



PROPERTY AND CASUALTY COMPANIES - ASSOCIATION EDITION

QUARTERLY STATEMENT

AS OF JUNE 30, 2011

OF THE CONDITION AND AFFAIRS OF THE

Republic-Franklin Insurance Company

NAIC Group Code 0201 (Current)0201 (Prior)NAIC Company Code 12475Employer'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 02/10/1949Commenced 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 RobinsonSecretary George Paul Wardley, III

President & COO Brian Patrick Lytwynec

OTHER

James Porter Carhart Senior Vice PresidentRichard Patrick Creedon Executive Vice PresidentDaniel Desmond Daly Executive Vice President

Steven Paul Guzski Senior Vice President

DIRECTORS OR TRUSTEES

Alfred Elliot CalligarisRoy Anthony CardiaPaul Alan Hagstrom, Ph.D.

Jerry John HartmanBrian Patrick LytwynecAlan Joseph Pope, Sr.

James Douglas RobinsonLinda Ellen RomanoGeorge Paul Wardley, III

John Ralph Zapisek

State of New YorkSS:

County of Oneida

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

James Douglas RobinsonChairman & CEOBrian Patrick LytwynecPresident & COOGeorge Paul Wardley, IIISecretary

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 filed3. Number of pages attached.....

STATEMENT AS OF JUNE 30, 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	77,921,513		77,921,513	73,476,829
2. Stocks:				
2.1 Preferred stocks				
2.2 Common stocks				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 (\$70,716), cash equivalents (\$409,971) and short-term investments (\$99,999)	580,686		580,686	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)	78,502,199		78,502,199	79,529,453
13. Title plants less \$ charged off (for Title insurers only)				
14. Investment income due and accrued	832,792		832,792	794,458
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	4,530,644	67,331	4,463,313	4,890,647
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$(37,106) earned but unbilled premiums)	705,158		705,158	928,391
15.3 Accrued retrospective premiums				
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers	3,246,166		3,246,166	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	363,252		363,252	71,138
18.2 Net deferred tax asset	2,268,086	423,290	1,844,796	1,265,228
19. Guaranty funds receivable or on deposit	1,003,211		1,003,211	969,540
20. Electronic data processing equipment and software	25,627		25,627	34,089
21. Furniture and equipment, including health care delivery assets (\$)	43,417	43,417		
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	3,554,994	2,276,232	1,278,763	1,405,267
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25)	95,075,547	2,810,270	92,265,277	92,121,485
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts				
28. Total (Lines 26 and 27)	95,075,547	2,810,270	92,265,277	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	1,088,358	34,188	1,054,170	1,219,831
2502. Equities and Deposits in Pools and Associations	225,043	450	224,593	184,497
2503. Prepaid Expenses	1,543,028	1,543,028		
2598. Summary of remaining write-ins for Line 25 from overflow page	698,566	698,566		939
2599. Totals (Lines 2501 through 2503 plus 2598)(Line 25 above)	3,554,994	2,276,232	1,278,763	1,405,267

STATEMENT AS OF JUNE 30, 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 \$ 5,667,240)	28,363,054	27,861,918
2. Reinsurance payable on paid losses and loss adjustment expenses		
3. Loss adjustment expenses	9,847,335	9,994,204
4. Commissions payable, contingent commissions and other similar charges	424,263	638,457
5. Other expenses (excluding taxes, licenses and fees)	1,004,091	1,233,402
6. Taxes, licenses and fees (excluding federal and foreign income taxes)	695,162	651,177
7.1 Current federal and foreign income taxes (including \$ 366,733 on realized capital gains (losses))	366,733	
7.2 Net deferred tax liability	579,568	
8. Borrowed money \$ and interest thereon \$		
9. Unearned premiums (after deducting unearned premiums for ceded reinsurance of \$ 60,871,742 and including warranty reserves of \$)	8,147,692	9,047,701
10. Advance premium	69,219	56,104
11. Dividends declared and unpaid:		
11.1 Stockholders		
11.2 Policyholders	151,933	251,018
12. Ceded reinsurance premiums payable (net of ceding commissions)	237,405	339,530
13. Funds held by company under reinsurance treaties		
14. Amounts withheld or retained by company for account of others	376,711	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	1,060,182	664,089
20. Derivatives		
21. Payable for securities		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	157,914	203,009
26. Total liabilities excluding protected cell liabilities (Lines 1 through 25)	51,544,027	51,456,587
27. Protected cell liabilities		
28. Total liabilities (Lines 26 and 27)	51,544,027	51,456,587
29. Aggregate write-ins for special surplus funds	379,363	284,195
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)	34,702,085	34,740,901
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)	40,721,250	40,664,898
38. Totals (Page 2, Line 28, Col. 3)	92,265,277	92,121,485
DETAILS OF WRITE-INS		
2501. Contingent Balances in Safety Groups	149,850	202,620
2502. Miscellaneous Accounts Payable	8,064	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)	157,914	203,009
2901. Reserve for Undeclared Dividends	128,057	68,703
2902. Additional Admitted Deferred Tax Asset	251,306	215,492
2903.		
2998. Summary of remaining write-ins for Line 29 from overflow page		
2999. Totals (Lines 2901 through 2903 plus 2998)(Line 29 above)	379,363	284,195
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 \$61,367,796)	72,331,258	70,602,482	143,160,108
1.2 Assumed (written \$8,050,062)	8,950,072	8,737,924	17,423,418
1.3 Ceded (written \$61,367,796)	72,331,258	70,602,482	143,160,137
1.4 Net (written \$8,050,062)	8,950,072	8,737,924	17,423,389
DEDUCTIONS:			
2. Losses incurred (current accident year \$7,716,510):			
2.1 Direct	43,454,650	33,323,011	63,738,864
2.2 Assumed	5,664,819	4,089,636	8,426,646
2.3 Ceded	43,453,891	33,319,677	63,736,038
2.4 Net	5,665,578	4,092,970	8,429,473
3. Loss adjustment expenses incurred	1,784,054	1,864,109	3,343,453
4. Other underwriting expenses incurred	3,225,260	3,201,290	6,747,170
5. Aggregate write-ins for underwriting deductions			
6. Total underwriting deductions (Lines 2 through 5)	10,674,891	9,158,368	18,520,095
7. Net income of protected cells			
8. Net underwriting gain or (loss) (Line 1 minus Line 6 + Line 7)	(1,724,820)	(420,444)	(1,096,707)
INVESTMENT INCOME			
9. Net investment income earned	1,645,694	1,646,255	3,311,054
10. Net realized capital gains (losses) less capital gains tax of \$366,733	1,485,281	28,004	612,094
11. Net investment gain (loss) (Lines 9 + 10)	3,130,975	1,674,259	3,923,149
OTHER INCOME			
12. Net gain or (loss) from agents' or premium balances charged off (amount recovered \$29 amount charged off \$10,045)	(10,016)	(8,638)	(32,149)
13. Finance and service charges not included in premiums	239,453	222,797	465,089
14. Aggregate write-ins for miscellaneous income	(6,864)	(5,961)	(13,013)
15. Total other income (Lines 12 through 14)	222,573	208,197	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)	1,628,727	1,462,012	3,246,368
17. Dividends to policyholders	61,737	222,630	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)	1,566,990	1,239,382	3,030,005
19. Federal and foreign income taxes incurred	(25,540)	281,114	567,012
20. Net income (Line 18 minus Line 19)(to Line 22)	1,592,530	958,268	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)	1,592,530	958,268	2,462,993
23. Net transfers (to) from Protected Cell accounts			
24. Change in net unrealized capital gains (losses) less capital gains tax of \$(27,753)	(1,505,082)	(564,305)	(55,962)
25. Change in net unrealized foreign exchange capital gain (loss)			
26. Change in net deferred income tax	(31,867)	(5,090)	(81,230)
27. Change in nonadmitted assets	(87,814)	52,386	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	88,584	117,603	(13,290)
38. Change in surplus as regards policyholders (Lines 22 through 37)	56,351	558,861	2,696,485
39. Surplus as regards policyholders, as of statement date (Lines 21 plus 38)	40,721,250	38,527,274	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	18	29	302
1402. Miscellaneous Income	(6,882)	(5,991)	(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)	(6,864)	(5,961)	(13,013)
3701. Contingent Balance in Safety Groups	52,770	80,310	78,750
3702. Deferred Tax Expanded Admissibility – SSAP 10R	35,814	37,293	(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)	88,584	117,603	(13,290)

STATEMENT AS OF JUNE 30, 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	8,601,353	8,246,656	17,553,628
2. Net investment income	1,743,348	1,767,155	3,553,134
3. Miscellaneous income	222,573	208,197	419,926
4. Total (Lines 1 to 3)	10,567,273	10,222,008	21,526,688
5. Benefit and loss related payments	6,177,331	3,913,828	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	5,573,323	5,440,644	10,347,293
8. Dividends paid to policyholders	160,822	212,037	335,006
9. Federal and foreign income taxes paid (recovered) net of \$366,733 tax on capital gains (losses)	266,574	126,483	(374,214)
10. Total (Lines 5 through 9)	12,178,051	9,692,992	18,264,897
11. Net cash from operations (Line 4 minus Line 10)	(1,610,778)	529,015	3,261,791
Cash from Investments			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds	3,805,982	6,997,341	13,918,519
12.2 Stocks	6,361,383	111,502	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	267	30,050	30,110
12.7 Miscellaneous proceeds			
12.8 Total investment proceeds (Lines 12.1 to 12.7)	10,167,632	7,138,893	16,046,113
13. Cost of investments acquired (long-term only):			
13.1 Bonds	8,366,724	8,930,132	21,054,607
13.2 Stocks	1,448,193	139,796	394,486
13.3 Mortgage loans			
13.4 Real estate			
13.5 Other invested assets			
13.6 Miscellaneous applications	35	115,741	115,706
13.7 Total investments acquired (Lines 13.1 to 13.6)	9,814,952	9,185,670	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)	352,680	(2,046,777)	(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)	406,340	477,663	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)	406,340	477,663	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)	(851,758)	(1,040,098)	(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)	580,686	2,362,867	1,432,444

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

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STATEMENT AS OF JUNE 30, 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 |
|---------------------|------------------------|-----------|
| (171,489) | - | (171,489) |
- b. Fair value of impaired securities with unrealized losses (grouped by length of continuous impairment)
- | Less than 12 months | Greater than 12 months | Total |
|---------------------|------------------------|------------|
| 10,693,042 | - | 10,693,042 |
- (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 JUNE 30, 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) Not applicable.
 - (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

- (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.

STATEMENT AS OF JUNE 30, 2011 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

NOTES TO FINANCIAL STATEMENTS

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 June 30, 2011, \$5.0 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 \$32.5 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 June 30, 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

Note 35 –Multiple Peril Crop Insurance

No change.

Note 36 –Financial Guaranty Insurance

No change.

STATEMENT AS OF JUNE 30, 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 [☒]
- 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 [☒]
- 2.2

If yes, date of change:
3.

Have there been any substantial changes in the organizational chart since the prior quarter end?

Yes [☐] No [☒]

If yes, complete the Schedule Y - Part 1 - organizational chart.
- 4.1

Has the reporting entity been a party to a merger or consolidation during the period covered by this statement?

Yes [☐] No [☒]
- 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	2	3
Name of Entity	NAIC Company Code	State of Domicile
5.

If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved?

Yes [☐] No [☐] N/A [☒]

If yes, attach an explanation.
- 6.1

State as of what date the latest financial examination of the reporting entity was made or is being made.

12/31/2009
- 6.2

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

12/31/2009
- 6.3

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

02/28/2011
- 6.4

By what department or departments?
Ohio
- 6.5

Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments?

Yes [☐] No [☐] N/A [☒]
- 6.6

Have all of the recommendations within the latest financial examination report been complied with?

Yes [☒] 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 [☒]
- 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 [☒]
- 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 [☒]
- 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	2	3	4	5	6	7
Affiliate Name	Location (City, State)	FRB	OCC	OTS	FDIC	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 JUNE 30, 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	6,945,945	5,257,982	6,532,835	3,620,396	17,440,869	13,488,929
8. Delaware DE	L	1,261,899	623,568	499,704	183,737	1,089,278	379,602
9. District of Columbia DC	L	133,851	130,478	57,368	104,872	86,990	164,149
10. Florida FL	N						
11. Georgia GA	L	2,885,097	3,760,467	2,282,322	1,673,407	5,932,440	5,710,269
12. Hawaii HI	N						
13. Idaho ID	N						
14. Illinois IL	L	1,093,373	1,005,472	219,649	337,162	1,893,897	1,696,826
15. Indiana IN	L	37,813	116,298	23,715	22,194	66,891	103,821
16. Iowa IA	N						
17. Kansas KS	L	18,689	677			16	86
18. Kentucky KY	N						
19. Louisiana LA	N						
20. Maine ME	N						
21. Maryland MD	L	2,508,541	2,918,043	789,487	2,767,389	3,433,924	3,956,267
22. Massachusetts MA	L	4,135,249	4,234,009	2,605,009	2,361,196	8,069,176	6,634,128
23. Michigan MI	L	316,320	65,719	18,511		94,357	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	4,162,025	4,693,988	3,027,999	1,918,406	14,821,887	9,969,413
32. New Mexico NM	N						
33. New York NY	L	25,500,221	25,098,849	19,330,040	13,841,427	78,291,917	90,407,840
34. North Carolina NC	L	2,426,709	2,105,337	2,368,182	1,386,203	7,092,648	5,875,183
35. North Dakota ND	N						
36. Ohio OH	L	1,980,057	1,950,788	492,232	1,093,218	1,403,885	2,934,569
37. Oklahoma OK	N						
38. Oregon OR	N						
39. Pennsylvania PA	L	1,327,724	1,384,584	1,057,828	805,719	4,941,453	5,137,636
40. Rhode Island RI	L	57,743	14,701	18,686	12,437	12,127	9,140
41. South Carolina SC	N						
42. South Dakota SD	N						
43. Tennessee TN	L	1,694,478	1,288,267	1,487,537	355,341	1,426,856	696,767
44. Texas TX	L	1,238,638	895,118	652,569	393,732	2,043,353	1,908,040
45. Utah UT	N						
46. Vermont VT	N						
47. Virginia VA	L	1,838,354	2,077,447	951,866	1,683,662	1,951,934	1,936,765
48. Washington WA	N						
49. West Virginia WV	N						
50. Wisconsin WI	L	1,805,071	2,365,206	563,249	765,870	4,004,730	3,702,711
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	61,367,796	59,987,000	42,978,788	33,326,369	154,098,626	154,725,302
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 JUNE 30, 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	42,277			110.9
2.	Allied Lines	33,399	23,790	71.2	4.3
3.	Farmowners multiple peril				
4.	Homeowners multiple peril	3,394,502	3,602,864	106.1	77.8
5.	Commercial multiple peril	22,427,687	14,059,325	62.7	50.5
6.	Mortgage guaranty				
8.	Ocean marine				
9.	Inland marine	155,135	30,849	19.9	9.6
10.	Financial guaranty				
11.1	Medical professional liability - occurrence				
11.2	Medical professional liability - claims-made				
12.	Earthquake	4,654			
13.	Group accident and health				
14.	Credit accident and health				
15.	Other accident and health				
16.	Workers' compensation	15,831,585	11,268,182	71.2	54.0
17.1	Other liability - occurrence	2,260,676	115,539	5.1	(1.0)
17.2	Other liability - claims-made	2,622,892	1,948,829	74.3	3.4
17.3	Excess workers' compensation				
18.1	Products liability - occurrence	14,394			
18.2	Products liability - claims-made				
19.1,19.2	Private passenger auto liability	4,052,922	2,180,783	53.8	47.9
19.3,19.4	Commercial auto liability	14,450,536	5,341,979	37.0	43.9
21.	Auto physical damage	7,037,058	4,882,510	69.4	44.7
22.	Aircraft (all perils)				
23.	Fidelity				
24.	Surety	2,259			
26.	Burglary and theft	1,281			
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	72,331,258	43,454,650	60.1	47.2
DETAILS OF WRITE-INS					
3401.	.....			
3402.	.....			
3403.	.....			
3498.	Summary of remaining write-ins for Line 34 from overflow page				
3499.	Totals (Lines 3401 through 3403 plus 3498)(Line 34 above)				

PART 2 - DIRECT PREMIUMS WRITTEN

Line of Business		1 Current Quarter	2 Current Year to Date	3 Prior Year Year to Date
1.	Fire	65,926	78,955	25,485
2.	Allied Lines	41,355	49,130	18,155
3.	Farmowners multiple peril			
4.	Homeowners multiple peril	1,987,893	3,468,868	2,876,831
5.	Commercial multiple peril	8,177,962	15,286,552	16,989,110
6.	Mortgage guaranty			
8.	Ocean marine			
9.	Inland marine	143,201	196,477	116,074
10.	Financial guaranty			
11.1	Medical professional liability - occurrence			
11.2	Medical professional liability - claims-made			
12.	Earthquake	2,956	4,596	5,015
13.	Group accident and health			
14.	Credit accident and health			
15.	Other accident and health			
16.	Workers' compensation	8,433,847	16,382,594	13,164,458
17.1	Other liability - occurrence	682,433	1,227,559	1,448,797
17.2	Other liability - claims-made	1,252,231	2,957,926	2,946,636
17.3	Excess workers' compensation			
18.1	Products liability - occurrence	13,965	20,275	18,119
18.2	Products liability - claims-made			
19.1,19.2	Private passenger auto liability	2,068,312	3,932,045	4,345,525
19.3,19.4	Commercial auto liability	5,426,627	11,510,780	11,676,068
21.	Auto physical damage	3,189,773	6,250,523	6,355,721
22.	Aircraft (all perils)			
23.	Fidelity			
24.	Surety			
26.	Burglary and theft	1,622	1,515	1,006
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	31,488,103	61,367,796	59,987,000
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 JUNE 30, 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	2,703	20	2,724	12,456	141	7,933	20,530	839	(968)	(129)									
2. 2009	2,492	3,360	5,852	814	13	827	2,188	92	2,564	4,844	510	(691)	(181)									
3. Subtotals 2009 + Prior	16,812	12,422	29,234	3,517	33	3,551	14,644	233	10,497	25,374	1,349	(1,659)	(310)									
4. 2010	3,468	5,154	8,622	1,361	135	1,496	2,802	237	4,130	7,169	695	(652)	43									
5. Subtotals 2010 + Prior	20,280	17,577	37,856	4,878	168	5,046	17,446	470	14,627	32,543	2,044	(2,311)	(267)									
6. 2011	XXX	XXX	XXX	XXX	2,049	2,049	XXX	2,261	3,406	5,667	XXX	XXX	XXX									
7. Totals	20,280	17,577	37,856	4,878	2,217	7,095	17,446	2,732	18,033	38,210	2,044	(2,311)	(267)									
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. 10.1	2. (13.1)	3. (0.7)									
											Col. 13, Line 7 As a % of Col. 1 Line 8											
											4. (0.7)											

STATEMENT AS OF JUNE 30, 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.

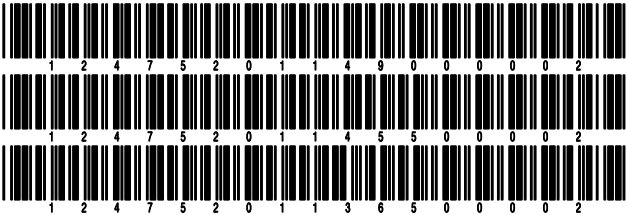
	Response
1. Will the Trusteed Surplus Statement be filed with the state of domicile and the NAIC with this statement?	NO
2. Will Supplement A to Schedule T (Medical Professional Liability Supplement) be filed with this statement?	NO
3. Will the Medicare Part D Coverage Supplement be filed with the state 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 JUNE 30, 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	683,485	683,485		
2505.	Clearing Accounts	14,681	14,681		939
2506.	Deposits	400	400		
2597.	Summary of remaining write-ins for Line 25 from overflow page	698,566	698,566		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	9,814,917	21,449,098
3. Accrual of discount	16,583	37,850
4. Unrealized valuation increase (decrease)	(1,532,852)	440,267
5. Total gain (loss) on disposals	1,851,747	426,229
6. Deduct consideration for bonds and stocks disposed of	10,167,365	16,016,004
7. Deduct amortization of premium	158,543	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)	77,921,513	78,097,026
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	77,921,513	78,097,026

STATEMENT AS OF JUNE 30, 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)	66,706,093	6,533,214	3,630,573	461,834	66,706,093	70,070,568		68,185,780
2. Class 2 (a)	7,134,331	1,757,098		(530,511)	7,134,331	8,360,918		6,645,783
3. Class 3 (a)								
4. Class 4 (a)								
5. Class 5 (a)								
6. Class 6 (a)								
7. Total Bonds	73,840,424	8,290,312	3,630,573	(68,677)	73,840,424	78,431,486		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	73,840,424	8,290,312	3,630,573	(68,677)	73,840,424	78,431,486		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 \$509,970 ; 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]

STATEMENT AS OF JUNE 30, 2011 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

SCHEDULE DB - PART C - SECTION 2

Replication (Synthetic Asset) Transactions Open

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

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	4,668,852	11,341,969
3. Accrual of discount	594	2,134
4. Unrealized valuation increase (decrease)		
5. Total gain (loss) on disposals	267	30,136
6. Deduct consideration received on disposals	5,439,475	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)	409,971	1,179,733
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	409,971	1,179,733

SCHEDULE A - PART 2

[illegible]

SCHEDULE A - PART 3

[illegible]

STATEMENT AS OF JUNE 30, 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 JUNE 30, 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 JUNE 30, 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)
3128M8-RA-4	FG G06481		.05/23/2011	WELLS FARGO SECURITIES LLC		519,063	500,000	1,563	1
3132GD-SA-6	FG 000841		.05/31/2011	ROYAL BANK OF SCOTLAND US		519,233	499,338	749	1
3132GD-H5-4	FG 000252		.04/25/2011	J.P. MORGAN		1,025,625	1,000,000	3,375	1
3132GE-FV-7	FG Q01080		.05/25/2011	ROYAL BANK OF SCOTLAND US		519,375	500,000	1,625	1
31416X-7K-0	FN AB2697		.05/24/2011	J.P. MORGAN		517,557	498,775	1,621	1
3199999. Bonds - U.S. Special Revenues						3,100,853	2,998,113	8,933	XXX
031162-BF-6	AMGEN INC		.06/27/2011	BARCLAYS AMERICAN		199,536	200,000		1FE
133131-AR-3	CAMDEN PROPERTY TRUST		.06/02/2011	VARIOUS		398,505	400,000	77	2FE
149123-BV-2	CATERPILLAR INC		.05/24/2011	VARIOUS		298,881	300,000		1FE
40426W-AV-3	COMMONWEALTH REIT		.06/02/2011	UBS SECURITIES		447,004	400,000	10,492	2FE
440452-AE-0	HORMEL FOODS CORP		.04/04/2011	J.P. MORGAN		199,430	200,000		1FE
49446X-AA-4	KIMCO REALTY CORP		.06/03/2011	JEFFERIES & CO		511,721	495,000	7,509	2FE
96332H-CD-9	WHIRLPOOL CORP		.06/02/2011	CITIGROUP GLOBAL MARKETS		399,868	400,000		2FE
3899999. Bonds - Industrial and Miscellaneous (Unaffiliated)						2,454,945	2,395,000	18,078	XXX
8399997. Total - Bonds - Part 3						5,555,798	5,393,113	27,011	XXX
8399998. Total - Bonds - Part 5						XXX	XXX	XXX	XXX
8399999. Total - Bonds						5,555,798	5,393,113	27,011	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
064058-10-0	BANK OF NEW YORK MELLON CORP		.05/18/2011	CASH IN LIEU	0.340	10			L
084670-70-2	BERKSHIRE HATHAWAY INC-CL B		.05/18/2011	BARCLAYS AMERICAN	1.000	79			L
09247X-10-1	BLACKROCK INC		.05/11/2011	BARCLAYS AMERICAN	30.000	5,859			L
156700-10-6	CENTURYLINK INC		.04/01/2011	FREE RECEIVE OF SECURITIES	99.840	2,310			L
169656-10-5	CHIPOTLE MEXICAN GRILL INC		.05/11/2011	BARCLAYS AMERICAN	10.000	2,711			L
172967-42-4	CITIGROUP INC		.05/12/2011	BARCLAYS AMERICAN	9,886.000	414,073			L
28176E-10-8	EDWARDS LIFESCIENCES CORP		.05/11/2011	BARCLAYS AMERICAN	30.000	2,636			L
35906A-10-8	FRONTIER COMMUNICATIONS CORP		.05/18/2011	CASH IN LIEU	0.004				L
446413-10-6	HUNTINGTON INGALLS INDUSTRIE		.03/31/2011	ADJUSTMENT	0.001				L
481165-10-8	JOY GLOBAL INC		.05/11/2011	BARCLAYS AMERICAN	30.000	2,685			L
929042-10-9	VORNADO REALTY TRUST		.05/18/2011	BARCLAYS AMERICAN	2.000	193			L
80105N-11-3	SANOFI CVR	F.	.04/11/2011	MERGER	200.000	471			L
62554F-11-3	COVIDIEN PLC	R.	.05/11/2011	BARCLAYS AMERICAN	120.000	6,733			L
9099999. Common Stocks - Industrial and Miscellaneous (Unaffiliated)						437,760	XXX		XXX
9799997. Total - Common Stocks - Part 3						437,760	XXX		XXX
9799998. Total - Common Stocks - Part 5						XXX	XXX	XXX	XXX
9799999. Total - Common Stocks						437,760	XXX		XXX
9899999. Total - Preferred and Common Stocks						437,760	XXX		XXX
9999999 - Totals						5,993,558	XXX	27,011	XXX

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

STATEMENT AS OF JUNE 30, 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		06/01/2011	MBS PAYMENT		14,415	14,415	14,138	14,395		21		21		14,415				305	10/01/2037	1
36202E-SB-6	G2 4114		06/01/2011	MBS PAYMENT		53,905	53,905	54,341	53,935		(30)		(30)		53,905				1,210	12/01/2037	1
36202F-BH-8	G2 4540		06/01/2011	MBS PAYMENT		25,135	25,135	25,320	25,142		(7)		(7)		25,135				470	06/01/2039	1
36205B-4L-3	GN 386127		06/01/2011	MBS PAYMENT		528	528	529	528						528				18	11/01/2029	1
36209D-B2-9	GN 468157		06/01/2011	MBS PAYMENT		266	266	266	266						266				7	07/01/2027	1
36209M-4A-9	GN 476117		06/01/2011	MBS PAYMENT		26	26	27	27						26				1	05/01/2026	1
36209U-PA-8	GN 482017		06/01/2011	MBS PAYMENT		333	333	333	333						333				9	04/01/2027	1
36209W-4J-8	GN 484225		06/01/2011	MBS PAYMENT		49	49	54	49						49				1	08/01/2027	1
36210Y-D9-3	GN 506028		06/01/2011	MBS PAYMENT		239	239	238	239						239				7	04/01/2025	1
36211C-QY-1	GN 509071		06/01/2011	MBS PAYMENT		282	282	268	282						282				8	07/01/2028	1
36213E-L3-8	GN 552146		06/01/2011	MBS PAYMENT		3,754	3,754	3,777	3,756		(2)		(2)		3,754				94	03/01/2016	1
36220U-Z2-0	GN 288861		06/01/2011	MBS PAYMENT		2,453	2,453	2,435	2,450		3		3		2,453				75	10/01/2021	1
36224J-HS-4	GN 329741		06/01/2011	MBS PAYMENT		491	491	503	492		(1)		(1)		491				15	12/01/2020	1
36225A-KU-3	GN 780307		06/01/2011	MBS PAYMENT		247	247	264	248		(1)		(1)		247				9	04/01/2021	1
36225A-NY-2	GN 780407		06/01/2011	MBS PAYMENT		1,756	1,756	1,767	1,757		(1)		(1)		1,756				53	09/01/2023	1
36225A-XC-9	GN 780675		06/01/2011	MBS PAYMENT		1,076	1,076	1,082	1,076		(1)		(1)		1,076				31	08/01/2023	1
36290S-ZC-8	GN 616439		06/01/2011	MBS PAYMENT		2,434	2,434	2,425	2,434						2,434				51	03/01/2024	1
0599999. Bonds - U.S. Governments						107,389	107,389	107,767	107,409		(19)		(19)		107,389				2,364	XXX	XXX
31283G-K8-9	FG 600319		06/01/2011	MBS PAYMENT		1,087	1,087	1,140	1,091		(3)		(3)		1,087				50	06/01/2021	1
31283H-HN-8	FG 601137		06/01/2011	MBS PAYMENT		48	48	47	48						48				1	12/01/2028	1
31287O-ND-9	FG 064888		06/01/2011	MBS PAYMENT		2,285	2,285	2,313	2,289		(4)		(4)		2,285				64	10/01/2030	1
31288E-B5-5	FG 075460		06/01/2011	MBS PAYMENT		7,783	7,783	7,896	7,798		(14)		(14)		7,783				178	07/01/2031	1
31288H-6W-5	FG 078985		06/01/2011	MBS PAYMENT		11,754	11,754	11,774	11,755		(1)		(1)		11,754				231	09/01/2031	1
31289W-Z2-0	FG 092592		06/01/2011	MBS PAYMENT		6,439	6,439	6,639	6,457		(18)		(18)		6,439				157	07/01/2017	1
3128M8-RA-4	FG 006481		06/01/2011	MBS PAYMENT		2,250	2,250	2,336							2,250				8	03/01/2041	1
3128MC-UW-3	FG 613997		06/01/2011	MBS PAYMENT		17,183	17,183	17,613			(17)		(17)		17,183				188	08/01/2025	1
312926-ZB-7	FG A80738		06/01/2011	MBS PAYMENT		9,335	9,335	9,353	9,337		(1)		(1)		9,335				253	01/01/2038	1
31292H-D6-8	FG C01025		06/01/2011	MBS PAYMENT		413	413	417	413						413				12	03/01/2029	1
31292H-S8-8	FG C01443		06/01/2011	MBS PAYMENT		7,330	7,330	7,420	7,341		(11)		(11)		7,330				166	11/01/2031	1
31292H-SZ-8	FG C01436		06/01/2011	MBS PAYMENT		10,592	10,592	10,716	10,609		(17)		(17)		10,592				234	10/01/2031	1
31293R-ME-8	FG C27557		06/01/2011	MBS PAYMENT		165	165	158	165						165				4	12/01/2026	1
312942-NF-8	FG A93990		06/01/2011	MBS PAYMENT		5,944	5,944	6,149	5,959		(15)		(15)		5,944				100	06/01/2040	1
31298U-CF-4	FG C57270		06/01/2011	MBS PAYMENT		297	297	293	297						297				8	02/01/2030	1
31298W-CR-4	FG C59080		06/01/2011	MBS PAYMENT		456	456	454	456						456				11	08/01/2027	1
3132GD-H5-4	FG 000252		06/01/2011	MBS PAYMENT		8,694	8,694	8,917			(2)		(2)		8,694				60	03/01/2041	1
3132GE-FV-7	FG 001080		06/01/2011	MBS PAYMENT		812	812	844							812				3	04/01/2041	1
313615-LF-1	FN 50726		06/01/2011	MBS PAYMENT		462	462	463	462						462				14	11/01/2021	1
31365D-UL-7	FN 124887		06/01/2011	MBS PAYMENT		2,120	2,120	2,134	2,121		(1)		(1)		2,120				66	12/01/2021	1
31369S-LS-5	FN 219137		06/01/2011	MBS PAYMENT		189	189	188	189						189				5	08/01/2022	1
31369T-N7-7	FN 220114		06/01/2011	MBS PAYMENT		103	103	103	103						103				3	11/01/2021	1
31371J-PQ-1	FN 253431		06/01/2011	MBS PAYMENT		239	239	240	240						239				8	02/01/2015	1
31371K-HW-4	FN 254145		06/01/2011	MBS PAYMENT		6,374	6,374	6,425	6,380		(6)		(6)		6,374				144	09/01/2030	1
31371N-OM-5	FN 256676		06/01/2011	MBS PAYMENT		26,752	26,752	26,518	26,719		33		33		26,752				608	10/01/2026	1
31380S-5J-8	FN 449149		06/01/2011	MBS PAYMENT		81	81	80	81						81				2	02/01/2027	1
31384P-J6-3	FN 529585		06/01/2011	MBS PAYMENT		269	269	259	268		1		1		269				8	12/01/2014	1
31385C-YQ-0	FN 540819		06/01/2011	MBS PAYMENT		637	637	629	636		1		1		637				18	12/01/2013	1
31386T-FU-4	FN 572679		06/01/2011	MBS PAYMENT		194	194	197	194						194				5	01/01/2029	1
3138A5-G4-8	FN AH3818		06/01/2011	MBS PAYMENT		7,389	7,389	7,490			(2)		(2)		7,389				74	11/01/2040	1
31390E-SX-1	FN 644134		06/01/2011	MBS PAYMENT		1,223	1,223	1,230	1,223						1,223				27	09/01/2031	1
31390X-VK-3	FN 659518		06/01/2011	MBS PAYMENT		1,597	1,597	1,634	1,602		(4)		(4)		1,597				33	02/01/2032	1
31391A-WP-0	FN 661354		06/01/2011	MBS PAYMENT		1,646	1,646	1,689	1,651		(5)		(5)		1,646				34	10/01/2031	1
31396G-LP-4	FHR 3101 UA		06/01/2011	MBS PAYMENT		24,402	24,402	24,435	24,402						24,402				517	07/01/2011	1
31403A-XD-2	FN 743276		06/01/2011	MBS PAYMENT		13,459	13,459	13,821	13,461		(1)		(1)		13,459				271	03/01/2032	1
31403C-6L-0	FN 745275		06/01/2011	MBS PAYMENT		11,441	11,441	11,146	11,410		31		31		11,441				236	03/01/2035	1
31403C-6U-0	FN 745283		06/01/2011	MBS PAYMENT		21,172	21,172	20,451	21,115		58		58		21,172				479	02/01/2035	1
31404F-J4-6	FN 767183		06/01/2011	MBS PAYMENT		17,208	17,208	17,137	17,202		6		6		17,208				341	06/01/2018	1
31408J-DS-7	FN 852513		06/01/2011	MBS PAYMENT		16,400	16,400	16,237	16,375		25		25		16,400				364	05/01/2035	1
31409W-D9-9	FN 880428		06/01/2011	MBS PAYMENT		18,194	18,194	18,252	18,196		(1)		(1)		18,194				508	11/01/2035	1

STATEMENT AS OF JUNE 30, 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	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 During Year	Maturity Date	NAIC Desig- nation or Market In- dicator (a)	
.31410F-SK-2	FN 888022		06/01/2011	MBS PAYMENT		12,952	12,952	12,948	12,952						12,952				270	11/01/2034	1	
.31410X-ZR-0	FN 900852		06/01/2011	MBS PAYMENT		10,389	10,389	10,443	10,394		(5)		(5)		10,389				260	06/01/2036	1	
.31411R-GX-0	FN 912914		06/01/2011	MBS PAYMENT		18,864	18,864	18,628	18,845		19		19		18,864				436	08/01/2036	1	
.31416X-7K-0	FN AB2697		06/01/2011	MBS PAYMENT		6,873	6,873	7,132							6,873				26	02/01/2041	1	
.31417Y-RW-9	FN MA0500		06/01/2011	MBS PAYMENT		7,642	7,642	7,930			(4)		(4)		7,642				85	05/01/2040	1	
.31417Y-T7-2	FN MA0573		06/01/2011	MBS PAYMENT		9,700	9,700	10,006	9,718		(18)		(18)		9,700				144	08/01/2025	1	
.31419F-FW-1	FN AE4680		06/01/2011	MBS PAYMENT		4,427	4,427	4,591	4,434		(7)		(7)		4,427				74	08/01/2040	1	
.31419G-XX-7	FN AE6093		06/01/2011	MBS PAYMENT		14,371	14,371	14,908	14,401		(30)		(30)		14,371				194	08/01/2025	1	
3199999. Bonds - U.S. Special Revenues						349,636	349,636	351,823	298,789		(13)		(13)		349,636				6,982	XXX	XXX	
.039483-AG-7	ARCHER DANIELS		04/15/2011	MATURITY		250,000	250,000	317,660	252,797		(2,797)		(2,797)		250,000				11,094	04/15/2011	1FE	
.46625M-V6-3	JPMCC 2004-C1 A2		06/01/2011	MBS PAYMENT		11,689	11,689	11,746	11,689						11,689				210	09/01/2013	1Z*	
.61746W-ET-3	MSDWC 2001-PPM A3		04/21/2011	PRIOR YEAR INCOME															(35)	03/15/2011	1FE	
.98156D-AF-4	WOART 2007-B A4		06/15/2011	MBS PAYMENT		87,173	87,173	87,155	87,001		172		172		87,173				1,939	12/15/2011	1FE	
3899999. Bonds - Industrial and Miscellaneous (Unaffiliated)						348,862	348,862	416,561	351,487		(2,625)		(2,625)		348,862				13,208	XXX	XXX	
8399997. Total - Bonds - Part 4						805,887	805,887	876,151	757,685		(2,657)		(2,657)		805,887				22,554	XXX	XXX	
8399998. Total - Bonds - Part 5						XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
8399999. Total - Bonds						805,887	805,887	876,151	757,685		(2,657)		(2,657)		805,887				22,554	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	XXX
8999999. Total - Preferred Stocks							XXX													XXX	XXX	
.001055-10-2	AFLAC INC		06/01/2011	VARIOUS	190,000	10,173		5,833	10,722	(4,889)			(4,889)		5,833		4,340		4,340		90	L
.00130H-10-5	AES CORP		05/17/2011	BARCLAYS AMERICAN	260,000	3,284		1,701	3,045	(1,473)			(1,473)		1,701		1,583		1,583			L
.001547-10-8	AK STEEL HOLDING CORP		06/10/2011	VARIOUS	40,000	577		623							623		(46)		(46)		4	L
.00206R-10-2	AT&T INC		06/06/2011	VARIOUS	2,387,006	74,469		51,204	70,130	(18,926)			(18,926)		51,204		23,264		23,264		2,053	L
.002824-10-0	ABBOTT LABORATORIES		05/17/2011	BARCLAYS AMERICAN	620,000	33,162		25,524	29,704	(4,180)			(4,180)		25,524		7,638		7,638		570	L
.002896-20-7	ABERCROMBIE & FITCH CO-CL A		05/17/2011	BARCLAYS AMERICAN	30,000	2,206		744	1,729	(985)			(985)		744		1,462		1,462		5	L
.00724F-10-1	ADOBE SYSTEMS INC		05/17/2011	BARCLAYS AMERICAN	200,000	6,947		4,004	6,156	(2,153)			(2,153)		4,004		2,944		2,944			L
.007903-10-7	ADVANCED MICRO DEVICES		05/17/2011	BARCLAYS AMERICAN	230,000	2,001		1,723							1,723		279		279			L
.00817Y-10-8	AETNA INC		05/17/2011	BARCLAYS AMERICAN	160,000	6,962		2,510	4,882	(2,371)			(2,371)		2,510		4,452		4,452		24	L
.00846U-10-1	AGILENT TECHNOLOGIES INC		05/17/2011	BARCLAYS AMERICAN	140,000	7,165		3,152	5,800	(2,648)			(2,648)		3,152		4,013		4,013			L
.009158-10-6	AIR PRODUCTS & CHEMICALS INC		05/17/2011	BARCLAYS AMERICAN	90,000	8,265		4,374	8,186	(3,812)			(3,812)		4,374		3,891		3,891		101	L
.009363-10-2	AIRGAS INC		05/17/2011	BARCLAYS AMERICAN	30,000	2,014		1,861							1,861		153		153		9	L
.00971T-10-1	AKAMAI TECHNOLOGIES INC		05/17/2011	BARCLAYS AMERICAN	70,000	2,335		3,348							3,348		(1,013)		(1,013)			L
.013817-10-1	ALCOA INC		05/17/2011	BARCLAYS AMERICAN	410,000	6,946		6,663							6,663		283		283		20	L
.01741R-10-2	ALLEGHENY TECHNOLOGIES INC		05/17/2011	BARCLAYS AMERICAN	40,000	2,719		2,336							2,336		383		383		7	L
.018490-10-2	ALLERGAN INC		05/17/2011	BARCLAYS AMERICAN	120,000	9,761		6,179	6,867	(2,130)			(2,130)		6,179		3,582		3,582		6	L
.020002-10-1	ALLSTATE CORP		05/17/2011	BARCLAYS AMERICAN	210,000	6,856		6,678							6,678		178		178		44	L
.021441-10-0	ALTERA CORP		06/01/2011	VARIOUS	120,000	5,648		2,615	3,558	(1,701)			(1,701)		2,615		3,033		3,033		14	L
.02209S-10-3	ALTRIA GROUP INC		05/17/2011	BARCLAYS AMERICAN	840,000	22,940		9,399	20,681	(11,282)			(11,282)		9,399		13,541		13,541		319	L
.02313S-10-6	AMAZON.COM INC		05/17/2011	BARCLAYS AMERICAN	150,000	29,464		7,329	27,000	(19,671)			(19,671)		7,329		22,135		22,135			L
.023608-10-2	AMEREN CORPORATION		05/17/2011	BARCLAYS AMERICAN	90,000	2,671		2,613							2,613		58		58		35	L
.025537-10-1	AMERICAN ELECTRIC POWER		06/10/2011	VARIOUS	190,000	7,133		5,723	5,397	(1,141)			(1,141)		5,723		1,410		1,410		175	L
.025816-10-9	AMERICAN EXPRESS CO		05/17/2011	BARCLAYS AMERICAN	420,000	20,950		16,861	18,026	(1,165)			(1,165)		16,861		4,088		4,088		166	L
.026874-15-6	AMERICAN INTERNATIONAL-CW21		05/11/2011	BARCLAYS AMERICAN	53,000	466		901							901		(435)		(435)			L
.026874-78-4	AMERICAN INTERNATIONAL GROUP		05/17/2011	BARCLAYS AMERICAN	60,000	1,846		1,354	2,913	(1,559)			(1,559)		1,354		492		492			L
.029912-20-1	AMERICAN TOWER CORP-CL A		05/17/2011	BARCLAYS AMERICAN	160,000	8,446		7,459	5,164	(787)			(787)		7,459		987		987			L
.03073E-10-5	AMERISOURCEBERGEN CORP		05/17/2011	BARCLAYS AMERICAN	110,000	4,631		1,496	3,753	(2,258)			(2,258)		1,496		3,136		3,136		11	L
.03076C-10-6	AMERIPRISE FINANCIAL INC		05/17/2011	BARCLAYS AMERICAN	100,000	6,222		2,860	5,755	(2,895)			(2,895)		2,860		3,362		3,362		41	L
.031162-10-0	AMGEN INC		05/17/2011	BARCLAYS AMERICAN	380,000	22,527		21,150	16,470	107			107		21,150		1,377		1,377			L
.03209S-10-1	AMPHENOL CORP-CL A		05/17/2011	BARCLAYS AMERICAN	70,000	3,873		3,857							3,857		16		16		1	L
.032511-10-7	ANADARKO PETROLEUM CORP		05/17/2011	BARCLAYS AMERICAN	200,000	14,763		5,704	15,232	(9,528)			(9,528)		5,704		9,059		9,059		18	L
.032654-10-5	ANALOG DEVICES INC		05/17/2011	BARCLAYS AMERICAN	120,000	4,879		4,655							4,655		224		224		26	L
.037389-10-3	AON CORP		05/17/2011	BARCLAYS AMERICAN	130,000	6,873		5,705	4,601	(264)			(264)		5,705		1,168		1,168		39	L
.037411-10-5	APACHE CORP		05/17/2011	BARCLAYS AMERICAN	160,000	19,586		5,745	19,077	(13,331)			(13,331)		5,745		13,841		13,841		48	L
.03748R-10-1	APARTMENT INVT & MGMT CO -A		05/17/2011	BARCLAYS AMERICAN	40,000	1,041		1,014							1,014		26		26		5	L
.037604-10-5	APOLLO GROUP INC-CL A		05/17/2011	BARCLAYS AMERICAN	50,000	2,082		2,087							2,087		(5)		(5)			L
.037833-10-0	APPLE INC		05/17/2011	BARCLAYS AMERICAN	370,000	125,013		26,825	119,347	(92,522)			(92,522)		26,825		98,188		98,188			L

STATEMENT AS OF JUNE 30, 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)
.038222-10-5	APPLIED MATERIALS INC		05/17/2011	BARCLAYS AMERICAN	540,000	7,941		8,300							8,300		(359)	(359)	38		
.039483-10-2	ARCHER-DANIELS-MIDLAND CO		06/09/2011	VARIOUS	250,000	8,051		3,326	7,520	(4,195)			(4,195)		3,326		4,725	4,725	64		
.04621X-10-8	ASSURANT INC		05/17/2011	BARCLAYS AMERICAN	40,000	1,538		1,553							1,553		(15)	(15)	6		
.052769-10-6	AUTODESK INC		05/17/2011	BARCLAYS AMERICAN	90,000	3,999		2,287	3,438	(1,151)			(1,151)		2,287		1,712	1,712			
.053015-10-3	AUTOMATIC DATA PROCESSING		05/17/2011	BARCLAYS AMERICAN	200,000	10,704		7,058	9,256	(2,198)			(2,198)		7,058		3,646	3,646	72		
.05329W-10-2	AUTONATION INC		05/17/2011	BARCLAYS AMERICAN	20,000	671		589							589		81	81			
.053332-10-2	AUTOZONE INC		05/17/2011	BARCLAYS AMERICAN	10,000	2,812		814	2,726	(1,912)			(1,912)		814		1,997	1,997			
.053484-10-1	AVALONBAY COMMUNITIES INC		05/17/2011	BARCLAYS AMERICAN	40,000	5,092		4,586							4,586		506	506	36		
.053611-10-9	AVERY DENNISON CORP		05/17/2011	BARCLAYS AMERICAN	40,000	1,682		1,681							1,681		1	1	10		
.054303-10-2	AVON PRODUCTS INC		06/01/2011	VARIOUS	170,000	5,081		5,157	2,906	180			180		5,157		(77)	(77)	62		
.054937-10-7	BB&T CORP		05/17/2011	BARCLAYS AMERICAN	280,000	7,508		7,561	2,629	(92)			(92)		7,561		(53)	(53)	63		
.055921-10-0	BMC SOFTWARE INC		05/17/2011	BARCLAYS AMERICAN	70,000	3,739		3,375							3,375		364	364			
.057224-10-7	BAKER HUGHES INC		05/17/2011	BARCLAYS AMERICAN	170,000	11,725		5,918	9,719	(3,801)			(3,801)		5,918		5,807	5,807	51		
.058498-10-6	BALL CORP		05/17/2011	BARCLAYS AMERICAN	80,000	3,092		2,802							2,802		289	289	6		
.060505-10-4	BANK OF AMERICA CORP		05/17/2011	BARCLAYS AMERICAN	4,070,000	48,880		56,928	53,360	2,613			2,613		56,928		(8,048)	(8,048)	41		
.064058-10-0	BANK OF NEW YORK MELLON CORP		06/06/2011	BARCLAYS AMERICAN	497,000	14,043		13,340	14,999	(1,669)			(1,669)		13,340		703	703	109		
.067383-10-9	CR BARD INC		05/17/2011	BARCLAYS AMERICAN	40,000	4,356		3,720							3,720		635	635	7		
.071813-10-9	BAXTER INTERNATIONAL INC		05/17/2011	BARCLAYS AMERICAN	230,000	13,564		6,898	11,643	(4,745)			(4,745)		6,898		6,666	6,666	71		
.075887-10-9	BECTON DICKINSON AND CO		05/17/2011	BARCLAYS AMERICAN	90,000	7,906		3,257	7,607	(4,350)			(4,350)		3,257		4,649	4,649	37		
.075996-10-0	BED BATH & BEYOND INC		05/17/2011	BARCLAYS AMERICAN	100,000	5,512		2,558	4,915	(2,358)			(2,358)		2,558		2,955	2,955			
.081437-10-5	BEMIS COMPANY		06/01/2011	VARIOUS	40,000	1,306		1,306							1,306				14		
.084670-70-2	BERKSHIRE HATHAWAY INC-CL B		05/23/2011	VARIOUS	697,000	55,492		55,588	46,944	(594)			(594)		55,588		(96)	(96)			
.086516-10-1	BEST BUY CO INC		05/17/2011	BARCLAYS AMERICAN	130,000	4,072		4,440	4,458	(17)			(17)		4,440		(369)	(369)	20		
.089302-10-3	BIG LOTS INC		05/17/2011	BARCLAYS AMERICAN	30,000	1,162		364	914	(550)			(550)		364		798	798			
.09062X-10-3	BIOGEN IDEC INC		05/17/2011	BARCLAYS AMERICAN	95,000	9,106		3,147	6,370	(3,222)			(3,222)		3,147		5,959	5,959			
.09247X-10-1	BLACKROCK INC		05/17/2011	BARCLAYS AMERICAN	30,000	5,732		5,859							5,859		(128)	(128)			
.093671-10-5	H&R BLOCK INC		05/17/2011	BARCLAYS AMERICAN	120,000	1,878		2,170	1,191	718			718		2,170		(292)	(292)	18		
.097023-10-5	BOEING CO/THE		06/03/2011	VARIOUS	300,000	23,483		11,708	19,578	(7,870)			(7,870)		11,708		11,775	11,775	252		
.101121-10-1	BOSTON PROPERTIES INC		05/17/2011	BARCLAYS AMERICAN	60,000	6,256		2,251	5,166	(2,915)			(2,915)		2,251		4,005	4,005	30		
.101137-10-1	BOSTON SCIENTIFIC CORP		05/17/2011	BARCLAYS AMERICAN	610,000	4,215		4,233	2,271	(221)			(221)		4,233		(18)	(18)			
.110122-10-8	BRISTOL-MYERS SQUIBB CO		05/17/2011	BARCLAYS AMERICAN	690,000	19,769		18,273	18,271	2			2		18,273		1,496	1,496	617		
.111320-10-7	BROADCAST CORP-CL A		05/17/2011	BARCLAYS AMERICAN	180,000	6,022		3,536	7,839	(4,303)			(4,303)		3,536		2,486	2,486	16		
.115637-20-9	BROWN-FORMAN CORP-CLASS B		05/17/2011	BARCLAYS AMERICAN	40,000	2,848		2,699							2,699		149	149	13		
.124857-20-2	CBS CORP-CLASS B NON VOTING		05/17/2011	BARCLAYS AMERICAN	270,000	7,043		4,271	3,810	(982)			(982)		4,271		2,771	2,771	14		
.12497T-10-1	CB RICHARD ELLIS GROUP INC-A		05/17/2011	BARCLAYS AMERICAN	110,000	2,893		2,394							2,394		499	499			
.125269-10-0	CF INDUSTRIES HOLDINGS INC		05/17/2011	BARCLAYS AMERICAN	30,000	4,072		3,922							3,922		150	150	5		
.12541W-20-9	C.H. ROBINSON WORLDWIDE INC		05/17/2011	BARCLAYS AMERICAN	70,000	5,586		5,449							5,449		137	137	20		
.125509-10-9	CIGNA CORP		05/17/2011	BARCLAYS AMERICAN	110,000	5,275		4,579							4,579		695	695	4		
.125720-10-5	CME GROUP INC		05/17/2011	BARCLAYS AMERICAN	30,000	8,943		9,207							9,207		(264)	(264)	42		
.125896-10-0	CMS ENERGY CORP		05/17/2011	BARCLAYS AMERICAN	90,000	1,809		1,760							1,760		50	50	38		
.126408-10-3	CSX CORP		06/06/2011	BARCLAYS AMERICAN	150,000	11,393		6,919	6,461	(3,056)			(3,056)		6,919		4,474	4,474	71		
.126650-10-0	CVS CAREMARK CORP		05/17/2011	BARCLAYS AMERICAN	544,000	20,677		10,802	18,915	(8,113)			(8,113)		10,802		9,875	9,875	136		
.12673P-10-5	CA INC		05/17/2011	BARCLAYS AMERICAN	150,000	3,508		3,369	3,666	(297)			(297)		3,369		139	139	6		
.12686C-10-9	CABLEVISION SYSTEMS-NY GRP-A		06/06/2011	VARIOUS	90,000	3,101		3,101							3,101		1	1	19		
.127097-10-3	CABOT OIL & GAS CORP		05/17/2011	BARCLAYS AMERICAN	40,000	2,127		1,582							1,582		545	545	2		
.13342B-10-5	CAMERON INTERNATIONAL CORP		05/17/2011	BARCLAYS AMERICAN	100,000	4,859		5,033							5,033		(174)	(174)			
.134429-10-9	CAMPBELL SOUP CO		05/17/2011	BARCLAYS AMERICAN	70,000	2,412		1,938	2,433	(494)			(494)		1,938		474	474	20		
.14040H-10-5	CAPITAL ONE FINANCIAL CORP		05/17/2011	BARCLAYS AMERICAN	180,000	9,554		6,985	7,661	(676)			(676)		6,985		2,569	2,569	9		
.14149Y-10-8	CARDINAL HEALTH INC		05/17/2011	BARCLAYS AMERICAN	140,000	6,264		5,785							5,785		479	479	27		
.14170T-10-1	CAREFUSION CORP		05/17/2011	BARCLAYS AMERICAN	90,000	2,648		2,359							2,359		289	289			
.143130-10-2	CARMAX INC		05/17/2011	BARCLAYS AMERICAN	90,000	2,791		2,886							2,886		(95)	(95)			
.143658-30-0	CARNIVAL CORP		05/17/2011	BARCLAYS AMERICAN	170,000	6,819		5,950	7,839	(1,889)			(1,889)		5,950		869	869	43		
.149123-10-1	CATERPILLAR INC		05/17/2011	BARCLAYS AMERICAN	260,000	27,773		9,560	24,352	(14,792)			(14,792)		9,560		18,213	18,213	229		
.151020-10-4	CELGENE CORP		05/17/2011	BARCLAYS AMERICAN	190,000	11,283		10,127	11,237	(1,109)			(1,109)		10,127		1,156	1,156			
.15189T-10-7	CENTERPOINT ENERGY INC		06/10/2011	VARIOUS	170,000	3,195		1,650	2,672	(1,023)			(1,023)		1,650		1,545	1,545	53		
.156700-10-6	CENTURYLINK INC		05/18/2011	VARIOUS	222,840	9,336		5,139	5,679	(2,850)			(2,850)		5,139		4,197	4,197	89		
.156708-10-9	CEPHALON INC		05/17/2011	BARCLAYS AMERICAN	30,000	2,391		1,778							1,778		612	612			
.156782-10-4	CERNER CORP		05/17/2011	BARCLAYS AMERICAN	30,000	3,543		2,889							2,889		653	653			
.165167-10-7	CHESAPEAKE ENERGY CORP		05/17/2011	BARCLAYS AMERICAN	260,000	7,754		5,759	6,737	(977)			(977)		5,759		1,995	1,995	20		

STATEMENT AS OF JUNE 30, 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)
166764-10-0	CHEVRON CORP		06/10/2011	VARIOUS	820.000	82,844		31,757	74,825	(43,068)			(43,068)		31,757		51,088	51,088	965		
169656-10-5	CHIPOTLE MEXICAN GRILL INC		05/17/2011	BARCLAYS AMERICAN	10.000	2,710		2,711							2,711		(2)	(2)			
171232-10-1	CHUBB CORP		05/17/2011	BARCLAYS AMERICAN	120.000	7,759		4,073	7,157	(3,084)			(3,084)		4,073		3,686	3,686	47		
172062-10-1	CINCINNATI FINANCIAL CORP		05/17/2011	BARCLAYS AMERICAN	60.000	1,856		1,951							1,951		(95)	(95)	24		
17275R-10-2	CISCO SYSTEMS INC		05/17/2011	BARCLAYS AMERICAN	2,240.000	38,224		47,992	45,315	2,677			2,677		47,992		(9,768)	(9,768)	134		
172908-10-5	CINTAS CORP		05/17/2011	BARCLAYS AMERICAN	50.000	1,583		1,450							1,450		133	133			
172967-42-4	CITIGROUP INC		05/12/2011	BARCLAYS AMERICAN	11,060.000	477,610		467,424	25,420	(276)			(276)		467,424		10,187	10,187			
177376-10-0	CITRIX SYSTEMS INC		05/17/2011	BARCLAYS AMERICAN	80.000	6,527		4,957							4,957		1,570	1,570			
18683K-10-1	CLIFFS NATURAL RESOURCES INC		06/01/2011	VARIOUS	60.000	5,191		3,286	4,681	(1,394)			(1,394)		3,286		1,905	1,905	17		
189054-10-9	CLOROX COMPANY		05/17/2011	BARCLAYS AMERICAN	60.000	4,209		2,677	3,797	(1,120)			(1,120)		2,677		1,532	1,532	66		
189754-10-4	COACH INC		05/17/2011	BARCLAYS AMERICAN	120.000	7,118		6,372							6,372		746	746	18		
191216-10-0	COCA-COLA CO/THE		05/17/2011	BARCLAYS AMERICAN	940.000	63,561		42,566	58,193	(19,146)			(19,146)		42,566		20,995	20,995	442		
19122T-10-9	COCA-COLA ENTERPRISES		05/17/2011	BARCLAYS AMERICAN	130.000	3,717		2,963	2,503	(295)			(295)		2,963		754	754	16		
192446-10-2	COGNIZANT TECH SOLUTIONS-A		05/17/2011	BARCLAYS AMERICAN	120.000	8,988		8,803							8,803		185	185			
194162-10-3	COLGATE-PALMOLIVE CO		05/17/2011	BARCLAYS AMERICAN	200.000	17,132		13,629	8,037	(2,421)			(2,421)		13,629		3,502	3,502	169		
20030N-10-1	COMCAST CORP-CLASS A		05/17/2011	BARCLAYS AMERICAN	1,125.000	28,056		21,601	19,224	(3,466)			(3,466)		21,601		6,456	6,456	127		
200340-10-7	COMERICA INC		05/17/2011	BARCLAYS AMERICAN	70.000	2,575		1,052	2,957	(1,905)			(1,905)		1,052		1,524	1,524	7		
205363-10-4	COMPUTER SCIENCES CORP		05/17/2011	BARCLAYS AMERICAN	60.000	2,649		2,419	2,976	(557)			(557)		2,419		230	230	12		
205638-10-9	COMPUWARE CORP		05/17/2011	BARCLAYS AMERICAN	80.000	881		422	934	(512)			(512)		422		459	459			
205887-10-2	CONAGRA FOODS INC		06/01/2011	VARIOUS	170.000	4,308		2,920	3,839	(919)			(919)		2,920		1,388	1,388	39		
20825C-10-4	CONOCOPHILLIPS		06/06/2011	BARCLAYS AMERICAN	594.000	42,572		17,830	40,451	(22,621)			(22,621)		17,830		24,741	24,741	393		
20854P-10-9	CONSOL ENERGY INC		05/17/2011	BARCLAYS AMERICAN	90.000	4,287		4,515							4,515		(228)	(228)	18		
209115-10-4	CONSOLIDATED EDISON INC		06/15/2011	VARIOUS	120.000	6,398		6,079							6,079		319	319	114		
21036P-10-8	CONSTELLATION BRANDS INC-A		05/17/2011	BARCLAYS AMERICAN	70.000	1,574		1,325							1,325		249	249			
210371-10-0	CONSTELLATION ENERGY GROUP		05/17/2011	BARCLAYS AMERICAN	80.000	2,939		1,769	2,450	(681)			(681)		1,769		1,170	1,170	19		
219350-10-5	CORNING INC		05/17/2011	BARCLAYS AMERICAN	630.000	13,013		5,603	12,172	(6,569)			(6,569)		5,603		7,411	7,411	32		
22160K-10-5	COSTCO WHOLESALE CORP		05/17/2011	BARCLAYS AMERICAN	180.000	14,757		6,014	12,998	(6,984)			(6,984)		6,014		8,743	8,743	80		
222862-10-4	COVENTRY HEALTH CARE INC		05/17/2011	BARCLAYS AMERICAN	60.000	2,049		1,772							1,772		278	278			
231021-10-6	CUMMINS INC		05/17/2011	BARCLAYS AMERICAN	80.000	8,890		8,566							8,566		324	324	21		
23331A-10-9	DR HORTON INC		05/17/2011	BARCLAYS AMERICAN	110.000	1,280		1,432							1,432		(152)	(152)	8		
233331-10-7	DTE ENERGY COMPANY		05/17/2011	BARCLAYS AMERICAN	70.000	3,641		3,100	3,172	(72)			(72)		3,100		541	541	39		
235851-10-2	DANAHER CORP		05/17/2011	BARCLAYS AMERICAN	220.000	11,879		4,838	9,434	(5,540)			(5,540)		4,838		7,041	7,041	4		
237194-10-5	DARDEN RESTAURANTS INC		05/17/2011	BARCLAYS AMERICAN	50.000	2,473		1,048	2,322	(1,274)			(1,274)		1,048		1,425	1,425	32		
23918K-10-8	DAVITA INC		05/17/2011	BARCLAYS AMERICAN	40.000	3,403		2,938							2,938		466	466			
242370-10-4	DEAN FOODS CO		05/17/2011	BARCLAYS AMERICAN	70.000	891		738							738		153	153			
244199-10-5	DEERE & CO		05/17/2011	BARCLAYS AMERICAN	170.000	15,126		3,805	14,119	(10,313)			(10,313)		3,805		11,320	11,320	60		
24702R-10-1	DELL INC		05/17/2011	BARCLAYS AMERICAN	670.000	10,767		9,206							9,206		1,561	1,561			
247916-20-8	DENBURY RESOURCES INC		05/17/2011	BARCLAYS AMERICAN	160.000	3,231		2,974							2,974		257	257			
249030-10-7	DENTSPLY INTERNATIONAL INC		05/17/2011	BARCLAYS AMERICAN	50.000	1,935		1,798							1,798		138	138	3		
25179M-10-3	DEVON ENERGY CORPORATION		05/17/2011	BARCLAYS AMERICAN	180.000	14,821		13,401	7,851	(1,214)			(1,214)		13,401		1,420	1,420	13		
251893-10-3	DEVRY INC		05/17/2011	BARCLAYS AMERICAN	20.000	1,057		948							948		109	109			
25271C-10-2	DIAMOND OFFSHORE DRILLING		06/06/2011	BARCLAYS AMERICAN	30.000	2,077		2,170							2,170		(93)	(93)	53		
254687-10-6	WALT DISNEY CO/THE		05/17/2011	BARCLAYS AMERICAN	760.000	31,425		15,822	28,508	(12,686)			(12,686)		15,822		15,603	15,603			
254709-10-8	DISCOVER FINANCIAL SERVICES		05/17/2011	BARCLAYS AMERICAN	220.000	5,413		3,102	1,853	(1,207)			(1,207)		3,102		2,312	2,312	13		
25470F-10-4	DISCOVERY COMMUNICATIONS-A		05/17/2011	BARCLAYS AMERICAN	110.000	4,798		4,343							4,343		455	455			
25490A-10-1	DIRECTV-CLASS A		05/17/2011	BARCLAYS AMERICAN	330.000	16,172		10,444	11,979	(2,822)			(2,822)		10,444		5,728	5,728			
25746U-10-9	DOMINION RESOURCES INC/VA		05/17/2011	BARCLAYS AMERICAN	230.000	10,972		7,761	8,544	(2,090)			(2,090)		7,761		3,210	3,210	113		
257867-10-1	RR DONNELLEY & SONS CO		06/01/2011	VARIOUS	80.000	1,634		1,461							1,461		173	173	42		
260003-10-8	DOVER CORP		05/17/2011	BARCLAYS AMERICAN	70.000	4,505		2,678	4,092	(1,414)			(1,414)		2,678		1,828	1,828	19		
260543-10-3	DOW CHEMICAL CO/THE		05/17/2011	BARCLAYS AMERICAN	470.000	17,981		15,004	13,656	(1,122)			(1,122)		15,004		2,977	2,977	71		
26138E-10-9	DR PEPPER SNAPPLE GROUP INC		05/17/2011	BARCLAYS AMERICAN	90.000	3,710		3,189							3,189		521	521	23		
263534-10-9	DU PONT (E.I.) DE NEMOURS		06/10/2011	VARIOUS	370.000	19,780		8,942	18,456	(9,514)			(9,514)		8,942		10,838	10,838	303		
26441C-10-5	DUKE ENERGY CORP		05/17/2011	BARCLAYS AMERICAN	532.000	10,198		5,896	9,475	(3,579)			(3,579)		5,896		4,302	4,302	130		
26483E-10-0	DUN & BRADSTREET CORP		05/17/2011	BARCLAYS AMERICAN	20.000	1,627		1,729							1,729		(102)	(102)	7		
268648-10-2	EMC CORP/MASS		05/17/2011	BARCLAYS AMERICAN	830.000	22,582		11,369	19,007	(7,638)			(7,638)		11,369		11,213	11,213			
26875P-10-1	EOG RESOURCES INC		05/17/2011	BARCLAYS AMERICAN	100.000	10,489		2,326	9,141	(6,815)			(6,815)		2,326		8,163	8,163	32		
26884L-10-9	EQT CORP		06/01/2011	VARIOUS	60.000	2,971		2,710							2,710		261	261	20		
269246-40-1	E*TRADE FINANCIAL CORP		05/17/2011	BARCLAYS AMERICAN	80.000	1,281		1,242							1,242		38	38			
277432-10-0	EASTMAN CHEMICAL CO		05/17/2011	BARCLAYS AMERICAN	30.000	3,114		2,710							2,710		404	404	14		

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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 Design-ation or Market In-dicator (a)
.278058-10-2	EATON CORP		05/17/2011	BARCLAYS AMERICAN	140,000	7,201		7,228							7,228		(26)	(26)	95		
.278642-10-3	EBAY INC		05/17/2011	BARCLAYS AMERICAN	460,000	15,074		11,735	8,349	(1,563)			(1,563)		11,735		3,339	3,339			
.278865-10-0	ECOLAB INC		05/17/2011	BARCLAYS AMERICAN	90,000	4,674		2,013	4,538	(2,525)			(2,525)		2,013		2,661	2,661	16		
.281020-10-7	EDISON INTERNATIONAL		05/17/2011	BARCLAYS AMERICAN	130,000	5,160		2,550	5,018	(2,468)			(2,468)		2,550		2,611	2,611	42		
.28176E-10-8	EDWARDS LIFESCIENCES CORP		05/17/2011	BARCLAYS AMERICAN	30,000	2,653		2,636							2,636		17	17			
.28336L-10-9	EL PASO CORP		05/17/2011	BARCLAYS AMERICAN	280,000	5,145		2,050	3,853	(1,803)			(1,803)		2,050		3,095	3,095	3		
.285512-10-9	ELECTRONIC ARTS INC		05/17/2011	BARCLAYS AMERICAN	130,000	2,973		2,001							2,001		.972	.972			
.291011-10-4	EMERSON ELECTRIC CO		06/10/2011	VARIOUS	300,000	16,094		8,258	17,151	(8,893)			(8,893)		8,258		7,836	7,836	207		
.29364G-10-3	ENTERGY CORP		06/01/2011	VARIOUS	70,000	4,829		4,761	4,958	(197)			(197)		4,761		68	68	116		
.294429-10-5	EQUIFAX INC		05/17/2011	BARCLAYS AMERICAN	50,000	1,895		1,134	1,780	(646)			(646)		1,134		.761	.761	8		
.29476L-10-7	EQUITY RESIDENTIAL		05/17/2011	BARCLAYS AMERICAN	110,000	6,512		3,230	5,715	(2,484)			(2,484)		3,230		3,282	3,282	37		
.30161N-10-1	EXELON CORP		06/10/2011	VARIOUS	270,000	11,306		11,780	8,328	427			427		11,780		(474)	(474)	221		
.30212P-10-5	EXPEDIA INC		05/17/2011	BARCLAYS AMERICAN	80,000	2,001		2,062							2,062		(61)	(61)	6		
.302130-10-9	EXPEDITORS INTL WASH INC		05/17/2011	BARCLAYS AMERICAN	80,000	4,242		4,219							4,219		22	22			
.302182-10-0	EXPRESS SCRIPTS INC		05/17/2011	BARCLAYS AMERICAN	210,000	12,442		5,960	10,810	(5,424)			(5,424)		5,960		6,482	6,482			
.30231G-10-2	EXXON MOBIL CORP		06/10/2011	VARIOUS	2,038,000	164,083		130,101	149,019	(18,918)			(18,918)		130,101		33,982	33,982	1,855		
.302445-10-1	FLIR SYSTEMS INC		05/17/2011	BARCLAYS AMERICAN	60,000	2,130		1,797							1,797		333	333	4		
.302491-30-3	FMC CORP		05/17/2011	BARCLAYS AMERICAN	30,000	2,506		2,306							2,306		200	200	5		
.30249U-10-1	FMC TECHNOLOGIES INC		05/17/2011	BARCLAYS AMERICAN	100,000	4,206		4,364							4,364		(158)	(158)			
.307000-10-9	FAMILY DOLLAR STORES		05/17/2011	BARCLAYS AMERICAN	50,000	2,614		1,631	2,486	(854)			(854)		1,631		.983	.983	9		
.311900-10-4	FASTENAL CO		06/06/2011	BARCLAYS AMERICAN	120,000	3,764		2,143	3,595	(1,452)			(1,452)		2,143		1,621	1,621	46		
.314211-10-3	FEDERATED INVESTORS INC-CL B		05/17/2011	BARCLAYS AMERICAN	30,000	.788		.814							.814		(26)	(26)	14		
.31428X-10-6	FEDEX CORP		05/17/2011	BARCLAYS AMERICAN	130,000	12,203		8,862	12,091	(3,230)			(3,230)		8,862		3,341	3,341	16		
.315616-10-2	F5 NETWORKS INC		05/17/2011	BARCLAYS AMERICAN	30,000	3,121		3,226							3,226		(105)	(105)			
.31620M-10-6	FIDELITY NATIONAL INFORMATIO		05/17/2011	BARCLAYS AMERICAN	100,000	3,206		3,069							3,069		137	137	5		
.316773-10-0	FIFTH THIRD BANCORP		05/17/2011	BARCLAYS AMERICAN	370,000	4,676		3,042	2,936	(2,351)			(2,351)		3,042		1,635	1,635	22		
.320517-10-5	FIRST HORIZON NATIONAL CORP		05/17/2011	BARCLAYS AMERICAN	96,000	1,002		.776	1,117	(341)			(341)		.776		227	227	1		
.336433-10-7	FIRST SOLAR INC		05/17/2011	BARCLAYS AMERICAN	20,000	2,482		3,013							3,013		(530)	(530)			
.337738-10-8	FISERV INC		05/17/2011	BARCLAYS AMERICAN	60,000	3,694		2,211	3,514	(1,303)			(1,303)		2,211		1,483	1,483			
.337932-10-7	FIRSTENERGY CORP		06/01/2011	VARIOUS	253,400	10,949		5,166	4,442	(901)			(901)		5,166		5,783	5,783	142		
.343412-10-2	FLUOR CORP		05/17/2011	BARCLAYS AMERICAN	70,000	4,917		3,153	4,638	(1,485)			(1,485)		3,153		1,764	1,764	9		
.34354P-10-5	FLOWSERVE CORP		05/17/2011	BARCLAYS AMERICAN	20,000	2,395		2,351							2,351		45	45	6		
.345370-86-0	FORD MOTOR CO		05/17/2011	BARCLAYS AMERICAN	1,510,000	22,806		14,079	21,827	(11,507)			(11,507)		14,079		8,727	8,727			
.345838-10-6	FOREST LABORATORIES INC		05/17/2011	BARCLAYS AMERICAN	110,000	3,753		2,379	3,518	(1,139)			(1,139)		2,379		1,374	1,374			
.349631-10-1	FORTUNE BRANDS INC		06/01/2011	VARIOUS	60,000	3,819		2,921	3,615	(694)			(694)		2,921		.897	.897	23		
.354613-10-1	FRANKLIN RESOURCES INC		05/17/2011	BARCLAYS AMERICAN	60,000	7,570		2,856	6,673	(3,816)			(3,816)		2,856		4,713	4,713	15		
.35671D-85-7	FREEMPORT-MCMORAN COPPER		06/01/2011	VARIOUS	394,000	18,862		15,716	20,055	(7,533)			(7,533)		15,716		3,146	3,146	379		
.35906A-10-8	FRONTIER COMMUNICATIONS CORP		06/06/2011	BARCLAYS AMERICAN	399,000	3,454		3,372	2,715	(445)			(445)		3,372		.82	.82	75		
.36467W-10-9	GAMESTOP CORP-CLASS A		05/17/2011	BARCLAYS AMERICAN	60,000	1,550		1,264							1,264		286	286			
.364730-10-1	GANNETT CO		05/17/2011	BARCLAYS AMERICAN	90,000	1,293		1,365	1,358	7			7		1,365		(72)	(72)	4		
.364760-10-8	GAP INC/THE		05/17/2011	BARCLAYS AMERICAN	170,000	3,860		3,321	2,214	(304)			(304)		.539		.539	.539	19		
.369550-10-8	GENERAL DYNAMICS CORP		05/17/2011	BARCLAYS AMERICAN	150,000	11,122		8,814	7,096	(1,992)			(1,992)		8,814		2,309	2,309	113		
.369604-10-3	GENERAL ELECTRIC CO		05/17/2011	BARCLAYS AMERICAN	4,300,000	85,246		67,969	64,015	(12,038)			(12,038)		67,969		17,277	17,277	602		
.370334-10-4	GENERAL MILLS INC		05/17/2011	BARCLAYS AMERICAN	260,000	10,204		8,384	7,118	(895)			(895)		8,384		1,820	1,820	129		
.372460-10-5	GENUINE PARTS CO		05/17/2011	BARCLAYS AMERICAN	60,000	3,306		1,985	3,080	(1,096)			(1,096)		1,985		1,321	1,321	27		
.37247D-10-6	GENIORTH FINANCIAL INC-CL A		05/17/2011	BARCLAYS AMERICAN	190,000	2,148		2,624							2,624		(476)	(476)			
.372917-10-4	GENZYME CORP		04/11/2011	MERGER	200,000	15,271		11,523	14,240	(2,718)			(2,718)		11,523		3,748	3,748			
.375558-10-3	GILEAD SCIENCES INC		05/17/2011	BARCLAYS AMERICAN	330,000	13,366		6,914	11,959	(5,045)			(5,045)		6,914		6,452	6,452			
.38141G-10-4	GOLDMAN SACHS GROUP INC		05/17/2011	BARCLAYS AMERICAN	210,000	30,073		15,780	35,314	(19,533)			(19,533)		15,780		14,292	14,292	74		
.382388-10-6	GOODRICH CORP		05/17/2011	BARCLAYS AMERICAN	50,000	4,502		1,383	4,404	(3,021)			(3,021)		1,383		3,119	3,119	15		
.382550-10-1	GOODYEAR TIRE & RUBBER CO		05/17/2011	BARCLAYS AMERICAN	90,000	1,593		1,095							1,095		498	498			
.38259P-50-8	GOOGLE INC-CL A		05/17/2011	BARCLAYS AMERICAN	110,000	57,835		53,848	59,397	(11,749)			(11,749)		53,848		3,987	3,987			
.384802-10-4	IWI GRAINER INC		06/01/2011	VARIOUS	30,000	4,478		3,977							3,977		501	501	36		
.40414L-10-9	HCP INC		05/17/2011	BARCLAYS AMERICAN	140,000	5,169		5,111							5,111		58	58	134		
.406216-10-1	HALLIBURTON CO		05/17/2011	BARCLAYS AMERICAN	360,000	16,460		5,449	14,699	(9,250)			(9,250)		5,449		11,011	11,011	32		
.412822-10-8	HARLEY-DAVIDSON INC		05/17/2011	BARCLAYS AMERICAN	90,000	3,365		2,278	3,120	(842)			(842)		2,278		1,086	1,086	9		
.413086-10-9	HARMAN INTERNATIONAL		05/17/2011	BARCLAYS AMERICAN	30,000	1,451		1,333							1,333		118	118	2		
.413875-10-5	HARRIS CORP		05/17/2011	BARCLAYS AMERICAN	50,000	2,420		2,431							2,431		(11)	(11)	13		
.416515-10-4	HARTFORD FINANCIAL SVCS GRP		05/17/2011	BARCLAYS AMERICAN	170,000	4,687		4,736							4,736		(49)	(49)	17		

STATEMENT AS OF JUNE 30, 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)
.418056-10-7	HASBRO INC		05/17/2011	BARCLAYS AMERICAN	50.000	2,379		2,222							2,222		157	157	28		
.42217K-10-6	HEALTH CARE REIT INC		05/17/2011	BARCLAYS AMERICAN	60.000	3,052		2,911							2,911		141	141	84		
.423074-10-3	HJ HEINZ CO		05/17/2011	BARCLAYS AMERICAN	130.000	6,764		4,735	6,430	(1,695)			(1,695)		4,735		2,029	2,029	59		
.423452-10-1	HELMERICH & PAYNE		06/01/2011	VARIOUS	40.000	2,319		1,994							1,994		324	324	5		
.427866-10-8	HERSHEY CO/THE		05/17/2011	BARCLAYS AMERICAN	60.000	3,405		2,219	2,829	(610)			(610)		2,219		1,186	1,186	21		
.42809H-10-7	HESS CORP		05/17/2011	BARCLAYS AMERICAN	120.000	9,079		9,262							9,262		(183)	(183)	12		
.428236-10-3	HEWLETT-PACKARD CO		05/17/2011	BARCLAYS AMERICAN	915.000	35,733		19,302	38,522	(19,219)			(19,219)		19,302		16,430	16,430	73		
.437076-10-2	HOME DEPOT INC		05/17/2011	BARCLAYS AMERICAN	660.000	24,544		19,252	21,036	(4,014)			(4,014)		19,252		5,292	5,292	165		
.438516-10-6	HONEYWELL INTERNATIONAL INC		05/17/2011	BARCLAYS AMERICAN	310.000	18,749		10,103	16,480	(6,376)			(6,376)		10,103		8,646	8,646	103		
.440452-10-0	HORMEL FOODS CORP		05/17/2011	BARCLAYS AMERICAN	60.000	1,755		1,510							1,510		245	245	8		
.441060-10-0	HOSPIRA INC		05/17/2011	BARCLAYS AMERICAN	65.000	3,596		1,895	3,620	(1,724)			(1,724)		1,895		1,701	1,701			
.44107P-10-4	HOST HOTELS & RESORTS INC		05/17/2011	BARCLAYS AMERICAN	261.000	4,414		1,065	4,664	(3,599)			(3,599)		1,065		3,349	3,349	5		
.443683-10-7	HUDSON CITY BANCORP INC		05/17/2011	BARCLAYS AMERICAN	210.000	1,951		1,990	2,675	(685)			(685)		1,990		(39)	(39)	48		
.444859-10-2	HUMANA INC		05/17/2011	BARCLAYS AMERICAN	70.000	5,467		1,364	3,832	(2,467)			(2,467)		1,364		4,103	4,103			
.446150-10-4	HUNTINGTON BANCSHARES INC		05/17/2011	BARCLAYS AMERICAN	340.000	2,235		2,346							2,346		(111)	(111)	3		
.446413-10-6	HUNTINGTON INGALLS INDUSTRIE		05/11/2011	BARCLAYS AMERICAN	20.000	777		474							474		303	303			
.450911-10-2	ITT CORP		05/17/2011	BARCLAYS AMERICAN	70.000	4,006		4,142							4,142		(136)	(136)	18		
.452308-10-9	ILLINOIS TOOL WORKS		05/17/2011	BARCLAYS AMERICAN	200.000	11,491		6,966	10,680	(3,715)			(3,715)		6,966		4,525	4,525	68		
.458140-10-0	INTEL CORP		06/01/2011	VARIOUS	2,250.000	52,542		45,440	46,266	(1,905)			(1,905)		45,440		7,103	7,103	815		
.45822P-10-5	INTEGRYS ENERGY GROUP INC		05/17/2011	BARCLAYS AMERICAN	32.000	1,702		1,344	1,552	(209)			(209)		1,344		358	358	22		
.45865V-10-0	INTERCONTINENTALEXCHANGE INC		05/17/2011	BARCLAYS AMERICAN	30.000	3,661		2,269	3,575	(1,305)			(1,305)		2,269		1,392	1,392			
.459200-10-1	INTL BUSINESS MACHINES CORP		06/10/2011	VARIOUS	510.000	85,900		46,103	74,848	(28,745)			(28,745)		46,103		39,797	39,797	714		
.459506-10-1	INTL FLAVORS & FRAGRANCES		05/17/2011	BARCLAYS AMERICAN	30.000	1,898		1,706							1,706		192	192	8		
.459902-10-2	INTL GAME TECHNOLOGY		05/17/2011	BARCLAYS AMERICAN	120.000	2,171		2,252	2,123	130			130		2,252		(81)	(81)	7		
.460146-10-3	INTERNATIONAL PAPER CO		06/15/2011	VARIOUS	170.000	5,406		1,998	4,631	(2,632)			(2,632)		1,998		3,408	3,408	58		
.460690-10-0	INTERPUBLIC GROUP OF COS INC		05/17/2011	BARCLAYS AMERICAN	190.000	2,112		2,071							2,071		41	41	11		
.461202-10-3	INTUIT INC		05/17/2011	BARCLAYS AMERICAN	110.000	5,966		2,631	5,423	(2,792)			(2,792)		2,631		3,335	3,335			
.46120E-60-2	INTUITIVE SURGICAL INC		05/17/2011	BARCLAYS AMERICAN	20.000	7,030		6,619							6,619		411	411			
.462846-10-6	IRON MOUNTAIN INC		05/17/2011	BARCLAYS AMERICAN	80.000	2,612		1,992							1,992		620	620	15		
.46612J-50-7	JDS UNIPHASE CORP		05/17/2011	BARCLAYS AMERICAN	90.000	1,865		1,454							1,454		412	412			
.46625H-10-0	JPMORGAN CHASE & CO		05/17/2011	BARCLAYS AMERICAN	1,576.000	68,229		51,345	64,733	(15,632)			(15,632)		51,345		16,884	16,884	394		
.466313-10-3	JABIL CIRCUIT INC		06/01/2011	VARIOUS	70.000	1,485		1,384							1,384		101	101	8		
.469814-10-7	JACOBS ENGINEERING GROUP INC		05/17/2011	BARCLAYS AMERICAN	50.000	2,330		2,036	2,293	(256)			(256)		2,036		294	294			
.47102X-10-5	JANUS CAPITAL GROUP INC		05/17/2011	BARCLAYS AMERICAN	70.000	770		909							909		(139)	(139)	4		
.478160-10-4	JOHNSON & JOHNSON		05/17/2011	BARCLAYS AMERICAN	1,110.000	73,589		55,738	68,035	(12,908)			(12,908)		55,738		17,851	17,851	599		
.478366-10-7	JOHNSON CONTROLS INC		05/17/2011	BARCLAYS AMERICAN	270.000	10,392		7,178	7,640	(3,166)			(3,166)		7,178		3,214	3,214	43		
.481165-10-8	JOY GLOBAL INC		05/17/2011	BARCLAYS AMERICAN	30.000	2,630		2,685							2,685		(55)	(55)			
.48203R-10-4	JUNIPER NETWORKS INC		05/17/2011	BARCLAYS AMERICAN	210.000	8,115		4,653	7,384	(3,080)			(3,080)		4,653		3,462	3,462			
.482480-10-0	KLA-TENCOR CORPORATION		06/01/2011	VARIOUS	60.000	2,612		1,278	2,318	(1,040)			(1,040)		1,278		1,334	1,334	25		
.487836-10-8	KELLOGG CO		05/17/2011	BARCLAYS AMERICAN	100.000	5,705		3,628	5,108	(1,480)			(1,480)		3,628		2,077	2,077	41		
.493267-10-8	KEYCORP		05/17/2011	BARCLAYS AMERICAN	350.000	2,954		2,910	1,770	(198)			(198)		2,910		44	44	4		
.494368-10-3	KIMBERLY-CLARK CORP		05/17/2011	BARCLAYS AMERICAN	160.000	10,867		9,593	6,304	(649)			(649)		9,593		1,274	1,274	112		
.49446R-10-9	KIMCO REALTY CORP		05/17/2011	BARCLAYS AMERICAN	160.000	3,063		2,861							2,861		202	202	29		
.500255-10-4	KOHL'S CORP		05/17/2011	BARCLAYS AMERICAN	120.000	6,503		5,545	5,434	(940)			(940)		5,545		957	957	30		
.50075N-10-4	KRAFT FOODS INC-CLASS A		05/18/2011	VARIOUS	702.001	24,149		12,881	19,599	(9,214)			(9,214)		12,881		11,268	11,268	204		
.501044-10-1	KROGER CO		06/01/2011	VARIOUS	250.000	6,192		4,516	5,590	(1,075)			(1,075)		4,516		1,677	1,677	42		
.502161-10-2	LSI CORP		05/17/2011	BARCLAYS AMERICAN	240.000	1,775		1,421							1,421		354	354			
.502424-10-4	L-3 COMMUNICATIONS HOLDINGS		06/15/2011	VARIOUS	50.000	4,180		3,942							3,942		239	239	36		
.50540R-40-9	LABORATORY CRP OF AMER HLDGS		05/17/2011	BARCLAYS AMERICAN	40.000	3,963		3,639							3,639		324	324			
.518439-10-4	ESTEE LAUDER COMPANIES-CL A		05/17/2011	BARCLAYS AMERICAN	50.000	5,000		4,057							4,057		943	943			
.524660-10-7	LEGGETT & PLATT INC		05/17/2011	BARCLAYS AMERICAN	50.000	1,297		1,135							1,135		162	162	14		
.524901-10-5	LEGG MASON INC		05/17/2011	BARCLAYS AMERICAN	60.000	2,049		2,137							2,137		(88)	(88)	4		
.526057-10-4	LENNAR CORP-A		05/17/2011	BARCLAYS AMERICAN	60.000	1,064		1,187							1,187		(123)	(123)	2		
.527288-10-4	LEUCADIA NATIONAL CORP		05/17/2011	BARCLAYS AMERICAN	70.000	2,523		2,200							2,200		323	323			
.529771-10-7	LEXMARK INTERNATIONAL INC-A		05/17/2011	BARCLAYS AMERICAN	30.000	926		1,098							1,098		(172)	(172)			
.53217V-10-9	LIFE TECHNOLOGIES CORP		05/17/2011	BARCLAYS AMERICAN	70.000	3,882		2,283	3,885	(1,602)			(1,602)		2,283		1,599	1,599			
.532457-10-8	ELI LILLY & CO		06/10/2011	VARIOUS	410.000	15,864		14,760	7,008	457			457		14,760		1,104	1,104	304		
.532716-10-7	LIMITED BRANDS INC		05/17/2011	BARCLAYS AMERICAN	100.000	4,159		1,717							1,717		2,442	2,442	20		
.534187-10-9	LINCOLN NATIONAL CORP		05/17/2011	BARCLAYS AMERICAN	120.000	3,573		3,500							3,500		72	72	6		

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										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)
.535678-10-6	LINEAR TECHNOLOGY CORP		05/17/2011	BARCLAYS AMERICAN	90.000	3,088		3,137							3,137		(50)	(50)	22		
.539830-10-9	LOCKHEED MARTIN CORP		05/17/2011	BARCLAYS AMERICAN	120.000	9,568		5,593	8,389	(2,796)			(2,796)		5,593		3,975	3,975	90		
.540424-10-8	LOEWS CORP		05/17/2011	BARCLAYS AMERICAN	130.000	5,388		2,143	5,058	(2,915)			(2,915)		2,143		3,245	3,245	8		
.544147-10-1	LORILLARD INC		05/17/2011	BARCLAYS AMERICAN	60.000	6,628		4,465							4,465		2,163	2,163	78		
.548661-10-7	LOWES COS INC		05/17/2011	BARCLAYS AMERICAN	550.000	13,929		13,254	5,016	(712)			(712)		13,254		676	676	83		
.55261F-10-4	M & T BANK CORP		05/17/2011	BARCLAYS AMERICAN	50.000	4,337		4,350							4,350		(13)	(13)	35		
.552715-10-4	MEMC ELECTRONIC MATERIALS		05/17/2011	BARCLAYS AMERICAN	90.000	.984		1,031							1,031		(48)	(48)			
.55616P-10-4	MACYS INC		05/18/2011	VARIOUS	168.010	4,741		3,054	4,251	(1,196)			(1,196)		3,054		1,687	1,687	8		
.565849-10-6	MARATHON OIL CORP		06/10/2011	VARIOUS	280.000	14,046		9,729	7,406	(1,162)			(1,162)		9,729		4,317	4,317	113		
.571748-10-2	MARSH & MCLENNAN COS		05/17/2011	BARCLAYS AMERICAN	210.000	6,300		5,586		(229)			(229)		5,586		714	714	88		
.571837-10-3	MARSHALL & ILSLEY CORP		05/17/2011	BARCLAYS AMERICAN	210.000	1,641		825	1,453	(628)			(628)		825		816	816	4		
.571903-20-2	MARRIOTT INTERNATIONAL-CL A		05/17/2011	BARCLAYS AMERICAN	110.000	3,965		2,153	4,569	(2,417)			(2,417)		2,153		1,812	1,812	10		
.574599-10-6	MASCO CORP		05/17/2011	BARCLAYS AMERICAN	140.000	1,824		1,875							1,875		(51)	(51)	11		
.576206-10-6	MASSEY ENERGY CO		05/17/2011	BARCLAYS AMERICAN	40.000	2,398		1,715	2,146	(431)			(431)		1,715		683	683	2		
.57636Q-10-4	MASTERCARD INC-CLASS A		05/17/2011	BARCLAYS AMERICAN	40.000	11,198		9,662							9,662		1,536	1,536	6		
.577081-10-2	MATTEL INC		05/17/2011	BARCLAYS AMERICAN	140.000	3,694		3,325							3,325		369	369	32		
.579780-20-6	MCCORMICK & CO-NON VTG SHRS		05/17/2011	BARCLAYS AMERICAN	50.000	2,486		2,317							2,317		170	170	14		
.580135-10-1	MCDONALDS CORP		05/17/2011	BARCLAYS AMERICAN	430.000	34,509		32,461							32,461		2,048	2,048	262		
.580645-10-9	MCGRAW-HILL COMPANIES INC		05/17/2011	BARCLAYS AMERICAN	120.000	5,019		3,550	4,369	(820)			(820)		3,550		1,470	1,470	30		
.58155Q-10-3	MCKESSON CORP		05/17/2011	BARCLAYS AMERICAN	100.000	8,482		3,146	7,038	(3,892)			(3,892)		3,146		5,336	5,336	18		
.582839-10-6	MEAD JOHNSON NUTRITION CO		05/17/2011	BARCLAYS AMERICAN	82.000	5,450		4,727	747	(270)			(270)		4,727		723	723	21		
.583334-10-7	MEADWESTVACO CORP		06/01/2011	VARIOUS	60.000	2,012		1,683							1,683		329	329	30		
.58405U-10-2	MEDCO HEALTH SOLUTIONS INC		05/17/2011	BARCLAYS AMERICAN	174.000	11,150		2,502	10,661	(8,159)			(8,159)		2,502		8,648	8,648			
.585055-10-6	MEDTRONIC INC		05/17/2011	BARCLAYS AMERICAN	430.000	18,162		14,858	15,949	(1,091)			(1,091)		14,858		3,304	3,304	266		
.58933Y-10-5	MERCK & CO. INC.		05/17/2011	BARCLAYS AMERICAN	1,243.000	45,999		42,276	32,544	(1,614)			(1,614)		42,276		3,724	3,724	472		
.59156R-10-8	METLIFE INC		05/17/2011	BARCLAYS AMERICAN	369.000	16,373		9,757	16,398	(6,641)			(6,641)		9,757		6,616	6,616			
.591708-10-2	METROPCS COMMUNICATIONS INC		05/17/2011	BARCLAYS AMERICAN	100.000	1,784		777	1,263	(486)			(486)		777		1,007	1,007			
.594918-10-4	MICROSOFT CORP		06/09/2011	VARIOUS	3,040.000	75,507		80,823	84,846	(4,023)			(4,023)		80,823		(5,316)	(5,316)	278		
.595017-10-4	MICROCHIP TECHNOLOGY INC		06/02/2011	VARIOUS	70.000	2,812		1,532	2,395	(862)			(862)		1,532		1,280	1,280	14		
.595112-10-3	MICRON TECHNOLOGY INC		05/17/2011	BARCLAYS AMERICAN	340.000	3,559		3,397							3,397		162	162			
.608554-10-1	MOLEX INC		05/17/2011	BARCLAYS AMERICAN	50.000	1,352		1,268							1,268		84	84	9		
.60871R-20-9	MOLSON COORS BREWING CO -B		05/17/2011	BARCLAYS AMERICAN	60.000	2,748		2,885							2,885		(138)	(138)	17		
.61166W-10-1	MONSANTO CO		05/17/2011	BARCLAYS AMERICAN	220.000	14,077		12,250	13,928	(3,122)			(3,122)		12,250		1,827	1,827	118		
.611742-10-7	MONSTER WORLDWIDE INC		05/17/2011	BARCLAYS AMERICAN	50.000	783		1,057							1,057		(274)	(274)			
.615369-10-5	MOODYS CORP		05/17/2011	BARCLAYS AMERICAN	80.000	3,038		1,968	2,123	(155)			(155)		1,968		1,070	1,070			
.617446-44-8	MORGAN STANLEY		05/17/2011	BARCLAYS AMERICAN	610.000	14,809		17,904							17,904		(3,095)	(3,095)	61		
.620076-30-7	MOTOROLA SOLUTIONS INC		05/18/2011	VARIOUS	134.190	6,243		5,104	525	(67)			(67)		5,104		1,139	1,139			
.620097-10-5	MOTOROLA MOBILITY HOLDINGS I		05/18/2011	VARIOUS	112.400	2,717		3,790							3,790		(1,073)	(1,073)			
.626717-10-2	MURPHY OIL CORP		06/01/2011	VARIOUS	80.000	5,302		5,684							5,684		(382)	(382)	44		
.628530-10-7	MYLAN INC		05/17/2011	BARCLAYS AMERICAN	170.000	4,014		1,942	3,592	(1,650)			(1,650)		1,942		2,071	2,071			
.629377-50-8	NRG ENERGY INC		05/17/2011	BARCLAYS AMERICAN	90.000	2,227		1,877							1,877		350	350			
.629491-10-1	NYSE EURONEXT		05/17/2011	BARCLAYS AMERICAN	100.000	3,753		2,595	2,998	(403)			(403)		2,595		1,157	1,157	30		
.631103-10-8	NASDAQ OMX GROUP/THE		05/17/2011	BARCLAYS AMERICAN	60.000	1,594		1,459							1,459		136	136			
.637071-10-1	NATIONAL OILWELL VARCO INC		05/17/2011	BARCLAYS AMERICAN	170.000	11,432		5,546	11,433	(5,886)			(5,886)		5,546		5,886	5,886	19		
.637640-10-3	NATIONAL SEMICONDUCTOR CORP		05/17/2011	BARCLAYS AMERICAN	90.000	2,197		1,222	1,238	(17)			(17)		1,222		975	975	9		
.64110D-10-4	NETAPP INC		05/17/2011	BARCLAYS AMERICAN	150.000	7,987		3,207	8,244	(5,037)			(5,037)		3,207		4,780	4,780			
.64110L-10-6	NETFLIX INC		05/17/2011	BARCLAYS AMERICAN	20.000	4,737		3,735							3,735		1,002	1,002			
.651229-10-6	NEWELL RUBBERMAID INC		05/17/2011	BARCLAYS AMERICAN	110.000	2,026		1,978							1,978		48	48	6		
.651290-10-8	NEWFIELD EXPLORATION CO		05/17/2011	BARCLAYS AMERICAN	50.000	3,447		3,384							3,384		63	63			
.651639-10-6	NEWMONT MINING CORP		05/17/2011	BARCLAYS AMERICAN	200.000	10,616		8,483	12,286	(3,804)			(3,804)		8,483		2,134	2,134	30		
.65248E-10-4	NEWS CORP-CL A		05/17/2011	BARCLAYS AMERICAN	920.000	15,885		10,517	7,280	(3,344)			(3,344)		10,517		5,368	5,368	69		
.65339F-10-1	NEXTERA ENERGY INC		05/17/2011	BARCLAYS AMERICAN	170.000	9,868		8,442	5,199	(578)			(578)		8,442		1,426	1,426	94		
.654086-10-7	NICOR INC		05/17/2011	BARCLAYS AMERICAN	20.000	1,101		1,004							1,004		96	96	9		
.654106-10-3	NIKE INC -CL B		05/17/2011	BARCLAYS AMERICAN	160.000	13,429		5,044	13,667	(8,623)			(8,623)		5,044		8,385	8,385	50		
.65473P-10-5	NISOURCE INC		05/17/2011	BARCLAYS AMERICAN	110.000	2,220		2,071							2,071		148	148	51		
.655044-10-5	NOBLE ENERGY INC		05/17/2011	BARCLAYS AMERICAN	70.000	6,025		4,757	6,026	(1,269)			(1,269)		4,757		1,268	1,268	25		
.655664-10-0	NORDSTROM INC		05/17/2011	BARCLAYS AMERICAN	70.000	3,288		.722	2,967	(2,245)			(2,245)		.722		2,567	2,567	16		
.655844-10-8	NORFOLK SOUTHERN CORP		06/10/2011	VARIOUS	150.000	10,847		2,812	9,423	(6,611)			(6,611)		2,812		8,035	8,035	120		
.664397-10-6	NORTHEAST UTILITIES		05/17/2011	BARCLAYS AMERICAN	70.000	2,500		2,314							2,314		187	187	19		

STATEMENT AS OF JUNE 30, 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)
.665859-10-4	NORTHERN TRUST CORP		05/17/2011	BARCLAYS AMERICAN	100.000	4,856		4,229	5,541	(1,313)			(1,313)		4,229		628	628	28		
.666807-10-2	NORTHROP GRUMMAN CORP		05/17/2011	BARCLAYS AMERICAN	120.000	7,763		4,633	7,300	(2,666)			(2,666)		4,633		3,129	3,129	56		
.670006-10-5	NOVELL INC		04/28/2011	MERGER	140.000	854									834		20	20			
.670008-10-1	NOVELLUS SYSTEMS INC		05/17/2011	BARCLAYS AMERICAN	30.000	1,072		1,069							1,069		4	4			
.670346-10-5	NUCOR CORP		05/17/2011	BARCLAYS AMERICAN	130.000	5,660		5,844							5,844		(184)	(184)	47		
.670666-10-4	NVIDIA CORP		05/17/2011	BARCLAYS AMERICAN	230.000	4,254		1,567	3,542	(1,975)			(1,975)		1,567		2,687	2,687			
.67103H-10-7	O'REILLY AUTOMOTIVE INC		05/17/2011	BARCLAYS AMERICAN	60.000	3,618		3,378							3,378		240	240			
.674599-10-5	OCCIDENTAL PETROLEUM CORP		05/17/2011	BARCLAYS AMERICAN	330.000	33,637		6,223	32,373	(26,150)			(26,150)		6,223		27,414	27,414	152		
.681919-10-6	OMNICO GROUP		05/17/2011	BARCLAYS AMERICAN	120.000	5,704		4,937	5,496	(559)			(559)		4,937		767	767	30		
.682680-10-3	ONEOK INC		05/17/2011	BARCLAYS AMERICAN	40.000	2,756		2,342							2,342		415	415	42		
.68389X-10-5	ORACLE CORP		05/17/2011	BARCLAYS AMERICAN	1,560.000	53,704		17,579	48,828	(31,249)			(31,249)		17,579		36,125	36,125	172		
.690768-40-3	OIENS-ILLINOIS INC		05/17/2011	BARCLAYS AMERICAN	60.000	1,951		1,942							1,942		9	9			
.69331C-10-8	P G & E CORP		05/17/2011	BARCLAYS AMERICAN	160.000	7,328		3,371	7,654	(4,283)			(4,283)		3,371		3,957	3,957	73		
.693475-10-5	PNC FINANCIAL SERVICES GROUP		05/17/2011	BARCLAYS AMERICAN	217.000	13,557		11,596	13,176	(1,580)			(1,580)		11,596		1,961	1,961	98		
.693506-10-7	PPG INDUSTRIES INC		06/10/2011	VARIOUS	70.000	6,249		5,851							5,851		397	397	78		
.69351T-10-6	PPL CORPORATION		05/17/2011	BARCLAYS AMERICAN	190.000	5,262		4,910							4,910		352	352	67		
.693718-10-8	PACCAR INC		06/06/2011	VARIOUS	147.000	7,567		3,452	8,429	(4,977)			(4,977)		3,452		4,114	4,114	28		
.696429-30-7	PALL CORP		05/17/2011	BARCLAYS AMERICAN	50.000	2,749		1,098	2,479	(1,381)			(1,381)		1,098		1,651	1,651	18		
.701094-10-4	PARKER HANNIFIN CORP		06/03/2011	VARIOUS	70.000	6,106		6,055							6,055		51	51	48		
.703395-10-3	PATTERSON COS INC		05/17/2011	BARCLAYS AMERICAN	30.000	1,067		984							984		83	83	4		
.704326-10-7	PAYCHEX INC		05/17/2011	BARCLAYS AMERICAN	130.000	4,166		4,056	3,091	(27)			(27)		4,056		111	111	81		
.704549-10-4	PEABODY ENERGY CORP		06/07/2011	VARIOUS	110.000	6,581		5,424	6,398	(1,579)			(1,579)		5,424		1,157	1,157	14		
.708160-10-6	J.C. PENNEY CO INC		05/17/2011	BARCLAYS AMERICAN	90.000	3,351		1,890	2,908	(1,018)			(1,018)		1,890		1,462	1,462	36		
.712704-10-5	PEOPLES UNITED FINANCIAL		05/17/2011	BARCLAYS AMERICAN	140.000	1,868		1,872							1,872		(3)	(3)	44		
.713291-10-2	PEPCO HOLDINGS INC		05/17/2011	BARCLAYS AMERICAN	90.000	1,802		1,684							1,684		118	118	24		
.713448-10-8	PEPSICO INC		05/17/2011	BARCLAYS AMERICAN	640.000	45,052		29,609	41,811	(12,202)			(12,202)		29,609		15,443	15,443	307		
.714046-10-9	PERKINELMER INC		05/17/2011	BARCLAYS AMERICAN	40.000	1,122		1,006							1,006		116	116	3		
.717081-10-3	PFIZER INC		06/07/2011	VARIOUS	3,238.000	67,522		59,292	37,436	1,528			1,528		59,292		8,230	8,230	1,295		
.718172-10-9	PHILIP MORRIS INTERNATIONAL		05/17/2011	BARCLAYS AMERICAN	730.000	49,899		18,351	42,727	(24,376)			(24,376)		18,351		31,548	31,548	467		
.723484-10-1	PINNACLE WEST CAPITAL		06/01/2011	VARIOUS	40.000	1,803		1,685							1,685		119	119	42		
.723787-10-7	PIONEER NATURAL RESOURCES CO		05/17/2011	BARCLAYS AMERICAN	50.000	4,516		4,423							4,423		93	93	2		
.724479-10-0	PITNEY BOWES INC		06/13/2011	VARIOUS	80.000	1,962		1,924							1,924		38	38	59		
.729251-10-8	PLUM CREEK TIMBER CO		05/17/2011	BARCLAYS AMERICAN	60.000	2,470		1,303	2,247	(944)			(944)		1,303		1,167	1,167	25		
.731572-10-3	POLO RALPH LAUREN CORP		05/17/2011	BARCLAYS AMERICAN	30.000	3,936		3,134							3,134		802	802	6		
.74005P-10-4	PRAXAIR INC		05/17/2011	BARCLAYS AMERICAN	130.000	13,395		8,136	9,547	(4,149)			(4,149)		8,136		5,259	5,259	65		
.740189-10-5	PRECISION CASTPARTS CORP		05/17/2011	BARCLAYS AMERICAN	60.000	9,313		8,628							8,628		685	685	2		
.74144T-10-8	T ROWE PRICE GROUP INC		05/17/2011	BARCLAYS AMERICAN	100.000	6,203		6,684							6,684		(481)	(481)	31		
.741503-40-3	PRICELINE.COM INC		05/17/2011	BARCLAYS AMERICAN	20.000	9,994		8,577							8,577		1,417	1,417			
.74251V-10-2	PRINCIPAL FINANCIAL GROUP		05/17/2011	BARCLAYS AMERICAN	120.000	3,723		3,530	3,907	(377)			(377)		3,530		194	194			
.742718-10-9	PROCTER & GAMBLE CO/THE		05/17/2011	BARCLAYS AMERICAN	1,134.000	75,362		44,913	72,950	(28,037)			(28,037)		44,913		30,448	30,448	1,142		
.743263-10-5	PROGRESS ENERGY INC		05/17/2011	BARCLAYS AMERICAN	120.000	5,769		5,009	(247)				(247)		5,009		760	760	136		
.743315-10-3	PROGRESSIVE CORP		05/17/2011	BARCLAYS AMERICAN	260.000	5,526		4,523	5,166	(644)			(644)		4,523		1,003	1,003	104		
.743410-10-2	PROLOGIS		05/17/2011	BARCLAYS AMERICAN	230.000	3,600		3,370							3,370		231	231	41		
.744320-10-2	PRUDENTIAL FINANCIAL INC		05/17/2011	BARCLAYS AMERICAN	200.000	12,727		10,284	11,742	(1,458)			(1,458)		10,284		2,443	2,443			
.744573-10-6	PUBLIC SERVICE ENTERPRISE GP		05/17/2011	BARCLAYS AMERICAN	200.000	6,643		6,329	3,181	(103)			(103)		6,329		314	314	69		
.74460D-10-9	PUBLIC STORAGE		05/17/2011	BARCLAYS AMERICAN	60.000	7,033		3,464	6,085	(2,621)			(2,621)		3,464		3,569	3,569	48		
.745867-10-1	PULTEGROUP INC		05/17/2011	BARCLAYS AMERICAN	130.000	988		1,084							1,084		(96)	(96)			
.74733V-10-0	QEP RESOURCES INC		05/17/2011	BARCLAYS AMERICAN	70.000	2,826		2,716							2,716		110	110	1		
.747525-10-3	QUALCOMM INC		05/17/2011	BARCLAYS AMERICAN	650.000	36,727		13,576	32,169	(18,592)			(18,592)		13,576		23,151	23,151	124		
.74762E-10-2	QUANTA SERVICES INC		05/17/2011	BARCLAYS AMERICAN	80.000	1,562		1,846							1,846		(284)	(284)			
.74834L-10-0	QUEST DIAGNOSTICS INC		05/17/2011	BARCLAYS AMERICAN	60.000	3,437		3,377							3,377		59	59	6		
.749121-10-9	QWEST COMMUNICATIONS INTL		04/01/2011	FREE DELIVER OF SECURITIES	600.000	2,310		2,310	4,566	(2,256)			(2,256)		2,310				81		
.750438-10-3	RADIOSHACK CORP		05/17/2011	BARCLAYS AMERICAN	40.000	645		636							636		10	10			
.75281A-10-9	RANGE RESOURCES CORP		05/17/2011	BARCLAYS AMERICAN	60.000	3,094		2,793							2,793		301	301	2		
.755111-50-7	RAYTHEON COMPANY		05/17/2011	BARCLAYS AMERICAN	150.000	7,371		6,318	4,634	(933)			(933)		6,318		1,053	1,053	65		
.756577-10-2	RED HAT INC		05/17/2011	BARCLAYS AMERICAN	70.000	3,205		2,801							2,801		405	405			
.7591EP-10-0	REGIONS FINANCIAL CORP		05/17/2011	BARCLAYS AMERICAN	500.000	3,555		2,167	2,800	(1,336)			(1,336)		2,167		1,388	1,388	5		
.760759-10-0	REPUBLIC SERVICES INC		05/17/2011	BARCLAYS AMERICAN	120.000	3,853		3,686							3,686		166	166	24		

STATEMENT AS OF JUNE 30, 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 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)
761713-10-6	REYNOLDS AMERICAN INC		05/17/2011	BARCLAYS AMERICAN	130.000	4,979		2,536	4,241	(1,705)			(1,705)		2,536		2,443	2,443	.69		
770323-10-3	ROBERT HALF INTL INC		05/17/2011	BARCLAYS AMERICAN	50.000	1,402		1,211	1,530	(320)			(320)		1,211		192	192	.7		
773903-10-9	ROCKWELL AUTOMATION INC		06/10/2011	VARIOUS	60.000	4,972		2,833	4,303	(1,469)			(1,469)		2,833		2,139	2,139	.32		
774341-10-1	ROCKWELL COLLINS INC		06/06/2011	VARIOUS	60.000	3,739		1,239	3,496	(2,257)			(2,257)		1,239		2,501	2,501	.24		
776696-10-6	ROPER INDUSTRIES INC		05/17/2011	BARCLAYS AMERICAN	40.000	3,317		2,998							2,998		320	320	.4		
778296-10-3	ROSS STORES INC		05/17/2011	BARCLAYS AMERICAN	50.000	4,034		3,304							3,304		731	731	.11		
779382-10-0	ROWAN COMPANIES INC		05/17/2011	BARCLAYS AMERICAN	50.000	1,883		1,655							1,655		229	229			
783549-10-8	RYDER SYSTEM INC		05/17/2011	BARCLAYS AMERICAN	20.000	1,081		979							979		102	102	.5		
78390X-10-1	SAIC INC		05/17/2011	BARCLAYS AMERICAN	110.000	1,897		1,818							1,818		79	79			
78442P-10-6	SLM CORP		05/17/2011	BARCLAYS AMERICAN	190.000	3,067		2,195	2,392	(197)			(197)		2,195		872	872			
786514-20-8	SAFEWAY INC		05/17/2011	BARCLAYS AMERICAN	145.000	3,588		3,387	3,261	126			126		3,387		201	201	.17		
790849-10-3	ST JUDE MEDICAL INC		05/17/2011	BARCLAYS AMERICAN	140.000	7,262		3,833	5,985	(2,152)			(2,152)		3,833		3,429	3,429	.29		
79466L-30-2	SALESFORCE.COM INC		05/17/2011	BARCLAYS AMERICAN	50.000	6,559		6,199							6,199		360	360			
80004C-10-1	SANDISK CORP		05/17/2011	BARCLAYS AMERICAN	90.000	4,278		4,370							4,370		(92)	(92)			
803111-10-3	SARA LEE CORP		05/17/2011	BARCLAYS AMERICAN	250.000	4,789		4,913							4,913		(124)	(124)	.29		
80589M-10-2	SCANA CORP		05/17/2011	BARCLAYS AMERICAN	40.000	1,668		1,700							1,700		(32)	(32)	.19		
806857-10-8	SCHLUMBERGER LTD		05/17/2011	BARCLAYS AMERICAN	550.000	44,858		20,907	33,400	(24,982)			(24,982)		20,907		23,951	23,951	.138		
808513-10-5	SCHWAB (CHARLES) CORP		05/17/2011	BARCLAYS AMERICAN	400.000	7,086		4,619	6,844	(2,226)			(2,226)		4,619		2,468	2,468	.48		
811065-10-1	SCRIPPS NETWORKS INTER-CL A		05/17/2011	BARCLAYS AMERICAN	30.000	1,513		1,392							1,392		121	121	.2		
81211K-10-0	SEALED AIR CORP		05/17/2011	BARCLAYS AMERICAN	60.000	1,549		1,610							1,610		(61)	(61)	.8		
812350-10-6	SEARS HOLDINGS CORP		05/17/2011	BARCLAYS AMERICAN	20.000	1,526		965	1,475	(510)			(510)		965		561	561			
816851-10-9	SEMPRA ENERGY		05/17/2011	BARCLAYS AMERICAN	100.000	5,490		5,259							5,259		231	231	.48		
824348-10-6	SHERWIN-WILLIAMS CO/THE		05/17/2011	BARCLAYS AMERICAN	40.000	3,398		1,272	3,350	(2,078)			(2,078)		1,272		2,126	2,126	.15		
826552-10-1	SIGMA-ALDRICH		05/17/2011	BARCLAYS AMERICAN	50.000	3,457		3,192							3,192		266	266	.9		
828906-10-9	SIMON PROPERTY GROUP INC		05/17/2011	BARCLAYS AMERICAN	116.000	13,447		4,822	11,541	(6,719)			(6,719)		4,822		8,625	8,625	.95		
832696-40-5	JM SMUCKER CO/THE		06/01/2011	VARIOUS	50.000	3,745		3,156							3,156		589	589	.44		
833034-10-1	SNAP-ON INC		05/17/2011	BARCLAYS AMERICAN	20.000	1,196		581	1,132	(550)			(550)		581		615	615	.6		
842587-10-7	SOUTHERN CO		06/06/2011	VARIOUS	340.000	13,635		9,384	12,998	(3,614)			(3,614)		9,384		4,251	4,251	.315		
844741-10-8	SOUTHWEST AIRLINES CO		05/17/2011	BARCLAYS AMERICAN	300.000	3,622		3,753							3,753		(131)	(131)	.1		
845467-10-9	SOUTHWESTERN ENERGY CO		05/17/2011	BARCLAYS AMERICAN	140.000	5,771		5,036	3,743	(247)			(247)		5,036		736	736			
847560-10-9	SPECTRA ENERGY CORP		06/13/2011	VARIOUS	256.000	6,976		4,334	6,397	(2,064)			(2,064)		4,334		2,642	2,642	.67		
852061-10-0	SPRINT NEXTEL CORP		05/17/2011	BARCLAYS AMERICAN	1,200.000	6,170		4,472	5,076	(604)			(604)		4,472		1,699	1,699			
854502-10-1	STANLEY BLACK & DECKER INC		05/17/2011	BARCLAYS AMERICAN	67.000	4,956		2,079	4,480	(2,401)			(2,401)		2,079		2,877	2,877	.27		
855030-10-2	STAPLES INC		05/17/2011	BARCLAYS AMERICAN	290.000	5,805		4,012	6,603	(2,591)			(2,591)		4,012		1,792	1,792	.29		
855244-10-9	STARBUCKS CORP		05/17/2011	BARCLAYS AMERICAN	300.000	10,589		3,733	9,639	(5,906)			(5,906)		3,733		6,856	6,856	.78		
85590A-40-1	STARWOOD HOTELS & RESORTS		05/17/2011	BARCLAYS AMERICAN	80.000	4,651		4,916							4,916		(266)	(266)			
857477-10-3	STATE STREET CORP		05/17/2011	BARCLAYS AMERICAN	200.000	9,235		8,046	4,634	(1,359)			(1,359)		8,046		1,189	1,189	.36		
858912-10-8	STERICYCLE INC		05/17/2011	BARCLAYS AMERICAN	40.000	3,662		3,196							3,196		466	466			
863667-10-1	STRYKER CORP		05/17/2011	BARCLAYS AMERICAN	140.000	8,768		6,169	5,370	(1,537)			(1,537)		6,169		2,599	2,599	.25		
86764P-10-9	SUNOCO INC		06/10/2011	VARIOUS	50.000	2,001		917	2,016	(1,099)			(1,099)		917		1,084	1,084	.12		
867914-10-3	SUNTRUST BANKS INC		05/17/2011	BARCLAYS AMERICAN	200.000	5,586		4,039	2,951	(1,831)			(1,831)		4,039		1,547	1,547	.2		
868536-10-3	SUPERVALU INC		05/17/2011	BARCLAYS AMERICAN	78.000	835		663	173	54			54		663		172	172	.7		
871503-10-8	SYMANTEC CORP		05/17/2011	BARCLAYS AMERICAN	310.000	6,032		4,917	3,348	(393)			(393)		4,917		1,115	1,115			
871829-10-7	SYSCO CORP		05/17/2011	BARCLAYS AMERICAN	230.000	7,271		6,338	6,762	(424)			(424)		6,338		933	933	.60		
872375-10-0	TECO ENERGY INC		05/17/2011	BARCLAYS AMERICAN	80.000	1,526		1,458							1,458		68	68	.27		
872540-10-9	TJX COMPANIES INC		06/02/2011	VARIOUS	160.000	8,481		3,420	6,659	(3,724)			(3,724)		3,420		5,061	5,061	.32		
87612E-10-6	TARGET CORP		06/10/2011	VARIOUS	290.000	14,673		10,326	17,438	(7,112)			(7,112)		10,326		4,347	4,347	.115		
879664-10-0	TELLABS INC		05/17/2011	BARCLAYS AMERICAN	140.000	651		801							801		(150)	(150)	.6		
880336-10-0	TENET HEALTHCARE CORP		05/17/2011	BARCLAYS AMERICAN	190.000	1,213		1,294							1,294		(81)	(81)			
88076W-10-3	TERADATA CORP		05/17/2011	BARCLAYS AMERICAN	70.000	3,700		3,054							3,054		646	646			
880770-10-2	TERADYNE INC		05/17/2011	BARCLAYS AMERICAN	70.000	1,116		991							991		126	126			
881609-10-1	TESORO CORP		05/17/2011	BARCLAYS AMERICAN	50.000	1,191		900							900		292	292			
882508-10-4	TEXAS INSTRUMENTS INC		05/17/2011	BARCLAYS AMERICAN	470.000	16,404		8,108	15,275	(7,167)			(7,167)		8,108		8,295	8,295	.122		
883203-10-1	TEXTRON INC		05/17/2011	BARCLAYS AMERICAN	110.000	2,686		2,096	2,600	(505)			(505)		2,096		590	590	.2		
883556-10-2	THERMO FISHER SCIENTIFIC INC		05/17/2011	BARCLAYS AMERICAN	160.000	9,863		5,734	8,858	(3,124)			(3,124)		5,734		4,129	4,129			
88579Y-10-1	3M CO		05/17/2011	BARCLAYS AMERICAN	290.000	27,602		20,109	25,027	(4,918)			(4,918)		20,109		7,494	7,494	.160		
886547-10-8	TIFFANY & CO		05/17/2011	BARCLAYS AMERICAN	50.000	3,410		1,067	3,114	(2,046)			(2,046)		1,067		2,343	2,343	.13		
887317-30-3	TIME WARNER INC		05/17/2011	BARCLAYS AMERICAN	446.000	15,828		13,897	11,774	(480)			(480)		13,897		1,931	1,931	.105		
88732J-20-7	TIME WARNER CABLE		05/17/2011	BARCLAYS AMERICAN	142.000	10,941		6,209	9,376	(3,167)			(3,167)		6,209		4,732	4,732	.68		

STATEMENT AS OF JUNE 30, 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)
888339-20-7	TITANIUM METALS CORP		05/17/2011	BARCLAYS AMERICAN	30.000	.578		.537							.537		.41	.41			
891027-10-4	TORCHMARK CORP		05/17/2011	BARCLAYS AMERICAN	30.000	1.990		1.161	1.792	(.631)			(.631)		1.161		.829	.829		29	
891906-10-9	TOTAL SYSTEM SERVICES INC		05/17/2011	BARCLAYS AMERICAN	60.000	1.127		1.052							1.052		.75	.75		.4	
89417E-10-9	TRAVELERS COS INC/THE		05/17/2011	BARCLAYS AMERICAN	183.000	11.515		6.663	10.195	(3.532)			(3.532)		6.663		4.852	4.852		.66	
902494-10-3	TYSON FOODS INC-CL A		05/17/2011	BARCLAYS AMERICAN	120.000	2.185		2.014							2.014		.171	.171		.5	
902973-30-4	US BANCORP		05/17/2011	BARCLAYS AMERICAN	770.000	19.324		17.665	20.767	(3.102)			(3.102)		17.665		1.660	1.660		.96	
907818-10-8	UNION PACIFIC CORP		05/17/2011	BARCLAYS AMERICAN	200.000	20.280		5.824	18.532	(12.708)			(12.708)		5.824		14.456	14.456		.76	
911312-10-6	UNITED PARCEL SERVICE-CL B		06/01/2011	VARIOUS	400.000	29.613		26.683	14.516	(2.401)			(2.401)		26.683		2.930	2.930		328	
912909-10-8	UNITED STATES STEEL CORP		06/10/2011	VARIOUS	60.000	2.715		1.190	3.505	(2.316)			(2.316)		1.190		1.525	1.525		.6	
913017-10-9	UNITED TECHNOLOGIES CORP		05/17/2011	BARCLAYS AMERICAN	370.000	32.968		14.794	29.126	(14.333)			(14.333)		14.794		18.175	18.175		157	
91324P-10-2	UNITEDHEALTH GROUP INC		05/17/2011	BARCLAYS AMERICAN	440.000	21.952		12.473	15.888	(3.415)			(3.415)		12.473		9.479	9.479		55	
91529Y-10-6	UNUM GROUP		05/17/2011	BARCLAYS AMERICAN	120.000	3.157		2.077	2.422	(.854)			(.854)		2.077		1.081	1.081		22	
917047-10-2	URBAN OUTFITTERS INC		05/17/2011	BARCLAYS AMERICAN	50.000	1.627		1.708							1.708		(.81)	(.81)			
918204-10-8	VF CORP		05/17/2011	BARCLAYS AMERICAN	40.000	4.004		3.254							3.254		.750	.750		25	
91913Y-10-0	VALERO ENERGY CORP		06/15/2011	VARIOUS	220.000	5.852		5.353							5.353		4.99	4.99		18	
92220P-10-5	VARIAN MEDICAL SYSTEMS INC		05/17/2011	BARCLAYS AMERICAN	50.000	3.458		3.566							3.566		(108)	(108)			
92276F-10-0	VENTAS INC		05/17/2011	BARCLAYS AMERICAN	60.000	3.262		3.256							3.256		.6	.6		35	
92343E-10-2	VERISIGN INC		06/06/2011	BARCLAYS AMERICAN	60.000	2.057		.976	1.960	(.984)			(.984)		.976		1.081	1.081		165	
92343V-10-4	VERIZON COMMUNICATIONS INC		05/17/2011	BARCLAYS AMERICAN	1.136.000	42.136		33.509	40.646	(7.137)			(7.137)		33.509		8.627	8.627		1,108	
92553P-20-1	VIACOM INC-CLASS B		05/17/2011	BARCLAYS AMERICAN	240.000	11.941		4.950	7.922	(4.672)			(4.672)		4.950		6.991	6.991		.36	
92826C-83-9	VISA INC-CLASS A SHARES		05/17/2011	BARCLAYS AMERICAN	200.000	15.965		15.876	14.076	1.800			1.800		15.876		.89	.89		30	
929042-10-9	VORNADO REALTY TRUST		05/23/2011	VARIOUS	66.000	6.280		5.583	.333	(.173)			(.173)		5.583		.697	.697		.86	
929160-10-9	VULCAN MATERIALS CO		05/17/2011	BARCLAYS AMERICAN	50.000	2.016		2.371	2.218	.153			.153		2.371		(355)	(355)		13	
931142-10-3	WAL-MART STORES INC		06/06/2011	VARIOUS	790.000	43.833		42.762	21.572	(1.145)			(1.145)		42.762		1.071	1.071		577	
931422-10-9	WALGREEN CO		05/17/2011	BARCLAYS AMERICAN	370.000	16.426		12.460	14.415	(1.955)			(1.955)		12.460		3.966	3.966		.65	
939640-10-8	WASHINGTON POST-CLASS B		05/17/2011	BARCLAYS AMERICAN	10.000	4.160		4.434							4.434		(275)	(275)		47	
94106L-10-9	WASTE MANAGEMENT INC		05/17/2011	BARCLAYS AMERICAN	190.000	7.353		5.409	7.005	(1.596)			(1.596)		5.409		1.944	1.944		.65	
941848-10-3	WATERS CORP		05/17/2011	BARCLAYS AMERICAN	40.000	3.884		3.120							3.120		.764	.764			
942683-10-3	WATSON PHARMACEUTICALS INC		05/17/2011	BARCLAYS AMERICAN	50.000	3.143		1.451	2.583	(1.132)			(1.132)		1.451		1.692	1.692			
94973V-10-7	WELLPPOINT INC		05/17/2011	BARCLAYS AMERICAN	160.000	12.750		6.758	9.098	(2.340)			(2.340)		6.758		5.993	5.993		40	
949746-10-1	WELLS FARGO & CO		06/01/2011	VARIOUS	2.119.000	59.247		54.448	63.189	(11.357)			(11.357)		54.448		4.798	4.798		509	
958102-10-5	WESTERN DIGITAL CORP		05/17/2011	BARCLAYS AMERICAN	90.000	3.350		2.908							2.908		.442	.442			
959802-10-9	WESTERN UNION CO		05/17/2011	BARCLAYS AMERICAN	263.000	5.444		4.648	4.884	(236)			(236)		4.648		.795	.795		18	
962166-10-4	WEYERHAEUSER CO		06/01/2011	VARIOUS	210.000	4.639		4.832							4.832		(193)	(193)		.63	
963320-10-6	WHIRLPOOL CORP		05/17/2011	BARCLAYS AMERICAN	30.000	2.532		2.633							2.633		(101)	(101)		13	
966837-10-6	WHOLE FOODS MARKET INC		05/17/2011	BARCLAYS AMERICAN	60.000	3.699		1.033	3.035	(2.003)			(2.003)		1.033		2.666	2.666		.6	
969457-10-0	WILLIAMS COS INC		05/17/2011	BARCLAYS AMERICAN	230.000	6.929		2.357	5.686	(3.328)			(3.328)		2.357		4.572	4.572		29	
97381W-10-4	WINDSTREAM CORP		05/17/2011	BARCLAYS AMERICAN	188.000	2.492		1.526	2.621	(1.095)			(1.095)		1.526		.966	.966		47	
976657-10-6	WISCONSIN ENERGY CORP		06/01/2011	VARIOUS	100.000	3.142		3.017							3.017		.125	.125		52	
98310W-10-8	WYNDHAM WORLDWIDE CORP		05/17/2011	BARCLAYS AMERICAN	70.000	2.362		2.041							2.041		.320	.320		11	
983134-10-7	WYNN RESORTS LTD		05/17/2011	BARCLAYS AMERICAN	30.000	4.302		1.770	3.115	(1.345)			(1.345)		1.770		2.531	2.531		15	
98389B-10-0	XCEL ENERGY INC		05/17/2011	BARCLAYS AMERICAN	180.000	4.461		2.711	4.239	(1.528)			(1.528)		2.711		1.750	1.750		45	
983919-10-1	XILINX INC		06/08/2011	VARIOUS	100.000	3.530		3.199							3.199		.331	.331		27	
984121-10-3	XEROX CORP		05/17/2011	BARCLAYS AMERICAN	560.000	5.692		5.505	3.456	(.918)			(.918)		5.505		.187	.187		24	
984332-10-6	YAHOO! INC		05/17/2011	BARCLAYS AMERICAN	520.000	8.606		8.340	3.326	(.119)			(.119)		8.340		.266	.266			
988498-10-1	YUM! BRANDS INC		05/17/2011	BARCLAYS AMERICAN	190.000	10.296		2.736	9.320	(6.584)			(6.584)		2.736		7.560	7.560		95	
98956P-10-2	ZIMMER HOLDINGS INC		05/17/2011	BARCLAYS AMERICAN	80.000	5.510		4.522	4.294	.227			.227		4.522		.988	.988			
989701-10-7	ZIONS BANCORPORATION		05/17/2011	BARCLAYS AMERICAN	70.000	1.647		.521	1.696	(1.175)			(1.175)		.521		1.127	1.127		.1	
G491BT-10-8	INVESCO LTD		05/17/2011	BARCLAYS AMERICAN	180.000	4.416		2.654	4.331	(1.677)			(1.677)		2.654		1.761	1.761		20	
80105N-11-3	SANOFI CVR	F	05/11/2011	BARCLAYS AMERICAN	200.000	.468		.471							.471		(.3)	(.3)			U
G2554F-11-3	COVIDIEN PLC	R	05/17/2011	BARCLAYS AMERICAN	120.000	6.672		.673							.673		(.61)	(.61)			U
G47791-10-1	INGERSOLL-RAND PLC	F	05/17/2011	BARCLAYS AMERICAN	130.000	6.501		3.822	.6122	(2.300)			(2.300)		3.822		2.679	2.679		.9	
G6359F-10-3	NABORS INDUSTRIES LTD	F	05/17/2011	BARCLAYS AMERICAN	110.000	2.928		2.581		(.422)			(.422)		2.159		.770	.770			
G98290-10-2	XL GROUP PLC	F	05/17/2011	BARCLAYS AMERICAN	130.000	3.021		.762	2.837	(2.074)			(2.074)		.762		2.259	2.259		14	
H0023R-10-5	ACE LTD	F	05/17/2011	BARCLAYS AMERICAN	140.000	9.453		8.700							8.700		.753	.753		46	
H5833N-10-3	NOBLE CORP	R	06/06/2011	BARCLAYS AMERICAN	100.000	3.951		3.693							3.693		.258	.258		10	
H89128-10-4	TYCO INTERNATIONAL LTD	F	05/17/2011	BARCLAYS AMERICAN	192.000	9.629		.627	7.956	(1.729)			(1.729)		.627		3.402	3.402		93	
9099999. Common Stocks - Industrial and Miscellaneous (Unaffiliated)						5,344,433	XXX	3,870,640	3,629,242	(1,203,928)			(1,203,928)		3,870,640		1,473,806	1,473,806	33,316	XXX	XXX

STATEMENT AS OF JUNE 30, 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 During Year	Maturity Date	NAIC Desig- nation or Market In- dicator (a)	
9799997. Total - Common Stocks - Part 4						5,344,433	XXX	3,870,640	3,629,242	(1,203,928)			(1,203,928)		3,870,640		1,473,806	1,473,806	33,316	XXX	XXX	
9799998. Total - Common Stocks - Part 5						XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
9799999. Total - Common Stocks						5,344,433	XXX	3,870,640	3,629,242	(1,203,928)			(1,203,928)		3,870,640		1,473,806	1,473,806	33,316	XXX	XXX	
9899999. Total - Preferred and Common Stocks						5,344,433	XXX	3,870,640	3,629,242	(1,203,928)			(1,203,928)		3,870,640		1,473,806	1,473,806	33,316	XXX	XXX	
9999999 - Totals						6,150,320	XXX	4,746,791	4,386,927	(1,203,928)	(2,657)		(1,206,585)		4,676,527		1,473,806	1,473,806	55,870	XXX	XXX	

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues.....2

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 Prior to Current 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	Economic Impact of the Decline at the End of the Reporting Period

STATEMENT AS OF JUNE 30, 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

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. 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]



SUPPLEMENT FOR THE QUARTER ENDING JUNE 30, 2011 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

DIRECTOR AND OFFICER SUPPLEMENT

Year To Date For The Period Ended JUNE 30, 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
\$ 4,400	\$ 4,520	\$

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.

\$