



PROPERTY AND CASUALTY COMPANIES - ASSOCIATION EDITION

QUARTERLY STATEMENT

AS OF JUNE 30, 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

Main Administrative Office 180 Genesee Street, New Hartford, NY 13413, 315-734-2000

Mail Address Post Office Box 530, Utica, NY 13503-0530

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

Internet Web Site Address www.uticanational.com

Statutory Statement Contact Brian Wade Miller, Jr., 315-734-2717, brian.miller@uticanational.com, 315-734-2994

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

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

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? Yes [X] No []
b. If no,
1. State the amendment number.....
2. Date filed
3. Number of pages attached.....

STATEMENT AS OF JUNE 30, 2012 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

ASSETS

| | Current Statement Date | | | 4 December 31 Prior Year Net Admitted Assets |
|--|------------------------|-------------------------|---|---|
| | 1 Assets | 2 Nonadmitted Assets | 3 Net Admitted Assets (Cols. 1 - 2) | |
| 1. Bonds | 76,084,421 | | 76,084,421 | 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 (\$5,676,277), cash equivalents (\$) and short-term investments (\$100,000) | 5,776,277 | | 5,776,277 | 173,526 |
| 6. Contract loans (including \$ premium notes) | | | | |
| 7. Derivatives | | | | |
| 8. Other invested assets | | | | |
| 9. Receivables for securities | | | | |
| 10. Securities lending reinvested collateral assets | | | | |
| 11. Aggregate write-ins for invested assets | | | | |
| 12. Subtotals, cash and invested assets (Lines 1 to 11) | 81,860,697 | | 81,860,697 | 81,694,900 |
| 13. Title plants less \$ charged off (for Title insurers only) | | | | |
| 14. Investment income due and accrued | 671,627 | | 671,627 | 725,017 |
| 15. Premiums and considerations: | | | | |
| 15.1 Uncollected premiums and agents' balances in the course of collection | 4,538,303 | 80,462 | 4,457,841 | 4,820,232 |
| 15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$(1,559) earned but unbilled premiums) | 582,169 | | 582,169 | 803,585 |
| 15.3 Accrued retrospective premiums | | | | |
| 16. Reinsurance: | | | | |
| 16.1 Amounts recoverable from reinsurers | 2,719,645 | | 2,719,645 | 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 | 2,091,659 | 489,828 | 1,601,831 | 1,614,726 |
| 19. Guaranty funds receivable or on deposit | 1,194,887 | | 1,194,887 | 1,144,692 |
| 20. Electronic data processing equipment and software | 12,344 | | 12,344 | 16,682 |
| 21. Furniture and equipment, including health care delivery assets (\$) | 3,435 | 3,435 | | |
| 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 | 3,121,477 | 1,910,918 | 1,210,559 | 1,222,402 |
| 26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25) | 96,796,244 | 2,484,643 | 94,311,600 | 95,947,367 |
| 27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts | | | | |
| 28. Total (Lines 26 and 27) | 96,796,244 | 2,484,643 | 94,311,600 | 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 | 1,051,152 | 24,047 | 1,027,105 | 1,073,198 |
| 2502. Equities and Deposits in Pools and Associations | 183,893 | 439 | 183,454 | 149,204 |
| 2503. Prepaid Expenses | 1,576,779 | 1,576,779 | | |
| 2598. Summary of remaining write-ins for Line 25 from overflow page | 309,653 | 309,653 | | |
| 2599. Totals (Lines 2501 through 2503 plus 2598)(Line 25 above) | 3,121,477 | 1,910,918 | 1,210,559 | 1,222,402 |

STATEMENT AS OF JUNE 30, 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 \$ 4,917,960) | 28,886,864 | 29,919,336 |
| 2. Reinsurance payable on paid losses and loss adjustment expenses | 1,620 | |
| 3. Loss adjustment expenses | 10,972,487 | 11,151,340 |
| 4. Commissions payable, contingent commissions and other similar charges | 376,291 | 543,979 |
| 5. Other expenses (excluding taxes, licenses and fees) | 1,059,877 | 1,052,528 |
| 6. Taxes, licenses and fees (excluding federal and foreign income taxes) | 819,314 | 886,852 |
| 7.1 Current federal and foreign income taxes (including \$ on realized capital gains (losses)) | 477,373 | 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 \$ 60,167,137 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) | 7,941,462 | 8,903,704 |
| 10. Advance premium | 71,009 | 78,097 |
| 11. Dividends declared and unpaid: | | |
| 11.1 Stockholders | | |
| 11.2 Policyholders | 98,410 | 81,670 |
| 12. Ceded reinsurance premiums payable (net of ceding commissions) | 168,874 | 319,560 |
| 13. Funds held by company under reinsurance treaties | | |
| 14. Amounts withheld or retained by company for account of others | 348,539 | 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 | 464,031 | 64,199 |
| 20. Derivatives | | |
| 21. Payable for securities | 655 | 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 | 383,896 | 403,712 |
| 26. Total liabilities excluding protected cell liabilities (Lines 1 through 25) | 52,130,707 | 55,092,630 |
| 27. Protected cell liabilities | | |
| 28. Total liabilities (Lines 26 and 27) | 52,130,707 | 55,092,630 |
| 29. Aggregate write-ins for special surplus funds | 121,764 | 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) | 36,419,328 | 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) | 42,180,894 | 40,854,737 |
| 38. Totals (Page 2, Line 28, Col. 3) | 94,311,600 | 95,947,367 |
| DETAILS OF WRITE-INS | | |
| 2501. Pension Benefit Obligation | 320,553 | 320,553 |
| 2502. Contingent Balances in Safety Groups | 43,140 | 74,610 |
| 2503. Miscellaneous Accounts Payable | 9,593 | 8,549 |
| 2598. Summary of remaining write-ins for Line 25 from overflow page | 10,610 | |
| 2599. Totals (Lines 2501 through 2503 plus 2598)(Line 25 above) | 383,896 | 403,712 |
| 2901. Reserve for Undeclared Dividends | 121,764 | 99,692 |
| 2902. Additional Admitted Deferred tax Asset | | 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) | 121,764 | 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 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 \$61,065,008) | 73,034,199 | 72,331,258 | 147,048,129 |
| 1.2 Assumed (written \$7,937,635) | 8,899,877 | 8,950,072 | 18,041,273 |
| 1.3 Ceded (written \$61,065,008) | 73,034,199 | 72,331,258 | 147,048,133 |
| 1.4 Net (written \$7,937,635) | 8,899,877 | 8,950,072 | 18,041,270 |
| DEDUCTIONS: | | | |
| 2. Losses incurred (current accident year \$6,390,960): | | | |
| 2.1 Direct | 46,806,018 | 43,454,650 | 96,677,774 |
| 2.2 Assumed | 3,171,955 | 5,664,819 | 12,443,256 |
| 2.3 Ceded | 45,798,565 | 43,453,891 | 96,677,719 |
| 2.4 Net | 4,179,408 | 5,665,578 | 12,443,311 |
| 3. Loss adjustment expenses incurred | 1,673,470 | 1,784,054 | 4,663,599 |
| 4. Other underwriting expenses incurred | 3,256,096 | 3,225,260 | 6,741,231 |
| 5. Aggregate write-ins for underwriting deductions | | | |
| 6. Total underwriting deductions (Lines 2 through 5) | 9,108,974 | 10,674,891 | 23,848,141 |
| 7. Net income of protected cells | | | |
| 8. Net underwriting gain or (loss) (Line 1 minus Line 6 + Line 7) | (209,097) | (1,724,820) | (5,806,871) |
| INVESTMENT INCOME | | | |
| 9. Net investment income earned | 1,504,296 | 1,645,694 | 3,273,976 |
| 10. Net realized capital gains (losses) less capital gains tax of \$ | (2,377) | 1,485,281 | 2,478,965 |
| 11. Net investment gain (loss) (Lines 9 + 10) | 1,501,919 | 3,130,975 | 5,752,942 |
| OTHER INCOME | | | |
| 12. Net gain or (loss) from agents' or premium balances charged off (amount recovered \$100 amount charged off \$8,174) | (8,074) | (10,016) | (21,233) |
| 13. Finance and service charges not included in premiums | 256,380 | 239,453 | 509,464 |
| 14. Aggregate write-ins for miscellaneous income | (6,523) | (6,864) | (14,170) |
| 15. Total other income (Lines 12 through 14) | 241,783 | 222,573 | 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) | 1,534,604 | 1,628,727 | 420,131 |
| 17. Dividends to policyholders | 113,732 | 61,737 | 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) | 1,420,872 | 1,566,990 | 289,998 |
| 19. Federal and foreign income taxes incurred | 24,150 | (25,540) | (847,769) |
| 20. Net income (Line 18 minus Line 19)(to Line 22) | 1,396,722 | 1,592,530 | 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) | 1,396,722 | 1,592,530 | 1,137,767 |
| 23. Net transfers (to) from Protected Cell accounts | | | |
| 24. Change in net unrealized capital gains (losses) less capital gains tax of \$(2,457) | 2,457 | (1,505,082) | (999,057) |
| 25. Change in net unrealized foreign exchange capital gain (loss) | | | |
| 26. Change in net deferred income tax | 8,719 | (31,867) | (145,927) |
| 27. Change in nonadmitted assets | 423,395 | (87,814) | 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 | (505,137) | 88,584 | 128,572 |
| 38. Change in surplus as regards policyholders (Lines 22 through 37) | 1,326,157 | 56,351 | 189,839 |
| 39. Surplus as regards policyholders, as of statement date (Lines 21 plus 38) | 42,180,894 | 40,721,250 | 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 | 5 | 18 | 140 |
| 1402. Miscellaneous Income | (6,528) | (6,882) | (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) | (6,523) | (6,864) | (14,170) |
| 3701. Contingent Balance in Safety Groups | 31,470 | 52,770 | 128,010 |
| 3702. Deferred Tax Expanded Admissibility - SSAP 10R | (536,607) | 35,814 | 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) | (505,137) | 88,584 | 128,572 |

STATEMENT AS OF JUNE 30, 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 | 8,339,287 | 8,601,353 | 18,094,925 |
| 2. Net investment income | 1,737,171 | 1,743,348 | 3,633,054 |
| 3. Miscellaneous income | 241,783 | 222,573 | 474,061 |
| 4. Total (Lines 1 to 3) | 10,318,242 | 10,567,273 | 22,202,040 |
| 5. Benefit and loss related payments | 5,211,876 | 6,177,331 | 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 | 5,378,148 | 5,573,323 | 10,457,994 |
| 8. Dividends paid to policyholders | 96,992 | 160,822 | 299,481 |
| 9. Federal and foreign income taxes paid (recovered) net of \$ tax on capital gains (losses) | (344,942) | 266,574 | 266,574 |
| 10. Total (Lines 5 through 9) | 10,342,074 | 12,178,051 | 21,896,317 |
| 11. Net cash from operations (Line 4 minus Line 10) | (23,832) | (1,610,778) | 305,722 |
| Cash from Investments | | | |
| 12. Proceeds from investments sold, matured or repaid: | | | |
| 12.1 Bonds | 5,366,131 | 3,805,982 | 31,658,697 |
| 12.2 Stocks | | 6,361,383 | 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 | | 267 | 789 |
| 12.7 Miscellaneous proceeds | 611 | | 10 |
| 12.8 Total investment proceeds (Lines 12.1 to 12.7) | 5,366,742 | 10,167,632 | 38,020,880 |
| 13. Cost of investments acquired (long-term only): | | | |
| 13.1 Bonds | 116,288 | 8,366,724 | 38,050,141 |
| 13.2 Stocks | | 1,448,193 | 1,448,194 |
| 13.3 Mortgage loans | | | |
| 13.4 Real estate | | | |
| 13.5 Other invested assets | | | |
| 13.6 Miscellaneous applications | | 35 | |
| 13.7 Total investments acquired (Lines 13.1 to 13.6) | 116,288 | 9,814,952 | 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) | 5,250,454 | 352,680 | (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) | 376,129 | 406,340 | (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) | 376,129 | 406,340 | (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) | 5,602,751 | (851,758) | (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) | 5,776,277 | 580,686 | 173,526 |

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

| | | | |
|--|--|--|--|
| | | | |
|--|--|--|--|

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 |
|---------------------|------------------------|---------|
| (8,599) | - | (8,599) |

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

| Less than 12 months | Greater than 12 months | Total |
|---------------------|------------------------|---------|
| 927,678 | - | 927,678 |

(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.

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 JUNE 30, 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 June 30, 2012, \$5.6 million has been paid for incurred claims and claim adjustment expenses attributable to insured events of prior years. Reserves remaining for prior years are now \$34.9 million as a result of re-estimation of unpaid claims and claim adjustment expenses. Therefore, there has been a \$538 thousand favorable prior-year development since December 31, 2011 to June 30, 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.

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 |
|---------------------|-----------------------------|----------|----------|-----------|----------|
| | | | | | |

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 [X] 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 [X]
- 9.21 If the response to 9.2 is Yes, provide information related to amendment(s).
- 9.3 Have any provisions of the code of ethics been waived for any of the specified officers? Yes [] No [X]
- 9.31 If the response to 9.3 is Yes, provide the nature of any waiver(s).

FINANCIAL

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

INVESTMENT

- 11.1 Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.) Yes [] No [X]
- 11.2 If yes, give full and complete information relating thereto:
12. Amount of real estate and mortgages held in other invested assets in Schedule BA: \$
13. Amount of real estate and mortgages held in short-term investments: \$
- 14.1 Does the reporting entity have any investments in parent, subsidiaries and affiliates? Yes [] No [X]
- 14.2 If yes, please complete the following:

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

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

STATEMENT AS OF JUNE 30, 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 [X] No []

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

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

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

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

16.3 Have there been any changes, including name changes, in the custodian(s) identified in 16.1 during the current quarter? Yes [] No [X]

16.4 If yes, give full information relating thereto:

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

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

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

17.1 Have all the filing requirements of the Purposes and Procedures Manual of the NAIC Securities Valuation Office been followed? Yes [X] No []

17.2 If no, list exceptions:

GENERAL INTERROGATORIES

PART 2 - PROPERTY & CASUALTY INTERROGATORIES

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

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

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

3.2 If yes, give full and complete information thereto.

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

4.2 If yes, complete the following schedule:

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

5. Operating Percentages:

5.1 A&H loss percent %

5.2 A&H cost containment percent %

5.3 A&H expense percent excluding cost containment expenses %

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

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

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

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

STATEMENT AS OF JUNE 30, 2012 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

SCHEDULE T - EXHIBIT OF PREMIUMS WRITTEN

Current Year to Date - Allocated by States and Territories

| States, etc. | 1 Active Status | Direct Premiums Written | | Direct Losses Paid (Deducting Salvage) | | Direct Losses Unpaid | |
|---|--------------------|---------------------------|-------------------------|--|-------------------------|---------------------------|-------------------------|
| | | 2 Current Year To Date | 3 Prior Year To Date | 4 Current Year To Date | 5 Prior Year To Date | 6 Current Year To Date | 7 Prior Year To Date |
| 1. Alabama AL | N | | | | | | |
| 2. Alaska AK | N | | | | | | |
| 3. Arizona AZ | N | | | | | | |
| 4. Arkansas AR | N | | | | | | |
| 5. California CA | N | | | | | | |
| 6. Colorado CO | N | | | | | | |
| 7. Connecticut CT | L | 6,674,669 | 6,945,945 | 10,291,581 | 6,532,835 | 20,041,145 | 17,440,869 |
| 8. Delaware DE | L | 841,149 | 1,261,899 | 543,228 | 499,704 | 2,502,855 | 1,089,278 |
| 9. District of Columbia DC | L | 82,105 | 133,851 | 7,050 | 57,368 | 143,209 | 86,990 |
| 10. Florida FL | N | | | | | | |
| 11. Georgia GA | L | 2,276,142 | 2,885,097 | 749,413 | 2,282,322 | 5,307,423 | 5,932,440 |
| 12. Hawaii HI | N | | | | | | |
| 13. Idaho ID | N | | | | | | |
| 14. Illinois IL | L | 1,113,913 | 1,093,373 | 362,944 | 219,649 | 4,598,829 | 1,893,897 |
| 15. Indiana IN | L | 79,838 | 37,813 | 25,124 | 23,715 | 85,949 | 66,891 |
| 16. Iowa IA | N | | | | | | |
| 17. Kansas KS | L | 23,616 | 18,689 | | | 13 | 16 |
| 18. Kentucky KY | N | | | | | | |
| 19. Louisiana LA | N | | | | | | |
| 20. Maine ME | N | | | | | | |
| 21. Maryland MD | L | 1,808,565 | 2,508,541 | 947,842 | 789,487 | 5,453,210 | 3,433,924 |
| 22. Massachusetts MA | L | 3,589,077 | 4,135,249 | 1,972,368 | 2,605,009 | 8,426,924 | 8,069,176 |
| 23. Michigan MI | L | 711,786 | 316,320 | 3,300 | 18,511 | 133,950 | 94,357 |
| 24. Minnesota MN | N | | | | | | |
| 25. Mississippi MS | N | | | | | | |
| 26. Missouri MO | N | | | | | | |
| 27. Montana MT | N | | | | | | |
| 28. Nebraska NE | N | | | | | | |
| 29. Nevada NV | N | | | | | | |
| 30. New Hampshire NH | L | | | | | | |
| 31. New Jersey NJ | L | 5,082,409 | 4,162,025 | 2,089,139 | 3,027,999 | 16,696,870 | 14,821,887 |
| 32. New Mexico NM | N | | | | | | |
| 33. New York NY | L | 26,056,018 | 25,500,221 | 15,650,958 | 19,330,040 | 78,036,839 | 78,291,917 |
| 34. North Carolina NC | L | 2,711,225 | 2,426,709 | 3,504,230 | 2,368,182 | 7,656,322 | 7,092,648 |
| 35. North Dakota ND | N | | | | | | |
| 36. Ohio OH | L | 2,182,884 | 1,980,057 | 370,223 | 492,232 | 2,090,289 | 1,403,885 |
| 37. Oklahoma OK | N | | | | | | |
| 38. Oregon OR | N | | | | | | |
| 39. Pennsylvania PA | L | 1,348,917 | 1,327,724 | 498,274 | 1,057,828 | 6,919,473 | 4,941,453 |
| 40. Rhode Island RI | L | 112,309 | 57,743 | 26,640 | 18,686 | 170,309 | 12,127 |
| 41. South Carolina SC | N | | | | | | |
| 42. South Dakota SD | N | | | | | | |
| 43. Tennessee TN | L | 1,982,038 | 1,694,478 | 1,350,724 | 1,487,537 | 1,325,530 | 1,426,856 |
| 44. Texas TX | L | 1,526,783 | 1,238,638 | 501,667 | 652,569 | 2,628,702 | 2,043,353 |
| 45. Utah UT | N | | | | | | |
| 46. Vermont VT | N | | | | | | |
| 47. Virginia VA | L | 1,495,734 | 1,838,354 | 588,719 | 951,866 | 3,320,108 | 1,951,934 |
| 48. Washington WA | N | | | | | | |
| 49. West Virginia WV | N | | | | | | |
| 50. Wisconsin WI | L | 1,365,831 | 1,805,071 | 717,610 | 563,249 | 4,099,031 | 4,004,730 |
| 51. Wyoming WY | N | | | | | | |
| 52. American Samoa AS | N | | | | | | |
| 53. Guam GU | N | | | | | | |
| 54. Puerto Rico PR | N | | | | | | |
| 55. U.S. Virgin Islands VI | N | | | | | | |
| 56. Northern Mariana Islands MP | N | | | | | | |
| 57. Canada CN | N | | | | | | |
| 58. Aggregate Other Alien OT | XXX | | | | | | |
| 59. Totals | (a) 21 | 61,065,008 | 61,367,796 | 40,201,035 | 42,978,788 | 169,636,982 | 154,098,626 |
| 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 | | | | | | |

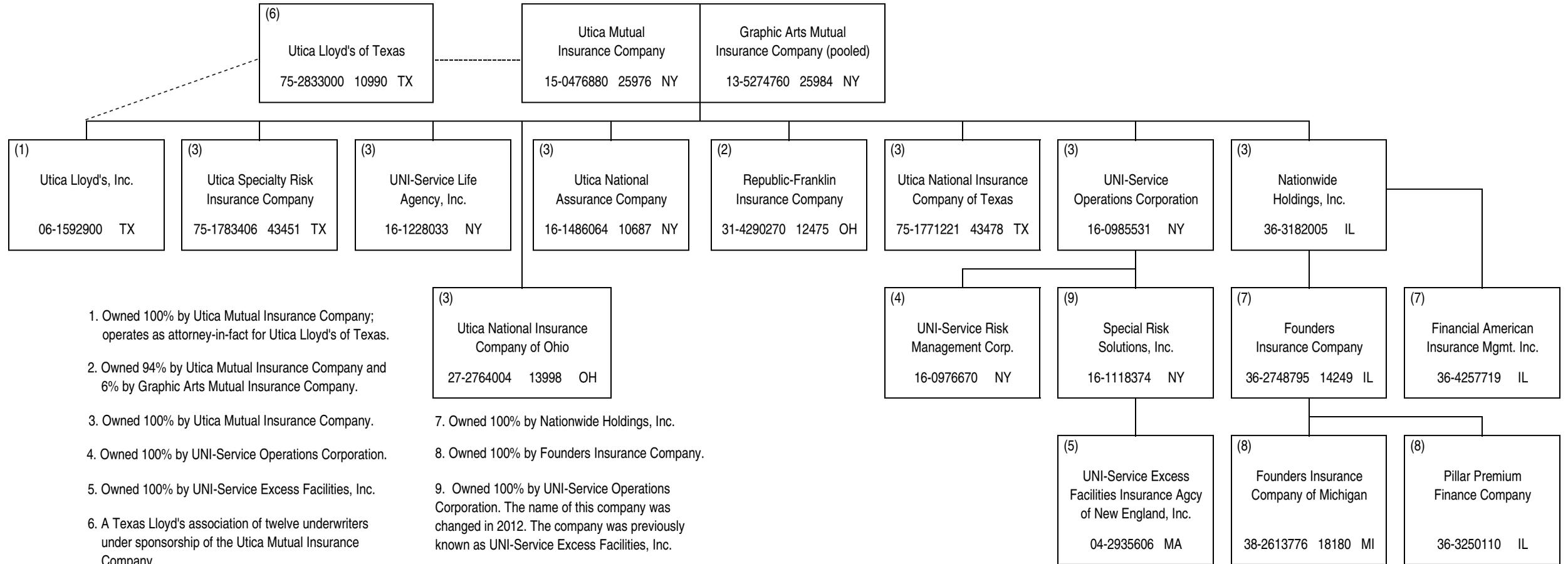
(L) Licensed or Chartered - Licensed Insurance Carrier or Domiciled RRG; (R) Registered - Non-domiciled RRGs; (Q) Qualified - Qualified or Accredited Reinsurer; (E) Eligible - Reporting Entities eligible or approved to write Surplus Lines in the state; (N) None of the above - Not allowed to write business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

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

STATEMENT AS OF JUNE 30, 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 JUNE 30, 2012



STATEMENT AS OF JUNE 30, 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 | Domi-ciliary 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 | UDP | | Board of Directors | | | |
| ..0201 | Utica National Insurance Group | ..25984 | 13-5274760 | | | | Graphic Arts Mutual Insurance Company | | JA | Utica Mutual Insurance Company | Management | | Utica Mutual Insurance Company | |
| ..0201 | Utica National Insurance Group | ..12475 | 31-4290270 | | | | Republic-Franklin Insurance Company | OH | | Utica Mutual Insurance Company | Ownership | ..94.000 | Utica Mutual Insurance Company | ..1 |
| ..0201 | Utica National Insurance Group | ..10687 | 16-1486064 | | | | Utica National Assurance Company | NY | JA | 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 | JA | 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 | JA | 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 | JA | 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 | ..2 |
| | | | 06-1592900 | | | | Utica Lloyd's, Inc. | TX | NIA | Utica Mutual Insurance Company | Ownership | ..100.000 | Utica Mutual Insurance Company | |
| | | | 16-0985531 | | | | Uni-Service Operations Corporation | NY | NIA | 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 | ..3 |
| | | | 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 | |
| ..0201 | Utica National Insurance Group | ..14249 | 36-3182005 | | | | Nationwide Holdings, Inc. | IL | NIA | Utica Mutual Insurance Company | Ownership | ..100.000 | Utica Mutual Insurance Company | |
| | | | 36-2748795 | | | | Founders Insurance Company | IL | JA | Nationwide Holdings, Inc. | Ownership | ..100.000 | Utica Mutual Insurance Company | |
| ..0201 | Utica National Insurance Group | ..18180 | 38-2613776 | | | | Founders Insurance Company of Michigan | MI | JA | 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 | NIA | 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 JUNE 30, 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 | 64,993 | | | |
| 2. Allied Lines | 50,622 | (20,634) | (40.8) | 71.2 |
| 3. Farmowners multiple peril | | | | |
| 4. Homeowners multiple peril | 4,122,155 | 2,427,155 | 58.9 | 106.1 |
| 5. Commercial multiple peril | 22,340,247 | 17,346,207 | 77.6 | 62.7 |
| 6. Mortgage guaranty | | | | |
| 8. Ocean marine | | | | |
| 9. Inland marine | 163,174 | 24,586 | 15.1 | 19.9 |
| 10. Financial guaranty | | | | |
| 11.1 Medical professional liability - occurrence | | | | |
| 11.2 Medical professional liability - claims-made | | | | |
| 12. Earthquake | 5,350 | | | |
| 13. Group accident and health | | | | |
| 14. Credit accident and health | | | | |
| 15. Other accident and health | | | | |
| 16. Workers' compensation | 17,656,059 | 6,662,311 | 37.7 | 71.2 |
| 17.1 Other liability - occurrence | 2,097,014 | 5,956,249 | 284.0 | 5.1 |
| 17.2 Other liability - claims-made | 2,843,690 | 1,051,371 | 37.0 | 74.3 |
| 17.3 Excess workers' compensation | | | | |
| 18.1 Products liability - occurrence | 16,765 | | | |
| 18.2 Products liability - claims-made | | | | |
| 19.1,19.2 Private passenger auto liability | 3,922,861 | 1,839,295 | 46.9 | 53.8 |
| 19.3,19.4 Commercial auto liability | 13,128,032 | 9,151,805 | 69.7 | 37.0 |
| 21. Auto physical damage | 6,619,709 | 2,392,673 | 36.1 | 69.4 |
| 22. Aircraft (all perils) | | | | |
| 23. Fidelity | | (3,000) | | |
| 24. Surety | 2,266 | (17,000) | (750.2) | |
| 26. Burglary and theft | 1,262 | (5,000) | (396.2) | |
| 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 | 73,034,199 | 46,806,018 | 64.1 | 60.1 |
| DETAILS OF WRITE-INS | | | | |
| 3401. | | | | |
| 3402. | | | | |
| 3403. | | | | |
| 3498. Summary of remaining write-ins for Line 34 from overflow page | | | | |
| 3499. Totals (Lines 3401 through 3403 plus 3498)(Line 34 above) | | | | |

PART 2 - DIRECT PREMIUMS WRITTEN

| Line of Business | 1 | 2 | 3 |
|---|-----------------|-------------------------|----------------------------|
| | Current Quarter | Current Year to Date | Prior Year Year to Date |
| 1. Fire | 72,204 | 93,884 | 78,955 |
| 2. Allied Lines | 42,518 | 59,056 | 49,130 |
| 3. Farmowners multiple peril | | | |
| 4. Homeowners multiple peril | 2,654,643 | 4,643,933 | 3,468,868 |
| 5. Commercial multiple peril | 8,603,684 | 15,029,805 | 15,286,552 |
| 6. Mortgage guaranty | | | |
| 8. Ocean marine | | | |
| 9. Inland marine | 74,642 | 197,902 | 196,477 |
| 10. Financial guaranty | | | |
| 11.1 Medical professional liability - occurrence | | | |
| 11.2 Medical professional liability - claims-made | | | |
| 12. Earthquake | 3,410 | 6,164 | 4,596 |
| 13. Group accident and health | | | |
| 14. Credit accident and health | | | |
| 15. Other accident and health | | | |
| 16. Workers' compensation | 8,372,794 | 15,862,212 | 16,382,594 |
| 17.1 Other liability - occurrence | 574,012 | 1,036,497 | 1,227,559 |
| 17.2 Other liability - claims-made | 2,142,406 | 3,989,370 | 2,957,926 |
| 17.3 Excess workers' compensation | | | |
| 18.1 Products liability - occurrence | 8,887 | 16,529 | 20,275 |
| 18.2 Products liability - claims-made | | | |
| 19.1,19.2 Private passenger auto liability | 2,130,865 | 4,069,938 | 3,932,045 |
| 19.3,19.4 Commercial auto liability | 4,568,837 | 10,270,816 | 11,510,780 |
| 21. Auto physical damage | 3,027,980 | 5,788,175 | 6,250,523 |
| 22. Aircraft (all perils) | | | |
| 23. Fidelity | | | |
| 24. Surety | | | |
| 26. Burglary and theft | 417 | 727 | 1,515 |
| 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 | 32,277,299 | 61,065,008 | 61,367,796 |
| DETAILS OF WRITE-INS | | | |
| 3401. | | | |
| 3402. | | | |
| 3403. | | | |
| 3498. Summary of remaining write-ins for Line 34 from overflow page | | | |
| 3499. Totals (Lines 3401 through 3403 plus 3498)(Line 34 above) | | | |

STATEMENT AS OF JUNE 30, 2012 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

PART 3 (000 omitted)

LOSS AND LOSS ADJUSTMENT EXPENSE RESERVES SCHEDULE

| | 1 | 2 | 3 | 4 | 5 | 6 | 7 | 8 | 9 | 10 | 11 | 12 | 13 |
|--|---|---|--|--|--|--|---|--|--------------------------------------|---|---|--|---|
| Years in Which Losses Occurred | Prior Year-End Known Case Loss and LAE Reserves | Prior Year-End IBNR Loss and LAE Reserves | Total Prior Year-End Loss and LAE Reserves (Cols. 1+2) | 2012 Loss and LAE Payments on Claims Reported as of Prior Year-End | 2012 Loss and LAE Payments on Claims Unreported as of Prior Year-End | Total 2012 Loss and LAE Payments (Cols. 4+5) | Q.S. Date Known Case Loss and LAE Reserves on Claims Reported and Open as of Prior Year End | Q.S. Date Known Case Loss and LAE Reserves on Claims Reported or Reopened Subsequent to Prior Year End | Q.S. Date IBNR Loss and LAE Reserves | Total Q.S. Loss and LAE Reserves (Cols.7+8+9) | Prior Year-End Known Case Loss and LAE Reserves Developed (Savings)/ Deficiency (Cols.4+7 minus Col. 1) | Prior Year-End IBNR Loss and LAE Reserves Developed (Savings)/ Deficiency (Cols. 5+8+9 minus Col. 2) | Prior Year-End Total Loss and LAE Reserve Developed (Savings)/ Deficiency (Cols. 11+12) |
| 1. 2009 + Prior | 13,725 | 11,456 | 25,181 | 2,516 | 37 | 2,554 | 12,124 | 133 | 9,934 | 22,191 | 915 | (1,351) | (436) |
| 2. 2010 | 2,855 | 3,253 | 6,108 | 1,114 | 9 | 1,123 | 2,302 | 115 | 2,503 | 4,920 | 560 | (625) | (65) |
| 3. Subtotals 2010 + Prior | 16,580 | 14,708 | 31,289 | 3,630 | 47 | 3,677 | 14,425 | 248 | 12,438 | 27,111 | 1,475 | (1,976) | (501) |
| 4. 2011 | 4,330 | 5,452 | 9,782 | 1,756 | 158 | 1,914 | 3,310 | 291 | 4,229 | 7,831 | 736 | (773) | (37) |
| 5. Subtotals 2011 + Prior | 20,910 | 20,160 | 41,071 | 5,386 | 205 | 5,591 | 17,735 | 539 | 16,667 | 34,942 | 2,211 | (2,749) | (538) |
| 6. 2012 | XXX | XXX | XXX | XXX | 1,473 | 1,473 | XXX | 1,533 | 3,385 | 4,918 | XXX | XXX | XXX |
| 7. Totals | 20,910 | 20,160 | 41,071 | 5,386 | 1,678 | 7,064 | 17,735 | 2,072 | 20,052 | 39,860 | 2,211 | (2,749) | (538) |
| 8. Prior Year-End Surplus As Regards Policyholders | 40,855 | | | | | | | | | | Col. 11, Line 7 As % of Col. 1 Line 7 | Col. 12, Line 7 As % of Col. 2 Line 7 | Col. 13, Line 7 As % of Col. 3 Line 7 |
| | | | | | | | | | | | 1. 10.6 | 2. (13.6) | 3. (1.3) |
| | | | | | | | | | | | | | Col. 13, Line 7 As a % of Col. 1 Line 8 |
| | | | | | | | | | | | | | 4. (1.3) |

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.

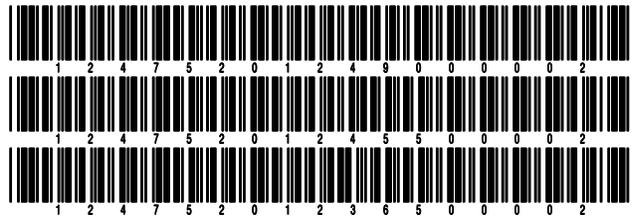
| | Response |
|---|----------|
| 1. Will the Trusteed Surplus Statement be filed with the state of domicile and the NAIC with this statement? | NO |
| 2. Will Supplement A to Schedule T (Medical Professional Liability Supplement) be filed with this statement? | NO |
| 3. Will the Medicare Part D Coverage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



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 | 294,658 | 294,658 | | |
| 2505. Clearing Accounts | 14,595 | 14,595 | | |
| 2506. Deposits | 400 | 400 | | |
| 2597. Summary of remaining write-ins for Line 25 from overflow page | 309,653 | 309,653 | | |

Additional Write-ins for Liabilities Line 25

| | 1 Current Statement Date | 2 December 31, Prior Year |
|---|--------------------------------|---------------------------------|
| 2504. Assumed Reinsurance Payable | 10,610 | |
| 2597. Summary of remaining write-ins for Line 25 from overflow page | 10,610 | |

STATEMENT AS OF JUNE 30, 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) | | |

NONE

SCHEDULE B - VERIFICATION

Mortgage Loans

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

NONE

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) | | |

NONE

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 | 12,803 | 31,310 |
| 4. Unrealized valuation increase (decrease) | | (1,532,834) |
| 5. Total gain (loss) on disposals | (2,387) | 3,786,317 |
| 6. Deduct consideration for bonds and stocks disposed of | 5,366,131 | 38,020,088 |
| 7. Deduct amortization of premium | 197,536 | 324,301 |
| 8. Total foreign exchange change in book/adjusted carrying value | | |
| 9. Deduct current year's other than temporary impairment recognized | | 14,380 |
| 10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9) | 76,084,421 | 81,521,384 |
| 11. Deduct total nonadmitted amounts | | |
| 12. Statement value at end of current period (Line 10 minus Line 11) | 76,084,421 | 81,521,384 |

STATEMENT AS OF JUNE 30, 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) | 66,284,237 | | 2,093,448 | (71,856) | 66,284,237 | 64,118,933 | | 68,463,576 |
| 2. Class 2 (a) | 12,082,069 | | | (16,582) | 12,082,069 | 12,065,487 | | 13,157,798 |
| 3. Class 3 (a) | | | | | | | | |
| 4. Class 4 (a) | | | | | | | | |
| 5. Class 5 (a) | | | | | | | | |
| 6. Class 6 (a) | | | | | | | | |
| 7. Total Bonds | 78,366,306 | | 2,093,448 | (88,438) | 78,366,306 | 76,184,420 | | 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 | 78,366,306 | | 2,093,448 | (88,438) | 78,366,306 | 76,184,420 | | 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 \$

S102

SCHEDULE DA - PART 1

Short-Term Investments

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

SCHEDULE DA - VERIFICATION

Short-Term Investments

| | 1 | 2 |
|---|--------------|---------------------------------|
| | Year To Date | Prior Year Ended December 31 |
| 1. Book/adjusted carrying value, December 31 of prior year | 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
 - Change in amount recognized
 - 3.23 Section 1, Column 16, current year to date minus
 - 3.24 Section 1, Column 16, prior year
- 3.3 Subtotal (Line 3.1 minus Line 3.2)
- 4.1 Variation margin on terminated contracts during the year
- 4.2 Less:
 - 4.21 Amount used to adjust basis of hedged item
 - 4.22 Amount recognized
- 4.3 Subtotal (Line 4.1 minus Line 4.2)
- 5. Dispositions gains (losses) on contracts terminated in prior year:
 - 5.1 Recognized
 - 5.2 Used to adjust basis of hedged items
- 6. Book/Adjusted carrying value at end of current period (Lines 1+2+3.3-4.3-5.1-5.2)
- 7. Deduct total nonadmitted amounts
- 8. Statement value at end of current period (Line 6 minus Line 7)

NONE

STATEMENT AS OF JUNE 30, 2012 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

SCHEDULE DB - PART C - SECTION 1

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

| Replication (Synthetic Asset) Transactions | | | | | | | | Components of the Replication (Synthetic Asset) Transactions | | | | | | | | | |
|--|------------------|---|-------------------------|---|-----------------|------------------------|-----------------------|--|--|------------------|-------------------------|-------------------|--|--|------------------|-----|--|
| 1 Number | 2 Description | 3 NAIC Designation or Other Description | 4 Notional Amount | 5 Book/Adjusted Carrying Value | 6 Fair Value | 7 Effective Date | 8 Maturity Date | Derivative Instrument(s) Open | | | Cash Instrument(s) Held | | | | | | |
| | | | | | | | | 9 Description | 10 Book/Adjusted Carrying Value | 11 Fair Value | 12 CUSIP | 13 Description | 14 NAIC Designation or Other Description | 15 Book/Adjusted Carrying Value | 16 Fair Value | | |
| NONE | | | | | | | | | | | | | | | | | |
| 9999999 - Totals | | | | | | | | | | | XXX | XXX | XXX | XXX | XXX | XXX | |

STATEMENT AS OF JUNE 30, 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 | 2 |
|---|--------------|---------------------------------|
| | Year To Date | 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 JUNE 30, 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 | | | | | | |
| NONE | | | | | | | | |
| 0399999 - Totals | | | | | | | | |

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 Current Year's 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 | | | | | | | |
| NONE | | | | | | | | | | | | | | | | | | | |
| 0399999 - Totals | | | | | | | | | | | | | | | | | | | |

E01

STATEMENT AS OF JUNE 30, 2012 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

SCHEDULE B - PART 2

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

| 1 Loan Number | 2 Location | | 3 State | 4 Loan Type | 5 Date Acquired | 6 Rate of Interest | 7 Actual Cost at Time of Acquisition | 8 Additional Investment Made After Acquisition | 9 Value of Land and Buildings |
|------------------|------------|------------|------------|----------------|--------------------|-----------------------|---|---|----------------------------------|
| | 2 City | 3 State | | | | | | | |
| NONE | | | | | | | | | |
| 3399999 - Totals | | | | | | | | | |

SCHEDULE B - PART 3

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

| 1 Loan Number | 2 Location | | 4 Loan Type | 5 Date Acquired | 6 Disposal Date | 7 Book Value/Recorded Investment Excluding Accrued Interest Prior Year | 8 Change in Book Value/Recorded Investment | | | | | 13 Total Foreign Exchange Change in Book Value | 14 Book Value/Recorded Investment Excluding Accrued Interest on Disposal | 15 Consid-eration | 16 Foreign Exchange Gain (Loss) on Disposal | 17 Realized Gain (Loss) on Disposal | 18 Total Gain (Loss) on Disposal |
|------------------|------------|------------|----------------|--------------------|--------------------|---|---|---|---|---|--|---|---|----------------------|--|--|-------------------------------------|
| | 2 City | 3 State | | | | | 8 Unrealized Valuation Increase (Decrease) | 9 Current Year's (Amortization) /Accretion | 10 Current Year's Other Than Temporary Impairment Recognized | 11 Capitalized Deferred Interest and Other | 12 Total Change in Book Value (8+9-10+11) | | | | | | |
| NONE | | | | | | | | | | | | | | | | | |
| 0599999 - Totals | | | | | | | | | | | | | | | | | |

STATEMENT AS OF JUNE 30, 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

| 1 CUSIP Identification | 2 Name or Description | Location | | 5 Name of Vendor or General Partner | 6 NAIC Designation | 7 Date Originally Acquired | 8 Type and Strategy | 9 Actual Cost at Time of Acquisition | 10 Additional Investment Made After Acquisition | 11 Amount of Encumbrances | 12 Commitment for Additional Investment | 13 Percentage of Ownership |
|------------------------------|--------------------------|-----------|------------|---|--------------------------|-------------------------------------|------------------------------|---|--|---------------------------------|---|----------------------------------|
| | | 3 City | 4 State | | | | | | | | | |
| NONE | | | | | | | | | | | | |
| 4199999 - Totals | | | | | | | | | | | | XXX |

SCHEDULE BA - PART 3

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

| 1 CUSIP Identification | 2 Name or Description | Location | | 5 Name of Purchaser or Nature of Disposal | 6 Date Originally Acquired | 7 Disposal Date | 8 Book/ Adjusted Carrying Value Less Encum- brances, Prior Year | Change in Book/Adjusted Carrying Value | | | | | | 15 Book/ Adjusted Carrying Value Less Encum- brances on Disposal | 16 Consid- eration | 17 Foreign Exchange Gain (Loss) on Disposal | 18 Realized Gain (Loss) on Disposal | 19 Total Gain (Loss) on Disposal | 20 Invest- ment Income |
|------------------------------|--------------------------|-----------|------------|---|-------------------------------------|-----------------------|--|---|--|---|--|--|---|---|--------------------------|---|--|---|---------------------------------|
| | | 3 City | 4 State | | | | | 9 Unrealized Valuation Increase (De- crease) | 10 Current Year's (Depre- ciation) or (Amorti- zation)/ Accretion | 11 Current Year's Other Than Temporary Impair- ment Recog- nized | 12 Capital- ized Deferred Interest and Other | 13 Total Change in Book/ Adjusted Carrying Value (9+10- 11+12) | 14 Total Foreign Exchange Change in Book/ Adjusted Carrying Value | | | | | | |
| NONE | | | | | | | | | | | | | | | | | | | |
| 4199999 - Totals | | | | | | | | | | | | | | | | | | | |

E03

STATEMENT AS OF JUNE 30, 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) |
|------------------------------|------------------|--------------|-----------------------|---------------------|--------------------------------------|------------------|----------------|--|--|
| NONE | | | | | | | | | |
| 9999999 - Totals | | | | | | | XXX | | XXX |

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

STATEMENT AS OF JUNE 30, 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 | 2 | 3 | 4 | 5 | 6 | 7 | 8 | 9 | 10 | Change In Book/Adjusted Carrying Value | | | | | 16 | 17 | 18 | 19 | 20 | 21 | 22 |
|---|-----------------|---------|---------------|-------------------|---------------------------|---------------|---------------|---------------|---|--|---|---|---|--|---|--|----------------------------------|-------------------------------|--|----------------------------------|--|
| | | | | | | | | | | 11 | 12 | 13 | 14 | 15 | | | | | | | |
| CUSIP Identification | Description | 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 | Stated Contractual Maturity Date | NAIC Designation or Market Indicator (a) |
| 36202E-RS-0 | G2 4097 | | 06/01/2012 | MBS PAYMENT | | 22,746 | 22,746 | 22,309 | 22,708 | | 39 | | 39 | | 22,746 | | | | 474 | 10/01/2037 | 1 |
| 36202F-ZX-7 | G2 5258 | | 06/01/2012 | MBS PAYMENT | | 34,591 | 34,591 | 35,936 | 34,660 | | (69) | | (69) | | 34,591 | | | | 518 | 10/01/2041 | 1 |
| 36205B-4L-3 | GN 386127 | | 06/01/2012 | MBS PAYMENT | | 509 | 509 | 511 | 509 | | | | | | 509 | | | | 7 | 11/01/2029 | 1 |
| 36209D-B2-9 | GN 468157 | | 06/01/2012 | MBS PAYMENT | | 253 | 253 | 253 | 253 | | | | | | 253 | | | | 7 | 06/01/2027 | 1 |
| 36209M-4A-9 | GN 476117 | | 06/01/2012 | MBS PAYMENT | | 31 | 31 | 32 | 31 | | | | | | 31 | | | | 1 | 12/01/2025 | 1 |
| 36209U-PA-8 | GN 482017 | | 06/01/2012 | MBS PAYMENT | | 179 | 179 | 179 | 179 | | | | | | 179 | | | | 5 | 05/01/2027 | 1 |
| 36209W-4J-8 | GN 484225 | | 06/01/2012 | MBS PAYMENT | | 55 | 55 | 61 | 55 | | | | | | 55 | | | | 1 | 07/01/2027 | 1 |
| 36210Y-D9-3 | GN 506028 | | 06/01/2012 | MBS PAYMENT | | 258 | 258 | 257 | 258 | | | | | | 258 | | | | 8 | 03/01/2025 | 1 |
| 36211C-QY-1 | GN 509071 | | 06/01/2012 | MBS PAYMENT | | 319 | 319 | 302 | 318 | | | | | | 319 | | | | 9 | 05/01/2028 | 1 |
| 36213E-L3-8 | GN 552146 | | 06/01/2012 | MBS PAYMENT | | 4,900 | 4,900 | 4,929 | 4,900 | | (3) | | (3) | | 4,900 | | | | 112 | 04/01/2016 | 1 |
| 36220U-Z2-0 | GN 288861 | | 06/01/2012 | MBS PAYMENT | | 2,241 | 2,241 | 2,224 | 2,239 | | 1 | | 1 | | 2,241 | | | | 65 | 03/01/2022 | 1 |
| 36224J-HS-4 | GN 329741 | | 06/01/2012 | MBS PAYMENT | | 444 | 444 | 454 | 445 | | (1) | | (1) | | 444 | | | | 14 | 04/01/2021 | 1 |
| 36225A-KU-3 | GN 780307 | | 06/01/2012 | MBS PAYMENT | | 172 | 172 | 184 | 172 | | | | | | 172 | | | | 6 | 06/01/2021 | 1 |
| 36225A-NY-2 | GN 780407 | | 06/01/2012 | MBS PAYMENT | | 1,071 | 1,071 | 1,078 | 1,072 | | | | | | 1,071 | | | | 30 | 12/01/2023 | 1 |
| 36225A-XC-9 | GN 780675 | | 06/01/2012 | MBS PAYMENT | | 2,022 | 2,022 | 2,034 | 2,022 | | (1) | | (1) | | 2,022 | | | | 60 | 02/01/2023 | 1 |
| 36290S-ZC-8 | GN 616439 | | 06/01/2012 | MBS PAYMENT | | 17,994 | 17,994 | 17,929 | 17,992 | | 2 | | 2 | | 17,994 | | | | 375 | 04/01/2024 | 1 |
| 912828-GM-6 | US TREASURY N/B | | 04/02/2012 | PRIOR YEAR INCOME | | | | | | | | | | | | | | | 6,750 | 03/31/2012 | 1 |
| 0599999. Subtotal - Bonds - U.S. Governments | | | | | | 87,785 | 87,785 | 88,672 | 87,817 | | (32) | | (32) | | 87,785 | | | | 8,452 | XXX | XXX |
| 31283G-K8-9 | FG 600319 | | 06/01/2012 | MBS PAYMENT | | 161 | 161 | 169 | 161 | | | | | | 161 | | | | 6 | 08/01/2021 | 1 |
| 31283H-HN-8 | FG 601137 | | 06/01/2012 | MBS PAYMENT | | 90 | 90 | 90 | 90 | | | | | | 90 | | | | 3 | 07/01/2029 | 1 |
| 31287Q-ND-9 | FG 064888 | | 06/01/2012 | MBS PAYMENT | | 1,356 | 1,356 | 1,372 | 1,356 | | (1) | | (1) | | 1,356 | | | | 37 | 09/01/2030 | 1 |
| 31288E-B5-5 | FG 075460 | | 06/01/2012 | MBS PAYMENT | | 469 | 469 | 475 | 469 | | | | | | 469 | | | | 11 | 06/01/2031 | 1 |
| 31289W-Z2-0 | FG E92592 | | 06/01/2012 | MBS PAYMENT | | 4,651 | 4,651 | 4,795 | 4,668 | | (16) | | (16) | | 4,651 | | | | 103 | 07/01/2017 | 1 |
| 31290C-UW-3 | FG 619997 | | 06/01/2012 | MBS PAYMENT | | 31,100 | 31,100 | 31,877 | 31,207 | | (107) | | (107) | | 31,100 | | | | 516 | 07/01/2025 | 1 |
| 312926-ZB-7 | FG A80738 | | 06/01/2012 | MBS PAYMENT | | 1,021 | 1,021 | 1,023 | 1,021 | | | | | | 1,021 | | | | 26 | 12/01/2037 | 1 |
| 31292H-D6-8 | FG C01025 | | 06/01/2012 | MBS PAYMENT | | 428 | 428 | 432 | 428 | | | | | | 428 | | | | 14 | 05/01/2029 | 1 |
| 31292H-S8-8 | FG C01443 | | 06/01/2012 | MBS PAYMENT | | 8,384 | 8,384 | 8,487 | 8,397 | | (13) | | (13) | | 8,384 | | | | 190 | 11/01/2031 | 1 |
| 31292H-SZ-8 | FG C01436 | | 06/01/2012 | MBS PAYMENT | | 12,262 | 12,262 | 12,405 | 12,281 | | (19) | | (19) | | 12,262 | | | | 280 | 10/01/2031 | 1 |
| 31293R-ME-8 | FG C27557 | | 06/01/2012 | MBS PAYMENT | | 181 | 181 | 173 | 181 | | | | | | 181 | | | | 5 | 12/01/2026 | 1 |
| 312942-NF-8 | FG A93990 | | 06/01/2012 | MBS PAYMENT | | 28,627 | 28,627 | 29,615 | 28,703 | | (76) | | (76) | | 28,627 | | | | 459 | 04/01/2040 | 1 |
| 31298U-CF-4 | FG C57270 | | 06/01/2012 | MBS PAYMENT | | 330 | 330 | 325 | 330 | | | | | | 330 | | | | 8 | 01/01/2030 | 1 |
| 31298W-CR-4 | FG C59080 | | 06/01/2012 | MBS PAYMENT | | 4,240 | 4,240 | 4,217 | 4,240 | | 1 | | 1 | | 4,240 | | | | 86 | 07/01/2027 | 1 |
| 31326D-H5-4 | FG 000252 | | 06/01/2012 | MBS PAYMENT | | 22,798 | 22,798 | 23,382 | 22,837 | | (39) | | (39) | | 22,798 | | | | 425 | 12/01/2040 | 1 |
| 31326K-2F-2 | FG 004674 | | 06/01/2012 | MBS PAYMENT | | 67,163 | 67,163 | 69,954 | 67,301 | | (139) | | (139) | | 67,163 | | | | 1,130 | 08/01/2041 | 1 |
| 31326K-7H-3 | FG 004796 | | 06/01/2012 | MBS PAYMENT | | 89,420 | 89,420 | 93,891 | 89,559 | | (139) | | (139) | | 89,420 | | | | 1,410 | 09/01/2041 | 1 |
| 31326K-V9-4 | FG 004540 | | 06/01/2012 | MBS PAYMENT | | 76,171 | 76,171 | 77,632 | 76,255 | | (85) | | (85) | | 76,171 | | | | 1,060 | 07/01/2041 | 1 |
| 31326K-ZN-9 | FG 004649 | | 06/01/2012 | MBS PAYMENT | | 70,190 | 70,190 | 71,330 | 70,259 | | (69) | | (69) | | 70,190 | | | | 1,035 | 09/01/2041 | 1 |
| 31326L-FM-1 | FG 004972 | | 06/01/2012 | MBS PAYMENT | | 48,229 | 48,229 | 49,281 | 48,280 | | (50) | | (50) | | 48,229 | | | | 681 | 09/01/2041 | 1 |
| 313615-LF-1 | FN 50726 | | 06/01/2012 | MBS PAYMENT | | 413 | 413 | 414 | 413 | | | | | | 413 | | | | 12 | 01/01/2022 | 1 |
| 31365D-UL-7 | FN 124887 | | 06/01/2012 | MBS PAYMENT | | 786 | 786 | 791 | 787 | | (1) | | (1) | | 786 | | | | 24 | 02/01/2022 | 1 |
| 31369S-LS-5 | FN 219137 | | 06/01/2012 | MBS PAYMENT | | 203 | 203 | 202 | 203 | | | | | | 203 | | | | 6 | 08/01/2022 | 1 |
| 31369T-N7-7 | FN 220114 | | 06/01/2012 | MBS PAYMENT | | 112 | 112 | 112 | 112 | | | | | | 112 | | | | 3 | 12/01/2021 | 1 |
| 31371J-PQ-1 | FN 253431 | | 06/01/2012 | MBS PAYMENT | | 338 | 338 | 339 | 338 | | | | | | 338 | | | | 10 | 02/01/2015 | 1 |
| 31371K-HW-4 | FN 254145 | | 06/01/2012 | MBS PAYMENT | | 5,760 | 5,760 | 5,806 | 5,768 | | (8) | | (8) | | 5,760 | | | | 126 | 10/01/2030 | 1 |
| 31371N-CM-5 | FN 256676 | | 06/01/2012 | MBS PAYMENT | | 21,065 | 21,065 | 20,880 | 21,044 | | 21 | | 21 | | 21,065 | | | | 475 | 10/01/2026 | 1 |
| 31380S-5J-8 | FN 449149 | | 06/01/2012 | MBS PAYMENT | | 68 | 68 | 68 | 68 | | | | | | 68 | | | | 2 | 06/01/2026 | 1 |
| 31384P-J6-3 | FN 529585 | | 06/01/2012 | MBS PAYMENT | | 291 | 291 | 281 | 290 | | 1 | | 1 | | 291 | | | | 9 | 12/01/2014 | 1 |
| 31385C-YQ-0 | FN 540819 | | 06/01/2012 | MBS PAYMENT | | 320 | 320 | 317 | 320 | | | | | | 320 | | | | 9 | 04/01/2014 | 1 |
| 31386T-FU-4 | FN 572679 | | 06/01/2012 | MBS PAYMENT | | 1,718 | 1,718 | 1,745 | 1,719 | | (1) | | (1) | | 1,718 | | | | 48 | 01/01/2029 | 1 |
| 31390E-SX-1 | FN 644134 | | 06/01/2012 | MBS PAYMENT | | 1,619 | 1,619 | 1,628 | 1,619 | | | | | | 1,619 | | | | 35 | 02/01/2032 | 1 |
| 31390X-VK-3 | FN 659518 | | 06/01/2012 | MBS PAYMENT | | 1,767 | 1,767 | 1,808 | 1,773 | | (6) | | (6) | | 1,767 | | | | 33 | 01/01/2032 | 1 |
| 31391A-WP-0 | FN 661354 | | 06/01/2012 | MBS PAYMENT | | 2,901 | 2,901 | 2,976 | 2,920 | | (19) | | (19) | | 2,901 | | | | 59 | 09/01/2031 | 1 |
| 31393N-TJ-2 | FHR 2587 HW | | 06/01/2012 | MBS PAYMENT | | 49,588 | 49,588 | 47,790 | 49,496 | | 92 | | 92 | | 49,588 | | | | 944 | 10/01/2017 | 1 |
| 31395H-WA-4 | FHR 2893 PC | | 06/01/2012 | MBS PAYMENT | | 252,182 | 252,182 | 254,034 | 252,182 | | | | | | 252,182 | | | | 5,139 | 12/01/2012 | 1 |
| 31403A-XD-2 | FN 743276 | | 06/01/2012 | MBS PAYMENT | | 325 | 325 | 334 | 325 | | | | | | 325 | | | | 8 | 01/01/2032 | 1 |
| 31403C-6L-0 | FN 745275 | | 06/01/2012 | MBS PAYMENT | | 17,101 | 17,101 | 16,660 | 17,044 | | 57 | | 57 | | 17,101 | | | | 358 | 02/01/2035 | 1 |
| 31403C-6U-0 | FN 745283 | | 06/01/2012 | MBS PAYMENT | | 23,543 | 23,543 | 22,741 | 23,482 | | 61 | | 61 | | 23,543 | | | | 526 | 01/01/2035 | 1 |
| 31404F-J4-6 | FN 767183 | | 06/01/2012 | MBS PAYMENT | | 13,408 | 13,408 | 13,352 | 13,403 | | 4 | | 4 | | 13,408 | | | | 266 | 06/01/2018 | 1 |

E05

STATEMENT AS OF JUNE 30, 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 | 2 | 3 | 4 | 5 | 6 | 7 | 8 | 9 | 10 | Change In Book/Adjusted Carrying Value | | | | | 16 | 17 | 18 | 19 | 20 | 21 | 22 | |
|----------------------|--|---------|---------------|-----------------------------|---------------------------|---------------|-----------|-------------|---|--|---|--|---|--|---|--|----------------------------------|-------------------------------|--|----------------------------------|--|-----|
| | | | | | | | | | | 11 | 12 | 13 | 14 | 15 | | | | | | | | |
| CUSIP Identification | Description | 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 | 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 | Stated Contractual Maturity Date | NAIC Designation or Market Indicator (a) | |
| 31408J-DS-7 | FN 852513 | | 06/01/2012 | MBS PAYMENT | | 35,685 | 35,685 | 35,331 | 35,633 | | 52 | | 52 | | 35,685 | | | | 843 | 06/01/2035 | 1 | |
| 31409W-D9-9 | FN 880428 | | 06/01/2012 | MBS PAYMENT | | 16,364 | 16,364 | 16,416 | 16,370 | | (6) | | (6) | | 16,364 | | | | 408 | 08/01/2035 | 1 | |
| 31410F-SK-2 | FN 888022 | | 06/01/2012 | MBS PAYMENT | | 21,276 | 21,276 | 21,270 | 21,276 | | | | | | 21,276 | | | | 447 | 10/01/2034 | 1 | |
| 31410X-ZR-0 | FN 900852 | | 06/01/2012 | MBS PAYMENT | | 18,258 | 18,258 | 18,353 | 18,262 | | (4) | | (4) | | 18,258 | | | | 452 | 05/01/2036 | 1 | |
| 31417Y-FW-9 | FN MA0500 | | 06/01/2012 | MBS PAYMENT | | 44,053 | 44,053 | 45,712 | 44,152 | | (99) | | (99) | | 44,053 | | | | 913 | 03/01/2040 | 1 | |
| 31417Y-T7-2 | FN MA0573 | | 06/01/2012 | MBS PAYMENT | | 28,725 | 28,725 | 29,632 | 28,789 | | (64) | | (64) | | 28,725 | | | | 410 | 06/01/2025 | 1 | |
| 31419F-FW-1 | FN AE4680 | | 06/01/2012 | MBS PAYMENT | | 18,142 | 18,142 | 18,814 | 18,170 | | (28) | | (28) | | 18,142 | | | | 296 | 06/01/2040 | 1 | |
| 31419G-XX-7 | FN AE6093 | | 06/01/2012 | MBS PAYMENT | | 39,789 | 39,789 | 41,275 | 39,850 | | (61) | | (61) | | 39,789 | | | | 628 | 06/01/2025 | 1 | |
| 3199999 | Subtotal - Bonds - U.S. Special Revenues | | | | | 1,083,071 | 1,083,071 | 1,100,006 | 1,083,831 | | (761) | | (761) | | 1,083,071 | | | | 19,974 | XXX | XXX | |
| 24702R-AH-4 | DELL INC | | 06/15/2012 | MATURITY | | 100,000 | 100,000 | 99,932 | 99,989 | | .11 | | .11 | | 100,000 | | | | 1,688 | 06/15/2012 | 1FE | |
| 36161H-AC-5 | GEEMT 2010-1 A3 | | 06/14/2012 | MBS PAYMENT | | 134,303 | 134,303 | 134,350 | 134,326 | | (23) | | (23) | | 134,303 | | | | 524 | 05/14/2013 | 1FE | |
| 38146F-AA-9 | GOLDMAN SACHS GROUP INC | | 06/15/2012 | MATURITY | | 375,000 | 375,000 | 373,545 | 374,804 | | 196 | | 196 | | 375,000 | | | | 6,094 | 06/15/2012 | 1FE | |
| 46625M-V6-3 | JPMCC 2004-C1 A2 | | 06/01/2012 | MBS PAYMENT | | 4,917 | 4,917 | 4,941 | 4,917 | | | | | | 4,917 | | | | 87 | 09/01/2013 | 1FM | |
| 595620-AC-9 | MIDAMERICAN ENERGY CO | | 06/11/2012 | CALLED BY ISSUER at 102.791 | | 308,373 | 300,000 | 303,927 | 300,539 | | 7,833 | | 7,833 | | 308,373 | | | | 13,923 | 01/15/2013 | 1FE | |
| 3899999 | Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated) | | | | | 922,593 | 914,220 | 916,695 | 914,575 | | 8,017 | | 8,017 | | 922,593 | | | | 22,316 | XXX | XXX | |
| 8399997 | Total - Bonds - Part 4 | | | | | 2,093,449 | 2,085,076 | 2,105,373 | 2,086,223 | | 7,224 | | 7,224 | | 2,093,449 | | | | 50,742 | XXX | XXX | |
| 8399998 | Total - Bonds - Part 5 | | | | | XXX | XXX | XXX | XXX | XXX | XXX | XXX | XXX | XXX | XXX | XXX | XXX | XXX | XXX | XXX | XXX | XXX |
| 8399999 | Total - Bonds | | | | | 2,093,449 | 2,085,076 | 2,105,373 | 2,086,223 | | 7,224 | | 7,224 | | 2,093,449 | | | | 50,742 | XXX | XXX | |
| 8999997 | Total - Preferred Stocks - Part 4 | | | | | | XXX | | | | | | | | | | | | | XXX | XXX | |
| 8999998 | Total - Preferred Stocks - Part 5 | | | | | XXX | XXX | XXX | XXX | XXX | XXX | XXX | XXX | XXX | XXX | XXX | XXX | XXX | XXX | XXX | XXX | XXX |
| 8999999 | Total - Preferred Stocks | | | | | | XXX | | | | | | | | | | | | | XXX | XXX | |
| 46625H-10-0 | JPMORGAN CHASE & CO | | 06/01/2012 | PRIOR YEAR INCOME | | 0.000 | | | | | | | | | | | | | (76) | | L | |
| 9099999 | Subtotal - Common Stocks - Industrial and Miscellaneous (Unaffiliated) | | | | | | XXX | | | | | | | | | | | | | (76) | XXX | XXX |
| 9799997 | Total - Common Stocks - Part 4 | | | | | | XXX | | | | | | | | | | | | | (76) | XXX | XXX |
| 9799998 | Total - Common Stocks - Part 5 | | | | | XXX | XXX | XXX | XXX | XXX | XXX | XXX | XXX | XXX | XXX | XXX | XXX | XXX | XXX | XXX | XXX | XXX |
| 9799999 | Total - Common Stocks | | | | | | XXX | | | | | | | | | | | | | (76) | XXX | XXX |
| 9899999 | Total - Preferred and Common Stocks | | | | | | XXX | | | | | | | | | | | | | (76) | XXX | XXX |
| 9999999 | Totals | | | | | 2,093,449 | XXX | 2,105,373 | 2,086,223 | | 7,224 | | 7,224 | | 2,093,449 | | | | 50,666 | XXX | XXX | |

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

STATEMENT AS OF JUNE 30, 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 | 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 or Index Received (Paid) | For Year Initial Cost of Premium Received (Paid) | Current Year Initial Cost of Premium Received (Paid) | Current Year Income | Book/ Adjusted Carrying Value | Code | Fair Value | Unrealized Valuation Increase/ (Decrease) | Total Foreign Exchange Change in B./A.C.V. | Current Year's (Amortization)/ Accretion | Adjustment to Carrying Value of Hedged Item | Potential Exposure | Credit Quality of Reference Entity | Hedge Effectiveness at Inception and at Quarter-end (a) | | | | | | | |
| 1449999 - Totals | | | | | | | | | | | | | | | XXX | | | | | | | | | | | | | | XXX | XXX |

NONE

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

STATEMENT AS OF JUNE 30, 2012 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

SCHEDULE DB - PART B - SECTION 1

Futures Contracts Open as of the Current Statement Date

| 1 Ticker Symbol | 2 Number of Contracts | 3 Notional Amount | 4 Description | 5 Description of Hedged Item(s) | 6 Schedule/ Exhibit Identifier | 7 Type(s) of Risk(s) | 8 Date of Maturity or Expiration | 9 Exchange | 10 Trade Date | 11 Transaction Price | 12 Reporting Date Price | 13 Fair Value | 14 Book/ Adjusted Carrying Value | Change in Variation Margin | | | | 19 Potential Exposure | 20 Hedge Effectiveness at Inception and at Year-end (a) | | | | | | | | | | |
|--------------------|--------------------------|----------------------|------------------|------------------------------------|--------------------------------------|-------------------------|-------------------------------------|---------------|------------------|-------------------------|----------------------------|------------------|--|----------------------------|--|---|----------------|--------------------------|--|--|--|--|--|--|--|--|--|--|-----|
| | | | | | | | | | | | | | | 15 Cumulative | 16 Gain (Loss) Recognized in Current Year | 17 Gain (Loss) Used to Adjust Basis of Hedged Item | 18 Deferred | | | | | | | | | | | | |
| 1449999 - Totals | | | | | | | | | | | | | | | | | | | | | | | | | | | | | XXX |

| | |
|-------------------------|-------------------|
| Broker Name | Net Cash Deposits |
| Total Net Cash Deposits | |

(a)

| Code | Financial | Economic | Impact of the Hedge at the End of the Reporting Period |
|------|-----------|----------|--|
| | | | |

NONE

STATEMENT AS OF JUNE 30, 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 | | | | | | | | |
| NONE | | | | | | | | | | | |
| 0899999 - Totals | | | | | | | | | | | |

**SCHEDULE DL - PART 1
SECURITIES LENDING COLLATERAL ASSETS**

Reinvested Collateral Assets Owned Current Statement Date

| 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:

1. Total activity for the year to date Fair Value \$ Book/Adjusted Carrying Value \$
2. Average balance for the year to date Fair Value \$ Book/Adjusted Carrying Value \$
3. Reinvested securities lending collateral assets book/adjusted carrying value included in this schedule by NAIC designation:
 NAIC 1 \$ NAIC 2 \$ NAIC 3 \$ NAIC 4 \$ NAIC 5 \$ NAIC 6 \$

**SCHEDULE DL - PART 2
SECURITIES LENDING COLLATERAL ASSETS**

Reinvested Collateral Assets Owned Current Statement Date

| 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:

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

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned End of Current Quarter

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



SUPPLEMENT FOR THE QUARTER ENDING JUNE 30, 2012 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

DIRECTOR AND OFFICER INSURANCE COVERAGE SUPPLEMENT

Year To Date For The Period Ended JUNE 30, 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 |
|--------------------------------|-------------------------------|--------------------------------|
| \$4,419 | \$2,701 | \$ |

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:.....\$55,818

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.\$