



PROPERTY AND CASUALTY COMPANIES - ASSOCIATION EDITION

QUARTERLY STATEMENT

AS OF SEPTEMBER 30, 2012

OF THE CONDITION AND AFFAIRS OF THE

Republic-Franklin Insurance Company

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

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

Country of Domicile United States of America

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

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

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

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

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

Internet Web Site Address www.uticanational.com

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

OFFICERS

Chairman & CEO James Douglas RobinsonSVP & Secretary Kristen Holly Martin #

President & COO Brian Patrick LytwynecSVP, CFO & Treasurer Raymond Edward Cox

OTHER

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

Steven Paul Guzski Senior Vice President

DIRECTORS OR TRUSTEES

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

Jerry John HartmanBrian Patrick LytwynecAlan Joseph Pope, Sr.

James Douglas RobinsonLinda Ellen Romano

State of New YorkSS:

County of Oneida

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

Brian Patrick LytwynecPresident & COO

Raymond Edward CoxSVP, CFO & Treasurer

Kristen Holly MartinSVP & Secretary

Subscribed and sworn to before me this day of

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

b. If no,

1. State the amendment number.....

2. Date filed

3. Number of pages attached.....

STATEMENT AS OF SEPTEMBER 30, 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	73,964,212		73,964,212	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 (\$8,012,308), cash equivalents (\$) and short-term investments (\$100,000)	8,112,308		8,112,308	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)	82,076,521		82,076,521	81,694,900
13. Title plants less \$ charged off (for Title insurers only)				
14. Investment income due and accrued	707,632		707,632	725,017
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	5,137,491	99,209	5,038,282	4,820,232
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$(1,180) earned but unbilled premiums)	921,292		921,292	803,585
15.3 Accrued retrospective premiums				
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers	848,558		848,558	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	2,123,413	465,862	1,657,551	1,614,726
19. Guaranty funds receivable or on deposit	1,224,711		1,224,711	1,144,692
20. Electronic data processing equipment and software	9,250		9,250	16,682
21. Furniture and equipment, including health care delivery assets (\$)	3,347	3,347		
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	3,284,708	1,910,666	1,374,042	1,222,402
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25)	96,336,922	2,479,084	93,857,838	95,947,367
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts				
28. Total (Lines 26 and 27)	96,336,922	2,479,084	93,857,838	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	1,210,895	17,704	1,193,191	1,073,198
2502. Equities and Deposits in Pools and Associations	181,290	439	180,851	149,204
2503. Prepaid Expenses	1,554,655	1,554,655		
2598. Summary of remaining write-ins for Line 25 from overflow page	337,867	337,867		
2599. Totals (Lines 2501 through 2503 plus 2598)(Line 25 above)	3,284,708	1,910,666	1,374,042	1,222,402

LIABILITIES, SURPLUS AND OTHER FUNDS

	1 Current Statement Date	2 December 31, Prior Year
1. Losses (current accident year \$ 6,438,480)	25,446,630	29,919,336
2. Reinsurance payable on paid losses and loss adjustment expenses	0	
3. Loss adjustment expenses	7,707,483	11,151,340
4. Commissions payable, contingent commissions and other similar charges	519,453	543,979
5. Other expenses (excluding taxes, licenses and fees)	1,138,198	1,052,528
6. Taxes, licenses and fees (excluding federal and foreign income taxes)	853,750	886,852
7.1 Current federal and foreign income taxes (including \$ on realized capital gains (losses))	451,323	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 \$ 79,171,990 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)	9,553,576	8,903,704
10. Advance premium	66,423	78,097
11. Dividends declared and unpaid:		
11.1 Stockholders		
11.2 Policyholders	98,283	81,670
12. Ceded reinsurance premiums payable (net of ceding commissions)	218,387	319,560
13. Funds held by company under reinsurance treaties		
14. Amounts withheld or retained by company for account of others	525,941	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	5,400,372	64,199
20. Derivatives		
21. Payable for securities	599	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	371,901	403,712
26. Total liabilities excluding protected cell liabilities (Lines 1 through 25)	52,412,323	55,092,630
27. Protected cell liabilities		
28. Total liabilities (Lines 26 and 27)	52,412,323	55,092,630
29. Aggregate write-ins for special surplus funds	118,541	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)	35,687,172	34,578,636
36. Less treasury stock, at cost:		
36.1 shares common (value included in Line 30 \$)		
36.2 shares preferred (value included in Line 31 \$)		
37. Surplus as regards policyholders (Lines 29 to 35, less 36)	41,445,515	40,854,737
38. Totals (Page 2, Line 28, Col. 3)	93,857,838	95,947,367
DETAILS OF WRITE-INS		
2501. Pension Benefit Obligation	320,553	320,553
2502. Contingent Balances in Safety Groups	26,550	74,610
2503. Miscellaneous Accounts Payable	7,755	8,549
2598. Summary of remaining write-ins for Line 25 from overflow page	17,043	
2599. Totals (Lines 2501 through 2503 plus 2598)(Line 25 above)	371,901	403,712
2901. Reserve for Undeclared Dividends	118,541	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)	118,541	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	2	3
	Current Year to Date	Prior Year to Date	Prior Year Ended December 31
UNDERWRITING INCOME			
1. Premiums earned:			
1.1 Direct (written \$ 116,607,959)	109,572,297	109,362,494	147,048,129
1.2 Assumed (written \$ 13,978,242)	13,328,369	13,470,938	18,041,273
1.3 Ceded (written \$ 116,607,959)	109,572,297	109,362,498	147,048,133
1.4 Net (written \$ 13,978,242)	13,328,369	13,470,935	18,041,270
DEDUCTIONS:			
2. Losses incurred (current accident year \$ 9,080,700):			
2.1 Direct	63,075,106	72,813,144	96,677,774
2.2 Assumed	5,471,140	8,645,130	12,443,256
2.3 Ceded	62,068,324	72,812,935	96,677,719
2.4 Net	6,477,923	8,645,338	12,443,311
3. Loss adjustment expenses incurred	2,427,797	2,572,659	4,663,599
4. Other underwriting expenses incurred	5,235,320	5,243,724	6,741,231
5. Aggregate write-ins for underwriting deductions			
6. Total underwriting deductions (Lines 2 through 5)	14,141,040	16,461,721	23,848,141
7. Net income of protected cells			
8. Net underwriting gain or (loss) (Line 1 minus Line 6 + Line 7)	(812,670)	(2,990,787)	(5,806,871)
INVESTMENT INCOME			
9. Net investment income earned	2,201,169	2,484,704	3,273,976
10. Net realized capital gains (losses) less capital gains tax of \$ (2,371)	(2,371)	1,837,713	2,478,965
11. Net investment gain (loss) (Lines 9 + 10)	2,198,798	4,322,417	5,752,942
OTHER INCOME			
12. Net gain or (loss) from agents' or premium balances charged off (amount recovered \$ 100 amount charged off \$ 15,438)	(15,338)	(14,224)	(21,233)
13. Finance and service charges not included in premiums	408,623	385,805	509,464
14. Aggregate write-ins for miscellaneous income	(994,251)	(10,604)	(14,170)
15. Total other income (Lines 12 through 14)	(600,965)	360,977	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)	785,162	1,692,607	420,131
17. Dividends to policyholders	179,622	74,206	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)	605,540	1,618,401	289,998
19. Federal and foreign income taxes incurred	(1,900)	376,016	(847,769)
20. Net income (Line 18 minus Line 19)(to Line 22)	607,440	1,242,385	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)	607,440	1,242,385	1,137,767
23. Net transfers (to) from Protected Cell accounts			
24. Change in net unrealized capital gains (losses) less capital gains tax of \$ (1,559)	1,559	(1,008,849)	(999,057)
25. Change in net unrealized foreign exchange capital gain (loss)			
26. Change in net deferred income tax	41,371	(47,329)	(145,927)
27. Change in nonadmitted assets	428,955	(630,587)	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	(488,547)	182,196	128,572
38. Change in surplus as regards policyholders (Lines 22 through 37)	590,778	(262,184)	189,839
39. Surplus as regards policyholders, as of statement date (Lines 21 plus 38)	41,445,515	40,402,715	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	21	67	140
1402. Miscellaneous Income	(994,272)	(10,671)	(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)	(994,251)	(10,604)	(14,170)
3701. Contingent Balance in Safety Groups	48,060	109,050	128,010
3702. Deferred Tax Expanded Admissibility – SSAP 10R	(536,607)	73,146	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)	(488,547)	182,196	128,572

STATEMENT AS OF SEPTEMBER 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	13,489,554	13,925,720	18,094,925
2. Net investment income	2,510,805	2,673,828	3,633,054
3. Miscellaneous income	(600,965)	360,977	474,061
4. Total (Lines 1 to 3)	15,399,393	16,960,525	22,202,040
5. Benefit and loss related payments	9,079,537	8,505,862	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	11,158,627	8,250,732	10,457,994
8. Dividends paid to policyholders	163,009	212,066	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)	20,056,231	17,235,233	21,896,317
11. Net cash from operations (Line 4 minus Line 10)	(4,656,837)	(274,708)	305,722
Cash from Investments			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds	7,375,372	4,563,420	31,658,697
12.2 Stocks		6,360,443	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		345	789
12.7 Miscellaneous proceeds	554	7	10
12.8 Total investment proceeds (Lines 12.1 to 12.7)	7,375,926	10,924,216	38,020,880
13. Cost of investments acquired (long-term only):			
13.1 Bonds	116,288	8,617,387	38,050,141
13.2 Stocks		1,447,252	1,448,194
13.3 Mortgage loans			
13.4 Real estate			
13.5 Other invested assets			
13.6 Miscellaneous applications			
13.7 Total investments acquired (Lines 13.1 to 13.6)	116,288	10,064,639	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)	7,259,638	859,577	(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)	5,335,982	(1,041,138)	(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)	5,335,982	(1,041,138)	(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) ..	7,938,783	(456,270)	(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)	8,112,308	976,174	173,526

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

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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) Not applicable.

(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.

Note 8 – Derivative Instruments

No change.

Note 9 – Income Taxes

No change.

Note 10 – Information Concerning Parent, Subsidiaries, and Affiliates

No change.

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

NOTES TO FINANCIAL STATEMENTS

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

- A. No change.
- B. No change.
- C. No change.
- D. No change.
- E. No change.
- F. No change.
- G. No change.
- H. (1) On September 28, 2012 Utica Mutual Insurance Company (Utica) entered into a run-off reinsurance agreement, pursuant to SSAP No. 62R, to transfer essentially all of Utica’s asbestos exposure to National Indemnity Company (NICO) effective January 1, 2012. The agreement was approved by the New York State Department of Financial Services.

Utica is the lead company of the pooling agreement that shares premiums, losses, expenses and other related insurance operations with its other affiliated entities. The agreement stated the following percentages of participation:

<u>NAIC Co. Code</u>	<u>Name</u>	<u>Percentage</u>
25976	Utica Mutual Insurance Company	89%
25984	Graphic Arts Mutual Insurance Company	5%
12475	Republic-Franklin Insurance Company	3%
10687	Utica National Assurance Company	2%
43478	Utica National Insurance Company of Texas	1%

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

NOTES TO FINANCIAL STATEMENTS

(2) NICO has agreed to reinsure 100% of Utica’s direct asbestos liabilities, subject to a limit, in exchange for consideration of \$240,556,813. Utica ceded net reserves to NICO in the amount of \$236,334,657.

Note 24 – Retrospectively Rated Contracts and Contracts Subject to Redetermination

No change.

Note 25 – Change in Incurred Losses and Loss Adjustment Expenses

Reserves as of December 31, 2011 were \$41.1 million. As of September 30, 2012, \$14.2 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 \$26.7 million as a result of re-estimation of unpaid claims and claim adjustment expenses. Therefore, there has been a \$175 thousand favorable prior-year development since December 31, 2011 to September 30, 2012.

Note 26 – Intercompany Pooling Arrangements

No change.

Note 27 – Structured Settlements

No change.

Note 28 – Health Care Receivables

No change.

Note 29 –Participating Policies

No change.

Note 30 –Premium Deficiency Reserves

No change.

Note 31 – High Deductibles

No change.

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

No change.

Note 33 – Asbestos / Environmental Reserves

No change.

Note 34 – Subscriber Savings Accounts

No change

Note 35 –Multiple Peril Crop Insurance

No change.

Note 36 –Financial Guaranty Insurance

No change.

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES

GENERAL

- 1.1

Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act?

Yes ☐ No ☒
- 1.2

If yes, has the report been filed with the domiciliary state?

Yes ☐ No ☐
- 2.1

Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity?

Yes ☐ No ☒
- 2.2

If yes, date of change:
3.

Have there been any substantial changes in the organizational chart since the prior quarter end?
If yes, complete the Schedule Y - Part 1 - organizational chart.

Yes ☐ No ☒
- 4.1

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

Yes ☐ No ☒
- 4.2

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

1 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?
If yes, attach an explanation.

Yes ☐ No ☐ N/A ☒
- 6.1

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

12/31/2009
- 6.2

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

12/31/2009
- 6.3

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

02/28/2011
- 6.4

By what department or departments?
Ohio
- 6.5

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

Yes ☐ No ☐ N/A ☒
- 6.6

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

Yes ☒ No ☐ N/A ☐
- 7.1

Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period?

Yes ☐ No ☒
- 7.2

If yes, give full information:
- 8.1

Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board?

Yes ☐ No ☒
- 8.2

If response to 8.1 is yes, please identify the name of the bank holding company.
- 8.3

Is the company affiliated with one or more banks, thrifts or securities firms?

Yes ☐ No ☒
- 8.4

If response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the 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? (a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships; (b) Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity; (c) Compliance with applicable governmental laws, rules and regulations; (d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and (e) Accountability for adherence to the code.

Yes [X] No []
- 9.11

If the response to 9.1 is No, please explain:
- 9.2

Has the code of ethics for senior managers been amended?

Yes [] No [X]
- 9.21

If the response to 9.2 is Yes, provide information related to amendment(s).
- 9.3

Have any provisions of the code of ethics been waived for any of the specified officers?

Yes [] No [X]
- 9.31

If the response to 9.3 is Yes, provide the nature of any waiver(s).

FINANCIAL

- 10.1

Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement?

Yes [] No [X]
- 10.2

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

\$

INVESTMENT

- 11.1

Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.)

Yes [] No [X]
- 11.2

If yes, give full and complete information relating thereto:
12.

Amount of real estate and mortgages held in other invested assets in Schedule BA:

\$
13.

Amount of real estate and mortgages held in short-term investments:

\$
- 14.1

Does the reporting entity have any investments in parent, subsidiaries and affiliates?

Yes [] No [X]
- 14.2

If yes, please complete the following:
- | | 1 | 2 |
|---|---|--|
| | Prior Year-End Book/Adjusted Carrying Value | Current Quarter Book/Adjusted Carrying Value |
| 14.21 Bonds | \$ | \$ |
| 14.22 Preferred Stock | \$ | \$ |
| 14.23 Common Stock | \$ | \$ |
| 14.24 Short-Term Investments | \$ | \$ |
| 14.25 Mortgage Loans on Real Estate | \$ | \$ |
| 14.26 All Other | \$ | \$ |
| 14.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26) | \$ | \$ |
| 14.28 Total Investment in Parent included in Lines 14.21 to 14.26 above | \$ | \$ |
- 15.1

Has the reporting entity entered into any hedging transactions reported on Schedule DB?

Yes [] No [X]
- 15.2

If yes, has a comprehensive description of the hedging program been made available to the domiciliary state?

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

STATEMENT AS OF SEPTEMBER 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\$.....

SCHEDULE F - CEDED REINSURANCE

[illegible]

SCHEDULE T - EXHIBIT OF PREMIUMS WRITTEN

Current Year to Date - Allocated by States and Territories

		1 Active Status	Direct Premiums Written		Direct Losses Paid (Deducting Salvage)		Direct Losses Unpaid	
			2 Current Year To Date	3 Prior Year To Date	4 Current Year To Date	5 Prior Year To Date	6 Current Year To Date	7 Prior Year To Date
States, etc.								
1. Alabama	AL	N						
2. Alaska	AK	N						
3. Arizona	AZ	N						
4. Arkansas	AR	N						
5. California	CA	N						
6. Colorado	CO	N						
7. Connecticut	CT	L	14,229,716	16,656,828	13,886,465	10,142,208	20,113,952	16,650,684
8. Delaware	DE	L	1,294,903	1,898,441	819,272	748,607	2,989,198	1,313,546
9. District of Columbia	DC	L	148,885	231,404	7,353	74,876	114,337	63,458
10. Florida	FL	N						
11. Georgia	GA	L	3,812,294	4,655,017	1,311,525	4,433,042	5,629,254	4,326,823
12. Hawaii	HI	N						
13. Idaho	ID	N						
14. Illinois	IL	L	1,845,024	1,793,372	536,667	571,329	4,800,577	2,508,323
15. Indiana	IN	L	241,775	168,941	38,356	28,013	106,454	68,076
16. Iowa	IA	N						
17. Kansas	KS	L	27,580	18,690			22	12
18. Kentucky	KY	N						
19. Louisiana	LA	N						
20. Maine	ME	N						
21. Maryland	MD	L	2,931,851	3,990,190	1,364,671	1,276,650	5,401,516	3,728,885
22. Massachusetts	MA	L	8,940,194	9,400,353	2,940,083	4,265,336	8,013,216	7,982,593
23. Michigan	MI	L	1,097,455	506,638	1,800	18,511	119,603	114,694
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	11,976,159	9,252,045	3,034,540	4,706,885	16,863,617	15,342,436
32. New Mexico	NM	N						
33. New York	NY	L	47,944,781	46,182,820	21,987,193	27,695,318	78,242,951	82,790,420
34. North Carolina	NC	L	5,397,107	5,235,187	4,469,065	3,697,317	7,389,048	6,646,660
35. North Dakota	ND	N						
36. Ohio	OH	L	3,248,246	2,839,720	594,492	835,865	1,838,785	1,440,813
37. Oklahoma	OK	N						
38. Oregon	OR	N						
39. Pennsylvania	PA	L	3,101,497	2,802,498	1,027,315	1,399,282	6,015,679	7,857,289
40. Rhode Island	RI	L	162,864	137,432	89,720	32,453	90,175	21,648
41. South Carolina	SC	N						
42. South Dakota	SD	N						
43. Tennessee	TN	L	2,883,492	2,658,584	2,028,655	2,212,965	1,403,601	1,270,260
44. Texas	TX	L	2,521,763	2,467,720	818,737	915,172	2,831,072	2,586,058
45. Utah	UT	N						
46. Vermont	VT	N						
47. Virginia	VA	L	2,466,566	3,464,510	1,683,394	1,301,026	2,887,584	2,788,964
48. Washington	WA	N						
49. West Virginia	WV	N						
50. Wisconsin	WI	L	2,335,806	2,910,096	888,368	697,862	3,728,792	3,881,546
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		116,607,959	117,270,483	57,527,672	65,052,719	168,579,433	161,383,189
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.

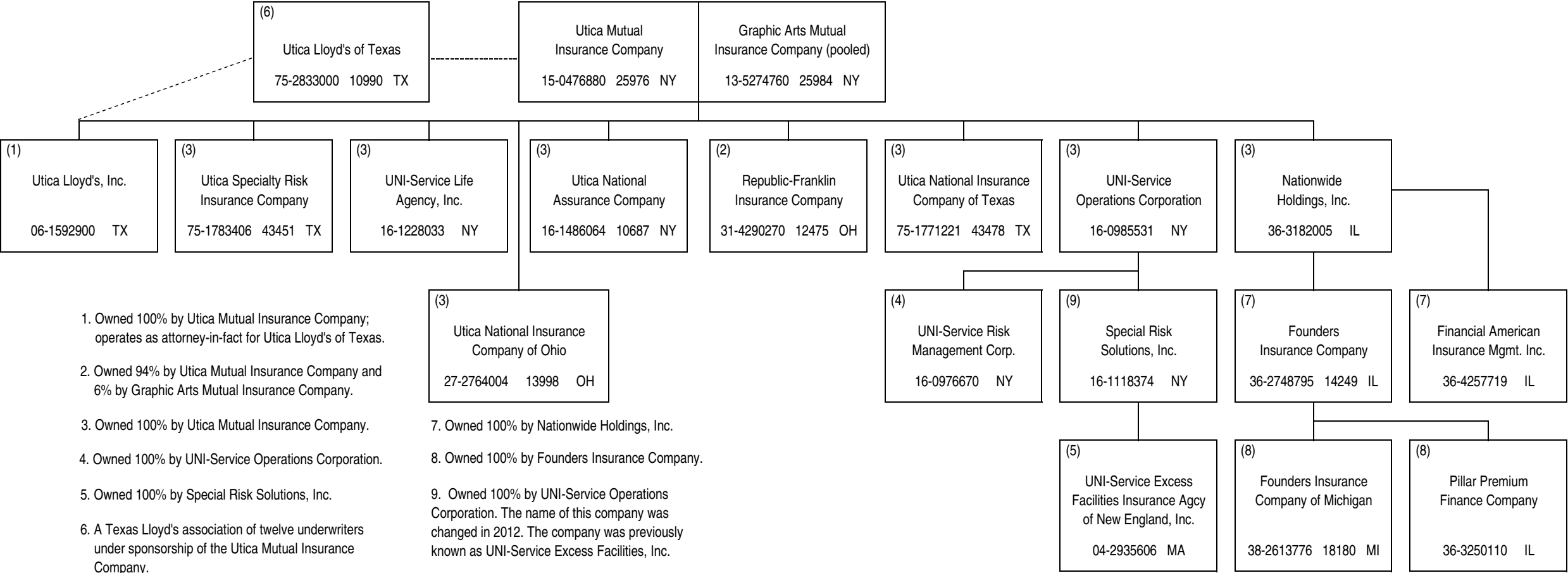
(a) Insert the number of L responses except for Canada and Other Alien.

STATEMENT AS OF SEPTEMBER 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 SEPTEMBER 30, 2012



SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

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.

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	94,250			
2.	Allied Lines	72,640	(20,634)	(28.4)	39.5
3.	Farmowners multiple peril				
4.	Homeowners multiple peril	6,455,240	3,073,084	47.6	99.3
5.	Commercial multiple peril	33,078,199	20,491,024	61.9	73.8
6.	Mortgage guaranty				
8.	Ocean marine				
9.	Inland marine	248,030	34,631	14.0	23.2
10.	Financial guaranty				
11.1	Medical professional liability - occurrence				
11.2	Medical professional liability - claims-made				
12.	Earthquake	8,161			
13.	Group accident and health				
14.	Credit accident and health				
15.	Other accident and health				
16.	Workers' compensation	26,423,543	14,522,827	55.0	84.0
17.1	Other liability - occurrence	3,153,881	5,865,249	186.0	3.0
17.2	Other liability - claims-made	4,583,275	1,360,578	29.7	57.8
17.3	Excess workers' compensation				
18.1	Products liability - occurrence	20,916			
18.2	Products liability - claims-made				
19.1,19.2	Private passenger auto liability	5,927,522	2,910,284	49.1	52.8
19.3,19.4	Commercial auto liability	19,630,933	10,687,165	54.4	35.8
21.	Auto physical damage	9,870,499	4,175,897	42.3	81.8
22.	Aircraft (all perils)				
23.	Fidelity		(3,000)		
24.	Surety	3,413	(17,000)	(498.1)	
26.	Burglary and theft	1,795	(5,000)	(278.6)	
27.	Boiler and machinery				
28.	Credit				
29.	International				
30.	Warranty				
31.	Reinsurance - Nonproportional Assumed Property	XXX	XXX	XXX	XXX
32.	Reinsurance - Nonproportional Assumed Liability	XXX	XXX	XXX	XXX
33.	Reinsurance - Nonproportional Assumed Financial Lines	XXX	XXX	XXX	XXX
34.	Aggregate write-ins for other lines of business				
35.	Totals	109,572,297	63,075,106	57.6	66.6
DETAILS OF WRITE-INS					
3401.	.....			
3402.	.....			
3403.	.....			
3498.	Summary of remaining write-ins for Line 34 from overflow page				
3499.	Totals (Lines 3401 through 3403 plus 3498)(Line 34 above)				

PART 2 - DIRECT PREMIUMS WRITTEN

Line of Business		1 Current Quarter	2 Current Year to Date	3 Prior Year Year to Date
1.	Fire	3,557	97,441	97,862
2.	Allied Lines	10,082	69,138	73,484
3.	Farmowners multiple peril			
4.	Homeowners multiple peril	2,921,705	7,565,638	5,669,340
5.	Commercial multiple peril	19,053,369	34,083,174	36,890,756
6.	Mortgage guaranty			
8.	Ocean marine			
9.	Inland marine	77,986	275,888	265,506
10.	Financial guaranty			
11.1	Medical professional liability - occurrence			
11.2	Medical professional liability - claims-made			
12.	Earthquake	2,639	8,803	7,113
13.	Group accident and health			
14.	Credit accident and health			
15.	Other accident and health			
16.	Workers' compensation	12,153,603	28,015,815	28,451,174
17.1	Other liability - occurrence	2,595,733	3,632,230	3,781,221
17.2	Other liability - claims-made	2,070,006	6,059,376	4,308,797
17.3	Excess workers' compensation			
18.1	Products liability - occurrence	6,444	22,973	27,110
18.2	Products liability - claims-made			
19.1,19.2	Private passenger auto liability	2,001,102	6,071,040	5,614,670
19.3,19.4	Commercial auto liability	10,659,818	20,930,634	21,465,140
21.	Auto physical damage	3,982,264	9,770,439	10,612,155
22.	Aircraft (all perils)			
23.	Fidelity			
24.	Surety	4,556	4,556	4,556
26.	Burglary and theft	87	814	1,600
27.	Boiler and machinery			
28.	Credit			
29.	International			
30.	Warranty			
31.	Reinsurance - Nonproportional Assumed Property	XXX	XXX	XXX
32.	Reinsurance - Nonproportional Assumed Liability	XXX	XXX	XXX
33.	Reinsurance - Nonproportional Assumed Financial Lines	XXX	XXX	XXX
34.	Aggregate write-ins for other lines of business			
35.	Totals	55,542,951	116,607,959	117,270,483
DETAILS OF WRITE-INS				
3401.	.....		
3402.	.....		
3403.	.....		
3498.	Summary of remaining write-ins for Line 34 from overflow page			
3499.	Totals (Lines 3401 through 3403 plus 3498)(Line 34 above)			

STATEMENT AS OF SEPTEMBER 30, 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	10,064	185	10,249	8,596	132	6,121	14,849	4,935	(5,018)	(83)									
2. 2010	2,855	3,253	6,108	1,504	26	1,531	2,077	135	2,349	4,561	726	(743)	(16)									
3. Subtotals 2010 + Prior	16,580	14,708	31,289	11,569	211	11,780	10,673	267	8,470	19,410	5,661	(5,761)	(99)									
4. 2011	4,330	5,452	9,782	2,181	220	2,400	3,109	357	3,841	7,306	959	(1,035)	(76)									
5. Subtotals 2011 + Prior	20,910	20,160	41,071	13,749	431	14,180	13,781	623	12,311	26,716	6,620	(6,795)	(175)									
6. 2012	XXX	XXX	XXX	XXX	2,642	2,642	XXX	2,276	4,163	6,438	XXX	XXX	XXX									
7. Totals	20,910	20,160	41,071	13,749	3,073	16,822	13,781	2,899	16,473	33,154	6,620	(6,795)	(175)									
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. 31.7	2. (33.7)	3. (0.4)									
											Col. 13, Line 7 As a % of Col. 1 Line 8											
											4. (0.4)											

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

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

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

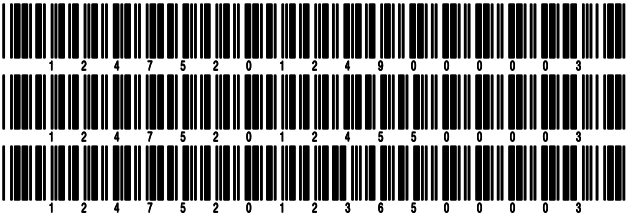
	Response
1. Will the Trusteed Surplus Statement be filed with the state of domicile and the NAIC with this statement?	NO
2. Will Supplement A to Schedule T (Medical Professional Liability Supplement) be filed with this statement?	NO
3. Will the Medicare Part D Coverage Supplement be filed with the state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

Explanations:

1.
2.
3.

Bar Codes:

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



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

OVERFLOW PAGE FOR WRITE-INS

Additional Write-ins for Assets Line 25

		Current Statement Date			4 December 31 Prior Year Net Admitted Assets
		1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
2504.	Miscellaneous Office Equipment	317,927	317,927		
2505.	Clearing Accounts	19,540	19,540		
2506.	Deposits	400	400		
2597.	Summary of remaining write-ins for Line 25 from overflow page	337,867	337,867		

Additional Write-ins for Liabilities Line 25

		1 Current Statement Date	2 December 31, Prior Year
2504.	Assumed Reinsurance Payable	17,043	
2597.	Summary of remaining write-ins for Line 25 from overflow page	17,043	

SCHEDULE A - VERIFICATION

Real Estate

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

SCHEDULE B - VERIFICATION

Mortgage Loans

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

SCHEDULE BA - VERIFICATION

Other Long-Term Invested Assets

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

SCHEDULE D - VERIFICATION

Bonds and Stocks

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year	81,521,384	78,097,026
2. Cost of bonds and stocks acquired	116,288	39,498,334
3. Accrual of discount	19,585	31,310
4. Unrealized valuation increase (decrease)		(1,532,834)
5. Total gain (loss) on disposals	(2,381)	3,786,317
6. Deduct consideration for bonds and stocks disposed of	7,375,372	38,020,088
7. Deduct amortization of premium	315,292	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)	73,964,212	81,521,384
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	73,964,212	81,521,384

STATEMENT AS OF SEPTEMBER 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)	64,118,933		2,009,234	(94,174)	66,284,237	64,118,933	62,015,525	68,463,576
2. Class 2 (a)	12,065,487			(16,800)	12,082,069	12,065,487	12,048,687	13,157,798
3. Class 3 (a)								
4. Class 4 (a)								
5. Class 5 (a)								
6. Class 6 (a)								
7. Total Bonds	76,184,420		2,009,234	(110,974)	78,366,306	76,184,420	74,064,212	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	76,184,420		2,009,234	(110,974)	78,366,306	76,184,420	74,064,212	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 \$.....

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)	

SCHEDULE DB - PART B - VERIFICATION

Futures Contracts

1.	Book/Adjusted carrying value, December 31 of prior year	
2.	Net cash deposits (Section 1, Broker Name/Net Cash Deposits Footnote)	
3.1	Change in variation margin on open contracts	
3.2	Add:	
	Change in adjustment to basis of hedged item	
3.21	Section 1, Column 17, current year to date minus	
3.22	Section 1, Column 17, prior year	
	Change in amount recognized	
3.23	Section 1, Column 16, current year to date minus	
3.24	Section 1, Column 16, prior year	
3.3	Subtotal (Line 3.1 minus Line 3.2)	
4.1	Variation margin on terminated contracts during the year	
4.2	Less:	
	4.21 Amount used to adjust basis of hedged item	
	4.22 Amount recognized	
4.3	Subtotal (Line 4.1 minus Line 4.2)	
5.	Dispositions gains (losses) on contracts terminated in prior year:	
	5.1 Recognized	
	5.2 Used to adjust basis of hedged items	
6.	Book/Adjusted carrying value at end of current period (Lines 1+2+3.3-4.3-5.1-5.2)	
7.	Deduct total nonadmitted amounts	
8.	Statement value at end of current period (Line 6 minus Line 7)	

SCHEDULE DB - PART C - SECTION 1

[illegible]

STATEMENT AS OF SEPTEMBER 30, 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		XXX		XXX		XXX		XXX	
4. Less: Closed or Disposed of Transactions.....										
5. Less: Positions Disposed of for Failing Effectiveness Criteria.....										
6. Less: Decreases in Replication (Synthetic Asset) Transactions Statement Value	XXX		XXX		XXX		XXX		XXX	
7. Ending Inventory										

SCHEDULE DB - VERIFICATION

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

		Book/Adjusted Carrying Value Check
1.	Part A, Section 1, Column 14.....	.....
2.	Part B, Section 1, Column 14.....	.....
3.	Total (Line 1 plus Line 2).....	.....
4.	Part D, Column 5.....	.....
5.	Part D, Column 6.....	.....
6.	Total (Line 3 minus Line 4 minus Line 5).....	.....
		Fair Value Check
7.	Part A, Section 1, Column 16.....	.....
8.	Part B, Section 1, Column 13.....	.....
9.	Total (Line 7 plus Line 8).....	.....
10.	Part D, Column 8.....	.....
11.	Part D, Column 9.....	.....
12.	Total (Line 9 minus Line 10 minus Line 11).....	.....
		Potential Exposure Check
13.	Part A, Section 1, Column 21.....	.....
14.	Part B, Section 1, Column 19.....	.....
15.	Part D, Column 11.....	.....
16.	Total (Line 13 plus Line 14 minus Line 15).....	.....

NONE

SCHEDULE E - VERIFICATION

(Cash Equivalents)

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year		1,179,733
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 SEPTEMBER 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	Location		4	5	6	7	8	9
Description of Property	2 City	3 State	Date Acquired	Name of Vendor	Actual Cost at Time of Acquisition	Amount of Encumbrances	Book/Adjusted Carrying Value Less Encumbrances	Additional Investment Made After Acquisition
<div style="font-size: 100px; font-weight: bold; opacity: 0.5;">NONE</div>								
0399999 - Totals								

SCHEDULE A - PART 3

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

[illegible]

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

SCHEDULE B - PART 2

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

[illegible]

SCHEDULE B - PART 3

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

[illegible]

STATEMENT AS OF SEPTEMBER 30, 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

[illegible]

SCHEDULE BA - PART 3

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

[illegible]

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

SCHEDULE D - PART 3

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

[illegible]

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

STATEMENT AS OF SEPTEMBER 30, 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	For- eign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consid- eration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amor- tization)/ Accretion	Current Year's Other Than Temporary Impairment Recogn- ized	Total Change in Book/ Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book /Adjusted Carrying Value	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Stated Con- tractual Maturity Date	NAIC Design- ation or Market In- dicator (a)
.36202E-RS-0	G2 4097		09/01/2012	MBS PAYMENT		35,248	35,248	34,571	35,137		111		111		35,248				1,199	03/20/2038	1
.36202F-ZX-7	G2 5258		09/01/2012	MBS PAYMENT		77,931	77,931	80,963	78,222		(291)		(291)		77,931				1,886	12/20/2041	1
.36205B-4L-3	GN 386127		09/01/2012	MBS PAYMENT		414	414	415	414						414				22	01/15/2030	1
.36209D-B2-9	GN 468157		09/01/2012	MBS PAYMENT		258	258	258	258						258				11	08/15/2028	1
.36209M-4A-9	GN 476117		09/01/2012	MBS PAYMENT		34	34	35	34						34				2	07/15/2028	1
.36209U-PA-8	GN 482017		09/01/2012	MBS PAYMENT		2,548	2,548	2,546	2,548		1		1		2,548				122	08/15/2028	1
.36209W-4J-8	GN 484225		09/01/2012	MBS PAYMENT		55	55	62	55						55				2	08/15/2028	1
.36210Y-D9-3	GN 506028		09/01/2012	MBS PAYMENT		263	263	263	263						263				13	10/15/2029	1
.36211C-QY-1	GN 509071		09/01/2012	MBS PAYMENT		345	345	327	344						345				15	05/15/2029	1
.36213E-L3-8	GN 552146		09/01/2012	MBS PAYMENT		3,320	3,320	3,340	3,324		(3)		(3)		3,320				134	11/15/2016	1
.36220U-Z2-0	GN 288861		09/01/2012	MBS PAYMENT		1,310	1,310	1,300	1,308		2		2		1,310				65	12/15/2022	1
.36224J-HS-4	GN 329741		09/01/2012	MBS PAYMENT		142	142	145	142		(1)		(1)		142				7	01/15/2023	1
.36225A-KU-3	GN 780307		09/01/2012	MBS PAYMENT		176	176	189	177		(1)		(1)		176				11	12/15/2021	1
.36225A-NY-2	GN 780407		09/01/2012	MBS PAYMENT		1,061	1,061	1,068	1,062		(1)		(1)		1,061				48	08/15/2024	1
.36225A-XC-9	GN 780675		09/01/2012	MBS PAYMENT		1,599	1,599	1,609	1,601		(1)		(1)		1,599				74	09/15/2024	1
.36290S-ZC-8	GN 616439		09/01/2012	MBS PAYMENT		1,959	1,959	1,952	1,958		1		1		1,959				65	06/15/2024	1
0599999 Subtotal - Bonds - U.S. Governments						126,663	126,663	129,043	126,847		(183)		(183)		126,663				3,676	XXX	XXX
.31283G-K8-9	FG 600319		09/01/2012	MBS PAYMENT		178	178	187	179		(1)		(1)		178				11	04/01/2025	1
.31283H-HN-8	FG 601137		09/01/2012	MBS PAYMENT		94	94	93	94						94				5	09/01/2030	1
.31287Q-ND-9	FG 664888		09/01/2012	MBS PAYMENT		1,733	1,733	1,754	1,735		(2)		(2)		1,733				81	03/01/2032	1
.31288E-B5-5	FG 675460		09/01/2012	MBS PAYMENT		6,200	6,200	6,290	6,205		(5)		(5)		6,200				225	01/01/2033	1
.31286W-Z2-0	FG 692592		09/01/2012	MBS PAYMENT		6,487	6,487	6,687	6,525		(39)		(39)		6,487				242	11/01/2017	1
.3128MC-UW-3	FG 613997		09/01/2012	MBS PAYMENT		32,895	32,895	33,717	33,103		(208)		(208)		32,895				881	12/01/2025	1
.312926-ZB-7	FG A80738		09/01/2012	MBS PAYMENT		9,923	9,923	9,941	9,923						9,923				373	06/01/2038	1
.31292H-D6-8	FG C01025		09/01/2012	MBS PAYMENT		47	47	48	47						47				3	07/01/2030	1
.31292H-S8-8	FG C01443		09/01/2012	MBS PAYMENT		8,421	8,421	8,524	8,444		(23)		(23)		8,421				311	01/01/2033	1
.31292H-SZ-8	FG C01436		09/01/2012	MBS PAYMENT		10,343	10,343	10,464	10,371		(28)		(28)		10,343				379	12/01/2032	1
.31293R-ME-8	FG C27557		09/01/2012	MBS PAYMENT		181	181	172	180						181				8	06/01/2029	1
.312942-NF-8	FG A93990		09/01/2012	MBS PAYMENT		37,664	37,664	38,965	37,850		(186)		(186)		37,664				1,016	09/01/2040	1
.31298U-CF-4	FG C57270		09/01/2012	MBS PAYMENT		3,744	3,744	3,688	3,743						3,744				133	09/01/2031	1
.31298W-CR-4	FG C59080		09/01/2012	MBS PAYMENT		4,954	4,954	4,927	4,947		7		7		4,954				221	10/01/2031	1
.31326D-H5-4	FG 000252		09/01/2012	MBS PAYMENT		57,613	57,613	59,089	57,768		(156)		(156)		57,613				1,736	04/01/2041	1
.31326K-2F-2	FG 004674		09/01/2012	MBS PAYMENT		124,865	124,865	130,055	125,376		(511)		(511)		124,865				3,396	12/01/2041	1
.31326K-7H-3	FG 004796		09/01/2012	MBS PAYMENT		148,259	148,259	155,672	148,920		(661)		(661)		148,259				4,096	11/01/2041	1
.31326K-V9-4	FG 004540		09/01/2012	MBS PAYMENT		231,875	231,875	236,322	232,472		(598)		(598)		231,875				5,506	11/01/2041	1
.31326K-ZN-9	FG 004649		09/01/2012	MBS PAYMENT		177,220	177,220	180,100	177,587		(367)		(367)		177,220				4,221	11/01/2041	1
.31326L-FM-1	FG 004972		09/01/2012	MBS PAYMENT		188,157	188,157	192,259	188,619		(462)		(462)		188,157				4,562	12/01/2041	1
.313615-LF-1	FN 50726		09/01/2012	MBS PAYMENT		541	541	542	541						541				25	05/01/2023	1
.31365D-UL-7	FN 124887		09/01/2012	MBS PAYMENT		1,015	1,015	1,021	1,016		(1)		(1)		1,015				47	06/01/2023	1
.31369S-LS-5	FN 219137		09/01/2012	MBS PAYMENT		207	207	206	207						207				9	08/01/2023	1
.31369T-N7-7	FN 220114		09/01/2012	MBS PAYMENT		130	130	130	130						130				6	06/01/2023	1
.31371J-PQ-1	FN 253431		09/01/2012	MBS PAYMENT		404	404	405	404						404				20	09/01/2015	1
.31371K-HW-4	FN 254145		09/01/2012	MBS PAYMENT		5,503	5,503	5,547	5,516		(13)		(13)		5,503				208	01/01/2032	1
.31371N-CM-5	FN 256676		09/01/2012	MBS PAYMENT		24,265	24,265	24,053	24,219		46		46		24,265				893	04/01/2027	1
.31380S-SJ-8	FN 449149		09/01/2012	MBS PAYMENT		2,453	2,453	2,421	2,452		1		1		2,453				110	12/01/2028	1
.31384P-J6-3	FN 529585		09/01/2012	MBS PAYMENT		303	303	292	301		2		2		303				14	05/01/2015	1
.31385C-Y0-0	FN 540819		09/01/2012	MBS PAYMENT		323	323	320	323		1		1		323				15	08/01/2015	1
.31386T-FU-4	FN 572679		09/01/2012	MBS PAYMENT		1,053	1,053	1,069	1,055		(2)		(2)		1,053				51	04/01/2031	1
.31390E-SX-1	FN 644134		09/01/2012	MBS PAYMENT		1,383	1,383	1,391	1,384		(1)		(1)		1,383				67	05/01/2032	1
.31390X-VK-3	FN 659518		09/01/2012	MBS PAYMENT		3,893	3,893	3,984	3,916		(22)		(22)		3,893				148	03/01/2033	1
.31391A-WP-0	FN 661354		09/01/2012	MBS PAYMENT		204	204	209	205		(2)		(2)		204				8	09/01/2032	1
.31393N-TJ-2	FHR 2587 HW		09/01/2012	MBS PAYMENT		43,343	43,343	41,772	43,196		146		146		43,343				1,324	03/15/2030	1
.31395H-WA-4	FHR 2893 PC		09/01/2012	MBS PAYMENT		222,042	222,042	223,673	222,042						222,042				7,461	11/15/2018	1
.31403A-XD-2	FN 743276		09/01/2012	MBS PAYMENT		334	334	343	334						334				13	10/01/2033	1
.31403C-6L-0	FN 745275		09/01/2012	MBS PAYMENT		17,473	17,473	17,022	17,362				111		17,473				584	02/01/2036	1
.31403C-6U-0	FN 745283		09/01/2012	MBS PAYMENT		29,642	29,642	28,633	29,520		122		122		29,642				1,086	01/01/2036	1
.31404F-J4-6	FN 767183		09/01/2012	MBS PAYMENT		12,980	12,980	12,927	12,973		8		8		12,980				441	02/01/2019	1
.31408J-DS-7	FN 852513		09/01/2012	MBS PAYMENT		30,613	30,613	30,310	30,514		100		100		30,613				1,109	01/01/2036	1

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SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Ident- ification	Description	For- eign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consid- eration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amor- tization)/ Accretion	Current Year's Other Than Temporary Impairment Recog- nized	Total Change in Book/ Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book /Adjusted Carrying Value	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Stated Con- tractual Maturity Date	NAIC Desig- nation or Market In- dicator (a)
31409W-D9-9	FN 880428		09/01/2012	MBS PAYMENT		3,142	3,142	3,152	3,143		(2)		(2)		3,142				151	04/01/2036	1
31410F-SK-2	FN 888022		09/01/2012	MBS PAYMENT		22,614	22,614	22,607	22,614						22,614				758	02/01/2036	1
31410X-ZR-0	FN 900852		09/01/2012	MBS PAYMENT		16,109	16,109	16,192	16,115		(6)		(6)		16,109				683	01/01/2037	1
31417Y-RW-9	FN MA0500		09/01/2012	MBS PAYMENT		32,731	32,731	33,963	32,887		(156)		(156)		32,731				1,121	08/01/2040	1
31417Y-T7-2	FN MA0573		09/01/2012	MBS PAYMENT		41,544	41,544	42,855	41,741		(197)		(197)		41,544				970	11/01/2025	1
31419F-FW-1	FN AE4680		09/01/2012	MBS PAYMENT		32,206	32,206	33,395	32,299		(93)		(93)		32,206				873	11/01/2040	1
31419G-XX-7	FN AE6093		09/01/2012	MBS PAYMENT		29,492	29,492	30,594	29,642		(150)		(150)		29,492				694	10/01/2025	1
3199999. Subtotal - Bonds - U.S. Special Revenues						1,626,795	1,626,795	1,657,982	1,630,139		(3,348)		(3,348)		1,626,795				46,295	XXX	XXX
00110A-AB-0	AEPTC 2006-A A2		07/01/2012	MBS PAYMENT		66,568	66,568	66,561	66,561						66,561		7	7	3,315	07/01/2015	1FE
302583-AB-5	FPL 2007-A A2		08/01/2012	MBS PAYMENT		82,007	82,007	81,543	81,972		38		38		82,007				4,138	08/01/2015	1FE
36161H-AC-5	GEEMT 2010-1 A3		09/14/2012	MBS PAYMENT		102,841	102,841	102,877	102,875		(34)		(34)		102,841				633	07/14/2014	1FE
46625M-V6-3	JPMCC 2004-C1 A2		09/01/2012	MBS PAYMENT		4,367	4,367	4,388	4,367						4,367				125	01/15/2038	1FM
3899999. Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)						255,783	255,783	255,369	255,775		4		4		255,776		7	7	8,211	XXX	XXX
8399997. Total - Bonds - Part 4						2,009,241	2,009,241	2,042,394	2,012,761		(3,527)		(3,527)		2,009,234			7	58,182	XXX	XXX
8399998. Total - Bonds - Part 5						XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
8399999. Total - Bonds						2,009,241	2,009,241	2,042,394	2,012,761		(3,527)		(3,527)		2,009,234		7	7	58,182	XXX	XXX
8999997. Total - Preferred Stocks - Part 4							XXX													XXX	XXX
8999998. Total - Preferred Stocks - Part 5						XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
8999999. Total - Preferred Stocks							XXX													XXX	XXX
9799997. Total - Common Stocks - Part 4							XXX													XXX	XXX
9799998. Total - Common Stocks - Part 5						XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
9799999. Total - Common Stocks							XXX													XXX	XXX
9899999. Total - Preferred and Common Stocks							XXX													XXX	XXX
9999999 - Totals						2,009,241	XXX	2,042,394	2,012,761		(3,527)		(3,527)		2,009,234		7	7	58,182	XXX	XXX

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

SCHEDULE DB - PART A - SECTION 1

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

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

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

SCHEDULE DB - PART B - SECTION 1

[illegible]

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

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

SCHEDULE DB - PART D

Counterparty Exposure for Derivative Instruments Open as of Current Statement Date

[illegible]

SCHEDULE DL - PART 1
SECURITIES LENDING COLLATERAL ASSETS

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

1. Total activity for the year 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

NONE

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 1 - CASH

E11

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

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned End of Current Quarter

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



DIRECTOR AND OFFICER INSURANCE COVERAGE SUPPLEMENT

Year To Date For The Period Ended SEPTEMBER 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	\$ 4,064	\$

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 ☒ No ☐
- 2.2 Can the direct premium earned for D&O liability coverage provided as part of a CMP packaged policy be quantified or estimated?

Yes ☒ No ☐
- 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:

\$ 86,881

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.

\$