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ST PAUL COMPANIES INC /MN/

Form 8-K/A

October 29, 2001

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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FORM 8-K/A

CURRENT REPORT

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

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Date of Report (Date of earliest event reported): September 28, 2001

THE ST. PAUL COMPANIES, INC.

-----  
(Exact name of Registrant as specified in its charter)

Minnesota	001-10898	41-0518860
-----	-----	-----
(State of Incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)
385 Washington St., St. Paul, MN		55102
-----		-----
(Address of principal executive offices)		(Zip Code)

(651) 310-7911

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

N/A

-----  
(Former name or former address, if changed since last  
report)

Amendment No. 1

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The St. Paul's Current Report on Form 8-K dated September

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28, 2001 and filed on October 15, 2001 reported the completion of The St. Paul's sale of Fidelity and Guaranty Life Insurance Company (F&G Life) to Old Mutual plc, a London-based international financial services company. Included in that Form 8-K were the pro forma financial statements required under Item 7(b) of Form 8-K and Article 11 of Regulation S-X. The purpose of this amendment is to restate certain of that pro forma financial information.

Item 7. Financial Statements and Exhibits.  
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(a) Not applicable.

(b) Pro Forma Financial Information:

- (i) The St. Paul Companies, Inc. Pro Forma Consolidated, Condensed Balance Sheet as of June 30, 2001, as restated.
- (ii) The St. Paul Companies, Inc. Pro Forma Consolidated, Condensed Income Statement for the six months ended June 30, 2001, as restated.
- (iii) The St. Paul Companies, Inc. Pro Forma Consolidated, Condensed Income Statement for the year ended December 31, 2000 is incorporated herein by reference to the "Life Insurance Segment" section of "Note 12-Discontinued Operations" to the consolidated financial statements included in The St. Paul Companies, Inc. Quarterly Report on Form 10-Q for the quarter ended March 31, 2001, and which was attached as Exhibit 99(a) to The St. Paul Companies, Inc. Current Report on Form 8-K dated September 28, 2001.

Pro Forma Financial Information  
The St. Paul Companies, Inc. and Subsidiaries  
Pro Forma Consolidated, Condensed Balance Sheet  
As of June 30, 2001

(In millions)	Previously Reported Pro Forma*	Pro Forma Adjustment	Restated Pro Forma Balance Sheet
<b>Assets:</b>			
Fixed maturities	\$15,823	\$ -	\$15,823
Other investments	5,502	-	5,502
	21,325	-	21,325
Cash	433	-	433
Reinsurance recoverable on unpaid losses	5,121	-	5,121
Other assets	8,580	-	8,580

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Total assets	----- 35,459 =====	----- - =====	----- 35,459 =====
Liabilities:			
Loss and loss adjustment expense reserves	18,411	-	18,411
Unearned premium reserves	3,908	-	3,908
Total insurance reserves	22,319	-	22,319
Other liabilities	6,337	\$8 (1)	6,345
Total liabilities	28,656	8	28,664
Shareholders' equity	6,803	(8) (2)	6,795
Total liabilities and shareholders' equity	\$35,459 =====	\$ - =====	\$35,459 =====

\* Pro forma balance sheet data as previously reported in The St. Paul Companies, Inc. Current Report on Form 8-K dated September 28, 2001.

The pro forma adjustments to the pro forma consolidated condensed balance sheet are as follows:

- Record accrual for additional amount payable to Old Mutual plc due to the decline in the fair value of certain investments prior to closing (\$12 million), less applicable tax benefit (\$4 million).
- Record net impact on shareholders' equity of additional amount payable to Old Mutual plc.

Pro Forma Financial Information  
The St. Paul Companies, Inc. and Subsidiaries  
Pro Forma Consolidated, Condensed Income Statement  
For the Six Months Ended June 30, 2001

(In millions, except share data)	----- Previously Reported Pro Forma*	----- Pro Forma Adjustment	----- Restated Pro Forma Income Statement
Revenues:			
Premiums earned	\$3,371	\$ -	\$3,371
Net investment income	635	-	635
Asset management	170	-	170

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Realized investment gains	83	-	83
Other	71	-	71
	-----	-----	-----
Total revenues	4,330	-	4,330
	-----	-----	-----
Expenses:			
-----			
Insurance losses and loss adjustment expenses	2,529	-	2,529
Policy acquisition expenses	736	-	736
Operating and administrative expenses	634	-	634
	-----	-----	-----
Total expenses	3,899	-	3,899
	-----	-----	-----
Income from continuing operations before income taxes	431	-	431
Income tax expense	126	-	126
	-----	-----	-----
Income from continuing operations	305	-	305
Discontinued operations, net of taxes	(65)	(\$8) (1)	(73)
	-----	-----	-----
Net income	\$ 240	(\$8)	\$ 232
	=====	=====	=====
Basic earnings per common share:			
Income from continuing operations	\$1.37	\$ -	\$ 1.37
Discontinued operations, net of taxes	(0.30)	(0.04)	(0.34)
	-----	-----	-----
Net income	\$1.07	\$(0.04)	\$ 1.03
	=====	=====	=====
Diluted earnings per common share:			
Income from continuing operations	\$1.32	\$ -	\$ 1.32
Discontinued operations, net of taxes	(0.28)	(0.03)	(0.31)
	-----	-----	-----
Net income	\$1.04	\$(0.03)	\$ 1.01
	=====	=====	=====

\* Pro forma income statement data as previously reported in The St. Paul Companies, Inc. Current Report on Form 8-K dated September 28, 2001.

(1) Record additional amount payable to Old Mutual plc due to the decline in the fair value of certain investments prior to closing (\$12 million), less applicable tax benefit (\$4 million).

For purposes of calculating basic earnings per share, weighted average shares outstanding totaled 215.3 million. For purposes of calculating diluted earnings per share, weighted average shares outstanding totaled 228.1 million.

(c) Exhibits:

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Exhibit No. -----	Exhibit -----
2(a)	Stock Purchase Agreement between St. Paul Fire and Marine Insurance Company and Old Mutual plc related to the sale of F&G Life (the "Agreement") is incorporated by reference to Exhibit (2)(a) of The St. Paul Companies, Inc. Quarterly Report on Form 10-Q for the quarter ended March 31, 2001.
2(b)	Letter Agreement between St. Paul Fire and Marine Insurance Company, Old Mutual plc and Old Mutual U.S. Life Holdings, Inc., dated as of September 26, 2001, which amends the Agreement, is incorporated by reference to The St. Paul Companies, Inc. Current Report on Form 8-K dated September 28, 2001.
99(a)	"Life Insurance Segment" section of "Note 12 - Discontinued Operations" to the consolidated financial statements included in The St. Paul Companies, Inc. Quarterly Report on Form 10-Q for the quarter ended March 31, 2001 is incorporated by reference to The St. Paul Companies, Inc. Current Report on Form 8-K dated September 28, 2001.

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.

THE ST. PAUL COMPANIES, INC.

By /s/ Bruce A. Backberg  
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Bruce A. Backberg  
Senior Vice President

Date: October 29, 2001