity prices, interest rates, foreign exchange rates and commodity prices. Our consolidated balance sheets include assets and liabilities whose estimated fair values are subject to market risk. The primary market risks are equity price risk associated with investments in equity securities and interest rate risk associated with investments in fixed maturities. From time to time, equity prices and interest rates fluctuate causing an effect on our investment portfolio. We have no exposure to foreign exchange risk and no direct commodity risk.

Our market risk exposures at September 30, 2006, have not materially changed from those identified in our 2005 Annual Report on Form 10-K.

ITEM 4. Controls and Procedures

We maintain a system of controls and procedures designed to provide reasonable assurance as to the reliability of the financial statements and other disclosures included in this report, as well as to safeguard assets from unauthorized use or disposition. An evaluation of the effectiveness of the design and operation of our disclosure controls and procedures was performed, under the supervision and with the participation of management, including our Chief Executive Officer and Chief Financial Officer, as of the end of the period covered by this report. Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer have concluded that these disclosure controls and procedures are effective, as of the end of the period covered by this report.

In designing and evaluating our disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurances of achieving the desired control objective, and management necessarily is required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures. We believe that our disclosure controls and procedures provide such reasonable assurance.

No changes were made to our internal control over financial reporting during the last fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II - OTHER INFORMATION

- Item 1. Legal Proceedings - There were no material changes to report.**
- Item 1A. Risk Factors - There were no material changes to report.**
- Item 2. Unregistered Sales of Equity Securities and Use of Proceeds - Not Applicable**
- Item 3. Defaults Upon Senior Securities - Not Applicable**
- Item 4. Submission of Matters to a Vote of Security Holders - Not Applicable**
- Item 5. Other Information - Not Applicable**
- Item 6. Exhibits**

Exhibit 31.1 Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

Exhibit 31.2 Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

Exhibit 32.1 Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

Exhibit 32.2 Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

SIGNATURES

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

RLI Corp.

/s/Joseph E. Dondanville
Joseph E. Dondanville
Sr. Vice President, Chief Financial Officer
(Principal Financial and
Chief Accounting Officer)

Date: October 27, 2006