



PROPERTY AND CASUALTY COMPANIES - ASSOCIATION EDITION

QUARTERLY STATEMENT

AS OF MARCH 31, 2011
OF THE CONDITION AND AFFAIRS OF THE

Republic-Franklin Insurance Company

NAIC Group Code 0201 0201 NAIC Company Code 12475 Employer's ID Number 31-4290270
(Current) (Prior)

Organized under the Laws of _____, State of Domicile or Port of Entry _____ Ohio

Country of Domicile _____ United States of America

Incorporated/Organized 02/10/1949 Commenced Business 02/10/1949

Statutory Home Office 2600 Corporate Exchange Drive, Columbus, OH 43231
(Street and Number) (City or Town, State and Zip Code)

Main Administrative Office 180 Genesee Street, 315-734-2000
(Street and Number) (Area Code) (Telephone Number)
New Hartford, NY 13413

Mail Address Post Office Box 530, Utica, NY 13503-0530
(Street and Number or P.O. Box) (City or Town, State and Zip Code)

Primary Location of Books and Records 180 Genesee Street, 315-734-2717
(Street and Number) (Area Code) (Telephone Number)
New Hartford, NY 13413

Internet Web Site Address www.uticanational.com

Statutory Statement Contact Brian Wade Miller, Jr., 315-734-2717
(Name) (Area Code) (Telephone Number)
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OFFICERS

Chairman & CEO James Douglas Robinson Secretary George Paul Wardley, III
President & COO Brian Patrick Lytwynec

OTHER

James Porter Carhart Senior Vice President Richard Patrick Creedon Executive Vice President Daniel Desmond Daly Executive Vice President
Steven Paul Guzski Senior Vice President

DIRECTORS OR TRUSTEES

Alfred Elliot Calligaris	Roy Anthony Cardia	Paul Alan Hagstrom, Ph.D.
Jerry John Hartman	Brian Patrick Lytwynec	Alan Joseph Pope, Sr.
James Douglas Robinson	Linda Ellen Romano	George Paul Wardley, III
John Ralph Zapisek		

State of New York SS: _____
County of Oneida

The officers of this reporting entity being duly sworn, each depose and say that they are the described officers of said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any liens or claims thereon, except as herein stated, and that this statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to, is a full and true statement of all the assets and liabilities and of the condition and affairs of the said reporting entity as of the reporting period stated above, and of its income and deductions therefrom for the period ended, and have been completed in accordance with the NAIC Annual Statement Instructions and Accounting Practices and Procedures manual except to the extent that: (1) state law may differ; or, (2) that state rules or regulations require differences in reporting not related to accounting practices and procedures, according to the best of their information, knowledge and belief, respectively. Furthermore, the scope of this attestation by the described officers also includes the related corresponding electronic filing with the NAIC, when required, that is an exact copy (except for formatting differences due to electronic filing) of the enclosed statement. The electronic filing may be requested by various regulators in lieu of or in addition to the enclosed statement.

James Douglas Robinson
Chairman & CEO

Brian Patrick Lytwynec
President & COO

George Paul Wardley, III
Secretary

Subscribed and sworn to before me this
day of _____

a. Is this an original filing?
b. If no,
1. State the amendment number.....
2. Date filed.....
3. Number of pages attached.....

Yes [] No []

ASSETS

	Current Statement Date			4 December 31 Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
1. Bonds	73,240,501		73,240,501	73,476,829
2. Stocks:				
2.1 Preferred stocks				
2.2 Common stocks	4,873,139		4,873,139	4,620,180
3. Mortgage loans on real estate:				
3.1 First liens				
3.2 Other than first liens				
4. Real estate:				
4.1 Properties occupied by the company (less \$ encumbrances)				
4.2 Properties held for the production of income (less \$ encumbrances)				
4.3 Properties held for sale (less \$ encumbrances)				
5. Cash (\$ 1,527,988), cash equivalents (\$ 499,920) and short-term investments (\$ 100,000)	2,127,908		2,127,908	1,432,444
6. Contract loans (including \$ premium notes)				
7. Derivatives				
8. Other invested assets				
9. Receivables for securities				
10. Securities lending reinvested collateral assets				
11. Aggregate write-ins for invested assets	80,241,549		80,241,549	79,529,453
12. Subtotals, cash and invested assets (Lines 1 to 11)				
13. Title plants less \$ charged off (for Title insurers only)				
14. Investment income due and accrued	788,341		788,341	794,458
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	4,899,966	60,480	4,839,486	4,890,647
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$ (37,138) earned but unbilled premiums)	883,305		883,305	928,391
15.3 Accrued retrospective premiums				
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers	2,841,594		2,841,594	2,233,276
16.2 Funds held by or deposited with reinsured companies				
16.3 Other amounts receivable under reinsurance contracts				
17. Amounts receivable relating to uninsured plans				
18.1 Current federal and foreign income tax recoverable and interest thereon				71,138
18.2 Net deferred tax asset	1,692,632	427,404	1,265,228	1,265,228
19. Guaranty funds receivable or on deposit	1,039,688		1,039,688	969,540
20. Electronic data processing equipment and software	28,695		28,695	34,089
21. Furniture and equipment, including health care delivery assets (\$)	46,066	46,066		
22. Net adjustment in assets and liabilities due to foreign exchange rates				
23. Receivables from parent, subsidiaries and affiliates				
24. Health care (\$) and other amounts receivable				
25. Aggregate write-ins for other than invested assets	3,570,766	2,199,238	1,371,527	1,405,267
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25)	96,032,602	2,733,188	93,299,413	92,121,485
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts				
28. Total (Lines 26 and 27)	96,032,602	2,733,188	93,299,413	92,121,485
DETAILS OF WRITE-INS				
1101.				
1102.				
1103.				
1198. Summary of remaining write-ins for Line 11 from overflow page				
1199. Totals (Lines 1101 through 1103 plus 1198)(Line 11 above)				
2501. Accounts Receivable - Other	1,231,148	29,635	1,201,512	1,219,831
2502. Equities and Deposits in Pools and Associations	170,471	456	170,015	184,497
2503. Prepaid Expenses	1,516,232	1,516,232		
2598. Summary of remaining write-ins for Line 25 from overflow page	652,915	652,915		939
2599. Totals (Lines 2501 through 2503 plus 2598)(Line 25 above)	3,570,766	2,199,238	1,371,527	1,405,267

STATEMENT AS OF MARCH 31, 2011 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY
LIABILITIES, SURPLUS AND OTHER FUNDS

	1 Current Statement Date	2 December 31, Prior Year
1. Losses (current accident year \$ 3,060,300)	28,020,010	27,861,918
2. Reinsurance payable on paid losses and loss adjustment expenses		
3. Loss adjustment expenses	9,762,187	9,994,204
4. Commissions payable, contingent commissions and other similar charges	358,157	638,457
5. Other expenses (excluding taxes, licenses and fees)	1,021,349	1,233,402
6. Taxes, licenses and fees (excluding federal and foreign income taxes)	705,996	651,177
7.1 Current federal and foreign income taxes (including \$ on realized capital gains (losses))	3,191	
7.2 Net deferred tax liability		
8. Borrowed money \$ and interest thereon \$		
9. Unearned premiums (after deducting unearned premiums for ceded reinsurance of \$ 65,662,386 and including warranty reserves of \$)	8,980,001	9,047,701
10. Advance premium	51,234	56,104
11. Dividends declared and unpaid:		
11.1 Stockholders		
11.2 Policyholders	291,409	251,018
12. Ceded reinsurance premiums payable (net of ceding commissions)	141,547	339,530
13. Funds held by company under reinsurance treaties		
14. Amounts withheld or retained by company for account of others	396,977	453,177
15. Remittances and items not allocated		
16. Provision for reinsurance	62,766	62,766
17. Net adjustments in assets and liabilities due to foreign exchange rates		
18. Drafts outstanding		
19. Payable to parent, subsidiaries and affiliates	2,053,020	664,089
20. Derivatives		
21. Payable for securities	249,593	35
22. Payable for securities lending		
23. Liability for amounts held under uninsured plans		
24. Capital notes \$ and interest thereon \$		
25. Aggregate write-ins for liabilities	209,281	203,009
26. Total liabilities excluding protected cell liabilities (Lines 1 through 25)	52,306,718	51,456,587
27. Protected cell liabilities		
28. Total liabilities (Lines 26 and 27)	52,306,718	51,456,587
29. Aggregate write-ins for special surplus funds	118,097	68,703
30. Common capital stock	3,500,000	3,500,000
31. Preferred capital stock		
32. Aggregate write-ins for other than special surplus funds		
33. Surplus notes		
34. Gross paid in and contributed surplus	2,139,802	2,139,802
35. Unassigned funds (surplus)	35,234,797	34,956,393
36. Less treasury stock, at cost:		
36.1 shares common (value included in Line 30 \$)		
36.2 shares preferred (value included in Line 31 \$)		
37. Surplus as regards policyholders (Lines 29 to 35, less 36)	40,992,696	40,664,898
38. Totals (Page 2, Line 28, Col. 3)	93,299,413	92,121,485
DETAILS OF WRITE-INS		
2501. Contingent Balances in Safety Groups	209,160	202,620
2502. Miscellaneous Accounts Payable	121	389
2503.		
2598. Summary of remaining write-ins for Line 25 from overflow page		
2599. Totals (Lines 2501 through 2503 plus 2598)(Line 25 above)	209,281	203,009
2901. Reserve for Undeclared Dividends	118,097	68,703
2902.		
2903.		
2998. Summary of remaining write-ins for Line 29 from overflow page		
2999. Totals (Lines 2901 through 2903 plus 2998)(Line 29 above)	118,097	68,703
3201.		
3202.		
3203.		
3298. Summary of remaining write-ins for Line 32 from overflow page		
3299. Totals (Lines 3201 through 3203 plus 3298)(Line 32 above)		

STATEMENT AS OF MARCH 31, 2011 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY
STATEMENT OF INCOME

	1 Current Year to Date	2 Prior Year to Date	3 Prior Year Ended December 31
UNDERWRITING INCOME			
1. Premiums earned:			
1.1 Direct (written \$ 29,879,693)	36,052,511	35,082,425	143,160,108
1.2 Assumed (written \$ 4,429,239)	4,496,940	4,350,647	17,423,418
1.3 Ceded (written \$ 29,879,693)	36,052,511	35,082,425	143,160,137
1.4 Net (written \$ 4,429,239)	4,496,940	4,350,647	17,423,389
DEDUCTIONS:			
2. Losses incurred (current accident year \$ 3,719,250):			
2.1 Direct	24,128,309	19,255,884	63,738,864
2.2 Assumed	2,513,986	2,148,443	8,426,646
2.3 Ceded	24,127,551	19,252,550	63,736,038
2.4 Net	2,514,745	2,151,777	8,429,473
3. Loss adjustment expenses incurred	953,228	940,859	3,343,453
4. Other underwriting expenses incurred	1,750,060	1,697,073	6,747,170
5. Aggregate write-ins for underwriting deductions			
6. Total underwriting deductions (Lines 2 through 5)	5,218,033	4,789,709	18,520,095
7. Net income of protected cells			
8. Net underwriting gain or (loss) (Line 1 minus Line 6 + Line 7)	(721,093)	(439,063)	(1,096,707)
INVESTMENT INCOME			
9. Net investment income earned	814,695	814,202	3,311,054
10. Net realized capital gains (losses) less capital gains tax of \$	378,017	14,988	612,094
11. Net investment gain (loss) (Lines 9 + 10)	1,192,712	829,190	3,923,149
OTHER INCOME			
12. Net gain or (loss) from agents' or premium balances charged off (amount recovered \$ 23 amount charged off \$ 5,248)	(5,225)	(3,995)	(32,149)
13. Finance and service charges not included in premiums	107,754	100,774	465,089
14. Aggregate write-ins for miscellaneous income	(3,610)	(2,640)	(13,013)
15. Total other income (Lines 12 through 14)	98,920	94,139	419,926
16. Net income before dividends to policyholders, after capital gains tax and before all other federal and foreign income taxes (Lines 8 + 11 + 15)	570,539	484,266	3,246,368
17. Dividends to policyholders	94,408	107,820	216,363
18. Net income, after dividends to policyholders, after capital gains tax and before all other federal and foreign income taxes (Line 16 minus Line 17)	476,131	376,446	3,030,005
19. Federal and foreign income taxes incurred	74,319	78,369	567,012
20. Net income (Line 18 minus Line 19)(to Line 22)	401,812	298,077	2,462,993
CAPITAL AND SURPLUS ACCOUNT			
21. Surplus as regards policyholders, December 31 prior year	40,664,898	37,968,413	37,968,413
22. Net income (from Line 20)	401,812	298,077	2,462,993
23. Net transfers (to) from Protected Cell accounts			
24. Change in net unrealized capital gains (losses) less capital gains tax of \$	(92,557)	239,114	(55,962)
25. Change in net unrealized foreign exchange capital gain (loss)			
26. Change in net deferred income tax			(81,230)
27. Change in nonadmitted assets	25,082	25,247	438,611
28. Change in provision for reinsurance			(54,636)
29. Change in surplus notes			
30. Surplus (contributed to) withdrawn from protected cells			
31. Cumulative effect of changes in accounting principles			
32. Capital changes:			
32.1 Paid in			
32.2 Transferred from surplus (Stock Dividend)			
32.3 Transferred to surplus			
33. Surplus adjustments:			
33.1 Paid in			
33.2 Transferred to capital (Stock Dividend)			
33.3 Transferred from capital			
34. Net remittances from or (to) Home Office			
35. Dividends to stockholders			
36. Change in treasury stock			
37. Aggregate write-ins for gains and losses in surplus	(6,540)	56,970	(13,290)
38. Change in surplus as regards policyholders (Lines 22 through 37)	327,797	619,407	2,696,485
39. Surplus as regards policyholders, as of statement date (Lines 21 plus 38)	40,992,696	38,587,820	40,664,898
DETAILS OF WRITE-INS			
0501.			
0502.			
0503.			
0598. Summary of remaining write-ins for Line 5 from overflow page			
0599. Totals (Lines 0501 through 0503 plus 0598)(Line 5 above)			
1401. Gain/Loss on Sale of Assets	.17		302
1402. Miscellaneous Income	(3,626)	(2,640)	(13,316)
1403.			
1498. Summary of remaining write-ins for Line 14 from overflow page			
1499. Totals (Lines 1401 through 1403 plus 1498)(Line 14 above)	(3,610)	(2,640)	(13,013)
3701. Contingent Balance in Safety Groups	(6,540)	56,970	78,750
3702. Deferred Tax Expanded Admissibility - SSAP 10R			(92,040)
3703.			
3798. Summary of remaining write-ins for Line 37 from overflow page			
3799. Totals (Lines 3701 through 3703 plus 3798)(Line 37 above)	(6,540)	56,970	(13,290)

STATEMENT AS OF MARCH 31, 2011 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY
CASH FLOW

	1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
Cash from Operations			
1. Premiums collected net of reinsurance	4,320,861	4,164,290	17,553,628
2. Net investment income	888,898	884,508	3,553,134
3. Miscellaneous income	98,920	94,139	419,926
4. Total (Lines 1 to 3)	5,308,678	5,142,936	21,526,688
5. Benefit and loss related payments	2,964,970	1,782,861	7,956,812
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts			
7. Commissions, expenses paid and aggregate write-ins for deductions	3,439,780	3,071,315	10,347,293
8. Dividends paid to policyholders	54,017	142,471	335,006
9. Federal and foreign income taxes paid (recovered) net of \$ tax on capital gains (losses)	(10)	(177,999)	(374,214)
10. Total (Lines 5 through 9)	6,458,757	4,818,649	18,264,897
11. Net cash from operations (Line 4 minus Line 10)	(1,150,079)	324,287	3,261,791
Cash from Investments			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds	3,000,095	3,925,981	13,918,519
12.2 Stocks	1,016,948	103,970	2,097,484
12.3 Mortgage loans			
12.4 Real estate			
12.5 Other invested assets			
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments .....	.77	30,044	30,110
12.7 Miscellaneous proceeds	249,558		
12.8 Total investment proceeds (Lines 12.1 to 12.7)	4,266,679	4,059,995	16,046,113
13. Cost of investments acquired (long-term only):			
13.1 Bonds	2,810,932	7,433,781	21,054,607
13.2 Stocks	1,010,426	118,107	394,486
13.3 Mortgage loans			
13.4 Real estate			
13.5 Other invested assets			
13.6 Miscellaneous applications		115,929	115,706
13.7 Total investments acquired (Lines 13.1 to 13.6)	3,821,358	7,667,817	21,564,800
14. Net increase (or decrease) in contract loans and premium notes			
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14)	445,321	(3,607,822)	(5,518,687)
Cash from Financing and Miscellaneous Sources			
16. Cash provided (applied):			
16.1 Surplus notes, capital notes			
16.2 Capital and paid in surplus, less treasury stock			
16.3 Borrowed funds			
16.4 Net deposits on deposit-type contracts and other insurance liabilities			
16.5 Dividends to stockholders			
16.6 Other cash provided (applied)	1,400,223	724,786	286,375
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6)	1,400,223	724,786	286,375
RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS			
18. Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17)	695,464	(2,558,749)	(1,970,521)
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year	1,432,444	3,402,966	3,402,966
19.2 End of period (Line 18 plus Line 19.1)	2,127,908	844,217	1,432,444

Note: Supplemental disclosures of cash flow information for non-cash transactions:

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STATEMENT AS OF MARCH 31, 2011 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY
NOTES TO FINANCIAL STATEMENTS

Note 1 – Summary of Significant Accounting Policies

A. Accounting Practices

The financial statements of Republic-Franklin Insurance Company are presented on the basis of accounting practices prescribed or permitted by the Ohio Insurance Department.

The Ohio Insurance Department recognizes only statutory accounting practices prescribed or permitted by the state of Ohio for determining and reporting the financial condition and results of operations of an insurance company and for determining its solvency under the Ohio Insurance Laws. The National Association of Insurance Commissioners' (NAIC) *Accounting Practices and Procedures* manual (NAIC SAP) has been adopted as a component of prescribed or permitted practices by the state of Ohio. The state of Ohio has adopted some practices that differ from NAIC SAP; however, none of those changes would impact the financial results of Republic-Franklin Insurance Company.

A reconciliation of the Company's net income and capital and surplus between NAIC SAP and practices prescribed and permitted by the state of Ohio is not required since there are no differences.

B. No change.

C. No change.

Note 2 – Accounting Changes and Corrections of Errors

No change.

Note 3 – Business Combinations and Goodwill

No change.

Note 4 – Discontinued Operations

No change.

Note 5 - Investments

A. No change.
B. No change,
C. No change.

D. Loan-Backed Securities

(1) Our asset manager uses a proprietary model for loss assumptions and widely accepted models for prepayment assumptions in valuing loan-backed securities with inputs from major third party data providers. It combines the effects of interest rates, volatility, and pre-payment speeds based on various scenarios (Monte Carlo), simulations with credit loss analysis and resulting effective analytics (spreads, duration, convexity) and cash-flows on a monthly basis. Model assumptions are specific to asset class and collateral types and are regularly evaluated and adjusted where appropriate.

(2) Not applicable.

(3) Not applicable.

(4) Impaired securities

a. Aggregate amount of unrealized losses (grouped by length of continuous impairment):

Less than 12 months	Greater than 12 months	Total
(368,154)	(3,180)	(371,334)

b. Fair value of impaired securities with unrealized losses (grouped by length of continuous impairment)

Less than 12 months	Greater than 12 months	Total
10,962,204	29,406	10,991,610

(5) There are a number of factors considered in determining if there is not an other-than-temporary impairment on an investment, including, but not limited to, general market conditions, length of time and the extent to which fair value has been less than cost, intent and ability to retain the security for a period of time sufficient to allow for a recovery in value, financial condition of the issuer, anticipated future discounted cash flows, and changes in cash flows expected to be collected.

E. No change.
F. No change.
G. No change.

Note 6 – Joint Ventures, Partnerships, and Limited Liability Companies

No change.

Note 7 – Investment Income

No change.

STATEMENT AS OF MARCH 31, 2011 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY
NOTES TO FINANCIAL STATEMENTS

Note 8 – Derivative Instruments

No change.

Note 9 – Income Taxes

No change.

Note 10 – Information Concerning Parent, Subsidiaries, and Affiliates

No change.

Note 11 - Debt

No change.

Note 12 – Retirement Plans, Deferred Compensation, Postemployment Benefits and Compensated Absences, and Other Postretirement Benefit Plans

No change.

Note 13 – Capital and Surplus, Dividend Restrictions and Quasi-Reorganizations

No change.

Note 14 - Contingencies

No change.

Note 15 – Leases

No change.

Note 16 – Information About Financial Instruments With Off-Balance-Sheet Risk And Financial Instruments With Concentrations of Credit Risk

No change.

Note 17 – Sale, Transfer, and Servicing of Financial Assets and Extinguishments of Liabilities

- A. No change.
- B. No change.
- C. The Company had no wash sales for the period of this statement.

Note 18 – Gain or Loss to the Reporting Entity from Uninsured Plans and the Uninsured Portion of Partially Plans

No change.

Note 19 – Direct Premium Written / Produced by Managing General Agents / Third Party Administrators

No change.

Note 20 – Fair Value Measurement

- A. Assets Measured at Fair Value on a Recurring Basis

- (1) Fair Value Measurements at Reporting Date

	Level 1	Level 2	Level 3	Total
Common Stock	4,873,139	0	0	4,873,139
Total Assets at Fair Value	4,873,139	0	0	4,873,139

- (2) Not applicable.

- (3) Reconciliation of investments in which significant unobservable inputs (Level 3) were used in determining fair value:

	Balance at 1/1/2011	Total gains and losses included in net income	Unrealized in surplus adjustments	Purchases, sales, and settlements	Transfers in and/or out of Level 3	Balance at 3/31/2011	CY change in unrealized
Common Stock	7,505	2,743	0	7,854	0	0	0
Total	7,505	2,743	0	7,854	0	0	0

STATEMENT AS OF MARCH 31, 2011 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY
NOTES TO FINANCIAL STATEMENTS

(4) The following are the levels of the hierarchy and a brief description of the type of valuation inputs that are used to establish each level:

Pricing Level 1 – Valuations based on unadjusted quoted prices in active markets for identical assets that our pricing sources have the ability to access. Since the valuations are based on quoted prices that are readily and regularly available in an active market, valuation of these securities does not entail a significant amount or degree of judgment.

Pricing Level 2 – Valuations based upon quoted prices for similar assets in active markets, quoted prices for identical or similar assets in inactive markets; or valuations based on models where significant inputs are observable (e.g. interest rates, yield curves, prepayment speeds, default rates, loss severities) or can be corroborated by observable market data.

Pricing Level 3 – Valuations that are derived from techniques in which one or more of the significant inputs are unobservable, including broker quotes which are non-binding.

(5) Not applicable.

B. Assets Measured at Fair Value on a Nonrecurring Basis

Not applicable.

Note 21 – Other Items

No change.

Note 22 – Events Subsequent

No change.

Property & Casualty Specific Notes

Note 23 – Reinsurance

No change.

Note 24 – Retrospectively Rated Contracts and Contracts Subject to Redetermination

No change.

Note 25 – Change in Incurred Losses and Loss Adjustment Expenses

Reserves as of December 31, 2010 were \$37.9 million. As of March 31, 2011, \$2.9 million has been paid for incurred claims and claim adjustment expenses attributable to insured events of prior years. Reserves remaining for prior years are now \$34.7 million as a result of re-estimation of unpaid claims and claim adjustment expenses. Therefore, there has been a \$0.3 million favorable prior-year development since December 31, 2010 to March 31, 2011. The decrease is generally the result of ongoing analysis of recent loss development trends. Original estimates are increased or decreased as additional information becomes known regarding individual claims.

Note 26 – Intercompany Pooling Arrangements

No change.

Note 27 – Structured Settlements

No change.

Note 28 – Health Care Receivables

No change.

Note 29 –Participating Policies

No change.

Note 30 –Premium Deficiency Reserves

No change.

Note 31 – High Deductibles

No change.

Note 32 – Discounting of Liabilities for Unpaid Losses or Unpaid Loss Adjustment Expenses

No change.

Note 33 – Asbestos / Environmental Reserves

No change.

Note 34 – Subscriber Savings Accounts

No change

STATEMENT AS OF MARCH 31, 2011 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY
NOTES TO FINANCIAL STATEMENTS

Note 35 –Multiple Peril Crop Insurance

No change.

Note 36 –Financial Guaranty Insurance

No change.

STATEMENT AS OF MARCH 31, 2011 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY
GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES

GENERAL

1.1 Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act? Yes [] No [X]

1.2 If yes, has the report been filed with the domiciliary state? Yes [] No []

2.1 Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity? Yes [] No [X]

2.2 If yes, date of change: _____

3. Have there been any substantial changes in the organizational chart since the prior quarter end? Yes [] No [X]
 If yes, complete the Schedule Y - Part 1 - organizational chart.

4.1 Has the reporting entity been a party to a merger or consolidation during the period covered by this statement? Yes [] No [X]

4.2 If yes, provide the name of the entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

1 Name of Entity	2 NAIC Company Code	3 State of Domicile

5. If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved? Yes [] No [] N/A [X]
 If yes, attach an explanation.

6.1 State as of what date the latest financial examination of the reporting entity was made or is being made. 12/31/2009

6.2 State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released. 12/31/2009

6.3 State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date). 02/28/2011

6.4 By what department or departments?
 Ohio

6.5 Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments? Yes [] No [] N/A [X]

6.6 Have all of the recommendations within the latest financial examination report been complied with? Yes [X] No [] N/A []

7.1 Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period? Yes [] No [X]

7.2 If yes, give full information:

8.1 Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board? Yes [] No [X]

8.2 If response to 8.1 is yes, please identify the name of the bank holding company.

8.3 Is the company affiliated with one or more banks, thrifts or securities firms? Yes [] No [X]

8.4 If response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Office of Thrift Supervision (OTS), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator.

1 Affiliate Name	2 Location (City, State)	3 FRB	4 OCC	5 OTS	6 FDIC	7 SEC

STATEMENT AS OF MARCH 31, 2011 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY
GENERAL INTERROGATORIES

9.1 Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards? Yes [] No []
 (a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
 (b) Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;
 (c) Compliance with applicable governmental laws, rules and regulations;
 (d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and
 (e) Accountability for adherence to the code.

9.11 If the response to 9.1 is No, please explain:

9.2 Has the code of ethics for senior managers been amended? Yes [] No []

9.21 If the response to 9.2 is Yes, provide information related to amendment(s).

9.3 Have any provisions of the code of ethics been waived for any of the specified officers? Yes [] No []

9.31 If the response to 9.3 is Yes, provide the nature of any waiver(s).

FINANCIAL

10.1 Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement? Yes [] No []

10.2 If yes, indicate any amounts receivable from parent included in the Page 2 amount: \$

INVESTMENT

11.1 Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.) Yes [] No []

11.2 If yes, give full and complete information relating thereto:

12. Amount of real estate and mortgages held in other invested assets in Schedule BA: \$

13. Amount of real estate and mortgages held in short-term investments: \$

14.1 Does the reporting entity have any investments in parent, subsidiaries and affiliates? Yes [] No []

14.2 If yes, please complete the following:

	1 Prior Year-End Book/Adjusted Carrying Value	2 Current Quarter Book/Adjusted Carrying Value
14.21 Bonds	\$	\$
14.22 Preferred Stock	\$	\$
14.23 Common Stock	\$	\$
14.24 Short-Term Investments	\$	\$
14.25 Mortgage Loans on Real Estate	\$	\$
14.26 All Other	\$	\$
14.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26)	\$	\$
14.28 Total Investment in Parent included in Lines 14.21 to 14.26 above	\$	\$

15.1 Has the reporting entity entered into any hedging transactions reported on Schedule DB? Yes [] No []

15.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state? Yes [] No []

If no, attach a description with this statement.

STATEMENT AS OF MARCH 31, 2011 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY
GENERAL INTERROGATORIES

16. Excluding items in Schedule E - Part 3 - Special Deposits, real estate, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Section 1, III - General Examination Considerations, F.
 Outsourcing of Critical Functions, Custodial or Safekeeping Agreements of the NAIC Financial Condition Examiners Handbook? Yes [] No []

16.1 For all agreements that comply with the requirements of the NAIC Financial Condition Examiners Handbook, complete the following:

1 Name of Custodian(s)	2 Custodian Address
Bank of New York Mellon	One Wall Street, New York, NY

16.2 For all agreements that do not comply with the requirements of the NAIC Financial Condition Examiners Handbook, provide the name, location and a complete explanation:

1 Name(s)	2 Location(s)	3 Complete Explanation(s)

16.3 Have there been any changes, including name changes, in the custodian(s) identified in 16.1 during the current quarter? Yes [] No []
 16.4 If yes, give full information relating thereto:

1 Old Custodian	2 New Custodian	3 Date of Change	4 Reason

16.5 Identify all investment advisors, brokers/dealers or individuals acting on behalf of broker/dealers that have access to the investment accounts, handle securities and have authority to make investments on behalf of the reporting entity:

1 Central Registration Depository	2 Name(s)	3 Address
107423	Conning Asset Management	One Financial Plaza, Hartford, CT 06103

17.1 Have all the filing requirements of the Purposes and Procedures Manual of the NAIC Securities Valuation Office been followed? Yes [] No []
 17.2 If no, list exceptions:

STATEMENT AS OF MARCH 31, 2011 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY
GENERAL INTERROGATORIES

PART 2 - PROPERTY & CASUALTY INTERROGATORIES

1. If the reporting entity is a member of a pooling arrangement, did the agreement or the reporting entity's participation change? Yes [] No [X] N/A []
 If yes, attach an explanation.

2. Has the reporting entity reinsured any risk with any other reporting entity and agreed to release such entity from liability, in whole or in part, from any loss that may occur on the risk, or portion thereof, reinsured? Yes [] No [X]
 If yes, attach an explanation.

3.1 Have any of the reporting entity's primary reinsurance contracts been canceled? Yes [] No [X]

3.2 If yes, give full and complete information thereto.

4.1 Are any of the liabilities for unpaid losses and loss adjustment expenses other than certain workers' compensation tabular reserves (see Annual Statement Instructions pertaining to disclosure of discounting for definition of "tabular reserves") discounted at a rate of interest greater than zero? Yes [] No [X]

4.2 If yes, complete the following schedule:

1 Line of Business	2 Maximum Interest	3 Discount Rate	TOTAL DISCOUNT			DISCOUNT TAKEN DURING PERIOD				
			4 Unpaid Losses	5 Unpaid LAE	6 IBNR	7 TOTAL	8 Unpaid Losses	9 Unpaid LAE	10 IBNR	11 TOTAL
			TOTAL							

5. Operating Percentages:

5.1 A&H loss percent %

5.2 A&H cost containment percent %

5.3 A&H expense percent excluding cost containment expenses %

6.1 Do you act as a custodian for health savings accounts? Yes [] No [X]

6.2 If yes, please provide the amount of custodial funds held as of the reporting date \$

6.3 Do you act as an administrator for health savings accounts? Yes [] No [X]

6.4 If yes, please provide the balance of the funds administered as of the reporting date \$

STATEMENT AS OF MARCH 31, 2011 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

SCHEDULE F - CEDED REINSURANCE

Showing All New Reinsurers - Current Year to Date

NONE

STATEMENT AS OF MARCH 31, 2011 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

SCHEDULE T - EXHIBIT OF PREMIUMS WRITTEN

Current Year to Date - Allocated by States and Territories

States, etc.	1 Active Status	Direct Premiums Written		Direct Losses Paid (Deducting Salvage)		Direct Losses Unpaid	
		2 Current Year To Date	3 Prior Year To Date	4 Current Year To Date	5 Prior Year To Date	6 Current Year To Date	7 Prior Year To Date
1. Alabama	AL	N					
2. Alaska	AK	N					
3. Arizona	AZ	N					
4. Arkansas	AR	N					
5. California	CA	N					
6. Colorado	CO	N					
7. Connecticut	CT	L	2,981,947	2,277,775	2,693,136	1,618,952	16,831,496
8. Delaware	DE	L	514,757	266,985	184,097	.90,514	889,216
9. District of Columbia	DC	L	81,896	81,380	44,951	.90,940	115,486
10. Florida	FL	N					
11. Georgia	GA	L	1,634,363	2,388,264	.798,048	860,455	5,281,823
12. Hawaii	HI	N					
13. Idaho	ID	N					
14. Illinois	IL	L	284,142	273,816	44,358	130,046	1,758,919
15. Indiana	IN	L	37,907	36,117	1,056	.11,129	83,997
16. Iowa	IA	N					
17. Kansas	KS	L	18,675				26
18. Kentucky	KY	N					
19. Louisiana	LA	N					
20. Maine	ME	N					
21. Maryland	MD	L	1,433,830	1,493,811	.497,039	2,073,940	3,336,934
22. Massachusetts	MA	L	2,262,872	2,629,116	.945,953	1,273,911	8,260,715
23. Michigan	MI	L	200,954	47,534			.51,712
24. Minnesota	MN	N					
25. Mississippi	MS	N					
26. Missouri	MO	N					
27. Montana	MT	N					
28. Nebraska	NE	N					
29. Nevada	NV	N					
30. New Hampshire	NH	N					
31. New Jersey	NJ	L	2,212,745	2,467,773	1,598,795	858,503	15,243,050
32. New Mexico	NM	N					
33. New York	NY	L	11,833,108	10,550,350	8,240,344	.7,202,265	85,079,412
34. North Carolina	NC	L	1,198,037	1,157,003	.887,297	.672,117	6,026,285
35. North Dakota	ND	N					
36. Ohio	OH	L	930,548	871,790	314,544	261,984	1,487,210
37. Oklahoma	OK	N					
38. Oregon	OR	N					
39. Pennsylvania	PA	L	791,975	775,255	.630,040	462,200	5,311,412
40. Rhode Island	RI	L	56,179	(89)	14,751	3,554	13,008
41. South Carolina	SC	N					
42. South Dakota	SD	N					
43. Tennessee	TN	L	842,887	513,582	.382,857	126,939	1,165,910
44. Texas	TX	L	498,932	382,508	.316,551	285,895	1,735,500
45. Utah	UT	N					
46. Vermont	VT	N					
47. Virginia	VA	L	964,463	857,138	.429,673	1,079,890	2,121,177
48. Washington	WA	N					
49. West Virginia	WV	N					
50. Wisconsin	WI	L	1,099,475	1,153,717	.231,458	241,528	4,702,836
51. Wyoming	WY	N					
52. American Samoa	AS	N					
53. Guam	GU	N					
54. Puerto Rico	PR	N					
55. U.S. Virgin Islands	VI	N					
56. Northern Mariana Islands	MP	N					
57. Canada	CN	N					
58. Aggregate Other Alien OT	OT	XXX					
59. Totals		(a) 20	29,879,693	28,223,822	18,254,949	17,344,762	159,496,124
							156,639,782
DETAILS OF WRITE-INS							
5801.		XXX					
5802.		XXX					
5803.		XXX					
5898.	Summary of remaining write-ins for Line 58 from overflow page	XXX					
5899.	Totals (Lines 5801 through 5803 plus 5898)(Line 58 above)	XXX					

(L) Licensed or Chartered - Licensed Insurance Carrier or Domiciled RRG; (R) Registered - Non-domiciled RRGs; (Q) Qualified - Qualified or Accredited Reinsurer; (E) Eligible - Reporting Entities eligible or approved to write Surplus Lines in the state; (N) None of the above - Not allowed to write business in the state.

(a) Insert the number of L responses except for Canada and Other Alien.

STATEMENT AS OF MARCH 31, 2011 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP
PART 1 - ORGANIZATIONAL CHART

STATEMENT AS OF MARCH 31, 2011 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

PART 1 - LOSS EXPERIENCE

Line of Business	Current Year to Date			4 Prior Year to Date Direct Loss Percentage
	1 Direct Premiums Earned	2 Direct Losses Incurred	3 Direct Loss Percentage	
1. Fire	15,856			542.2
2. Allied Lines	13,547	115	0.8	
3. Farmowners multiple peril				
4. Homeowners multiple peril	1,650,868	1,425,725	86.4	66.1
5. Commercial multiple peril	11,144,454	8,095,222	72.6	76.8
6. Mortgage guaranty				
7. Ocean marine				
8. Inland marine	68,903	30,849	44.8	16.3
9. Financial guaranty				
11.1 Medical professional liability - occurrence				
11.2 Medical professional liability - claims-made				
12. Earthquake	2,297			
13. Group accident and health				
14. Credit accident and health				
15. Other accident and health				
16. Workers' compensation	7,929,760	6,933,336	87.4	53.3
17.1 Other liability - occurrence	1,132,528	137,945	12.2	(2.1)
17.2 Other liability - claims-made	1,301,992	1,907,168	146.5	7.8
17.3 Excess workers' compensation				
18.1 Products liability - occurrence	5,905			
18.2 Products liability - claims-made				
19.1,19.2 Private passenger auto liability	2,034,277	1,181,095	58.1	30.3
19.3,19.4 Commercial auto liability	7,228,908	2,469,157	34.2	38.0
21. Auto physical damage	3,521,543	1,947,696	55.3	57.5
22. Aircraft (all perils)				
23. Fidelity				
24. Surety	1,123			
26. Burglary and theft	551			
27. Boiler and machinery				
28. Credit				
29. International				
30. Warranty				
31. Reinsurance - Nonproportional Assumed Property	XXX	XXX	XXX	XXX
32. Reinsurance - Nonproportional Assumed Liability	XXX	XXX	XXX	XXX
33. Reinsurance - Nonproportional Assumed Financial Lines	XXX	XXX	XXX	XXX
34. Aggregate write-ins for other lines of business				
35. Totals	36,052,511	24,128,309	66.9	54.9
DETAILS OF WRITE-INS				
3401.				
3402.				
3403.				
3498. Summary of remaining write-ins for Line 34 from overflow page				
3499. Totals (Lines 3401 through 3403 plus 3498)(Line 34 above)				

PART 2 - DIRECT PREMIUMS WRITTEN

Line of Business	1 Current Quarter	2 Current Year to Date	3 Prior Year Year to Date	
1. Fire	13,029	13,029	19,890	
2. Allied Lines	7,775	7,775	13,633	
3. Farmowners multiple peril				
4. Homeowners multiple peril	1,480,975	1,480,975	1,196,870	
5. Commercial multiple peril	7,108,590	7,108,590	8,633,039	
6. Mortgage guaranty				
8. Ocean marine				
9. Inland marine	53,276	53,276	33,094	
10. Financial guaranty				
11.1 Medical professional liability - occurrence				
11.2 Medical professional liability - claims-made				
12. Earthquake	1,640	1,640	1,935	
13. Group accident and health				
14. Credit accident and health				
15. Other accident and health				
16. Workers' compensation	7,948,747	7,948,747	5,369,284	
17.1 Other liability - occurrence	545,126	545,126	699,405	
17.2 Other liability - claims-made	1,705,695	1,705,695	1,840,897	
17.3 Excess workers' compensation				
18.1 Products liability - occurrence	6,310	6,310	8,635	
18.2 Products liability - claims-made				
19.1,19.2 Private passenger auto liability	1,863,734	1,863,734	2,085,469	
19.3,19.4 Commercial auto liability	6,084,153	6,084,153	5,384,857	
21. Auto physical damage	3,060,751	3,060,751	2,936,346	
22. Aircraft (all perils)				
23. Fidelity				
24. Surety	(107)	(107)	469	
26. Burglary and theft				
27. Boiler and machinery				
28. Credit				
29. International				
30. Warranty				
31. Reinsurance - Nonproportional Assumed Property	XXX	XXX	XXX	
32. Reinsurance - Nonproportional Assumed Liability	XXX	XXX	XXX	
33. Reinsurance - Nonproportional Assumed Financial Lines	XXX	XXX	XXX	
34. Aggregate write-ins for other lines of business				
35. Totals	29,879,693	29,879,693	28,223,822	
DETAILS OF WRITE-INS				
3401.				
3402.				
3403.				
3498. Summary of remaining write-ins for Line 34 from overflow page				
3499. Totals (Lines 3401 through 3403 plus 3498)(Line 34 above)				

STATEMENT AS OF MARCH 31, 2011 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

PART 3 (000 omitted)

LOSS AND LOSS ADJUSTMENT EXPENSE RESERVES SCHEDULE

Years in Which Losses Occurred	1 Prior Year-End Known Case Loss and LAE Reserves	2 Prior Year-End IBNR Loss and LAE Reserves	3 Total Prior Year-End Loss and LAE Reserves (Cols. 1+2)	4 2011 Loss and LAE Payments on Claims Reported as of Prior Year-End	5 2011 Loss and LAE Payments on Claims Unreported as of Prior Year-End	6 Total 2011 Loss and LAE Payments (Cols. 4+5)	7 Q.S. Date Known Case Loss and LAE Reserves on Claims Reported and Open as of Prior Year End	8 Q.S. Date Known Case Loss and LAE Reserves on Claims Reported or Reopened Subsequent to Prior Year End	9 Q.S. Date IBNR Loss and LAE Reserves	10 Total Q.S. Loss and LAE Reserves (Cols. 7+8+9)	11 Prior Year-End Known Case Loss and LAE Reserves Developed (Savings)/ Deficiency (Cols. 4+7 minus Col. 1)	12 Prior Year-End IBNR Loss and LAE Reserves Developed (Savings)/ Deficiency (Cols. 5+8+9 minus Col. 2)	13 Prior Year-End Total Loss and LAE Reserve Developed (Savings)/ Deficiency (Cols. 11+12)
1. 2008 + Prior	14,320	9,062	23,383	1,400	9	1,409	13,362	63	8,551	21,976	.442	(440)	2
2. 2009	2,492	3,360	5,852	506	8	514	2,176	40	2,920	5,137	.191	(392)	(201)
3. Subtotals 2009 + Prior	16,812	12,422	29,234	1,907	16	1,923	15,539	103	11,471	27,112	.633	(832)	(199)
4. 2010	3,468	5,154	8,622	896	64	960	2,969	194	4,447	7,610	.397	(450)	(52)
5. Subtotals 2010 + Prior	20,280	17,577	37,856	2,803	80	2,883	18,507	296	15,918	34,722	1,031	(1,282)	(251)
6. 2011	XXX	XXX	XXX	XXX	659	659	XXX	1,156	1,905	3,060	XXX	XXX	XXX
7. Totals	20,280	17,577	37,856	2,803	739	3,542	18,507	1,452	17,823	37,782	1,031	(1,282)	(251)
8. Prior Year-End Surplus As Regards Policyholders											Col. 11, Line 7 As % of Col. 1 Line 7	Col. 12, Line 7 As % of Col. 2 Line 7	Col. 13, Line 7 As % of Col. 3 Line 7
			40,665								1. 5.1	2. (7.3)	3. (0.7)
													Col. 13, Line 7 As a % of Col. 1 Line 8
													4. (0.6)

STATEMENT AS OF MARCH 31, 2011 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY
SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

The following supplemental reports are required to be filed as part of your statement filing. However, in the event that your company does not transact the type of business for which the special report must be filed, your response of NO to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but is not being filed for whatever reason enter SEE EXPLANATION and provide an explanation following the interrogatory questions.

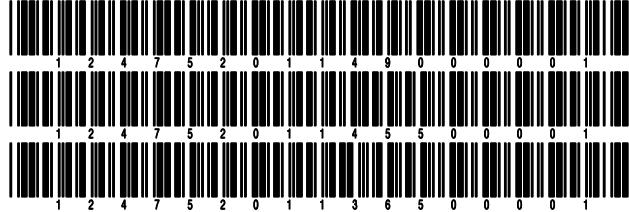
	Response
1. Will the Trusteed Surplus Statement be filed with the state of domicile and the NAIC with this statement?	NO
2. Will Supplement A to Schedule T (Medical Professional Liability Supplement) be filed with this statement?	NO
3. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC with this statement?	NO
4. Will the Director and Officer Supplement be filed with the state of domicile and the NAIC with this statement?	YES

Explanations:

- 1.
- 2.
- 3.

Bar Codes:

1. Trusteed Surplus Statement [Document Identifier 490]
2. Supplement A to Schedule T [Document Identifier 455]
3. Medicare Part D Coverage Supplement [Document Identifier 365]



STATEMENT AS OF MARCH 31, 2011 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY
OVERFLOW PAGE FOR WRITE-INS

Additional Write-ins for Assets Line 25

	Current Statement Date			4 December 31 Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
2504. Miscellaneous Office Equipment	648,887	648,887		
2505. Clearing Accounts	3,628	3,628		939
2506. Deposits	400	400		
2597. Summary of remaining write-ins for Line 25 from overflow page	652,915	652,915		939

STATEMENT AS OF MARCH 31, 2011 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

SCHEDULE A - VERIFICATION

Real Estate

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year		
2. Cost of acquired:		
2.1 Actual cost at time of acquisition		
2.2 Additional investment made after acquisition		
3. Current year change in encumbrances		
4. Total gain (loss) on disposals		
5. Deduct amounts received on disposals		
6. Total foreign exchange change in book/adjusted carrying value		
7. Deduct current year's other than temporary impairment recognized		
8. Deduct current year's depreciation		
9. Book/adjusted carrying value at the end of current period (Lines 1+2+3+4-5+6-7-8)		
10. Deduct total nonadmitted amounts		
11. Statement value at end of current period (Line 9 minus Line 10)		

NONE**SCHEDULE B - VERIFICATION**

Mortgage Loans

	1 Year to Date	2 Prior Year Ended December 31
1. Book value/recorded investment excluding accrued interest, December 31 of prior year		
2. Cost of acquired:		
2.1 Actual cost at time of acquisition		
2.2 Additional investment made after acquisition		
3. Capitalized deferred interest and other		
4. Accrual of discount		
5. Unrealized valuation increase (decrease)		
6. Total gain (loss) on disposals		
7. Deduct amounts received on disposals		
8. Deduct amortization of premium and mortgage interest paid and commitment fees		
9. Total foreign exchange change in book value/recorded investment excluding accrued interest		
10. Deduct current year's other than temporary impairment recognized		
11. Book value/recorded investment excluding accrued interest at end of current period (Lines 1+2+3+4+5+6-7-8+9-10)		
12. Total valuation allowance		
13. Subtotal (Line 11 plus Line 12)		
14. Deduct total nonadmitted amounts		
15. Statement value at end of current period (Line 13 minus Line 14)		

NONE**SCHEDULE BA - VERIFICATION**

Other Long-Term Invested Assets

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year		
2. Cost of acquired:		
2.1 Actual cost at time of acquisition		
2.2 Additional investment made after acquisition		
3. Capitalized deferred interest and other		
4. Accrual of discount		
5. Unrealized valuation increase (decrease)		
6. Total gain (loss) on disposals		
7. Deduct amounts received on disposals		
8. Deduct amortization of premium and depreciation		
9. Total foreign exchange change in book/adjusted carrying value		
10. Deduct current year's other than temporary impairment recognized		
11. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5+6-7-8+9-10)		
12. Deduct total nonadmitted amounts		
13. Statement value at end of current period (Line 11 minus Line 12)		

NONE**SCHEDULE D - VERIFICATION**

Bonds and Stocks

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year	78,097,026	72,099,871
2. Cost of bonds and stocks acquired	3,821,358	21,449,098
3. Accrual of discount .....	.9,114	37,850
4. Unrealized valuation increase (decrease)	(92,573)	440,267
5. Total gain (loss) on disposals	377,940	426,229
6. Deduct consideration for bonds and stocks disposed of	4,017,044	16,016,004
7. Deduct amortization of premium .....	.82,181	320,742
8. Total foreign exchange change in book/adjusted carrying value		19,542
9. Deduct current year's other than temporary impairment recognized		
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5+6-7+8-9)	78,113,640	78,097,026
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	78,113,640	78,097,026

STATEMENT AS OF MARCH 31, 2011 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

SCHEDULE D - PART 1B

Showing the Acquisitions, Dispositions and Non-Trading Activity
During the Current Quarter for all Bonds and Preferred Stock by Rating Class

	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. Class 1 (a)	68,185,780	4,449,555	5,863,716	(65,526)	66,706,093			68,185,780
2. Class 2 (a)	6,645,783	495,710		(7,162)	7,134,331			6,645,783
3. Class 3 (a)								
4. Class 4 (a)								
5. Class 5 (a)								
6. Class 6 (a)								
7. Total Bonds	74,831,563	4,945,265	5,863,716	(72,688)	73,840,424			74,831,563
PREFERRED STOCK								
8. Class 1								
9. Class 2								
10. Class 3								
11. Class 4								
12. Class 5								
13. Class 6								
14. Total Preferred Stock								
15. Total Bonds and Preferred Stock	74,831,563	4,945,265	5,863,716	(72,688)	73,840,424			74,831,563

(a) Book/Adjusted Carrying Value column for the end of the current reporting period includes the following amount of non-rated short-term and cash equivalent bonds by NAIC designation: NAIC 1 \$ 599,920 ; NAIC 2 \$; NAIC 3 \$;

NAIC 4 \$; NAIC 5 \$; NAIC 6 \$

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STATEMENT AS OF MARCH 31, 2011 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

SCHEDULE DA - PART 1

Short-Term Investments

	1 Book/Adjusted Carrying Value	2 Par Value	3 Actual Cost	4 Interest Collected Year-to-Date	5 Paid for Accrued Interest Year-to-Date
9199999 Totals	100,000	XXX	100,000		

SCHEDULE DA - VERIFICATION

Short-Term Investments

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	174,998	100,000
2. Cost of short-term investments acquired	200,000	1,674,220
3. Accrual of discount	1	213
4. Unrealized valuation increase (decrease)		
5. Total gain (loss) on disposals		(26)
6. Deduct consideration received on disposals	275,000	1,599,409
7. Deduct amortization of premium		
8. Total foreign exchange change in book/adjusted carrying value		
9. Deduct current year's other than temporary impairment recognized		
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	99,999	174,998
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	99,999	174,998

SCHEDULE DB - PART A - VERIFICATION

Options, Caps, Floors, Collars, Swaps and Forwards

1. Book/Adjusted Carrying Value, December 31, prior year (Line 9, prior year)
2. Cost Paid/(Consideration Received) on additions
3. Unrealized Valuation increase/(decrease)
4. Total gain (loss) on termination recognized
5. Considerations received/(paid) on terminations
6. Amortization
7. Adjustment to the Book/Adjusted Carrying Value of hedged item
8. Total foreign exchange change in Book/Adjusted Carrying Value
9. Book/Adjusted Carrying Value at End of Current Period (Lines 1+2+3+4-5+6+7+8)
10. Deduct nonadmitted assets
11. Statement value at end of current period (Line 9 minus Line 10)

NONE**SCHEDULE DB - PART B - VERIFICATION**

Futures Contracts

1. Book/Adjusted carrying value, December 31 of prior year
2. Net cash deposits (Section 1, Broker Name/Net Cash Deposits Footnote)

 - 3.1 Change in variation margin on open contracts
 - 3.2 Add:
 - Change in adjustment to basis of hedged item
 - 3.21 Section 1, Column 17, current year to date minus
 - 3.22 Section 1, Column 17, prior year
 - 3.3 Subtotal (Line 3.1 minus Line 3.2)

 - 4.1 Variation margin on terminated contracts during the year
 - 4.2 Less:
 - 4.21 Amount used to adjust basis of hedged item
 - 4.22 Amount recognized
 - 4.3 Subtotal (Line 4.1 minus Line 4.2)
 5. Dispositions gains (losses) on contracts terminated in prior year:
 - 5.1 Recognized
 - 5.2 Used to adjust basis of hedged items
 6. Book/Adjusted carrying value at end of current period (Lines 1+2+3.3-4.3-5.1-5.2)
 7. Deduct total nonadmitted amounts
 8. Statement value at end of current period (Line 6 minus Line 7)

NONE

STATEMENT AS OF MARCH 31, 2011 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

SCHEDULE DB - PART C - SECTION 1

Replication (Synthetic Asset) Transactions Open as of Current Statement Date

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STATEMENT AS OF MARCH 31, 2011 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

SCHEDULE DB - PART C - SECTION 2

Replication (Synthetic Asset) Transactions Open

	First Quarter		Second Quarter		Third Quarter		Fourth Quarter		Year To Date	
	1 Number of Positions	2 Total Replication (Synthetic Asset) Transactions Statement Value	3 Number of Positions	4 Total Replication (Synthetic Asset) Transactions Statement Value	5 Number of Positions	6 Total Replication (Synthetic Asset) Transactions Statement Value	7 Number of Positions	8 Total Replication (Synthetic Asset) Transactions Statement Value	9 Number of Positions	10 Total Replication (Synthetic Asset) Transactions Statement Value
1. Beginning Inventory										
2. Add: Opened or Acquired Transactions.....										
3. Add: Increases in Replication (Synthetic Asset) Transactions Statement Value.....	XXX		XXX		XXX		XXX		XXX	
4. Less: Closed or Disposed of Transactions.....										
5. Less: Positions Disposed of for Failing Effectiveness Criteria.....										
6. Less: Decreases in Replication (Synthetic Asset) Transactions Statement Value	XXX		XXX		XXX		XXX		XXX	
7. Ending Inventory										

NONE

SCHEDULE DB - VERIFICATION

Verification of Book/Adjusted Carrying Value, Fair Value and Potential Exposure of all Open Derivative Contracts

Book/Adjusted Carrying Value Check

1. Part A, Section 1, Column 14
2. Part B, Section 1, Column 14
3. Total (Line 1 plus Line 2)
4. Part D, Column 5
5. Part D, Column 6
6. Total (Line 3 minus Line 4 minus Line 5)

NONE

Fair Value Check

7. Part A, Section 1, Column 16
8. Part B, Section 1, Column 13
9. Total (Line 7 plus Line 8)
10. Part D, Column 8
11. Part D, Column 9
12. Total (Line 9 minus Line 10 minus Line 11)

Potential Exposure Check

13. Part A, Section 1, Column 21
14. Part B, Section 1, Column 19
15. Part D, Column 11
16. Total (Line 13 plus Line 14 minus Line 15)

SCHEDULE E - VERIFICATION

(Cash Equivalents)

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	1,179,733	3,134,688
2. Cost of cash equivalents acquired	1,934,338	11,341,969
3. Accrual of discount	377	2,134
4. Unrealized valuation increase (decrease)	.....	.....
5. Total gain (loss) on disposals	77	30,136
6. Deduct consideration received on disposals	2,614,605	13,329,194
7. Deduct amortization of premium	.....	.....
8. Total foreign exchange change in book/adjusted carrying value	.....	.....
9. Deduct current year's other than temporary impairment recognized	.....	.....
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	499,920	1,179,733
11. Deduct total nonadmitted amounts	.....	.....
12. Statement value at end of current period (Line 10 minus Line 11)	499,920	1,179,733

STATEMENT AS OF MARCH 31, 2011 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

SCHEDULE A - PART 2

Showing All Real Estate ACQUIRED AND ADDITIONS MADE During the Current Quarter

1 Description of Property	Location		4 Date Acquired	5 Name of Vendor	6 Actual Cost at Time of Acquisition	7 Amount of Encumbrances	8 Book/Adjusted Carrying Value Less Encumbrances	9 Additional Investment Made After Acquisition
	2 City	3 State						
0399999 - Totals								
NONE								

SCHEDULE A - PART 3

Showing All Real Estate DISPOSED During the Quarter, Including Payments During the Final Year on "Sales Under Contract"

1 Description of Property	Location		4 Disposal Date	5 Name of Purchaser	6 Actual Cost	7 Expended for Additions, Permanent Improvements and Changes in Encumbrances	8 Book/Adjusted Carrying Value Less Encumbrances Prior Year	Change in Book/Adjusted Carrying Value Less Encumbrances				14 Book/Adjusted Carrying Value Less Encumbrances on Disposal	15 Amounts Received During Year	16 Foreign Exchange Gain (Loss) on Disposal	17 Realized Gain (Loss) on Disposal	18 Total Gain (Loss) on Disposal	19 Gross Income Earned Less Interest Incurred on Encumbrances	20 Taxes, Repairs and Expenses Incurred
	2 City	3 State						9 Current Year's Depreciation	10 Other Than Temporary Impairment Recognized	11 Current Year's Change in Encumbrances	12 Total Change in Book/Adjusted Carrying Value (11-9-10)	13 Total Foreign Exchange Change in Book/Adjusted Carrying Value						
0399999 - Totals																		
NONE																		

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STATEMENT AS OF MARCH 31, 2011 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

SCHEDULE B - PART 2

Showing All Mortgage Loans ACQUIRED AND ADDITIONS MADE During the Current Quarter

SCHEDULE B - PART 3

Showing All Mortgage Loans DISPOSED, Transferred or Repaid During the Current Quarter

STATEMENT AS OF MARCH 31, 2011 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

SCHEDULE BA - PART 2

Showing Other Long-Term Invested Assets ACQUIRED AND ADDITIONS MADE During the Current Quarter

SCHEDULE BA - PART 3

Showing Other Long-Term Invested Assets DISPOSED, Transferred or Repaid During the Current Quarter

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STATEMENT AS OF MARCH 31, 2011 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

SCHEDULE D - PART 3

Show All Long-Term Bonds and Stock Acquired During the Current Quarter

1 CUSIP Identification	2 Description	3 Foreign	4 Date Acquired	5 Name of Vendor	6 Number of Shares of Stock	7 Actual Cost	8 Par Value	9 Paid for Accrued Interest and Dividends	10 NAIC Desig- nation or Market Indicator (a)
3128MC-UW-3	FG G13997		.02/03/2011	WELLS FARGO SECURITIES LLC		467,044	.455,653	.709	1...
3138A5-64-8	FN AH3818		.02/07/2011	MORGAN STANLEY		505,832	.498,971	.561	1...
31417Y-RW-9	FN MA0500		.02/10/2011	J.P. MORGAN		743,884	.716,888	1,394	1...
3199999. Bonds - U.S. Special Revenues						1,716,760	1,671,512	2,664	XXX
048303-CE-9	ATLANTIC CITY ELECTRIC		.03/29/2011	CITIGROUP GLOBAL MARKETS		249,620	.250,000		1FE
24702R-AQ-4	DELL INC		.03/28/2011	DEUTSCHE BANK		248,853	.250,000		1FE
375558-AQ-6	GILEAD SCIENCES INC		.03/23/2011	MORGAN STANLEY		495,710	.500,000		2FE
44890B-AC-0	HART 2011-A A3		.01/21/2011	ROYAL BANK OF SCOTLAND US		99,984	.100,000		1FE
3899999. Bonds - Industrial and Miscellaneous (Unaffiliated)						1,094,167	1,100,000		XXX
8399997. Total - Bonds - Part 3						2,810,927	2,771,512	2,664	XXX
8399998. Total - Bonds - Part 5						XXX	XXX	XXX	XXX
8399999. Total - Bonds						2,810,927	2,771,512	2,664	XXX
8999997. Total - Preferred Stocks - Part 3							XXX		XXX
8999998. Total - Preferred Stocks - Part 5							XXX	XXX	XXX
8999999. Total - Preferred Stocks							XXX		XXX
00130H-10-5	AES CORP		.01/25/2011	BARCLAYS AMERICAN		10,000	128		
001547-10-8	AK STEEL HOLDING CORP		.01/25/2011	BARCLAYS AMERICAN		40,000	.623		
007903-10-7	ADVANCED MICRO DEVICES		.01/25/2011	BARCLAYS AMERICAN		230,000	1,723		
009363-10-2	AIRGAS INC		.01/25/2011	BARCLAYS AMERICAN		30,000	1,861		
00971T-10-1	AKAMAI TECHNOLOGIES INC		.01/25/2011	BARCLAYS AMERICAN		70,000	3,348		
013817-10-1	ALCOA INC		.01/25/2011	BARCLAYS AMERICAN		410,000	6,663		
01741R-10-2	ALLEGHENY TECHNOLOGIES INC		.01/25/2011	BARCLAYS AMERICAN		40,000	2,336		
018490-10-2	ALLERGAN INC		.01/25/2011	BARCLAYS AMERICAN		20,000	1,442		
020002-10-1	ALLSTATE CORP		.01/25/2011	BARCLAYS AMERICAN		210,000	6,678		
021441-10-0	ALTERA CORP		.01/25/2011	BARCLAYS AMERICAN		20,000	.758		
023608-10-2	AMEREN CORPORATION		.01/25/2011	BARCLAYS AMERICAN		90,000	2,613		
025537-10-1	AMERICAN ELECTRIC POWER		.01/25/2011	BARCLAYS AMERICAN		40,000	1,467		
026874-15-6	AMERICAN INTERNATIONAL-CW121		.01/20/2011	SPIN OFF		53,393	.908		
029912-20-1	AMERICAN TOWER CORP-CL A		.01/25/2011	BARCLAYS AMERICAN		60,000	3,083		
031162-10-0	AMGEN INC		.01/25/2011	BARCLAYS AMERICAN		80,000	4,574		
032095-10-1	AMPHENOL CORP-CL A		.01/25/2011	BARCLAYS AMERICAN		70,000	3,857		
032654-10-5	ANALOG DEVICES INC		.01/25/2011	BARCLAYS AMERICAN		120,000	4,655		
037389-10-3	AON CORP		.01/25/2011	BARCLAYS AMERICAN		30,000	1,367		
03748R-10-1	APARTMENT INVT & MGMT CO -A		.01/25/2011	BARCLAYS AMERICAN		40,000	1,014		
037604-10-5	APOLLO GROUP INC-CL A		.01/25/2011	BARCLAYS AMERICAN		50,000	2,087		
038222-10-5	APPLIED MATERIALS INC		.01/25/2011	BARCLAYS AMERICAN		540,000	8,300		
04621X-10-8	ASSURANT INC		.01/25/2011	BARCLAYS AMERICAN		40,000	1,553		
05329W-10-2	AUTONATION INC		.01/25/2011	BARCLAYS AMERICAN		20,000	.589		
053484-10-1	AVALONBAY COMMUNITIES INC		.01/25/2011	BARCLAYS AMERICAN		40,000	4,586		
053611-10-9	AVERY DENNISON CORP		.01/25/2011	BARCLAYS AMERICAN		40,000	1,681		
054303-10-2	AVON PRODUCTS INC		.01/25/2011	BARCLAYS AMERICAN		70,000	2,071		
054937-10-7	BB&T CORP		.01/25/2011	BARCLAYS AMERICAN		180,000	5,024		
055921-10-0	BMC SOFTWARE INC		.01/25/2011	BARCLAYS AMERICAN		70,000	3,375		
058498-10-6	BALL CORP		.01/25/2011	BARCLAYS AMERICAN		40,000	2,802		
060505-10-4	BANK OF AMERICA CORP		.01/25/2011	BARCLAYS AMERICAN		70,000	.955		
067383-10-9	CR BARD INC		.01/25/2011	BARCLAYS AMERICAN		40,000	3,720		
081437-10-5	BEMIS COMPANY		.01/25/2011	BARCLAYS AMERICAN		40,000	1,306		
084670-70-2	BERKSHIRE HATHAWAY INC-CL B		.01/25/2011	BARCLAYS AMERICAN		110,000	9,159		
093671-10-5	H&R BLOCK INC		.01/25/2011	BARCLAYS AMERICAN		20,000	.262		
101137-10-7	BOSTON SCIENTIFIC CORP		.01/25/2011	BARCLAYS AMERICAN		310,000	2,182		
115637-20-9	BROWN-FORMAN CORP-CLASS B		.01/25/2011	BARCLAYS AMERICAN		40,000	2,699		
124857-20-2	CBS CORP-CLASS B NON VOTING		.01/25/2011	BARCLAYS AMERICAN		70,000	1,443		
124977-10-1	CB RICHARD ELLIS GROUP INC-A		.01/25/2011	BARCLAYS AMERICAN		110,000	2,394		
125269-10-0	CF INDUSTRIES HOLDINGS INC		.01/25/2011	BARCLAYS AMERICAN		30,000	3,922		
12541W-20-9	C.H. ROBINSON WORLDWIDE INC		.01/25/2011	BARCLAYS AMERICAN		70,000	5,449		
125509-10-9	CIGNA CORP		.01/25/2011	BARCLAYS AMERICAN		110,000	4,579		
125720-10-5	CME GROUP INC		.01/25/2011	BARCLAYS AMERICAN		30,000	9,207		
125896-10-0	CMS ENERGY CORP		.01/25/2011	BARCLAYS AMERICAN		90,000	1,760		
126408-10-3	CSX CORP		.01/25/2011	BARCLAYS AMERICAN		50,000	3,513		
12686C-10-9	CABLEVISION SYSTEMS-NY GRP-A		.01/25/2011	BARCLAYS AMERICAN		90,000	3,101		
127097-10-3	CABOT OIL & GAS CORP		.01/25/2011	BARCLAYS AMERICAN		40,000	1,582		

STATEMENT AS OF MARCH 31, 2011 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

SCHEDULE D - PART 3

Show All Long-Term Bonds and Stock Acquired During the Current Quarter

1 CUSIP Identification	2 Description	3 Foreign	4 Date Acquired	5 Name of Vendor	6 Number of Shares of Stock	7 Actual Cost	8 Par Value	9 Paid for Accrued Interest and Dividends	10 NAIC Desig- nation or Market Indicator (a)
13342B-10-5	CAMERON INTERNATIONAL CORP		.01/25/2011	BARCLAYS AMERICAN	100,000	5,033			
14149Y-10-8	CARDINAL HEALTH INC		.01/25/2011	BARCLAYS AMERICAN	140,000	5,785			
14170T-10-1	CAREFUSION CORP		.01/25/2011	BARCLAYS AMERICAN	90,000	2,359			
143130-10-2	CARIMAX INC		.01/25/2011	BARCLAYS AMERICAN	90,000	2,886			
156708-10-9	CEPHALON INC		.01/25/2011	BARCLAYS AMERICAN	30,000	1,778			
156782-10-4	CERNER CORP		.01/25/2011	BARCLAYS AMERICAN	30,000	2,889			
172062-10-1	CINCINNATI FINANCIAL CORP		.01/25/2011	BARCLAYS AMERICAN	60,000	1,951			
172908-10-5	CINTAS CORP		.01/25/2011	BARCLAYS AMERICAN	50,000	1,450			
172967-10-1	CITIGROUP INC		.01/25/2011	BARCLAYS AMERICAN	5,840,000	28,207			
177376-10-0	CITRIX SYSTEMS INC		.01/25/2011	BARCLAYS AMERICAN	80,000	4,957			
189754-10-4	COACH INC		.01/25/2011	BARCLAYS AMERICAN	120,000	6,372			
191216-10-0	COCA-COLA CO/THE		.01/25/2011	BARCLAYS AMERICAN	40,000	2,519			
19122T-10-9	COCA-COLA ENTERPRISES		.01/25/2011	BARCLAYS AMERICAN	30,000	.755			
192446-10-2	COGNIZANT TECH SOLUTIONS-A		.01/25/2011	BARCLAYS AMERICAN	120,000	8,803			
194162-10-3	COLGATE-PALMOLIVE CO		.01/25/2011	BARCLAYS AMERICAN	100,000	8,013			
20030N-10-1	COMCAST CORP-CLASS A		.01/25/2011	BARCLAYS AMERICAN	250,000	5,843			
20854P-10-9	CONSOL ENERGY INC		.01/25/2011	BARCLAYS AMERICAN	90,000	4,515			
209115-10-4	CONSOLIDATED EDISON INC		.01/25/2011	BARCLAYS AMERICAN	120,000	6,079			
21036P-10-8	CONSTELLATION BRANDS INC-A		.01/25/2011	BARCLAYS AMERICAN	70,000	1,325			
222862-10-4	COVENTRY HEALTH CARE INC		.01/25/2011	BARCLAYS AMERICAN	60,000	1,772			
231021-10-6	CUMMINS INC		.01/25/2011	BARCLAYS AMERICAN	80,000	8,566			
23331A-10-9	DR HORTON INC		.01/25/2011	BARCLAYS AMERICAN	110,000	1,432			
235851-10-2	DANAHER CORP		.01/25/2011	BARCLAYS AMERICAN	20,000	.944			
23918K-10-8	DAVITA INC		.01/25/2011	BARCLAYS AMERICAN	40,000	2,938			
242370-10-4	DEAN FOODS CO		.01/25/2011	BARCLAYS AMERICAN	70,000	.738			
24702R-10-1	DELL INC		.01/25/2011	BARCLAYS AMERICAN	670,000	9,206			
247916-20-8	DENBURY RESOURCES INC		.01/25/2011	BARCLAYS AMERICAN	160,000	2,974			
249030-10-7	DENTSPLY INTERNATIONAL INC		.01/25/2011	BARCLAYS AMERICAN	50,000	1,798			
25179M-10-3	DEVON ENERGY CORPORATION		.01/25/2011	BARCLAYS AMERICAN	80,000	6,763			
251893-10-3	DEVRY INC		.01/25/2011	BARCLAYS AMERICAN	20,000	.948			
25271C-10-2	DIAMOND OFFSHORE DRILLING		.01/25/2011	BARCLAYS AMERICAN	30,000	2,170			
254709-10-8	DISCOVER FINANCIAL SERVICES		.01/25/2011	BARCLAYS AMERICAN	120,000	2,455			
25470F-10-4	DISCOVERY COMMUNICATIONS-A		.01/25/2011	BARCLAYS AMERICAN	110,000	4,343			
25490A-10-1	DIRECTV-CLASS A		.01/25/2011	BARCLAYS AMERICAN	30,000	1,287			
25746U-10-9	DOMINION RESOURCES INC/VA		.01/25/2011	BARCLAYS AMERICAN	30,000	1,307			
257867-10-1	RR DONNELLEY & SONS CO		.01/25/2011	BARCLAYS AMERICAN	80,000	1,461			
260543-10-3	DOW CHEMICAL CO/THE		.01/25/2011	BARCLAYS AMERICAN	70,000	2,470			
26138E-10-9	DR PEPPER SNAPPLE GROUP INC		.01/25/2011	BARCLAYS AMERICAN	90,000	3,189			
26483E-10-0	DUN & BRADSTREET CORP		.01/25/2011	BARCLAYS AMERICAN	20,000	1,729			
26884L-10-9	EQT CORP		.01/25/2011	BARCLAYS AMERICAN	60,000	2,710			
269246-40-1	E*TRADE FINANCIAL CORP		.01/25/2011	BARCLAYS AMERICAN	80,000	1,242			
277432-10-0	EASTMAN CHEMICAL CO		.01/25/2011	BARCLAYS AMERICAN	30,000	2,710			
278058-10-2	EATON CORP		.01/25/2011	BARCLAYS AMERICAN	70,000	7,228			
278642-10-3	EBAY INC		.01/25/2011	BARCLAYS AMERICAN	160,000	4,949			
285512-10-9	ELECTRONIC ARTS INC		.01/25/2011	BARCLAYS AMERICAN	130,000	2,001			
30161N-10-1	EXELON CORP		.01/25/2011	BARCLAYS AMERICAN	70,000	3,025			
30212P-10-5	EXPEDIA INC		.01/25/2011	BARCLAYS AMERICAN	80,000	2,062			
302130-10-9	EXPEDITORS INTL WASH INC		.01/25/2011	BARCLAYS AMERICAN	80,000	4,219			
302182-10-0	EXPRESS SCRIPTS INC		.01/25/2011	BARCLAYS AMERICAN	10,000	.574			
302445-10-1	FLIR SYSTEMS INC		.01/25/2011	BARCLAYS AMERICAN	60,000	1,797			
302491-30-3	FMC CORP		.01/25/2011	BARCLAYS AMERICAN	30,000	2,306			
30249U-10-1	FMC TECHNOLOGIES INC		.01/25/2011	BARCLAYS AMERICAN	50,000	4,364			
314211-10-3	FEDERATED INVESTORS INC-CL B		.01/25/2011	BARCLAYS AMERICAN	30,000	.814			
315616-10-2	FS NETWORKS INC		.01/25/2011	BARCLAYS AMERICAN	30,000	3,226			
31620M-10-6	FIDELITY NATIONAL INFORMATIO		.01/25/2011	BARCLAYS AMERICAN	100,000	3,069			
316773-10-0	FIFTH THIRD BANCORP		.01/25/2011	BARCLAYS AMERICAN	170,000	2,457			
336433-10-7	FIRST SOLAR INC		.01/25/2011	BARCLAYS AMERICAN	20,000	3,013			
337932-10-7	FIRSTENERGY CORP		.02/25/2011	FREE RECEIVE OF SECURITIES	133,400	1,624			
34354P-10-5	FLOWSERVE CORP		.01/25/2011	BARCLAYS AMERICAN	20,000	2,351			
345370-86-0	FORD MOTOR CO		.01/25/2011	BARCLAYS AMERICAN	210,000	3,759			
35671D-85-7	FREEPOR-TMCORAN COPPER		.01/25/2011	BARCLAYS AMERICAN	30,000	3,193			
35906A-10-8	FRONTIER COMMUNICATIONS CORP		.01/25/2011	BARCLAYS AMERICAN	120,000	1,102			
36467W-10-9	GAMESTOP CORP-CLASS A		.01/25/2011	BARCLAYS AMERICAN	60,000	1,264			

STATEMENT AS OF MARCH 31, 2011 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

SCHEDULE D - PART 3

Show All Long-Term Bonds and Stock Acquired During the Current Quarter

1 CUSIP Identification	2 Description	3 Foreign	4 Date Acquired	5 Name of Vendor	6 Number of Shares of Stock	7 Actual Cost	8 Par Value	9 Paid for Accrued Interest and Dividends	10 NAIC Desig- nation or Market Indicator (a)
364760-10-8	GAP INC/THE		.01/25/2011	BARCLAYS AMERICAN	.70,000	1,412			
369550-10-8	GENERAL DYNAMICS CORP		.01/25/2011	BARCLAYS AMERICAN	.50,000	3,709			
369604-10-3	GENERAL ELECTRIC CO		.01/25/2011	BARCLAYS AMERICAN	.800,000	15,992			
370334-10-4	GENERAL MILLS INC		.01/25/2011	BARCLAYS AMERICAN	.60,000	2,160			
372470-10-6	GENWORTH FINANCIAL INC-CL A		.01/25/2011	BARCLAYS AMERICAN	.190,000	2,624			
382550-10-1	GOODYEAR TIRE & RUBBER CO		.01/25/2011	BARCLAYS AMERICAN	.90,000	1,095			
38259P-50-8	GOOGLE INC-CL A		.01/25/2011	BARCLAYS AMERICAN	.10,000	6,199			
384802-10-4	IWV GRAINGER INC		.01/25/2011	BARCLAYS AMERICAN	.30,000	3,977			
40414L-10-9	HCP INC		.01/25/2011	BARCLAYS AMERICAN	.140,000	5,111			
413086-10-9	HARIMAN INTERNATIONAL		.01/25/2011	BARCLAYS AMERICAN	.30,000	1,333			
413875-10-5	HARRIS CORP		.01/25/2011	BARCLAYS AMERICAN	.50,000	2,431			
416515-10-4	HARTFORD FINANCIAL SVCS GRP		.01/25/2011	BARCLAYS AMERICAN	.170,000	4,736			
418056-10-7	HASBRO INC		.01/25/2011	BARCLAYS AMERICAN	.50,000	2,222			
42217K-10-6	HEALTH CARE REIT INC		.01/25/2011	BARCLAYS AMERICAN	.60,000	2,911			
423452-10-1	HELMERICH & PAYNE		.01/25/2011	BARCLAYS AMERICAN	.40,000	1,994			
42809H-10-7	HESS CORP		.01/25/2011	BARCLAYS AMERICAN	.120,000	9,262			
437076-10-2	HOME DEPOT INC		.01/25/2011	BARCLAYS AMERICAN	.60,000	2,230			
440452-10-0	HORMEL FOODS CORP		.01/25/2011	BARCLAYS AMERICAN	.30,000	1,510			
446150-10-4	HUNTINGTON BANCSHARES INC		.01/25/2011	BARCLAYS AMERICAN	.340,000	2,346			
446413-10-6	HUNTINGTON INGALLS INDUSTRIE		.03/31/2011	FREE RECEIVE OF SECURITIES	.19,999	.474			
450911-10-2	ITT CORP		.01/25/2011	BARCLAYS AMERICAN	.70,000	4,142			
458140-10-0	INTEL CORP		.01/25/2011	BARCLAYS AMERICAN	.50,000	1,079			
459506-10-1	INT'L FLAVORS & FRAGRANCES		.01/25/2011	BARCLAYS AMERICAN	.30,000	1,706			
460690-10-0	INTERPUBLIC GROUP OF COS INC		.01/25/2011	BARCLAYS AMERICAN	.190,000	2,071			
46120E-60-2	INTUITIVE SURGICAL INC		.01/25/2011	BARCLAYS AMERICAN	.20,000	6,619			
462846-10-6	IRON MOUNTAIN INC		.01/25/2011	BARCLAYS AMERICAN	.80,000	1,992			
46612J-50-7	JDS UNIPHASE CORP		.01/25/2011	BARCLAYS AMERICAN	.90,000	1,454			
46625H-10-0	JPMORGAN CHASE & CO		.01/25/2011	BARCLAYS AMERICAN	.50,000	2,244			
466313-10-3	JABIL CIRCUIT INC		.01/25/2011	BARCLAYS AMERICAN	.70,000	1,384			
47102X-10-5	JANUS CAPITAL GROUP INC		.01/25/2011	BARCLAYS AMERICAN	.70,000	.909			
478160-10-4	JOHNSON & JOHNSON		.01/25/2011	BARCLAYS AMERICAN	.10,000	.611			
478366-10-7	JOHNSON CONTROLS INC		.01/25/2011	BARCLAYS AMERICAN	.70,000	2,703			
48203R-10-4	JUNIPER NETWORKS INC		.01/25/2011	BARCLAYS AMERICAN	.10,000	.348			
493267-10-8	KEYCORP		.01/25/2011	BARCLAYS AMERICAN	.150,000	1,338			
494368-10-3	KIMBERLY-CLARK CORP		.01/25/2011	BARCLAYS AMERICAN	.60,000	3,937			
49446R-10-9	KIMCO REALTY CORP		.01/25/2011	BARCLAYS AMERICAN	.160,000	2,861			
500255-10-4	KOHL'S CORP		.01/25/2011	BARCLAYS AMERICAN	.20,000	1,051			
50075N-10-4	KRAFT FOODS INC-CLASS A		.01/25/2011	BARCLAYS AMERICAN	.80,000	2,495			
502161-10-2	LSI CORP		.01/25/2011	BARCLAYS AMERICAN	.240,000	1,421			
502424-10-4	L-3 COMMUNICATIONS HOLDINGS		.01/25/2011	BARCLAYS AMERICAN	.50,000	3,942			
50540R-40-9	LABORATORY CORP OF AMER HLDS		.01/25/2011	BARCLAYS AMERICAN	.40,000	3,639			
518439-10-4	ESTEE LAUDER COMPANIES-CL A		.01/25/2011	BARCLAYS AMERICAN	.50,000	4,057			
524660-10-7	LEGGETT & PLATT INC		.01/25/2011	BARCLAYS AMERICAN	.50,000	1,135			
524901-10-5	LEGG MASON INC		.01/25/2011	BARCLAYS AMERICAN	.60,000	2,137			
526057-10-4	LENNAR CORP-A		.01/25/2011	BARCLAYS AMERICAN	.60,000	1,187			
527288-10-4	LEUCADIA NATIONAL CORP		.01/25/2011	BARCLAYS AMERICAN	.70,000	2,200			
529771-10-7	LEXMARK INTERNATIONAL INC-A		.01/25/2011	BARCLAYS AMERICAN	.30,000	1,098			
532457-10-8	ELI LILLY & CO		.01/25/2011	BARCLAYS AMERICAN	.210,000	7,295			
534187-10-9	LINCOLN NATIONAL CORP		.01/25/2011	BARCLAYS AMERICAN	.120,000	3,500			
535678-10-6	LINKEAR TECHNOLOGY CORP		.01/25/2011	BARCLAYS AMERICAN	.90,000	3,137			
544147-10-1	LORILLARD INC		.01/25/2011	BARCLAYS AMERICAN	.60,000	4,465			
548661-10-7	LOWES COS INC		.01/25/2011	BARCLAYS AMERICAN	.350,000	8,950			
55261F-10-4	M & T BANK CORP		.01/25/2011	BARCLAYS AMERICAN	.50,000	4,350			
552715-10-4	MEMC ELECTRONIC MATERIALS		.01/25/2011	BARCLAYS AMERICAN	.90,000	1,031			
565849-10-6	MARATHON OIL CORP		.01/25/2011	BARCLAYS AMERICAN	.80,000	3,485			
571748-10-2	MARSH & MCLENNAN COS		.01/25/2011	BARCLAYS AMERICAN	.110,000	3,081			
574599-10-6	MASCO CORP		.01/25/2011	BARCLAYS AMERICAN	.140,000	1,875			
57636Q-10-4	MASTERCARD INC-CLASS A		.01/25/2011	BARCLAYS AMERICAN	.40,000	9,662			
577081-10-2	MATTEL INC		.01/25/2011	BARCLAYS AMERICAN	.140,000	3,325			
579064-10-6	MCAFEE INC		.01/25/2011	BARCLAYS AMERICAN	.60,000	2,664			
579780-20-6	MCCORMICK & CO-NON VTG SHRS		.01/25/2011	BARCLAYS AMERICAN	.50,000	2,317			
580135-10-1	MCDONALDS CORP		.01/25/2011	BARCLAYS AMERICAN	.430,000	32,461			
582839-10-6	MEAD JOHNSON NUTRITION CO		.01/25/2011	BARCLAYS AMERICAN	.70,000	4,250			

STATEMENT AS OF MARCH 31, 2011 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

SCHEDULE D - PART 3

Show All Long-Term Bonds and Stock Acquired During the Current Quarter

1 CUSIP Identification	2 Description	3 Foreign	4 Date Acquired	5 Name of Vendor	6 Number of Shares of Stock	7 Actual Cost	8 Par Value	9 Paid for Accrued Interest and Dividends	10 NAIC Desig- nation or Market Indicator (a)
58334-10-7	MEADWESTVACO CORP		.01/25/2011	BARCLAYS AMERICAN	60,000	1,683			
58933Y-10-5	MERCK & CO. INC.		.01/25/2011	BARCLAYS AMERICAN	340,000	11,346			
595112-10-3	MICRON TECHNOLOGY INC		.01/25/2011	BARCLAYS AMERICAN	340,000	3,397			
608554-10-1	MOLEX INC		.01/25/2011	BARCLAYS AMERICAN	50,000	1,268			
60871R-20-9	MOLSON COORS BREWING CO -B		.01/25/2011	BARCLAYS AMERICAN	60,000	2,885			
61166W-10-1	MONSANTO CO		.01/25/2011	BARCLAYS AMERICAN	20,000	1,444			
611742-10-7	MONSTER WORLDWIDE INC		.01/25/2011	BARCLAYS AMERICAN	50,000	1,057			
617446-44-8	MORGAN STANLEY		.01/25/2011	BARCLAYS AMERICAN	610,000	17,904			
620076-30-7	MOTOROLA SOLUTIONS INC		.01/25/2011	BARCLAYS AMERICAN	120,000	4,645			
620097-10-5	MOTOROLA MOBILITY HOLDINGS I		.01/25/2011	VARIOUS	112,500	3,793			
626717-10-2	MURPHY OIL CORP		.01/25/2011	BARCLAYS AMERICAN	80,000	5,684			
629377-50-8	NRG ENERGY INC		.01/25/2011	BARCLAYS AMERICAN	90,000	1,877			
631103-10-8	NASDAQ OMX GROUP/THE		.01/25/2011	BARCLAYS AMERICAN	60,000	1,459			
64110L-10-6	NETFLIX INC		.01/25/2011	BARCLAYS AMERICAN	20,000	3,735			
651229-10-6	NEWELL RUBBERMAID INC		.01/25/2011	BARCLAYS AMERICAN	110,000	1,978			
651290-10-8	NEWFIELD EXPLORATION CO		.01/25/2011	BARCLAYS AMERICAN	50,000	3,384			
65248E-10-4	NEWS CORP-CL A		.01/25/2011	BARCLAYS AMERICAN	420,000	6,581			
65339F-10-1	NEXTERA ENERGY INC		.01/25/2011	BARCLAYS AMERICAN	70,000	3,821			
654086-10-7	NICOR INC		.01/25/2011	BARCLAYS AMERICAN	20,000	1,004			
65473P-10-5	NISOURCE INC		.01/25/2011	BARCLAYS AMERICAN	110,000	2,071			
664397-10-6	NORTHEAST UTILITIES		.01/25/2011	BARCLAYS AMERICAN	70,000	2,314			
670006-10-5	NOVELL INC		.01/25/2011	BARCLAYS AMERICAN	140,000	834			
670008-10-1	NOVELLUS SYSTEMS INC		.01/25/2011	BARCLAYS AMERICAN	30,000	1,069			
670346-10-5	NUCOR CORP		.01/25/2011	BARCLAYS AMERICAN	130,000	5,844			
67103H-10-7	O'REILLY AUTOMOTIVE INC		.01/25/2011	BARCLAYS AMERICAN	60,000	3,378			
682680-10-3	ONEOK INC		.01/25/2011	BARCLAYS AMERICAN	40,000	2,342			
690768-40-3	OWENS-ILLINOIS INC		.01/25/2011	BARCLAYS AMERICAN	60,000	1,942			
693506-10-7	PPG INDUSTRIES INC		.01/25/2011	BARCLAYS AMERICAN	70,000	5,851			
69351T-10-6	PPL CORPORATION		.01/25/2011	BARCLAYS AMERICAN	190,000	4,910			
701094-10-4	PARKER HANNIFIN CORP		.01/25/2011	BARCLAYS AMERICAN	70,000	6,055			
703395-10-3	PATTERSON COS INC		.01/25/2011	BARCLAYS AMERICAN	30,000	984			
704326-10-7	PAYCHEX INC		.01/25/2011	BARCLAYS AMERICAN	30,000	992			
704549-10-4	PEABODY ENERGY CORP		.01/25/2011	BARCLAYS AMERICAN	10,000	.605			
712704-10-5	PEOPLES UNITED FINANCIAL		.01/25/2011	BARCLAYS AMERICAN	140,000	1,872			
713291-10-2	PEPCO HOLDINGS INC		.01/25/2011	BARCLAYS AMERICAN	90,000	1,684			
714046-10-9	PERKINELMER INC		.01/25/2011	BARCLAYS AMERICAN	40,000	1,006			
717081-10-3	Pfizer INC		.01/25/2011	BARCLAYS AMERICAN	1,100,000	20,328			
723484-10-1	PINNACLE WEST CAPITAL		.01/25/2011	BARCLAYS AMERICAN	40,000	1,685			
723787-10-7	PIONEER NATURAL RESOURCES CO		.01/25/2011	BARCLAYS AMERICAN	50,000	4,423			
724479-10-0	PITNEY BOWES INC		.01/25/2011	BARCLAYS AMERICAN	80,000	1,924			
731572-10-3	POLO RALPH LAUREN CORP		.01/25/2011	BARCLAYS AMERICAN	30,000	3,134			
74005P-10-4	PRAXAIR INC		.01/25/2011	BARCLAYS AMERICAN	30,000	2,738			
740189-10-5	PRECISION CASTPARTS CORP		.01/25/2011	BARCLAYS AMERICAN	60,000	8,628			
74144T-10-8	T ROWE PRICE GROUP INC		.01/25/2011	BARCLAYS AMERICAN	100,000	6,684			
741503-40-3	PRICELINE.COM INC		.01/25/2011	BARCLAYS AMERICAN	20,000	8,577			
743263-10-5	PROGRESS ENERGY INC		.01/25/2011	BARCLAYS AMERICAN	20,000	908			
743410-10-2	PROLOGIS		.01/25/2011	BARCLAYS AMERICAN	230,000	3,370			
744573-10-6	PUBLIC SERVICE ENTERPRISE GP		.01/25/2011	BARCLAYS AMERICAN	100,000	3,251			
745867-10-1	PULTEGROUP INC		.01/25/2011	BARCLAYS AMERICAN	130,000	1,084			
74733V-10-0	QEP RESOURCES INC		.01/25/2011	BARCLAYS AMERICAN	70,000	2,716			
74762E-10-2	QUANTA SERVICES INC		.01/25/2011	BARCLAYS AMERICAN	80,000	1,846			
74834L-10-0	QUEST DIAGNOSTICS INC		.01/25/2011	BARCLAYS AMERICAN	60,000	3,377			
750438-10-3	RADIO SHACK CORP		.01/25/2011	BARCLAYS AMERICAN	40,000	.636			
75281A-10-9	RANGE RESOURCES CORP		.01/25/2011	BARCLAYS AMERICAN	60,000	2,793			
755111-50-7	RAYTHEON COMPANY		.01/25/2011	BARCLAYS AMERICAN	50,000	2,617			
756577-10-2	RED HAT INC		.01/25/2011	BARCLAYS AMERICAN	70,000	2,801			
7591EP-10-0	REGIONS FINANCIAL CORP		.01/25/2011	BARCLAYS AMERICAN	100,000	703			
760759-10-0	REPUBLIC SERVICES INC		.01/25/2011	BARCLAYS AMERICAN	120,000	3,686			
776696-10-6	ROPER INDUSTRIES INC		.01/25/2011	BARCLAYS AMERICAN	40,000	2,998			
778296-10-3	ROSS STORES INC		.01/25/2011	BARCLAYS AMERICAN	50,000	3,304			
779382-10-0	ROWAN COMPANIES INC		.01/25/2011	BARCLAYS AMERICAN	50,000	1,655			
783549-10-8	RYDER SYSTEM INC		.01/25/2011	BARCLAYS AMERICAN	20,000	.979			
78390X-10-1	SAIC INC		.01/25/2011	BARCLAYS AMERICAN	110,000	1,818			

STATEMENT AS OF MARCH 31, 2011 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

SCHEDULE D - PART 3

Show All Long-Term Bonds and Stock Acquired During the Current Quarter

1 CUSIP Identification	2 Description	3 Foreign	4 Date Acquired	5 Name of Vendor	6 Number of Shares of Stock	7 Actual Cost	8 Par Value	9 Paid for Accrued Interest and Dividends	10 NAIC Desig- nation or Market Indicator (a)
79466L-30-2	SALESFORCE.COM INC		.01/25/2011	BARCLAYS AMERICAN	.50,000	6,199			
80004C-10-1	SANDISK CORP		.01/25/2011	BARCLAYS AMERICAN	.90,000	4,370			
803111-10-3	SARA LEE CORP		.01/25/2011	BARCLAYS AMERICAN	.250,000	4,913			
80589M-10-2	SCANA CORP		.01/25/2011	BARCLAYS AMERICAN	.40,000	1,700			
806857-10-8	SCHLUMBERGER LTD		.01/25/2011	BARCLAYS AMERICAN	.150,000	12,489			
811065-10-1	SCRIPPS NETWORKS INTER-CL A		.01/25/2011	BARCLAYS AMERICAN	.30,000	1,392			
81211K-10-0	SEALED AIR CORP		.01/25/2011	BARCLAYS AMERICAN	.60,000	1,610			
816851-10-9	SEMPRA ENERGY		.01/25/2011	BARCLAYS AMERICAN	.100,000	5,259			
826552-10-1	SIGMA-ALDRICH		.01/25/2011	BARCLAYS AMERICAN	.50,000	3,192			
832696-40-5	JIM SMUCKER CO/THE		.01/25/2011	BARCLAYS AMERICAN	.50,000	3,156			
844741-10-8	SOUTHWEST AIRLINES CO		.01/25/2011	BARCLAYS AMERICAN	.300,000	3,753			
845467-10-9	SOUTHWESTERN ENERGY CO		.01/25/2011	BARCLAYS AMERICAN	.40,000	1,540			
85590A-40-1	STARWOOD HOTELS & RESORTS		.01/25/2011	BARCLAYS AMERICAN	.80,000	4,916			
857477-10-3	STATE STREET CORP		.01/25/2011	BARCLAYS AMERICAN	.100,000	4,770			
858912-10-8	STERICYCLE INC		.01/25/2011	BARCLAYS AMERICAN	.40,000	3,196			
863667-10-1	STRYKER CORP		.01/25/2011	BARCLAYS AMERICAN	.40,000	2,335			
867914-10-3	SUNTRUST BANKS INC		.01/25/2011	BARCLAYS AMERICAN	.100,000	2,919			
868536-10-3	SUPERVALU INC		.01/25/2011	BARCLAYS AMERICAN	.60,000	.436			
871503-10-8	SYMANTEC CORP		.01/25/2011	BARCLAYS AMERICAN	.110,000	1,962			
872375-10-0	TECO ENERGY INC		.01/25/2011	BARCLAYS AMERICAN	.80,000	1,458			
872540-10-9	TJX COMPANIES INC		.01/25/2011	BARCLAYS AMERICAN	.10,000	.486			
879664-10-0	TELLABS INC		.01/25/2011	BARCLAYS AMERICAN	.140,000	.801			
88033G-10-0	TENET HEALTHCARE CORP		.01/25/2011	BARCLAYS AMERICAN	.190,000	1,294			
88076W-10-3	TERADATA CORP		.01/25/2011	BARCLAYS AMERICAN	.70,000	3,054			
880770-10-2	TERADYNE INC		.01/25/2011	BARCLAYS AMERICAN	.70,000	.991			
881609-10-1	TESORO CORP		.01/25/2011	BARCLAYS AMERICAN	.50,000	.900			
887317-30-3	TIME WARNER INC		.01/25/2011	BARCLAYS AMERICAN	.80,000	2,602			
888339-20-7	TITANIUM METALS CORP		.01/25/2011	BARCLAYS AMERICAN	.30,000	.537			
891906-10-9	TOTAL SYSTEM SERVICES INC		.01/25/2011	BARCLAYS AMERICAN	.60,000	1,052			
902494-10-3	TYSON FOODS INC-CL A		.01/25/2011	BARCLAYS AMERICAN	.120,000	2,014			
911312-10-6	UNITED PARCEL SERVICE-CL B		.01/25/2011	BARCLAYS AMERICAN	.200,000	14,568			
91529Y-10-6	UNUM GROUP		.01/25/2011	BARCLAYS AMERICAN	.20,000	.508			
917047-10-2	URBAN OUTFITTERS INC		.01/25/2011	BARCLAYS AMERICAN	.50,000	1,708			
918204-10-8	VF CORP		.01/25/2011	BARCLAYS AMERICAN	.40,000	3,254			
91913Y-10-0	VALERO ENERGY CORP		.01/25/2011	BARCLAYS AMERICAN	.220,000	5,353			
92220P-10-5	VARIAN MEDICAL SYSTEMS INC		.01/25/2011	BARCLAYS AMERICAN	.50,000	3,566			
92276F-10-0	VENTAS INC		.01/25/2011	BARCLAYS AMERICAN	.60,000	3,256			
92553P-20-1	VIACOM INC-CLASS B		.01/25/2011	BARCLAYS AMERICAN	.40,000	1,700			
929042-10-9	VORNADO REALTY TRUST		.01/25/2011	BARCLAYS AMERICAN	.60,000	5,230			
931142-10-3	WAL-MART STORES INC		.01/25/2011	BARCLAYS AMERICAN	.390,000	22,335			
939640-10-8	WASHINGTON POST-CLASS B		.01/25/2011	BARCLAYS AMERICAN	.10,000	4,434			
941848-10-3	WATERS CORP		.01/25/2011	BARCLAYS AMERICAN	.40,000	3,120			
949746-10-1	WELLS FARGO & CO		.01/25/2011	BARCLAYS AMERICAN	.80,000	2,617			
958102-10-5	WESTERN DIGITAL CORP		.01/25/2011	BARCLAYS AMERICAN	.90,000	2,908			
962166-10-4	WEYERHAEUSER CO		.01/25/2011	BARCLAYS AMERICAN	.210,000	4,832			
963320-10-6	WHIRLPOOL CORP		.01/25/2011	BARCLAYS AMERICAN	.30,000	2,633			
976657-10-6	WISCONSIN ENERGY CORP		.01/25/2011	BARCLAYS AMERICAN	.50,000	3,017			
98310W-10-8	WYNDHAM WORLDWIDE CORP		.01/25/2011	BARCLAYS AMERICAN	.70,000	2,041			
983919-10-1	XILINX INC		.01/25/2011	BARCLAYS AMERICAN	.100,000	3,199			
984121-10-3	XEROX CORP		.01/25/2011	BARCLAYS AMERICAN	.260,000	2,967			
984332-10-6	YAHOO! INC		.01/25/2011	BARCLAYS AMERICAN	.320,000	5,133			
H0023R-10-5	ACE LTD	F.	.01/25/2011	BARCLAYS AMERICAN	.140,000	8,700			
H5833N-10-3	NOBLE CORP	R.	.01/25/2011	BARCLAYS AMERICAN	.100,000	3,707			
9099999. Common Stocks - Industrial and Miscellaneous (Unaffiliated)							1,010,446	XXX	XXX
9799997. Total - Common Stocks - Part 3							1,010,446	XXX	XXX
9799998. Total - Common Stocks - Part 5							XXX	XXX	XXX
9799999. Total - Common Stocks							1,010,446	XXX	XXX
9899999. Total - Preferred and Common Stocks							1,010,446	XXX	XXX
9999999 - Totals							3,821,373	XXX	2,664

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues

STATEMENT AS OF MARCH 31, 2011 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of During the Current Quarter

1 CUSIP Ident- ification	2 Description	3 For- eign	4 Disposal Date	5 Name of Purchaser	6 Number of Shares of Stock	7 Consid- eration	8 Par Value	9 Actual Cost	10 Prior Year Book/ Adjusted Carrying Value	Change In Book/Adjusted Carrying Value					16 Book/ Adjusted Carrying Value at Disposal Date	17 Foreign Exchange Gain Value at Disposal	18 Realized Gain (Loss) on Disposal	19 Total Gain (Loss) on Disposal	20 Bond Interest/ Stock Dividends Received During Year	21 Maturity Date	22 NAIC Design- ation or Market In- dicator (a)					
										11 Unrealized Valuation Increase/ (Decrease)	12 Current Year's (Amor- tization)/ Accretion	13 Current Year's Other Than Temporary Impairment Recogn- ized	14 Total Change in Book/ Adjusted Carrying Value (11 + 12 - 13)	15 Total Foreign Exchange Change in Book /Adjusted Carrying Value												
36202E-RS-0	G2 4097		03/01/2011	MBS PAYMENT		.34,694	.34,694	.34,027	.34,679		.14		.14		.34,694					.271	11/01/2037	1				
36202E-SB-6	G2 4114		03/01/2011	MBS PAYMENT		.88,555	.88,555	.89,271	.88,568		(13)		(13)		.88,555					.782	12/01/2037	1				
36202F-BH-8	G2 4540		03/01/2011	MBS PAYMENT		.36,476	.36,476	.36,744	.36,478		(2)		(2)		.36,476					.249	06/01/2039	1				
36205B-4L-3	GN 386127		03/01/2011	MBS PAYMENT		.517	.517	.518	.517						.517					.7	11/01/2029	1				
36209D-B2-9	GN 468157		03/01/2011	MBS PAYMENT		.258	.258	.258	.258						.258					.3	07/01/2027	1				
36209M-4A-9	GN 476117		03/01/2011	MBS PAYMENT		.2,719	.2,719	.2,741	.2,719						.2,719					.16	06/01/2026	1				
36209U-PA-8	GN 482017		03/01/2011	MBS PAYMENT		.262	.262	.262	.262						.262					.3	04/01/2027	1				
36209W-JJ-3	GN 484225		03/01/2011	MBS PAYMENT		.48	.48	.54	.48						.48					.1	09/01/2027	1				
36210Y-D9-3	GN 506028		03/01/2011	MBS PAYMENT		.234	.234	.234	.234						.234					.3	04/01/2025	1				
36211C-QY-1	GN 509071		03/01/2011	MBS PAYMENT		.307	.307	.291	.307						.307					.3	07/01/2028	1				
36213E-L3-8	GN 552146		03/01/2011	MBS PAYMENT		.3,660	.3,660	.3,682	.3,661						.3,660					.37	03/01/2016	1				
36220U-22-0	GN 288861		03/01/2011	MBS PAYMENT		.3,374	.3,374	.3,349	.3,374						.3,374					.42	09/01/2021	1				
36224J-HS-4	GN 329741		03/01/2011	MBS PAYMENT		.530	.530	.542	.530						.530					.4	11/01/2020	1				
36225A-KU-3	GN 780307		03/01/2011	MBS PAYMENT		.213	.213	.228	.213						.213					.3	04/01/2021	1				
36225A-NY-2	GN 780407		03/01/2011	MBS PAYMENT		.1,739	.1,739	.1,750	.1,739						.1,739					.20	09/01/2023	1				
36225A-XC-9	GN 780675		03/01/2011	MBS PAYMENT		.2,025	.2,025	.2,037	.2,025						.2,025					.26	08/01/2023	1				
36290S-ZC-8	GN 616439		03/01/2011	MBS PAYMENT		.2,413	.2,413	.2,404	.2,413						.2,413					.20	03/01/2024	1				
0599999. Bonds - U.S. Governments						178,024		178,024		178,392		178,025		(1)		(1)		178,024				1,490	XXX	XXX		
20772G-4V-7	CONNECTICUT ST		03/21/2011	STIFEL NICOLAUS & CO		398,089	.375,000	.381,233	.380,765		(106)		(106)		.380,659					.17,430	.17,430	.5,827	12/01/2020	1FE		
1799999. Bonds - U.S. States, Territories and Possessions						398,089		375,000		381,233		380,765		(106)		(106)		380,659				17,430	17,430	5,827	XXX	XXX
31283G-K8-9	FG G00319		03/01/2011	MBS PAYMENT		.208	.208	.219	.209						.208					.3	04/01/2021	1				
31283H-HN-8	FG G01137		03/01/2011	MBS PAYMENT		.272	.272	.271	.272						.272					.3	01/01/2029	1				
31287D-ND-9	FG C64888		03/01/2011	MBS PAYMENT		.4,319	.4,319	.4,372	.4,320		(1)		(1)		.4,319					.54	08/01/2030	1				
31288E-B5-5	FG C75460		03/01/2011	MBS PAYMENT		.10,220	.10,220	.10,369	.10,225		(4)		(4)		.10,220					.68	09/01/2031	1				
31288H-6W-5	FG C78985		03/01/2011	MBS PAYMENT		.13,459	.13,459	.13,482	.13,459						.13,459					.111	09/01/2031	1				
31289G-II-22-0	FG E92592		03/01/2011	MBS PAYMENT		.6,894	.6,894	.7,108	.6,899		(5)		(5)		.6,894					.70	01/01/2017	1				
3128MC-UH-3	FG G13997		03/01/2011	MBS PAYMENT		.4,508	.4,508	.4,621	.4,508						.4,508					.15	08/01/2025	1				
312926-ZB-7	FG A80738		03/01/2011	MBS PAYMENT		.24,787	.24,787	.24,833	.24,787		(1)		(1)		.24,787					.155	02/01/2038	1				
31292H-D6-8	FG C01025		03/01/2011	MBS PAYMENT		.293	.293	.297	.294						.293					.2	04/01/2029	1				
31292H-S8-8	FG C01443		03/01/2011	MBS PAYMENT		.13,156	.13,156	.13,316	.13,161		(5)		(5)		.13,156					.114	10/01/2031	1				
31292H-SZ-8	FG C01436		03/01/2011	MBS PAYMENT		.20,606	.20,606	.20,847	.20,615		(9)		(9)		.20,606					.173	10/01/2031	1				
31293R-ME-8	FG C27557		03/01/2011	MBS PAYMENT		.163	.163	.155	.162						.163					.2	12/01/2026	1				
312942-NF-8	FG A93390		03/01/2011	MBS PAYMENT		.15,551	.15,551	.16,088	.15,557		(7)		(7)		.15,551					.78	07/01/2040	1				
31298U-CF-4	FG C57270		03/01/2011	MBS PAYMENT		.282	.282	.278	.282						.282					.3	02/01/2030	1				
31298W-CR-4	FG C59080		03/01/2011	MBS PAYMENT		.864	.864	.859	.864						.864					.9	09/01/2027	1				
313615-LF-1	FN 50726		03/01/2011	MBS PAYMENT		.469	.469	.470	.469						.469					.6	10/01/2021	1				
31365D-UL-7	FN 124887		03/01/2011	MBS PAYMENT		.1,438	.1,438	.1,447	.1,438						.1,438					.14	12/01/2021	1				
31369S-LS-5	FN 219137		03/01/2011	MBS PAYMENT		.185	.185	.185	.185						.185					.2	08/01/2022	1				
31369T-N7-7	FN 220114		03/01/2011	MBS PAYMENT		.101	.101	.101	.101						.101					.1	11/01/2021	1				
31371J-PO-1	FN 253431		03/01/2011	MBS PAYMENT		.220	.220	.220	.220						.220					.3	02/01/2015	1				
31371K-HW-4	FN 254145		03/01/2011	MBS PAYMENT		.6,655	.6,655	.6,708	.6,657		(1)		(1)		.6,655					.54	08/01/2030	1				
31371N-CM-5	FN 256676		03/01/2011	MBS PAYMENT		.39,849	.39,849	.39,500	.39,836		13		13		.39,849					.341	10/01/2026	1				
31380S-5J-8	FN 449149		03/01/2011	MBS PAYMENT		.2,786	.2,786	.2,750	.2,786						.2,786					.28	08/01/2027	1				
31384P-J6-3	FN 529585		03/01/2011	MBS PAYMENT		.264	.264	.254	.264						.264					.3	12/01/2014	1				
31385C-Y0-0	FN 540819		03/01/2011	MBS PAYMENT		.816	.816	.806	.816						.816					.9	11/01/2013	1				
31386T-FU-4	FN 572679		03/01/2011	MBS PAYMENT		1,743	1,743	1,770	1,743						1,743					.19	02/01/2029	1				
3138A5-G4-8	FN AH3818		03/01/2011	MBS PAYMENT		.778	.778	.789	.778						.778											

STATEMENT AS OF MARCH 31, 2011 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of During the Current Quarter

1 CUSIP Ident- ification	2 Description	3 For- eign	4 Disposal Date	5 Name of Purchaser	6 Number of Shares of Stock	7 Consid- eration	8 Par Value	9 Actual Cost	10 Prior Year Book/ Adjusted Carrying Value	Change In Book/Adjusted Carrying Value					16 Book/ Adjusted Carrying Value at Disposal Date	17 Foreign Exchange Gain Value at Disposal Date	18 Realized Gain (Loss) on Disposal	19 Total Gain (Loss) on Disposal	20 Bond Interest/ Stock Dividends Received During Year	21 Maturity Date	22 NAIC Design- ation or Market In- dicator (a)				
										11 Unrealized Valuation Increase/ (Decrease)	12 Current Year's (Amor- tization)/ Accretion	13 Current Year's Other Than Temporary Impairment Recogn- ized	14 Total Change in Book/ Adjusted Carrying Value (11 + 12 - 13)	15 Total Foreign Exchange Change in Book /Adjusted Carrying Value											
31410X-ZR-0	FN 900852		03/01/2011	MBS PAYMENT		22,773	22,773	22,890	22,776		(3)		(3)		22,773						232	07/01/2036	1		
31411R-GX-0	FN 192914		03/01/2011	MBS PAYMENT		41,633	41,633	41,113	41,621		12		12		41,633						440	09/01/2036	1		
31417V-RW-9	FN MA0500		03/01/2011	MBS PAYMENT		2,565	2,565	2,661						2,565						11	05/01/2040	1			
31417V-T7-2	FN MA0573		03/01/2011	MBS PAYMENT		9,210	9,210	9,501	9,215		(4)		(4)		9,210						51	09/01/2025	1		
31419F-FW-1	FN AE4680		03/01/2011	MBS PAYMENT		3,798	3,798	3,938	3,799		(1)		(1)		3,798						21	09/01/2040	1		
31419G-XX-7	FN AE6093		03/01/2011	MBS PAYMENT		10,141	10,141	10,520	10,147		(6)		(6)		10,141						57	08/01/2025	1		
3199999. Bonds - U.S. Special Revenues						439,423	439,423	439,385	431,543		31		31		439,423						3,662	XXX	XXX		
00110A-AB-0	AEPTEC 2006-A A2		01/01/2011	MBS PAYMENT		85,434	85,434	90,724	85,434					85,434						2,127	07/01/2013	1FE			
22540A-J7-4	CSFB 2001-CF2 A4		01/01/2011	MBS PAYMENT		44,872	44,872	44,786	44,786					44,786						243	04/15/2011	1FE			
302583-AB-5	FPL 2007-A A2		02/01/2011	MBS PAYMENT		74,230	74,230	73,809	74,230					74,230						1,872	08/01/2013	1FE			
36962G-4Q-4	GENERAL ELEC CAP CORP		03/28/2011	US BANCORP INVESTMENTS INC		499,710	500,000	499,245	499,317		62		62		499,378						5,078	09/16/2013	1FE		
44890B-AC-0	HART 2011-A A3		03/21/2011	US		100,094	100,000	99,984	100,000		1		1		99,986						184	12/15/2013	1FE		
46625M-V6-3	JPICC 2004-C1 A2		03/01/2011	MBS PAYMENT		5,098	5,098	5,123	5,098					5,098						38	09/01/2013	1Z*			
61746W-ET-3	MSDWIC 2001-PPM A3		01/01/2011	PRIOR YEAR INCOME																	35	03/15/2011	1FE		
61746W-GB-0	MSDWIC 2001-TOP1 A4		02/01/2011	MBS PAYMENT		72,388	72,388	80,246	72,388					72,388						575	02/01/2011	1FE			
66577Z-CF-4	NORTHERN STATES PIR-MINN		03/28/2011	BARCLAYS AMERICAN		122,590	125,000	124,751	124,770		12		12		124,782						1,557	08/15/2015	1FE		
842434-CE-0	SOUTHERN CALIF GAS CO		01/15/2011	MATURITY		230,000	230,000	229,933	230,000					230,000						5,031	01/15/2011	1FE			
89235Y-AC-9	TAOT 2010-B A3		03/21/2011	ROYAL BANK OF SCOTLAND		150,516	150,000	149,987	149,990		1		1		149,991						524	04/15/2013	1FE		
949744-AA-4	WELLS FARGO & COMPANY		03/29/2011	US BUSES SECURITIES		509,475	500,000	499,415	499,811		50		50		499,861						9,614	12/09/2011	1FE		
96156D-AF-4	WQART 2007-B A4		03/15/2011	MBS PAYMENT		90,149	90,149	90,131	89,966		183		183		90,149						801	12/15/2011	1FE		
3899999. Bonds - Industrial and Miscellaneous (Unaffiliated)						1,984,556	1,977,171	1,988,134	1,875,790		309		309		1,976,083						8,471	8,471	22,637	XXX	XXX
8399997. Total - Bonds - Part 4						3,000,092	2,969,618	2,987,144	2,866,123		233		233		2,974,189						25,901	25,901	33,616	XXX	XXX
8399998. Total - Bonds - Part 5						XXX	XXX	XXX	XXX		XXX		XXX		XXX						XXX	XXX	XXX	XXX	XXX
8399999. Total - Bonds						3,000,092	2,969,618	2,987,144	2,866,123		233		233		2,974,189						25,901	25,901	33,616	XXX	XXX
8999997. Total - Preferred Stocks - Part 4						XXX																		XXX	XXX
8999998. Total - Preferred Stocks - Part 5						XXX																		XXX	XXX
8999999. Total - Preferred Stocks						XXX																		XXX	XXX
001055-10-2	AFLAC INC		01/25/2011	BARCLAYS AMERICAN		60,000	3,504		1,920		3,386		(1,466)			1,920					1,584	1,584		L	
00206R-10-2	AT&T INC		03/08/2011	VARIOUS		250,000	7,187		6,611		7,345		(734)			6,611					577	577	108	L	
002824-10-0	ABBOTT LABORATORIES		03/16/2011	VARIOUS		130,000	6,233		5,666		6,228		(562)			5,666					567	567	57	L	
002896-20-7	ABERCROMBIE & FITCH CO-CL A		01/25/2011	BARCLAYS AMERICAN		70,000	3,449		1,736		4,034		(2,298)			1,736					1,712	1,712		L	
00724F-10-1	ADOBE SYSTEMS INC		01/25/2011	BARCLAYS AMERICAN		100,000	3,355		2,104		3,078		(975)			2,104					1,251	1,251		L	
00817Y-10-8	AETNA INC		01/25/2011	BARCLAYS AMERICAN		140,000	4,689		2,197		4,271		(2,075)			2,197					2,492	2,492		L	
00846U-10-1	AGILENT TECHNOLOGIES INC		01/25/2011	BARCLAYS AMERICAN		110,000	4,695		2,497		4,557		(2,060)			2,497					2,197	2,197		L	
009158-10-6	AIR PRODUCTS & CHEMICALS INC		01/25/2011	BARCLAYS AMERICAN		10,000	867		486		910		(424)			486					381	381		L	
017361-10-6	ALLEGHENY ENERGY INC		03/24/2011	VARIOUS		200,000	1,624		1,624		4,848		(3,224)			1,624					39	39		L	
020002-10-1	ALLSTATE CORP		01/03/2011	PRIOR YEAR INCOME		0,000															10	10		L	
02209S-10-3	ALTRIA GROUP INC		01/25/2011	BARCLAYS AMERICAN		60,000	1,457		734		1,477		(743)			734					723	723		L	
023135-10-6	AMAZON.COM INC		01/25/2011	BARCLAYS AMERICAN		50,000	8,834		3,761		9,000		(5,239)			3,761					5,074	5,074		L	
025816-10-9	AMERICAN EXPRESS CO		01/25/2011	BARCLAYS AMERICAN		80,000	3,583		3,340		3,434		(93)			3,340					243	243		L	
026874-15-6	AMERICAN INTERNATIONAL-CW21		02/07/2011	CASH IN LIEU		0,393	6		7							7					(11)	(11)		L	
026874-78-4	AMERICAN INTERNATIONAL GROUP		01/25/2011	VARIOUS		40,000	2,562		1,810		2,849		(1,039)			1,810					752	752		L	
03073E-10-5	AMERISOURCEBERGEN CORP		01/25/2011	BARCLAYS AMERICAN		290,000	10,422		3,943		9,895		(5,952)			3,943					6,480	6,480		L	
03076C-10-6	AMERIPRISE FINANCIAL INC		01/25/2011	BARCLAYS AMERICAN		40,000	2,444		1,144		2,302		(1,158)			1,144					1,300	1,300		L	
032511-10-7	ANADARKO PETROLEUM CORP		01/25/2011	BARCLAYS AMERICAN		100,000	7,569		3,303		7,616		(4,314)			3,303					4,266	4,266		L	
037411-10-5	APACHE CORP		03/16/2011	VARIOUS		40,000	4,905		1,436		4,769		(

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										11 Unrealized Valuation Increase/ (Decrease)	12 Current Year's (Amor- tization)/ Accretion	13 Current Year's Other Than Temporary Impairment Recogn- ized	14 Total Change in Book/ Adjusted Carrying Value (11 + 12 - 13)	15 Total Foreign Exchange Change in Book /Adjusted Carrying Value							
.086516-10-1	BEST BUY CO INC		01/25/2011	BARCLAYS AMERICAN	70,000	2,459		2,441	2,400	.41			.41		2,441		.18	.18			L
.089302-10-3	BIG LOTS INC		01/25/2011	BARCLAYS AMERICAN	70,000	2,262		.849	2,132	-(1,283)			-(1,283)		.849		1,413	1,413			L
.09062X-10-3	BIOGEN IDEC INC		01/25/2011	BARCLAYS AMERICAN	120,000	8,019		6,013	8,046	(2,033)			(2,033)		6,013		2,007	2,007			L
.097023-10-5	BOEING CO/THE		01/25/2011	BARCLAYS AMERICAN	100,000	7,223		4,318	6,526	(2,208)			(2,208)		4,318		2,905	2,905			L
.101121-10-1	BOSTON PROPERTIES INC		01/25/2011	BARCLAYS AMERICAN	40,000	3,650		1,501	3,444	(1,943)			(1,943)		1,501		2,149	2,149			L
.110122-10-8	BRISTOL-MYERS SQUIBB CO		01/25/2011	BARCLAYS AMERICAN	490,000	12,750		13,147	12,975	.172			.172		13,147		(397)	(397)			L
.111320-10-7	BROADCOM CORP-CL A		01/25/2011	BARCLAYS AMERICAN	20,000	.904		.415	.871	-(456)			-(456)		.415		.489	.489			L
.126650-10-0	CVS CAREMARK CORP		02/02/2011	VARIOUS	190,000	6,678		5,450	6,606	(1,156)			(1,156)		5,450		1,228	1,228			L
.12673P-10-5	CA INC		01/25/2011	BARCLAYS AMERICAN	50,000	1,267		1,123	1,222	(99)			(99)		1,123		144	144			L
.134429-10-9	CAMPBELL SOUP CO		01/25/2011	BARCLAYS AMERICAN	80,000	2,800		2,238	2,780	(542)			(542)		2,238		.562	.562			L
.14040H-10-5	CAPITAL ONE FINANCIAL CORP		01/25/2011	BARCLAYS AMERICAN	120,000	5,784		5,006	5,107	(101)			(101)		5,006		.778	.778			L
.143658-30-0	CARNIVAL CORP		01/25/2011	BARCLAYS AMERICAN	130,000	6,007		4,219	5,994	(1,775)			(1,775)		4,219		1,788	1,788			L
.149123-10-1	CATERPILLAR INC		03/16/2011	VARIOUS	40,000	3,775		1,519	3,746	(2,227)			(2,227)		1,519		2,256	2,256			L
.151020-10-4	CELEGENE CORP		01/25/2011	BARCLAYS AMERICAN	10,000	.561		.557	.591	(35)			(35)		.557		.4	.4			L
.151891-10-7	CENTERPOINT ENERGY INC		01/25/2011	BARCLAYS AMERICAN	30,000	.484		.291	.472	(180)			(180)		.291		.193	.193			L
.156700-10-6	CENTURYLINK INC		01/25/2011	BARCLAYS AMERICAN	170,000	7,172		5,951	7,849	(1,898)			(1,898)		5,951		1,221	1,221			L
.165167-10-7	CHESAPEAKE ENERGY CORP		01/25/2011	BARCLAYS AMERICAN	40,000	1,097		1,095	1,036	.59			.59		1,095		2	2			L
.166764-10-0	CHEVRON CORP		01/25/2011	BARCLAYS AMERICAN	80,000	7,525		3,506	7,300	(3,794)			(3,794)		3,506		4,019	4,019			L
.171232-10-1	CHUBB CORP		01/25/2011	BARCLAYS AMERICAN	80,000	4,722		2,715	4,771	(2,056)			(2,056)		2,715		2,007	2,007			L
.17275P-10-2	CISCO SYSTEMS INC		01/25/2011	BARCLAYS AMERICAN	160,000	3,445		3,826	3,237	.589			.589		3,826		(381)	(381)			L
.18663K-10-1	CLIFFS NATURAL RESOURCES INC		01/25/2011	BARCLAYS AMERICAN	140,000	11,442		7,668	10,921	(3,254)			(3,254)		7,668		3,774	3,774			L
.189054-10-9	CLOROX COMPANY		03/16/2011	VARIOUS	40,000	2,534		1,785	2,531	(746)			(746)		1,785		.750	.750			L
.200340-10-7	COMERICA INC		01/25/2011	BARCLAYS AMERICAN	130,000	5,082		1,954	5,491	(3,538)			(3,538)		1,954		3,128	3,128			L
.205363-10-4	COMPUTER SCIENCES CORP		01/25/2011	BARCLAYS AMERICAN	40,000	2,152		1,613	1,984	(371)			(371)		1,613		.539	.539			L
.205638-10-9	COMPUWARE CORP		01/25/2011	BARCLAYS AMERICAN	270,000	3,097		1,661	3,151	(1,490)			(1,490)		1,661		1,436	1,436			L
.205887-10-2	CONAGRA FOODS INC		01/25/2011	BARCLAYS AMERICAN	30,000	.707		.515	.677	(162)			(162)		.515		.192	.192			L
.20825C-10-4	CONOCOPHILLIPS		01/25/2011	BARCLAYS AMERICAN	70,000	4,723		3,575	4,767	(1,192)			(1,192)		3,575		1,148	1,148			L
.210371-10-0	CONSTELLATION ENERGY GROUP		01/25/2011	BARCLAYS AMERICAN	120,000	3,839		2,654	3,676	(1,022)			(1,022)		2,654		1,185	1,185			L
.219350-10-5	CORNING INC		01/25/2011	BARCLAYS AMERICAN	120,000	2,544		1,314	2,318	(1,004)			(1,004)		1,314		1,230	1,230			L
.22160K-10-5	COSTCO WHOLESALE CORP		01/25/2011	BARCLAYS AMERICAN	70,000	5,071		2,843	5,055	(2,212)			(2,212)		2,843		2,229	2,229			L
.233331-10-7	DTE ENERGY COMPANY		01/25/2011	BARCLAYS AMERICAN	30,000	1,406		1,329	1,360	(31)			(31)		1,329		.78	.78			L
.237194-10-5	DARDEN RESTAURANTS INC		03/16/2011	VARIOUS	50,000	2,366		1,048	2,322	(1,274)			(1,274)		1,048		1,318	1,318			L
.244199-10-5	DEERE & CO		01/25/2011	BARCLAYS AMERICAN	30,000	2,681		.672	2,492	(1,820)			(1,820)		.672		2,010	2,010			L
.254687-10-6	WALT DISNEY CO/THE		01/25/2011	BARCLAYS AMERICAN	190,000	7,571		4,234	7,127	(2,893)			(2,893)		4,234		3,338	3,338			L
.260003-10-8	DOVER CORP		01/25/2011	BARCLAYS AMERICAN	30,000	1,724		1,148	1,754	(606)			(606)		1,148		.577	.577			L
.263534-10-9	DU PONT (E.I.) DE NEMOURS		01/25/2011	BARCLAYS AMERICAN	330,000	16,180		12,356	16,460	(4,104)			(4,104)		12,356		3,823	3,823			L
.26441C-10-5	DUKE ENERGY CORP		01/25/2011	BARCLAYS AMERICAN	280,000	5,074		3,639	4,987	(1,348)			(1,348)		3,639		1,435	1,435			L
.268648-10-2	EMC CORP/MASS		01/25/2011	BARCLAYS AMERICAN	70,000	1,707		1,027	1,603	(576)			(576)		1,027		.680	.680			L
.278865-10-0	ECOLAB INC		01/25/2011	BARCLAYS AMERICAN	10,000	.500		.224	.504	(281)			(281)		.224		.276	.276			L
.281020-10-7	EDISON INTERNATIONAL		01/25/2011	BARCLAYS AMERICAN	170,000	6,373		3,335	6,562	(3,227)			(3,227)		3,335		3,039	3,039			L
.28336L-10-9	EL PASO CORP		01/25/2011	BARCLAYS AMERICAN	20,000	.287		.146	.275	(129)			(129)		.146		.140	.140			L
.291011-10-4	EMERSON ELECTRIC CO		01/25/2011	BARCLAYS AMERICAN	100,000	5,817		2,819	5,717	(2,898)			(2,898)		2,819		2,998	2,998			L
.29364G-10-3	ENTERGY CORP		01/25/2011	BARCLAYS AMERICAN	30,000	2,205		2,040	2,125	(85)			(85)		2,040		.164	.164			L
.294429-10-5	EQUIFAX INC		01/25/2011	BARCLAYS AMERICAN	50,000	1,810		1,301	1,780	(479)			(479)		1,301		.509	.509			L
.29476L-10-7	EQUITY RESIDENTIAL		01/25/2011	BARCLAYS AMERICAN	90,000	4,733		3,568	4,676	(1,108)			(1,108)		3,568		1,165	1,165			L
.30231G-10-2	EXXON MOBIL CORP		01/25/2011	BARCLAYS AMERICAN	150,000	11,800		9,784	10,968	(1,184)			(1,184)		9,784		2,016	2,016			L
.307000-10-9	FAMILY DOLLAR STORES		01/25/2011	BARCLAYS AMERICAN	50,000	2,143		1,631	2,486	(854)			(854)								

STATEMENT AS OF MARCH 31, 2011 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of During the Current Quarter

1 CUSIP Ident- ification	2 Description	3 For- eign	4 Disposal Date	5 Name of Purchaser	6 Number of Shares of Stock	7 Consid- eration	8 Par Value	9 Actual Cost	10 Prior Year Book/ Adjusted Carrying Value	Change In Book/Adjusted Carrying Value					16 Book/ Adjusted Carrying Value at Disposal Date	17 Foreign Exchange Gain Value at Disposal Date	18 Realized Gain (Loss) on Disposal	19 Total Gain (Loss) on Disposal	20 Bond Interest/ Stock Dividends Received During Year	21 Maturity Date	22 NAIC Design- ation or Market In- dicator (a)	
										11 Unrealized Valuation Increase/ (Decrease)	12 Current Year's Amor- tization)/ Accretion	13 Current Year's Other Than Temporary Impairment Recogn- ized	14 Total Change in Book/ Adjusted Carrying Value (11 + 12 - 13)	15 Total Foreign Exchange Change in Book /Adjusted Carrying Value								
.381416-10-4	GOLDMAN SACHS GROUP INC		01/25/2011	BARCLAYS AMERICAN	40,000	6,479		3,484	6,726	(3,242)			(3,242)		3,484		.2,995	.2,995			L	
.406216-10-1	HALLIBURTON CO		01/25/2011	BARCLAYS AMERICAN	140,000	5,626		4,612	5,716	(1,104)			(1,104)		4,612		1,014	1,014			L	
.412822-10-8	HARLEY-DAVIDSON INC		01/25/2011	BARCLAYS AMERICAN	210,000	8,278		5,316	7,281	(1,964)			(1,964)		5,316		2,962	2,962			L	
.423074-10-3	HJ HEINZ CO		01/25/2011	BARCLAYS AMERICAN	70,000	3,445		2,594	3,462	(888)			(888)		2,594		.851	.851			L	
.427866-10-8	HERSHEY CO/THE		01/25/2011	BARCLAYS AMERICAN	40,000	1,984		1,479	1,886	(407)			(407)		1,479		.504	.504			L	
.428236-10-3	HEWLETT-PACKARD CO		01/25/2011	BARCLAYS AMERICAN	160,000	7,531		3,485	6,736	(3,251)			(3,251)		3,485		4,046	4,046			L	
.438516-10-6	HONEYWELL INTERNATIONAL INC		01/25/2011	BARCLAYS AMERICAN	90,000	4,983		3,009	4,784	(1,776)			(1,776)		3,009		1,975	1,975			L	
.441060-10-0	HOSPIRA INC		01/25/2011	BARCLAYS AMERICAN	30,000	1,668		875	1,671	(796)			(796)		875		.793	.793			L	
.441079-10-4	HOST HOTELS & RESORTS INC		01/25/2011	BARCLAYS AMERICAN	250,000	4,530		1,090	4,468	(3,378)			(3,378)		1,090		3,440	3,440			L	
.443683-10-7	HUDSON CITY BANCORP INC		01/25/2011	BARCLAYS AMERICAN	90,000	.995		853	1,147	(294)			(294)		853		.142	.142			L	
.444859-10-2	HUMANA INC		01/25/2011	BARCLAYS AMERICAN	30,000	1,739		585	1,642	(1,057)			(1,057)		585		1,155	1,155			L	
.452308-10-9	ILLINOIS TOOL WORKS		01/25/2011	BARCLAYS AMERICAN	100,000	5,490		3,508	5,340	(1,833)			(1,833)		3,508		1,982	1,982			L	
.458229-10-5	INTEGRYS ENERGY GROUP INC		01/25/2011	BARCLAYS AMERICAN	50,000	2,408		2,100	2,426	(326)			(326)		2,100		.308	.308			L	
.45865V-10-0	INTERCONTINENTALEXCHANGE INC		01/25/2011	BARCLAYS AMERICAN	170,000	19,616		17,209	20,256	(3,046)			(3,046)		17,209		2,407	2,407			L	
.459200-10-1	INT'L BUSINESS MACHINES CORP		01/25/2011	BARCLAYS AMERICAN	90,000	14,528		8,893	13,208	(4,315)			(4,315)		8,893		5,635	5,635			L	
.459902-10-2	INT'L GAME TECHNOLOGY		01/25/2011	BARCLAYS AMERICAN	30,000	.542		563	.531	.32			.32		563		(21)	(21)			L	
.460146-10-3	INTERNATIONAL PAPER CO		01/25/2011	BARCLAYS AMERICAN	30,000	.859		.353	.817	(465)			(465)		.353		.506	.506			L	
.461202-10-3	INTUIT INC		01/25/2011	BARCLAYS AMERICAN	90,000	4,185		2,152	4,437	(2,285)			(2,285)		2,152		2,033	2,033			L	
.469814-10-7	JACOBS ENGINEERING GROUP INC		01/25/2011	BARCLAYS AMERICAN	50,000	2,474		2,036	2,293	(256)			(256)		2,036		.438	.438			L	
.482480-10-0	KLA-TENCOR CORPORATION		01/25/2011	BARCLAYS AMERICAN	340,000	14,844		7,244	13,138	(5,894)			(5,894)		7,244		.7,600	.7,600			L	
.487836-10-8	KELLOGG CO		01/25/2011	BARCLAYS AMERICAN	50,000	2,586		1,825	2,554	(730)			(730)		1,825		.761	.761			L	
.501044-10-1	KROGER CO		01/25/2011	BARCLAYS AMERICAN	100,000	2,164		1,965	2,236	(271)			(271)		1,965		.199	.199			L	
.53217V-10-9	LIFE TECHNOLOGIES CORP		01/25/2011	BARCLAYS AMERICAN	30,000	1,634		.978	1,665	(687)			(687)		.978		.656	.656			L	
.539630-10-9	LOCKHEED MARTIN CORP		01/25/2011	BARCLAYS AMERICAN	80,000	6,325		3,888	5,593	(1,705)			(1,705)		3,888		2,437	2,437			L	
.540424-10-8	LOEWS CORP		01/25/2011	BARCLAYS AMERICAN	170,000	6,917		2,802	6,615	(3,813)			(3,813)		2,802		4,115	4,115			L	
.55616P-10-4	MACY'S INC		01/25/2011	BARCLAYS AMERICAN	150,000	3,498		2,906	3,795	(889)			(889)		2,906		.592	.592			L	
.571837-10-3	MARSHALL & ILLSLEY CORP		01/25/2011	BARCLAYS AMERICAN	290,000	2,076		1,139	2,007	(868)			(868)		1,139		.937	.937			L	
.571905-20-2	MARRIOTT INTERNATIONAL-CL A		01/25/2011	BARCLAYS AMERICAN	90,000	3,587		1,761	3,739	(1,977)			(1,977)		1,761		1,826	1,826			L	
.576206-10-6	MASSEY ENERGY CO		01/25/2011	BARCLAYS AMERICAN	60,000	3,243		2,573	3,219	(646)			(646)		2,573		.670	.670			L	
.579064-10-6	MCAFEE INC		02/28/2011	TENDER OFFER	60,000	2,880		2,864								2,864		.16	.16			L
.580645-10-9	MCGRAW-HILL COMPANIES INC		01/25/2011	BARCLAYS AMERICAN	80,000	3,072		2,541	2,913	(372)			(372)		2,541		.531	.531			L	
.58405U-10-2	MEDCO HEALTH SOLUTIONS INC		01/25/2011	BARCLAYS AMERICAN	60,000	3,811		.863	3,676	(2,813)			(2,813)		.863		2,948	2,948			L	
.585055-10-6	MEDTRONIC INC		01/25/2011	BARCLAYS AMERICAN	320,000	12,201		14,393	11,869	2,524			2,524		14,393		(2,191)	(2,191)			L	
.59156R-10-8	METLIFE INC		01/25/2011	BARCLAYS AMERICAN	50,000	2,318		1,433	2,222	(790)			(790)		1,433		.886	.886			L	
.591708-10-2	METROPCS COMMUNICATIONS INC		01/25/2011	BARCLAYS AMERICAN	800,000	10,784		6,218	10,104	(3,886)			(3,886)		6,218		4,566	4,566			L	
.594918-10-4	MICROSOFT CORP		01/25/2011	BARCLAYS AMERICAN	60,000	1,706		1,738	1,675	.64			.64		1,738		(.32)	(.32)			L	
.595017-10-4	MICROCHIP TECHNOLOGY INC		01/25/2011	BARCLAYS AMERICAN	430,000	16,043		9,413	14,710	(5,297)			(5,297)		9,413		6,630	6,630			L	
.615369-10-5	MOODYS CORP		01/25/2011	BARCLAYS AMERICAN	20,000	.580		.492	.531	(39)			(39)		.492		.88	.88			L	
.620076-30-7	MOTOROLA SOLUTIONS INC		01/26/2011	VARIOUS	.100	.388		.381	.381							.381		.7	.7			L
.620097-10-5	MOTOROLA MOBILITY HOLDINGS I		01/25/2011	CASH IN LIEU	.100	.17		3								3		.14	.14			L
.628530-10-7	MYLAN INC		01/25/2011	BARCLAYS AMERICAN	330,000	7,854		4,634	6,973	(2,339)			(2,339)		4,634		3,220	3,220			L	
.629491-10-1	NYSE EURONEXT		01/25/2011	BARCLAYS AMERICAN	100,000	3,228		2,595	2,998	(403)			(403)		2,595		.632	.632			L	
.637071-10-1	NATIONAL OILWELL VARCO INC		01/25/2011	BARCLAYS AMERICAN	30,000	2,044		.979	2,018	(1,039)			(1,039)		.979		1,065	1,065			L	
.637640-10-3	NATIONAL SEMICONDUCTOR CORP		01/25/2011	BARCLAYS AMERICAN	110,000	1,608		1,493	1,514	(20)			(20)		1,493		.115	.115			L	
.64110D-10-4	NETAPP INC		01/25/2011	BARCLAYS AMERICAN	100,000	5,369		2,497	5,496	(2,999)			(2,999)		2,497		2,872	2,872			L	
.654106-10-3	NIKE INC-C B		01/25/2011	BARCLAYS AMERICAN	40,000	3,315		1,261	3,417	(2,156)			(2,156)		1,261		2,054	2,054			L	
.655044-10-5	NOBLE ENERGY INC		01/25/2011	BARCLAYS AMERICAN	30,000	2,560		2,039	2,582	(544)			(544)		2,039							

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.703367-10-4	PATRIOT COAL CORP		01/25/2011	BARCLAYS AMERICAN	20,000	470		323	387	(64)			(64)		323		147	147			L
.708160-10-6	J.C. PENNEY CO INC		03/16/2011	VARIOUS	10,000	321		210	323	(113)			(113)		210		111	111	2		L
.713448-10-8	PEPSICO INC		01/25/2011	BARCLAYS AMERICAN	10,000	658		480	653	(173)			(173)		480		178	178			L
.71714F-10-4	PHARMEICA CORP		01/25/2011	BARCLAYS AMERICAN	16,000	181		156	183	(27)			(27)		156		25	25			L
.718172-10-9	PHILIP MORRIS INTERNATIONAL		01/25/2011	BARCLAYS AMERICAN	170,000	9,778		4,738	9,950	(5,212)			(5,212)		4,738		5,041	5,041			L
.724078-10-0	PIPER JAFFRAY COS		01/25/2011	BARCLAYS AMERICAN	11,000	397		372	385	(13)			(13)		372		25	25			L
.729251-10-8	PLUM CREEK TIMBER CO		01/25/2011	BARCLAYS AMERICAN	90,000	3,759		2,169	3,371	(1,202)			(1,202)		2,169		1,590	1,590			L
.74251V-10-2	PRINCIPAL FINANCIAL GROUP		01/25/2011	BARCLAYS AMERICAN	30,000	978		882	977	(94)			(94)		882		.96	.96			L
.742718-10-9	PROCTER & GAMBLE CO/THE		02/15/2011	VARIOUS	260,000	17,339		12,419	16,726	(4,306)			(4,306)		12,419		4,920	4,920	125		L
.743315-10-3	PROGRESSIVE CORP		03/16/2011	VARIOUS	140,000	2,778		2,435	2,782	(347)			(347)		2,435		342	342	56		L
.74460D-10-9	PUBLIC STORAGE		01/25/2011	BARCLAYS AMERICAN	40,000	4,269		2,309	4,057	(1,747)			(1,747)		2,309		1,960	1,960			L
.747525-10-3	QUALCOMM INC		01/25/2011	BARCLAYS AMERICAN	50,000	2,575		1,108	2,475	(1,367)			(1,367)		1,108		1,468	1,468			L
.759351-60-4	REINSURANCE GROUP OF AMERICA		01/25/2011	BARCLAYS AMERICAN	39,000	2,292		826	2,095	(1,269)			(1,269)		826		1,466	1,466			L
.761713-10-6	REYNOLDS AMERICAN INC		01/25/2011	BARCLAYS AMERICAN	70,000	2,246		1,366	2,283	(918)			(918)		1,366		880	880			L
.770323-10-3	ROBERT HALF INTL INC		01/25/2011	BARCLAYS AMERICAN	50,000	1,691		1,211	1,530	(320)			(320)		1,211		480	480			L
.773903-10-9	ROCKWELL AUTOMATION INC		01/25/2011	BARCLAYS AMERICAN	140,000	10,455		6,611	10,039	(3,429)			(3,429)		6,611		3,844	3,844			L
.774341-10-1	ROCKWELL COLLINS INC		01/25/2011	BARCLAYS AMERICAN	140,000	9,009		4,797	8,156	(3,360)			(3,360)		4,797		4,212	4,212			L
.78442P-10-6	SLM CORP		01/25/2011	BARCLAYS AMERICAN	510,000	7,227		5,892	6,421	(529)			(529)		5,892		1,334	1,334			L
.786514-20-8	SAFEWAY INC		01/25/2011	BARCLAYS AMERICAN	30,000	629		701	675	26			26		701		(72)	(72)			L
.790849-10-3	ST JUDE MEDICAL INC		01/25/2011	BARCLAYS AMERICAN	60,000	2,557		1,643	2,565	(922)			(922)		1,643		.914	.914			L
.808513-10-5	SCHIAB (CHARLES) CORP		01/25/2011	BARCLAYS AMERICAN	100,000	1,807		1,308	1,711	(403)			(403)		1,308		499	499			L
.812350-10-6	SEARS HOLDINGS CORP		01/25/2011	BARCLAYS AMERICAN	80,000	6,205		3,861	5,900	(2,039)			(2,039)		3,861		2,344	2,344			L
.824348-10-6	SHERWIN-WILLIAMS CO/THE		01/25/2011	BARCLAYS AMERICAN	60,000	5,165		1,908	5,025	(3,117)			(3,117)		1,908		3,257	3,257			L
.828806-10-9	SIMON PROPERTY GROUP INC		01/25/2011	BARCLAYS AMERICAN	40,000	4,022		1,740	3,980	(2,239)			(2,239)		1,740		2,282	2,282			L
.833034-10-1	SNAP-ON INC		01/25/2011	BARCLAYS AMERICAN	130,000	7,372		3,884	7,355	(3,471)			(3,471)		3,884		3,488	3,488			L
.842587-10-7	SOUTHERN CO		01/25/2011	BARCLAYS AMERICAN	10,000	384		285	382	(97)			(97)		285		.99	.99			L
.847560-10-9	SPECTRA ENERGY CORP		01/25/2011	BARCLAYS AMERICAN	150,000	3,837		2,539	3,749	(1,209)			(1,209)		2,539		1,298	1,298			L
.852061-10-0	SPRINT NEXTEL CORP		01/25/2011	BARCLAYS AMERICAN	100,000	435		381	423	(42)			(42)		381		.54	.54			L
.854502-10-1	STANLEY BLACK & DECKER INC		01/25/2011	BARCLAYS AMERICAN	160,000	10,619		7,601	10,699	(3,098)			(3,098)		7,601		3,018	3,018			L
.855030-10-2	STAPLES INC		01/25/2011	BARCLAYS AMERICAN	10,000	234		157	228	(71)			(71)		157		.77	.77			L
.855244-10-9	STARBUCKS CORP		01/25/2011	BARCLAYS AMERICAN	200,000	6,730		2,719	6,426	(3,707)			(3,707)		2,719		4,011	4,011			L
.86764P-10-9	SUNOCO INC		01/25/2011	BARCLAYS AMERICAN	50,000	2,102		917	2,016	(1,099)			(1,099)		917		1,186	1,186			L
.871829-10-7	SYSCO CORP		01/25/2011	BARCLAYS AMERICAN	20,000	593		560	588	(28)			(28)		560		.33	.33			L
.87612E-10-6	TARGET CORP		01/25/2011	BARCLAYS AMERICAN	160,000	8,950		6,325	9,621	(3,296)			(3,296)		6,325		2,625	2,625			L
.882508-10-4	TEXAS INSTRUMENTS INC		01/25/2011	BARCLAYS AMERICAN	680,000	23,099		16,548	22,100	(5,552)			(5,552)		16,548		6,551	6,551			L
.883203-10-1	TEXTRON INC		01/25/2011	BARCLAYS AMERICAN	190,000	5,141		3,620	4,492	(872)			(872)		3,620		1,522	1,522			L
.883556-10-2	TERMO FISHER SCIENTIFIC INC		01/25/2011	BARCLAYS AMERICAN	140,000	7,966		6,202	7,750	(1,548)			(1,548)		6,202		1,763	1,763			L
.88579Y-10-1	3M CO		01/25/2011	BARCLAYS AMERICAN	10,000	885		799	863	(64)			(64)		799		.85	.85			L
.886547-10-8	TIFFANY & CO		01/25/2011	BARCLAYS AMERICAN	50,000	2,929		1,067	3,114	(2,046)			(2,046)		1,067		1,862	1,862			L
.88732J-20-7	TIME WARNER CABLE		01/25/2011	BARCLAYS AMERICAN	100,000	6,789		4,367	6,603	(2,236)			(2,236)		4,367		2,422	2,422			L
.891027-10-4	TORCHMARK CORP		01/25/2011	BARCLAYS AMERICAN	120,000	7,470		4,793	7,169	(2,376)			(2,376)		4,793		2,677	2,677			L
.89417E-10-9	TRAVELERS COS INC/THE		01/25/2011	BARCLAYS AMERICAN	110,000	6,184		4,005	6,128	(2,123)			(2,123)		4,005		2,179	2,179			L
.902973-30-4	US BANCORP		01/25/2011	BARCLAYS AMERICAN	230,000	6,152		5,747	6,203	(456)			(456)		5,747		.406	.406			L
.912909-10-8	UNITED STATES STEEL CORP		01/25/2011	BARCLAYS AMERICAN	40,000	2,292		793	2,337	(1,544)			(1,544)		793		1,498	1,498			L
.913017-10-9	UNITED TECHNOLOGIES CORP		01/25/2011	BARCLAYS AMERICAN	30,000	2,452		1,235	2,362	(1,127)			(1,127)		1,235		1,217	1,217			L
.91324P-10-2	UNITEDHEALTH GROUP INC		01/25/2011	BARCLAYS AMERICAN	160,000	6,497		4,877	5,778	(901)			(901)		4,877		1,621	1,621			L
.92343E-10-2	VERISIGN INC		01/25/2011	BARCLAYS AMERICAN	40,000	1,300		651	1,307	(656)			(

STATEMENT AS OF MARCH 31, 2011 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of During the Current Quarter

1 CUSIP Ident- ification	2 Description	3 For- eign	4 Disposal Date	5 Name of Purchaser	6 Number of Shares of Stock	7 Consid- eration	8 Par Value	9 Actual Cost	10 Prior Year Book/ Adjusted Carrying Value	Change In Book/Adjusted Carrying Value					16 Book/ Adjusted Carrying Value at Disposal Date	17 Foreign Exchange Gain Value at Disposal	18 Realized Gain (Loss) on Disposal	19 Total Gain (Loss) on Disposal	20 Bond Interest/ Stock Dividends Received During Year	21 Maturity Date	22 NAIC Design- ation or Market In- dicator (a)
										11 Unrealized Valuation Increase/ (Decrease)	12 Current Year's (Amor- tization)/ Accretion	13 Current Year's Other Than Temporary Impairment Recogn- ized	14 Total Change in Book/ Adjusted Carrying Value (11 + 12 - 13)	15 Total Foreign Exchange Change in Book /Adjusted Carrying Value							
.983898-10-0	XCEL ENERGY INC .....		.01/25/2011	BARCLAYS AMERICAN	170,000	4,090		2,774	4,004	(1,229)			(1,229)			2,774		1,316	1,316	.25	L
.988498-10-1	YUM! BRANDS INC .....		.03/16/2011	VARIOUS	110,000	5,279		1,665	5,396	(3,731)			(3,731)				1,665	3,614	3,614	.28	L
.98956P-10-2	ZIMMER HOLDINGS INC .....		.01/25/2011	BARCLAYS AMERICAN	20,000	1,127		1,130	1,074	.57			.57				1,130	(.3)	(.3)		L
.989701-10-7	ZIONS BANCORPORATION .....		.01/25/2011	BARCLAYS AMERICAN	230,000	5,412		1,711	5,573	(3,862)			(3,862)				1,711	3,701	3,701		L
.G491BT-10-8	INVESCO LTD .....		.01/25/2011	BARCLAYS AMERICAN	420,000	10,034		6,193	10,105	(3,912)			(3,912)				6,193	3,840	3,840		L
.G47791-10-1	INGERSOLL-RAND PLC	F.	.01/25/2011	BARCLAYS AMERICAN	70,000	3,236		2,058	3,296	(1,238)			(1,238)				2,058	1,178	1,178		L
.G6359F-10-3	NABORS INDUSTRIES LTD	F.	.01/25/2011	BARCLAYS AMERICAN	90,000	2,002		1,766	2,111	(345)			(345)				1,766	.236	.236		L
.G98290-10-2	XL GROUP PLC	F.	.01/25/2011	BARCLAYS AMERICAN	370,000	8,514		2,170	8,073	(5,903)			(5,903)				2,170	6,343	6,343		L
.H27013-10-3	WEATHERFORD INTL LTD	R.	.01/25/2011	BARCLAYS AMERICAN	400,000	8,740		6,309	9,120	(2,811)			(2,811)				6,309	2,431	2,431		L
.H5833N-10-3	NOBLE CORP	R.	.02/24/2011	RETURN OF CAPITAL	0,000	.14		.14									.14				L
.H8912B-10-4	TYCO INTERNATIONAL LTD	F.	.01/25/2011	BARCLAYS AMERICAN	20,000	.894		.688	.829	(.141)			(.141)				.688	.207	.207		L
.H8912P-10-6	TE CONNECTIVITY LTD	F.	.01/25/2011	BARCLAYS AMERICAN	212,000	7,854		5,111	7,505	(2,393)			(2,393)				5,111	2,743	2,743		L
.Y93691-10-6	VERIGY LTD	F.	.01/25/2011	BARCLAYS AMERICAN	30,000	.392		.340	.391	(51)			(51)				.340	.52	.52		L
9099999. Common Stocks - Industrial and Miscellaneous (Unaffiliated)					1,016,957	XXX	664,920	988,483	(326,445)				(326,445)				664,920	352,040	352,040	651	XXX
9799997. Total - Common Stocks - Part 4					1,016,957	XXX	664,920	988,483	(326,445)				(326,445)				664,920	352,040	352,040	651	XXX
9799998. Total - Common Stocks - Part 5					XXX	XXX	XXX	XXX	XXX				XXX				XXX	XXX	XXX	XXX	XXX
9799999. Total - Common Stocks					1,016,957	XXX	664,920	988,483	(326,445)				(326,445)				664,920	352,040	352,040	651	XXX
9899999. Total - Preferred and Common Stocks					1,016,957	XXX	664,920	988,483	(326,445)				(326,445)				664,920	352,040	352,040	651	XXX
9999999 - Totals					4,017,049	XXX	3,652,064	3,854,606	(326,445)	233			(326,212)				3,639,109	377,941	377,941	34,267	XXX

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues.....

STATEMENT AS OF MARCH 31, 2011 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

SCHEDULE DB - PART A - SECTION 1

Showing all Options, Caps, Floors, Collars, Swaps and Forwards Open as of Current Statement Date

1 Description	2 Description of Items Hedged or Used for Income Generation	3 Schedule/ Exhibit Identifier	4 Type(s) of Risk(s)	5 Exchange or Counterparty	6 Trade Date	7 Date of Maturity or Expiration	8 Number of Contracts	9 Initial Amount	10 Strike Price Rate Index	11 Prior Year Premium Received (Paid)	12 Initial Cost of Premium (Received) (Paid)	13 Current Premium (Received) (Paid)	14 Current Year Income	15 Book/ Adjusted Carrying Value	16 Code	17 Fair Value	18 Unrealized Valuation Increase/ (Decrease)	19 Total Foreign Exchange Change in B/A.C.V.	20 Current Year's (Amorti- zation)/ Accretion	21 Adjustment to Carrying Value of Hedged Item	22 Credit Quality of Refer- ence Entity	23 Hedge Effectiveness at Inception and at Quarter-end (a)	
1449999 - Totals																							

(a)	Code	Financial or Economic Impact of the Hedge at the End of the Reporting Period

STATEMENT AS OF MARCH 31, 2011 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

SCHEDULE DB - PART B - SECTION 1

Futures Contracts Open as of the Current Statement Date

1 Ticker Symbol	2 Number of Contracts	3 Notional Amount	4 Description	5 Description of Hedged Item(s)	6 Schedule/ Exhibit Identifier	7 Type(s) of Risk(s)	8 Date of Maturity or Expira- tion	9 Exchange	10 Trade Date	11 Transac- tion Price	12 Report- ing Date Price	13 Fair Value	14 Book/ Adjusted Carrying Value	Change in Variation Margin				19 Potential Exposure	20 Hedge Effecti- veness at Inception and at Year-end (a)
														15	16 Gain (Loss) Recog- nized	17 Gain (Loss) Used to Adjust Basis of Hedged Item	18 Deferred		
1449999 - Totals																			XXX

Broker Name	Net Cash Deposits
Total Net Cash Deposits	

(a) Code	Financial and Economic Impact of the Hedge at the End of the Reporting Period

STATEMENT AS OF MARCH 31, 2011 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

SCHEDULE DB - PART D

Counterparty Exposure for Derivative Instruments Open as of Current Statement Date

1 Description Counterparty or Exchange Traded	2 Master Agreement (Y or N)	3 Credit Support Annex (Y or N)	4 Fair Value of Acceptable Collateral	Book/Adjusted Carrying Value			Fair Value			11 Potential Exposure	12 Off-Balance Sheet Exposure
				5 Contracts With Book/Adjusted Carrying Value >0	6 Contracts With Book/Adjusted Carrying Value <0	7 Exposure Net of Collateral	8 Contracts With Fair Value >0	9 Contracts With Fair Value <0	10 Exposure Net of Collateral		
0199999 - Aggregate Sum of Exchange Traded Derivatives	XXX	XXX	XXX								
0899999 - Totals											

NONE

STATEMENT AS OF MARCH 31, 2011 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

SCHEDULE DL - PART 1
SECURITIES LENDING COLLATERAL ASSETS

Reinvested Collateral Assets Owned Current Statement Date

9999999 - Totals
General Interroga

xxx

General Interrogatory:

1. Total activity for the year to date Fair Value \$ Book/Adjusted Carrying Value \$
2. Average balance for the year to date Fair Value \$ Book/Adjusted Carrying Value \$
3. Reinvested securities lending collateral assets book/adjusted carrying value included in this schedule by NAIC designation:
 NAIC 1 \$ NAIC 2 \$ NAIC 3 \$ NAIC 4 \$ NAIC 5 \$ NAIC 6 \$

STATEMENT AS OF MARCH 31, 2011 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

SCHEDULE DL - PART 2
SECURITIES LENDING COLLATERAL ASSETS

Reinvested Collateral Assets Owned Current Statement Date

9999999 - Totals
General Interroga

xxx

General Interrogatory:

1. Total activity for the year to date Fair Value \$ Book/Adjusted Carrying Value \$
 2. Average balance for the year to date Fair Value \$ Book/Adjusted Carrying Value \$
 3. Grand Total Schedule DL Part 1 and Part 2 Fair Value \$ Book/Adjusted Carrying Value \$

SCHEDULE E - PART 1 - CASH

Month End Depository Balances

1 Depository	2 Code	3 Rate of Interest	4 Amount of Interest Received During Current Quarter	5 Amount of Interest Accrued at Current Statement Date	Book Balance at End of Each Month During Current Quarter			9 *
					6 First Month	7 Second Month	8 Third Month	
Bank of New York ...	New York, NY	0.010	3		61,478	89,428	1,527,988	XXX
0199998. Deposits in ...	depositories that do not exceed the allowable limit in any one depository (See instructions) - Open Depositories	XXX	XXX					XXX
0199999. Totals - Open Depositories		XXX	XXX	3	61,478	89,428	1,527,988	XXX
0299998. Deposits in ...	depositories that do not exceed the allowable limit in any one depository (See instructions) - Suspended Depositories	XXX	XXX					XXX
0299999. Totals - Suspended Depositories		XXX	XXX					XXX
0399999. Total Cash on Deposit		XXX	XXX	3	61,478	89,428	1,527,988	XXX
0499999. Cash in Company's Office		XXX	XXX	XXX	XXX			XXX
0599999. Total - Cash		XXX	XXX	3	61,478	89,428	1,527,988	XXX

STATEMENT AS OF MARCH 31, 2011 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned End of Current Quarter

Show Investments Owned End of Current Quarter							
1 Description	2 Code	3 Date Acquired	4 Rate of Interest	5 Maturity Date	6 Book/Adjusted Carrying Value	7 Amount of Interest Due and Accrued	8 Amount Received During Year
FARMER MAC DISCOUNT NOTE		03/04/2011	.0.130	04/08/2011	149,996		15
FANNIE DISCOUNT NOTE		02/28/2011	.0.145	05/25/2011	349,924		45
0199999. U.S. Governments - Issuer Obligations					499,920		60
0599999. Total - U.S. Government Bonds					499,920		60
1099999. Total - All Other Government Bonds							
1799999. Total - U.S. States, Territories and Possessions Bonds							
2499999. Total - U.S. Political Subdivisions Bonds							
3199999. Total - U.S. Special Revenues Bonds							
3899999. Total - Industrial and Miscellaneous (Unaffiliated) Bonds							
4199999. Total - Credit Tenant Loans							
4899999. Total - Hybrid Securities							
5599999. Total - Parent, Subsidiaries and Affiliates Bonds							
7799999. Total - Issuer Obligations					499,920		60
7899999. Total - Residential Mortgage-Backed Securities							
7999999. Total - Commercial Mortgage-Backed Securities							
8099999. Total - Other Loan-Backed and Structured Securities							
8399999. Total Bonds					499,920		60
8699999 - Total Cash Equivalents					499,920		



SUPPLEMENT FOR THE QUARTER ENDING MARCH 31, 2011 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

DIRECTOR AND OFFICER SUPPLEMENT

Year To Date For The Period Ended MARCH 31, 2011

NAIC Group Code 0201

NAIC Company Code 12475

Company Name REPUBLIC-FRANKLIN INSURANCE COMPANY

If the reporting entity writes any director and officer (D&O) business, please provide the following:

1. Monoline Policies

1 Direct Written Premium	2 Direct Earned Premium	3 Direct Losses Incurred
\$551	\$534	\$

2. Commercial Multiple Peril (CMP) Packaged Policies

2.1 Does the reporting entity provide D&O liability coverage as part of a CMP packaged policy? Yes [] No []

2.2 Can the direct premium earned for D&O liability coverage provided as part of a CMP packaged policy be quantified or estimated? Yes [] No []

2.3 If the answer to question 2.2 is yes, provide the quantified or estimated direct premium earned amount for D&O liability coverage in CMP packaged policies

2.31 Amount quantified: \$

2.32 Amount estimated using reasonable assumptions: \$

2.4 If the answer to question 2.1 is yes, provide direct losses incurred (losses paid plus change in case reserves) for the D&O liability coverage provided in CMP packaged policies. \$