



PROPERTY AND CASUALTY COMPANIES - ASSOCIATION EDITION

ANNUAL STATEMENT
FOR THE YEAR ENDED DECEMBER 31, 2011
OF THE CONDITION AND AFFAIRS OF THE

Republic-Franklin Insurance Company

NAIC Group Code	0201 (Current)	0201 (Prior)	NAIC Company Code	12475	Employer's ID Number	31-4290270
Organized under the Laws of	Ohio			State of Domicile or Port of Entry		Ohio
Country of Domicile	United States of America					
Incorporated/Organized	02/10/1949			Commenced Business		02/10/1949
Statutory Home Office	2600 Corporate Exchange Drive (Street and Number)			Columbus , OH 43231 (City or Town, State and Zip Code)		
Main Administrative Office	180 Genesee Street (Street and Number)					
	New Hartford , NY 13413 (City or Town, State and Zip Code)			315-734-2000 (Area Code) (Telephone Number)		
Mail Address	Post Office Box 530 (Street and Number or P.O. Box)			Utica , NY 13503-0530 (City or Town, State and Zip Code)		
Primary Location of Books and Records	180 Genesee Street (Street and Number)					
	New Hartford , NY 13413 (City or Town, State and Zip Code)			315-734-2717 (Area Code) (Telephone Number)		
Internet Website 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	SVP, CFO & Treasurer	Raymond Edward Cox #

OTHER

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

DIRECTORS OR TRUSTEES

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

State of New York SS:
County of Oneida

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

Brian Patrick Lytwynec President & COO	George Paul Wardley, III Secretary	Raymond Edward Cox SVP, CFO & Treasurer
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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.....

SUMMARY INVESTMENT SCHEDULE

Investment Categories	Gross Investment Holdings		Admitted Assets as Reported in the Annual Statement			
	1	2	3	4	5	6
	Amount	Percentage	Amount	Securities Lending Reinvested Collateral Amount	Total (Col. 3 + 4) Amount	Percentage
1. Bonds:						
1.1 U.S. treasury securities	2,402,005	2.940	2,402,005		2,402,005	2.940
1.2 U.S. government agency obligations (excluding mortgage-backed securities):						
1.21 Issued by U.S. government agencies		0.000				0.000
1.22 Issued by U.S. government sponsored agencies	2,403,544	2.942	2,403,544		2,403,544	2.942
1.3 Non-U.S. government (including Canada, excluding mortgaged-backed securities)		0.000				0.000
1.4 Securities issued by states, territories, and possessions and political subdivisions in the U.S. :						
1.41 States, territories and possessions general obligations	2,389,989	2.926	2,389,989		2,389,989	2.926
1.42 Political subdivisions of states, territories and possessions and political subdivisions general obligations	105,610	0.129	105,610		105,610	0.129
1.43 Revenue and assessment obligations	5,662,157	6.931	5,662,157		5,662,157	6.931
1.44 Industrial development and similar obligations		0.000				0.000
1.5 Mortgage-backed securities (includes residential and commercial MBS):						
1.51 Pass-through securities:						
1.511 Issued or guaranteed by GNMA	4,125,689	5.050	4,125,689		4,125,689	5.050
1.512 Issued or guaranteed by FNMA and FHLMC	16,772,106	20.530	16,772,106		16,772,106	20.530
1.513 All other		0.000				0.000
1.52 CMOs and REMICs:						
1.521 Issued or guaranteed by GNMA, FNMA, FHLMC or VA	5,919,423	7.246	5,919,423		5,919,423	7.246
1.522 Issued by non-U.S. Government issuers and collateralized by mortgage-backed securities issued or guaranteed by agencies shown in Line 1.521		0.000				0.000
1.523 All other	4,594,778	5.624	4,594,778		4,594,778	5.624
2. Other debt and other fixed income securities (excluding short-term):						
2.1 Unaffiliated domestic securities (includes credit tenant loans and hybrid securities)	30,768,490	37.663	30,768,490		30,768,490	37.663
2.2 Unaffiliated non-U.S. securities (including Canada)	6,377,583	7.807	6,377,583		6,377,583	7.807
2.3 Affiliated securities		0.000				0.000
3. Equity interests:						
3.1 Investments in mutual funds		0.000				0.000
3.2 Preferred stocks:						
3.21 Affiliated		0.000				0.000
3.22 Unaffiliated		0.000				0.000
3.3 Publicly traded equity securities (excluding preferred stocks):						
3.31 Affiliated		0.000				0.000
3.32 Unaffiliated		0.000				0.000
3.4 Other equity securities:						
3.41 Affiliated		0.000				0.000
3.42 Unaffiliated		0.000				0.000
3.5 Other equity interests including tangible personal property under lease:						
3.51 Affiliated		0.000				0.000
3.52 Unaffiliated		0.000				0.000
4. Mortgage loans:						
4.1 Construction and land development		0.000				0.000
4.2 Agricultural		0.000				0.000
4.3 Single family residential properties		0.000				0.000
4.4 Multifamily residential properties		0.000				0.000
4.5 Commercial loans		0.000				0.000
4.6 Mezzanine real estate loans		0.000				0.000
5. Real estate investments:						
5.1 Property occupied by company		0.000				0.000
5.2 Property held for production of income (including \$0 of property acquired in satisfaction of debt)		0.000				0.000
5.3 Property held for sale (including \$0 property acquired in satisfaction of debt)		0.000				0.000
6. Contract loans		0.000				0.000
7. Derivatives		0.000				0.000
8. Receivables for securities		0.000				0.000
9. Securities Lending (Line 10, Asset Page reinvested collateral)		0.000		XXX	XXX	XXX
10. Cash, cash equivalents and short-term investments	173,526	0.212	173,526		173,526	0.212
11. Other invested assets		0.000				0.000
12. Total invested assets	81,694,900	100.000	81,694,900		81,694,900	100.000

ANNUAL STATEMENT FOR THE YEAR 2011 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

SCHEDULE A - VERIFICATION BETWEEN YEARS

Real Estate

1. Book/adjusted carrying value, December 31 of prior year

2. Cost of acquired:

2.1 Actual cost at time of acquisition (Part 2, Column 6)

2.2 Additional investment made after acquisition (Part 2, Column 9)

3. Current year change in encumbrances:

3.1 Totals, Part 1, Column 13

3.2 Totals, Part 3, Column 11

4. Total gain (loss) on disposals, Part 3, Column 18

5. Deduct amounts received on disposals, Part 3, Column 15

6. Total foreign exchange change in book/adjusted carrying value:

6.1 Totals, Part 1, Column 15

6.2 Totals, Part 3, Column 13

7. Deduct current year's other than temporary impairment recognized:

7.1 Totals, Part 1, Column 12

7.2 Totals, Part 3, Column 10

8. Deduct current year's depreciation:

8.1 Totals, Part 1, Column 11

8.2 Totals, Part 3, Column 9

9. Book/adjusted carrying value at the end of current period (Lines 1+2+3+4-5+6-7-8)

10. Deduct total nonadmitted amounts

11. Statement value at end of current period (Line 9 minus Line 10)

NONE

SCHEDULE B - VERIFICATION BETWEEN YEARS

Mortgage Loans

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 (Part 2, Column 7)

2.2 Additional investment made after acquisition (Part 2, Column 8)

3. Capitalized deferred interest and other:

3.1 Totals, Part 1, Column 12

3.2 Totals, Part 3, Column 11

4. Accrual of discount

5. Unrealized valuation increase (decrease):

5.1 Totals, Part 1, Column 9

5.2 Totals, Part 3, Column 8

6. Total gain (loss) on disposals, Part 3, Column 18

7. Deduct amounts received on disposals, Part 3, Column 15

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:

9.1 Totals, Part 1, Column 13

9.2 Totals, Part 3, Column 13

10. Deduct current year's other than temporary impairment recognized:

10.1 Totals, Part 1, Column 11

10.2 Totals, Part 3, Column 10

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 12)

14. Deduct total nonadmitted amounts

15. Statement value of mortgages owned at end of current period (Line 13 minus Line 14)

NONE

ANNUAL STATEMENT FOR THE YEAR 2011 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

SCHEDULE BA - VERIFICATION BETWEEN YEARS

Other Long-Term Invested Assets

1.	Book/adjusted carrying value, December 31 of prior year	
2.	Cost of acquired:	
	2.1 Actual cost at time of acquisition (Part 2, Column 8)	
	2.2 Additional investment made after acquisition (Part 2, Column 9)	
3.	Capitalized deferred interest and other:	
	3.1 Totals, Part 1, Column 16	
	3.2 Totals, Part 3, Column 12	
4.	Accrual of discount	
5.	Unrealized valuation increase (decrease):	
	5.1 Totals, Part 1, Column 13	
	5.2 Totals, Part 3, Column 9	
6.	Total gain (loss) on disposals, Part 3, Column 19	
7.	Deduct amounts received on disposals, Part 3, Column 16	
8.	Deduct amortization of premium and depreciation	
9.	Total foreign exchange change in book/adjusted carrying value:	
	9.1 Totals, Part 1, Column 17	
	9.2 Totals, Part 3, Column 14	
10.	Deduct current year's other than temporary impairment recognized:	
	10.1 Totals, Part 1, Column 15	
	10.2 Totals, Part 3, Column 11	
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 BETWEEN YEARS

Bonds and Stocks

1.	Book/adjusted carrying value, December 31 of prior year	78,097,026
2.	Cost of bonds and stocks acquired, Part 3, Column 7	39,498,334
3.	Accrual of discount	31,310
4.	Unrealized valuation increase (decrease):	
	4.1. Part 1, Column 12	
	4.2. Part 2, Section 1, Column 15	
	4.3. Part 2, Section 2, Column 13	
	4.4. Part 4, Column 11	(1,532,834) (1,532,834)
5.	Total gain (loss) on disposals, Part 4, Column 19	3,786,317
6.	Deduction consideration for bonds and stocks disposed of, Part 4, Column 7	38,020,088
7.	Deduct amortization of premium	324,301
8.	Total foreign exchange change in book/adjusted carrying value:	
	8.1. Part 1, Column 15	
	8.2. Part 2, Section 1, Column 19	
	8.3. Part 2, Section 2, Column 16	
	8.4. Part 4, Column 15	
9.	Deduct current year's other than temporary impairment recognized:	
	9.1. Part 1, Column 14	14,380
	9.2. Part 2, Section 1, Column 17	
	9.3. Part 2, Section 2, Column 14	
	9.4. Part 4, Column 13	14,380
10.	Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	81,521,384
11.	Deduct total nonadmitted amounts	
12.	Statement value at end of current period (Line 10 minus Line 11)	81,521,384

SCHEDULE D - SUMMARY BY COUNTRY

Long-Term Bonds and Stocks OWNED December 31 of Current Year

Description		1 Book/Adjusted Carrying Value	2 Fair Value	3 Actual Cost	4 Par Value of Bonds
BONDS					
Governments (Including all obligations guaranteed by governments)	1. United States	8,931,236	9,644,508	8,957,798	8,379,618
	2. Canada				
	3. Other Countries				
	4. Totals	8,931,236	9,644,508	8,957,798	8,379,618
U.S. States, Territories and Possessions (Direct and guaranteed)	5. Totals	2,389,989	2,726,815	2,465,290	2,250,000
U.S. Political Subdivisions of States, Territories and Possessions (Direct and guaranteed)	6. Totals	105,610	120,082	109,683	100,000
U.S. Special revenue and special assessment obligations and all non-guaranteed obligations of agencies and authorities of governments and their political subdivisions	7. Totals	28,353,687	29,560,559	28,518,325	27,600,856
Industrial and Miscellaneous and Hybrid Securities (unaffiliated)	8. United States	35,363,268	37,375,590	35,706,252	34,584,066
	9. Canada	1,517,925	1,766,390	1,526,375	1,500,000
	10. Other Countries	4,859,658	5,573,413	4,870,904	4,800,000
	11. Totals	41,740,851	44,715,393	42,103,531	40,884,066
Parent, Subsidiaries and Affiliates	12. Totals				
	13. Total Bonds	81,521,373	86,767,357	82,154,627	79,214,540
PREFERRED STOCKS					
Industrial and Miscellaneous (unaffiliated)	14. United States				
	15. Canada				
	16. Other Countries				
	17. Totals				
Parent, Subsidiaries and Affiliates	18. Totals				
	19. Total Preferred Stocks				
COMMON STOCKS					
Industrial and Miscellaneous (unaffiliated)	20. United States				
	21. Canada				
	22. Other Countries				
	23. Totals				
Parent, Subsidiaries and Affiliates	24. Totals				
	25. Total Common Stocks				
	26. Total Stocks				
	27. Total Bonds and Stocks	81,521,373	86,767,357	82,154,627	

ANNUAL STATEMENT FOR THE YEAR 2011 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

SCHEDULE D - PART 1A - SECTION 1

Quality and Maturity Distribution of All Bonds Owned December 31, at Book/Adjusted Carrying Values by Major Types of Issues and NAIC Designations

Quality Rating per the NAIC Designation	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Col. 6 as a % of Line 9.7	8 Total from Col. 6 Prior Year	9 % From Col. 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed (a)
1. U.S. Governments											
1.1 Class 1	736,264	3,069,723	3,610,810	1,429,235	185,206	9,031,238	11.1	8,687,120	11.6	9,031,238	
1.2 Class 2											
1.3 Class 3											
1.4 Class 4											
1.5 Class 5											
1.6 Class 6											
1.7 Totals	736,264	3,069,723	3,610,810	1,429,235	185,206	9,031,238	11.1	8,687,120	11.6	9,031,238	
2. All Other Governments											
2.1 Class 1											
2.2 Class 2											
2.3 Class 3											
2.4 Class 4											
2.5 Class 5											
2.6 Class 6											
2.7 Totals											
3. U.S. States, Territories and Possessions etc., Guaranteed											
3.1 Class 1		533,881	1,856,108			2,389,989	2.9	5,130,740	6.9	2,389,989	
3.2 Class 2											
3.3 Class 3											
3.4 Class 4											
3.5 Class 5											
3.6 Class 6											
3.7 Totals		533,881	1,856,108			2,389,989	2.9	5,130,740	6.9	2,389,989	
4. U.S. Political Subdivisions of States, Territories and Possessions , Guaranteed											
4.1 Class 1			105,610			105,610	0.1	2,206,332	2.9	105,610	
4.2 Class 2											
4.3 Class 3											
4.4 Class 4											
4.5 Class 5											
4.6 Class 6											
4.7 Totals			105,610			105,610	0.1	2,206,332	2.9	105,610	
5. U.S. Special Revenue & Special Assessment Obligations, etc., Non-Guaranteed											
5.1 Class 1	4,090,949	11,468,429	7,095,980	4,900,427	259,426	27,815,211	34.1	17,452,772	23.3	27,815,211	
5.2 Class 2			538,476			538,476	0.7	542,786	0.7	538,476	
5.3 Class 3											
5.4 Class 4											
5.5 Class 5											
5.6 Class 6											
5.7 Totals	4,090,949	11,468,429	7,634,456	4,900,427	259,426	28,353,687	34.7	17,995,558	24.0	28,353,687	

ANNUAL STATEMENT FOR THE YEAR 2011 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

SCHEDULE D - PART 1A - SECTION 1 (Continued)

Quality and Maturity Distribution of All Bonds Owned December 31, at Book/Adjusted Carrying Values by Major Types of Issues and NAIC Designations

Quality Rating per the NAIC Designation	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Col. 6 as a % of Line 9.7	8 Total from Col. 6 Prior Year	9 % From Col. 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed (a)
6. Industrial & Miscellaneous (Unaffiliated)											
6.1 Class 1	2,954,188	10,205,673	13,905,951	2,055,716		29,121,528	35.7	34,708,816	46.4	28,621,358	500,171
6.2 Class 2		3,162,873	8,697,111	759,338		12,619,322	15.5	6,102,997	8.2	12,106,093	513,230
6.3 Class 3											
6.4 Class 4											
6.5 Class 5											
6.6 Class 6											
6.7 Totals	2,954,188	13,368,546	22,603,062	2,815,054		41,740,850	51.1	40,811,813	54.5	40,727,450	1,013,400
7. Hybrid Securities											
7.1 Class 1											
7.2 Class 2											
7.3 Class 3											
7.4 Class 4											
7.5 Class 5											
7.6 Class 6											
7.7 Totals											
8. Parent, Subsidiaries and Affiliates											
8.1 Class 1											
8.2 Class 2											
8.3 Class 3											
8.4 Class 4											
8.5 Class 5											
8.6 Class 6											
8.7 Totals											

ANNUAL STATEMENT FOR THE YEAR 2011 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY
SCHEDULE D - PART 1A - SECTION 1 (Continued)

Quality and Maturity Distribution of All Bonds Owned December 31, at Book/Adjusted Carrying Values by Major Types of Issues and NAIC Designations

	1	2	3	4	5	6	7	8	9	10	11
Quality Rating per the NAIC Designation	1 Year or Less	Over 1 Year Through 5 Years	Over 5 Years Through 10 Years	Over 10 Years Through 20 Years	Over 20 Years	Total Current Year	Col. 6 as a % of Line 9.7	Total from Col. 6 Prior Year	% From Col. 7 Prior Year	Total Publicly Traded	Total Privately Placed (a)
9. Total Bonds Current Year											
9.1 Class 1	(d) 7,781,401	25,277,706	26,574,459	8,385,378	444,632	68,463,576	83.9	XXX	XXX	67,963,406	500,171
9.2 Class 2	(d)	3,162,873	9,235,587	759,338		13,157,798	16.1	XXX	XXX	12,644,569	513,230
9.3 Class 3	(d)							XXX	XXX		
9.4 Class 4	(d)							XXX	XXX		
9.5 Class 5	(d)					(c)		XXX	XXX		
9.6 Class 6	(d)					(c)		XXX	XXX		
9.7 Totals	7,781,401	28,440,579	35,810,046	9,144,716	444,632	(b) 81,621,374	100.0	XXX	XXX	80,607,974	1,013,400
9.8 Line 9.7 as a % of Col. 6	9.5	34.8	43.9	11.2	0.5	100.0	XXX	XXX	XXX	98.8	1.2
10. Total Bonds Prior Year											
10.1 Class 1	8,099,310	24,818,497	27,790,602	7,422,734	54,637	XXX	XXX	68,185,780	91.1	68,085,993	99,787
10.2 Class 2		2,819,111	3,826,672			XXX	XXX	6,645,783	8.9	6,645,783	
10.3 Class 3						XXX	XXX				
10.4 Class 4						XXX	XXX				
10.5 Class 5						XXX	XXX	(c)			
10.6 Class 6						XXX	XXX	(c)			
10.7 Totals	8,099,310	27,637,608	31,617,274	7,422,734	54,637	XXX	XXX	(b) 74,831,563	100.0	74,731,776	99,787
10.8 Line 10.7 as a % of Col. 8	10.8	36.9	42.3	9.9	0.1	XXX	XXX	100.0	XXX	99.9	0.1
11. Total Publicly Traded Bonds											
11.1 Class 1	7,428,675	25,130,262	26,574,460	8,385,377	444,632	67,963,406	83.3	68,085,993	91.0	67,963,406	XXX
11.2 Class 2		3,162,873	8,722,357	759,338		12,644,568	15.5	6,645,783	8.9	12,644,568	XXX
11.3 Class 3											XXX
11.4 Class 4											XXX
11.5 Class 5											XXX
11.6 Class 6											XXX
11.7 Totals	7,428,675	28,293,135	35,296,817	9,144,715	444,632	80,607,974	98.8	74,731,776	99.9	80,607,974	XXX
11.8 Line 11.7 as a % of Col. 6	9.2	35.1	43.8	11.3	0.6	100.0	XXX	XXX	XXX	100.0	XXX
11.9 Line 11.7 as a % of Line 9.7, Col. 6, Section 9	9.1	34.7	43.2	11.2	0.5	98.8	XXX	XXX	XXX	98.8	XXX
12. Total Privately Placed Bonds											
12.1 Class 1	352,726	147,444				500,170	0.6	99,787	0.1	XXX	500,170
12.2 Class 2			513,230			513,230	0.6			XXX	513,230
12.3 Class 3										XXX	
12.4 Class 4										XXX	
12.5 Class 5										XXX	
12.6 Class 6										XXX	
12.7 Totals	352,726	147,444	513,230			1,013,400	1.2	99,787	0.1	XXX	1,013,400
12.8 Line 12.7 as a % of Col. 6	34.8	14.5	50.6			100.0	XXX	XXX	XXX	XXX	100.0
12.9 Line 12.7 as a % of Line 9.7, Col. 6, Section 9	0.4	0.2	0.6			1.2	XXX	XXX	XXX	XXX	1.2

(a) Includes \$ 1,013,400 freely tradable under SEC Rule 144 or qualified for resale under SEC Rule 144A.
(b) Includes \$ current year, \$ prior year of bonds with Z designations and \$, current year \$ 1,439,550 prior year of bonds with Z* designations. The letter "Z" means the NAIC designation was not assigned by the Securities Valuation Office (SVO) at the date of the statement. "Z*" means the SVO could not evaluate the obligation because valuation procedures for the security class are under regulatory review.
(c) Includes \$ current year, \$ prior year of bonds with 5* designations and \$, current year \$ prior year of bonds with 6* designations. "5*" means the NAIC designation was assigned by the (SVO) in reliance on the insurer's certification that the issuer is current in all principal and interest payments. "6*" means the NAIC designation was assigned by the SVO due to inadequate certification of principal and interest payments.
(d) Includes the following amount of non-rated short-term and cash equivalent bonds by NAIC designation: NAIC 1 \$ 100,000 ; NAIC 2 \$; NAIC 3 \$; NAIC 4 \$; NAIC 5 \$; NAIC 6 \$

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ANNUAL STATEMENT FOR THE YEAR 2011 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY
SCHEDULE D - PART 1A - SECTION 2 (Continued)

Maturity Distribution of All Bonds Owned December 31, at Book/Adjusted Carrying Values by Major Type and Subtype of Issues

Distribution by Type	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Col. 6 as a % of Line 9.5	8 Total from Col. 6 Prior Year	9 % From Col. 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed
9. Total Bonds Current Year											
9.1 Issuer Obligations	2,653,739	14,374,919	29,230,359	3,950,363		50,209,380	61.5	XXX	XXX	49,696,149	513,230
9.2 Residential Mortgage-Backed Securities	4,424,543	10,256,040	4,609,315	3,467,601	444,632	23,202,131	28.4	XXX	XXX	23,202,131	
9.3 Commercial Mortgage-Backed Securities	19,083	1,777,878	1,386,583	1,726,752		4,910,296	6.0	XXX	XXX	4,910,297	
9.4 Other Loan-Backed and Structured Securities	684,037	2,031,742	583,790			3,299,569	4.0	XXX	XXX	2,799,399	500,170
9.5 Totals	7,781,402	28,440,579	35,810,047	9,144,716	444,632	81,621,376	100.0	XXX	XXX	80,607,976	1,013,400
9.6 Line 9.5 as a % of Col. 6	9.5	34.8	43.9	11.2	0.5	100.0	XXX	XXX	XXX	98.8	1.2
10. Total Bonds Prior Year											
10.1 Issuer Obligations	3,654,445	18,445,066	29,408,440	6,259,987		XXX	XXX	57,767,938	77.2	57,668,150	99,788
10.2 Residential Mortgage-Backed Securities	3,559,921	6,624,585	1,998,835	662,746	54,637	XXX	XXX	12,900,724	17.2	12,900,724	
10.3 Commercial Mortgage-Backed Securities	144,133	1,798,290				XXX	XXX	1,942,423	2.6	1,942,423	
10.4 Other Loan-Backed and Structured Securities	740,812	769,667	210,000	500,000		XXX	XXX	2,220,479	3.0	2,220,479	
10.5 Totals	8,099,311	27,637,608	31,617,275	7,422,733	54,637	XXX	XXX	74,831,564	100.0	74,731,776	99,788
10.6 Line 10.5 as a % of Col. 8	10.8	36.9	42.3	9.9	0.1	XXX	XXX	100.0	XXX	99.9	0.1
11. Total Publicly Traded Bonds											
11.1 Issuer Obligations	2,653,739	14,374,918	28,717,129	3,950,362		49,696,148	60.9	57,668,150	77.1	49,696,148	XXX
11.2 Residential Mortgage-Backed Securities	4,424,543	10,256,041	4,609,315	3,467,601	444,632	23,202,132	28.4	12,900,724	17.2	23,202,132	XXX
11.3 Commercial Mortgage-Backed Securities	19,083	1,777,878	1,386,583	1,726,752		4,910,296	6.0	1,942,423	2.6	4,910,296	XXX
11.4 Other Loan-Backed and Structured Securities	331,310	1,884,298	583,790			2,799,398	3.4	2,220,479	3.0	2,799,398	XXX
11.5 Totals	7,428,675	28,293,135	35,296,817	9,144,715	444,632	80,607,974	98.8	74,731,776	99.9	80,607,974	XXX
11.6 Line 11.5 as a % of Col. 6	9.2	35.1	43.8	11.3	0.6	100.0	XXX	XXX	XXX	100.0	XXX
11.7 Line 11.5 as a % of Line 9.5, Col. 6, Section 9	9.1	34.7	43.2	11.2	0.5	98.8	XXX	XXX	XXX	98.8	XXX
12. Total Privately Placed Bonds											
12.1 Issuer Obligations			513,230			513,230	0.6	99,788	0.1	XXX	513,230
12.2 Residential Mortgage-Backed Securities										XXX	
12.3 Commercial Mortgage-Backed Securities										XXX	
12.4 Other Loan-Backed and Structured Securities	352,727	147,444				500,171	0.6			XXX	500,171
12.5 Totals	352,727	147,444	513,230			1,013,401	1.2	99,788	0.1	XXX	1,013,401
12.6 Line 12.5 as a % of Col. 6	34.8	14.5	50.6			100.0	XXX	XXX	XXX	XXX	100.0
12.7 Line 12.5 as a % of Line 9.5, Col. 6, Section 9	0.4	0.2	0.6			1.2	XXX	XXX	XXX	XXX	1.2

ANNUAL STATEMENT FOR THE YEAR 2011 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

SCHEDULE DA - VERIFICATION BETWEEN YEARS

Short-Term Investments

	1	2	3	4	5
	Total	Bonds	Mortgage Loans	Other Short-term Investment Assets (a)	Investments in Parent, Subsidiaries and Affiliates
1. Book/adjusted carrying value, December 31 of prior year	174,998	174,998			
2. Cost of short-term investments acquired	1,324,114	1,324,114			
3. Accrual of discount	416	416			
4. Unrealized valuation increase (decrease)					
5. Total gain (loss) on disposals	313	313			
6. Deduct consideration received on disposals	1,399,843	1,399,843			
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	99,998			
11. Deduct total nonadmitted amounts					
12. Statement value at end of current period (Line 10 minus Line 11)	99,998	99,998			

(a) Indicate the category of such assets, for example, joint ventures, transportation equipment:

ANNUAL STATEMENT FOR THE YEAR 2011 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

SCHEDULE DB - PART A - VERIFICATION BETWEEN YEARS

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:

2.1 Current year paid/(consideration received) at time of acquisition, still open, Section 1, Column 12

2.2 Current year paid/(consideration received) at time of acquisition, terminated, Section 2, Column 14

3. Unrealized valuation increase/(decrease):

3.1 Section 1, Column 17

3.2 Section 2, Column 19

4. Total gain (loss) on termination recognized, Section 2, Column 22

5. Considerations received/(paid) on terminations, Section 2, Column 25

6. Amortization:

5.1 Section 1, Column 19

5.2 Section 2, Column 21

7. Adjustment to the book/adjusted carrying value of hedged item:

7.1 Section 1, Column 20

7.2 Section 2, Column 23

8. Total foreign exchange change in book/adjusted carrying value:

8.1 Section 1, Column 18

8.2 Section 2, Column 20

9. Book/adjusted carrying value at end of current period (Lines 1+2+3+4-5+6+7+8)

10. Deduct nonadmitted assets

11. Statement value at end of current period (Line 9 minus Line 10)

NONE

SCHEDULE DB - PART B - VERIFICATION BETWEEN YEARS

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:

3.11 Section 1, Column 15, current year minus

3.12 Section 1, Column 15, prior year

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 (Section 2, Column 16)

4.2: Less:

4.21 Amount used to adjust basis of hedged item (Section 2, Column 17) ..

4.22 Amount recognized (Section 2, Column 16)

4.3 Subtotal (Line 4.1 minus Line 4.2)

5. Dispositions gains (losses) on contracts terminated in prior year:

5.1 Recognized

5.2 Used to adjust basis of hedged items

6. Book/adjusted carrying value at end of current period (Lines 1+2+3.3-4.3-5.1-5.2)

7. Deduct total nonadmitted amounts

8. Statement value at end of current period (Line 6 minus Line 7)

NONE

SCHEDULE DB - PART C - SECTION 1

[illegible]

ANNUAL STATEMENT FOR THE YEAR 2011 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

SCHEDULE DB - PART C - SECTION 2

Replication (Synthetic Asset) Transactions Open

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

NONE

SCHEDULE DB - VERIFICATION

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

		Book/Adjusted Carrying Value Check			
1.	Part A, Section 1, Column 14.....	.....			
2.	Part B, Section 1, Column 14.....	.....			
3.	Total (Line 1 plus Line 2) .....	.....			
4.	Part D, Column 5 .....	.....			
5.	Part D, Column 6 .....	.....			
6.	Total (Line 3 minus Line 4 minus Line 5) .....	.....			
NONE			Fair Value Check		
			7.	Part A, Section 1, Column 16	
			8.	Part B, Section 1, Column 13	
			9.	Total (Line 7 plus Line 8)	
			10.	Part D, Column 8	
			11.	Part D, Column 9	
12.	Total (Line 9 minus Line 10 minus Line 11) .....	.....			
			Potential Exposure Check		
13.	Part A, Section 1, Column 21 .....	.....			
14.	Part B, Section 1, Column 19 .....	.....			
15.	Part D, Column 11 .....	.....			
16.	Total (Line 13 plus Line 14 minus Line 15) .....	.....			

SCHEDULE E - VERIFICATION BETWEEN YEARS

(Cash Equivalents)

	1	2	3
	Total	Bonds	Other (a)
1. Book/adjusted carrying value, December 31 of prior year	1,179,733	1,179,733	
2. Cost of cash equivalents acquired	7,492,777	7,492,777	
3. Accrual of discount	1,289	1,289	
4. Unrealized valuation increase (decrease)			
5. Total gain (loss) on disposals	475	475	
6. Deduct consideration received on disposals	8,674,274	8,674,274	
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)			
11. Deduct total nonadmitted amounts			
12. Statement value at end of current period (Line 10 minus Line 11)			

(a) Indicate the category of such assets, for example, joint ventures, transportation equipment:

ANNUAL STATEMENT FOR THE YEAR 2011 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

SCHEDULE A - PART 1

Showing All Real Estate OWNED December 31 of Current Year

[illegible]

ANNUAL STATEMENT FOR THE YEAR 2011 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

SCHEDULE A - PART 2

Showing All Real Estate ACQUIRED and Additions Made During the Year

[illegible]

ANNUAL STATEMENT FOR THE YEAR 2011 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

SCHEDULE A - PART 3

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

[illegible]

ANNUAL STATEMENT FOR THE YEAR 2011 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

SCHEDULE B - PART 1

Showing All Mortgage Loans OWNED December 31 of Current Year

[illegible]

General Interrogatory:

1.	Mortgages in good standing \$	unpaid taxes \$	interest due and unpaid.
2.	Restructured mortgages \$	unpaid taxes \$	interest due and unpaid.
3.	Mortgages with overdue interest over 90 days not in process of foreclosure \$	unpaid taxes \$	interest due and unpaid.
4.	Mortgages in process of foreclosure \$	unpaid taxes \$	interest due and unpaid.

ANNUAL STATEMENT FOR THE YEAR 2011 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

SCHEDULE B - PART 2

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

[illegible]

ANNUAL STATEMENT FOR THE YEAR 2011 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

SCHEDULE B - PART 3

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

[illegible]

ANNUAL STATEMENT FOR THE YEAR 2011 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

SCHEDULE BA - PART 1

Showing Other Long-Term Invested Assets OWNED December 31 of Current Year

[illegible]

ANNUAL STATEMENT FOR THE YEAR 2011 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

SCHEDULE BA - PART 2

Showing Other Long-Term Invested Assets ACQUIRED AND ADDITIONS MADE December 31 of Current Year

[illegible]

ANNUAL STATEMENT FOR THE YEAR 2011 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

SCHEDULE BA - PART 3

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

[illegible]

SCHEDULE D - PART 2 - SECTION 1

[illegible]

SCHEDULE D - PART 2 - SECTION 2

[illegible]

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ANNUAL STATEMENT FOR THE YEAR 2011 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

SCHEDULE D - PART 4

Showing All Long-Term Bonds and Stocks SOLD, REDEEMED or Otherwise DISPOSED OF During Current Year

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21
										11	12	13	14	15						
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ Decrease	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	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
36202E-RS-0	G2 4097		12/01/2011	MBS PAYMENT		97,256	97,256	95,386	97,100		156		156		97,256				2,512	10/01/2037
36202E-SB-6	G2 4114		12/07/2011	VARIOUS		1,355,093	1,240,805	1,250,831	1,250,049		(1,590)		(1,590)		1,248,459		106,634	106,634	63,723	11/01/2037
36202F-BH-8	G2 4540		12/08/2011	VARIOUS		1,474,480	1,361,280	1,371,277	1,370,532		(1,209)		(1,209)		1,369,323		105,157	105,157	61,327	05/01/2039
36205B-4L-3	GN 386127		12/01/2011	MBS PAYMENT		30,211	30,211	30,287	30,212		(1)		(1)		30,211				2,152	11/01/2029
36209D-B2-9	GN 468157		12/01/2011	MBS PAYMENT		1,060	1,060	1,060	1,060						1,060				38	07/01/2027
36209M-4A-9	GN 476117		12/01/2011	MBS PAYMENT		2,801	2,801	2,824	2,802		(1)		(1)		2,801				20	03/01/2026
36209U-PA-8	GN 482017		12/01/2011	MBS PAYMENT		1,464	1,464	1,463	1,464						1,464				56	06/01/2027
36209W-AJ-8	GN 484225		12/01/2011	MBS PAYMENT		204	204	228	204						204				7	07/01/2027
36210Y-D9-3	GN 506028		12/01/2011	MBS PAYMENT		963	963	963	963						963				40	04/01/2025
36211C-QY-1	GN 509071		12/01/2011	MBS PAYMENT		1,199	1,199	1,139	1,198		1		1		1,199				42	06/01/2028
36213E-L3-8	GN 552146		12/01/2011	MBS PAYMENT		14,489	14,489	14,575	14,498		(9)		(9)		14,489				477	04/01/2016
36220U-Z2-0	GN 288861		12/01/2011	MBS PAYMENT		8,213	8,213	8,151	8,204		9		9		8,213				270	10/01/2021
36224J-HS-4	GN 329741		12/01/2011	MBS PAYMENT		1,351	1,351	1,382	1,353		(2)		(2)		1,351				39	01/01/2021
36225A-KU-3	GN 780307		12/01/2011	MBS PAYMENT		1,028	1,028	1,099	1,032		(4)		(4)		1,028				51	05/01/2021
36225A-NY-2	GN 780407		12/01/2011	MBS PAYMENT		6,938	6,938	6,980	6,942		(4)		(4)		6,938				266	12/01/2022
36225A-XC-9	GN 780675		12/01/2011	MBS PAYMENT		5,994	5,994	6,030	5,997		(3)		(3)		5,994				210	01/01/2023
36290S-ZC-8	GN 616439		12/01/2011	MBS PAYMENT		34,711	34,711	34,587	34,703		8		8		34,711				1,447	03/01/2024
912828-NF-3	US TREASURY N/B		12/27/2011	J.P. MORGAN		1,316,162	1,250,000	1,263,818	1,263,794		(2,979)		(2,979)		1,260,814		55,348	55,348	28,522	05/31/2015
0599999. Subtotal - Bonds - U.S. Governments						4,353,617	4,059,967	4,092,080	4,092,107		(5,628)		(5,628)		4,086,478		267,139	267,139	161,199	XXX
20772G-4V-7	CONNECTICUT ST		03/21/2011	STIFEL NICOLAUS & CO		398,089	375,000	381,233	380,765		(106)		(106)		380,659		17,430	17,430	5,827	12/01/2020
641461-AH-1	NEVADA ST		11/15/2011	PIPER JAFFREY & CO		1,927,800	1,700,000	1,884,501	1,826,775		(20,076)		(20,076)		1,806,699		121,101	121,101	103,181	03/01/2016
956553-TD-3	WEST VIRGINIA ST		11/15/2011	WELLS FARGO SECURITIES LLC		534,800	500,000	534,890	513,472		(4,766)		(4,766)		508,706		26,094	26,094	24,097	06/01/2013
1799999. Subtotal - Bonds - U.S. States, Territories and Possessions						2,860,689	2,575,000	2,800,624	2,721,012		(24,948)		(24,948)		2,696,064		164,625	164,625	133,105	XXX
181059-KC-9	CLARK CNTY NV SCH DIST		11/15/2011	MORGAN STANLEY		554,360	500,000	551,665	539,512		(3,090)		(3,090)		536,422		17,938	17,938	23,125	06/15/2021
262608-NP-3	DU PAGE & WILL CNTYS IL CMNTY		12/30/2011	MATURITY		500,000	500,000	539,525	508,354		(8,354)		(8,354)		500,000				26,250	12/30/2011
986523-NP-9	YORK CNTY SC SCH DIST #3		11/16/2011	MERRILL LYNCH		581,290	500,000	547,045	531,273		(4,068)		(4,068)		527,204		54,086	54,086	30,556	03/01/2018
2499999. Subtotal - Bonds - U.S. Political Subdivisions of States, Territories and Possessions						1,635,650	1,500,000	1,638,235	1,579,139		(15,512)		(15,512)		1,563,626		72,024	72,024	79,931	XXX
040654-PL-3	ARIZONA ST TRANSPRTN BRD HIGHW		11/16/2011	MORGAN STANLEY		568,005	500,000	551,220	528,832		(5,339)		(5,339)		523,493		44,512	44,512	34,722	07/01/2015
196454-EC-2	COLORADO ST DEPT OF TRANSPRTN		11/16/2011	BMO CAPITAL MARKETS - US		576,165	500,000	556,635	534,535		(6,437)		(6,437)		528,098		48,067	48,067	25,667	06/15/2015
31283G-K8-9	FG 600319		12/01/2011	MBS PAYMENT		1,915	1,915	2,008	1,926		(12)		(12)		1,915				99	06/01/2021
31283H-HN-8	FG 601137		12/01/2011	MBS PAYMENT		445		445	445						445				12	10/01/2028
31287Q-ND-9	FG 664888		12/01/2011	MBS PAYMENT		9,736	9,736	9,856	9,750		(14)		(14)		9,736				277	10/01/2030
31288E-B5-5	FG 675460		12/01/2011	MBS PAYMENT		30,137	30,137	30,575	30,212		(75)		(75)		30,137				821	08/01/2031
31288H-6W-5	FG 678985		12/05/2011	VARIOUS		227,498	215,862	216,232	216,221		(78)		(78)		216,143		11,355	11,355	9,899	09/01/2031
31288W-Z2-0	FG 692592		12/01/2011	MBS PAYMENT		21,267	21,267	21,925	21,333		(66)		(66)		21,267				568	06/01/2017
31288C-UI-3	FG 613997		12/01/2011	MBS PAYMENT		117,805	117,805	120,750			(390)		(390)		117,805				2,713	07/01/2025
312926-ZB-7	FG 680738		12/01/2011	MBS PAYMENT		54,326	54,326	54,427	54,333		(7)		(7)		54,326				1,368	12/01/2037
31292H-D6-8	FG 601025		12/01/2011	MBS PAYMENT		1,219	1,219	1,231	1,220		(1)		(1)		1,219				45	04/01/2029
31292H-S8-8	FG 601443		12/01/2011	MBS PAYMENT		37,640	37,640	38,099	37,703		(63)		(63)		37,640				1,046	11/01/2031
31292H-SZ-8	FG 601436		12/01/2011	MBS PAYMENT		54,832	54,832	55,473	54,925		(93)		(93)		54,832				1,460	10/01/2031
31293R-ME-8	FG 627557		12/01/2011	MBS PAYMENT		668	668	637	667		1		1		668				24	12/01/2026
312942-NF-8	FG 693990		12/01/2011	MBS PAYMENT		84,392	84,392	87,306	84,748		(356)		(356)		84,392				2,333	05/01/2040
31298U-CF-4	FG 657270		12/01/2011	MBS PAYMENT		1,200	1,200	1,182	1,200						1,200				40	02/01/2030
31298W-CR-4	FG 659080		12/01/2011	MBS PAYMENT		15,802	15,802	15,717	15,787		15		15		15,802				630	03/01/2028
31326D-H5-4	FG 600252		12/01/2011	MBS PAYMENT		50,144	50,144	51,429			(73)		(73)		50,144				1,049	01/01/2041
31326K-2F-2	FG 604674		12/01/2011	MBS PAYMENT		2,956	2,956	3,079							2,956				10	12/01/2041
31326K-ZN-9	FG 604649		12/01/2011	MBS PAYMENT		4,297	4,297	4,367							4,297				13	11/01/2041
313615-LF-1	FN 50726		12/01/2011	MBS PAYMENT		1,849	1,849	1,853	1,849						1,849				71	12/01/2021
31365D-UL-7	FN 124887		12/01/2011	MBS PAYMENT		5,512	5,512	5,547	5,516		(4)		(4)		5,512				190	01/01/2022
31369S-LS-5	FN 219137		12/01/2011	MBS PAYMENT		762	762	759	762						762				27	08/01/2022
31369T-N7-7	FN 220114		12/01/2011	MBS PAYMENT		417	417	417	417						417				16	11/01/2021
31371J-PQ-1	FN 253431		12/01/2011	MBS PAYMENT		1,090	1,090	1,092	1,090						1,090				50	01/01/2015
31371K-HW-4	FN 254145		12/01/2011	MBS PAYMENT		22,202	22,202	22,379	22,226		(24)		(24)		22,202				633	10/01/2030
31371N-CM-5	FN 256676		12/01/2011	MBS PAYMENT		114,470	114,470	113,468	114,311		158		158		114,470				3,069	10/01/2026

ANNUAL STATEMENT FOR THE YEAR 2011 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

SCHEDULE D - PART 4

Showing All Long-Term Bonds and Stocks SOLD, REDEEMED or Otherwise DISPOSED OF During Current Year

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21
										11	12	13	14	15						
CUSIP Identi- fication	Description	For- eign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Con- sideration	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 Recognized	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
31380S-5J-8	FN 449149		12/01/2011	MBS PAYMENT		5,458	5,458	5,388	5,446		12		12		5,458				183	02/01/2027
31384P-J6-3	FN 529585		12/01/2011	MBS PAYMENT		1,091	1,091	1,051	1,085		6		6		1,091				42	12/01/2014
31385C-Y0-0	FN 540819		12/01/2011	MBS PAYMENT		2,415	2,415	2,386	2,409		5		5		2,415				78	04/01/2014
31386T-FU-4	FN 572679		12/01/2011	MBS PAYMENT		5,030	5,030	5,108	5,039		(9)		(9)		5,030				192	10/01/2028
31390E-SX-1	FN 644134		12/01/2011	MBS PAYMENT		1,427	1,427	1,435	1,427						1,427				34	02/01/2032
31390X-VK-3	FN 659518		12/01/2011	MBS PAYMENT		12,667	12,667	12,962	12,706		(39)		(39)		12,667				372	01/01/2032
31391A-WP-0	FN 661354		12/01/2011	MBS PAYMENT		7,712	7,712	7,911	7,720		(8)		(8)		7,712				114	12/01/2031
31393N-7J-2	FHR 2587 HW		12/01/2011	MBS PAYMENT		25,252	25,252	24,336	25,168		83		83		25,252				1,098	09/01/2017
				WELLS FARGO SECURITIES																
31394E-F2-9	FNR 2005-67 HG		12/06/2011	LLC		837,891	750,000	759,844	754,563		(1,154)		(1,154)		753,409		84,482	84,482	42,167	12/01/2019
31395H-WA-4	FHR 2893 PC		12/01/2011	MBS PAYMENT		214,435	214,435	216,010	214,487		(52)		(52)		214,435				9,803	11/01/2012
31396G-LP-4	FHR 3101 UA		07/01/2011	MBS PAYMENT		64,339	64,339	64,427	64,339						64,339				1,045	07/01/2011
31396H-VX-4	FHR 3117 PL		12/06/2011	MIZUHO SECURITIES		541,641	500,000	483,281	488,263		2,330		2,330		490,593		51,048	51,048	25,556	05/01/2016
31403A-XD-2	FN 743276		12/01/2011	MBS PAYMENT		14,459	14,459	14,848	14,465		(6)		(6)		14,459				304	01/01/2032
31403C-6L-0	FN 745275		12/01/2011	MBS PAYMENT		59,623	59,623	58,086	59,432		191		191		59,623				1,530	02/01/2035
31403C-6U-0	FN 745283		12/01/2011	MBS PAYMENT		97,488	97,488	94,167	97,159		329		329		97,488				2,778	02/01/2035
31404F-J4-6	FN 767183		12/01/2011	MBS PAYMENT		84,157	84,157	83,808	84,113		44		44		84,157				2,277	06/01/2018
31408J-DS-7	FN 852513		12/01/2011	MBS PAYMENT		97,232	97,232	96,267	97,096		136		136		97,232				2,291	05/01/2035
31409W-D9-9	FN 880428		12/01/2011	MBS PAYMENT		39,323	39,323	39,449	39,333		(10)		(10)		39,323				1,579	09/01/2035
31410F-SK-2	FN 888022		12/01/2011	MBS PAYMENT		65,488	65,488	65,468	65,488						65,488				1,702	11/01/2034
31410X-ZR-0	FN 900852		12/01/2011	MBS PAYMENT		48,785	48,785	49,036	48,803		(19)		(19)		48,785				1,264	05/01/2036
31411R-GX-0	FN 912914		12/07/2011	VARIOUS		536,041	491,442	485,299	486,754		744		744		487,499		48,542	48,542	27,500	07/01/2036
31417Y-RW-9	FN MA0500		12/01/2011	MBS PAYMENT		50,620	50,620	52,526			(64)		(64)		50,620				1,496	03/01/2040
31417Y-T7-2	FN MA0573		12/01/2011	MBS PAYMENT		106,794	106,794	110,165	107,275		(483)		(483)		106,794				2,800	07/01/2025
31419F-FW-1	FN AE4680		12/01/2011	MBS PAYMENT		31,341	31,341	32,501	31,431		(90)		(90)		31,341				891	06/01/2040
31419G-XX-7	FN AE6093		12/01/2011	MBS PAYMENT		108,813	108,813	112,876	109,390		(577)		(577)		108,813				2,698	06/01/2025
365418-CS-9	GARDEN ST PRESERVATION TRUST N		11/15/2011	MERRILL LYNCH		599,865	500,000	550,580	536,806		(3,586)		(3,586)		533,220		66,645	66,645	26,835	11/01/2018
65820Q-CT-8	NORTH CAROLINA ST INFRASTRUCTU		11/15/2011	MERRILL LYNCH		324,203	290,000	309,862	301,968		(1,769)		(1,769)		300,200		24,003	24,003	13,976	06/01/2019
				WELLS FARGO SECURITIES																
68607V-QL-2	OREGON ST DEPT OF ADMIN SVCS L		11/15/2011	LLC		582,920	500,000	529,685	520,416		(2,562)		(2,562)		517,854		65,066	65,066	28,264	04/01/2018
97709Z-TR-6	WISCONSIN ST CLEAN WTR REVENUE		11/17/2011	GOLDMAN SACHS		659,632	550,000	647,235	646,015		(9,178)		(9,178)		636,837		22,794	22,794	27,806	06/01/2019
3199999. Subtotal - Bonds - U.S. Special Revenues						7,232,893	6,576,336	6,884,104	6,568,604		(28,584)		(28,584)		6,766,378		466,514	466,514	313,527	XXX
00110A-AB-0	AEPTC 2006-A A2		07/01/2011	MBS PAYMENT		145,868	145,868	154,899	146,959		(1,092)		(1,092)		145,868				5,137	07/01/2013
03116Z-AJ-9	AMGEN INC		12/23/2011	STIFEL NICOLAUS & CO		407,378	375,000	406,830	399,269		(5,848)		(5,848)		393,421		13,957	13,957	19,720	11/18/2014
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
06406H-B0-1	BANK OF NEW YORK MELLON		12/08/2011	J.P. MORGAN		517,695	500,000	499,355	499,420		117		117		499,537		18,158	18,158	14,545	06/18/2015
				CALLLED BY ISSUER at																
17248R-AF-3	AT&T MOBILITY LLC		10/12/2011	101.175		303,525	300,000	326,106	303,411		113		113		303,525				15,816	12/15/2011
17305E-DY-8	CCCIT 2007-AB A8		11/28/2011	DEUTSCHE BANK		250,491	210,000	209,902	210,000						210,000		40,491	40,491	14,205	09/20/2017
				ROYAL BANK OF SCOTLAND																
185506-AB-8	CLECO 2008-A A2		11/28/2011	US		591,328	500,000	499,288	500,000						500,000		91,328	91,328	35,063	03/01/2023
				CORTVIEW CAPITAL																
20030N-AE-1	COMCAST CORP		11/15/2011	HOLDINGS INC.		379,617	350,000	379,029	372,931		(6,435)		(6,435)		366,496		13,121	13,121	24,888	01/15/2014
22540A-J7-4	CSFB 2001-CF2 A4		01/01/2011	MBS PAYMENT		44,872	44,872	44,786	44,786						44,786		85	85	243	04/15/2011
22541L-AB-9	CREDIT SUISSE USA INC		11/15/2011	MATURITY		500,000	500,000	543,860	505,340		(5,340)		(5,340)		500,000				30,625	11/15/2011
22546Q-AF-4	CREDIT SUISSE NEW YORK		12/12/2011	J.P. MORGAN		480,335	500,000	499,360	499,381		51		51		499,432		(19,097)	(19,097)	29,774	08/05/2020
				WELLS FARGO SECURITIES																
235851-AG-7	DANAHER CORP		11/28/2011	LLC		587,645	500,000	496,955	497,735		247		247		497,982		89,663	89,663	38,750	01/15/2018
25746U-BJ-7	DOMINION RESOURCES INC		11/15/2011	DEUTSCHE BANK		204,118	200,000	199,708	199,726		49		49		199,776		4,342	4,342	5,450	09/01/2015
				CORTVIEW CAPITAL																
263534-CD-9	E.I. DU PONT DE NEMOURS		11/15/2011	HOLDINGS INC.		306,948	300,000	297,141	297,277		455		455		297,732		9,216	9,216	6,744	01/15/2016
302583-AB-5	FPL 2007-A A2		08/01/2011	MBS PAYMENT		150,146	150,146	149,296	150,118		28		28		150,146				5,701	08/01/2013
338915-AH-4	FLEETBOSTON FINL CORP		11/01/2011	BANK AMERICA		464,285	500,000	450,990	459,400		1,010		1,010		460,414		3,871	3,871	44,783	01/15/2028
				US BANCORP INVESTMENTS																
36962G-40-4	GENERAL ELEC CAP CORP		03/28/2011	INC		499,710	500,000	499,245	499,317		62		62		499,378		332	332	5,078	09/16/2013
38141G-DK-7	GOLDMAN SACHS GROUP INC		12/09/2011	KNIGHT CAPITAL GROUP		252,985	250,000	249,685	249,906		35		35		249,940		3,045	3,045	16,790	07/15/2013

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SCHEDULE D - PART 4

Showing All Long-Term Bonds and Stocks SOLD, REDEEMED or Otherwise DISPOSED OF During Current Year

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21
										11	12	13	14	15						
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ Decrease	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	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
459200-AM-3	IBM CORP		11/28/2011	GOLDMAN SACHS		1,361,460	1,000,000	992,470	994,367		206		206		994,573		366,887	366,887	76,028	10/30/2025
46625M-V6-3	JPMCC 2004-C1 A2		12/01/2011	MBS PAYMENT		26,959	26,959	27,090	26,959						26,959				595	09/01/2013
585055-AR-7	MEDTRONIC INC		11/15/2011	RBC CAPITAL MARKETS		317,205	300,000	299,973	299,977		5		5		299,981		17,224	17,224	10,575	03/15/2015
	SECURITIES - US			KEYBANC CAPITAL MARKETS																
587405-AB-7	MERCANTILE BANKSHARES		12/12/2011			311,280	300,000	293,286	298,070		780		780		298,850		12,430	12,430	16,188	04/15/2013
61746W-GB-0	MSDNC 2001-TOP1 A4		02/01/2011	MBS PAYMENT		72,388	72,388	80,246	72,388						72,388				575	02/01/2011
665772-CF-4	NORTHERN STATES PIWR-MINN		03/28/2011	BARCLAYS AMERICAN		122,590	125,000	124,751	124,770		12		12		124,782		(2,192)	(2,192)	1,557	08/15/2015
68389X-AJ-4	ORACLE CORP		12/12/2011	EXCHANGE		99,805	100,000	99,779	99,787		18		18		99,805				5,414	07/15/2020
717081-DB-6	PFIZER INC		11/28/2011	CREDIT SUISSE		1,228,190	1,000,000	1,078,953	1,069,847		(6,590)		(6,590)		1,063,256		164,934	164,934	75,089	03/15/2019
842434-CE-0	SOUTHERN CALIF GAS CO		01/15/2011	MATURITY		230,000	230,000	229,933	230,000						230,000				5,031	01/15/2011
	ROYAL BANK OF SCOTLAND			US																
89235Y-AC-9	TAOT 2010-B A3		03/21/2011	UBS SECURITIES		150,516	150,000	149,987	149,990		1		1		149,991		524	524	429	02/15/2013
949744-AA-4	WELLS FARGO & COMPANY		03/29/2011	WELLS FARGO SECURITIES		509,475	500,000	499,415	499,811		50		50		499,861		9,614	9,614	4,667	12/09/2011
949746-NX-5	WELLS FARGO & COMPANY		12/14/2011	LLC		565,315	500,000	519,695	515,129		(1,802)		(1,802)		513,327		51,988	51,988	28,750	12/11/2017
98156D-AF-4	WOART 2007-B A4		12/15/2011	MBS PAYMENT		421,837	421,837	421,751	421,994		(157)		(157)		421,837				14,299	12/15/2011
	NATIONAL BANK FINANCIAL			- US																
78008K-BS-1	ROYAL BANK OF CANADA	A	11/15/2011			619,122	600,000	598,560	598,669		232		232		598,893		20,229	20,229	14,569	12/15/2015
3899999. Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)						12,373,088	11,402,070	11,639,984	11,489,531		(26,590)		(26,590)		11,462,936		910,150	910,150	578,172	XXX
8399997. Total - Bonds - Part 4						28,455,937	26,113,373	27,055,027	26,450,393		(101,262)		(101,262)		26,575,482		1,880,452	1,880,452	1,265,934	XXX
8399998. Total - Bonds - Part 5						3,202,766	3,047,084	3,130,303			(7,558)		(7,558)		3,122,746		80,021	80,021	74,457	XXX
8399999. Total - Bonds						31,658,703	29,160,457	30,185,330	26,450,393		(108,820)		(108,820)		29,698,228		1,960,473	1,960,473	1,340,391	XXX
8999997. Total - Preferred Stocks - Part 4							XXX													XXX
8999998. Total - Preferred Stocks - Part 5							XXX													XXX
8999999. Total - Preferred Stocks							XXX													XXX
001055-10-2	AFLAC INC		06/01/2011	VARIOUS	250,000	13,676		7,753	14,108	(6,355)			(6,355)		7,753		5,923	5,923	90	
00130H-10-5	AES CORP		05/17/2011	BARCLAYS AMERICAN	250,000	3,159		1,573	3,045	(1,473)			(1,473)		1,573		1,586	1,586		
00206R-10-2	AT&T INC		06/06/2011	VARIOUS	2,637,006	81,656		57,815	77,475	(19,660)			(19,660)		57,815		23,841	23,841	2,160	
002824-10-0	ABBOTT LABORATORIES		05/17/2011	VARIOUS	750,000	39,395		31,191	35,933	(4,742)			(4,742)		31,191		8,205	8,205	628	
002896-20-7	ABERCROMBIE & FITCH CO-CL A		05/17/2011	BARCLAYS AMERICAN	100,000	5,655		2,481	5,763	(3,283)			(3,283)		2,481		3,174	3,174	5	
00724F-10-1	ADOBE SYSTEMS INC		05/17/2011	BARCLAYS AMERICAN	300,000	10,302		6,107	9,234	(3,127)			(3,127)		6,107		4,195	4,195		
00617Y-10-8	AETNA INC		05/17/2011	BARCLAYS AMERICAN	300,000	11,651		4,707	9,153	(4,446)			(4,446)		4,707		6,944	6,944	24	
00846U-10-1	AGILENT TECHNOLOGIES INC		05/17/2011	BARCLAYS AMERICAN	250,000	11,860		5,649	10,358	(4,708)			(4,708)		5,649		6,210	6,210		
009158-10-6	AIR PRODUCTS & CHEMICALS INC		05/17/2011	BARCLAYS AMERICAN	100,000	9,132		4,860	9,095	(4,235)			(4,235)		4,860		4,272	4,272	101	
017361-10-6	ALLEGHENY ENERGY INC		03/24/2011	VARIOUS	200,000	1,624		1,624	4,848	(3,224)			(3,224)		1,624				39	
018490-10-2	ALLERGEN INC		05/17/2011	BARCLAYS AMERICAN	100,000	8,136		4,738	6,867	(2,130)			(2,130)		4,738		3,399	3,399	5	
020002-10-1	ALLSTATE CORP		01/03/2011	PRIOR YEAR INCOME	0,000														10	
021441-10-0	ALTERA CORP		06/01/2011	VARIOUS	100,000	4,712		1,857	3,558	(1,701)			(1,701)		1,857		2,855	2,855	12	
02209S-10-3	ALTRIA GROUP INC		05/17/2011	BARCLAYS AMERICAN	900,000	24,396		10,132	22,158	(12,026)			(12,026)		10,132		14,264	14,264	661	
023135-10-6	AMAZON.COM INC		05/17/2011	BARCLAYS AMERICAN	200,000	38,298		11,090	36,000	(24,911)			(24,911)		11,090		27,209	27,209		
025537-10-1	AMERICAN ELECTRIC POWER		06/10/2011	VARIOUS	150,000	5,610		4,256	5,397	(1,141)			(1,141)		4,256		1,354	1,354	138	
025816-10-9	AMERICAN EXPRESS CO		05/17/2011	BARCLAYS AMERICAN	500,000	24,533		20,202	21,460	(1,258)			(1,258)		20,202		4,331	4,331	166	
026874-78-4	AMERICAN INTERNATIONAL GROUP		05/17/2011	VARIOUS	100,000	4,407		3,164	5,762	(2,598)			(2,598)		3,164		1,244	1,244		
029912-20-1	AMERICAN TOWER CORP-CL A		05/17/2011	BARCLAYS AMERICAN	100,000	5,303		4,377	5,164	(787)			(787)		4,377		926	926		
03073E-10-5	AMERISOURCEBERGEN CORP		05/17/2011	BARCLAYS AMERICAN	400,000	15,053		5,438	13,648	(8,210)			(8,210)		5,438		9,615	9,615	11	
03076C-10-6	AMERIPRISE FINANCIAL INC		05/17/2011	BARCLAYS AMERICAN	140,000	8,666		4,004	8,057	(4,053)			(4,053)		4,004		4,662	4,662	41	
031162-10-0	AMGEN INC		05/17/2011	BARCLAYS AMERICAN	300,000	17,740		16,577	107				107		16,577		1,164	1,164		
032511-10-7	ANADARKO PETROLEUM CORP		05/17/2011	BARCLAYS AMERICAN	300,000	22,332		9,007	22,848	(13,842)			(13,842)		9,007		13,325	13,325	18	
037389-10-3	AON CORP		05/17/2011	BARCLAYS AMERICAN	100,000	5,285		4,338	4,601	(264)			(264)		4,338		948	948	30	
037411-10-5	APACHE CORP		05/17/2011	VARIOUS	200,000	24,491		7,182	23,846	(16,664)			(16,664)		7,182		17,310	17,310	54	
037833-10-0	APPLE INC		05/17/2011	BARCLAYS AMERICAN	400,000	135,255		36,558	129,024	(92,466)			(92,466)		36,558		98,697	98,697		
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	
052769-10-6	AUTODESK INC		05/17/2011	BARCLAYS AMERICAN	100,000	4,402		2,541	3,820	(1,279)			(1,279)		2,541		1,861	1,861		
053015-10-3	AUTOMATIC DATA PROCESSING		05/17/2011	BARCLAYS AMERICAN	300,000	15,672		10,824	13,884	(3,060)			(3,060)		10,824		4,849	4,849	180	

ANNUAL STATEMENT FOR THE YEAR 2011 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

SCHEDULE D - PART 4

Showing All Long-Term Bonds and Stocks SOLD, REDEEMED or Otherwise DISPOSED OF During Current Year

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21
										11	12	13	14	15						
CUSIP Identi- fication	Description	For- eign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Con- sideration	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 Recognized	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
053332-10-2	AUTOZONE INC		05/17/2011	BARCLAYS AMERICAN	50.000	12,759		4,071	13,630	(9,559)			(9,559)		4,071		8,688	8,688		
054303-10-2	AVON PRODUCTS INC		06/01/2011	VARIOUS	100.000	2,981		3,086	2,906	180			180		3,086		(105)	(105)		30
054937-10-7	BB&T CORP		05/11/2011	BARCLAYS AMERICAN	100.000	2,713		2,537	2,629	(92)			(92)		2,537		176	176		17
057224-10-7	BAKER HUGHES INC		05/17/2011	BARCLAYS AMERICAN	230.000	15,464		8,957	13,149	(4,192)			(4,192)		8,957		6,507	6,507		51
060505-10-4	BANK OF AMERICA CORP		05/17/2011	BARCLAYS AMERICAN	4,000.000	48,054		55,973	53,360	2,613			2,613		55,973		(7,919)	(7,919)		40
064058-10-0	BANK OF NEW YORK MELLON CORP		06/06/2011	BARCLAYS AMERICAN	776.660	22,899		22,151	23,455	(1,304)			(1,304)		22,151		747	747		109
071813-10-9	BAXTER INTERNATIONAL INC		05/17/2011	BARCLAYS AMERICAN	400.000	22,229		12,005	20,248	(8,243)			(8,243)		12,005		10,224	10,224		195
073730-10-3	BEAM INC		06/01/2011	VARIOUS	100.000	6,270		4,869	6,025	(1,156)			(1,156)		4,869		1,401	1,401		23
075887-10-9	BECTON DICKINSON AND CO		05/17/2011	BARCLAYS AMERICAN	100.000	8,752		3,619	8,452	(4,833)			(4,833)		3,619		5,133	5,133		37
075896-10-0	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		
084670-70-2	BERKSHIRE HATHAWAY INC-CL B		05/17/2011	BARCLAYS AMERICAN	586.000	46,703		46,350	46,944	(594)			(594)		46,350		353	353		
086516-10-1	BEST BUY CO INC		05/17/2011	BARCLAYS AMERICAN	200.000	6,531		6,882	6,858	24			24		6,882		(351)	(351)		20
089302-10-3	BIG LOTS INC		05/17/2011	BARCLAYS AMERICAN	100.000	3,424		1,213	3,046	(1,833)			(1,833)		1,213		2,211	2,211		
09062X-10-3	BIOTEN IDEC INC		05/17/2011	BARCLAYS AMERICAN	215.000	17,126		9,160	14,416	(5,256)			(5,256)		9,160		7,966	7,966		
093671-10-5	H&R BLOCK INC		05/17/2011	BARCLAYS AMERICAN	100.000	1,565		1,909	1,191	718			718		1,909		(343)	(343)		30
097023-10-5	BOEING CO/THE		06/03/2011	VARIOUS	400.000	30,706		16,026	26,104	(10,078)			(10,078)		16,026		14,680	14,680		252
101121-10-1	BOSTON PROPERTIES INC		05/17/2011	BARCLAYS AMERICAN	100.000	9,906		3,752	8,610	(4,859)			(4,859)		3,752		6,155	6,155		80
101137-10-7	BOSTON SCIENTIFIC CORP		05/17/2011	BARCLAYS AMERICAN	300.000	2,107		2,051	2,271	(221)			(221)		2,051		57	57		
110122-10-8	BRISTOL-MYERS SQUIBB CO		05/17/2011	BARCLAYS AMERICAN	1,180.000	32,518		31,420	31,246	173			173		31,420		1,099	1,099		617
111320-10-7	BROADCOM CORP-CL A		05/17/2011	BARCLAYS AMERICAN	200.000	6,925		3,951	8,710	(4,759)			(4,759)		3,951		2,975	2,975		16
124857-20-2	CBS CORP-CLASS B NON VOTING		05/17/2011	BARCLAYS AMERICAN	200.000	5,261		2,828	3,810	(982)			(982)		2,828		2,433	2,433		20
126408-10-3	CSX CORP		06/06/2011	BARCLAYS AMERICAN	100.000	7,658		3,406	6,461	(3,056)			(3,056)		3,406		4,253	4,253		40
126650-10-0	CVS CAREMARK CORP		05/17/2011	VARIOUS	734.000	27,356		16,252	25,521	(9,269)			(9,269)		16,252		11,103	11,103		160
12673P-10-5	CA INC		05/17/2011	BARCLAYS AMERICAN	200.000	4,776		4,492	4,888	(396)			(396)		4,492		284	284		6
134429-10-9	CAMPBELL SOUP CO		05/17/2011	BARCLAYS AMERICAN	150.000	5,212		4,176	5,213	(1,037)			(1,037)		4,176		1,036	1,036		64
14040H-10-5	CAPITAL ONE FINANCIAL CORP		05/17/2011	BARCLAYS AMERICAN	300.000	15,338		11,991	12,768	(777)			(777)		11,991		3,347	3,347		9
143658-30-0	CARNIVAL CORP		05/17/2011	BARCLAYS AMERICAN	300.000	12,826		10,169	13,833	(3,664)			(3,664)		10,169		2,657	2,657		43
149123-10-1	CATERPILLAR INC		05/17/2011	VARIOUS	300.000	31,548		11,079	28,098	(17,019)			(17,019)		11,079		20,469	20,469		246
151020-10-4	CELGENE CORP		05/17/2011	BARCLAYS AMERICAN	200.000	11,844		10,684	11,828	(1,144)			(1,144)		10,684		1,160	1,160		
15189T-10-7	CENTERPOINT ENERGY INC		06/10/2011	VARIOUS	200.000	3,679		1,941	3,144	(1,203)			(1,203)		1,941		1,738	1,738		53
156700-10-6	CENTURYLINK INC		05/18/2011	VARIOUS	392.840	16,508		11,090	13,528	(4,748)			(4,748)		11,090		5,418	5,418		89
165167-10-7	CHESAPEAKE ENERGY CORP		05/17/2011	BARCLAYS AMERICAN	300.000	8,851		6,855	7,773	(919)			(919)		6,855		1,997	1,997		20
166764-10-0	CHEVRON CORP		06/10/2011	VARIOUS	900.000	90,370		35,263	82,125	(46,862)			(46,862)		35,263		55,107	55,107		965
171232-10-1	CHUBB CORP		05/17/2011	BARCLAYS AMERICAN	200.000	12,481		6,788	11,928	(5,140)			(5,140)		6,788		5,693	5,693		121
17275R-10-2	CISCO SYSTEMS INC		05/17/2011	BARCLAYS AMERICAN	2,400.000	41,669		51,817	48,552	3,265			3,265		51,817		(10,149)	(10,149)		134
172967-42-4	CITIGROUP INC		05/12/2011	BARCLAYS AMERICAN	590.000	25,478		25,143	25,420	(276)			(276)		25,143		335	335		
18683K-10-1	CLIFFS NATURAL RESOURCES INC		06/01/2011	VARIOUS	200.000	16,633		10,954	15,602	(4,648)			(4,648)		10,954		5,680	5,680		17
189054-10-9	CLOROX COMPANY		05/17/2011	VARIOUS	100.000	6,744		4,462	6,328	(1,866)			(1,866)		4,462		2,282	2,282		88
191216-10-0	COCA-COLA CO/THE		05/17/2011	BARCLAYS AMERICAN	900.000	60,851		40,047	59,193	(19,146)			(19,146)		40,047		20,804	20,804		423
19122T-10-9	COCA-COLA ENTERPRISES		05/17/2011	BARCLAYS AMERICAN	100.000	2,861		2,208	2,503	(295)			(295)		2,208		653	653		12
194162-10-3	COLGATE-PALMOLIVE CO		05/17/2011	BARCLAYS AMERICAN	100.000	8,542		5,616	8,037	(2,421)			(2,421)		5,616		2,925	2,925		111
20030N-10-1	COMCAST CORP-CLASS A		05/17/2011	BARCLAYS AMERICAN	875.000	21,900		15,758	19,224	(3,466)			(3,466)		15,758		6,141	6,141		98
200340-10-7	COMERICA INC		05/17/2011	BARCLAYS AMERICAN	200.000	7,657		3,005	8,448	(5,443)			(5,443)		3,005		4,652	4,652		27
205363-10-4	COMPUTER SCIENCES CORP		05/17/2011	BARCLAYS AMERICAN	100.000	4,801		4,032	4,960	(928)			(928)		4,032		769	769		32
205638-10-9	COMPUWARE CORP		05/17/2011	BARCLAYS AMERICAN	350.000	3,978		2,083	4,085	(2,002)			(2,002)		2,083		1,895	1,895		
205887-10-2	CONAGRA FOODS INC		06/01/2011	VARIOUS	200.000	5,015		3,435	4,516	(1,081)			(1,081)		3,435		1,580	1,580		39
20825C-10-4	CONOCOPHILLIPS		06/06/2011	BARCLAYS AMERICAN	664.000	47,294		21,405	45,218	(23,813)			(23,813)		21,405		25,889	25,889		393
210371-10-0	CONSTELLATION ENERGY GROUP		05/17/2011	BARCLAYS AMERICAN	200.000	6,778		4,423	6,126	(1,703)			(1,703)		4,423		2,355	2,355		67
219350-10-5	CORNING INC		05/17/2011	BARCLAYS AMERICAN	750.000	15,557		6,917	14,490	(7,574)			(7,574)		6,917		8,641	8,641		32
22160K-10-5	COSTCO WHOLESALE CORP		05/17/2011	BARCLAYS AMERICAN	250.000	19,828		8,856	18,053	(9,196)			(9,196)		8,856		10,972	10,972		80
233331-10-7	DTE ENERGY COMPANY		05/17/2011	BARCLAYS AMERICAN	100.000	5,048		4,429	4,532	(103)			(103)		4,429		619	619		95
235851-10-2	DANAHER CORP		05/17/2011	BARCLAYS AMERICAN	200.000	10,805		3,894	9,434	(5,540)			(5,540)		3,894		6,910	6,910		8
237194-10-5	DARDEN RESTAURANTS INC		05/17/2011	VARIOUS	100.000	4,839		2,096	4,644	(2,548)			(2,548)		2,096		2,743	2,743		48
244199-10-5	DEERE & CO		05/17/2011	BARCLAYS AMERICAN	200.000	17,807		4,477	16,610	(12,133)			(12,133)		4,477		13,330	13,330		60
25179M-10-3	DEVON ENERGY CORPORATION		05/17/2011	BARCLAYS AMERICAN	100.000	8,297		6,638	7,851	(1,214)			(1,214)		6,638		1,659	1,659		7
254687-10-6	WALT DISNEY CO/THE		05/17/2011	BARCLAYS AMERICAN	950.000	38,996		20,056	35,635	(15,579)			(15,579)		20,056		18,941	18,941		380
254709-10-8	DISCOVER FINANCIAL SERVICES		05/11/2011	BARCLAYS AMERICAN	100.000	2,420		647	1,853	(1,207)			(1,207)		647		1,774	1,774		8

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Showing All Long-Term Bonds and Stocks SOLD, REDEEMED or Otherwise DISPOSED OF During Current Year

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21
										11	12	13	14	15						
CUSIP Identi- fication	Description	For- eign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Con- sideration	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 Recognized	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
25490A-10-1	DIRECTV-CLASS A		05/17/2011	BARCLAYS AMERICAN	300.000	14,713		9,157	11,979	(2,822)			(2,822)		9,157		5,556	5,556		
25746U-10-9	DOMINION RESOURCES INC/VA		05/17/2011	BARCLAYS AMERICAN	200.000	9,535		6,454	8,544	(2,090)			(2,090)		6,454		3,081	3,081	.99	
260003-10-8	DOVER CORP		05/17/2011	BARCLAYS AMERICAN	100.000	6,229		5,825	5,845	(2,020)			(2,020)		3,825		2,404	2,404	.19	
260543-10-3	DOW CHEMICAL CO/THE		05/17/2011	BARCLAYS AMERICAN	400.000	15,357		12,534	13,656	(1,122)			(1,122)		12,534		2,823	2,823	.120	
263534-10-9	DU PONT (E.I.) DE NEMOURS		06/10/2011	VARIOUS	700.000	35,960		21,298	34,916	(13,618)			(13,618)		21,298		14,661	14,661	.303	
26441C-10-5	DUKE ENERGY CORP		05/17/2011	BARCLAYS AMERICAN	812.000	15,272		9,535	14,462	(4,927)			(4,927)		9,535		5,737	5,737	.130	
268648-10-2	EMC CORP/MASS		05/17/2011	BARCLAYS AMERICAN	900.000	24,288		12,396	20,610	(8,214)			(8,214)		12,396		11,892	11,892		
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	
278642-10-3	EBAY INC		05/17/2011	BARCLAYS AMERICAN	300.000	9,912		6,786	8,349	(1,563)			(1,563)		6,786		3,126	3,126		
278865-10-0	ECOLAB INC		05/17/2011	BARCLAYS AMERICAN	100.000	5,173		2,237	5,042	(2,805)			(2,805)		2,237		2,937	2,937	.33	
281020-10-7	EDISON INTERNATIONAL		05/17/2011	BARCLAYS AMERICAN	300.000	11,534		5,885	11,580	(5,696)			(5,696)		5,885		5,649	5,649	.138	
28336L-10-9	EL PASO CORP		05/17/2011	BARCLAYS AMERICAN	300.000	5,431		2,196	4,128	(1,932)			(1,932)		2,196		3,235	3,235	.6	
291011-10-4	EMERSON ELECTRIC CO		06/10/2011	VARIOUS	400.000	21,910		11,077	22,868	(11,791)			(11,791)		11,077		10,834	10,834	.207	
29364G-10-3	ENTERGY CORP		06/01/2011	VARIOUS	100.000	7,033		6,801	7,083	(282)			(282)		6,801		232	232	.116	
294429-10-5	EQUIFAX INC		05/17/2011	BARCLAYS AMERICAN	100.000	3,705		2,435	3,560	(1,125)			(1,125)		2,435		1,270	1,270	.8	
29476L-10-7	EQUITY RESIDENTIAL		05/17/2011	BARCLAYS AMERICAN	200.000	11,245		6,798	10,390	(3,592)			(3,592)		6,798		4,447	4,447	.129	
30161N-10-1	EXELON CORP		06/10/2011	VARIOUS	200.000	8,380		8,755	8,328	.427			.427		8,755		(375)	(375)	.147	
302182-10-0	EXPRESS SCRIPTS INC		05/17/2011	BARCLAYS AMERICAN	200.000	11,850		5,387	10,810	(5,424)			(5,424)		5,387		6,463	6,463		
30231G-10-2	EXXON MOBIL CORP		06/10/2011	VARIOUS	2,188.000	175,883		139,885	159,987	(20,102)			(20,102)		139,885		35,998	35,998	1,855	
307000-10-9	FAMILY DOLLAR STORES		05/17/2011	BARCLAYS AMERICAN	100.000	4,757		3,263	4,971	(1,709)			(1,709)		3,263		1,495	1,495	.25	
311900-10-4	FASTENAL CO		06/06/2011	BARCLAYS AMERICAN	160.000	6,133		3,572	5,991	(2,420)			(2,420)		3,572		2,562	2,562	.46	
31428X-10-6	FEDEX CORP		05/17/2011	BARCLAYS AMERICAN	200.000	18,781		14,053	18,602	(4,549)			(4,549)		14,053		4,728	4,728	.16	
316773-10-0	FIFTH THIRD BANCORP		05/17/2011	BARCLAYS AMERICAN	200.000	2,558		585	2,936	(2,351)			(2,351)		585		1,973	1,973	.14	
320517-10-5	FIRST HORIZON NATIONAL CORP		05/17/2011	VARIOUS	226.025	2,484		1,826	2,629	(803)			(803)		1,826		658	658	.1	
337738-10-8	FISERV INC		05/17/2011	BARCLAYS AMERICAN	100.000	6,210		3,795	5,856	(2,061)			(2,061)		3,795		2,414	2,414		
337932-10-7	FIRSTENERGY CORP		06/01/2011	VARIOUS	333.400	14,066		7,917	7,404	(1,111)			(1,111)		7,917		6,149	6,149	.142	
343412-10-2	FLUOR CORP		05/17/2011	BARCLAYS AMERICAN	100.000	7,030		4,504	6,626	(2,122)			(2,122)		4,504		2,526	2,526	.21	
345370-86-0	FORD MOTOR CO		05/17/2011	BARCLAYS AMERICAN	1,300.000	19,639		10,320	21,827	(11,507)			(11,507)		10,320		9,319	9,319		
345838-10-6	FOREST LABORATORIES INC		05/17/2011	BARCLAYS AMERICAN	500.000	16,365		11,862	15,990	(4,128)			(4,128)		11,862		4,503	4,503		
354613-10-1	FRANKLIN RESOURCES INC		05/17/2011	BARCLAYS AMERICAN	100.000	12,367		4,761	11,121	(6,360)			(6,360)		4,761		7,606	7,606	.40	
35671D-85-7	FREEMPORT-MCMORAN COPPER		06/01/2011	VARIOUS	334.000	16,039		12,522	20,055	(7,533)			(7,533)		12,522		3,517	3,517	.334	
35906A-10-8	FRONTIER COMMUNICATIONS CORP		05/17/2011	BARCLAYS AMERICAN	278.996	2,415		2,270	2,715	(445)			(445)		2,270		145	145	.52	
364730-10-1	GANNETT CO		05/17/2011	BARCLAYS AMERICAN	600.000	8,856		9,102	9,054	.48			.48		9,102		(246)	(246)	.28	
364760-10-8	GAP INC/THE		05/17/2011	BARCLAYS AMERICAN	100.000	2,263		1,910	2,214	(304)			(304)		1,910		354	354	.11	
369550-10-8	GENERAL DYNAMICS CORP		05/17/2011	BARCLAYS AMERICAN	100.000	7,426		5,105	7,096	(1,992)			(1,992)		5,105		2,321	2,321	.89	
369604-10-3	GENERAL ELECTRIC CO		05/17/2011	BARCLAYS AMERICAN	3,500.000	69,559		51,977	64,015	(12,038)			(12,038)		51,977		17,582	17,582	.980	
370334-10-4	GENERAL MILLS INC		05/17/2011	BARCLAYS AMERICAN	200.000	7,832		6,224	7,118	(895)			(895)		6,224		1,609	1,609	.112	
372460-10-5	GENUINE PARTS CO		05/17/2011	BARCLAYS AMERICAN	200.000	10,465		6,925	10,268	(3,343)			(3,343)		6,925		3,540	3,540	.109	
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	500.000	19,851		12,101	18,120	(6,020)			(6,020)		12,101		7,751	7,751		
38141G-10-4	GOLDMAN SACHS GROUP INC		05/17/2011	BARCLAYS AMERICAN	250.000	36,551		19,264	42,040	(22,776)			(22,776)		19,264		17,287	17,287	.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	
38259P-50-8	GOOGLE INC-CL A		05/17/2011	BARCLAYS AMERICAN	100.000	52,684		47,649	59,397	(11,749)			(11,749)		47,649		5,036	5,036		
406216-10-1	HALLIBURTON CO		05/17/2011	BARCLAYS AMERICAN	500.000	22,087		10,062	20,415	(10,354)			(10,354)		10,062		12,025	12,025	.32	
412822-10-8	HARLEY-DAVIDSON INC		05/17/2011	BARCLAYS AMERICAN	300.000	11,643		7,595	10,401	(2,806)			(2,806)		7,595		4,048	4,048	.9	
423074-10-3	HJ HEINZ CO		05/17/2011	BARCLAYS AMERICAN	200.000	10,209		7,329	9,892	(2,563)			(2,563)		7,329		2,880	2,880	.149	
427866-10-8	HERSHEY CO/THE		05/17/2011	BARCLAYS AMERICAN	100.000	5,389		3,698	4,715	(1,017)			(1,017)		3,698		1,690	1,690	.21	
428236-10-3	HEWLETT-PACKARD CO		05/17/2011	BARCLAYS AMERICAN	1,075.000	43,264		22,787	45,258	(22,470)			(22,470)		22,787		20,477	20,477	.73	
437076-10-2	HOME DEPOT INC		05/17/2011	BARCLAYS AMERICAN	600.000	22,307		17,022	21,036	(4,014)			(4,014)		17,022		5,285	5,285	.150	
438516-10-6	HONEYWELL INTERNATIONAL INC		05/17/2011	BARCLAYS AMERICAN	400.000	23,733		13,112	21,264	(8,152)			(8,152)		13,112		10,621	10,621	.103	
441060-10-0	HOSPIRA INC		05/17/2011	BARCLAYS AMERICAN	95.000	5,264		2,770	5,291	(2,520)			(2,520)		2,770		2,493	2,493		
44107P-10-4	HOST HOTELS & RESORTS INC		05/17/2011	BARCLAYS AMERICAN	511.000	8,944		2,155	9,132	(6,977)			(6,977)		2,155		6,789	6,789	.10	
443683-10-7	HUDSON CITY BANCORP INC		05/17/2011	BARCLAYS AMERICAN	300.000	2,946		2,843	3,822	(979)			(979)		2,843		103	103	.48	
444859-10-2	HUMANA INC		05/17/2011	BARCLAYS AMERICAN	100.000	7,207		1,949	5,474	(3,525)			(3,525)		1,949		5,258	5,258		
446413-10-6	HUNTINGTON INGALLS INDUSTRIE		05/11/2011	BARCLAYS AMERICAN	19.999	777		474							474		303	303		
452308-10-9	ILLINOIS TOOL WORKS		05/17/2011	BARCLAYS AMERICAN	300.000	16,981		10,473	16,020	(5,547)			(5,547)		10,473		6,508	6,508	.170	
458140-10-0	INTEL CORP		06/01/2011	VARIOUS	2,200.000	51,375		44,361	46,266	(1,905)			(1,905)		44,361		7,014	7,014	.797	

ANNUAL STATEMENT FOR THE YEAR 2011 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

SCHEDULE D - PART 4

Showing All Long-Term Bonds and Stocks SOLD, REDEEMED or Otherwise DISPOSED OF During Current Year

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21
										11	12	13	14	15						
CUSIP Identi- fication	Description	For- eign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Con- sideration	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 Recognized	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
45822P-10-5	INTEGRYS ENERGY GROUP INC		05/17/2011	BARCLAYS AMERICAN	82.000	4.110		3.443	3.978	(535)			(535)		3.443		666	666		22
45865V-10-0	INTERCONTINENTALEXCHANGE INC		05/17/2011	BARCLAYS AMERICAN	200.000	23.277		19.479	23.830	(4,352)			(4,352)		19.479		3.799	3.799		
459200-10-1	INTL BUSINESS MACHINES CORP		06/10/2011	VARIOUS	600.000	100.428		54.996	88.056	(33,060)			(33,060)		54.996		45.432	45.432		714
459902-10-2	INTL GAME TECHNOLOGY		05/17/2011	BARCLAYS AMERICAN	150.000	2.713		2.816	2.654	162			162		2.816		(102)	(102)		16
460146-10-3	INTERNATIONAL PAPER CO		06/15/2011	VARIOUS	200.000	6.265		2.351	5.448	(3,097)			(3,097)		2.351		3.914	3.914		58
461202-10-3	INTUIT INC		05/17/2011	BARCLAYS AMERICAN	200.000	10.150		4.783	9.860	(5,077)			(5,077)		4.783		5.368	5.368		
46625H-10-0	JPMORGAN CHASE & CO		05/17/2011	BARCLAYS AMERICAN	1,526.000	66.096		49.101	64.733	(15,632)			(15,632)		49.101		16.995	16.995		382
469814-10-7	JACOBS ENGINEERING GROUP INC		05/17/2011	BARCLAYS AMERICAN	100.000	4.804		4.073	4.585	(513)			(513)		4.073		731	731		
478160-10-4	JOHNSON & JOHNSON		05/17/2011	BARCLAYS AMERICAN	1,100.000	72.926		55.127	68.035	(12,908)			(12,908)		55.127		17.799	17.799		594
478366-10-7	JOHNSON CONTROLS INC		05/17/2011	BARCLAYS AMERICAN	200.000	7.729		4.475	7.640	(3,166)			(3,166)		4.475		3.254	3.254		64
48203R-10-4	JUNIPER NETWORKS INC		05/17/2011	BARCLAYS AMERICAN	200.000	7.726		4.305	7.384	(3,080)			(3,080)		4.305		3.422	3.422		
482480-10-0	KLA-TENCOR CORPORATION		06/01/2011	VARIOUS	400.000	17.456		8.522	15.456	(6,934)			(6,934)		8.522		8.934	8.934		25
487836-10-8	KELLOGG CO		05/17/2011	BARCLAYS AMERICAN	150.000	8.291		5.453	7.662	(2,210)			(2,210)		5.453		2.838	2.838		41
493267-10-8	KEYCORP		05/17/2011	BARCLAYS AMERICAN	200.000	1.697		1.572	1.770	(198)			(198)		1.572		125	125		2
494368-10-3	KIMBERLY-CLARK CORP		05/17/2011	BARCLAYS AMERICAN	100.000	6.783		5.656	6.304	(649)			(649)		5.656		1.127	1.127		136
500255-10-4	KOHL'S CORP		05/17/2011	BARCLAYS AMERICAN	100.000	5.402		4.494	5.434	(940)			(940)		4.494		908	908		25
50075N-10-4	KRAFT FOODS INC-CLASS A		05/17/2011	BARCLAYS AMERICAN	622.001	21.388		10.385	19.599	(9,214)			(9,214)		10.385		11.003	11.003		361
501044-10-1	KROGER CO		06/01/2011	VARIOUS	350.000	8.356		6.481	7.826	(1,346)			(1,346)		6.481		1.876	1.876		42
53217V-10-9	LIFE TECHNOLOGIES CORP		05/17/2011	BARCLAYS AMERICAN	100.000	5.516		3.262	5.550	(2,289)			(2,289)		3.262		2.255	2.255		
532457-10-8	ELI LILLY & CO		06/10/2011	VARIOUS	200.000	7.693		7.465	7.008	457			457		7.465		228	228		98
532716-10-7	LIMITED BRANDS INC		05/17/2011	BARCLAYS AMERICAN	100.000	4.159		1.717	3.073	(1,356)			(1,356)		1.717		2.442	2.442		20
539830-10-9	LOCKHEED MARTIN CORP		05/17/2011	BARCLAYS AMERICAN	200.000	15.893		9.481	13.982	(4,501)			(4,501)		9.481		6.412	6.412		90
540424-10-8	LOEWS CORP		05/17/2011	BARCLAYS AMERICAN	300.000	12.305		4.945	11.673	(6,728)			(6,728)		4.945		7.360	7.360		8
548661-10-7	LOWES COS INC		05/11/2011	BARCLAYS AMERICAN	200.000	5.173		4.304	5.016	(712)			(712)		4.304		869	869		44
55616P-10-4	MACYS INC		05/18/2011	VARIOUS	318.010	8.239		5.960	8.046	(2,086)			(2,086)		5.960		2.279	2.279		24
565849-10-6	MARATHON OIL CORP		06/10/2011	VARIOUS	200.000	10.057		6.244	7.408	(1,162)			(1,162)		6.244		3.813	3.813		73
571748-10-2	MARSH & MCLENNAN COS		05/17/2011	BARCLAYS AMERICAN	100.000	2.999		2.505	2.734	(229)			(229)		2.505		494	494		42
571837-10-3	MARSHALL & ILSLEY CORP		05/17/2011	BARCLAYS AMERICAN	500.000	3.718		1.964	3.460	(1,496)			(1,496)		1.964		1.754	1.754		4
571903-20-2	MARRIOTT INTERNATIONAL-CL A		05/17/2011	BARCLAYS AMERICAN	200.000	7.552		3.914	8.308	(4,394)			(4,394)		3.914		3.638	3.638		27
576206-10-6	MASSEY ENERGY CO		05/17/2011	BARCLAYS AMERICAN	100.000	5.641		4.288	5.365	(1,077)			(1,077)		4.288		1.353	1.353		2
580645-10-9	MCGRAW-HILL COMPANIES INC		05/17/2011	BARCLAYS AMERICAN	200.000	8.091		6.090	7.282	(1,192)			(1,192)		6.090		2.001	2.001		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		36
582839-10-6	MEAD JOHNSON NUTRITION CO		05/11/2011	BARCLAYS AMERICAN	12.000	795		477	747	(270)			(270)		477		318	318		6
58405U-10-2	MEDCO HEALTH SOLUTIONS INC		05/17/2011	BARCLAYS AMERICAN	234.000	14.961		3.365	14.337	(10,972)			(10,972)		3.365		11.596	11.596		
585055-10-6	MEDTRONIC INC		05/17/2011	BARCLAYS AMERICAN	750.000	30.363		29.251	27.818	1,433			1,433		29.251		1.112	1.112		266
58933Y-10-5	MERCK & CO. INC.		05/17/2011	BARCLAYS AMERICAN	903.000	33.364		30.930	32.544	(1,614)			(1,614)		30.930		2.434	2.434		686
59156R-10-8	METLIFE INC		05/17/2011	BARCLAYS AMERICAN	419.000	18.692		11.190	18.620	(7,430)			(7,430)		11.190		7.502	7.502		
591708-10-2	METROPICS COMMUNICATIONS INC		05/17/2011	BARCLAYS AMERICAN	900.000	12.568		6.995	11.367	(4,372)			(4,372)		6.995		5.573	5.573		
594918-10-4	MICROSOFT CORP		06/09/2011	VARIOUS	3,100.000	77.214		82.561	86.521	(3,960)			(3,960)		82.561		(5,348)	(5,348)		278
595017-10-4	MICROCHIP TECHNOLOGY INC		06/02/2011	VARIOUS	500.000	18.855		10.945	17.105	(6,160)			(6,160)		10.945		7.910	7.910		14
61166W-10-1	MONSANTO CO		05/17/2011	BARCLAYS AMERICAN	200.000	12.814		10.806	13.928	(3,122)			(3,122)		10.806		2.008	2.008		112
615369-10-5	MOODYS CORP		05/17/2011	BARCLAYS AMERICAN	100.000	3.618		2.460	2.654	(194)			(194)		2.460		1.158	1.158		
620076-30-7	MOTOROLA SOLUTIONS INC		05/11/2011	VARIOUS	14.290	1.056		840	907	(67)			(67)		840		216	216		
628530-10-7	MYLAN INC		05/17/2011	BARCLAYS AMERICAN	500.000	11.868		6.576	10.565	(3,989)			(3,989)		6.576		5.292	5.292		
629491-10-1	NYSE Euronext		05/17/2011	BARCLAYS AMERICAN	200.000	6.980		5.191	5.996	(805)			(805)		5.191		1.790	1.790		30
637071-10-1	NATIONAL OILWELL VARCO INC		05/17/2011	BARCLAYS AMERICAN	200.000	13.475		6.525	13.450	(6,925)			(6,925)		6.525		6.950	6.950		19
637640-10-3	NATIONAL SEMICONDUCTOR CORP		05/17/2011	BARCLAYS AMERICAN	200.000	3.805		2.715	2.752	(37)			(37)		2.715		1.090	1.090		29
64110D-10-4	NETAPP INC		05/17/2011	BARCLAYS AMERICAN	250.000	13.356		5.704	13.740	(8,036)			(8,036)		5.704		7.652	7.652		
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	500.000	8.710		3.936	7.280	(3,344)			(3,344)		3.936		4.775	4.775		38
65339F-10-1	NEXTERA ENERGY INC		05/17/2011	BARCLAYS AMERICAN	100.000	5.813		4.622	5.199	(578)			(578)		4.622		1.191	1.191		55
654106-10-3	NIKE INC -CL B		05/17/2011	BARCLAYS AMERICAN	200.000	16.744		6.305	17.084	(10,779)			(10,779)		6.305		10.438	10.438		50
655044-10-5	NOBLE ENERGY INC		05/17/2011	BARCLAYS AMERICAN	100.000	8.585		6.796	8.608	(1,812)			(1,812)		6.796		1.790	1.790		25
655664-10-0	NORDSTROM INC		05/17/2011	BARCLAYS AMERICAN	200.000	8.690		2.062	8.476	(6,414)			(6,414)		2.062		6.627	6.627		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
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		56
666807-10-2	NORTHROP GRUMMAN CORP		05/17/2011	VARIOUS	200.000	13.797		8.513	12.956	(4,443)			(4,443)		8.513		5.284	5.284		56

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Showing All Long-Term Bonds and Stocks SOLD, REDEEMED or Otherwise DISPOSED OF During Current Year

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21
										11	12	13	14	15						
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/Decrease	Current Year's (Amortization)/Accretion	Current Year's Other Than Temporary Impairment Recognized	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
670666-10-4	NVIDIA CORP		05/17/2011	BARCLAYS AMERICAN	800.000	17,911		7,507	12,320	(4,814)			(4,814)		7,507		10,405	10,405		
674599-10-5	OCCIDENTAL PETROLEUM CORP		05/17/2011	BARCLAYS AMERICAN	400.000	40,437		7,940	39,240	(31,300)			(31,300)		7,940		32,497	32,497	304	
681919-10-8	OMNICO GROUP		05/17/2011	BARCLAYS AMERICAN	200.000	9,376		8,228	9,160	(932)			(932)		8,228		1,148	1,148	70	
68389X-10-5	ORACLE CORP		05/17/2011	VARIOUS	1,750.000	59,837		19,939	54,775	(34,836)			(34,836)		19,939		39,898	39,898	181	
69331C-10-8	P G & E CORP		05/17/2011	BARCLAYS AMERICAN	250.000	11,557		5,348	11,960	(6,613)			(6,613)		5,348		6,209	6,209	187	
693320-20-2	PHH CORP		01/25/2011	BARCLAYS AMERICAN	30.000	743		498	695	(197)			(197)		498		245	245		
693475-10-5	PNC FINANCIAL SERVICES GROUP		05/17/2011	BARCLAYS AMERICAN	527.000	32,426		29,233	31,999	(2,766)			(2,766)		29,233		3,193	3,193	129	
693718-10-8	PACCAR INC		06/06/2011	VARIOUS	237.000	12,596		5,566	13,590	(8,024)			(8,024)		5,566		7,030	7,030	28	
696429-30-7	PALL CORP		05/17/2011	BARCLAYS AMERICAN	100.000	5,201		2,196	4,958	(2,762)			(2,762)		2,196		3,005	3,005	18	
699173-20-9	PARAMETRIC TECHNOLOGY CORP		01/25/2011	BARCLAYS AMERICAN	60.000	1,441		507	1,352	(844)			(844)		507		934	934		
70336T-10-4	PATRIOT COAL CORP		01/25/2011	BARCLAYS AMERICAN	20.000	470		323	387	(64)			(64)		323		147	147		
704326-10-7	PAYCHEX INC		05/17/2011	BARCLAYS AMERICAN	100.000	3,214		3,064	3,091	(27)			(27)		3,064		150	150	62	
704549-10-4	PEABODY ENERGY CORP		06/07/2011	VARIOUS	100.000	5,999		4,819	6,398	(1,579)			(1,579)		4,819		1,180	1,180	13	
708160-10-6	J.C. PENNEY CO INC		05/17/2011	VARIOUS	100.000	3,673		2,100	3,231	(1,132)			(1,132)		2,100		1,573	1,573	38	
713448-10-8	PEPSICO INC		05/17/2011	BARCLAYS AMERICAN	650.000	45,710		30,089	42,465	(12,375)			(12,375)		30,089		15,621	15,621	619	
717081-10-3	PFIZER INC		06/07/2011	VARIOUS	2,138.000	44,435		38,964	37,436	1,528			1,528		38,964		5,471	5,471	855	
71714F-10-4	PHARMERCA CORP		01/25/2011	BARCLAYS AMERICAN	16.000	181		156	183	(27)			(27)		156		25	25		
718172-10-9	PHILIP MORRIS INTERNATIONAL		05/17/2011	BARCLAYS AMERICAN	900.000	59,677		23,089	52,677	(29,588)			(29,588)		23,089		36,589	36,589	1,043	
724078-10-0	PIPER JAFFRAY COS		01/25/2011	BARCLAYS AMERICAN	11.000	397		372	385	(13)			(13)		372		25	25		
729251-10-8	PLUM CREEK TIMBER CO		05/17/2011	BARCLAYS AMERICAN	150.000	6,229		3,472	5,618	(2,146)			(2,146)		3,472		2,757	2,757	25	
74005P-10-4	PRAXAIR INC		05/17/2011	BARCLAYS AMERICAN	100.000	10,324		5,399	9,547	(4,149)			(4,149)		5,399		4,926	4,926	50	
74251V-10-2	PRINCIPAL FINANCIAL GROUP		05/17/2011	BARCLAYS AMERICAN	150.000	4,701		4,412	4,884	(472)			(472)		4,412		289	289		
742718-10-9	PROCTER & GAMBLE CO/THE		05/17/2011	VARIOUS	1,394.000	92,701		57,333	89,676	(32,343)			(32,343)		57,333		35,368	35,368	1,267	
743263-10-5	PROGRESS ENERGY INC		05/17/2011	BARCLAYS AMERICAN	100.000	4,801		4,101	4,348	(247)			(247)		4,101		700	700	124	
743315-10-3	PROGRESSIVE CORP		05/17/2011	VARIOUS	400.000	8,304		6,958	7,948	(990)			(990)		6,958		1,346	1,346	159	
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	100.000	3,297		3,078	3,181	(103)			(103)		3,078		219	219	34	
74460D-10-9	PUBLIC STORAGE		05/17/2011	BARCLAYS AMERICAN	100.000	11,302		5,774	10,142	(4,369)			(4,369)		5,774		5,528	5,528	48	
747525-10-3	QUALCOMM INC		05/17/2011	BARCLAYS AMERICAN	700.000	39,303		14,684	34,643	(19,959)			(19,959)		14,684		24,619	24,619	124	
749121-10-9	QWEST COMMUNICATIONS INTL		04/01/2011	CORPORATE ACTIONS	600.000	2,310		2,310	4,566	(2,256)			(2,256)		2,310				81	
755111-50-7	RAYTHEON COMPANY		05/17/2011	BARCLAYS AMERICAN	100.000	4,921		3,701	4,634	(933)			(933)		3,701		1,220	1,220	43	
7591EP-10-0	REGIONS FINANCIAL CORP		05/17/2011	BARCLAYS AMERICAN	400.000	2,843		1,464	2,800	(1,336)			(1,336)		1,464		1,379	1,379	8	
759351-60-4	REINSURANCE GROUP OF AMERICA		01/25/2011	BARCLAYS AMERICAN	39.000	2,292		826	2,095	(1,269)			(1,269)		826		1,466	1,466		
761713-10-6	REYNOLDS AMERICAN INC		05/17/2011	BARCLAYS AMERICAN	200.000	7,225		3,902	6,524	(2,623)			(2,623)		3,902		3,323	3,323	167	
770323-10-3	ROBERT HALF INTL INC		05/17/2011	BARCLAYS AMERICAN	100.000	3,093		2,421	3,060	(639)			(639)		2,421		672	672	7	
773903-10-9	ROCKWELL AUTOMATION INC		06/10/2011	VARIOUS	200.000	15,427		9,444	14,342	(4,898)			(4,898)		9,444		5,983	5,983	32	
774341-10-1	ROCKWELL COLLINS INC		06/06/2011	VARIOUS	200.000	12,748		6,036	11,652	(5,617)			(5,617)		6,036		6,713	6,713	24	
78442P-10-6	SLM CORP		05/17/2011	BARCLAYS AMERICAN	700.000	10,294		8,087	8,813	(726)			(726)		8,087		2,206	2,206		
786514-20-8	SAFEWAY INC		05/17/2011	BARCLAYS AMERICAN	175.000	4,217		4,088	3,996	152			152		4,088		129	129	38	
790849-10-3	ST JUDE MEDICAL INC		05/17/2011	BARCLAYS AMERICAN	200.000	9,819		5,476	8,550	(3,074)			(3,074)		5,476		4,342	4,342	29	
806857-10-8	SCHLUMBERGER LTD		05/17/2011	BARCLAYS AMERICAN	400.000	32,640		8,418	33,400	(24,982)			(24,982)		8,418		24,222	24,222	184	
808513-10-5	SCHWAB (CHARLES) CORP		05/17/2011	BARCLAYS AMERICAN	500.000	8,893		5,927	8,555	(2,629)			(2,629)		5,927		2,967	2,967	48	
812350-10-6	SEARS HOLDINGS CORP		05/17/2011	BARCLAYS AMERICAN	100.000	7,731		4,826	7,375	(2,549)			(2,549)		4,826		2,905	2,905		
824348-10-6	SHERWIN-WILLIAMS CO/THE		05/17/2011	BARCLAYS AMERICAN	100.000	8,563		3,179	8,375	(5,196)			(5,196)		3,179		5,384	5,384	15	
828806-10-9	SIMON PROPERTY GROUP INC		05/17/2011	BARCLAYS AMERICAN	156.000	17,469		6,562	15,520	(8,958)			(8,958)		6,562		10,907	10,907	95	
833034-10-1	SNAP-ON INC		05/17/2011	BARCLAYS AMERICAN	150.000	8,568		4,466	8,487	(4,022)			(4,022)		4,466		4,103	4,103	6	
842587-10-7	SOUTHERN CO/THE		06/06/2011	VARIOUS	350.000	14,019		9,670	13,381	(3,711)			(3,711)		9,670		4,350	4,350	315	
845467-10-9	SOUTHWESTERN ENERGY CO		05/17/2011	BARCLAYS AMERICAN	100.000	4,130		3,496	3,743	(247)			(247)		3,496		634	634		
847560-10-9	SPECTRA ENERGY CORP		06/13/2011	VARIOUS	406.000	10,813		6,873	10,146	(3,273)			(3,273)		6,873		3,940	3,940	67	
852061-10-0	SPRINT NEXTEL CORP		05/17/2011	BARCLAYS AMERICAN	1,300.000	6,605		4,853	5,499	(646)			(646)		4,853		1,753	1,753		
854502-10-1	STANLEY BLACK & DECKER INC		05/17/2011	BARCLAYS AMERICAN	227.000	15,575		9,680	15,179	(5,500)			(5,500)		9,680		5,895	5,895	27	
855030-10-2	STAPLES INC		05/17/2011	BARCLAYS AMERICAN	300.000	6,039		4,169	6,831	(2,662)			(2,662)		4,169		1,869	1,869	56	
855244-10-9	STARBUCKS CORP		05/17/2011	BARCLAYS AMERICAN	500.000	17,318		6,452	16,065	(9,613)			(9,613)		6,452		10,867	10,867	78	
857477-10-3	STATE STREET CORP		05/17/2011	BARCLAYS AMERICAN	100.000	4,671		3,276	4,634	(1,359)			(1,359)		3,276		1,395	1,395	18	
863667-10-1	STRYKER CORP		05/17/2011	BARCLAYS AMERICAN	100.000	6,235		3,834	5,370	(1,537)			(1,537)		3,834		2,402	2,402	36	
86764P-10-9	SUNOCO INC		06/10/2011	VARIOUS	100.000	4,103		1,833	4,031	(2,198)			(2,198)		1,833		2,270	2,270	12	
867914-10-3	SUNTRUST BANKS INC		05/17/2011	BARCLAYS AMERICAN	100.000	2,825		1,120	2,951	(1,831)			(1,831)		1,120		1,705	1,705	1	

ANNUAL STATEMENT FOR THE YEAR 2011 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

SCHEDULE D - PART 4

Showing All Long-Term Bonds and Stocks SOLD, REDEEMED or Otherwise DISPOSED OF During Current Year

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21
										11	12	13	14	15						
CUSIP Identi- fication	Description	For- eign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Con- sideration	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 Recognized	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
868536-10-3	SUPERVALU INC		05/11/2011	BARCLAYS AMERICAN	18,000	195		227	173	54			54		227		(33)	(33)		2
871503-10-8	SYMANTEC CORP		05/17/2011	BARCLAYS AMERICAN	200,000	3,882		2,955	3,348	(393)			(393)		2,955		927	927		
871829-10-7	SYSCO CORP		05/17/2011	BARCLAYS AMERICAN	250,000	7,864		6,899	7,350	(452)			(452)		6,899		965	965		60
872540-10-9	TJX COMPANIES INC		06/02/2011	VARIOUS	150,000	7,954		2,935	6,659	(3,724)			(3,724)		2,935		5,019	5,019		29
87612E-10-6	TARGET CORP		06/10/2011	VARIOUS	450,000	23,623		16,651	27,059	(10,408)			(10,408)		16,651		6,972	6,972		115
882508-10-4	TEXAS INSTRUMENTS INC		05/17/2011	BARCLAYS AMERICAN	1,150,000	39,503		24,657	37,375	(12,718)			(12,718)		24,657		14,846	14,846		122
883203-10-1	TEXTRON INC		05/17/2011	BARCLAYS AMERICAN	300,000	7,827		5,715	7,092	(1,377)			(1,377)		5,715		2,112	2,112		8
883556-10-2	THERMO FISHER SCIENTIFIC INC		05/17/2011	BARCLAYS AMERICAN	300,000	17,829		11,936	16,608	(4,672)			(4,672)		11,936		5,893	5,893		
88579Y-10-1	3M CO		05/17/2011	BARCLAYS AMERICAN	300,000	28,487		20,908	25,890	(4,982)			(4,982)		20,908		7,579	7,579		160
886547-10-8	TIFFANY & CO		05/17/2011	BARCLAYS AMERICAN	100,000	6,339		2,135	6,227	(4,093)			(4,093)		2,135		4,205	4,205		38
887317-30-3	TIME WARNER INC		05/17/2011	BARCLAYS AMERICAN	366,000	13,015		11,294	11,774	(480)			(480)		11,294		1,721	1,721		86
88732J-20-7	TIME WARNER CABLE		05/17/2011	BARCLAYS AMERICAN	242,000	17,730		10,576	15,979	(5,403)			(5,403)		10,576		7,154	7,154		68
891027-10-4	TORCHMARK CORP		05/17/2011	BARCLAYS AMERICAN	150,000	9,460		5,954	8,961	(3,007)			(3,007)		5,954		3,506	3,506		29
89417E-10-9	TRAVELERS COS INC/THE		05/17/2011	BARCLAYS AMERICAN	293,000	17,700		10,668	16,323	(5,655)			(5,655)		10,668		7,031	7,031		66
902973-30-4	US BANCORP		05/17/2011	BARCLAYS AMERICAN	1,000,000	25,477		23,412	26,970	(3,558)			(3,558)		23,412		2,065	2,065		146
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		152
911312-10-6	UNITED PARCEL SERVICE-CL B		06/01/2011	VARIOUS	200,000	14,890		12,115	14,516	(2,401)			(2,401)		12,115		2,775	2,775		120
912909-10-8	UNITED STATES STEEL CORP		06/10/2011	VARIOUS	100,000	5,006		1,983	5,842	(3,859)			(3,859)		1,983		3,023	3,023		6
913017-10-9	UNITED TECHNOLOGIES CORP		05/17/2011	BARCLAYS AMERICAN	400,000	35,420		16,028	31,488	(15,460)			(15,460)		16,028		19,392	19,392		157
91324P-10-2	UNITEDHEALTH GROUP INC		05/17/2011	BARCLAYS AMERICAN	600,000	28,450		17,350	21,666	(4,316)			(4,316)		17,350		11,100	11,100		55
91529Y-10-6	UNUM GROUP		05/17/2011	BARCLAYS AMERICAN	100,000	2,634		1,568	2,422	(854)			(854)		1,568		1,066	1,066		19
92343E-10-2	VERISIGN INC		06/06/2011	BARCLAYS AMERICAN	100,000	3,357		1,627	3,267	(1,640)			(1,640)		1,627		1,730	1,730		165
92343V-10-4	VERIZON COMMUNICATIONS INC		05/17/2011	VARIOUS	1,166,000	43,210		34,442	41,719	(7,278)			(7,278)		34,442		8,768	8,768		1,270
92553P-20-1	VIACOM INC-CLASS B		05/17/2011	BARCLAYS AMERICAN	200,000	9,984		3,250	7,922	(4,672)			(4,672)		3,250		6,734	6,734		30
92828C-83-9	VISA INC-CLASS A SHARES		05/17/2011	BARCLAYS AMERICAN	400,000	30,279		32,617	28,152	4,465			4,465		32,617		(2,338)	(2,338)		30
929042-10-9	VORNADO REALTY TRUST		05/11/2011	BARCLAYS AMERICAN	4,000	382		160	333	(173)			(173)		160		222	222		5
929160-10-9	VULCAN MATERIALS CO		05/17/2011	BARCLAYS AMERICAN	100,000	4,127		4,741	4,436	305			305		4,741		(614)	(614)		13
931142-10-3	WAL-MART STORES INC		06/06/2011	VARIOUS	400,000	22,138		20,427	21,572	(1,145)			(1,145)		20,427		1,711	1,711		413
931422-10-9	WALGREEN CO		05/17/2011	BARCLAYS AMERICAN	400,000	17,663		13,610	15,584	(1,967)			(1,967)		13,617		4,046	4,046		65
94106L-10-9	WASTE MANAGEMENT INC		05/17/2011	BARCLAYS AMERICAN	250,000	9,625		7,150	9,218	(2,065)			(2,065)		7,153		2,472	2,472		65
942683-10-3	WATSON PHARMACEUTICALS INC		05/17/2011	BARCLAYS AMERICAN	200,000	11,325		5,803	10,330	(4,527)			(4,527)		5,803		5,522	5,522		
94973V-10-7	WELLPOINT INC		05/17/2011	BARCLAYS AMERICAN	200,000	15,218		8,447	11,372	(2,925)			(2,925)		8,447		6,771	6,771		40
949746-10-1	WELLS FARGO & CO		06/01/2011	VARIOUS	2,039,000	57,022		51,832	63,189	(11,357)			(11,357)		51,832		5,191	5,191		489
959802-10-9	WESTERN UNION CO		05/17/2011	BARCLAYS AMERICAN	273,000	5,640		4,825	5,070	(245)			(245)		4,820		816	816		18
966837-10-6	WHOLE FOODS MARKET INC		05/17/2011	BARCLAYS AMERICAN	300,000	16,292		5,165	15,177	(10,013)			(10,013)		5,160		11,127	11,127		6
969457-10-0	WILLIAMS COS INC		05/17/2011	BARCLAYS AMERICAN	300,000	8,773		3,074	7,416	(4,342)			(4,342)		3,074		5,690	5,690		29
97381W-10-4	WINDSTREAM CORP		05/17/2011	BARCLAYS AMERICAN	258,000	3,386		2,094	3,597	(1,503)			(1,503)		2,094		1,293	1,293		112
983134-10-7	WYNN RESORTS LTD		05/17/2011	BARCLAYS AMERICAN	100,000	12,338		5,901	10,384	(4,484)			(4,484)		5,901		6,438	6,438		15
98389B-10-0	XCEL ENERGY INC		05/17/2011	BARCLAYS AMERICAN	350,000	8,551		5,486	8,243	(2,757)			(2,757)		5,486		3,065	3,065		134
984121-10-3	XEROX CORP		05/17/2011	BARCLAYS AMERICAN	300,000	3,060		2,538	3,456	(918)			(918)		2,530		522	522		26
984332-10-6	YAHOO! INC		05/11/2011	BARCLAYS AMERICAN	200,000	3,493		3,200	3,326	(119)			(119)		3,207		286	286		
988498-10-1	YUM! BRANDS INC		05/17/2011	VARIOUS	300,000	15,575		4,401	14,715	(12,757)			(12,757)		4,401		11,174	11,174		123
98956P-10-2	ZIMMER HOLDINGS INC		05/17/2011	BARCLAYS AMERICAN	100,000	6,637		5,652	5,368	284			284		5,650		985	985		
989701-10-7	ZIONS BANCORPORATION		05/17/2011	BARCLAYS AMERICAN	300,000	7,059		2,231	7,269	(5,038)			(5,038)		2,230		4,827	4,827		1
G4918T-10-8	INVESCO LTD		05/17/2011	BARCLAYS AMERICAN	600,000	14,449		8,840	14,436	(5,589)			(5,589)		8,847		5,602	5,602		20
G47791-10-1	INGERSOLL-RAND PLC	F	05/17/2011	BARCLAYS AMERICAN	200,000	9,737		5,880	9,418	(3,538)			(3,538)		5,880		3,857	3,857		9
G6359F-10-3	NABORS INDUSTRIES LTD	F	05/17/2011	BARCLAYS AMERICAN	200,000	4,930		3,925	4,692	(767)			(767)		3,925		1,005	1,005		
G98290-10-2	XL GROUP PLC	F	05/17/2011	BARCLAYS AMERICAN	500,000	11,535		2,933	10,910	(7,978)			(7,978)		2,933		8,602	8,602		
H27013-10-3	WEATHERFORD INTL LTD	F	01/25/2011	BARCLAYS AMERICAN	400,000	8,740		6,309	9,120	(2,811)			(2,811)		6,300		2,431	2,431		
H84989-10-4	TE CONNECTIVITY LTD	F	01/25/2011	BARCLAYS AMERICAN	212,000	7,854		5,111	7,500	(2,393)			(2,393)		5,110		2,743	2,743		
H89128-10-4	TYCO INTERNATIONAL LTD	F	05/17/2011	BARCLAYS AMERICAN	212,000	10,523		6,910	8,780	(1,871)			(1,871)		6,915		3,609	3,609		93
Y93691-10-6	VERIGY LTD	F	01/25/2011	BARCLAYS AMERICAN	30,000	392		340	391	(51)			(51)		340		52	52		
9099999. Subtotal - Common Stocks - Industrial and Miscellaneous (Unaffiliated)						4,864,003	XXX	3,091,752	4,617,706	(1,532,834)			(1,532,834)		3,091,750		1,772,247	1,772,247	33,202	XXX
9799997. Total - Common Stocks - Part 4						4,864,003	XXX	3,091,752	4,617,706	(1,532,834)			(1,532,834)		3,091,750		1,772,247	1,772,247	33,202	XXX
9799998. Total - Common Stocks - Part 5						1,497,382	XXX	1,443,785							1,443,784		53,597	53,597	5,835	XXX
9799999. Total - Common Stocks						6,361,385	XXX	4,535,537	4,617,706	(1,532,834)			(1,532,834)		4,535,534		1,825,844	1,825,844	39,037	XXX

ANNUAL STATEMENT FOR THE YEAR 2011 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

SCHEDULE D - PART 4

Showing All Long-Term Bonds and Stocks SOLD, REDEEMED or Otherwise DISPOSED OF During Current Year

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21
										11	12	13	14	15						
CUSIP Identi- fication	Description	For- eign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Con- sideration	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 Recognized	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
9899999. Total - Preferred and Common Stocks						6,361,385	XXX	4,535,537	4,617,706	(1,532,834)			(1,532,834)		4,535,534		1,825,844	1,825,844	39,037	XXX
9999999 - Totals						38,020,088	XXX	34,720,867	31,068,099	(1,532,834)	(108,820)		(1,641,654)		34,233,762		3,786,317	3,786,317	1,379,428	XXX

ANNUAL STATEMENT FOR THE YEAR 2011 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

SCHEDULE D - PART 5

Showing All Long-Term Bonds and Stocks ACQUIRED During Year and Fully DISPOSED OF During Current Year

1	2	3	4	5	6	7	8	9	10	11	Change in Book/Adjusted Carrying Value					17	18	19	20	21
											12	13	14	15	16					
CUSIP Identi- fication	Description	For- eign	Date Acquired	Name of Vendor	Disposal Date	Name of Purchaser	Par Value (Bonds) or Number of Shares (Stock)	Actual Cost	Consid- eration	Book/ Adjusted Carrying Value at Disposal	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amort- ization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in Book/ Adjusted Carrying Valu (12 + 13 - 14)	Total Foreign Exchange Change in Book/ Adjusted Carrying Value	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Interest and Dividends Received During Year	Paid for Accrued Interest and Dividends
915291-10-6	UNUM GROUP		01/25/2011	BARCLAYS AMERICAN	05/17/2011	BARCLAYS AMERICAN	20.000	508	523	508							.15	.15	.4	
917047-10-2	URBAN OUTFITTERS INC		01/25/2011	BARCLAYS AMERICAN	05/17/2011	BARCLAYS AMERICAN	50.000	1,708	1,627	1,708							(.81)	(.81)		
918204-10-8	VF CORP		01/25/2011	BARCLAYS AMERICAN	05/17/2011	BARCLAYS AMERICAN	40.000	3,254	4,004	3,254							750	750	.25	
91913Y-10-0	VALERO ENERGY CORP		01/25/2011	BARCLAYS AMERICAN	06/15/2011	VARIOUS	220.000	5,353	5,852	5,353							499	499	.18	
92220P-10-5	VARIAN MEDICAL SYSTEMS INC		01/25/2011	BARCLAYS AMERICAN	05/17/2011	BARCLAYS AMERICAN	50.000	3,566	3,458	3,566							(.108)	(.108)		
92276F-10-0	VENTAS INC		01/25/2011	BARCLAYS AMERICAN	05/17/2011	BARCLAYS AMERICAN	60.000	3,256	3,262	3,256							.6	.6	.35	
92553P-20-1	VIACOM INC-CLASS B		01/25/2011	BARCLAYS AMERICAN	05/17/2011	BARCLAYS AMERICAN	40.000	1,700	1,957	1,700							257	257	.6	
929042-10-9	VORNADO REALTY TRUST		05/18/2011	BARCLAYS AMERICAN	05/23/2011	VARIOUS	62.000	5,423	5,898	5,423							476	476	.80	
931142-10-3	WAL-MART STORES INC		01/25/2011	BARCLAYS AMERICAN	06/06/2011	VARIOUS	390.000	22,335	21,695	22,335							(640)	(640)	.285	
939640-10-8	WASHINGTON POST-CLASS B		01/25/2011	BARCLAYS AMERICAN	05/17/2011	BARCLAYS AMERICAN	10.000	4,434	4,160	4,434							(.275)	(.275)	.47	
941848-10-3	WATERS CORP		01/25/2011	BARCLAYS AMERICAN	05/17/2011	BARCLAYS AMERICAN	40.000	3,120	3,884	3,120							764	764		
949746-10-1	WELLS FARGO & CO		01/25/2011	BARCLAYS AMERICAN	06/01/2011	VARIOUS	80.000	2,617	2,225	2,617							(.392)	(.392)	.19	
958102-10-5	WESTERN DIGITAL CORP		01/25/2011	BARCLAYS AMERICAN	05/17/2011	BARCLAYS AMERICAN	90.000	2,908	3,350	2,900							442	442		
962166-10-4	WEYERHAEUSER CO		01/25/2011	BARCLAYS AMERICAN	06/01/2011	VARIOUS	210.000	4,830	4,639	4,832							(.193)	(.193)	.63	
963320-10-6	WHIRLPOOL CORP		01/25/2011	BARCLAYS AMERICAN	05/17/2011	BARCLAYS AMERICAN	30.000	2,633	2,532	2,633							(.101)	(.101)	.13	
976657-10-6	WISCONSIN ENERGY CORP		01/25/2011	BARCLAYS AMERICAN	06/01/2011	VARIOUS	100.000	3,015	3,142	3,011							125	125	.50	
98310W-10-8	WYNDHAM WORLDWIDE CORP		01/25/2011	BARCLAYS AMERICAN	05/17/2011	BARCLAYS AMERICAN	70.000	2,041	2,362	2,041							320	320		
983919-10-1	XILINX INC		01/25/2011	BARCLAYS AMERICAN	06/08/2011	VARIOUS	100.000	3,190	3,530	3,199							331	331	.27	
984121-10-3	XEROX CORP		01/25/2011	BARCLAYS AMERICAN	05/17/2011	BARCLAYS AMERICAN	260.000	2,967	2,631	2,967							(.335)	(.335)	.11	
984332-10-6	YAHOO! INC		01/25/2011	BARCLAYS AMERICAN	05/17/2011	BARCLAYS AMERICAN	320.000	5,133	5,113	5,133							(.20)	(.20)		
80105N-11-3	SANOFI CVR	F	04/11/2011	MERGER	05/11/2011	BARCLAYS AMERICAN	200.000	471	468	471							(.3)	(.3)		
62554F-11-3	COVIDIEN PLC	F	05/11/2011	BARCLAYS AMERICAN	05/17/2011	BARCLAYS AMERICAN	120.000	6,733	6,671	6,733							(.61)	(.61)		
H0023R-10-5	ACE LTD	F	01/25/2011	BARCLAYS AMERICAN	05/17/2011	BARCLAYS AMERICAN	140.000	8,700	9,453	8,700							753	753	.46	
H5833N-10-3	NOBLE CORP	F	01/25/2011	BARCLAYS AMERICAN	06/06/2011	VARIOUS	100.000	3,707	3,965	3,707							258	258	.10	
9099999. Subtotal - Common Stocks - Industrial and Miscellaneous (Unaffiliated)								1,443,785	1,497,382	1,443,784							53,597	53,597	5,835	
9799998. Total - Common Stocks								1,443,785	1,497,382	1,443,784							53,597	53,597	5,835	
9899999. Total - Preferred and Common Stocks								1,443,785	1,497,382	1,443,784							53,597	53,597	5,835	
9999999 - Totals								4,574,088	4,700,148	4,566,530		(7,558)		(7,558)			133,618	133,618	80,292	6,119

Valuation of Shares of Subsidiary, Controlled or Affiliated Companies

NONE

2.Total amount of intangible assets nonadmitted \$

	3	4 Total
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NONE

ANNUAL STATEMENT FOR THE YEAR 2011 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

SCHEDULE DA - PART 1

Showing All SHORT-TERM INVESTMENTS Owned December 31 of Current Year

1	2	Codes		5	6	7	8	Change in Book/Adjusted Carrying Value				13	14	Interest						21
		3	4					9	10	11	12			15	16	17	18	19	20	
CUSIP Identi- fication	Description	Code	For- eign	Date Acquired	Name of Vendor	Maturity Date	Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amor- tization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Foreign Exchange Change in Book/ Adjusted Carrying Value	Par Value	Actual Cost	Amount Due and Accrued Dec. 31 of Current Year on Bonds not in Default	Non- Admitted Due and Accrued	Rate of	Effective Rate of	When Paid	Amount Received During Year	Paid for Accrued Interest
0599999. Total - U.S. Government Bonds																XXX	XXX	XXX		
1099999. Total - All Other Government Bonds																XXX	XXX	XXX		
1799999. Total - U.S. States, Territories and Possessions Bonds																XXX	XXX	XXX		
2499999. Total - U.S. Political Subdivisions Bonds																XXX	XXX	XXX		
3199999. Total - U.S. Special Revenues Bonds																XXX	XXX	XXX		
3899999. Total - Industrial and Miscellaneous (Unaffiliated) Bonds																XXX	XXX	XXX		
4899999. Total - Hybrid Securities																XXX	XXX	XXX		
5599999. Total - Parent, Subsidiaries and Affiliates Bonds																XXX	XXX	XXX		
7799999. Total - Issuer Obligations																XXX	XXX	XXX		
7899999. Total - Residential Mortgage-Backed Securities																XXX	XXX	XXX		
7999999. Total - Commercial Mortgage-Backed Securities																XXX	XXX	XXX		
8099999. Total - Other Loan-Backed and Structured Securities																XXX	XXX	XXX		
8399999. Total Bonds																XXX	XXX	XXX		
8699999. Total - Parent, Subsidiaries and Affiliates												XXX				XXX	XXX	XXX		
94975H-29-6	WELLS FARGO ADV TR PL MM-INS			12/29/2011	DIRECT		XXX	100,000					100,000			0.000	0.000	MAT		
8899999. Subtotal - Exempt Money Market Mutual Funds							100,000					XXX	100,000			XXX	XXX	XXX		
9199999 - Totals							100,000					XXX	100,000			XXX	XXX	XXX		

ANNUAL STATEMENT FOR THE YEAR 2011 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

SCHEDULE DB - PART A - SECTION 1

Showing all Options, Caps, Floors, Collars, Swaps and Forwards Open as of December 31 of Current Year

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	Current Year Premium Received (Paid)	Current Year Premium Paid (Received)	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 Year-end (a)
1449999 - Totals														XXX							XXX	XXX

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

ANNUAL STATEMENT FOR THE YEAR 2011 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

SCHEDULE DB - PART A - SECTION 2

Showing all Options, Caps, Floors, Collars, Swaps and Forwards Terminated During Current Year

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17	18	19	20	21	22	23	24	25
Description	Description of Hedged Item(s)	Schedule / Exhibit Identifier	Type(s) of Risk(s)	Exchange or Counterparty	Trade Date	Date of Maturity or Expiration	Termination Date	Effective Date, Expiration, or Maturity	Quantity or Notional Amount	Notional Amount	Strike Price, or Initial Cost of Premium (Received or Paid)	Prior Year Initial Cost of Premium (Received or Paid)	Current Year Initial Cost of Premium (Received or Paid)	Consideration Received (Paid) on Termination	Current Year Income	Book/ Adjusted Carrying Value	Code	Unrealized Valuation Increase/ (Decrease)	Total Foreign Exchange Change in B./A.C.V.	Current Year's (Amortization)/ Accretion	Gain (Loss) on Termination Recognized	Adjustment to Carrying Value of Hedged Item	Gain (Loss) on Termination Deferred	Hedge Effectiveness at Inception and at Termination (a)
1449999 - Totals																		XXX						XXX

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

SCHEDULE DB - PART B - SECTION 1

[illegible]

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

SCHEDULE DB - PART B - SECTION 2

[illegible]

Broker Name	Net Cash Deposits
Total Net Cash Deposits	

(a)	Code	Financial and Economic Impact of the Decline at the End of the Reporting Period
		NONE

ANNUAL STATEMENT FOR THE YEAR 2011 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

SCHEDULE DB - PART D

Counterparty Exposure for Derivative Instruments Open December 31 of Current Year

[illegible]

SCHEDULE DL - PART 1
SECURITIES LENDING COLLATERAL ASSETS

1 CUSIP Identification	2 Description	3 Code	4 NAIC Designation/ Market Indicator	5 Fair Value	6 Book/Adjusted Carrying Value	7 Maturity Date
NONE						
9999999 - Totals						XXX

General Interrogatories:

- E23

SCHEDULE DL - PART 2
SECURITIES LENDING COLLATERAL ASSETS

1 CUSIP Identification	2 Description	3 Code	4 NAIC Designation/ Market Indicator	5 Fair Value	6 Book/Adjusted Carrying Value	7 Maturity Date
NONE						
9999999 - Totals						XXX

1. Total activity for the year	Fair Value \$	Book/Adjusted Carrying Value \$
2. Average balance for the year	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

TOTALS OF DEPOSITORY BALANCES ON THE LAST DAY OF EACH MONTH DURING THE CURRENT YEAR											
1.	January.....	61,478	4.	April.....	103,302	7.	July.....	158,987	10.	October.....	112,541
2.	February.....	89,428	5.	May.....	1,339,011	8.	August.....	402,509	11.	November.....	5,456,426
3.	March.....	1,527,988	6.	June.....	70,716	9.	September.....	326,346	12.	December.....	73,526

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned December 31 of Current Year

1	2	3	4	5	6	7	8
Description	Code	Date Acquired	Rate of Interest	Maturity Date	Book/Adjusted Carrying Value	Amount of Interest Due and Accrued	Amount Received During Year
NONE							
8699999 - Total Cash Equivalents							

SCHEDULE E - PART 3 - SPECIAL DEPOSITS

	1	2	Deposits For the Benefit of All Policyholders		All Other Special Deposits	
			3	4	5	6
States, Etc.	Type of Deposit	Purpose of Deposit	Book/Adjusted Carrying Value	Fair Value	Book/Adjusted Carrying Value	Fair Value
1. Alabama	AL					
2. Alaska	AK					
3. Arizona	AZ					
4. Arkansas	AR					
5. California	CA					
6. Colorado	CO					
7. Connecticut	CT					
8. Delaware	DE	B DE RSD for WC by INS CODE Title 18, Ch 5, Sec 513			110,260	156,056
9. District of Columbia	DC					
10. Florida	FL					
11. Georgia	GA	ST GA RSD by Rules & Reg Ch 120-2-18.01			100,000	100,000
12. Hawaii	HI					
13. Idaho	ID					
14. Illinois	IL					
15. Indiana	IN					
16. Iowa	IA					
17. Kansas	KS					
18. Kentucky	KY					
19. Louisiana	LA					
20. Maine	ME					
21. Maryland	MD					
22. Massachusetts	MA	B MA RSD by GEN LAWS Ch 175, Sec 61 & 62			149,179	197,801
23. Michigan	MI					
24. Minnesota	MN					
25. Mississippi	MS					
26. Missouri	MO					
27. Montana	MT					
28. Nebraska	NE					
29. Nevada	NV					
30. New Hampshire	NH	B NH RSD by RSA 402:2			504,309	527,850
31. New Jersey	NJ					
32. New Mexico	NM					
33. New York	NY					
34. North Carolina	NC	B NC RSD by GEN STAT 58-5-5 & 58-5-10			322,818	360,431
35. North Dakota	ND					
36. Ohio	OH	B Pledged with the state of Ohio for the benefit of all policyholders	1,689,146	2,120,748		
37. Oklahoma	OK					
38. Oregon	OR					
39. Pennsylvania	PA					
40. Rhode Island	RI					
41. South Carolina	SC					
42. South Dakota	SD					
43. Tennessee	TN					
44. Texas	TX					
45. Utah	UT					
46. Vermont	VT					
47. Virginia	VA	B VA RSD by INS Code Sec 1314 & 1316			213,823	283,514
48. Washington	WA					
49. West Virginia	WV					
50. Wisconsin	WI					
51. Wyoming	WY					
52. American Samoa	AS					
53. Guam	GU					
54. Puerto Rico	PR					
55. U.S. Virgin Islands	VI					
56. Northern Mariana Islands	MP					
57. Canada	CN					
58. Aggregate Alien and Other	OT	XXX	XXX			
59. Subtotal	XXX	XXX	1,689,146	2,120,748	1,400,389	1,625,652
DETAILS OF WRITE-INS						
5801.						
5802.						
5803.						
5898. Summary of remaining write-ins for Line 58 from overflow page	XXX	XXX				
5899. Totals (Lines 5801 thru 5803 plus 5898)(Line 58 above)	XXX	XXX				

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