



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

Organized under the Laws of Ohio, 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 (Street and Number) Columbus , OH 43231 (City or Town, State and Zip Code)

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

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

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

Internet Web Site Address www.uticanational.com

Statutory Statement Contact Brian Wade Miller, Jr. (Name) 315-734-2717 (Area Code) (Telephone Number) brian.miller@uticanational.com (E-mail Address) 315-734-2994 (FAX Number)

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

County of Oneida

SS:

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? Yes [X] No []

b. If no,

1. State the amendment number.....

2. Date filed

3. Number of pages attached.....

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

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				
12. Subtotals, cash and invested assets (Lines 1 to 11)	80,241,549		80,241,549	79,529,453
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 OF INCOME

	1	2	3
	Current Year to Date	Prior Year to Date	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

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?
If yes, complete the Schedule Y - Part 1 - organizational chart.

Yes [] No [X]
- 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?
If yes, attach an explanation.

Yes [] No [] N/A [X]
- 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

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?
(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.

Yes [X] No []
- 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 [X]
- 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 [X]
- 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 [X]
- 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 [X]
- 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 [X]
- 14.2

If yes, please complete the following:
- | | 1 | 2 |
|---|---|--|
| | Prior Year-End
Book/Adjusted
Carrying Value | 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 [X]
- 15.2

If yes, has a comprehensive description of the hedging program been made available to the domiciliary state?
If no, attach a description with this statement.

Yes [] No []

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 [X] 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 [X]
- 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 [X] No []
- 17.2 If no, list exceptions:

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?
If yes, attach an explanation.

Yes [] No [X] N/A []
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?
If yes, attach an explanation.

Yes [] No [X]
- 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:

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

SCHEDULE F - CEDED REINSURANCE

1 NAIC Company Code	2 Federal ID Number	3 Name of Reinsurer	4 Domiciliary Jurisdiction	5 Is Insurer Authorized? (Yes or No)
		NONE		

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	14,012,193
8. Delaware DE	L	514,757	266,985	184,097	90,514	889,216	441,990
9. District of Columbia DC	L	81,896	81,380	44,951	90,940	115,486	118,098
10. Florida FL	N						
11. Georgia GA	L	1,634,363	2,388,264	798,048	860,455	5,281,823	6,154,270
12. Hawaii HI	N						
13. Idaho ID	N						
14. Illinois IL	L	284,142	273,816	44,358	130,046	1,758,919	1,338,505
15. Indiana IN	L	37,907	36,117	1,056	11,129	83,997	115,157
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	4,903,831
22. Massachusetts MA	L	2,262,872	2,629,116	945,953	1,273,911	8,260,715	7,051,760
23. Michigan MI	L	200,954	47,534			51,712	13,161
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	9,452,192
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	90,204,414
34. North Carolina NC	L	1,198,037	1,157,003	887,297	672,117	6,026,285	6,207,610
35. North Dakota ND	N						
36. Ohio OH	L	930,548	871,790	314,544	261,984	1,487,210	3,686,356
37. Oklahoma OK	N						
38. Oregon OR	N						
39. Pennsylvania PA	L	791,975	775,255	630,040	462,200	5,311,412	4,908,702
40. Rhode Island RI	L	56,179	(89)	14,751	3,554	13,008	3,245
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	543,950
44. Texas TX	L	498,932	382,508	316,551	285,895	1,735,500	1,657,216
45. Utah UT	N						
46. Vermont VT	N						
47. Virginia VA	L	964,463	857,138	429,673	1,079,890	2,121,177	2,569,369
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	3,257,765
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	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.

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				
8.	Ocean marine				
9.	Inland marine	68,903	30,849	44.8	16.3
10.	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	2	3
		Current Quarter	Current Year to Date	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			
26.	Burglary and theft	(107)	(107)	469
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

	1	2	3	4	5	6	7	8	9	10	11	12	13									
Years in Which Losses Occurred	Prior Year-End Known Case Loss and LAE Reserves	Prior Year-End IBNR Loss and LAE Reserves	Total Prior Year-End Loss and LAE Reserves (Cols. 1+2)	2011 Loss and LAE Payments on Claims Reported as of Prior Year-End	2011 Loss and LAE Payments on Claims Unreported as of Prior Year-End	Total 2011 Loss and LAE Payments (Cols. 4+5)	Q.S. Date Known Case Loss and LAE Reserves on Claims Reported and Open as of Prior Year End	Q.S. Date Known Case Loss and LAE Reserves on Claims Reported or Reopened Subsequent to Prior Year End	Q.S. Date IBNR Loss and LAE Reserves	Total Q.S. Loss and LAE Reserves (Cols.7+8+9)	Prior Year-End Known Case Loss and LAE Reserves Developed (Savings)/ Deficiency (Cols.4+7 minus Col. 1)	Prior Year-End IBNR Loss and LAE Reserves Developed (Savings)/ Deficiency (Cols. 5+8+9 minus Col. 2)	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	40,665										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									
											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.

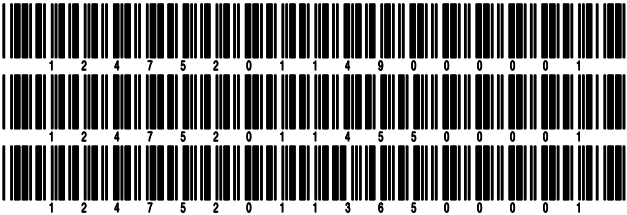
	Response
1. Will the Trusteed Surplus Statement be filed with the state of domicile and the NAIC with this statement?	NO
2. Will Supplement A to Schedule T (Medical Professional Liability Supplement) be filed with this statement?	NO
3. Will the Medicare Part D Coverage Supplement be filed with the state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

SCHEDULE A - VERIFICATION

Real Estate

	1	2
	Year to Date	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)		

SCHEDULE B - VERIFICATION

Mortgage Loans

	1	2
	Year to Date	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 points 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)		

SCHEDULE BA - VERIFICATION

Other Long-Term Invested Assets

	1	2
	Year to Date	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)		

SCHEDULE D - VERIFICATION

Bonds and Stocks

	1	2
	Year to Date	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		
9. Deduct current year's other than temporary impairment recognized		19,542
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 \$

SCHEDULE DA - PART 1

Short-Term Investments

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

SCHEDULE DA - VERIFICATION

Short-Term Investments

	1	2
	Year To Date	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)	

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	
	Change in amount recognized	
3.23	Section 1, Column 16, current year to date minus	
3.24	Section 1, Column 16, 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)	

SCHEDULE DB - PART C - SECTION 1

[illegible]

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										

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) .....	.....
		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) .....	.....

NONE

SCHEDULE E - VERIFICATION

(Cash Equivalents)

	1	2
	Year To Date	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

SCHEDULE A - PART 2

1	Location		4	5	6	7	8	9
Description of Property	2 City	3 State	Date Acquired	Name of Vendor	Actual Cost at Time of Acquisition	Amount of Encumbrances	Book/Adjusted Carrying Value Less Encumbrances	Additional Investment Made After Acquisition
<div style="font-size: 100px; font-weight: bold; opacity: 0.5;">NONE</div>								
03999999 - Totals								

[illegible]

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

[illegible]

SCHEDULE B - PART 3

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

[illegible]

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

[illegible]

SCHEDULE BA - PART 3

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

[illegible]

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	2	3	4	5	6	7	8	9	10
CUSIP Identification	Description	Foreign	Date Acquired	Name of Vendor	Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends	NAIC Designation or Market Indicator (a)
3128MC-WJ-3	FG G13997		.02/03/2011	WELLS FARGO SECURITIES LLC		.467,044	.455,653	.709	1
3138A5-G4-8	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	XXX
8999999. Total - Preferred Stocks							XXX		XXX
00130H-10-5	AES CORP		.01/25/2011	BARCLAYS AMERICAN	10.000	.128			L
001547-10-8	AK STEEL HOLDING CORP		.01/25/2011	BARCLAYS AMERICAN	40.000	.623			L
007903-10-7	ADVANCED MICRO DEVICES		.01/25/2011	BARCLAYS AMERICAN	.230.000	1,723			L
009363-10-2	AIRGAS INC		.01/25/2011	BARCLAYS AMERICAN	30.000	1,861			L
00971T-10-1	AKAMAI TECHNOLOGIES INC		.01/25/2011	BARCLAYS AMERICAN	70.000	3,348			L
013817-10-1	ALCOA INC		.01/25/2011	BARCLAYS AMERICAN	.410.000	6,663			L
01741R-10-2	ALLEGHENY TECHNOLOGIES INC		.01/25/2011	BARCLAYS AMERICAN	40.000	2,336			L
018490-10-2	ALLERGAN INC		.01/25/2011	BARCLAYS AMERICAN	20.000	1,442			L
020002-10-1	ALLSTATE CORP		.01/25/2011	BARCLAYS AMERICAN	.210.000	6,678			L
021441-10-0	ALTERA CORP		.01/25/2011	BARCLAYS AMERICAN	20.000	.758			L
023608-10-2	AMEREN CORPORATION		.01/25/2011	BARCLAYS AMERICAN	90.000	2,613			L
025537-10-1	AMERICAN ELECTRIC POWER		.01/25/2011	BARCLAYS AMERICAN	40.000	1,467			L
026874-15-6	AMERICAN INTERNATIONAL-CW21		.01/20/2011	SPIN OFF		53,393	.908		L
029912-20-1	AMERICAN TOWER CORP-CL A		.01/25/2011	BARCLAYS AMERICAN	60.000	3,083			L
031162-10-0	AMGEN INC		.01/25/2011	BARCLAYS AMERICAN	80.000	4,574			L
032095-10-1	AMPHENOL CORP-CL A		.01/25/2011	BARCLAYS AMERICAN	70.000	3,857			L
032654-10-5	ANALOG DEVICES INC		.01/25/2011	BARCLAYS AMERICAN	120.000	4,655			L
037389-10-3	AON CORP		.01/25/2011	BARCLAYS AMERICAN	30.000	1,367			L
03748R-10-1	APARTMENT INVT & MGMT CO -A		.01/25/2011	BARCLAYS AMERICAN	40.000	1,014			L
037604-10-5	APOLLO GROUP INC-CL A		.01/25/2011	BARCLAYS AMERICAN	50.000	2,087			L
038222-10-5	APPLIED MATERIALS INC		.01/25/2011	BARCLAYS AMERICAN	.540.000	8,300			L
04621X-10-8	ASSURANT INC		.01/25/2011	BARCLAYS AMERICAN	40.000	1,553			L
05329W-10-2	AUTONATION INC		.01/25/2011	BARCLAYS AMERICAN	20.000	.589			L
053484-10-1	AVALONBAY COMMUNITIES INC		.01/25/2011	BARCLAYS AMERICAN	40.000	4,586			L
053611-10-9	AVERY DENNISON CORP		.01/25/2011	BARCLAYS AMERICAN	40.000	1,681			L
054303-10-2	AVON PRODUCTS INC		.01/25/2011	BARCLAYS AMERICAN	70.000	2,071			L
054937-10-7	BB&T CORP		.01/25/2011	BARCLAYS AMERICAN	.180.000	5,024			L
055921-10-0	BMC SOFTWARE INC		.01/25/2011	BARCLAYS AMERICAN	70.000	3,375			L
058498-10-6	BALL CORP		.01/25/2011	BARCLAYS AMERICAN	40.000	2,802			L
060505-10-4	BANK OF AMERICA CORP		.01/25/2011	BARCLAYS AMERICAN	70.000	.955			L
067383-10-9	CR BARD INC		.01/25/2011	BARCLAYS AMERICAN	40.000	3,720			L
081437-10-5	BEMIS COMPANY		.01/25/2011	BARCLAYS AMERICAN	40.000	1,306			L
084670-70-2	BERKSHIRE HATHAWAY INC-CL B		.01/25/2011	BARCLAYS AMERICAN	.110.000	9,159			L
093671-10-5	H&R BLOCK INC		.01/25/2011	BARCLAYS AMERICAN	20.000	.262			L
101137-10-7	BOSTON SCIENTIFIC CORP		.01/25/2011	BARCLAYS AMERICAN	.310.000	2,182			L
115637-20-9	BROWN-FORMAN CORP-CLASS B		.01/25/2011	BARCLAYS AMERICAN	40.000	2,699			L
124857-20-2	CBS CORP-CLASS B NON VOTING		.01/25/2011	BARCLAYS AMERICAN	70.000	1,443			L
12497T-10-1	CB RICHARD ELLIS GROUP INC-A		.01/25/2011	BARCLAYS AMERICAN	.110.000	2,394			L
125269-10-0	CF INDUSTRIES HOLDINGS INC		.01/25/2011	BARCLAYS AMERICAN	30.000	3,922			L
12541W-20-9	C.H. ROBINSON WORLDWIDE INC		.01/25/2011	BARCLAYS AMERICAN	70.000	5,449			L
125509-10-9	CIGNA CORP		.01/25/2011	BARCLAYS AMERICAN	.110.000	4,579			L
12572Q-10-5	CME GROUP INC		.01/25/2011	BARCLAYS AMERICAN	30.000	9,207			L
125896-10-0	CMS ENERGY CORP		.01/25/2011	BARCLAYS AMERICAN	90.000	1,760			L
126408-10-3	CSX CORP		.01/25/2011	BARCLAYS AMERICAN	50.000	3,513			L
12686C-10-9	CABLEVISION SYSTEMS-NY GRP-A		.01/25/2011	BARCLAYS AMERICAN	90.000	3,101			L
127097-10-3	CABOT OIL & GAS CORP		.01/25/2011	BARCLAYS AMERICAN	40.000	1,582			L

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	2	3	4	5	6	7	8	9	10
CUSIP Identification	Description	Foreign	Date Acquired	Name of Vendor	Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends	NAIC Designation or Market Indicator (a)
13342B-10-5	CAMERON INTERNATIONAL CORP		.01/25/2011	BARCLAYS AMERICAN	100.000	5.033			L
14149Y-10-8	CARDINAL HEALTH INC		.01/25/2011	BARCLAYS AMERICAN	140.000	5.785			L
14170T-10-1	CAREFUSION CORP		.01/25/2011	BARCLAYS AMERICAN	90.000	2.359			L
143130-10-2	CARMAX INC		.01/25/2011	BARCLAYS AMERICAN	90.000	2.886			L
156708-10-9	CEPHALON INC		.01/25/2011	BARCLAYS AMERICAN	30.000	1.778			L
156782-10-4	CERNER CORP		.01/25/2011	BARCLAYS AMERICAN	30.000	2.889			L
172062-10-1	CINCINNATI FINANCIAL CORP		.01/25/2011	BARCLAYS AMERICAN	60.000	1.951			L
172908-10-5	CINTAS CORP		.01/25/2011	BARCLAYS AMERICAN	50.000	1.450			L
172967-10-1	CITIGROUP INC		.01/25/2011	BARCLAYS AMERICAN	5,840.000	28.207			L
177376-10-0	CITRIX SYSTEMS INC		.01/25/2011	BARCLAYS AMERICAN	80.000	4.957			L
189754-10-4	COACH INC		.01/25/2011	BARCLAYS AMERICAN	120.000	6.372			L
191216-10-0	COCA-COLA CO/THE		.01/25/2011	BARCLAYS AMERICAN	40.000	2.519			L
19122T-10-9	COCA-COLA ENTERPRISES		.01/25/2011	BARCLAYS AMERICAN	30.000	.755			L
192446-10-2	COGNIZANT TECH SOLUTIONS-A		.01/25/2011	BARCLAYS AMERICAN	120.000	8.803			L
194162-10-3	COLGATE-PALMOLIVE CO		.01/25/2011	BARCLAYS AMERICAN	100.000	8.013			L
20030N-10-1	COMCAST CORP-CLASS A		.01/25/2011	BARCLAYS AMERICAN	250.000	5.843			L
20854P-10-9	CONSOL ENERGY INC		.01/25/2011	BARCLAYS AMERICAN	90.000	4.515			L
209115-10-4	CONSOLIDATED EDISON INC		.01/25/2011	BARCLAYS AMERICAN	120.000	6.079			L
21036P-10-8	CONSTELLATION BRANDS INC-A		.01/25/2011	BARCLAYS AMERICAN	70.000	1.325			L
222862-10-4	COVENTRY HEALTH CARE INC		.01/25/2011	BARCLAYS AMERICAN	60.000	1.772			L
231021-10-6	CUMMINS INC		.01/25/2011	BARCLAYS AMERICAN	80.000	8.566			L
23331A-10-9	DR HORTON INC		.01/25/2011	BARCLAYS AMERICAN	110.000	1.432			L
235851-10-2	DANAHER CORP		.01/25/2011	BARCLAYS AMERICAN	20.000	.944			L
23918K-10-8	DAVITA INC		.01/25/2011	BARCLAYS AMERICAN	40.000	2.938			L
242370-10-4	DEAN FOODS CO		.01/25/2011	BARCLAYS AMERICAN	70.000	.738			L
24702R-10-1	DELL INC		.01/25/2011	BARCLAYS AMERICAN	670.000	9.206			L
247916-20-8	DENBURY RESOURCES INC		.01/25/2011	BARCLAYS AMERICAN	160.000	2.974			L
249030-10-7	DENTSPLY INTERNATIONAL INC		.01/25/2011	BARCLAYS AMERICAN	50.000	1.798			L
25179M-10-3	DEVON ENERGY CORPORATION		.01/25/2011	BARCLAYS AMERICAN	80.000	6.763			L
251893-10-3	DEVRY INC		.01/25/2011	BARCLAYS AMERICAN	20.000	.948			L
25271C-10-2	DIAMOND OFFSHORE DRILLING		.01/25/2011	BARCLAYS AMERICAN	30.000	2.170			L
254709-10-8	DISCOVER FINANCIAL SERVICES		.01/25/2011	BARCLAYS AMERICAN	120.000	2.455			L
25470F-10-4	DISCOVERY COMMUNICATIONS-A		.01/25/2011	BARCLAYS AMERICAN	110.000	4.343			L
25490A-10-1	DIRECTV-CLASS A		.01/25/2011	BARCLAYS AMERICAN	30.000	1.287			L
25746U-10-9	DOMINION RESOURCES INC/VA		.01/25/2011	BARCLAYS AMERICAN	30.000	1.307			L
257867-10-1	DR DONNELLEY & SONS CO		.01/25/2011	BARCLAYS AMERICAN	80.000	1.461			L
260543-10-3	DOW CHEMICAL CO/THE		.01/25/2011	BARCLAYS AMERICAN	70.000	2.470			L
26138E-10-9	DR PEPPER SNAPPLE GROUP INC		.01/25/2011	BARCLAYS AMERICAN	90.000	3.189			L
26483E-10-0	DUN & BRADSTREET CORP		.01/25/2011	BARCLAYS AMERICAN	20.000	1.729			L
26884L-10-9	EQT CORP		.01/25/2011	BARCLAYS AMERICAN	60.000	2.710			L
269246-40-1	E*TRADE FINANCIAL CORP		.01/25/2011	BARCLAYS AMERICAN	80.000	1.242			L
277432-10-0	EASTMAN CHEMICAL CO		.01/25/2011	BARCLAYS AMERICAN	30.000	2.710			L
278058-10-2	EATON CORP		.01/25/2011	BARCLAYS AMERICAN	70.000	7.228			L
278642-10-3	EBAY INC		.01/25/2011	BARCLAYS AMERICAN	160.000	4.949			L
285512-10-9	ELECTRONIC ARTS INC		.01/25/2011	BARCLAYS AMERICAN	130.000	2.001			L
30161N-10-1	EXELON CORP		.01/25/2011	BARCLAYS AMERICAN	70.000	3.025			L
30212P-10-5	EXPEDIA INC		.01/25/2011	BARCLAYS AMERICAN	80.000	2.062			L
302130-10-9	EXPEDITORS INTL WASH INC		.01/25/2011	BARCLAYS AMERICAN	80.000	4.219			L
302182-10-0	EXPRESS SCRIPTS INC		.01/25/2011	BARCLAYS AMERICAN	10.000	.574			L
302445-10-1	FLIR SYSTEMS INC		.01/25/2011	BARCLAYS AMERICAN	60.000	1.797			L
302491-30-3	FMC CORP		.01/25/2011	BARCLAYS AMERICAN	30.000	2.306			L
30249U-10-1	FMC TECHNOLOGIES INC		.01/25/2011	BARCLAYS AMERICAN	50.000	4.364			L
314211-10-3	FEDERATED INVESTORS INC-CL B		.01/25/2011	BARCLAYS AMERICAN	30.000	.814			L
315616-10-2	F5 NETWORKS INC		.01/25/2011	BARCLAYS AMERICAN	30.000	3.226			L
31620M-10-6	FIDELITY NATIONAL INFORMATIO		.01/25/2011	BARCLAYS AMERICAN	100.000	3.069			L
316773-10-0	FIFTH THIRD BANCORP		.01/25/2011	BARCLAYS AMERICAN	170.000	2.457			L
336433-10-7	FIRST SOLAR INC		.01/25/2011	BARCLAYS AMERICAN	20.000	3.013			L
337932-10-7	FIRSTENERGY CORP		.02/25/2011	FREE RECEIVE OF SECURITIES	133.400	1.624			L
34354P-10-5	FLOWSERVE CORP		.01/25/2011	BARCLAYS AMERICAN	20.000	2.351			L
345370-86-0	FORD MOTOR CO		.01/25/2011	BARCLAYS AMERICAN	210.000	3.759			L
35671D-85-7	FREEPORT-MCMORAN COPPER		.01/25/2011	BARCLAYS AMERICAN	30.000	3.193			L
35906A-10-8	FRONTIER COMMUNICATIONS CORP		.01/25/2011	BARCLAYS AMERICAN	120.000	1.102			L
36467W-10-9	GAMESTOP CORP-CLASS A		.01/25/2011	BARCLAYS AMERICAN	60.000	1.264			L

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	2	3	4	5	6	7	8	9	10
CUSIP Identification	Description	Foreign	Date Acquired	Name of Vendor	Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends	NAIC Designation or Market Indicator (a)
364760-10-8	GAP INC/THE		.01/25/2011	BARCLAYS AMERICAN	70.000	1,412			L
369550-10-8	GENERAL DYNAMICS CORP		.01/25/2011	BARCLAYS AMERICAN	50.000	3,709			L
369604-10-3	GENERAL ELECTRIC CO		.01/25/2011	BARCLAYS AMERICAN	800.000	15,992			L
370334-10-4	GENERAL MILLS INC		.01/25/2011	BARCLAYS AMERICAN	60.000	2,160			L
372470-10-6	GENWORTH FINANCIAL INC-CL A		.01/25/2011	BARCLAYS AMERICAN	190.000	2,624			L
382550-10-1	GOODYEAR TIRE & RUBBER CO		.01/25/2011	BARCLAYS AMERICAN	90.000	1,095			L
38259P-50-8	GOOGLE INC-CL A		.01/25/2011	BARCLAYS AMERICAN	10.000	6,199			L
384802-10-4	WW GRAINGER INC		.01/25/2011	BARCLAYS AMERICAN	30.000	3,977			L
40414L-10-9	HCP INC		.01/25/2011	BARCLAYS AMERICAN	140.000	5,111			L
413086-10-9	HARMAN INTERNATIONAL		.01/25/2011	BARCLAYS AMERICAN	30.000	1,333			L
413875-10-5	HARRIS CORP		.01/25/2011	BARCLAYS AMERICAN	50.000	2,431			L
416515-10-4	HARTFORD FINANCIAL SVCS GRP		.01/25/2011	BARCLAYS AMERICAN	170.000	4,736			L
418056-10-7	HASBRO INC		.01/25/2011	BARCLAYS AMERICAN	50.000	2,222			L
42217K-10-6	HEALTH CARE REIT INC		.01/25/2011	BARCLAYS AMERICAN	60.000	2,911			L
423452-10-1	HELMERICH & PAYNE		.01/25/2011	BARCLAYS AMERICAN	40.000	1,994			L
42809H-10-7	HESS CORP		.01/25/2011	BARCLAYS AMERICAN	120.000	9,262			L
437076-10-2	HOME DEPOT INC		.01/25/2011	BARCLAYS AMERICAN	60.000	2,230			L
440452-10-0	HORMEL FOODS CORP		.01/25/2011	BARCLAYS AMERICAN	30.000	1,510			L
446150-10-4	HUNTINGTON BANCSHARES INC		.01/25/2011	BARCLAYS AMERICAN	340.000	2,346			L
446413-10-6	HUNTINGTON INGALLS INDUSTRIE		.03/31/2011	FREE RECEIVE OF SECURITIES	19.999	.474			L
450911-10-2	ITT CORP		.01/25/2011	BARCLAYS AMERICAN	70.000	4,142			L
458140-10-0	INTEL CORP		.01/25/2011	BARCLAYS AMERICAN	50.000	1,079			L
459506-10-1	INTL FLAVORS & FRAGRANCES		.01/25/2011	BARCLAYS AMERICAN	30.000	1,706			L
460690-10-0	INTERPUBLIC GROUP OF COS INC		.01/25/2011	BARCLAYS AMERICAN	190.000	2,071			L
46120E-60-2	INTUITIVE SURGICAL INC		.01/25/2011	BARCLAYS AMERICAN	20.000	6,619			L
462846-10-6	IRON MOUNTAIN INC		.01/25/2011	BARCLAYS AMERICAN	80.000	1,992			L
46612J-50-7	JDS UNIPHASE CORP		.01/25/2011	BARCLAYS AMERICAN	90.000	1,454			L
46625H-10-0	JPMORGAN CHASE & CO		.01/25/2011	BARCLAYS AMERICAN	50.000	2,244			L
466313-10-3	JABIL CIRCUIT INC		.01/25/2011	BARCLAYS AMERICAN	70.000	1,384			L
47102X-10-5	JANUS CAPITAL GROUP INC		.01/25/2011	BARCLAYS AMERICAN	70.000	909			L
478160-10-4	JOHNSON & JOHNSON		.01/25/2011	BARCLAYS AMERICAN	10.000	611			L
478366-10-7	JOHNSON CONTROLS INC		.01/25/2011	BARCLAYS AMERICAN	70.000	2,703			L
48203R-10-4	JUNIPER NETWORKS INC		.01/25/2011	BARCLAYS AMERICAN	10.000	348			L
493267-10-8	KEYCORP		.01/25/2011	BARCLAYS AMERICAN	150.000	1,338			L
494368-10-3	KIMBERLY-CLARK CORP		.01/25/2011	BARCLAYS AMERICAN	60.000	3,937			L
49446R-10-9	KIMCO REALTY CORP		.01/25/2011	BARCLAYS AMERICAN	160.000	2,861			L
500255-10-4	KOHL'S CORP		.01/25/2011	BARCLAYS AMERICAN	20.000	1,051			L
50075N-10-4	KRAFT FOODS INC-CLASS A		.01/25/2011	BARCLAYS AMERICAN	80.000	2,495			L
502161-10-2	LSI CORP		.01/25/2011	BARCLAYS AMERICAN	240.000	1,421			L
502424-10-4	L-3 COMMUNICATIONS HOLDINGS		.01/25/2011	BARCLAYS AMERICAN	50.000	3,942			L
50540R-40-9	LABORATORY CRP OF AMER HLDGS		.01/25/2011	BARCLAYS AMERICAN	40.000	3,639			L
518439-10-4	ESTEE LAUDER COMPANIES-CL A		.01/25/2011	BARCLAYS AMERICAN	50.000	4,057			L
524660-10-7	LEGGETT & PLATT INC		.01/25/2011	BARCLAYS AMERICAN	50.000	1,135			L
524901-10-5	LEGG MASON INC		.01/25/2011	BARCLAYS AMERICAN	60.000	2,137			L
526057-10-4	LENNAR CORP-A		.01/25/2011	BARCLAYS AMERICAN	60.000	1,187			L
527288-10-4	LEUCADIA NATIONAL CORP		.01/25/2011	BARCLAYS AMERICAN	70.000	2,200			L
529771-10-7	LEXMARK INTERNATIONAL INC-A		.01/25/2011	BARCLAYS AMERICAN	30.000	1,098			L
532457-10-8	ELI LILLY & CO		.01/25/2011	BARCLAYS AMERICAN	210.000	7,295			L
534187-10-9	LINCOLN NATIONAL CORP		.01/25/2011	BARCLAYS AMERICAN	120.000	3,500			L
535678-10-6	LINEAR TECHNOLOGY CORP		.01/25/2011	BARCLAYS AMERICAN	90.000	3,137			L
544147-10-1	LORILLARD INC		.01/25/2011	BARCLAYS AMERICAN	60.000	4,465			L
548661-10-7	LOWES COS INC		.01/25/2011	BARCLAYS AMERICAN	350.000	8,950			L
55261F-10-4	M & T BANK CORP		.01/25/2011	BARCLAYS AMERICAN	50.000	4,350			L
552715-10-4	MEMC ELECTRONIC MATERIALS		.01/25/2011	BARCLAYS AMERICAN	90.000	1,031			L
565849-10-6	MARATHON OIL CORP		.01/25/2011	BARCLAYS AMERICAN	80.000	3,485			L
571748-10-2	MARSH & MCLENNAN COS		.01/25/2011	BARCLAYS AMERICAN	110.000	3,081			L
574599-10-6	MASCO CORP		.01/25/2011	BARCLAYS AMERICAN	140.000	1,875			L
576360-10-4	MASTERCARD INC-CLASS A		.01/25/2011	BARCLAYS AMERICAN	40.000	9,662			L
577081-10-2	MATTEL INC		.01/25/2011	BARCLAYS AMERICAN	140.000	3,325			L
579064-10-6	MCAFFEE INC		.01/25/2011	BARCLAYS AMERICAN	60.000	2,864			L
579780-20-6	MCCORMICK & CO-NON VTG SHRS		.01/25/2011	BARCLAYS AMERICAN	50.000	2,317			L
580135-10-1	MCDONALDS CORP		.01/25/2011	BARCLAYS AMERICAN	430.000	32,461			L
582839-10-6	MEAD JOHNSON NUTRITION CO		.01/25/2011	BARCLAYS AMERICAN	70.000	4,250			L

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	2	3	4	5	6	7	8	9	10
CUSIP Identification	Description	Foreign	Date Acquired	Name of Vendor	Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends	NAIC Desig- nation or Market Indicator (a)
583334-10-7	MEADWESTVACO CORP .....		.01/25/2011	BARCLAYS AMERICAN	60.000	1,683			L
58933Y-10-5	MERCK & CO. INC. ....		.01/25/2011	BARCLAYS AMERICAN	340.000	11,346			L
595112-10-3	MICRON TECHNOLOGY INC .....		.01/25/2011	BARCLAYS AMERICAN	340.000	3,397			L
608554-10-1	MOLEX INC .....		.01/25/2011	BARCLAYS AMERICAN	50.000	1,268			L
60871R-20-9	MOLSON COORS BREWING CO -B .....		.01/25/2011	BARCLAYS AMERICAN	60.000	2,885			L
61166W-10-1	MONSANTO CO .....		.01/25/2011	BARCLAYS AMERICAN	20.000	1,444			L
611742-10-7	MONSTER WORLDWIDE INC .....		.01/25/2011	BARCLAYS AMERICAN	50.000	1,057			L
617446-44-8	MORGAN STANLEY .....		.01/25/2011	BARCLAYS AMERICAN	610.000	17,904			L
620076-30-7	MOTOROLA SOLUTIONS INC .....		.01/25/2011	BARCLAYS AMERICAN	120.000	4,645			L
620097-10-5	MOTOROLA MOBILITY HOLDINGS I .....		.01/25/2011	VARIOUS	112.500	3,793			L
626717-10-2	MURPHY OIL CORP .....		.01/25/2011	BARCLAYS AMERICAN	80.000	5,684			L
629377-50-8	NRG ENERGY INC .....		.01/25/2011	BARCLAYS AMERICAN	90.000	1,877			L
631103-10-8	NASDAQ OMX GROUP/THE .....		.01/25/2011	BARCLAYS AMERICAN	60.000	1,459			L
64110L-10-6	NETFLIX INC .....		.01/25/2011	BARCLAYS AMERICAN	20.000	3,735			L
651229-10-6	NEWELL RUBBERMAID INC .....		.01/25/2011	BARCLAYS AMERICAN	110.000	1,978			L
651290-10-8	NEWFIELD EXPLORATION CO .....		.01/25/2011	BARCLAYS AMERICAN	50.000	3,384			L
65248E-10-4	NEWS CORP-CL A .....		.01/25/2011	BARCLAYS AMERICAN	420.000	6,581			L
65339F-10-1	NEXTERA ENERGY INC .....		.01/25/2011	BARCLAYS AMERICAN	70.000	3,821			L
654086-10-7	NICOR INC .....		.01/25/2011	BARCLAYS AMERICAN	20.000	1,004			L
65473P-10-5	NISOURCE INC .....		.01/25/2011	BARCLAYS AMERICAN	110.000	2,071			L
664397-10-6	NORTHEAST UTILITIES .....		.01/25/2011	BARCLAYS AMERICAN	70.000	2,314			L
670006-10-5	NOVELL INC .....		.01/25/2011	BARCLAYS AMERICAN	140.000	834			L
670008-10-1	NOVELLUS SYSTEMS INC .....		.01/25/2011	BARCLAYS AMERICAN	30.000	1,069			L
670346-10-5	NUCOR CORP .....		.01/25/2011	BARCLAYS AMERICAN	130.000	5,844			L
67103H-10-7	OREILLY AUTOMOTIVE INC .....		.01/25/2011	BARCLAYS AMERICAN	60.000	3,378			L
682680-10-3	ONEOK INC .....		.01/25/2011	BARCLAYS AMERICAN	40.000	2,342			L
690768-40-3	OWENS-ILLINOIS INC .....		.01/25/2011	BARCLAYS AMERICAN	60.000	1,942			L
693506-10-7	PPG INDUSTRIES INC .....		.01/25/2011	BARCLAYS AMERICAN	70.000	5,851			L
69351T-10-6	PPL CORPORATION .....		.01/25/2011	BARCLAYS AMERICAN	190.000	4,910			L
701094-10-4	PARKER HANNIFIN CORP .....		.01/25/2011	BARCLAYS AMERICAN	70.000	6,055			L
703395-10-3	PATTERSON COS INC .....		.01/25/2011	BARCLAYS AMERICAN	30.000	984			L
704326-10-7	PAYCHEX INC .....		.01/25/2011	BARCLAYS AMERICAN	30.000	992			L
704549-10-4	PEABODY ENERGY CORP .....		.01/25/2011	BARCLAYS AMERICAN	10.000	605			L
712704-10-5	PEOPLES UNITED FINANCIAL .....		.01/25/2011	BARCLAYS AMERICAN	140.000	1,872			L
713291-10-2	PEPCO HOLDINGS INC .....		.01/25/2011	BARCLAYS AMERICAN	90.000	1,684			L
714046-10-9	PERKINELMER INC .....		.01/25/2011	BARCLAYS AMERICAN	40.000	1,006			L
717081-10-3	PFIZER INC .....		.01/25/2011	BARCLAYS AMERICAN	1,100.000	20,328			L
723484-10-1	PINNACLE WEST CAPITAL .....		.01/25/2011	BARCLAYS AMERICAN	40.000	1,685			L
723787-10-7	PIONEER NATURAL RESOURCES CO .....		.01/25/2011	BARCLAYS AMERICAN	50.000	4,423			L
724479-10-0	PITNEY BOWES INC .....		.01/25/2011	BARCLAYS AMERICAN	80.000	1,924			L
731572-10-3	POLO RALPH LAUREN CORP .....		.01/25/2011	BARCLAYS AMERICAN	30.000	3,134			L
74005P-10-4	PRAXAIR INC .....		.01/25/2011	BARCLAYS AMERICAN	30.000	2,738			L
740189-10-5	PRECISION CASTPARTS CORP .....		.01/25/2011	BARCLAYS AMERICAN	60.000	8,628			L
74144T-10-8	T ROWE PRICE GROUP INC .....		.01/25/2011	BARCLAYS AMERICAN	100.000	6,684			L
741503-40-3	PRICELINE.COM INC .....		.01/25/2011	BARCLAYS AMERICAN	20.000	8,577			L
743263-10-5	PROGRESS ENERGY INC .....		.01/25/2011	BARCLAYS AMERICAN	20.000	908			L
743410-10-2	PROLOGIS .....		.01/25/2011	BARCLAYS AMERICAN	230.000	3,370			L
744573-10-6	PUBLIC SERVICE ENTERPRISE GP .....		.01/25/2011	BARCLAYS AMERICAN	100.000	3,251			L
745867-10-1	PULTEGROUP INC .....		.01/25/2011	BARCLAYS AMERICAN	130.000	1,084			L
74733V-10-0	QEP RESOURCES INC .....		.01/25/2011	BARCLAYS AMERICAN	70.000	2,716			L
74762E-10-2	QUANTA SERVICES INC .....		.01/25/2011	BARCLAYS AMERICAN	80.000	1,846			L
74834L-10-0	QUEST DIAGNOSTICS INC .....		.01/25/2011	BARCLAYS AMERICAN	60.000	3,377			L
750438-10-3	RADIOSHACK CORP .....		.01/25/2011	BARCLAYS AMERICAN	40.000	636			L
75281A-10-9	RANGE RESOURCES CORP .....		.01/25/2011	BARCLAYS AMERICAN	60.000	2,793			L
755111-50-7	RAYTHEON COMPANY .....		.01/25/2011	BARCLAYS AMERICAN	50.000	2,617			L
756577-10-2	RED HAT INC .....		.01/25/2011	BARCLAYS AMERICAN	70.000	2,801			L
7591EP-10-0	REGIONS FINANCIAL CORP .....		.01/25/2011	BARCLAYS AMERICAN	100.000	703			L
760759-10-0	REPUBLIC SERVICES INC .....		.01/25/2011	BARCLAYS AMERICAN	120.000	3,686			L
776696-10-6	ROPER INDUSTRIES INC .....		.01/25/2011	BARCLAYS AMERICAN	40.000	2,998			L
778296-10-3	ROSS STORES INC .....		.01/25/2011	BARCLAYS AMERICAN	50.000	3,304			L
779382-10-0	ROWAN COMPANIES INC .....		.01/25/2011	BARCLAYS AMERICAN	50.000	1,655			L
783549-10-8	RYDER SYSTEM INC .....		.01/25/2011	BARCLAYS AMERICAN	20.000	979			L
78390X-10-1	SAIC INC .....		.01/25/2011	BARCLAYS AMERICAN	110.000	1,818			L

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	2	3	4	5	6	7	8	9	10
CUSIP Identification	Description	Foreign	Date Acquired	Name of Vendor	Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends	NAIC Designation or Market Indicator (a)
79466L-30-2	SALESFORCE.COM INC		.01/25/2011	BARCLAYS AMERICAN	50.000	6,199			L
80004C-10-1	SANDISK CORP		.01/25/2011	BARCLAYS AMERICAN	90.000	4,370			L
803111-10-3	SARA LEE CORP		.01/25/2011	BARCLAYS AMERICAN	250.000	4,913			L
80589M-10-2	SCANA CORP		.01/25/2011	BARCLAYS AMERICAN	40.000	1,700			L
806857-10-8	SCHLUMBERGER LTD		.01/25/2011	BARCLAYS AMERICAN	150.000	12,489			L
811065-10-1	SCRIPPS NETWORKS INTER-CL A		.01/25/2011	BARCLAYS AMERICAN	30.000	1,392			L
81211K-10-0	SEALED AIR CORP		.01/25/2011	BARCLAYS AMERICAN	60.000	1,610			L
816851-10-9	SEMPRA ENERGY		.01/25/2011	BARCLAYS AMERICAN	100.000	5,259			L
826552-10-1	SIGMA-ALDRICH		.01/25/2011	BARCLAYS AMERICAN	50.000	3,192			L
832696-40-5	JM SMUCKER CO/THE		.01/25/2011	BARCLAYS AMERICAN	50.000	3,156			L
844741-10-8	SOUTHWEST AIRLINES CO		.01/25/2011	BARCLAYS AMERICAN	300.000	3,753			L
845467-10-9	SOUTHWESTERN ENERGY CO		.01/25/2011	BARCLAYS AMERICAN	40.000	1,540			L
85590A-40-1	STARWOOD HOTELS & RESORTS		.01/25/2011	BARCLAYS AMERICAN	80.000	4,916			L
857477-10-3	STATE STREET CORP		.01/25/2011	BARCLAYS AMERICAN	100.000	4,770			L
858912-10-8	STERICYCLE INC		.01/25/2011	BARCLAYS AMERICAN	40.000	3,196			L
863667-10-1	STRYKER CORP		.01/25/2011	BARCLAYS AMERICAN	40.000	2,335			L
867914-10-3	SUNTRUST BANKS INC		.01/25/2011	BARCLAYS AMERICAN	100.000	2,919			L
868536-10-3	SUPERVALU INC		.01/25/2011	BARCLAYS AMERICAN	60.000	436			L
871503-10-8	SYMANTEC CORP		.01/25/2011	BARCLAYS AMERICAN	110.000	1,962			L
872375-10-0	TECO ENERGY INC		.01/25/2011	BARCLAYS AMERICAN	80.000	1,458			L
872540-10-9	TJX COMPANIES INC		.01/25/2011	BARCLAYS AMERICAN	10.000	486			L
879664-10-0	TELLABS INC		.01/25/2011	BARCLAYS AMERICAN	140.000	801			L
88033G-10-0	TENET HEALTHCARE CORP		.01/25/2011	BARCLAYS AMERICAN	190.000	1,294			L
88076W-10-3	TERADATA CORP		.01/25/2011	BARCLAYS AMERICAN	70.000	3,054			L
880770-10-2	TERADYNE INC		.01/25/2011	BARCLAYS AMERICAN	70.000	991			L
881609-10-1	TESORO CORP		.01/25/2011	BARCLAYS AMERICAN	50.000	900			L
887317-30-3	TIME WARNER INC		.01/25/2011	BARCLAYS AMERICAN	80.000	2,602			L
888339-20-7	TITANIUM METALS CORP		.01/25/2011	BARCLAYS AMERICAN	30.000	537			L
891906-10-9	TOTAL SYSTEM SERVICES INC		.01/25/2011	BARCLAYS AMERICAN	60.000	1,052			L
902494-10-3	TYSON FOODS INC-CL A		.01/25/2011	BARCLAYS AMERICAN	120.000	2,014			L
911312-10-6	UNITED PARCEL SERVICE-CL B		.01/25/2011	BARCLAYS AMERICAN	200.000	14,568			L
91529Y-10-6	UNUM GROUP		.01/25/2011	BARCLAYS AMERICAN	20.000	508			L
917047-10-2	URBAN OUTFITTERS INC		.01/25/2011	BARCLAYS AMERICAN	50.000	1,708			L
918204-10-8	VF CORP		.01/25/2011	BARCLAYS AMERICAN	40.000	3,254			L
91913Y-10-0	VALERO ENERGY CORP		.01/25/2011	BARCLAYS AMERICAN	220.000	5,353			L
92220P-10-5	VARIAN MEDICAL SYSTEMS INC		.01/25/2011	BARCLAYS AMERICAN	50.000	3,566			L
92276F-10-0	VENTAS INC		.01/25/2011	BARCLAYS AMERICAN	60.000	3,256			L
92553P-20-1	VIACOM INC-CLASS B		.01/25/2011	BARCLAYS AMERICAN	40.000	1,700			L
929042-10-9	VORNADO REALTY TRUST		.01/25/2011	BARCLAYS AMERICAN	60.000	5,230			L
931142-10-3	WAL-MART STORES INC		.01/25/2011	BARCLAYS AMERICAN	390.000	22,335			L
939640-10-8	WASHINGTON POST-CLASS B		.01/25/2011	BARCLAYS AMERICAN	10.000	4,434			L
941848-10-3	WATERS CORP		.01/25/2011	BARCLAYS AMERICAN	40.000	3,120			L
949746-10-1	WELLS FARGO & CO		.01/25/2011	BARCLAYS AMERICAN	80.000	2,617			L
958102-10-5	WESTERN DIGITAL CORP		.01/25/2011	BARCLAYS AMERICAN	90.000	2,908			L
962166-10-4	WEYERHAEUSER CO		.01/25/2011	BARCLAYS AMERICAN	210.000	4,832			L
963320-10-6	WHIRLPOOL CORP		.01/25/2011	BARCLAYS AMERICAN	30.000	2,633			L
976657-10-6	WISCONSIN ENERGY CORP		.01/25/2011	BARCLAYS AMERICAN	50.000	3,017			L
98310W-10-8	WYNDHAM WORLDWIDE CORP		.01/25/2011	BARCLAYS AMERICAN	70.000	2,041			L
983919-10-1	XILINX INC		.01/25/2011	BARCLAYS AMERICAN	100.000	3,199			L
984121-10-3	XEROX CORP		.01/25/2011	BARCLAYS AMERICAN	260.000	2,967			L
984332-10-6	YAHOO! INC		.01/25/2011	BARCLAYS AMERICAN	320.000	5,133			L
H0023R-10-5	ACE LTD	F	.01/25/2011	BARCLAYS AMERICAN	140.000	8,700			L
H5833N-10-3	NOBLE CORP	R	.01/25/2011	BARCLAYS AMERICAN	100.000	3,707			L
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	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	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 D - PART 4

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

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	For- eign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consid- eration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amor- tization)/ Accretion	Current Year's Other Than Temporary Impairment Recogn- ized	Total Change in Book/ Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book /Adjusted Carrying Value	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Maturity Date	NAIC Design- ation or Market In- dicator (a)
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-4J-8	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-Z2-0	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 600319		03/01/2011	MBS PAYMENT		.208	.208	.219	.209						.208				.3	04/01/2021	1
31283H-HN-8	FG 601137		03/01/2011	MBS PAYMENT		.272	.272	.271	.272						.272				.3	01/01/2029	1
31287Q-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
31286W-ZZ-0	FG E92592		03/01/2011	MBS PAYMENT		6,894	6,894	7,108	6,899		(5)		(5)		6,894				.70	07/01/2017	1
3128MC-UII-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 A93990		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-PQ-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						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-SJ-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-YO-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	.789						.778				.3	11/01/2040	1
31390E-SX-1	FN 644134		03/01/2011	MBS PAYMENT		.73	.73	.73	.73						.73				.1	09/01/2031	1
31390X-VK-3	FN 659518		03/01/2011	MBS PAYMENT		4,628	4,628	4,735	4,631		(3)		(3)		4,628				.34	01/01/2032	1
31391A-WP-0	FN 661354		03/01/2011	MBS PAYMENT		5,552	5,552	5,695	5,552						5,552				.55	11/01/2031	1
31396G-LP-4	FHR 3101 UA		03/01/2011	MBS PAYMENT		32,039	32,039	32,083	32,039						32,039				.274	05/01/2011	1
31403A-YD-2	FN 743276		03/01/2011	MBS PAYMENT		.385	.385	.395	.385						.385				.4	03/01/2032	1
31403C-6L-0	FN 745275		03/01/2011	MBS PAYMENT		20,030	20,030	19,513	20,015		.15		.15		20,030				.153	03/01/2035	1
31403C-6U-0	FN 745283		03/01/2011	MBS PAYMENT		30,533	30,533	29,493	30,512		21		21		30,533				.269	02/01/2035	1
31404F-J4-6	FN 767183		03/01/2011	MBS PAYMENT		20,448	20,448	20,363	20,446		.2		.2		20,448				.184	06/01/2018	1
31408J-DS-7	FN 852513		03/01/2011	MBS PAYMENT		43,159	43,159	42,731	43,141		.18		.18		43,159				.366	05/01/2035	1
31409W-D9-9	FN 880428		03/01/2011	MBS PAYMENT		.702	.702	.704	.702						.702				.8	11/01/2035	1
31410F-SK-2	FN 888022		03/01/2011	MBS PAYMENT		20,868	20,868	20,862	20,868						20,868				.159	11/01/2034	1

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	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	For- eign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consid- eration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amor- tization)/ Accretion	Current Year's Other Than Temporary Impairment Recogn- ized	Total Change in Book/ Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book /Adjusted Carrying Value	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Maturity Date	NAIC Design- ation or Market In- dicator (a)
.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 912914		03/01/2011	MBS PAYMENT		41,633	41,633	41,113	41,621		12		12		41,633				440	09/01/2036	1
.31417Y-RW-9	FN MA0500		03/01/2011	MBS PAYMENT		2,565	2,565	2,661							2,565				11	05/01/2040	1
.31417Y-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	3,798		(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	AEPCT 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		85	85	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		332	332	5,078	09/16/2013	1FE
.44890B-AC-0	HART 2011-A A3		03/21/2011	ROYAL BANK OF SCOTLAND US		100,094	100,000	99,984			1		1		99,986		108	108	184	12/15/2013	1FE
.46625M-V6-3	JPMCC 2004-C1 A2		03/01/2011	MBS PAYMENT		5,098	5,098	5,123	5,098						5,098				38	09/01/2013	12*
.61746W-ET-3	MSDWC 2001-PPM A3		01/01/2011	PRIOR YEAR INCOME				80,246	72,388						72,388				35	03/15/2011	1FE
.61746W-GB-0	MSDWC 2001-TOP1 A4		02/01/2011	MBS PAYMENT		72,388	72,388	124,751	124,770		12		12		124,782		(2,192)	(2,192)	575	02/01/2011	1FE
.665772-CF-4	NORTHERN STATES PIUR-MINN		03/28/2011	BARCLAYS AMERICAN		122,590	125,000	124,751	124,770						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 US		150,516	150,000	149,987	149,990		1		1		149,991		524	524	429	04/15/2013	1FE
.949744-AA-4	WELLS FARGO & COMPANY		03/29/2011	UBS SECURITIES		509,475	500,000	499,415	499,811		50		50		499,861		9,614	9,614	4,667	12/09/2011	1FE
.98156D-AF-4	WOART 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
8399999. 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	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	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	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)			(1,466)		1,920		1,584	1,584			
.00206R-10-2	AT&T INC		03/08/2011	VARIOUS	250,000	7,187		6,611	7,345	(734)			(734)		6,611		577	577	108		
.002824-10-0	ABBOTT LABORATORIES		03/16/2011	VARIOUS	130,000	6,233		5,666	6,228	(562)			(562)		5,666		567	567	57		
.002896-20-7	ABERCROMBIE & FITCH CO-CL A		01/25/2011	BARCLAYS AMERICAN	70,000	3,449		1,736	4,034	(2,298)			(2,298)		1,736		1,712	1,712			
.00724F-10-1	ADOBE SYSTEMS INC		01/25/2011	BARCLAYS AMERICAN	100,000	3,355		2,104	3,078	(975)			(975)		2,104		1,251	1,251			
.00817Y-10-8	AETNA INC		01/25/2011	BARCLAYS AMERICAN	140,000	4,689		2,197	4,271	(2,075)			(2,075)		2,197		2,492	2,492			
.00846U-10-1	AGILENT TECHNOLOGIES INC		01/25/2011	BARCLAYS AMERICAN	110,000	4,695		2,497	4,557	(2,060)			(2,060)		2,497		2,197	2,197			
.009158-10-6	AIR PRODUCTS & CHEMICALS INC		01/25/2011	BARCLAYS AMERICAN	10,000	867		486	910	(424)			(424)		486		381	381			
.017361-10-6	ALLEGHENY ENERGY INC		03/24/2011	VARIOUS	200,000	1,624		1,624	4,848	(3,224)			(3,224)		1,624				39		
.020002-10-1	ALLSTATE CORP		01/03/2011	PRIOR YEAR INCOME	0,000														10		
.02209S-10-3	ALTRIA GROUP INC		01/25/2011	BARCLAYS AMERICAN	60,000	1,457		734	1,477	(743)			(743)		734		723	723			
.023135-10-6	AMAZON.COM INC		01/25/2011	BARCLAYS AMERICAN	50,000	8,834		3,761	9,000	(5,239)			(5,239)		3,761		5,074	5,074			
.025816-10-9	AMERICAN EXPRESS CO		01/25/2011	BARCLAYS AMERICAN	80,000	3,583		3,340	3,434	(93)			(93)		3,340		243	243			
.026874-15-6	AMERICAN INTERNATIONAL-CW21		02/07/2011	CASH IN LIEU	0,393	6		7							7		(1)	(1)			
.026874-78-4	AMERICAN INTERNATIONAL GROUP		01/25/2011	VARIOUS	40,000	2,562		1,810	2,849	(1,039)			(1,039)		1,810		752	752			
.03073E-10-5	AMERISOURCEBERGEN CORP		01/25/2011	BARCLAYS AMERICAN	290,000	10,422		3,943	9,895	(5,952)			(5,952)		3,943		6,480	6,480			
.03076C-10-6	AMERIPRISE FINANCIAL INC		01/25/2011	BARCLAYS AMERICAN	40,000	2,444		1,144	2,302	(1,158)			(1,158)		1,144		1,300	1,300			
.032511-10-7	ANADARKO PETROLEUM CORP		01/25/2011	BARCLAYS AMERICAN	100,000	7,569		3,303	7,616	(4,314)			(4,314)		3,303		4,266	4,266			
.037411-10-5	APACHE CORP		03/16/2011	VARIOUS	40,000	4,905		1,436	4,769	(3,333)			(3,333)		1,436		3,469	3,469	6		
.037833-10-0	APPLE INC		01/25/2011	BARCLAYS AMERICAN	30,000	10,242		9,733	9,677	57					9,733		508	508			
.052769-10-6	AUTODESK INC		01/25/2011	BARCLAYS AMERICAN	10,000	403		254	382	(128)			(128)		254		149	149			
.053015-10-3	AUTOMATIC DATA PROCESSING		01/25/2011	BARCLAYS AMERICAN	100,000	4,968		3,765	4,628	(863)			(863)		3,765		1,202	1,202	18		
.053332-10-2	AUTOZONE INC		01/25/2011	BARCLAYS AMERICAN	40,000	9,947		3,256	10,904	(7,647)			(7,647)		3,256		6,691	6,691			
.057224-10-7	BAKER HUGHES INC		01/25/2011	BARCLAYS AMERICAN	60,000	3,739		3,039	3,430	(391)			(391)		3,039		699	699			
.064058-10-0	BANK OF NEW YORK MELLON CORP		01/25/2011	BARCLAYS AMERICAN	280,000	8,865		8,821	8,458	365					8,821		44	44			
.071813-10-9	BAXTER INTERNATIONAL INC		01/25/2011	BARCLAYS AMERICAN	170,000	8,665		5,107	8,605	(3,498)			(3,498)		5,107		3,558	3,558			
.075887-10-9	BECTON DICKINSON AND CO		01/25/2011	BARCLAYS AMERICAN	10,000	846		362	845	(483)			(483)		362		484	484			

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	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Ident-ification	Description	For-foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consid-eration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amor-tization)/ Accretion	Current Year's Other Than Temporary Impairment Recogn-ized	Total Change in Book/ Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book /Adjusted Carrying Value	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Maturity Date	NAIC Desig-nation or Market In-dicator (a)
.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			
.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			
.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			
.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			
.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			
.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)			
.111320-10-7	BROADCOM CORP-CL A		01/25/2011	BARCLAYS AMERICAN	20.000	.904		.415	.871	(456)			(456)		.415		.489	.489			
.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		24	
.12673P-10-5	CA INC		01/25/2011	BARCLAYS AMERICAN	50.000	1,267		1,123	1,222	(99)			(99)		1,123		144	144			
.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			
.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			
.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			
.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		18	
.151020-10-4	CELGENE CORP		01/25/2011	BARCLAYS AMERICAN	10.000	.561		.557	.591	(35)			(35)		.557		.4	.4			
.15189T-10-7	CENTERPOINT ENERGY INC		01/25/2011	BARCLAYS AMERICAN	30.000	.484		.291	.472	(180)			(180)		.291		193	193			
.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			
.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			
.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			
.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			
.17275R-10-2	CISCO SYSTEMS INC		01/25/2011	BARCLAYS AMERICAN	160.000	3,445		3,826	3,237	.589			.589		3,826		(381)	(381)			
.18683K-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			
.189054-10-9	CLOROX COMPANY		03/16/2011	VARIOUS	40.000	2,534		1,785	2,531	(746)			(746)		1,785		.750	.750		22	
.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			
.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			
.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			
.205887-10-2	CONAGRA FOODS INC		01/25/2011	BARCLAYS AMERICAN	30.000	.707		.515	.677	(162)			(162)		.515		192	192			
.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			
.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			
.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			
.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			
.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			
.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		16	
.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			
.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			
.260003-10-8	DOVER CORP		01/25/2011	BARCLAYS AMERICAN	30.000	1,724		1,148	1,754	(606)			(606)		1,148		.577	.577			
.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			
.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			
.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			
.278865-10-0	ECOLAB INC		01/25/2011	BARCLAYS AMERICAN	10.000	.500		.224	.504	(281)			(281)		.224		.276	.276			
.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			
.28336L-10-9	EL PASO CORP		01/25/2011	BARCLAYS AMERICAN	20.000	.287		.146	.275	(129)			(129)		.146		.140	.140			
.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			
.29364G-10-3	ENTERGY CORP		01/25/2011	BARCLAYS AMERICAN	30.000	2,205		2,040	2,125	(85)			(85)		2,040		.164	.164			
.294429-10-5	EQUIFAX INC		01/25/2011	BARCLAYS AMERICAN	50.000	1,810		1,301	1,780	(479)			(479)		1,301		.509	.509			
.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			
.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			
.307000-10-9	FAMILY DOLLAR STORES		01/25/2011	BARCLAYS AMERICAN	50.000	2,143		1,631	2,486	(854)			(854)		1,631		.512	.512			
.311900-10-4	FASTENAL CO		01/25/2011	BARCLAYS AMERICAN	40.000	2,369		1,429	2,396	(968)			(968)		1,429		.941	.941			
.31428X-10-6	FEDEX CORP		01/25/2011	BARCLAYS AMERICAN	70.000	6,578		5,191	6,511	(1,320)			(1,320)		5,191		1,387	1,387			
.320517-10-5	FIRST HORIZON NATIONAL CORP		01/25/2011	VARIOUS	130.025	1,482		1,050	1,513	(462)			(462)		1,050		.432	.432			
.337738-10-8	FISERV INC		01/25/2011	BARCLAYS AMERICAN	40.000	2,515		1,584	2,342	(758)			(758)		1,584		.931	.931			
.337932-10-7	FIRSTENERGY CORP		01/25/2011	BARCLAYS AMERICAN	80.000	3,118		2,751	2,962	(210)			(210)		2,751		.366	.366			
.343412-10-2	FLUOR CORP		01/25/2011	BARCLAYS AMERICAN	30.000	2,113		1,351	1,988	(637)			(637)		1,351		.762	.762			
.345838-10-6	FOREST LABORATORIES INC		01/25/2011	BARCLAYS AMERICAN	390.000	12,612		9,483	12,472	(2,989)			(2,989)		9,483		3,129	3,129			
.349631-10-1	FORTUNE BRANDS INC		01/25/2011	BARCLAYS AMERICAN	40.000	2,451		1,948	2,410	(462)			(462)		1,948		.504	.504			
.354613-10-1	FRANKLIN RESOURCES INC		01/25/2011	BARCLAYS AMERICAN	40.000	4,797		1,904	4,448	(2,544)			(2,544)		1,904		2,893	2,893			
.364730-10-1	GANNETT CO		01/25/2011	BARCLAYS AMERICAN	510.000	7,563		.737	7,696	.41			.41		7,737		(174)	(174)			
.372460-10-5	GENUINE PARTS CO		01/25/2011	BARCLAYS AMERICAN	140.000	7,159		4,940	7,188	(2,247)			(2,247)		4,940		2,219	2,219		41	
.375558-10-3	GILEAD SCIENCES INC		01/25/2011	BARCLAYS AMERICAN	170.000	6,485		5,186	6,161	(975)			(975)		5,186		1,299	1,299			

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	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Ident-ification	Description	For-ign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consid-eration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amor-tization)/ Accretion	Current Year's Other Than Temporary Impairment Recogn-ized	Total Change in Book/ Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book /Adjusted Carrying Value	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Maturity Date	NAIC Desig-nation or Market In-dicator (a)
38141G-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			
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			
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			
423074-10-3	HJ HEINZ CO		01/25/2011	BARCLAYS AMERICAN	70.000	3.445		2.594	3.462	(868)			(868)		2.594		.851	.851			
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			
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			
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			
441060-10-0	HOSPIRA INC		01/25/2011	BARCLAYS AMERICAN	30.000	1.668		.875	1.671	(796)			(796)		.875		.793	.793			
44107P-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			
443683-10-7	HUDSON CITY BANCORP INC		01/25/2011	BARCLAYS AMERICAN	90.000	.995		.853	1.147	(294)			(294)		.853		.142	.142			
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			
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			
45822P-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			
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			
459200-10-1	INTL 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			
459902-10-2	INTL GAME TECHNOLOGY		01/25/2011	BARCLAYS AMERICAN	30.000	.542		.563	.531	.32			.32		.563		(.21)	(.21)			
460146-10-3	INTERNATIONAL PAPER CO		01/25/2011	BARCLAYS AMERICAN	30.000	.859		.353	.817	(465)			(465)		.353		.506	.506			
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			
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			
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			
487836-10-8	KELLOGG CO		01/25/2011	BARCLAYS AMERICAN	50.000	2.586		1.825	2.554	(730)			(730)		1.825		.761	.761			
501044-10-1	KROGER CO		01/25/2011	BARCLAYS AMERICAN	100.000	2.164		1.965	2.236	(271)			(271)		1.965		.199	.199			
53217V-10-9	LIFE TECHNOLOGIES CORP		01/25/2011	BARCLAYS AMERICAN	30.000	1.634		.978	1.665	(687)			(687)		.978		.656	.656			
539830-10-9	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			
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			
55616P-10-4	MACYS INC		01/25/2011	BARCLAYS AMERICAN	150.000	3.498		2.906	3.795	(889)			(889)		2.906		.592	.592			
571837-10-3	MARSHALL & ILSLEY CORP		01/25/2011	BARCLAYS AMERICAN	290.000	2.076		1.139	2.007	(868)			(868)		1.139		.937	.937			
571903-20-2	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			
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			
579064-10-6	McAFEE INC		02/28/2011	TENDER OFFER	60.000	2.880		2.864							2.864		.16	.16			
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			
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			
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)			
59156R-10-8	METLIFE INC		01/25/2011	BARCLAYS AMERICAN	50.000	2.318		1.433	2.222	(790)			(790)		1.433		.886	.886			
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			
594918-10-4	MICROSOFT CORP		01/25/2011	BARCLAYS AMERICAN	60.000	1.706		1.738	1.675	.64			.64		1.738		(.32)	(.32)			
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			
615369-10-5	MOODY'S CORP		01/25/2011	BARCLAYS AMERICAN	20.000	.580		.492	.531	(39)			(39)		.492		.88	.88			
620076-30-7	MOTOROLA SOLUTIONS INC		01/26/2011	VARIOUS	0.100	.388		.381	.381						.381		.7	.7			
620097-10-5	MOTOROLA MOBILITY HOLDINGS I		01/25/2011	CASH IN LIEU	0.100	.17		.3							.3		.14	.14			
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			
629491-10-1	NYSE Euronext		01/25/2011	BARCLAYS AMERICAN	100.000	3.228		2.595	2.998	(403)			(403)		2.595		.632	.632			
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			
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			
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			
654106-10-3	NIKE INC -CL B		01/25/2011	BARCLAYS AMERICAN	40.000	3.315		1.261	3.417	(2,156)			(2,156)		1.261		2.054	2,054			
655044-10-5	NOBLE ENERGY INC		01/25/2011	BARCLAYS AMERICAN	30.000	2.560		2.039	2.582	(544)			(544)		2.039		.521	.521			
655664-10-0	NORDSTROM INC		01/25/2011	BARCLAYS AMERICAN	130.000	5.401		1.341	5.509	(4,169)			(4,169)		1.341		4.061	4,061			
666807-10-2	NORTHROP GRUMMAN CORP		03/31/2011	VARIOUS	80.000	6.034		3.879	5.656	(1,777)			(1,777)		3.879		2.155	2,155			
67066G-10-4	NVIDIA CORP		01/25/2011	BARCLAYS AMERICAN	570.000	13.657		5.939	8.778	(2,839)			(2,839)		5.939		7.718	7,718			
674599-10-5	OCCIDENTAL PETROLEUM CORP		01/25/2011	BARCLAYS AMERICAN	70.000	6.800		1.717	6.867	(5,150)			(5,150)		1.717		5.083	5,083			
681919-10-6	OMNICOM GROUP		01/25/2011	BARCLAYS AMERICAN	80.000	3.672		3.291	3.664	(373)			(373)		3.291		.381	.381			
68389X-10-5	ORACLE CORP		03/16/2011	VARIOUS	190.000	6.133		2.360	5.947	(3,587)			(3,587)		2.360		3.773	3,773		10	
69331C-10-8	P G & E CORP		01/25/2011	BARCLAYS AMERICAN	90.000	4.229		1.976	4.306	(2,329)			(2,329)		1.976		2.253	2,253			
693320-20-2	PHH CORP		01/25/2011	BARCLAYS AMERICAN	30.000	.743		.498	.695	(.197)			(.197)		.498		.245	.245			
693475-10-5	PNC FINANCIAL SERVICES GROUP		01/25/2011	BARCLAYS AMERICAN	310.000	18.869		17.637	18.823	(1,186)			(1,186)		17.637		1.232	1,232		31	
693718-10-8	PACCAR INC		01/25/2011	BARCLAYS AMERICAN	90.000	5.029		2.114	5.161	(3,047)			(3,047)		2,114		2.915	2,915			
696429-30-7	PALL CORP		01/25/2011	BARCLAYS AMERICAN	50.000	2.452		1.098	2.479	(1,381)			(1,381)		1,098		1.354	1,354			
699173-20-9	PARAMETRIC TECHNOLOGY CORP		01/25/2011	BARCLAYS AMERICAN	60.000	1.441		.507	1.352	(844)			(844)		.507		.934	.934			

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	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Ident-ification	Description	For-foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consid-eration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amor-tization)/ Accretion	Current Year's Other Than Temporary Impairment Recogn-ized	Total Change in Book/ Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book /Adjusted Carrying Value	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Maturity Date	NAIC Desig-nation or Market In-dicator (a)
70336T-10-4	PATRIOT COAL CORP		01/25/2011	BARCLAYS AMERICAN	20.000	.470		.323	.387	(.64)			(.64)		.323		.147	.147			
708160-10-6	J.C. PENNEY CO INC		03/16/2011	VARIOUS	10.000	.321		.210	.323	(.113)			(.113)		.210		.111	.111	.2		
713448-10-8	PEPSICO INC		01/25/2011	BARCLAYS AMERICAN	10.000	.658		.480	.653	(.173)			(.173)		.480		.178	.178			
71714F-10-4	PHARMERICA CORP		01/25/2011	BARCLAYS AMERICAN	16.000	.181		.156	.183	(.27)			(.27)		.156		.25	.25			
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			
724078-10-0	PIPER JAFFRAY COS		01/25/2011	BARCLAYS AMERICAN	11.000	.397		.372	.385	(.13)			(.13)		.372		.25	.25			
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			
74251V-10-2	PRINCIPAL FINANCIAL GROUP		01/25/2011	BARCLAYS AMERICAN	30.000	.978		.882	.977	(.94)			(.94)		.882		.96	.96			
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		
743315-10-3	PROGRESSIVE CORP		03/16/2011	VARIOUS	140.000	2.778		2.435	2.782	(.347)			(.347)		2.435		.342	.342	.56		
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			
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			
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			
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			
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			
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			
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			
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			
786514-20-8	SAFEWAY INC		01/25/2011	BARCLAYS AMERICAN	30.000	.629		.701	.675	.26			.26		.701		(.72)	(.72)			
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			
808513-10-5	SCHWAB (CHARLES) CORP		01/25/2011	BARCLAYS AMERICAN	100.000	1.807		1.308	1.711	(.403)			(.403)		1.308		.499	.499			
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			
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			
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			
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			
842587-10-7	SOUTHERN CO		01/25/2011	BARCLAYS AMERICAN	10.000	.384		.285	.382	(.97)			(.97)		.285		.99	.99			
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			
852061-10-0	SPRINT NEXTEL CORP		01/25/2011	BARCLAYS AMERICAN	100.000	.435		.381	.423	(.42)			(.42)		.381		.54	.54			
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			
855030-10-2	STAPLES INC		01/25/2011	BARCLAYS AMERICAN	10.000	.234		.157	.228	(.71)			(.71)		.157		.77	.77			
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			
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			
871829-10-7	SYSCO CORP		01/25/2011	BARCLAYS AMERICAN	20.000	.593		.560	.588	(.28)			(.28)		.560		.33	.33			
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			
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			
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			
883556-10-2	THERMO 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			
88579Y-10-1	3M CO		01/25/2011	BARCLAYS AMERICAN	10.000	.885		.799	.863	(.64)			(.64)		.799		.85	.85			
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			
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			
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			
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			
902973-30-4	US BANCORP		01/25/2011	BARCLAYS AMERICAN	230.000	6.152		5.747	6.203	(.456)			(.456)		5.747		.406	.406			
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			
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			
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			
92343E-10-2	VERISIGN INC		01/25/2011	BARCLAYS AMERICAN	40.000	1.300		.651	1.307	(.656)			(.656)		.651		.649	.649			
92343V-10-4	VERIZON COMMUNICATIONS INC		03/04/2011	VARIOUS	30.000	1.073		.932	1.073	(.141)			(.141)		.932		.141	.141	15		
92826C-83-9	VISA INC-CLASS A SHARES		01/25/2011	BARCLAYS AMERICAN	200.000	14.314		16.740	14.076	2.664			2.664		16.740		(2.427)	(2.427)			
929160-10-9	VULCAN MATERIALS CO		01/25/2011	BARCLAYS AMERICAN	50.000	2.111		2.371	2.218	.153			.153		2.371		(.260)	(.260)			
931422-10-9	WALGREEN CO		01/25/2011	BARCLAYS AMERICAN	30.000	1.237		1.157	1.169	(.12)			(.12)		1.157		.80	.80			
94106L-10-9	WASTE MANAGEMENT INC		01/25/2011	BARCLAYS AMERICAN	60.000	2.272		1.744	2.212	(.469)			(.469)		1.744		.528	.528			
942683-10-3	WATSON PHARMACEUTICALS INC		01/25/2011	BARCLAYS AMERICAN	150.000	8.182		4.353	7.748	(3.395)			(3.395)		4.353		3.830	3.830			
94973V-10-7	WELLPOINT INC		01/25/2011	BARCLAYS AMERICAN	40.000	2.468		1.689	2.274	(.585)			(.585)		1.689		.778	.778			
959802-10-9	WESTERN UNION CO		01/25/2011	BARCLAYS AMERICAN	10.000	.197		.177	.186	(.9)			(.9)		.177		.20	.20			
966837-10-6	WHOLE FOODS MARKET INC		01/25/2011	BARCLAYS AMERICAN	240.000	12.593		4.132	12.142	(.8.010)			(.8.010)		4.132		8.461	8.461			
969457-10-0	WILLIAMS COS INC		01/25/2011	BARCLAYS AMERICAN	70.000	1.844		.717	1.730	(1.013)			(1.013)		.717		1.126	1.126			
97381W-10-4	WINDSTREAM CORP		01/25/2011	BARCLAYS AMERICAN	70.000	.895		.568	.976	(.408)			(.408)		.568		.326	.326			
983134-10-7	WYNN RESORTS LTD		01/25/2011	BARCLAYS AMERICAN	70.000	8.037		4.130	7.269	(.3.138)			(.3.138)		4.130		3.906	3.906			

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	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Ident-ification	Description	For-eign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consid-eration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amor-tization)/ Accretion	Current Year's Other Than Temporary Impairment Recog-nized	Total Change in Book/ Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book /Adjusted Carrying Value	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received DuringYear	Maturity Date	NAIC Desig-nation or Market In-dicator (a)
98369B-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		
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		
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)			
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			
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			
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			
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			
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			
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			
H5833N-10-3	NOBLE CORP	R	02/24/2011	RETURN OF CAPITAL	0.000	14									14						
H89128-10-4	TYCO INTERNATIONAL LTD	F	01/25/2011	BARCLAYS AMERICAN	20.000	894		688	829	(141)			(141)		688		207	207			
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			
Y93691-10-6	VERIGY LTD	F	01/25/2011	BARCLAYS AMERICAN	30.000	392		340	391	(51)			(51)		340		52	52			
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	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	XXX
9799998. Total - Common Stocks - Part 5						XXX	XXX	XXX	XXX	XXX	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	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	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	XXX

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

SCHEDULE DB - PART A - SECTION 1

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

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

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

SCHEDULE DB - PART B - SECTION 1

[illegible]

(a)	Code	Financial and Economic Impact of the Decline 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

[illegible]

SCHEDULE DL - PART 1
SECURITIES LENDING COLLATERAL ASSETS

1 CUSIP Identification	2 Description	3 NAIC Designation/ Market Indicator	4 Fair Value	5 Book/Adjusted Carrying Value	6 Maturity Dates
NONE					
9999999 - Totals					XXX

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 \$

SCHEDULE DL - PART 2
SECURITIES LENDING COLLATERAL ASSETS

[illegible]

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

[illegible]

SCHEDULE E - PART 2 - CASH EQUIVALENTS

[illegible]



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 [X] 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 [X]
- 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.

\$