



PROPERTY AND CASUALTY COMPANIES - ASSOCIATION EDITION

QUARTERLY STATEMENT

AS OF SEPTEMBER 30, 2011
OF THE CONDITION AND AFFAIRS OF THE

Republic-Franklin Insurance Company

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

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

Country of Domicile United States of America

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

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

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

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

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

Internet Web Site Address www.uticanational.com

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

OFFICERS

Chairman & CEO James Douglas Robinson

Secretary George Paul Wardley, III

President & COO Brian Patrick Lytwynec

OTHER

James Porter Carhart Senior Vice President

Richard Patrick Creedon Executive Vice President

Daniel Desmond Daly Executive Vice President

Steven Paul Guzski Senior Vice President

DIRECTORS OR TRUSTEES

Alfred Elliot Calligaris

Roy Anthony Cardia

Paul Alan Hagstrom, Ph.D.

Jerry John Hartman

Brian Patrick Lytwynec

Alan Joseph Pope, Sr.

James Douglas Robinson

Linda Ellen Romano

George Paul Wardley, III

John Ralph Zapisek

State of New York

County of Oneida

SS:

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

James Douglas Robinson
Chairman & CEO

Brian Patrick Lytwynec
President & COO

George Paul Wardley, III
Secretary

Subscribed and sworn to before me this day of

a. Is this an original filing? Yes [X] No []

b. If no,

1. State the amendment number.....

2. Date filed

3. Number of pages attached.....

STATEMENT AS OF SEPTEMBER 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	77,323,464		77,323,464	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 (\$326,346), cash equivalents (\$549,831) and short-term investments (\$99,998)	976,174		976,174	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)	78,299,639		78,299,639	79,529,453
13. Title plants less \$ charged off (for Title insurers only)				
14. Investment income due and accrued	818,729		818,729	794,458
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	5,049,838	70,199	4,979,639	4,890,647
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$(39,920) earned but unbilled premiums)	998,643		998,643	928,391
15.3 Accrued retrospective premiums				
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers	2,983,827		2,983,827	2,233,276
16.2 Funds held by or deposited with reinsured companies				
16.3 Other amounts receivable under reinsurance contracts				
17. Amounts receivable relating to uninsured plans				
18.1 Current federal and foreign income tax recoverable and interest thereon				71,138
18.2 Net deferred tax asset	2,249,488	898,809	1,350,679	1,265,228
19. Guaranty funds receivable or on deposit	1,056,443		1,056,443	969,540
20. Electronic data processing equipment and software	20,712		20,712	34,089
21. Furniture and equipment, including health care delivery assets (\$)	40,778	40,778		
22. Net adjustment in assets and liabilities due to foreign exchange rates				
23. Receivables from parent, subsidiaries and affiliates	563,898		563,898	
24. Health care (\$) and other amounts receivable				
25. Aggregate write-ins for other than invested assets	3,505,259	2,305,924	1,199,335	1,405,267
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25)	95,587,254	3,315,711	92,271,543	92,121,485
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts				
28. Total (Lines 26 and 27)	95,587,254	3,315,711	92,271,543	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	1,045,347	36,118	1,009,229	1,219,831
2502. Equities and Deposits in Pools and Associations	190,545	440	190,105	184,497
2503. Prepaid Expenses	1,544,911	1,544,911		
2598. Summary of remaining write-ins for Line 25 from overflow page	724,456	724,456		939
2599. Totals (Lines 2501 through 2503 plus 2598)(Line 25 above)	3,505,259	2,305,924	1,199,335	1,405,267

LIABILITIES, SURPLUS AND OTHER FUNDS

	1 Current Statement Date	2 December 31, Prior Year
1. Losses (current accident year \$ 8,219,460)	28,751,946	27,861,918
2. Reinsurance payable on paid losses and loss adjustment expenses		
3. Loss adjustment expenses	9,748,085	9,994,204
4. Commissions payable, contingent commissions and other similar charges	578,753	638,457
5. Other expenses (excluding taxes, licenses and fees)	1,109,443	1,233,402
6. Taxes, licenses and fees (excluding federal and foreign income taxes)	728,868	651,177
7.1 Current federal and foreign income taxes (including \$ on realized capital gains (losses))	38,304	
7.2 Net deferred tax liability	80,199	
8. Borrowed money \$ and interest thereon \$		
9. Unearned premiums (after deducting unearned premiums for ceded reinsurance of \$ 79,743,193 and including warranty reserves of \$)	9,647,719	9,047,701
10. Advance premium	64,912	56,104
11. Dividends declared and unpaid:		
11.1 Stockholders		
11.2 Policyholders	113,158	251,018
12. Ceded reinsurance premiums payable (net of ceding commissions)	354,332	339,530
13. Funds held by company under reinsurance treaties		
14. Amounts withheld or retained by company for account of others	496,348	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		664,089
20. Derivatives		
21. Payable for securities	42	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	93,954	203,009
26. Total liabilities excluding protected cell liabilities (Lines 1 through 25)	51,868,829	51,456,587
27. Protected cell liabilities		
28. Total liabilities (Lines 26 and 27)	51,868,829	51,456,587
29. Aggregate write-ins for special surplus funds	435,926	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)	34,326,986	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)	40,402,714	40,664,898
38. Totals (Page 2, Line 28, Col. 3)	92,271,543	92,121,485
DETAILS OF WRITE-INS		
2501. Contingent Balances in Safety Groups	93,570	202,620
2502. Miscellaneous Accounts Payable	384	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)	93,954	203,009
2901. Reserve for Undeclared Dividends	147,288	68,703
2902. Additional Admitted Deferred Tax Asset	288,638	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)	435,926	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 \$ 117,270,483)	109,362,494	106,890,073	143,160,108
1.2 Assumed (written \$ 14,070,955)	13,470,938	13,134,576	17,423,418
1.3 Ceded (written \$ 117,270,487)	109,362,498	106,890,102	143,160,137
1.4 Net (written \$ 14,070,952)	13,470,935	13,134,547	17,423,389
DEDUCTIONS:			
2. Losses incurred (current accident year \$ 11,865,450):			
2.1 Direct	72,813,144	47,611,512	63,738,864
2.2 Assumed	8,645,130	6,235,473	8,426,646
2.3 Ceded	72,812,935	47,608,696	63,736,038
2.4 Net	8,645,338	6,238,288	8,429,473
3. Loss adjustment expenses incurred	2,572,659	2,693,597	3,343,453
4. Other underwriting expenses incurred	5,243,724	5,203,384	6,747,170
5. Aggregate write-ins for underwriting deductions			
6. Total underwriting deductions (Lines 2 through 5)	16,461,721	14,135,270	18,520,095
7. Net income of protected cells			
8. Net underwriting gain or (loss) (Line 1 minus Line 6 + Line 7)	(2,990,787)	(1,000,723)	(1,096,707)
INVESTMENT INCOME			
9. Net investment income earned	2,484,704	2,478,928	3,311,054
10. Net realized capital gains (losses) less capital gains tax of \$	1,837,713	30,426	612,094
11. Net investment gain (loss) (Lines 9 + 10)	4,322,417	2,509,354	3,923,149
OTHER INCOME			
12. Net gain or (loss) from agents' or premium balances charged off (amount recovered \$ 29 amount charged off \$ 14,253)	(14,224)	(15,045)	(32,149)
13. Finance and service charges not included in premiums	385,805	348,364	465,089
14. Aggregate write-ins for miscellaneous income	(10,604)	(9,565)	(13,013)
15. Total other income (Lines 12 through 14)	360,977	323,755	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)	1,692,607	1,832,386	3,246,368
17. Dividends to policyholders	74,206	206,175	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)	1,618,401	1,626,211	3,030,005
19. Federal and foreign income taxes incurred	376,016	362,063	567,012
20. Net income (Line 18 minus Line 19)(to Line 22)	1,242,385	1,264,148	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)	1,242,385	1,264,148	2,462,993
23. Net transfers (to) from Protected Cell accounts			
24. Change in net unrealized capital gains (losses) less capital gains tax of \$ (523,986)	(1,008,849)	297,289	(55,962)
25. Change in net unrealized foreign exchange capital gain (loss)			
26. Change in net deferred income tax	(47,329)	(58,634)	(81,230)
27. Change in nonadmitted assets	(630,587)	(156,385)	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	182,196	43,739	(13,290)
38. Change in surplus as regards policyholders (Lines 22 through 37)	(262,184)	1,390,157	2,696,485
39. Surplus as regards policyholders, as of statement date (Lines 21 plus 38)	40,402,714	39,358,570	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	67	30	302
1402. Miscellaneous Income	(10,671)	(9,594)	(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)	(10,604)	(9,565)	(13,013)
3701. Contingent Balance in Safety Groups	109,050	41,910	78,750
3702. Deferred Tax Expanded Admissibility – SSAP 10R	73,146	1,829	(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)	182,196	43,739	(13,290)

STATEMENT AS OF SEPTEMBER 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	13,925,720	13,420,763	17,553,628
2. Net investment income	2,673,828	2,676,103	3,553,134
3. Miscellaneous income	360,977	323,755	419,926
4. Total (Lines 1 to 3)	16,960,525	16,420,621	21,526,688
5. Benefit and loss related payments	8,505,862	6,009,880	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	8,250,732	8,131,491	10,347,293
8. Dividends paid to policyholders	212,066	278,100	335,006
9. Federal and foreign income taxes paid (recovered) net of \$ tax on capital gains (losses)	266,574	(374,224)	(374,214)
10. Total (Lines 5 through 9)	17,235,233	14,045,246	18,264,897
11. Net cash from operations (Line 4 minus Line 10)	(274,708)	2,375,375	3,261,791
Cash from Investments			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds	4,563,420	8,823,738	13,918,519
12.2 Stocks	6,360,443	146,937	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	345	30,069	30,110
12.7 Miscellaneous proceeds	7		
12.8 Total investment proceeds (Lines 12.1 to 12.7)	10,924,216	9,000,744	16,046,113
13. Cost of investments acquired (long-term only):			
13.1 Bonds	8,617,387	12,618,205	21,054,607
13.2 Stocks	1,447,252	202,627	394,486
13.3 Mortgage loans			
13.4 Real estate			
13.5 Other invested assets			
13.6 Miscellaneous applications		115,741	115,706
13.7 Total investments acquired (Lines 13.1 to 13.6)	10,064,639	12,936,574	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)	859,577	(3,935,830)	(5,518,687)
Cash from Financing and Miscellaneous Sources			
16. Cash provided (applied):			
16.1 Surplus notes, capital notes			
16.2 Capital and paid in surplus, less treasury stock			
16.3 Borrowed funds			
16.4 Net deposits on deposit-type contracts and other insurance liabilities			
16.5 Dividends to stockholders			
16.6 Other cash provided (applied)	(1,041,138)	(886,326)	286,375
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6)	(1,041,138)	(886,326)	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) ..	(456,270)	(2,446,781)	(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)	976,174	956,185	1,432,444

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

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STATEMENT AS OF SEPTEMBER 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
(51,308)	-	(51,308)

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

Less than 12 months	Greater than 12 months	Total
2,712,803	-	2,712,803

- (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 SEPTEMBER 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 9/30/2011	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 SEPTEMBER 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 September 30, 2011, \$6.9 million has been paid for incurred claims and claim adjustment expenses attributable to insured events of prior years. Reserves remaining for prior years are now \$30.3 million as a result of re-estimation of unpaid claims and claim adjustment expenses. Therefore, there has been a \$0.6 million favorable prior-year development since December 31, 2010 to September 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.

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 [X] No []
- 10.2

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

563,898

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?

Yes [] No []
- If no, attach a description with this statement.

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

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

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

3.2 If yes, give full and complete information thereto.

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

4.2 If yes, complete the following schedule:

			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\$.....

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

SCHEDULE F - CEDED REINSURANCE

Showing All New Reinsurers - Current Year to Date

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

SCHEDULE T - EXHIBIT OF PREMIUMS WRITTEN

Current Year to Date - Allocated by States and Territories

		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
States, etc.								
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	16,656,828	14,652,034	10,142,208	5,319,855	16,650,684	14,076,916
8.	Delaware DE	L	1,898,441	1,137,923	748,607	497,861	1,313,546	676,003
9.	District of Columbia DC	L	231,404	226,026	74,876	123,970	63,458	186,579
10.	Florida FL	N						
11.	Georgia GA	L	4,655,017	5,969,249	4,433,042	3,178,022	4,326,823	5,011,049
12.	Hawaii HI	N						
13.	Idaho ID	N						
14.	Illinois IL	L	1,793,372	1,660,319	571,329	422,750	2,508,323	1,763,726
15.	Indiana IN	L	168,941	206,725	28,013	22,217	68,076	105,063
16.	Iowa IA	N						
17.	Kansas KS	L	18,690	677			12	66
18.	Kentucky KY	N						
19.	Louisiana LA	N						
20.	Maine ME	N						
21.	Maryland MD	L	3,990,190	4,489,338	1,276,650	3,560,754	3,728,885	3,998,966
22.	Massachusetts MA	L	9,400,353	8,856,024	4,265,336	3,412,222	7,982,593	6,218,004
23.	Michigan MI	L	506,638	243,922	18,511		114,694	3,997
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	9,252,045	9,380,325	4,706,885	2,576,962	15,342,436	11,231,652
32.	New Mexico NM	N						
33.	New York NY	L	46,182,820	44,213,624	27,695,318	19,274,296	82,790,420	88,545,642
34.	North Carolina NC	L	5,235,187	4,697,541	3,697,317	1,961,908	6,646,660	6,428,788
35.	North Dakota ND	N						
36.	Ohio OH	L	2,839,720	2,900,465	835,865	1,380,812	1,440,813	3,092,214
37.	Oklahoma OK	N						
38.	Oregon OR	N						
39.	Pennsylvania PA	L	2,802,498	2,734,835	1,399,282	1,118,908	7,857,289	5,330,712
40.	Rhode Island RI	L	137,432	133,333	32,453	35,448	21,648	12,525
41.	South Carolina SC	N						
42.	South Dakota SD	N						
43.	Tennessee TN	L	2,658,584	2,285,360	2,212,965	620,629	1,270,260	768,267
44.	Texas TX	L	2,467,720	1,845,682	915,172	615,306	2,586,058	1,778,351
45.	Utah UT	N						
46.	Vermont VT	N						
47.	Virginia VA	L	3,464,510	4,152,590	1,301,026	2,050,600	2,788,964	1,871,155
48.	Washington WA	N						
49.	West Virginia WV	N						
50.	Wisconsin WI	L	2,910,096	3,209,977	697,862	901,264	3,881,546	4,166,715
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	117,270,483	112,995,970	65,052,719	47,073,783	161,383,189	155,266,389
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

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	74,350			
2.	Allied Lines	57,029	22,528	39.5	3.0
3.	Farmowners multiple peril				
4.	Homeowners multiple peril	5,218,594	5,183,131	99.3	58.3
5.	Commercial multiple peril	33,949,233	25,048,534	73.8	47.3
6.	Mortgage guaranty				
8.	Ocean marine				
9.	Inland marine	237,307	55,078	23.2	6.0
10.	Financial guaranty				
11.1	Medical professional liability - occurrence				
11.2	Medical professional liability - claims-made				
12.	Earthquake	7,001			
13.	Group accident and health				
14.	Credit accident and health				
15.	Other accident and health				
16.	Workers' compensation	24,753,424	20,804,631	84.0	48.0
17.1	Other liability - occurrence	3,394,301	101,885	3.0	(0.7)
17.2	Other liability - claims-made	3,963,764	2,291,079	57.8	5.7
17.3	Excess workers' compensation				
18.1	Products liability - occurrence	19,844			
18.2	Products liability - claims-made				
19.1,19.2	Private passenger auto liability	5,646,929	2,983,034	52.8	47.3
19.3,19.4	Commercial auto liability	21,482,808	7,692,370	35.8	47.8
21.	Auto physical damage	10,552,546	8,630,876	81.8	42.1
22.	Aircraft (all perils)				
23.	Fidelity				
24.	Surety	3,406			
26.	Burglary and theft	1,959			
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	109,362,494	72,813,144	66.6	44.5
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	18,907	97,862	47,157
2.	Allied Lines	24,354	73,484	43,704
3.	Farmowners multiple peril			
4.	Homeowners multiple peril	2,200,472	5,669,340	4,797,522
5.	Commercial multiple peril	21,604,203	36,890,756	37,851,148
6.	Mortgage guaranty			
8.	Ocean marine			
9.	Inland marine	69,029	265,506	198,914
10.	Financial guaranty			
11.1	Medical professional liability - occurrence			
11.2	Medical professional liability - claims-made			
12.	Earthquake	2,517	7,113	7,353
13.	Group accident and health			
14.	Credit accident and health			
15.	Other accident and health			
16.	Workers' compensation	12,068,580	28,451,174	22,202,628
17.1	Other liability - occurrence	2,553,662	3,781,221	4,062,635
17.2	Other liability - claims-made	1,350,871	4,308,797	4,364,002
17.3	Excess workers' compensation			
18.1	Products liability - occurrence	6,835	27,110	25,514
18.2	Products liability - claims-made			
19.1,19.2	Private passenger auto liability	1,682,625	5,614,670	6,562,839
19.3,19.4	Commercial auto liability	9,954,359	21,465,140	21,936,104
21.	Auto physical damage	4,361,631	10,612,155	10,890,527
22.	Aircraft (all perils)			
23.	Fidelity			
24.	Surety	4,556	4,556	4,556
26.	Burglary and theft	85	1,600	1,367
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	55,902,687	117,270,483	112,995,970
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 SEPTEMBER 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	3,760	40	3,800	11,754	196	7,311	19,261	1,193	(1,515)	(322)									
2. 2009	2,492	3,360	5,852	1,216	27	1,243	2,040	130	2,208	4,378	764	(995)	(231)									
3. Subtotals 2009 + Prior	16,812	12,422	29,234	4,976	67	5,042	13,794	326	9,519	23,639	1,957	(2,510)	(553)									
4. 2010	3,468	5,154	8,622	1,704	182	1,886	2,618	272	3,752	6,642	854	(948)	(94)									
5. Subtotals 2010 + Prior	20,280	17,577	37,856	6,679	249	6,928	16,412	598	13,271	30,281	2,811	(3,459)	(647)									
6. 2011	XXX	XXX	XXX	XXX	3,646	3,646	XXX	3,241	4,978	8,219	XXX	XXX	XXX									
7. Totals	20,280	17,577	37,856	6,679	3,895	10,574	16,412	3,839	18,249	38,500	2,811	(3,459)	(647)									
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. 13.9	2. (19.7)	3. (1.7)									
											Col. 13, Line 7 As a % of Col. 1 Line 8											
											4. (1.6)											

STATEMENT AS OF SEPTEMBER 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.

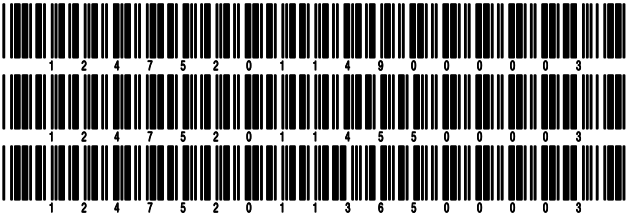
	Response
1. Will the Trusteed Surplus Statement be filed with the state of domicile and the NAIC with this statement?	NO
2. Will Supplement A to Schedule T (Medical Professional Liability Supplement) be filed with this statement?	NO
3. Will the Medicare Part D Coverage Supplement be filed with the state 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 SEPTEMBER 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	709,375	709,375		
2505.	Clearing Accounts	14,681	14,681		939
2506.	Deposits	400	400		
2597.	Summary of remaining write-ins for Line 25 from overflow page	724,456	724,456		939

SCHEDULE A - VERIFICATION

Real Estate

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

SCHEDULE B - VERIFICATION

Mortgage Loans

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

SCHEDULE D - VERIFICATION

Bonds and Stocks

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year	78,097,026	72,099,871
2. Cost of bonds and stocks acquired	10,064,640	21,449,098
3. Accrual of discount	24,400	37,850
4. Unrealized valuation increase (decrease)	(1,532,853)	440,267
5. Total gain (loss) on disposals	1,851,747	426,229
6. Deduct consideration for bonds and stocks disposed of	10,923,863	16,016,004
7. Deduct amortization of premium	243,253	320,742
8. Total foreign exchange change in book/adjusted carrying value		
9. Deduct current year's other than temporary impairment recognized	14,380	19,542
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	77,323,464	78,097,026
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	77,323,464	78,097,026

STATEMENT AS OF SEPTEMBER 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)	70,070,568	1,899,332	2,266,340	(81,632)	66,706,093	70,070,568	69,621,928	68,185,780
2. Class 2 (a)	8,360,918			(9,550)	7,134,331	8,360,918	8,351,368	6,645,783
3. Class 3 (a)								
4. Class 4 (a)								
5. Class 5 (a)								
6. Class 6 (a)								
7. Total Bonds	78,431,486	1,899,332	2,266,340	(91,182)	73,840,424	78,431,486	77,973,296	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	78,431,486	1,899,332	2,266,340	(91,182)	73,840,424	78,431,486	77,973,296	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 \$649,828 ; 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	549,924	1,674,220
3. Accrual of discount	24	213
4. Unrealized valuation increase (decrease)		
5. Total gain (loss) on disposals	11	(26)
6. Deduct consideration received on disposals	624,959	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)	99,998	174,998
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	99,998	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 SEPTEMBER 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	5,968,537	11,341,969
3. Accrual of discount	660	2,134
4. Unrealized valuation increase (decrease)		
5. Total gain (loss) on disposals	334	30,136
6. Deduct consideration received on disposals	6,599,436	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)	549,828	1,179,733
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	549,828	1,179,733

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

SCHEDULE A - PART 2

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

[illegible]

SCHEDULE A - PART 3

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

[illegible]

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

SCHEDULE D - PART 3

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

[illegible]

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

STATEMENT AS OF SEPTEMBER 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 Desig- nation or Market In- dicator (a)
.36202E-RS-0	G2 4097		09/01/2011	MBS PAYMENT		21,630	21,630	21,214	21,587		43		43		21,630				717	10/01/2037	1
.36202E-SB-6	G2 4114		09/01/2011	MBS PAYMENT		58,741	58,741	59,216	58,790		(49)		(49)		58,741				2,144	11/01/2037	1
.36202F-BH-8	G2 4540		09/01/2011	MBS PAYMENT		30,251	30,251	30,473	30,266		(15)		(15)		30,251				911	05/01/2039	1
.36205B-4L-3	GN 386127		09/01/2011	MBS PAYMENT		539	539	540	539						539				29	11/01/2029	1
.36209D-B2-9	GN 468157		09/01/2011	MBS PAYMENT		267	267	267	267						267				12	07/01/2027	1
.36209M-4A-9	GN 476117		09/01/2011	MBS PAYMENT		27	27	27	27						27				1	04/01/2026	1
.36209U-PA-8	GN 482017		09/01/2011	MBS PAYMENT		536	536	536	536						536				24	05/01/2027	1
.36209W-4J-8	GN 484225		09/01/2011	MBS PAYMENT		54	54	61	54						54				2	08/01/2027	1
.36210Y-D9-3	GN 506028		09/01/2011	MBS PAYMENT		243	243	243	243						243				12	04/01/2025	1
.36211C-QY-1	GN 509071		09/01/2011	MBS PAYMENT		302	302	287	302						302				13	06/01/2028	1
.36213E-L3-8	GN 552146		09/01/2011	MBS PAYMENT		3,126	3,126	3,145	3,129		(2)		(2)		3,126				125	04/01/2016	1
.36220U-Z2-0	GN 288861		09/01/2011	MBS PAYMENT		424	424	421	424		1		1		424				21	10/01/2021	1
.36224J-HS-4	GN 329741		09/01/2011	MBS PAYMENT		160	160	164	161		(1)		(1)		160				8	01/01/2021	1
.36225A-KU-3	GN 780307		09/01/2011	MBS PAYMENT		325	325	347	326		(2)		(2)		325				19	04/01/2021	1
.36225A-NY-2	GN 780407		09/01/2011	MBS PAYMENT		1,612	1,614	1,622	1,614		(1)		(1)		1,612				75	09/01/2023	1
.36225A-XC-9	GN 780675		09/01/2011	MBS PAYMENT		1,833	1,833	1,844	1,834		(1)		(1)		1,833				85	08/01/2023	1
.36290S-ZC-8	GN 616439		09/01/2011	MBS PAYMENT		2,489	2,489	2,480	2,489						2,489				83	03/01/2024	1
0599999. Bonds - U.S. Governments						122,559	122,559	122,887	122,588		(27)		(27)		122,559				4,281	XXX	XXX
.31283G-K8-9	FG 600319		09/01/2011	MBS PAYMENT		424	424	445	429		(5)		(5)		424				29	12/01/2020	1
.31283H-HN-8	FG 601137		09/01/2011	MBS PAYMENT		53	53	52	53						53				3	11/01/2028	1
.31287O-ND-9	FG C64888		09/01/2011	MBS PAYMENT		2,053	2,053	2,078	2,058		(5)		(5)		2,053				95	10/01/2030	1
.31288E-B5-5	FG C75460		09/01/2011	MBS PAYMENT		3,021	3,021	3,065	3,032		(11)		(11)		3,021				111	07/01/2031	1
.31288H-6W-5	FG C78985		09/01/2011	MBS PAYMENT		9,818	9,818	9,835	9,820		(2)		(2)		9,818				322	08/01/2031	1
.31289W-Z2-0	FG E92592		09/01/2011	MBS PAYMENT		4,212	4,212	4,342	4,232		(20)		(20)		4,212				156	06/01/2017	1
.3128M8-RA-4	FG G06481		09/01/2011	MBS PAYMENT		6,487	6,487	6,734			(8)		(8)		6,487				84	03/01/2041	1
.3128MC-UW-3	FG G13997		09/01/2011	MBS PAYMENT		35,410	35,410	36,295			(86)		(86)		35,410				690	07/01/2025	1
.312926-ZB-7	FG A80738		09/01/2011	MBS PAYMENT		9,926	9,926	9,945	9,928		(2)		(2)		9,926				441	01/01/2038	1
.31292H-D6-8	FG C01025		09/01/2011	MBS PAYMENT		325	325	329	326						325				18	04/01/2029	1
.31292H-S8-8	FG C01443		09/01/2011	MBS PAYMENT		7,406	7,406	7,496	7,422		(17)		(17)		7,406				273	11/01/2031	1
.31292H-SZ-8	FG C01436		09/01/2011	MBS PAYMENT		10,340	10,340	10,461	10,364		(24)		(24)		10,340				381	10/01/2031	1
.31293R-ME-8	FG C27557		09/01/2011	MBS PAYMENT		168	168	161	168						168				7	12/01/2026	1
.312942-NF-8	FG A93990		09/01/2011	MBS PAYMENT		15,306	15,306	15,835	15,364		(58)		(58)		15,306				418	05/01/2040	1
.31298U-CF-4	FG C57270		09/01/2011	MBS PAYMENT		311	311	307	311						311				12	02/01/2030	1
.31298W-CR-4	FG C59080		09/01/2011	MBS PAYMENT		10,793	10,793	10,735	10,786		7		7		10,793				407	02/01/2027	1
.3132GD-5A-6	FG Q00841		09/01/2011	MBS PAYMENT		4,932	4,932	5,129			(2)		(2)		4,932				27	01/01/2041	1
.3132GD-H5-4	FG Q00252		09/01/2011	MBS PAYMENT		16,109	16,109	16,522			(17)		(17)		16,109				262	02/01/2041	1
.3132GE-FV-7	FG Q01080		09/01/2011	MBS PAYMENT		8,893	8,893	9,238			(8)		(8)		8,893				98	04/01/2041	1
.313615-LF-1	FN 50726		09/01/2011	MBS PAYMENT		406	406	406	406						406				19	11/01/2021	1
.31365D-UL-7	FN 124887		09/01/2011	MBS PAYMENT		697	697	702	698		(1)		(1)		697				32	12/01/2021	1
.31369S-LS-5	FN 219137		09/01/2011	MBS PAYMENT		192	192	191	192						192				8	08/01/2022	1
.31369T-N7-7	FN 220114		09/01/2011	MBS PAYMENT		105	105	105	105						105				5	11/01/2021	1
.31371J-PQ-1	FN 253431		09/01/2011	MBS PAYMENT		241	241	242	241						241				12	01/01/2015	1
.31371K-HW-4	FN 254145		09/01/2011	MBS PAYMENT		3,435	3,435	3,462	3,440		(5)		(5)		3,435				131	09/01/2030	1
.31371N-CM-5	FN 256676		09/01/2011	MBS PAYMENT		23,437	23,437	23,231	23,390		46		46		23,437				873	10/01/2026	1
.31380S-SJ-8	FN 449149		09/01/2011	MBS PAYMENT		102	102	101	102						102				4	03/01/2027	1
.31384P-J6-3	FN 529585		09/01/2011	MBS PAYMENT		278	278	268	276		2		2		278				13	12/01/2014	1
.31385C-Y0-0	FN 540819		09/01/2011	MBS PAYMENT		580	580	573	578		2		2		580				27	02/01/2014	1
.31386T-FU-4	FN 572679		09/01/2011	MBS PAYMENT		722	722	733	723		(1)		(1)		722				34	01/01/2029	1
.3138A5-G4-8	FN AH3818		09/01/2011	MBS PAYMENT		4,914	4,914	4,982			(4)		(4)		4,914				116	10/01/2040	1
.31390E-SX-1	FN 644134		09/01/2011	MBS PAYMENT		65	65	65	65						65				3	02/01/2032	1
.31390X-VK-3	FN 659518		09/01/2011	MBS PAYMENT		686	686	702	688		(2)		(2)		686				24	02/01/2032	1
.31391A-WP-0	FN 661354		09/01/2011	MBS PAYMENT		250	250	256	251		(1)		(1)		250				10	11/01/2031	1
.31395H-WA-4	FHR 2893 PC		09/01/2011	MBS PAYMENT		30,020	30,020	30,240	30,027		(7)		(7)		30,020				1,126	03/01/2013	1
.31396G-LP-4	FHR 3101 UA		07/01/2011	MBS PAYMENT		7,898	7,898	7,909	7,898						7,898				253	07/01/2011	1
.31403A-XD-2	FN 743276		09/01/2011	MBS PAYMENT		304	304	312	307		(2)		(2)		304				12	01/01/2032	1
.31403C-6L-0	FN 745275		09/01/2011	MBS PAYMENT		12,378	12,378	12,059	12,326		52		52		12,378				415	02/01/2035	1
.31403C-6U-0	FN 745283		09/01/2011	MBS PAYMENT		20,491	20,491	19,793	20,401		91		91		20,491				757	02/01/2035	1
.31404F-J4-6	FN 767183		09/01/2011	MBS PAYMENT		31,770	31,770	31,639	31,750		21		21		31,770				1,070	06/01/2018	1

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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 DuringYear	Maturity Date	NAIC Desig- nation or Market In- dicator (a)
31408J-DS-7	FN 852513		09/01/2011	MBS PAYMENT		24,458	24,458	24,215	24,404		54		54		24,458				.890	06/01/2035	1
31409W-D9-9	FN 880428		09/01/2011	MBS PAYMENT		8,694	8,694	8,721	8,696		(3)		(3)		8,694				.362	10/01/2035	1
31410F-SK-2	FN 888022		09/01/2011	MBS PAYMENT		14,308	14,308	14,304	14,308						14,308				.478	11/01/2034	1
31410X-ZR-0	FN 900852		09/01/2011	MBS PAYMENT		9,125	9,125	9,172	9,131		(5)		(5)		9,125				.405	06/01/2036	1
31411R-GX-0	FN 912914		09/01/2011	MBS PAYMENT		10,640	10,640	10,507	10,625		14		14		10,640				.446	08/01/2036	1
31416X-7K-0	FN AB2697		09/01/2011	MBS PAYMENT		2,872	2,872	2,980			(4)		(4)		2,872				.30	01/01/2041	1
31417Y-RW-9	FN MA0500		09/01/2011	MBS PAYMENT		12,453	12,453	12,922			(11)		(11)		12,453				.332	04/01/2040	1
31417Y-T7-2	FN MA0573		09/01/2011	MBS PAYMENT		19,851	19,851	20,478	19,915		(64)		(64)		19,851				.463	08/01/2025	1
31419F-FW-1	FN AE4680		09/01/2011	MBS PAYMENT		7,462	7,462	7,739	7,482		(20)		(20)		7,462				.206	07/01/2040	1
31419G-XX-7	FN AE6093		09/01/2011	MBS PAYMENT		24,669	24,669	25,590	24,770		(101)		(101)		24,669				.566	07/01/2025	1
3199999. Bonds - U.S. Special Revenues						419,490	419,490	423,603	327,488		(207)		(207)		419,490				12,956	XXX	XXX
00110A-AB-0	AEPTC 2006-A A2		07/01/2011	MBS PAYMENT		60,433	60,433	64,175	61,525		(1,092)		(1,092)		60,433				3,010	07/01/2013	1FE
302583-AB-5	FPL 2007-A A2		08/01/2011	MBS PAYMENT		75,916	75,916	75,486	75,888		28		28		75,916				3,829	08/01/2013	1FE
46625M-V6-3	JPMCC 2004-C1 A2		09/01/2011	MBS PAYMENT		4,991	4,991	5,016	4,991						4,991				.143	09/01/2013	1Z*
98156D-AF-4	WOART 2007-B A4		09/15/2011	MBS PAYMENT		73,107	73,107	73,093	72,976		132		132		73,107				2,619	12/15/2011	1FE
3899999. Bonds - Industrial and Miscellaneous (Unaffiliated)						214,447	214,447	217,770	215,380		(932)		(932)		214,447				9,601	XXX	XXX
8399997. Total - Bonds - Part 4						756,496	756,496	764,260	665,456		(1,166)		(1,166)		756,496				26,838	XXX	XXX
8399998. Total - Bonds - Part 5						XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
8399999. Total - Bonds						756,496	756,496	764,260	665,456		(1,166)		(1,166)		756,496				26,838	XXX	XXX
8999997. Total - Preferred Stocks - Part 4							XXX													XXX	XXX
8999998. Total - Preferred Stocks - Part 5						XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
8999999. Total - Preferred Stocks							XXX													XXX	XXX
9799997. Total - Common Stocks - Part 4							XXX													XXX	XXX
9799998. Total - Common Stocks - Part 5						XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
9799999. Total - Common Stocks							XXX													XXX	XXX
9899999. Total - Preferred and Common Stocks							XXX													XXX	XXX
9999999 - Totals						756,496	XXX	764,260	665,456		(1,166)		(1,166)		756,496				26,838	XXX	XXX

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

SCHEDULE DB - PART A - SECTION 1

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

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

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

SCHEDULE DB - PART B - SECTION 1

[illegible]

(a)	Code	Financial/Economic Impact of the Issue at the End of the Reporting Period

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

DIRECTOR AND OFFICER SUPPLEMENT

Year To Date For The Period Ended SEPTEMBER 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
\$ 5,330	\$ 3,464	\$

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 [X] No []
- 2.3 If the answer to question 2.2 is yes, provide the quantified or estimated direct premium earned amount for D&O liability coverage in CMP packaged policies

2.31 Amount quantified:

\$ 89,682

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.

\$