



PROPERTY AND CASUALTY COMPANIES - ASSOCIATION EDITION

QUARTERLY STATEMENT

AS OF MARCH 31, 2012
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, Columbus, OH 43231
(Street and Number) (City or Town, State and Zip Code)

Main Administrative Office 180 Genesee Street
(Street and Number)
N. Hudson, NY 10545 615-721-2000

(Street and Number or P.O. Box) (City or Town, State and Zip Code)

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

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(Name) (Area Code) (Telephone Number)
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(E-mail Address) (FAX Number)

OFFICERS

Chairman & CEO James Douglas Robinson SVP & Secretary Kristen Holly Martin #
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

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

Raymond Edward Cox
SVP, CFO & Treasurer

Kristen Holly Martin
SVP & Secretary

Subscribed and sworn to before me this
_____ day of _____

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

ASSETS

	Current Statement Date			4 December 31 Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
1. Bonds	78,266,306		78,266,306	81,521,375
2. Stocks:				
2.1 Preferred stocks				
2.2 Common stocks				
3. Mortgage loans on real estate:				
3.1 First liens				
3.2 Other than first liens				
4. Real estate:				
4.1 Properties occupied by the company (less \$ encumbrances)				
4.2 Properties held for the production of income (less \$ encumbrances)				
4.3 Properties held for sale (less \$ encumbrances)				
5. Cash (\$ 3,725,083), cash equivalents (\$) and short-term investments (\$ 100,000)	3,825,083		3,825,083	173,526
6. Contract loans (including \$ premium notes)				
7. Derivatives				
8. Other invested assets				
9. Receivables for securities	299,958		299,958	
10. Securities lending reinvested collateral assets				
11. Aggregate write-ins for invested assets				
12. Subtotals, cash and invested assets (Lines 1 to 11)	82,391,348		82,391,348	81,694,900
13. Title plants less \$ charged off (for Title insurers only)				
14. Investment income due and accrued	739,161		739,161	725,017
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	4,855,599	72,002	4,783,597	4,820,232
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$ (1,613) earned but unbilled premiums)	715,846		715,846	803,585
15.3 Accrued retrospective premiums				
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers	2,880,029		2,880,029	2,719,650
16.2 Funds held by or deposited with reinsured companies				
16.3 Other amounts receivable under reinsurance contracts				
17. Amounts receivable relating to uninsured plans				
18.1 Current federal and foreign income tax recoverable and interest thereon				1,185,481
18.2 Net deferred tax asset	2,080,483	465,757	1,614,726	1,614,726
19. Guaranty funds receivable or on deposit	1,246,917		1,246,917	1,144,692
20. Electronic data processing equipment and software	13,782		13,782	16,682
21. Furniture and equipment, including health care delivery assets (\$)	3,524	3,524		
22. Net adjustment in assets and liabilities due to foreign exchange rates				
23. Receivables from parent, subsidiaries and affiliates				
24. Health care (\$) and other amounts receivable				
25. Aggregate write-ins for other than invested assets	3,113,986	1,856,260	1,257,726	1,222,402
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25)	98,040,675	2,397,542	95,643,133	95,947,367
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts				
28. Total (Lines 26 and 27)	98,040,675	2,397,542	95,643,133	95,947,367
DETAILS OF WRITE-INS				
1101.				
1102.				
1103.				
1198. Summary of remaining write-ins for Line 11 from overflow page				
1199. Totals (Lines 1101 through 1103 plus 1198)(Line 11 above)				
2501. Accounts Receivable - Other	1,131,606	41,816	1,089,790	1,073,198
2502. Equities and Deposits in Pools and Associations	167,252	428	166,824	149,204
2503. Prepaid Expenses	1,541,975	1,541,975		
2598. Summary of remaining write-ins for Line 25 from overflow page	273,153	272,041	1,112	
2599. Totals (Lines 2501 through 2503 plus 2598)(Line 25 above)	3,113,986	1,856,260	1,257,726	1,222,402

STATEMENT AS OF MARCH 31, 2012 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY
LIABILITIES, SURPLUS AND OTHER FUNDS

	1 Current Statement Date	2 December 31, Prior Year
1. Losses (current accident year \$ 3,050,430)	29,720,112	29,919,336
2. Reinsurance payable on paid losses and loss adjustment expenses		
3. Loss adjustment expenses	11,006,394	11,151,340
4. Commissions payable, contingent commissions and other similar charges	326,521	543,979
5. Other expenses (excluding taxes, licenses and fees)	1,034,061	1,052,528
6. Taxes, licenses and fees (excluding federal and foreign income taxes)	876,620	886,852
7.1 Current federal and foreign income taxes (including \$ 4,115 on realized capital gains (losses))	516,401	1,293,762
7.2 Net deferred tax liability		
8. Borrowed money \$ and interest thereon \$		
9. Unearned premiums (after deducting unearned premiums for ceded reinsurance of \$ 64,305,931 and including warranty reserves of \$ and accrued accident and health experience rating refunds including \$ for medical loss ratio rebate per the Public Health Service Act)	8,678,536	8,903,704
10. Advance premium	68,141	78,097
11. Dividends declared and unpaid:		
11.1 Stockholders	92,156	81,670
11.2 Policyholders		
12. Ceded reinsurance premiums payable (net of ceding commissions)	192,486	319,560
13. Funds held by company under reinsurance treaties		
14. Amounts withheld or retained by company for account of others	308,103	333,842
15. Remittances and items not allocated		
16. Provision for reinsurance	60,005	60,005
17. Net adjustments in assets and liabilities due to foreign exchange rates		
18. Drafts outstanding		
19. Payable to parent, subsidiaries and affiliates	1,345,337	64,199
20. Derivatives		
21. Payable for securities		45
22. Payable for securities lending		
23. Liability for amounts held under uninsured plans		
24. Capital notes \$ and interest thereon \$		
25. Aggregate write-ins for liabilities	362,560	403,712
26. Total liabilities excluding protected cell liabilities (Lines 1 through 25)	54,587,432	55,092,630
27. Protected cell liabilities		
28. Total liabilities (Lines 26 and 27)	54,587,432	55,092,630
29. Aggregate write-ins for special surplus funds	637,675	636,299
30. Common capital stock	3,500,000	3,500,000
31. Preferred capital stock		
32. Aggregate write-ins for other than special surplus funds		
33. Surplus notes		
34. Gross paid in and contributed surplus	2,139,802	2,139,802
35. Unassigned funds (surplus)	34,778,224	34,578,636
36. Less treasury stock, at cost:		
36.1 shares common (value included in Line 30 \$)		
36.2 shares preferred (value included in Line 31 \$)		
37. Surplus as regards policyholders (Lines 29 to 35, less 36)	41,055,701	40,854,737
38. Totals (Page 2, Line 28, Col. 3)	95,643,133	95,947,367
DETAILS OF WRITE-INS		
2501. Pension Benefit Obligation	320,553	320,553
2502. Contingent Balances in Safety Groups	32,460	74,610
2503. Miscellaneous Accounts Payable	9,547	8,549
2598. Summary of remaining write-ins for Line 25 from overflow page		
2599. Totals (Lines 2501 through 2503 plus 2598)(Line 25 above)	362,560	403,712
2901. Reserve for Undeclared Dividends	101,068	99,692
2902. Additional Admitted Deferred tax Asset	536,607	536,607
2903.		
2998. Summary of remaining write-ins for Line 29 from overflow page		
2999. Totals (Lines 2901 through 2903 plus 2998)(Line 29 above)	637,675	636,299
3201.		
3202.		
3203.		
3298. Summary of remaining write-ins for Line 32 from overflow page		
3299. Totals (Lines 3201 through 3203 plus 3298)(Line 32 above)		

STATEMENT AS OF MARCH 31, 2012 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY
STATEMENT OF INCOME

	1 Current Year to Date	2 Prior Year to Date	3 Prior Year Ended December 31
UNDERWRITING INCOME			
1. Premiums earned:			
1.1 Direct (written \$ 28,787,709)	36,618,106	36,052,511	147,048,129
1.2 Assumed (written \$ 4,260,357)	4,485,524	4,496,940	18,041,273
1.3 Ceded (written \$ 28,787,709)	36,618,106	36,052,511	147,048,133
1.4 Net (written \$ 4,260,357)	4,485,524	4,496,940	18,041,270
DEDUCTIONS:			
2. Losses incurred (current accident year \$ 3,543,360):			
2.1 Direct	24,587,969	24,128,309	96,677,774
2.2 Assumed	2,362,135	2,513,986	12,443,256
2.3 Ceded	24,580,516	24,127,551	96,677,719
2.4 Net	2,369,588	2,514,745	12,443,311
3. Loss adjustment expenses incurred	898,525	953,228	4,663,599
4. Other underwriting expenses incurred	1,772,511	1,750,060	6,741,231
5. Aggregate write-ins for underwriting deductions			
6. Total underwriting deductions (Lines 2 through 5)	5,040,624	5,218,033	23,848,141
7. Net income of protected cells			
8. Net underwriting gain or (loss) (Line 1 minus Line 6 + Line 7)	(555,100)	(721,093)	(5,806,871)
INVESTMENT INCOME			
9. Net investment income earned	762,621	814,695	3,273,976
10. Net realized capital gains (losses) less capital gains tax of \$ 4,115	(6,492)	378,017	2,478,965
11. Net investment gain (loss) (Lines 9 + 10)	756,128	1,192,712	5,752,942
OTHER INCOME			
12. Net gain or (loss) from agents' or premium balances charged off (amount recovered \$ 7 amount charged off \$ 3,949)	(3,942)	(5,225)	(21,233)
13. Finance and service charges not included in premiums	115,933	107,754	509,464
14. Aggregate write-ins for miscellaneous income	(3,713)	(3,610)	(14,170)
15. Total other income (Lines 12 through 14)	108,278	98,920	474,061
16. Net income before dividends to policyholders, after capital gains tax and before all other federal and foreign income taxes (Lines 8 + 11 + 15)	309,306	570,539	420,131
17. Dividends to policyholders	65,319	94,408	130,133
18. Net income, after dividends to policyholders, after capital gains tax and before all other federal and foreign income taxes (Line 16 minus Line 17)	243,987	476,131	289,998
19. Federal and foreign income taxes incurred	59,063	74,319	(847,769)
20. Net income (Line 18 minus Line 19) (to Line 22)	184,924	401,812	1,137,767
CAPITAL AND SURPLUS ACCOUNT			
21. Surplus as regards policyholders, December 31 prior year	40,854,737	40,664,898	40,664,898
22. Net income (from Line 20)	184,924	401,812	1,137,767
23. Net transfers (to) from Protected Cell accounts			
24. Change in net unrealized capital gains (losses) less capital gains tax of \$		(92,557)	(999,057)
25. Change in net unrealized foreign exchange capital gain (loss)			
26. Change in net deferred income tax			(145,927)
27. Change in nonadmitted assets	(26,110)	25,082	65,723
28. Change in provision for reinsurance			2,761
29. Change in surplus notes			
30. Surplus (contributed to) withdrawn from protected cells			
31. Cumulative effect of changes in accounting principles			
32. Capital changes:			
32.1 Paid in			
32.2 Transferred from surplus (Stock Dividend)			
32.3 Transferred to surplus			
33. Surplus adjustments:			
33.1 Paid in			
33.2 Transferred to capital (Stock Dividend)			
33.3 Transferred from capital			
34. Net remittances from or (to) Home Office			
35. Dividends to stockholders			
36. Change in treasury stock			
37. Aggregate write-ins for gains and losses in surplus	42,150	(6,540)	128,572
38. Change in surplus as regards policyholders (Lines 22 through 37)	200,964	327,797	189,839
39. Surplus as regards policyholders, as of statement date (Lines 21 plus 38)	41,055,701	40,992,696	40,854,737
DETAILS OF WRITE-INS			
0501.			
0502.			
0503.			
0598. Summary of remaining write-ins for Line 5 from overflow page			
0599. Totals (Lines 0501 through 0503 plus 0598) (Line 5 above)			
1401. Gain/Loss on Sale of Assets	3	17	140
1402. Miscellaneous Income	(3,716)	(3,626)	(14,311)
1403.			
1498. Summary of remaining write-ins for Line 14 from overflow page			
1499. Totals (Lines 1401 through 1403 plus 1498) (Line 14 above)	(3,713)	(3,610)	(14,170)
3701. Contingent Balance in Safety Groups	42,150	(6,540)	128,010
3702. Deferred Tax Expanded Admissibility - SSAP 10R			321,115
3703. Pension Benefit Obligation			(320,553)
3798. Summary of remaining write-ins for Line 37 from overflow page			
3799. Totals (Lines 3701 through 3703 plus 3798) (Line 37 above)	42,150	(6,540)	128,572

STATEMENT AS OF MARCH 31, 2012 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY
CASH FLOW

	1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
Cash from Operations			
1. Premiums collected net of reinsurance	4,233,401	4,320,861	18,094,925
2. Net investment income	839,870	888,898	3,633,054
3. Miscellaneous income	108,278	98,920	474,061
4. Total (Lines 1 to 3)	5,181,549	5,308,678	22,202,040
5. Benefit and loss related payments	2,729,191	2,964,970	10,872,267
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts			
7. Commissions, expenses paid and aggregate write-ins for deductions	3,161,113	3,439,780	10,457,994
8. Dividends paid to policyholders	54,833	54,017	299,481
9. Federal and foreign income taxes paid (recovered) net of \$ tax on capital gains (losses)	(4,115) (344,942)	(10)	266,574
10. Total (Lines 5 through 9)	5,600,194	6,458,757	21,896,317
11. Net cash from operations (Line 4 minus Line 10)	(418,645)	(1,150,079)	305,722
Cash from Investments			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds	3,272,683	3,000,095	31,658,697
12.2 Stocks		1,016,948	6,361,385
12.3 Mortgage loans			
12.4 Real estate			
12.5 Other invested assets			
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments		77	789
12.7 Miscellaneous proceeds		249,558	10
12.8 Total investment proceeds (Lines 12.1 to 12.7)	3,272,683	4,266,679	38,020,880
13. Cost of investments acquired (long-term only):			
13.1 Bonds	116,288	2,810,932	38,050,141
13.2 Stocks		1,010,426	1,448,194
13.3 Mortgage loans			
13.4 Real estate			
13.5 Other invested assets			
13.6 Miscellaneous applications	300,002		
13.7 Total investments acquired (Lines 13.1 to 13.6)	416,290	3,821,358	39,498,335
14. Net increase (or decrease) in contract loans and premium notes			
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14)	2,856,393	445,321	(1,477,455)
Cash from Financing and Miscellaneous Sources			
16. Cash provided (applied):			
16.1 Surplus notes, capital notes			
16.2 Capital and paid in surplus, less treasury stock			
16.3 Borrowed funds			
16.4 Net deposits on deposit-type contracts and other insurance liabilities			
16.5 Dividends to stockholders			
16.6 Other cash provided (applied)	1,213,810	1,400,223	(87,186)
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6)	1,213,810	1,400,223	(87,186)
RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS			
18. Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17)	3,651,558	695,464	(1,258,919)
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year	173,526	1,432,444	1,432,444
19.2 End of period (Line 18 plus Line 19.1)	3,825,083	2,127,908	173,526

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

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STATEMENT AS OF MARCH 31, 2012 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY
NOTES TO FINANCIAL STATEMENTS

Note 1 – Summary of Significant Accounting Policies

A. Accounting Practices

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

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

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

B. No change.

C. No change.

Note 2 – Accounting Changes and Corrections of Errors

No change.

Note 3 – Business Combinations and Goodwill

No change.

Note 4 – Discontinued Operations

No change.

Note 5 - Investments

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

D. Loan-Backed Securities

- (1) Our asset manager uses a proprietary model for loss assumptions and widely accepted models for prepayment assumptions in valuing loan-backed securities with inputs from major third party data providers. It combines the effects of interest rates, volatility, and pre-payment speeds based on various scenarios (Monte Carlo), simulations with credit loss analysis and resulting effective analytics (spreads, duration, convexity) and cash-flows on a monthly basis. Model assumptions are specific to asset class and collateral types and are regularly evaluated and adjusted where appropriate.
- (2) Not applicable.
- (3) Not applicable.
- (4) Unrealized Losses

a. The aggregate amount of unrealized losses:

Less than 12 months	Greater than 12 months	Total
(78,233)	(470)	(78,703)

b. The aggregate related fair value of securities with unrealized losses:

Less than 12 months	Greater than 12 months	Total
8,657,985	148,680	8,803,665

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

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

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

No change.

Note 7 – Investment Income

No change.

STATEMENT AS OF MARCH 31, 2012 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY
NOTES TO FINANCIAL STATEMENTS

Note 8 – Derivative Instruments

No change.

Note 9 – Income Taxes

No change.

Note 10 – Information Concerning Parent, Subsidiaries, and Affiliates

No change.

Note 11 - Debt

No change.

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

No change.

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

No change.

Note 14 - Contingencies

No change.

Note 15 – Leases

No change.

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

No change.

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

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

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

No change.

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

No change.

Note 20 – Fair Value Measurement

The Company does not have any assets measured at fair value.

Note 21 – Other Items

No change.

Note 22 – Events Subsequent

No change.

Property & Casualty Specific Notes

Note 23 – Reinsurance

No change.

Note 24 – Retrospectively Rated Contracts and Contracts Subject to Redetermination

No change.

STATEMENT AS OF MARCH 31, 2012 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY
NOTES TO FINANCIAL STATEMENTS

Note 25 – Change in Incurred Losses and Loss Adjustment Expenses

Reserves as of December 31, 2011 were \$41.1 million. As of March 31, 2012, \$3.1 million has been paid for incurred claims and claim adjustment expenses attributable to insured events of prior years. Reserves remaining for prior years are now \$37.7 million as a result of re-estimation of unpaid claims and claim adjustment expenses. Therefore, there has been a \$275 thousand favorable prior-year development since December 31, 2011 to March 31, 2012. The decrease is generally the result of ongoing analysis of recent loss development trends. Original estimates are increased or decreased as additional information becomes known regarding individual claims.

Note 26 – Intercompany Pooling Arrangements

No change.

Note 27 – Structured Settlements

No change.

Note 28 – Health Care Receivables

No change.

Note 29 – Participating Policies

No change.

Note 30 – Premium Deficiency Reserves

No change.

Note 31 – High Deductibles

No change.

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

No change.

Note 33 – Asbestos / Environmental Reserves

No change.

Note 34 – Subscriber Savings Accounts

No change.

Note 35 – Multiple Peril Crop Insurance

No change.

Note 36 – Financial Guaranty Insurance

No change.

STATEMENT AS OF MARCH 31, 2012 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY
GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES

GENERAL

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

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

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

2.2 If yes, date of change: _____

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

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

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

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

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

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

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

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

6.4 By what department or departments?
 Ohio

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

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

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

7.2 If yes, give full information:

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

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

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

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

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

STATEMENT AS OF MARCH 31, 2012 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY
GENERAL INTERROGATORIES

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

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

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

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

9.3 Have any provisions of the code of ethics been waived for any of the specified officers? Yes [] No []
 9.31 If the response to 9.3 is Yes, provide the nature of any waiver(s).

FINANCIAL

10.1 Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement? Yes [] No []
 10.2 If yes, indicate any amounts receivable from parent included in the Page 2 amount: \$ _____

INVESTMENT

11.1 Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.) Yes [] No []
 11.2 If yes, give full and complete information relating thereto:

12. Amount of real estate and mortgages held in other invested assets in Schedule BA: \$ _____
 13. Amount of real estate and mortgages held in short-term investments: \$ _____

14.1 Does the reporting entity have any investments in parent, subsidiaries and affiliates? Yes [] No []
 14.2 If yes, please complete the following:

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

15.1 Has the reporting entity entered into any hedging transactions reported on Schedule DB? Yes [] No []
 15.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state? Yes [] No []
 If no, attach a description with this statement.

STATEMENT AS OF MARCH 31, 2012 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY
GENERAL INTERROGATORIES

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

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

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

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

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

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

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

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

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

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

STATEMENT AS OF MARCH 31, 2012 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY
GENERAL INTERROGATORIES

PART 2 - PROPERTY & CASUALTY INTERROGATORIES

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

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

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

3.2 If yes, give full and complete information thereto.

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

4.2 If yes, complete the following schedule:

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

5. Operating Percentages:

5.1 A&H loss percent %

5.2 A&H cost containment percent %

5.3 A&H expense percent excluding cost containment expenses %

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

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

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

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

STATEMENT AS OF MARCH 31, 2012 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

SCHEDULE F - CEDED REINSURANCE

Showing All New Reinsurers - Current Year to Date

SCHEDULE T - EXHIBIT OF PREMIUMS WRITTEN

Current Year to Date - Allocated by States and Territories

States, etc.	1 Active Status	Direct Premiums Written		Direct Losses Paid (Deducting Salvage)		Direct Losses Unpaid	
		2 Current Year To Date	3 Prior Year To Date	4 Current Year To Date	5 Prior Year To Date	6 Current Year To Date	7 Prior Year To Date
1. Alabama	AL	N					
2. Alaska	AK	N					
3. Arizona	AZ	N					
4. Arkansas	AR	N					
5. California	CA	N					
6. Colorado	CO	N					
7. Connecticut	CT	L	2,937,948	2,981,947	3,086,285	2,693,136	23,839,698
8. Delaware	DE	L	335,810	514,757	398,730	184,097	2,244,130
9. District of Columbia	DC	L	43,336	81,896	1,137	44,951	123,209
10. Florida	FL	N					
11. Georgia	GA	L	1,199,488	1,634,363	352,284	798,048	4,540,419
12. Hawaii	HI	N					
13. Idaho	ID	N					
14. Illinois	IL	L	315,893	284,142	180,120	44,358	3,428,935
15. Indiana	IN	L	54,658	37,907	5,029	1,056	93,336
16. Iowa	IA	N					
17. Kansas	KS	L	19,313	18,675			13
18. Kentucky	KY	N					26
19. Louisiana	LA	N					
20. Maine	ME	N					
21. Maryland	MD	L	1,002,449	1,433,830	468,711	497,039	4,476,213
22. Massachusetts	MA	L	1,819,887	2,262,872	883,224	945,953	8,527,276
23. Michigan	MI	L	330,356	200,954	4,300		71,503
24. Minnesota	MN	N					51,712
25. Mississippi	MS	N					
26. Missouri	MO	N					
27. Montana	MT	N					
28. Nebraska	NE	N					
29. Nevada	NV	N					
30. New Hampshire	NH	L					
31. New Jersey	NJ	L	2,516,630	2,212,745	1,123,553	1,598,795	16,396,043
32. New Mexico	NM	N					15,243,050
33. New York	NY	L	12,324,005	11,833,108	7,950,900	8,240,344	80,279,521
34. North Carolina	NC	L	1,307,741	1,198,037	1,967,093	887,297	5,209,314
35. North Dakota	ND	N					6,026,285
36. Ohio	OH	L	934,888	930,548	253,395	314,544	1,440,098
37. Oklahoma	OK	N					1,487,210
38. Oregon	OR	N					
39. Pennsylvania	PA	L	660,498	791,975	250,210	630,040	7,266,856
40. Rhode Island	RI	L	78,748	56,179	8,708	14,751	33,569
41. South Carolina	SC	N					13,008
42. South Dakota	SD	N					
43. Tennessee	TN	L	951,826	842,887	607,311	382,857	1,376,691
44. Texas	TX	L	631,885	498,932	168,852	316,551	2,719,590
45. Utah	UT	N					1,735,500
46. Vermont	VT	N					
47. Virginia	VA	L	675,017	964,463	254,999	429,673	3,197,454
48. Washington	WA	N					2,121,177
49. West Virginia	WV	N					
50. Wisconsin	WI	L	647,332	1,099,475	228,636	231,458	4,162,624
51. Wyoming	WY	N					4,702,836
52. American Samoa	AS	N					
53. Guam	GU	N					
54. Puerto Rico	PR	N					
55. U.S. Virgin Islands	VI	N					
56. Northern Mariana Islands	MP	N					
57. Canada	CN	N					
58. Aggregate Other Alien OT	OT	XXX					
59. Totals		(a) 21	28,787,709	29,879,693	18,193,478	18,254,949	169,426,490
							159,496,124
DETAILS OF WRITE-INS							
5801.		XXX					
5802.		XXX					
5803.		XXX					
5898.	Summary of remaining write-ins for Line 58 from overflow page	XXX					
5899.	Totals (Lines 5801 through 5803 plus 5898)(Line 58 above)	XXX					

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

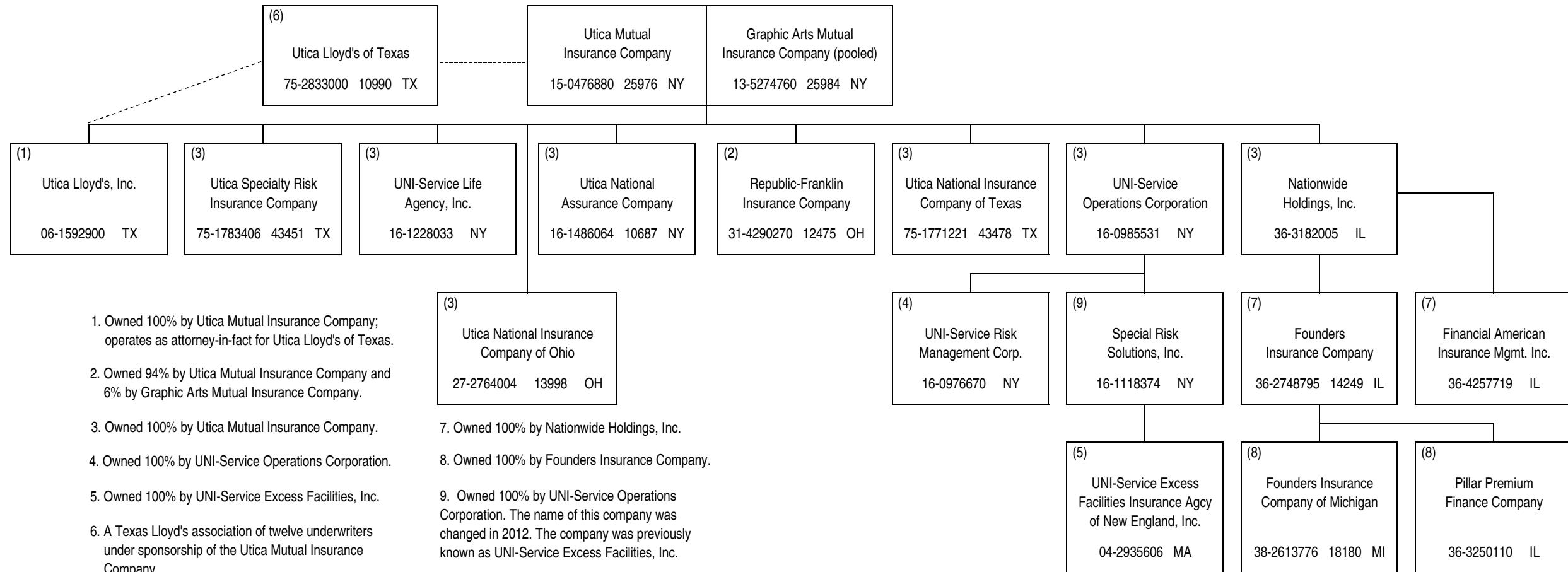
(a) Insert the number of L responses except for Canada and Other Alien.

STATEMENT AS OF MARCH 31, 2012 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY
SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP
PART 1 - ORGANIZATIONAL CHART

UTICA NATIONAL INSURANCE GROUP

ORGANIZATION STRUCTURE

MARCH 31, 2012



STATEMENT AS OF MARCH 31, 2012 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

SCHEDULE Y
PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domesticiliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
..0201	Utica National Insurance Group	25796	15-0476880				Utica Mutual Insurance Company	NY		Utica Mutual Insurance Company	Board of Directors			
..0201	Utica National Insurance Group	25984	13-5274760				Graphic Arts Mutual Insurance Company	NY	JA	Utica Mutual Insurance Company	Management		Utica Mutual Insurance Company	
..0201	Utica National Insurance Group	12475	31-4290270				Republic-Franklin Insurance Company	OH	DS	Utica Mutual Insurance Company	Ownership	.94.000	Utica Mutual Insurance Company	
..0201	Utica National Insurance Group	10687	16-1486064				Utica National Assurance Company	NY	DS	Utica Mutual Insurance Company	Ownership	.100.000	Utica Mutual Insurance Company	
..0201	Utica National Insurance Group	43478	75-1771221				Utica National Insurance Company of Texas	TX	DS	Utica Mutual Insurance Company	Ownership	.100.000	Utica Mutual Insurance Company	
..0201	Utica National Insurance Group	13998	27-2764004				Utica National Insurance Company of Ohio	OH	DS	Utica Mutual Insurance Company	Ownership	.100.000	Utica Mutual Insurance Company	
..0201	Utica National Insurance Group	43451	75-1783406				Utica Specialty Risk Insurance Company	TX	DS	Utica Mutual Insurance Company	Ownership	.100.000	Utica Mutual Insurance Company	
..0201	Utica National Insurance Group	10990	75-2833000				Utica Lloyd's of Texas	TX	JA	Utica Lloyds Inc.	Attorney-In-Fact		Utica Mutual Insurance Company	
			06-1592900				Utica Lloyd's, Inc.	TX	DS	Utica Mutual Insurance Company	Ownership	.100.000	Utica Mutual Insurance Company	
			16-0985531				Uni-Service Operations Corporation	NY	DS	Utica Mutual Insurance Company	Ownership	.100.000	Utica Mutual Insurance Company	
			16-1118374				Special Risk Solutions, Inc.	NY	NIA	Uni-Service Operations Corporation	Ownership	.100.000	Utica Mutual Insurance Company	
			16-0976670				Uni-Service Risk Management Corporation	NY	NIA	Uni-Service Operations Corporation	Ownership	.100.000	Utica Mutual Insurance Company	
			04-2935606				Uni-Service Excess Facilities Insurance Agency of New England, Inc.	MA	NIA	Uni-Service Excess Facilities	Ownership	.100.000	Utica Mutual Insurance Company	
			36-3182005				Nationwide Holdings, inc.	IL	DS	Utica Mutual Insurance Company	Ownership	.100.000	Utica Mutual Insurance Company	
..0201	Utica National Insurance Group	14249	36-2748795				Founders Insurance Company	IL	DS	Nationwide Holdings, Inc.	Ownership	.100.000	Utica Mutual Insurance Company	
..0201	Utica National Insurance Group	18180	38-2613776				Founders Insurance Company of Michigan	MI	DS	Founders Insurance Company	Ownership	.100.000	Utica Mutual Insurance Company	
			36-4257719				Financial American Insurance Management, Inc.	IL	NIA	Nationwide Holdings, Inc.	Ownership	.100.000	Utica Mutual Insurance Company	
			36-3250110				Pillar Premium Finance Company	IL	NIA	Founders Insurance Company	Ownership	.100.000	Utica Mutual Insurance Company	
			16-1228033				Uni-Service Life Agency, Inc.	NY	DS	Utica Mutual Insurance Company	Ownership	.100.000	Utica Mutual Insurance Company	

Asterisk	Explanation
1	Owned 6% by Graphic Arts Mutual Insurance Company.
2	A Texas Lloyd's association of twelve underwriters under the sponsorship of the Utica Mutual Insurance Company.
3	The name of this company was changed in 2012. The company was previously known as Uni-Service Excess Facilities, Inc.

STATEMENT AS OF MARCH 31, 2012 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY
PART 1 - LOSS EXPERIENCE

Line of Business	Current Year to Date			4 Prior Year to Date Direct Loss Percentage
	1 Direct Premiums Earned	2 Direct Losses Incurred	3 Direct Loss Percentage	
1. Fire	32,120			
2. Allied Lines	25,250	(20,634)	(81.7)	0.8
3. Farmowners multiple peril				
4. Homeowners multiple peril	1,982,478	709,927	35.8	86.4
5. Commercial multiple peril	11,115,898	11,964,399	107.6	72.6
6. Mortgage guaranty				
8. Ocean marine				
9. Inland marine	79,345	19,489	24.6	44.8
10. Financial guaranty				
11.1 Medical professional liability - occurrence				
11.2 Medical professional liability - claims-made				
12. Earthquake	2,650			
13. Group accident and health				
14. Credit accident and health				
15. Other accident and health				
16. Workers' compensation	9,006,115	342,664	3.8	87.4
17.1 Other liability - occurrence	1,047,438	4,492,249	428.9	12.2
17.2 Other liability - claims-made	1,354,053	533,591	39.4	146.5
17.3 Excess workers' compensation				
18.1 Products liability - occurrence	6,409			
18.2 Products liability - claims-made				
19.1,19.2 Private passenger auto liability	1,955,516	1,171,193	59.9	58.1
19.3,19.4 Commercial auto liability	6,732,517	4,043,405	60.1	34.2
21. Auto physical damage	3,276,428	1,356,686	41.4	55.3
22. Aircraft (all perils)				
23. Fidelity				
24. Surety	1,133	(17,000)	(1,500.4)	
26. Burglary and theft	756	(5,000)	(661.4)	
27. Boiler and machinery				
28. Credit				
29. International				
30. Warranty				
31. Reinsurance - Nonproportional Assumed Property	XXX	XXX	XXX	XXX
32. Reinsurance - Nonproportional Assumed Liability	XXX	XXX	XXX	XXX
33. Reinsurance - Nonproportional Assumed Financial Lines	XXX	XXX	XXX	XXX
34. Aggregate write-ins for other lines of business				
35. Totals	36,618,106	24,587,969	67.1	66.9
DETAILS OF WRITE-INS				
3401.				
3402.				
3403.				
3498. Summary of remaining write-ins for Line 34 from overflow page				
3499. Totals (Lines 3401 through 3403 plus 3498)(Line 34 above)				

PART 2 - DIRECT PREMIUMS WRITTEN

Line of Business	1 Current Quarter	2 Current Year to Date	3 Prior Year Year to Date	
1. Fire	21,680	21,680	13,029	
2. Allied Lines	16,538	16,538	7,775	
3. Farmowners multiple peril				
4. Homeowners multiple peril	1,989,290	1,989,290	1,480,975	
5. Commercial multiple peril	6,426,121	6,426,121	7,108,590	
6. Mortgage guaranty				
8. Ocean marine				
9. Inland marine	123,260	123,260	53,276	
10. Financial guaranty				
11.1 Medical professional liability - occurrence				
11.2 Medical professional liability - claims-made				
12. Earthquake	2,754	2,754	1,640	
13. Group accident and health				
14. Credit accident and health				
15. Other accident and health				
16. Workers' compensation	7,489,418	7,489,418	7,948,747	
17.1 Other liability - occurrence	462,485	462,485	545,126	
17.2 Other liability - claims-made	1,846,964	1,846,964	1,705,695	
17.3 Excess workers' compensation				
18.1 Products liability - occurrence	7,642	7,642	6,310	
18.2 Products liability - claims-made				
19.1,19.2 Private passenger auto liability	1,939,073	1,939,073	1,863,734	
19.3,19.4 Commercial auto liability	5,701,979	5,701,979	6,084,153	
21. Auto physical damage	2,760,195	2,760,195	3,060,751	
22. Aircraft (all perils)				
23. Fidelity				
24. Surety				
26. Burglary and theft	310	310	(107)	
27. Boiler and machinery				
28. Credit				
29. International				
30. Warranty				
31. Reinsurance - Nonproportional Assumed Property	XXX	XXX	XXX	
32. Reinsurance - Nonproportional Assumed Liability	XXX	XXX	XXX	
33. Reinsurance - Nonproportional Assumed Financial Lines	XXX	XXX	XXX	
34. Aggregate write-ins for other lines of business				
35. Totals	28,787,709	28,787,709	29,879,693	
DETAILS OF WRITE-INS				
3401.				
3402.				
3403.				
3498. Summary of remaining write-ins for Line 34 from overflow page				
3499. Totals (Lines 3401 through 3403 plus 3498)(Line 34 above)				

STATEMENT AS OF MARCH 31, 2012 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

PART 3 (000 omitted)

LOSS AND LOSS ADJUSTMENT EXPENSE RESERVES SCHEDULE

Years in Which Losses Occurred	1 Prior Year-End Known Case Loss and LAE Reserves	2 Prior Year-End IBNR Loss and LAE Reserves	3 Total Prior Year-End Loss and LAE Reserves (Cols. 1+2)	4 2012 Loss and LAE Payments on Claims Reported as of Prior Year-End	5 2012 Loss and LAE Payments on Claims Unreported as of Prior Year-End	6 Total 2012 Loss and LAE Payments (Cols. 4+5)	7 Q.S. Date Known Case Loss and LAE Reserves on Claims Reported and Open as of Prior Year End	8 Q.S. Date Known Case Loss and LAE Reserves on Claims Reported or Reopened Subsequent to Prior Year End	9 Q.S. Date IBNR Loss and LAE Reserves	10 Total Q.S. Loss and LAE Reserves (Cols. 7+8+9)	11 Prior Year-End Known Case Loss and LAE Reserves Developed (Savings)/ Deficiency (Cols. 4+7 minus Col. 1)	12 Prior Year-End IBNR Loss and LAE Reserves Developed (Savings)/ Deficiency (Cols. 5+8+9 minus Col. 2)	13 Prior Year-End Total Loss and LAE Reserve Developed (Savings)/ Deficiency (Cols. 11+12)
1. 2009 + Prior	13,725	11,456	25,181	1,256	7	1,263	13,023	76	10,550	23,650	.554	(822)	(268)
2. 2010	2,855	3,253	6,108	739	3	742	2,469	61	2,864	5,394	.353	(325)	.28
3. Subtotals 2010 + Prior	16,580	14,708	31,289	1,995	10	2,005	15,492	137	13,415	29,044	.907	(1,146)	(240)
4. 2011	4,330	5,452	9,782	1,040	75	1,114	3,677	216	4,739	8,632	.387	(422)	(36)
5. Subtotals 2011 + Prior	20,910	20,160	41,071	3,035	85	3,119	19,169	353	18,154	37,676	1,293	(1,568)	(275)
6. 2012	XXX	XXX	XXX	XXX	493	493	XXX	.913	2,137	3,050	XXX	XXX	XXX
7. Totals	20,910	20,160	41,071	3,035	578	3,612	19,169	1,266	20,291	40,727	1,293	(1,568)	(275)
8. Prior Year-End Surplus As Regards Policyholders											Col. 11, Line 7 As % of Col. 1 Line 7	Col. 12, Line 7 As % of Col. 2 Line 7	Col. 13, Line 7 As % of Col. 3 Line 7
			40,855								1. 6.2	2. (7.8)	3. (0.7)
													Col. 13, Line 7 As a % of Col. 1 Line 8
													4. (0.7)

STATEMENT AS OF MARCH 31, 2012 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY
SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

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

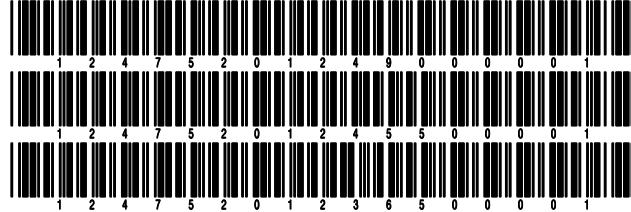
	Response
1. Will the Trusteed Surplus Statement be filed with the state of domicile and the NAIC with this statement?	NO
2. Will Supplement A to Schedule T (Medical Professional Liability Supplement) be filed with this statement?	NO
3. Will the Medicare Part D Coverage Supplement be filed with the state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

Explanations:

- 1.
- 2.
- 3.

Bar Codes:

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



STATEMENT AS OF MARCH 31, 2012 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY
OVERFLOW PAGE FOR WRITE-INS

Additional Write-ins for Assets Line 25

	Current Statement Date			4 December 31 Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
2504. Miscellaneous Office Equipment	257,045	257,045		
2505. Clearing Accounts	15,708	14,595	1,112	
2506. Deposits	400	400		
2597. Summary of remaining write-ins for Line 25 from overflow page	273,153	272,041	1,112	

STATEMENT AS OF MARCH 31, 2012 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

SCHEDULE A - VERIFICATION

Real Estate

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

SCHEDULE B - VERIFICATION

Mortgage Loans

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

SCHEDULE BA - VERIFICATION

Other Long-Term Invested Assets

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

SCHEDULE D - VERIFICATION

Bonds and Stocks

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year	81,521,384	78,097,026
2. Cost of bonds and stocks acquired	116,288	39,498,334
3. Accrual of discount	6,600	31,310
4. Unrealized valuation increase (decrease)		(1,532,834)
5. Total gain (loss) on disposals	(2,378)	3,786,317
6. Deduct consideration for bonds and stocks disposed of	3,272,684	38,020,088
7. Deduct amortization of premium	102,904	324,301
8. Total foreign exchange change in book/adjusted carrying value		14,380
9. Deduct current year's other than temporary impairment recognized		81,521,384
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	78,266,306	
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	78,266,306	81,521,384

STATEMENT AS OF MARCH 31, 2012 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

SCHEDULE D - PART 1B

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

	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. Class 1 (a)	68,463,576	116,288	2,641,398	345,771	66,284,237			68,463,576
2. Class 2 (a)	13,157,798		633,662	(442,067)	12,082,069			13,157,798
3. Class 3 (a)								
4. Class 4 (a)								
5. Class 5 (a)								
6. Class 6 (a)								
7. Total Bonds	81,621,374	116,288	3,275,060	(96,296)	78,366,306			81,621,374
PREFERRED STOCK								
8. Class 1								
9. Class 2								
10. Class 3								
11. Class 4								
12. Class 5								
13. Class 6								
14. Total Preferred Stock								
15. Total Bonds and Preferred Stock	81,621,374	116,288	3,275,060	(96,296)	78,366,306			81,621,374

(a) Book/Adjusted Carrying Value column for the end of the current reporting period includes the following amount of non-rated short-term and cash equivalent bonds by NAIC designation: NAIC 1 \$ 100,000 ; NAIC 2 \$; NAIC 3 \$;

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

STATEMENT AS OF MARCH 31, 2012 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

SCHEDULE DA - PART 1

Short-Term Investments

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

SCHEDULE DA - VERIFICATION

Short-Term Investments

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	99,998	174,998
2. Cost of short-term investments acquired		1,324,114
3. Accrual of discount		416
4. Unrealized valuation increase (decrease)		
5. Total gain (loss) on disposals		313
6. Deduct consideration received on disposals		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

SCHEDULE DB - PART A - VERIFICATION

Options, Caps, Floors, Collars, Swaps and Forwards

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

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

Futures Contracts

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

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

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

NONE

STATEMENT AS OF MARCH 31, 2012 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

SCHEDULE DB - PART C - SECTION 1

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

NON

STATEMENT AS OF MARCH 31, 2012 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									
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									
7. Ending Inventory										

NONE

SCHEDULE DB - VERIFICATION

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

Book/Adjusted Carrying Value Check

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

NONE

Fair Value Check

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

Potential Exposure Check

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

SCHEDULE E - VERIFICATION

(Cash Equivalents)

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year		1,179,733
2. Cost of cash equivalents acquired		7,492,777
3. Accrual of discount		1,289
4. Unrealized valuation increase (decrease)		
5. Total gain (loss) on disposals		475
6. Deduct consideration received on disposals		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)		

STATEMENT AS OF MARCH 31, 2012 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

SCHEDULE A - PART 2

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

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

SCHEDULE A - PART 3

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

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

STATEMENT AS OF MARCH 31, 2012 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

SCHEDULE B - PART 2

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

SCHEDULE B - PART 3

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

STATEMENT AS OF MARCH 31, 2012 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

SCHEDULE BA - PART 2

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

SCHEDULE BA - PART 3

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

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STATEMENT AS OF MARCH 31, 2012 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

SCHEDULE D - PART 3

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

1 CUSIP Identification	2 Description	3 Foreign	4 Date Acquired	5 Name of Vendor	6 Number of Shares of Stock	7 Actual Cost	8 Par Value	9 Paid for Accrued Interest and Dividends	10 NAIC Desig- nation or Market Indicator (a)
067383-AC-3	CR BARD INC		01/06/2012	CANTOR FITZGERALD	55,834	50,000		1,076	1FE
046353-AB-4	ASTRAZENECA PLC	F	01/06/2012	STIFEL NICOLAUS & CO	60,454	50,000		.951	1FE
3899999. Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)									
8399997. Total - Bonds - Part 3									
8399998. Total - Bonds - Part 5									
8399999. Total - Bonds									
8999997. Total - Preferred Stocks - Part 3									
8999998. Total - Preferred Stocks - Part 5									
8999999. Total - Preferred Stocks									
9799997. Total - Common Stocks - Part 3									
9799998. Total - Common Stocks - Part 5									
9799999. Total - Common Stocks									
9899999. Total - Preferred and Common Stocks									
9999999 - Totals									

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

STATEMENT AS OF MARCH 31, 2012 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

SCHEDULE D - PART 4

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

1 CUSIP Ident- ification	2 Description	3 For- eign	4 Disposal Date	5 Name of Purchaser	6 Number of Shares of Stock	7 Consid- eration	8 Par Value	9 Actual Cost	10 Prior Year Book/ Adjusted Carrying Value	Change In Book/Adjusted Carrying Value					16 Book/ Adjusted Carrying Value at Disposal Date	17 Foreign Exchange Gain Value at Disposal Date	18 Realized Gain (Loss) on Disposal	19 Total Gain (Loss) on Disposal	20 Bond Interest/ Stock Dividends Received During Year	21 Stated Con- tractual Maturity Date	22 NAIC Design- ation or Market In- dicator (a)		
										11 Unrealized Valuation Increase/ (Decrease)	12 Current Year's (Amor- tization)/ Accretion	13 Current Year's Other Than Temporary Impairment Recogn- ized	14 Total Change in Book/ Adjusted Carrying Value (11 + 12 - 13)	15 Total Foreign Exchange Change in Book /Adjusted Carrying Value									
.36202E-RS-0	G2 4097		03/01/2012	MBS PAYMENT32,157	.32,157	.31,539	.32,141		.16		.16		.32,157						.269	10/01/2037	1.....
.36202F-ZX-7	G2 5256		03/01/2012	MBS PAYMENT18,944	.18,944	.19,681	.18,953		(9)		(9)		.18,944						.113	10/01/2041	1.....
.36205B-4L-3	GN 386127		03/01/2012	MBS PAYMENT395	.395	.396	.395						.395						.5	11/01/2029	1.....
.36209D-B2-9	GN 468157		03/01/2012	MBS PAYMENT2,909	.2,909	.2,910	.2,909						.2,909						.23	06/01/2027	1.....
.36209M-4A-9	GN 476117		03/01/2012	MBS PAYMENT30	.30	.31	.30						.30						.01	01/01/2026	1.....
.36209U-PA-8	GN 482017		03/01/2012	MBS PAYMENT5,333	.5,333	.5,328	.5,333						.5,333						.50	05/01/2027	1.....
.36209W-AJ-8	GN 484225		03/01/2012	MBS PAYMENT54	.54	.61	.54						.54						.1	07/01/2027	1.....
.36210Y-D9-3	GN 506028		03/01/2012	MBS PAYMENT253	.253	.252	.253						.253						.3	03/01/2025	1.....
.36211C-QY-1	GN 509071		03/01/2012	MBS PAYMENT313	.313	.297	.313						.313						.3	06/01/2028	1.....
.36213E-L3-8	GN 552146		03/01/2012	MBS PAYMENT6,198	.6,198	.6,235	.6,199		(1)		(1)		.6,198						.63	04/01/2016	1.....
.36220U-Z2-0	GN 288861		03/01/2012	MBS PAYMENT724	.724	.718	.724						.724						.11	11/01/2021	1.....
.36224J-HS-4	GN 329741		03/01/2012	MBS PAYMENT650	.650	.665	.650						.650						.8	02/01/2021	1.....
.36225A-KU-3	GN 780307		03/01/2012	MBS PAYMENT209	.209	.224	.210						.209						.3	06/01/2021	1.....
.36225A-NY-2	GN 780407		03/01/2012	MBS PAYMENT1,387	.1,387	.1,395	.1,387						.1,387						.16	12/01/2022	1.....
.36225A-XC-9	GN 780675		03/01/2012	MBS PAYMENT955	.955	.960	.955						.955						.11	02/01/2023	1.....
.36290S-ZC-8	GN 616439		03/01/2012	MBS PAYMENT2,137	.2,137	.2,130	.2,137						.2,137						.18	04/01/2024	1.....
.912828-GM-6	US TREASURY N/B		03/31/2012	MATURITY300,000	.300,000	.323,016	.302,670		(2,670)		(2,670)		.300,000						.03/31/2012	1	
0599999. Subtotal - Bonds - U.S. Governments						372,648	372,648	395,838	375,313		(2,664)		(2,664)		372,648						.597	XXX	XXX
.31283G-K8-9	FG 600319		03/01/2012	MBS PAYMENT166	.166	.174	.166						.166						.3	07/01/2021	1.....
.31283H-HN-8	FG G01137		03/01/2012	MBS PAYMENT504	.504	.502	.504						.504						.6	10/01/2028	1.....
.31287D-N9-9	FG C64888		03/01/2012	MBS PAYMENT1,460	.1,460	.1,478	.1,461						.1,460						.23	10/01/2030	1.....
.31288E-B5-5	FG C75460		03/01/2012	MBS PAYMENT407	.407	.413	.407						.407						.4	06/01/2031	1.....
.3128GW-ZZ-0	FG E92592		03/01/2012	MBS PAYMENT7,129	.7,129	.7,350	.7,136		(7)		(7)		.7,129						.65	06/01/2017	1.....
.3128MC-UW-3	FG G13997		03/01/2012	MBS PAYMENT32,407	.32,407	.33,217	.32,434						.32,407						.197	07/01/2025	1.....
.312926-ZB-7	FG A80738		03/01/2012	MBS PAYMENT4,969	.4,969	.4,978	.4,969						.4,969						.69	11/01/2037	1.....
.31292H-D6-8	FG C01025		03/01/2012	MBS PAYMENT205	.205	.207	.205						.205						.3	04/01/2029	1.....
.31292H-S8-8	FG C01443		03/01/2012	MBS PAYMENT9,001	.9,001	.9,111	.9,005		(3)		(3)		.9,001						.84	11/01/2031	1.....
.31292H-SZ-8	FG C01436		03/01/2012	MBS PAYMENT12,465	.12,465	.12,611	.12,470		(5)		(5)		.12,465						.112	10/01/2031	1.....
.31293R-NE-8	FG C27557		03/01/2012	MBS PAYMENT174	.174	.166	.174						.174						.2	12/01/2026	1.....
.31294Z-NF-8	FG A93990		03/01/2012	MBS PAYMENT33,454	.33,454	.34,610	.33,483		(29)		(29)		.33,454						.233	04/01/2040	1.....
.31298U-CF-4	FG C57270		03/01/2012	MBS PAYMENT320	.320	.315	.320						.320						.3	02/01/2030	1.....
.31299W-CR-4	FG C59090		03/01/2012	MBS PAYMENT331	.331	.330	.331						.331						.3	03/01/2028	1.....
.31326D-H5-4	FG 000252		03/01/2012	MBS PAYMENT55,791	.55,791	.57,220	.55,824		(33)		(33)		.55,791						.458	01/01/2041	1.....
.31326K-2F-2	FG 004674		03/01/2012	MBS PAYMENT64,340	.64,340	.67,015	.64,383		(42)		(42)		.64,340						.524	09/01/2041	1.....
.31326K-7H-3	FG Q04796		03/01/2012	MBS PAYMENT31,234	.31,234	.32,796	.31,246		(12)		(12)		.31,234						.189	09/01/2041	1.....
.31326K-V9-4	FG 004540		03/01/2012	MBS PAYMENT61,153	.61,153	.62,326	.61,175		(22)		(22)		.61,153						.426	08/01/2041	1.....
.31326K-ZN-9	FG 004649		03/01/2012	MBS PAYMENT46,539	.46,539	.47,295	.46,554		(15)		(15)		.46,539						.346	10/01/2041	1.....
.31326L-FM-1	FG 004972		03/01/2012	MBS PAYMENT18,614	.18,614	.19,019	.18,620		(7)		(7)		.18,614						.129	01/01/2041	1.....
.313615-LF-1	FN 50726		03/01/2012	MBS PAYMENT457	.457	.458	.457						.457						.5	12/01/2021	1.....
.313650-UL-7	FN 124887		03/01/2012	MBS PAYMENT		1,917	1,917	1,929	1,917						1,917						.25	01/01/2022	1.....
.313695-LS-7	FN 219137		03/01/2012	MBS PAYMENT199	.199	.199	.199						.199						.02	08/01/2022	1.....
.313697-N7-7	FN 220114		03/01/2012	MBS PAYMENT109	.109	.109	.109						.109						.1	11/01/2021	1.....
.31371J-PQ-1	FN 253431		03/01/2012	MBS PAYMENT252	.252	.252	.252						.252						.3	01/01/2015	1.....
.31371K-HW-4	FN 254145		03/01/2012	MBS PAYMENT6,886	.6,886	.6,941	.6,888		(2)		(2)		.6,886						.49	09/01/2030	1.....
.31371N-GM-5	FN 256676		03/01/2012	MBS PAYMENT21,364	.21,364	.21,177	.21,359		5		5		.21,364						.185	10/01/2026	1.....
.313805-5J-8	FN 449149		03/01/2012	MBS PAYMENT8																	

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SCHEDULE D - PART 4

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

1 CUSIP Ident- ification	2 Description	3 For- eign	4 Disposal Date	5 Name of Purchaser	6 Number of Shares of Stock	7 Consid- eration	8 Par Value	9 Actual Cost	10 Prior Year Book/ Adjusted Carrying Value	Change In Book/Adjusted Carrying Value					16 Book/ Adjusted Carrying Value at Disposal Date	17 Foreign Exchange Gain Value at Disposal Date	18 Realized Gain (Loss) on Disposal	19 Total Gain (Loss) on Disposal	20 Bond Interest/ Stock Dividends Received During Year	21 Stated Con- tractual Maturity Date	22 NAIC Design- ation or Market In- dicator (a)					
										11 Unrealized Valuation Increase/ (Decrease)	12 Current Year's (Amor- tization)/ Accretion	13 Current Year's Other Than Temporary Impairment Recogn- ized	14 Total Change in Book/ Adjusted Carrying Value (11 + 12 - 13)	15 Total Foreign Exchange Change in Book /Adjusted Carrying Value												
31408J-DS-7	FN 852513		.03/01/2012	MBS PAYMENT		.21,925	.21,925	.21,708	.21,919		.6		.6		.21,925					.194	05/01/2035	1				
31409H-D9-9	FN 880428		.03/01/2012	MBS PAYMENT		.12,522	.12,522	.12,523	.12,523		(2)		(2)		.12,522					.134	09/01/2035	1				
31410F-SK-2	FN 888022		.03/01/2012	MBS PAYMENT		.17,990	.17,990	.17,984	.17,990						.17,990					.152	11/01/2034	1				
31410X-ZR-0	FN 900852		.03/01/2012	MBS PAYMENT		.12,406	.12,406	.12,470	.12,407			(1)			.12,406					.152	05/01/2036	1				
31417Y-RW-9	FN MA0500		.03/01/2012	MBS PAYMENT		.22,540	.22,540	.23,388	.22,553			(13)			.22,540					.177	03/01/2040	1				
31417Y-T7-2	FN MA0573		.03/01/2012	MBS PAYMENT		.29,520	.29,520	.30,451	.29,539			(20)			.29,520					.191	07/01/2025	1				
31419F-FW-1	FN AE4680		.03/01/2012	MBS PAYMENT		.20,716	.20,716	.21,483	.20,728			(12)			.20,716					.135	06/01/2040	1				
31419G-XX-7	FN AE6093		.03/01/2012	MBS PAYMENT		.17,909	.17,909	.18,578	.17,912			(3)			.17,909					.137	06/01/2025	1				
3199999. Subtotal - Bonds - U.S. Special Revenues					917,161	917,161	929,415	917,357			(194)		(194)		917,161					7,332	XXX	XXX				
.00110A-AB-0	AEP TEXAS CENTRAL TRANS		.01/01/2012	MBS PAYMENT		.91,997	.91,997	.91,988	.91,988						.91,988					.9	.9	2,291	07/01/2013	1FE		
.20030N-AR-2	COMCAST CORP		.01/09/2012	WELLS FARGO SECURITIES LLC		.173,726	.173,726	.150,000	.173,184	.173,071		(85)			.172,987					.739	.739	.3,549	02/15/2018	2FE		
.239753-BK-1	TARGET CORP		.01/15/2012	MATURITY		.500,000	.500,000	.596,180	.500,504			(504)			.500,000							.21,500	01/15/2012	1FE		
.302583-AB-5	FPL 2007-A A2		.02/01/2012	MBS PAYMENT		.90,913	.90,913	.90,398	.90,913						.90,913							.2,293	08/01/2013	1FE		
.338915-AH-2	FLEETBOSTON FINL CORP		.01/17/2012	BANK AMERICA		.457,550	.457,550	.500,000	.450,990	.460,610		.66			.460,676					(3,126)	(3,126)	.17,665	01/15/2028	2FE		
.36161H-AC-5	GEEMT 2010-1 A3		.03/14/2012	MBS PAYMENT		.113,429	.113,429	.113,469	.113,434			(5)			.113,429							.173	06/14/2013	1FE		
.46625M-V6-3	JPICC 2004-C1 A2		.03/01/2012	MBS PAYMENT		.5,257	.5,257	.5,283	.5,257						.5,257					.39	.39	.09/01/2013	1FM			
.494368-AR-4	KIMBERLY-CLARK CORP		.02/15/2012	MATURITY		.300,000	.300,000	.325,785	.300,417			(417)			.300,000							.8,438	02/15/2012	1FE		
.532457-AU-2	ELI LILLY & CO		.03/15/2012	MATURITY		.250,000	.250,000	.280,905	.250,812			(812)			.250,000							.7,500	03/15/2012	1FE		
3899999. Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)					1,982,872	2,001,596	2,128,182	1,987,006			(1,757)			(1,757)		1,985,250					(2,378)	(2,378)	63,448	XXX	XXX	
8399997. Total - Bonds - Part 4					3,272,681	3,291,405	3,453,435	3,279,676			(4,615)			(4,615)		3,275,059					(2,378)	(2,378)	71,377	XXX	XXX	
8399998. Total - Bonds - Part 5					XXX	XXX	XXX	XXX								XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX		
8399999. Total - Bonds					3,272,681	3,291,405	3,453,435	3,279,676			(4,615)			(4,615)		3,275,059					(2,378)	(2,378)	71,377	XXX	XXX	
8999997. Total - Preferred Stocks - Part 4					XXX	XXX	XXX	XXX															XXX	XXX	XXX	
8999998. Total - Preferred Stocks - Part 5					XXX	XXX	XXX	XXX															XXX	XXX	XXX	
8999999. Total - Preferred Stocks					XXX	XXX	XXX	XXX															XXX	XXX	XXX	
.46625H-10-0	JPMORGAN CHASE & CO		.02/02/2012	PRIOR YEAR INCOME		.000																	.76	L		
9099999. Subtotal - Common Stocks - Industrial and Miscellaneous (Unaffiliated)					XXX	XXX	XXX	XXX															76	XXX	XXX	
9799997. Total - Common Stocks - Part 4					XXX	XXX	XXX	XXX															76	XXX	XXX	
9799998. Total - Common Stocks - Part 5					XXX	XXX	XXX	XXX															76	XXX	XXX	
9799999. Total - Common Stocks					XXX	XXX	XXX	XXX															76	XXX	XXX	
9899999. Total - Preferred and Common Stocks					XXX	XXX	XXX	XXX															76	XXX	XXX	
9999999 - Totals					3,272,681	XXX	3,453,435	3,279,676			(4,615)			(4,615)		3,275,059					(2,378)	(2,378)	71,453	XXX	XXX	

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

STATEMENT AS OF MARCH 31, 2012 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

SCHEDULE DB - PART A - SECTION 1

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

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

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

STATEMENT AS OF MARCH 31, 2012 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

SCHEDULE DB - PART B - SECTION 1

Futures Contracts Open as of the Current Statement Date

1449999 - Totals

XXX

	Broker Name	Net Cash Deposits
Total Net Cash Deposit		

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

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STATEMENT AS OF MARCH 31, 2012 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

SCHEDULE DB - PART D

Counterparty Exposure for Derivative Instruments Open as of Current Statement Date

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

NONE

STATEMENT AS OF MARCH 31, 2012 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

SCHEDULE DL - PART 1
SECURITIES LENDING COLLATERAL ASSETS

Reinvested Collateral Assets Owned Current Statement Date

9999999 - Totals
General Interroga

xxx

General Interrogatories:

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

NAIC 1 \$	NAIC 2 \$	NAIC 3 \$	NAIC 4 \$	NAIC 5 \$	NAIC 6 \$
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STATEMENT AS OF MARCH 31, 2012 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

SCHEDULE DL - PART 2
SECURITIES LENDING COLLATERAL ASSETS

Reinvested Collateral Assets Owned Current Statement Date

9999999 - Totals

XXX

General Interrogatories:

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

STATEMENT AS OF MARCH 31, 2012 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

SCHEDULE E - PART 1 - CASH

Month End Depository Balances

1 Depository	2 Code	3 Rate of Interest	4 Amount of Interest Received During Current Quarter	5 Amount of Interest Accrued at Current Statement Date	Book Balance at End of Each Month During Current Quarter			9 *
					6 First Month	7 Second Month	8 Third Month	
Bank of New York ...	New York, NY	0.010	53		1,840,746	2,811,109	3,725,083	XXX
0199998. Deposits in ...	depositories that do not exceed the allowable limit in any one depository (See instructions) - Open Depositories	XXX	XXX					XXX
0199999. Totals - Open Depositories		XXX	XXX	53	1,840,746	2,811,109	3,725,083	XXX
0299998. Deposits in ...	depositories that do not exceed the allowable limit in any one depository (See instructions) - Suspended Depositories	XXX	XXX					XXX
0299999. Totals - Suspended Depositories		XXX	XXX					XXX
0399999. Total Cash on Deposit		XXX	XXX	53	1,840,746	2,811,109	3,725,083	XXX
0499999. Cash in Company's Office		XXX	XXX	XXX	XXX			XXX
0599999. Total - Cash		XXX	XXX	53	1,840,746	2,811,109	3,725,083	XXX

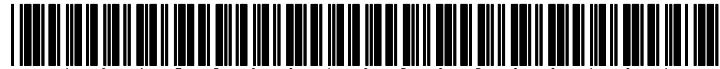
STATEMENT AS OF MARCH 31, 2012 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned End of Current Quarter

NONE

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SUPPLEMENT FOR THE QUARTER ENDING MARCH 31, 2012 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

DIRECTOR AND OFFICER INSURANCE COVERAGE SUPPLEMENT

Year To Date For The Period Ended MARCH 31, 2012

NAIC Group Code 0201

NAIC Company Code 12475

Company Name REPUBLIC-FRANKLIN INSURANCE COMPANY

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

1. Monoline Policies

1 Direct Written Premium	2 Direct Earned Premium	3 Direct Losses Incurred
\$	\$1,348	\$

2. Commercial Multiple Peril (CMP) Packaged Policies

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

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

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

2.31 Amount quantified: \$ 28,377

2.32 Amount estimated using reasonable assumptions: \$

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