



PROPERTY AND CASUALTY COMPANIES - ASSOCIATION EDITION

ANNUAL STATEMENT

FOR THE YEAR ENDED DECEMBER 31, 2012
OF THE CONDITION AND AFFAIRS OF THE

Republic-Franklin Insurance Company

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

Organized under the Laws of Ohio, State of Domicile or Port of Entry Ohio
Country of Domicile United States of America

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

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

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

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

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

Internet Website Address www.uticanational.com

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

OFFICERS

Chairman & CEO James Douglas Robinson SVP & Secretary Kristen Holly Martin #
President & COO Brian Patrick Lytwynec SVP, CFO & Treasurer Raymond Edward Cox

OTHER

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

DIRECTORS OR TRUSTEES

Alfred Elliot Calligaris Roy Anthony Cardia Paul Alan Hagstrom, Ph.D.
Gregory Miller Harden # 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.....

ANNUAL STATEMENT FOR THE YEAR 2012 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

SUMMARY INVESTMENT SCHEDULE

Investment Categories	Gross Investment Holdings		Admitted Assets as Reported in the Annual Statement			
	1 Amount	2 Percentage	3 Amount	4 Securities Lending Reinvested Collateral Amount	5 Total (Col. 3 + 4) Amount	6 Percentage
1. Bonds:						
1.1 U.S. treasury securities	2,097,810	2.676	2,097,810		2,097,810	2.676
1.2 U.S. government agency obligations (excluding mortgage-backed securities):						
1.21 Issued by U.S. government agencies		0.000				0.000
1.22 Issued by U.S. government sponsored agencies		0.000				0.000
1.3 Non-U.S. government (including Canada, excluding mortgaged-backed securities)		0.000				0.000
1.4 Securities issued by states, territories, and possessions and political subdivisions in the U.S. :						
1.41 States, territories and possessions general obligations	2,369,504	3.022	2,369,504		2,369,504	3.022
1.42 Political subdivisions of states, territories and possessions and political subdivisions general obligations	104,625	0.133	104,625		104,625	0.133
1.43 Revenue and assessment obligations	5,724,605	7.302	5,724,605		5,724,605	7.302
1.44 Industrial development and similar obligations		0.000				0.000
1.5 Mortgage-backed securities (includes residential and commercial MBS):						
1.51 Pass-through securities:						
1.511 Issued or guaranteed by GNMA	2,885,552	3.680	2,885,552		2,885,552	3.680
1.512 Issued or guaranteed by FNMA and FHLMC	8,978,193	11.452	8,978,193		8,978,193	11.452
1.513 All other		0.000				0.000
1.52 CMOs and REMICs:						
1.521 Issued or guaranteed by GNMA, FNMA, FHLMC or VA	4,650,830	5.932	4,650,830		4,650,830	5.932
1.522 Issued by non-U.S. Government issuers and collateralized by mortgage-backed securities issued or guaranteed by agencies shown in Line 1.521		0.000				0.000
1.523 All other	2,127,086	2.713	2,127,086		2,127,086	2.713
2. Other debt and other fixed income securities (excluding short-term):						
2.1 Unaffiliated domestic securities (includes credit tenant loans and hybrid securities)	31,838,434	40.610	31,838,434		31,838,434	40.610
2.2 Unaffiliated non-U.S. securities (including Canada)	7,127,272	9.091	7,127,272		7,127,272	9.091
2.3 Affiliated securities		0.000				0.000
3. Equity interests:						
3.1 Investments in mutual funds		0.000				0.000
3.2 Preferred stocks:						
3.21 Affiliated		0.000				0.000
3.22 Unaffiliated		0.000				0.000
3.3 Publicly traded equity securities (excluding preferred stocks):						
3.31 Affiliated		0.000				0.000
3.32 Unaffiliated		0.000				0.000
3.4 Other equity securities:						
3.41 Affiliated		0.000				0.000
3.42 Unaffiliated		0.000				0.000
3.5 Other equity interests including tangible personal property under lease:						
3.51 Affiliated		0.000				0.000
3.52 Unaffiliated		0.000				0.000
4. Mortgage loans:						
4.1 Construction and land development		0.000				0.000
4.2 Agricultural		0.000				0.000
4.3 Single family residential properties		0.000				0.000
4.4 Multifamily residential properties		0.000				0.000
4.5 Commercial loans		0.000				0.000
4.6 Mezzanine real estate loans		0.000				0.000
5. Real estate investments:						
5.1 Property occupied by company		0.000				0.000
5.2 Property held for production of income (including \$ 0 of property acquired in satisfaction of debt)		0.000				0.000
5.3 Property held for sale (including \$ 0 property acquired in satisfaction of debt)		0.000				0.000
6. Contract loans		0.000				0.000
7. Derivatives		0.000				0.000
8. Receivables for securities		0.000				0.000
9. Securities Lending (Line 10, Asset Page reinvested collateral)		0.000		XXX	XXX	XXX
10. Cash, cash equivalents and short-term investments	10,497,254	13.389	10,497,254		10,497,254	13.389
11. Other invested assets		0.000				0.000
12. Total invested assets	78,401,165	100.000	78,401,165		78,401,165	100.000

Schedule A - Verification - Real Estate

N O N E

Schedule B - Verification - Mortgage Loans

N O N E

SCHEDULE BA - VERIFICATION BETWEEN YEARS

Other Long-Term Invested Assets

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

NONE

SCHEDULE D - VERIFICATION BETWEEN YEARS

Bonds and Stocks

1.	Book/adjusted carrying value, December 31 of prior year	81,521,384
2.	Cost of bonds and stocks acquired, Part 3, Column 7	13,231,640
3.	Accrual of discount	26,688
4.	Unrealized valuation increase (decrease):	
4.1	Part 1, Column 12	
4.2	Part 2, Section 1, Column 15	
4.3	Part 2, Section 2, Column 13	
4.4	Part 4, Column 11	
5.	Total gain (loss) on disposals, Part 4, Column 19	914,956
6.	Deduction consideration for bonds and stocks disposed of, Part 4, Column 7	27,371,171
7.	Deduct amortization of premium	419,576
8.	Total foreign exchange change in book/adjusted carrying value:	
8.1	Part 1, Column 15	
8.2	Part 2, Section 1, Column 19	
8.3	Part 2, Section 2, Column 16	
8.4	Part 4, Column 15	
9.	Deduct current year's other than temporary impairment recognized:	
9.1	Part 1, Column 14	
9.2	Part 2, Section 1, Column 17	
9.3	Part 2, Section 2, Column 14	
9.4	Part 4, Column 13	
10.	Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	67,903,921
11.	Deduct total nonadmitted amounts	
12.	Statement value at end of current period (Line 10 minus Line 11)	67,903,921

ANNUAL STATEMENT FOR THE YEAR 2012 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

SCHEDULE D - SUMMARY BY COUNTRY

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

Description		1 Book/Adjusted Carrying Value	2 Fair Value	3 Actual Cost	4 Par Value of Bonds
BONDS					
Governments (Including all obligations guaranteed by governments)	1. United States	8,588,691	9,411,909	8,606,072	8,314,731
	2. Canada				
	3. Other Countries				
	4. Totals	8,588,691	9,411,909	8,606,072	8,314,731
U.S. States, Territories and Possessions (Direct and guaranteed)	5. Totals	2,369,504	2,701,938	2,465,290	2,250,000
U.S. Political Subdivisions of States, Territories and Possessions (Direct and guaranteed)	6. Totals	104,625	117,526	109,683	100,000
U.S. Special revenue and special assessment obligations and all non- guaranteed obligations of agencies and authorities of governments and their political subdivisions	7. Totals	15,748,302	16,919,010	15,956,284	15,359,119
Industrial and Miscellaneous and Hybrid Securities (unaffiliated)	8. United States	33,965,520	36,422,819	34,119,230	33,667,713
	9. Canada	1,956,776	2,292,642	1,965,887	1,940,000
	10. Other Countries	5,170,496	5,970,663	5,185,189	5,115,000
	11. Totals	41,092,792	44,686,124	41,270,306	40,722,713
Parent, Subsidiaries and Affiliates	12. Totals				
	13. Total Bonds	67,903,914	73,836,507	68,407,635	66,746,563
PREFERRED STOCKS					
Industrial and Miscellaneous (unaffiliated)	14. United States				
	15. Canada				
	16. Other Countries				
	17. Totals				
Parent, Subsidiaries and Affiliates	18. Totals				
	19. Total Preferred Stocks				
COMMON STOCKS					
Industrial and Miscellaneous (unaffiliated)	20. United States				
	21. Canada				
	22. Other Countries				
	23. Totals				
Parent, Subsidiaries and Affiliates	24. Totals				
	25. Total Common Stocks				
	26. Total Stocks				
	27. Total Bonds and Stocks	67,903,914	73,836,507	68,407,635	

ANNUAL STATEMENT FOR THE YEAR 2012 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

SCHEDULE D - PART 1A - SECTION 1

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

Quality Rating per the NAIC Designation	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Col. 6 as a % of Line 9.7	8 Total from Col. 6 Prior Year	9 % From Col. 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed (a)
1. U.S. Governments											
1.1 Class 1	7,334,688	3,477,445	2,516,678	1,974,099	35,252	15,338,161	19.6	9,031,238	11.1	15,338,161	
1.2 Class 2											
1.3 Class 3											
1.4 Class 4											
1.5 Class 5											
1.6 Class 6											
1.7 Totals	7,334,688	3,477,445	2,516,678	1,974,099	35,252	15,338,161	19.6	9,031,238	11.1	15,338,161	
2. All Other Governments											
2.1 Class 1											
2.2 Class 2											
2.3 Class 3											
2.4 Class 4											
2.5 Class 5											
2.6 Class 6											
2.7 Totals											
3. U.S. States, Territories and Possessions etc., Guaranteed											
3.1 Class 1		1,573,955	795,549			2,369,504	3.0	2,389,989	2.9	2,369,504	
3.2 Class 2											
3.3 Class 3											
3.4 Class 4											
3.5 Class 5											
3.6 Class 6											
3.7 Totals		1,573,955	795,549			2,369,504	3.0	2,389,989	2.9	2,369,504	
4. U.S. Political Subdivisions of States, Territories and Possessions, Guaranteed											
4.1 Class 1		104,625				104,625	0.1	105,610	0.1	104,625	
4.2 Class 2											
4.3 Class 3											
4.4 Class 4											
4.5 Class 5											
4.6 Class 6											
4.7 Totals		104,625				104,625	0.1	105,610	0.1	104,625	
5. U.S. Special Revenue & Special Assessment Obligations, etc., Non-Guaranteed											
5.1 Class 1	2,786,557	7,327,714	3,753,255	1,300,619	46,168	15,214,312	19.4	27,815,211	34.1	15,214,313	
5.2 Class 2			533,989			533,989	0.7	538,476	0.7	533,989	
5.3 Class 3											
5.4 Class 4											
5.5 Class 5											
5.6 Class 6											
5.7 Totals	2,786,557	7,327,714	4,287,243	1,300,619	46,168	15,748,301	20.1	28,353,687	34.7	15,748,302	

ANNUAL STATEMENT FOR THE YEAR 2012 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

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

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

Quality Rating per the NAIC Designation	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Col. 6 as a % of Line 9.7	8 Total from Col. 6 Prior Year	9 % From Col. 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed (a)
6. Industrial & Miscellaneous (Unaffiliated)											
6.1 Class 1	4,775,520	12,240,485	12,134,125	2,243,013		31,393,143	40.1	29,121,528	35.7	31,317,797	75,346
6.2 Class 2	123,855	5,101,060	7,900,737	173,640		13,299,292	17.0	12,619,322	15.5	12,538,019	761,273
6.3 Class 3											
6.4 Class 4											
6.5 Class 5											
6.6 Class 6											
6.7 Totals	4,899,375	17,341,545	20,034,862	2,416,653		44,692,435	57.1	41,740,850	51.1	43,855,816	836,619
7. Hybrid Securities											
7.1 Class 1											
7.2 Class 2											
7.3 Class 3											
7.4 Class 4											
7.5 Class 5											
7.6 Class 6											
7.7 Totals											
8. Parent, Subsidiaries and Affiliates											
8.1 Class 1											
8.2 Class 2											
8.3 Class 3											
8.4 Class 4											
8.5 Class 5											
8.6 Class 6											
8.7 Totals											

ANNUAL STATEMENT FOR THE YEAR 2012 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

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

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

	1	2	3	4	5	6	7	8	9	10	11
Quality Rating per the NAIC Designation	1 Year or Less	Over 1 Year Through 5 Years	Over 5 Years Through 10 Years	Over 10 Years Through 20 Years	Over 20 Years	Total Current Year	Col. 6 as a % of Line 9.7	Total from Col. 6 Prior Year	% From Col. 7 Prior Year	Total Publicly Traded	Total Privately Placed (a)
9. Total Bonds Current Year											
9.1 Class 1	(d) 14,896,765	24,724,224	19,199,606	5,517,730	81,421	64,419,745	82.3	XXX	XXX	64,344,400	75,346
9.2 Class 2	(d) 123,855	5,101,060	8,434,726	173,640		13,833,281	17.7	XXX	XXX	13,072,008	761,273
9.3 Class 3	(d)							XXX	XXX		
9.4 Class 4	(d)							XXX	XXX		
9.5 Class 5	(d)					(c)		XXX	XXX		
9.6 Class 6	(d)					(c)		XXX	XXX		
9.7 Totals	15,020,620	29,825,284	27,634,331	5,691,370	81,421	78,253,026	100.0	XXX	XXX	77,416,408	836,619
9.8 Line 9.7 as a % of Col. 6	19.2	38.1	35.3	7.3	0.1	100.0	XXX	XXX	XXX	98.9	1.1
10. Total Bonds Prior Year											
10.1 Class 1	7,781,401	25,277,706	26,574,459	8,385,378	444,632	XXX	XXX	68,463,576	83.9	67,963,406	500,170
10.2 Class 2		3,162,873	9,235,587	759,338		XXX	XXX	13,157,798	16.1	12,644,568	513,230
10.3 Class 3						XXX	XXX				
10.4 Class 4						XXX	XXX				
10.5 Class 5						XXX	XXX	(c)			
10.6 Class 6						XXX	XXX	(c)			
10.7 Totals	7,781,401	28,440,579	35,810,046	9,144,716	444,632	XXX	XXX	81,621,374	100.0	80,607,974	1,013,400
10.8 Line 10.7 as a % of Col. 8	9.5	34.8	43.9	11.2	0.5	XXX	XXX	100.0	XXX	98.8	1.2
11. Total Publicly Traded Bonds											
11.1 Class 1	14,821,419	24,724,224	19,199,605	5,517,731	81,421	64,344,400	82.2	67,963,406	83.3	64,344,400	XXX
11.2 Class 2	123,855	5,101,060	7,673,454	173,640		13,072,009	16.7	12,644,568	15.5	13,072,009	XXX
11.3 Class 3											XXX
11.4 Class 4											XXX
11.5 Class 5											XXX
11.6 Class 6											XXX
11.7 Totals	14,945,274	29,825,284	26,873,059	5,691,371	81,421	77,416,409	98.9	80,607,974	98.8	77,416,409	XXX
11.8 Line 11.7 as a % of Col. 6	19.3	38.5	34.7	7.4	0.1	100.0	XXX	XXX	XXX	100.0	XXX
11.9 Line 11.7 as a % of Line 9.7, Col. 6, Section 9	19.1	38.1	34.3	7.3	0.1	98.9	XXX	XXX	XXX	98.9	XXX
12. Total Privately Placed Bonds											
12.1 Class 1	75,346					75,346	0.1	500,170	0.6	XXX	75,346
12.2 Class 2			761,272			761,272	1.0	513,230	0.6	XXX	761,272
12.3 Class 3										XXX	
12.4 Class 4										XXX	
12.5 Class 5										XXX	
12.6 Class 6										XXX	
12.7 Totals	75,346		761,272			836,618	1.1	1,013,400	1.2	XXX	836,618
12.8 Line 12.7 as a % of Col. 6	9.0		91.0			100.0	XXX	XXX	XXX	XXX	100.0
12.9 Line 12.7 as a % of Line 9.7, Col. 6, Section 9	0.1		1.0			1.1	XXX	XXX	XXX	XXX	1.1

(a) Includes \$ 836,618 freely tradable under SEC Rule 144 or qualified for resale under SEC Rule 144A.

(b) Includes \$ current year, \$ prior year of bonds with Z designations and \$, current year \$ prior year of bonds with Z* designations. The letter "Z" means the NAIC designation was not assigned by the Securities Valuation Office (SVO) at the date of the statement. "Z*" means the SVO could not evaluate the obligation because valuation procedures for the security class are under regulatory review.

(c) Includes \$ current year, \$ prior year of bonds with 5* designations and \$, current year \$ prior year of bonds with 6* designations. "5*" means the NAIC designation was assigned by the (SVO) in reliance on the insurer's certification that the issuer is current in all principal and interest payments. "6*" means the NAIC designation was assigned by the SVO due to inadequate certification of principal and interest payments.

(d) Includes the following amount of non-rated short-term and cash equivalent bonds by NAIC designation: NAIC 1 \$ 10,349,115 ; NAIC 2 \$; NAIC 3 \$; NAIC 4 \$; NAIC 5 \$; NAIC 6 \$

ANNUAL STATEMENT FOR THE YEAR 2012 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

SCHEDULE D - PART 1A - SECTION 2

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

Distribution by Type	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Col. 6 as a % of Line 9.5	8 Total from Col. 6 Prior Year	9 % From Col. 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed
1. U.S. Governments											
1.1 Issuer Obligations	6,749,473	1,463,725		634,084		8,847,283	11.3	4,905,549	6.0	8,847,283	
1.2 Residential Mortgage-Backed Securities	495,689	1,602,565	535,642	216,404	35,252	2,885,552	3.7	4,125,688	5.1	2,885,552	
1.3 Commercial Mortgage-Backed Securities	89,526	411,154	1,981,035	1,123,610		3,605,326	4.6			3,605,326	
1.4 Other Loan-Backed and Structured Securities											
1.5 Totals	7,334,688	3,477,445	2,516,676	1,974,098	35,252	15,338,160	19.6	9,031,237	11.1	15,338,161	
2. All Other Governments											
2.1 Issuer Obligations											
2.2 Residential Mortgage-Backed Securities											
2.3 Commercial Mortgage-Backed Securities											
2.4 Other Loan-Backed and Structured Securities											
2.5 Totals											
3. U.S. States, Territories and Possessions, Guaranteed											
3.1 Issuer Obligations		1,573,955	795,549			2,369,504	3.0	2,389,989	2.9	2,369,504	
3.2 Residential Mortgage-Backed Securities											
3.3 Commercial Mortgage-Backed Securities											
3.4 Other Loan-Backed and Structured Securities											
3.5 Totals		1,573,955	795,549			2,369,504	3.0	2,389,989	2.9	2,369,504	
4. U.S. Political Subdivisions of States, Territories and Possessions, Guaranteed											
4.1 Issuer Obligations		104,625				104,625	0.1	105,610	0.1	104,625	
4.2 Residential Mortgage-Backed Securities											
4.3 Commercial Mortgage-Backed Securities											
4.4 Other Loan-Backed and Structured Securities											
4.5 Totals		104,625				104,625	0.1	105,610	0.1	104,625	
5. U.S. Special Revenue & Special Assessment Obligations etc., Non-Guaranteed											
5.1 Issuer Obligations		2,815,786	2,408,819	500,000		5,724,605	7.3	5,662,158	6.9	5,724,605	
5.2 Residential Mortgage-Backed Securities	2,786,557	4,511,928	1,878,425	800,619	46,168	10,023,697	12.8	19,076,443	23.4	10,023,697	
5.3 Commercial Mortgage-Backed Securities								3,615,086	4.4		
5.4 Other Loan-Backed and Structured Securities											
5.5 Totals	2,786,557	7,327,714	4,287,244	1,300,619	46,168	15,748,302	20.1	28,353,687	34.7	15,748,302	
6. Industrial and Miscellaneous											
6.1 Issuer Obligations	4,174,033	15,939,801	20,034,862	2,416,653		42,565,349	54.4	37,146,074	45.5	41,804,076	761,273
6.2 Residential Mortgage-Backed Securities											
6.3 Commercial Mortgage-Backed Securities	31,029	1,233,981				1,265,010	1.6	1,295,210	1.6	1,265,011	
6.4 Other Loan-Backed and Structured Securities	694,313	167,762				862,075	1.1	3,299,569	4.0	786,729	75,346
6.5 Totals	4,899,375	17,341,544	20,034,862	2,416,653		44,692,434	57.1	41,740,853	51.1	43,855,816	836,619
7. Hybrid Securities											
7.1 Issuer Obligations											
7.2 Residential Mortgage-Backed Securities											
7.3 Commercial Mortgage-Backed Securities											
7.4 Other Loan-Backed and Structured Securities											
7.5 Totals											
8. Parent, Subsidiaries and Affiliates											
8.1 Issuer Obligations											
8.2 Residential Mortgage-Backed Securities											
8.3 Commercial Mortgage-Backed Securities											
8.4 Other Loan-Backed and Structured Securities											
8.5 Totals											

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ANNUAL STATEMENT FOR THE YEAR 2012 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

SCHEDULE D - PART 1A - SECTION 2 (Continued)

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

Distribution by Type	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Col. 6 as a % of Line 9.5	8 Total from Col. 6 Prior Year	9 % From Col. 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed
9. Total Bonds Current Year											
9.1 Issuer Obligations	10,923,506	21,897,893	23,239,230	3,550,737		59,611,366	76.2	XXX	XXX	58,850,093	761,273
9.2 Residential Mortgage-Backed Securities	3,282,246	6,114,493	2,414,067	1,017,023	81,421	12,909,249	16.5	XXX	XXX	12,909,249	
9.3 Commercial Mortgage-Backed Securities	120,555	1,645,135	1,981,035	1,123,610		4,870,336	6.2	XXX	XXX	4,870,337	
9.4 Other Loan-Backed and Structured Securities	694,313	167,762				862,075	1.1	XXX	XXX	786,729	75,346
9.5 Totals	15,020,620	29,825,284	27,634,331	5,691,370	81,421	78,253,026	100.0	XXX	XXX	77,416,408	836,619
9.6 Line 9.5 as a % of Col. 6	19.2	38.1	35.3	7.3	0.1	100.0	XXX	XXX	XXX	98.9	1.1
10. Total Bonds Prior Year											
10.1 Issuer Obligations	2,653,739	14,374,919	29,230,359	3,950,363		XXX	XXX	50,209,380	61.5	49,696,148	513,232
10.2 Residential Mortgage-Backed Securities	4,424,543	10,256,040	4,609,315	3,467,601	444,632	XXX	XXX	23,202,131	28.4	23,202,132	(1)
10.3 Commercial Mortgage-Backed Securities	19,083	1,777,878	1,386,583	1,726,752		XXX	XXX	4,910,296	6.0	4,910,296	
10.4 Other Loan-Backed and Structured Securities	684,037	2,031,742	583,790			XXX	XXX	3,299,569	4.0	2,799,398	500,171
10.5 Totals	7,781,402	28,440,579	35,810,047	9,144,716	444,632	XXX	XXX	81,621,376	100.0	80,607,974	1,013,402
10.6 Line 10.5 as a % of Col. 8	9.5	34.8	43.9	11.2	0.5	XXX	XXX	100.0	XXX	98.8	1.2
11. Total Publicly Traded Bonds											
11.1 Issuer Obligations	10,923,505	21,897,893	22,477,957	3,550,737		58,850,092	75.2	49,696,148	60.9	58,850,092	XXX
11.2 Residential Mortgage-Backed Securities	3,282,246	6,114,493	2,414,066	1,017,023	81,421	12,909,249	16.5	23,202,132	28.4	12,909,249	XXX
11.3 Commercial Mortgage-Backed Securities	120,556	1,645,136	1,981,035	1,123,610		4,870,337	6.2	4,910,296	6.0	4,870,337	XXX
11.4 Other Loan-Backed and Structured Securities	618,967	167,762				786,729	1.0	2,799,398	3.4	786,729	XXX
11.5 Totals	14,945,274	29,825,284	26,873,058	5,691,370	81,421	77,416,407	98.9	80,607,974	98.8	77,416,407	XXX
11.6 Line 11.5 as a % of Col. 6	19.3	38.5	34.7	7.4	0.1	100.0	XXX	XXX	XXX	100.0	XXX
11.7 Line 11.5 as a % of Line 9.5, Col. 6, Section 9	19.1	38.1	34.3	7.3	0.1	98.9	XXX	XXX	XXX	98.9	XXX
12. Total Privately Placed Bonds											
12.1 Issuer Obligations			761,273			761,273	1.0	513,232	0.6	XXX	761,273
12.2 Residential Mortgage-Backed Securities								(1)	0.0	XXX	
12.3 Commercial Mortgage-Backed Securities										XXX	
12.4 Other Loan-Backed and Structured Securities	75,346					75,346	0.1	500,171	0.6	XXX	75,346
12.5 Totals	75,346		761,273			836,619	1.1	1,013,402	1.2	XXX	836,619
12.6 Line 12.5 as a % of Col. 6	9.0		91.0			100.0	XXX	XXX	XXX	XXX	100.0
12.7 Line 12.5 as a % of Line 9.5, Col. 6, Section 9	0.1		1.0			1.1	XXX	XXX	XXX	XXX	1.1

ANNUAL STATEMENT FOR THE YEAR 2012 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

SCHEDULE DA - VERIFICATION BETWEEN YEARS

Short-Term Investments

	1	2	3	4	5
	Total	Bonds	Mortgage Loans	Other Short-term Investment Assets (a)	Investments in Parent, Subsidiaries and Affiliates
1. Book/adjusted carrying value, December 31 of prior year	99,998	99,998			
2. Cost of short-term investments acquired	3,349,449	3,349,449			
3. Accrual of discount	54	54			
4. Unrealized valuation increase (decrease)					
5. Total gain (loss) on disposals					
6. Deduct consideration received on disposals	100,000	100,000			
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)	3,349,501	3,349,501			
11. Deduct total nonadmitted amounts					
12. Statement value at end of current period (Line 10 minus Line 11)	3,349,501	3,349,501			

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

Schedule DB - Part A - Verification - Options, Caps, Floors, Collars, Swaps and Forwards

N O N E

Schedule DB - Part B - Verification - Futures Contracts

N O N E

Schedule DB - Part C - Section 1 - Replication (Synthetic Asset) Transactions (RSATs) Open

N O N E

Schedule DB-Part C-Section 2-Reconciliation of Replication (Synthetic Asset) Transactions Open

N O N E

Schedule DB - Verification - Book/Adjusted Carrying Value, Fair Value and Potential Exposure of
Derivatives

N O N E

SCHEDULE E - VERIFICATION BETWEEN YEARS

(Cash Equivalents)

	1	2	3
	Total	Bonds	Other (a)
1. Book/adjusted carrying value, December 31 of prior year			
2. Cost of cash equivalents acquired	6,999,436	6,999,436	
3. Accrual of discount	176	176	
4. Unrealized valuation increase (decrease)			
5. Total gain (loss) on disposals			
6. Deduct consideration received on disposals			
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)	6,999,612	6,999,612	
11. Deduct total nonadmitted amounts			
12. Statement value at end of current period (Line 10 minus Line 11)	6,999,612	6,999,612	

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

Schedule A - Part 1 - Real Estate Owned

N O N E

Schedule A - Part 2 - Real Estate Acquired and Additions Made

N O N E

Schedule A - Part 3 - Real Estate Disposed

N O N E

Schedule B - Part 1 - Mortgage Loans Owned

N O N E

Schedule B - Part 2 - Mortgage Loans Acquired and Additions Made

N O N E

Schedule B - Part 3 - Mortgage Loans Disposed, Transferred or Repaid

N O N E

Schedule BA - Part 1 - Other Long-Term Invested Assets Owned

N O N E

Schedule BA - Part 2 - Other Long-Term Invested Assets Acquired and Additions Made

N O N E

Schedule BA - Part 3 - Other Long-Term Invested Assets Disposed, Transferred or Repaid

N O N E

ANNUAL STATEMENT FOR THE YEAR 2012 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

SCHEDULE D - PART 1

Showing All Long-Term BONDS Owned December 31 of Current Year

1	2	Codes			6	7	Fair Value		10	11	Change in Book/Adjusted Carrying Value				Interest				Dates			
		3	4	5			8	9			12	13	14	15	16	17	18	19	20	21	22	
CUSIP Identification	Description	C o d e	F o r e i g n	Bond Char	NAIC Des.	Actual Cost	Rate Used to Obtain Fair Value	Fair Value	Par Value	Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amor-tization) Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Foreign Exchange Change in Book/ Adjusted Carrying Value	Rate of	Effective Rate of	When Paid	Admitted Amount Due and Accrued	Amount Received During Year	Acquired	Stated Contractual Maturity Date	
912810-DX-3	US TREASURY N/B	SD			1	950,473		1,222,983	965,000	960,652		934			7.500	7.630	MN	9,397	72,375	02/22/1993	11/15/2016	
912810-FB-9	US TREASURY N/B	SD			1	645,750		898,806	605,000	605,000		(1,224)			6.125	5.640	MN	4,811	37,056	12/01/1999	11/15/2027	
912828-NF-3	US TREASURY N/B	SD			1	505,527		521,680	500,000	503,074		(1,235)			2.125	1.860	MN	934	10,625	12/28/2010	05/31/2015	
0199999. Subtotal - Bonds - U.S. Governments - Issuer Obligations						2,101,750	XXX	2,643,469	2,070,000	2,097,811		(1,525)			XXX	XXX	XXX		15,142	120,056	XXX	XXX
36178W-GL-7	GN AB9203		2		1	2,292,987		106,4560	2,284,832	2,146,269		(615)			3.000	1.300	MON	5,366		12/05/2012	11/15/2042	
36202E-RS-0	G2 4097		2		1	233,931		109,3790	260,886	238,515		1,617			5.000	5.630	MON	994	11,926	05/13/2008	03/20/2038	
36205B-4L-3	GN 386127		2		1	64,107		108,4430	69,346	64,096		(13)			8.000	7.870	MON	426	5,116	01/21/2000	01/15/2030	
36209D-B2-9	GN 468157		2		1	22,644		115,7130	26,193	22,643		(1)			6.500	6.420	MON	123	1,471	08/10/1998	08/15/2028	
36209M-4A-9	GN 476117		2		1	1,927		119,6390	2,287	1,927		(2)			7.000	6.700	MON	11	134	03/04/1999	07/15/2028	
36209U-PA-8	GN 482017		2		1	13,684		117,5430	16,100	13,697		6			6.500	6.450	MON	74	890	07/22/1998	08/15/2028	
36209W-4J-8	GN 484225		2		1	5,528		117,5430	5,810	4,943		8			6.500	6.480	MON	27	321	07/22/1998	08/15/2028	
36210Y-D9-3	GN 506028		2		1	15,320		119,7010	18,353	15,327		15			7.500	7.430	MON	96	1,150	10/06/1999	10/15/2029	
36211C-QY-1	GN 509071		2		1	22,164		117,9160	27,528	22,164		453			6.500	7.940	MON	126	1,517	12/01/1999	05/15/2029	
36213E-L3-8	GN 552146		2		1	36,563		108,6810	39,502	36,347		(56)			6.000	5.740	MON	182	2,181	12/18/2001	11/15/2016	
36220U-Z2-0	GN 288861		2		1	11,115		116,8900	13,091	11,199		36			7.500	7.610	MON	70	840	12/03/1992	12/15/2022	
36224J-HS-4	GN 329741		2		1	5,742		116,0620	6,514	5,705		(29)			7.500	6.850	MON	35	421	02/04/1993	01/15/2023	
36225A-KU-3	GN 780307		2		1	10,024		108,1360	10,139	9,377		(73)			9.000	7.460	MON	70	844	01/12/1996	12/15/2021	
36225A-NY-2	GN 780407		2		1	27,691		116,6660	32,110	27,648		(32)			7.000	6.780	MON	161	1,927	11/12/1997	08/15/2024	
36290S-ZC-8	GN 616439		2		1	123,629		108,2540	134,316	123,722		71			5.000	5.030	MON	517	6,204	08/03/2004	06/15/2024	
0299999. Subtotal - Bonds - U.S. Governments - Residential Mortgage-Backed Securities						2,887,056	XXX	2,947,007	2,744,731	2,885,553		1,362			XXX	XXX	XXX		8,278	34,942	XXX	XXX
38376G-SS-5	GNR 2011-142 B		2		1	1,017,813		1,085,528	1,000,000	1,015,891		(1,829)			3.485	3.240	MON	2,904	34,850	12/07/2011	02/16/2044	
38376G-EZ-9	GNR 2010-13 AB		2		1	503,828		102,9360	500,000	500,681		(1,070)			3.025	2.830	MON	1,260	15,125	01/29/2010	02/16/2030	
38378B-AN-9	GNR 2011-164 C		2		1	2,095,625		111,0610	2,000,000	2,088,755		(6,861)			4.055	3.530	MON	6,759	80,366	12/05/2011	09/16/2052	
0399999. Subtotal - Bonds - U.S. Governments - Commercial Mortgage-Backed Securities						3,617,266	XXX	3,821,433	3,500,000	3,605,327		(9,760)			XXX	XXX	XXX		10,923	130,341	XXX	XXX
0599999. Total - U.S. Government Bonds						8,606,072	XXX	9,411,909	8,314,731	8,588,691		(9,923)			XXX	XXX	XXX		34,343	285,339	XXX	XXX
1099999. Total - All Other Government Bonds							XXX								XXX	XXX	XXX				XXX	XXX
419791-YN-2	HAWAII ST		1		1FE	252,200		118,5410	250,000	251,719		(173)			4.600	4.490	FA	4,792	11,500	02/10/2010	02/01/2021	
57582P-AB-6	MASSACHUSETTS ST		1		1FE	567,105		128,7460	500,000	543,831		(4,148)			5.250	4.040	MS	8,750	26,250	10/04/2006	09/01/2021	
57582P-KZ-2	MASSACHUSETTS ST		1		1FE	555,295		114,8110	500,000	526,926		(6,954)			5.000	3.390	FA	10,417	25,000	09/05/2008	08/01/2016	
604129-FJ-0	MINNESOTA ST		1		1FE	1,090,690		118,7800	1,000,000	1,047,028		(9,210)			5.000	3.870	FA	20,833	50,000	11/07/2007	08/01/2017	
1199999. Subtotal - Bonds - U.S. States, Territories and Possessions - Issuer Obligations						2,465,290	XXX	2,701,938	2,250,000	2,369,504		(20,485)			XXX	XXX	XXX		44,792	112,750	XXX	XXX
1799999. Total - U.S. States, Territories and Possessions Bonds						2,465,290	XXX	2,701,938	2,250,000	2,369,504		(20,485)			XXX	XXX	XXX		44,792	112,750	XXX	XXX
266778-BR-9	DURHAM NC	SD	1		1FE	109,683		117,5260	100,000	104,625		(985)			5.000	3.810	AO	1,250	5,000	05/02/2007	04/01/2018	
1899999. Subtotal - Bonds - U.S. Political Subdivisions - Issuer Obligations						109,683	XXX	117,526	100,000	104,625		(985)			XXX	XXX	XXX		1,250	5,000	XXX	XXX
2499999. Total - U.S. Political Subdivisions Bonds						109,683	XXX	117,526	100,000	104,625		(985)			XXX	XXX	XXX		1,250	5,000	XXX	XXX
010608-C7-0	ALABAMA ST PUBLIC SCH & CLG AU		1		1FE	1,096,630		1,156,680	1,000,000	1,046,225		(10,773)			5.000	3.720	JD	4,167	50,000	12/17/2007	12/01/2016	
25477G-CV-5	DIST OF COLUMBIA INCOME TAX SE		1		1FE	250,000		296,190	250,000	250,000					4.673	4.670	JD	974	11,683	12/09/2009	12/01/2020	
455066-HR-4	INDIANA ST OFFICE BLDG COMMISS		2		2FE	559,440		120,5040	500,000	533,989		(4,487)			5.250	4.050	JJ	13,125	26,250	09/08/2006	07/01/2019	
46246K-H7-0	IOWA ST FIN AUTH REVENUE		1		1FE	1,000,000		1,089,370	1,000,000	1,000,000					3.280	3.280	FA	13,667	32,800	11/10/2010	08/01/2018	
478754-Z7-2	JOHNSON CNTY KS WTR DIST #1 WTR		1		1FE	218,818		236,748	200,000	209,670		(1,752)			5.000	3.900	JD	833	10,000	03/21/2007	12/01/2019	
478754-Z7-2	JOHNSON CNTY KS WTR DIST #1 WTR	SD	1		1FE	328,227		118,3740	300,000	314,505		(2,628)			5.000	3.900	JD	1,250	15,000	03/21/2007	12/01/2019	
64986A-L8-2	NEW YORK ST ENVRNMTL FACS COR		1		1FE	500,000		120,1070	500,000	500,000					5.339	5.330	JD	1,186	26,895	02/02/2010	06/15/2027	
65820Q-CT-8	NORTH CAROLINA ST INFRASTRUCTU	SD	1		1FE	224,383		113,8030	210,000	215,688		(1,520)			5.000	4.140	JD	6,125	10,600	08/17/2006	06/01/2019	
67766W-DV-1	OHIO ST WTR DEV AUTH WTR POLL		1		1FE	271,470		106,8630	245,000	250,566		(3,765)			5.250	3.590	JD	1,072	12,863	12/05/2006	06/01/2014	
67766W-DV-1	OHIO ST WTR DEV AUTH WTR POLL	SD	1		1FE	282,550		106,8630	255,000	280,793		(3,919)			5.250	3.590	JD	1,116	13,388	12/05/2006	06/01/2014	
914638-FJ-5	UNIV OF NEBRASKA NE FACS CORP		1		1FE	545,410		114,7430	500,000	518,338		(4,746)			5.000	3.880	JJ	11,528	25,000	09/08/2006	07/15/2018	
977100-CQ-7	WISCONSIN ST GEN FUND ANNUAL A		1		1FE	100,000		100,6850	100,000	100,000					1.644	1.640	MN	146		11/06/2012	05/01/2016	
977123-WF-1	WISCONSIN ST TRANSPRTN REVENUE		1		1FE	545,545		120,7280	500,000	524,830		(3,964)			5.000	3.980	JJ	12,500	25,000	04/05/2007	07/01/2018	
2599999. Subtotal - Bonds - U.S. Special Revenues - Issuer Obligations						5,922,473	XXX	6,388,506	5,560,000	5,724,604		(37,554)			XXX	XXX	XXX		67,689	259,179	XXX	XXX
31283G-K8-9	FG 000319		2		1	4,155		122,3440	3,963	4,107		(36)			9.500	8.100	MON	31	376	02/23/1995	04/01/2025	

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ANNUAL STATEMENT FOR THE YEAR 2012 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

SCHEDULE D - PART 1

Showing All Long-Term BONDS Owned December 31 of Current Year

1	2	Codes			6	7	Fair Value		10	11	Change in Book/Adjusted Carrying Value				Interest				Dates		
		3	4	5			8	9			12	13	14	15	16	17	18	19	20	21	22
CUSIP Identification	Description	C o d e	F o r e i g n	B o n d C h a r	NAIC Des.	Actual Cost	Rate Used to Obtain Fair Value	Fair Value	Par Value	Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amor-tization) Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Foreign Exchange Change in Book/ Adjusted Carrying Value	Rate of	Effective Rate of	When Paid	Admitted Amount Due and Accrued	Amount Received During Year	Acquired	Stated Contractual Maturity Date
31283H-HN-8	FG 601137			2	1	2,964	122.2810	3,633	2,971	2,964		2			7.500	7.470	MON	19	223	12/01/2000	09/01/2030
312870-ND-9	FG C64888			2	1	18,989	116.0030	21,761	18,759	18,971		(80)			6.500	5.970	MON	102	1,219	06/01/2002	03/01/2032
31288E-B5-5	FG C75460			2	1	38,065	110.0590	41,293	37,519	38,063		(147)			5.500	4.890	MON	172	2,064	01/09/2003	01/01/2033
31289W-22-0	FG E92592			2	1	40,873	107.5490	42,640	40,263			(422)			5.500	4.470	MON	182	2,181	11/01/2002	11/01/2017
3128MC-UH-3	FG G13997			2	1	221,931	105.7210	228,905	216,518	221,931		(2,451)			4.000	2.940	MON	722	8,661	02/03/2011	12/01/2025
31292H-D6-8	FG C01025			2	1	5,608	123.7240	6,867	5,550	5,605		(11)			8.000	7.540	MON	37	444	08/08/2000	07/01/2030
31293R-ME-8	FG C27557			2	1	16,321	114.1350	19,525	17,107	16,321		31			6.500	7.960	MON	93	1,112	08/08/2000	06/01/2029
312942-NF-8	FG A93990			2	1	277,509	106.8490	286,618	268,246	277,417		(3,018)			4.000	2.510	MON	894	10,730	10/12/2010	09/01/2040
31298U-CF-4	FG C57270			2	1	31,016	111.2000	35,010	31,484	31,017		55			6.000	6.460	MON	157	1,889	09/04/2001	09/01/2031
31298W-CR-4	FG C58080			2	1	12,429	110.0120	13,748	12,497	12,429		44			6.000	6.150	MON	62	750	10/01/2001	10/01/2031
3132GD-H5-4	FG 000252			2	1	771,387	109.4970	823,543	752,114	770,146		(4,348)			4.500	3.390	MON	2,820	33,845	04/25/2011	04/01/2041
3132GK-V9-4	FG 004540			2	1	1,423,693	106.4220	1,486,610	1,396,901	1,423,380		(9,819)			3.500	2.710	MON	4,074	48,892	12/05/2011	11/01/2041
3132GN-ZN-9	FG 004649			2	1	1,547,930	106.4220	1,620,997	1,523,179	1,546,960		(7,212)			3.500	2.820	MON	4,443	53,311	11/18/2011	11/01/2041
3132GL-FM-1	FG 004972			2	1	1,611,503	106.4220	1,678,410	1,577,127	1,609,554		(9,628)			3.500	2.680	MON	4,600	55,199	12/07/2011	12/01/2041
313615-LF-1	FN 50726			2	1	6,836	116.5390	7,949	6,821	6,826		(3)			7.000	6.810	MON	40	477	05/01/1993	05/01/2023
31365D-UL-7	FN 124887			2	1	14,395	116.5390	16,672	14,306	14,363		(24)			7.000	6.700	MON	83	1,001	05/13/1993	06/01/2023
31369S-LS-5	FN 219137			2	1	11,797	114.8220	13,597	11,842	11,800		2			6.500	6.470	MON	64	770	07/30/1993	08/01/2023
31369T-N7-7	FN 220114			2	1	5,540	116.5390	6,463	5,546	5,542		2			7.000	6.860	MON	32	388	05/19/1993	06/01/2023
31371J-PO-1	FN 253431			2	1	1,486	105.6050	1,565	1,482	1,482					7.500	7.030	MON	9	111	08/08/2000	09/01/2015
31371K-HH-4	FN 254145			2	1	36,547	109.5900	39,736	36,259	36,547		(140)			5.500	5.060	MON	166	1,994	11/01/2002	01/01/2032
3137A9-66-6	FHR 3851 PG			2	1	1,049,531	110.7800	1,107,809	1,000,000	1,045,504		(3,797)			4.000	3.430	MON	3,333	40,000	12/02/2011	12/15/2039
31380S-SJ-8	FN 449149			2	1	3,572	111.7310	4,043	3,619	3,572		32			6.000	6.290	MON	18	217	01/26/1999	12/01/2028
31384P-J6-3	FN 529585			2	1	2,446	105.5860	2,680	2,538	2,492		34			7.000	8.430	MON	15	178	05/09/2000	05/01/2015
31385C-YG-0	FN 540819			2	1	1,776	99.9660	1,797	1,798	1,787		8			7.000	7.230	MON	10	126	08/08/2000	08/01/2015
31386T-FU-4	FN 572679			2	1	9,733	113.7150	10,899	9,584	9,733		(42)			6.500	5.810	MON	52	623	01/14/2002	04/01/2031
3138MP-VY-1	FN A07923			2	1	1,044,063	104.8880	1,048,880	1,000,000	1,044,015		(47)			3.000	2.140	MON	2,500	623	12/18/2012	12/01/2042
31390E-SX-1	FN 644134			2	1	8,700	113.8030	9,846	8,695	8,695		(14)			6.500	6.210	MON	47	562	05/01/2002	05/01/2032
31403A-XD-2	FN 743276			2	1	38,696	111.7000	42,092	37,683	38,571		(26)			6.000	4.990	MON	188	2,261	10/30/2003	10/01/2033
31403C-6L-0	FN 745275			2	1	111,030	108.7570	123,948	113,968	111,030		1,390			5.000	6.090	MON	475	5,698	12/12/2006	02/01/2036
31403C-6U-0	FN 745283			2	1	252,643	110.6220	289,334	261,552	252,850		2,384			5.500	6.630	MON	1,199	14,385	05/11/2006	01/01/2036
31404F-J4-6	FN 767183			2	1	146,632	108.6740	160,014	147,242	146,727		175			5.000	5.000	MON	614	7,362	03/28/2005	02/01/2019
31408J-DS-7	FN 852513			2	1	127,281	109.2780	140,484	128,556	127,281		868			5.500	5.860	MON	589	7,071	02/28/2006	01/01/2036
31409W-D9-9	FN 890428			2	1	86,118	112.6130	96,670	85,843	86,102		(86)			6.500	6.250	MON	465	5,580	06/23/2006	04/01/2036
31410X-ZR-0	FN 900852			2	1	126,316	111.4250	140,025	125,668	126,200		(170)			6.000	5.680	MON	628	7,540	02/02/2007	01/01/2037
31417Y-T7-2	FN MA0573			2	1	267,475	106.1430	275,219	259,291	267,471		(2,646)			3.500	2.050	MON	756	9,075	10/27/2010	11/01/2025
31419F-FW-1	FN AE4680			2	1	373,063	107.3060	386,024	359,741	372,221		(2,677)			4.000	2.510	MON	1,199	14,390	10/21/2010	11/01/2040
31419G-XX-7	FN AE6093			2	1	283,762	106.1430	290,350	273,546	283,759		(2,588)			3.500	1.730	MON	798	9,574	10/06/2010	10/01/2025
2699999. Subtotal - Bonds - U.S. Special Revenues - Residential Mortgage-Backed Securities						10,033,811	XXX	10,530,504	9,799,119	10,023,698		(44,407)			XXX	XXX	XXX	31,688	350,279	XXX	XXX
3199999. Total - U.S. Special Revenues Bonds						15,956,284	XXX	16,919,010	15,359,119	15,748,302		(81,961)			XXX	XXX	XXX	99,377	609,458	XXX	XXX
00163M-AM-6	PROLOGIS LP			1	2FE	148,961	106.2440	159,966	150,000	149,249		132			4.000	4.110	JJ	2,767	6,000	11/09/2010	01/15/2018
00209T-AA-3	COMCAST CABLE COMM HLDGS			1	2FE	119,121	101.5770	125,955	124,000	123,855		679			8.375	8.970	MS	3,058	10,385	11/19/2002	03/15/2013
009158-AP-1	AIR PRODUCTS & CHEMICALS			1	1FE	249,820	115.3820	288,455	250,000	249,872		16			4.375	4.380	FA	3,950	10,938	08/18/2009	08/21/2019
03040W-AB-1	AMERICAN WATER CAP CORP			1	2FE	487,422	119.5210	537,845	450,000	475,081		(4,562)			6.085	4.760	AO	5,781	27,383	02/26/2010	10/15/2017
03076C-AB-2	AMERIPRISE FINANCIAL INC			1	1FE	485,275	113.1950	565,975	500,000	494,130		1,818			5.650	6.100	MN	28,250	28,250	06/13/2007	11/15/2015
031162-AV-2	AMGEN INC			1	2FE	415,594	118.4230	444,086	375,000	401,404		(5,352)			5.850	4.090	JD	1,828	21,938	03/26/2010	06/01/2017
035229-CP-6	ANHEUSER-BUSCH COS INC			1	1FE	149,556	100.1110	150,167	150,000	149,998		54			4.375	4.410	JJ	3,026	6,563	10/10/2002	01/15/2013
03523T-AV-0	ANHEUSER-BUSCH INBEV WOR			1	1FE	372,764	119.6670	448,751	375,000	373,228		196			5.000	5.070	AO	3,958	18,750	09/03/2010	04/15/2020
048303-CE-9	ATLANTIC CITY ELECTRIC			1	1FE	249,620	112.1550	280,375	250,000	249,674		32			4.350	4.360	AO	2,719	10,875	03/29/2011	04/01/2021
053332-AK-8	AUTOZONE INC			1	2FE	554,410	109.4280	547,140	500,000	536,590		(17,393)			5.750	2.060	JJ	13,257	28,750	12/19/2011	01/15/2015
05348E-AR-0	AVALONBAY COMMUNITIES IN			1	2FE	173,635	98.7270	172,772	175,000	173,640		5			2.850	2.930	MS	236		12/05/2012	03/15/2023
075887-AW-9	BECTON DICKINSON			1	1FE	998,103	107.3430	1,073,430	1,000,000	998,459		169			3.250	3.270	MN	4,424	32,500	11/09/2010	11/12/2020
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ANNUAL STATEMENT FOR THE YEAR 2012 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

SCHEDULE D - PART 1

Showing All Long-Term BONDS Owned December 31 of Current Year

1	2	Codes			6	7	Fair Value		10	11	Change in Book/Adjusted Carrying Value				Interest				Dates		
		3	4	5			8	9			12	13	14	15	16	17	18	19	20	21	22
CUSIP Identification	Description	C o d e	F o r e i g n	Bond Char	NAIC Des.	Actual Cost	Rate Used to Obtain Fair Value	Fair Value	Par Value	Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amor-tization) Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Foreign Exchange Change in Book/ Adjusted Carrying Value	Rate of	Effective Rate of	When Paid	Admitted Amount Due and Accrued	Amount Received During Year	Acquired	Stated Contractual Maturity Date
149123-BV-2	CATERPILLAR INC			1	1FE	298,881	112.1890	336,567	300,000	299,032		95			3.900	3.940	MM	1,105	11,700	05/24/2011	05/27/2021
14912L-4M-0	CATERPILLAR FIN SERV CRP			1	1FE	200,000	104.7420	209,484	200,000	200,000					2.750	2.750	JD	5,500		06/17/2010	06/24/2015
14912L-4Y-4	CATERPILLAR FINANCIAL SE			1	1FE	249,485	101.0730	252,683	250,000	249,662		170			1.125	1.190	JD	125	2,813	12/12/2011	12/15/2014
14916R-AC-8	CATHOLIC HEALTH INITIATI			1	1FE	302,230	100.9350	302,805	300,000	302,197		(33)			2.950	2.860	MM	1,500		10/26/2012	11/01/2022
151020-AE-4	CELGENE CORP			1	2FE	497,420	108.5290	542,645	500,000	497,911		224			3.950	4.010	AO	4,169	19,750	10/26/2010	10/15/2020
166764-AA-8	CHEVRON CORP			1	1FE	350,000	100.6980	352,443	350,000	350,000					1.104	1.100	JD	279		11/28/2012	12/05/2017
17275R-AH-5	CISCO SYSTEMS INC			1	1FE	299,556	115.9570	347,871	300,000	299,660		40			4.450	4.460	JJ	6,156	13,350	11/09/2009	01/15/2020
20030N-AR-2	COMCAST CORP			1	2FE	404,096	120.5050	421,768	350,000	395,723		(8,110)			5.875	3.090	FA	7,768	20,563	12/14/2011	02/15/2018
209111-EZ-2	CONS EDISON CO OF NY			1	1FE	249,458	116.3070	290,768	250,000	249,577		47			4.450	4.470	JD	494	11,125	06/02/2010	06/15/2020
22160K-AC-9	COSTCO WHOLESALE CORP			1	1FE	299,523	117.8920	353,676	300,000	299,777		46			5.500	5.520	MS	4,858	16,500	02/13/2007	03/15/2017
22160K-AE-5	COSTCO WHOLESALE CORP			1	1FE	699,860	100.6700	704,690	700,000	699,862		2			1.125	1.120	JD	525		11/28/2012	12/15/2017
24702R-AQ-4	DELL INC			1	1FE	248,853	107.9470	269,868	250,000	249,018		96			4.625	4.680	AO	2,891	11,563	03/28/2011	04/01/2021
25179M-AH-6	DEVON ENERGY CORPORATION			1	2FE	497,619	124.0930	558,419	450,000	483,585		(4,681)			6.300	4.850	JJ	13,073	28,350	10/28/2009	01/15/2019
25468P-CV-6	WALT DISNEY COMPANY/THE			1	1FE	287,938	100.2100	290,609	290,000	287,973		35			1.100	1.240	JD	275		11/27/2012	12/01/2017
260543-OH-4	DOW CHEMICAL CO/THE			1	2FE	122,833	99.7770	124,721	125,000	122,857		24			3.000	3.200	MM	490		11/06/2012	11/15/2022
26138E-AM-1	DR PEPPER SNAPPLE GROUP			1	1FE	517,485	105.3670	526,835	500,000	513,218		(4,176)			2.900	1.990	JJ	6,686	14,500	12/20/2011	01/15/2016
263534-BZ-1	E. I. DU PONT DE NEMOURS			1	1FE	199,170	117.8890	235,778	200,000	199,405		70			4.625	4.670	JJ	4,265	9,250	11/04/2009	01/15/2020
26875P-AF-8	EDG RESOURCES INC			1	1FE	274,436	105.1210	289,083	275,000	274,720		110			2.950	2.990	JD	676	8,113	05/17/2010	06/01/2015
26884T-AD-4	ERAC USA FINANCE LLC			1	2FE	513,240	108.9670	544,835	500,000	512,104		(1,125)			4.500	4.160	FA	8,438	22,500	12/21/2011	08/16/2021
278865-AL-4	ECOLAB INC			1	2FE	533,305	111.6180	558,090	500,000	530,396		(2,835)			4.350	3.550	JD	1,390	21,750	12/19/2011	12/08/2021
291011-BC-7	EMERSON ELECTRIC CO			1	1FE	248,675	115.3880	288,470	250,000	248,991		106			4.250	4.310	MM	1,358	10,625	11/10/2009	11/15/2020
302491-AR-6	FMC CORP			1	2FE	298,725	106.1560	318,468	300,000	298,868		139			3.950	4.000	FA	4,938	8,196	11/17/2011	02/01/2022
313747-AR-8	FEDERAL REALTY INVS TRST			1	2FE	74,859	118.0660	88,550	75,000	74,895		11			5.900	5.920	AO	1,106	4,425	02/24/2010	04/01/2020
341099-CQ-0	FLORIDA POWER CORP			1	1FE	144,871	99.8550	144,790	145,000	144,876		5			0.650	0.680	MM	107		11/15/2012	11/15/2015
369550-AV-0	GENERAL DYNAMICS CORP			1	1FE	1,316,732	99.4520	1,317,739	1,325,000	1,316,977		245			1.000	1.120	MM	2,024		11/01/2012	11/15/2017
36962G-2T-0	GENERAL ELEC CAP CORP			1	1FE	500,815	118.8780	594,390	500,000	500,537		(58)			5.550	5.530	MM	4,394	27,750	05/10/2007	05/04/2020
36962G-6K-5	GENERAL ELEC CAP CORP			1	1FE	499,355	100.0650	500,325	500,000	499,369		14			1.600	1.620	MM	911		11/14/2012	11/20/2017
375558-AQ-6	GILEAD SCIENCES INC			1	2FE	495,710	114.2850	571,425	500,000	496,329		358			4.500	4.600	AO	5,625	22,500	03/23/2011	04/01/2021
377372-AD-9	GLAXOSMITHKLINE CAP INC			1	1FE	1,092,820	121.8040	1,218,040	1,000,000	1,064,677		(10,497)			5.650	4.280	MM	7,219	56,500	03/12/2010	05/15/2018
40414L-AH-2	HCP INC			1	2FE	498,645	99.6100	498,050	500,000	498,659		14			2.625	2.620	FA	1,531		11/14/2012	02/01/2020
428236-BE-2	HEWLETT-PACKARD CO			1	2FE	499,555	100.1370	500,685	500,000	499,734		87			2.200	2.210	JD	917	11,000	11/29/2010	12/01/2015
440452-AE-0	HORMEL FOODS CORP			1	1FE	199,430	112.5170	225,034	200,000	199,513		48			4.125	4.160	AO	1,742	8,250	04/04/2011	04/15/2021
444859-BA-9	HUMANA INC			1	2FE	89,649	99.4430	89,499	90,000	89,651		2			3.150	3.190	JD	165		12/05/2012	12/01/2022
458140-AL-4	INTEL CORP			1	1FE	149,841	99.9710	149,957	150,000	149,843		2			1.350	1.370	JD	113		12/04/2012	12/15/2017
458140-AM-2	INTEL CORP			1	1FE	248,933	99.8600	249,650	250,000	248,938		5			2.700	2.740	JD	375		12/04/2012	12/15/2022
459284-AA-3	COCA-COLA ENTERPRISES			1	2FE	498,160	103.2570	516,285	500,000	498,980		362			2.125	2.200	MS	3,128	10,625	09/07/2010	09/15/2015
49446X-AA-4	KIMCO REALTY CORP			1	2FE	511,721	109.9550	544,277	495,000	508,008		(2,466)			4.300	3.700	FA	8,869	21,285	06/03/2011	02/01/2018
548661-CS-4	LOWES COMPANIES INC			1	1FE	299,850	103.7360	311,208	300,000	299,905		28			2.125	2.130	AO	1,346	6,375	11/17/2010	04/15/2016
581557-AY-1	MCKESSON CORP			1	1FE	24,974	100.1410	25,035	25,000	24,975		1			0.950	0.980	JD	18		11/29/2012	12/04/2015
589331-AN-7	MERCK & CO INC			1	1FE	223,580	120.3650	270,821	225,000	224,001		127			5.000	5.080	JD	31	11,250	06/22/2009	06/30/2019
636180-BK-6	NATIONAL FUEL GAS CO			1	2FE	524,302	110.4150	579,679	525,000	524,362		56			4.900	4.910	JD	2,144	25,725	11/28/2011	12/01/2021
67021C-AB-3	NSTAR ELECTRIC CO			1	1FE	966,810	105.2560	1,052,560	1,000,000	966,620		3,936			4.875	5.310	AO	10,292	48,750	06/23/2004	04/15/2014
682134-AC-5	QMINCOM GROUP INC			1	2FE	510,880	111.2740	556,370	500,000	508,864		(969)			4.450	4.170	FA	8,406	22,250	10/27/2010	08/15/2020
68389X-AK-1	ORACLE CORP			1	1FE	99,805	112.7830	112,783	100,000	99,828		20			3.875	3.900	JJ	1,787	3,875	12/12/2011	07/15/2020
69352J-AN-7	PPL ENERGY SUPPLY LLC			1	2FE	499,840	108.4200	542,100	500,000	499,853		12			4.600	4.600	JD	1,022	22,936	12/13/2011	12/15/2021
74005P-BC-7	PRAXAIR INC			1	1FE	424,834	100.0190	425,081	425,000	424,839		5			1.050	1.050	MM	669		11/02/2012	11/07/2017
740189-AK-1	PRECISION CASTPARTS CORP			1	1FE	1,001,170	100.1650	1,001,650	1,000,000	1,001,164		(6)			1.250	1.220	JD	382		12/18/2012	01/15/2018
755111-BX-8	RAYTHEON COMPANY			1	1FE	996,910	98.6420	996,420	1,000,000	996,931		21			2.500	2.530	JD	1,875		11/27/2012	12/15/2022
760719-AL-8	HSBC USA INC			1	1FE	373,263	109.4490	328,347	300,000	310,936		(7,898)			9.500	6.500	AO	6,017	28,500	06/28/2002	04/15/2014
808513-AH-8	CHARLES SCHWAB CORP			1	1FE	55,000	100.2270	55,125	55,000	55,000					0.850	0.850	JD	32		12/03/2012	12/04/2015
824348-AN-6	SHERWIN-WILLIAMS CO			1	1FE	74,966	104.6660	78,500	75,000	74,986		7			3.125	3.130	JD	104	2,344		

ANNUAL STATEMENT FOR THE YEAR 2012 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

SCHEDULE D - PART 1

Showing All Long-Term BONDS Owned December 31 of Current Year

1	2	Codes			6	7	Fair Value		10	11	Change in Book/Adjusted Carrying Value				Interest				Dates			
		3	4	5			8	9			12	13	14	15	16	17	18	19	20	21	22	
CUSIP Identification	Description	C o d e	F o r e i g n	B o n d C h a r	NAIC Des.	Actual Cost	Rate Used to Obtain Fair Value	Fair Value	Par Value	Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amor-tization) Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Foreign Exchange Change in Book/ Adjusted Carrying Value	Rate of	Effective Rate of	When Paid	Admitted Amount Due and Accrued	Amount Received During Year	Acquired	Stated Contractual Maturity Date	
900212-AH-4	EATON CORP			1	2FE	249,160		249,228	250,000	249,168		8			2.750	2.780	MN	783		11/14/2012	11/02/2022	
90320W-AA-1	UPMC HEALTH SYSTEM			1	1FE	450,000		478,112	450,000	450,000					3.853	3.850	JD	771	18,061	11/23/2011	12/15/2021	
913017-BM-0	UNITED TECHNOLOGIES CORP			1	1FE	1,001,250		1,188,610	1,000,000	1,000,729		(125)			5.375	5.350	JD	2,389	53,750	12/19/2007	12/15/2017	
91913Y-AJ-3	VALERO ENERGY CORP			1	2FE	501,683		506,962	500,000	500,746		(335)			4.500	4.420	FA	9,375	22,500	02/04/2010	02/01/2015	
92343V-AL-8	VERIZON COMMUNICATIONS			1	1FE	499,015		600,435	500,000	499,431		94			5.500	5.520	FA	10,389	27,500	02/07/2008	02/15/2018	
94974B-FG-0	WELLS FARGO & COMPANY			1	1FE	583,947		585,959	585,000	583,950		3			1.500	1.530	JD	122		12/18/2012	01/16/2018	
95980Z-AQ-2	WESTERN UNION CO/THE			1	2FE	79,853		100,463	80,000	79,856		3			2.375	2.430	JD	111		12/05/2012	12/10/2015	
96332H-CD-9	WHIRLPOOL CORP			1	2FE	399,868		428,732	400,000	399,889		10			4.850	4.850	JD	862	19,400	06/02/2011	06/15/2021	
064159-BE-5	BANK OF NOVA SCOTIA			A	1FE	439,512		440,612	440,000	439,515		3			1.375	1.390	JD	218		12/11/2012	12/18/2017	
292505-AJ-3	ENCANA CORP			A	1FE	496,415		543,070	500,000	496,740		317			3.900	3.980	MN	2,492	19,554	12/20/2011	11/15/2021	
89352L-AC-4	TRANS-CANADA PIPELINES			A	1FE	1,029,960		1,308,960	1,000,000	1,020,522		(981)			7.060	6.810	AO	15,101	70,000	03/13/1998	10/14/2025	
055451-AL-2	BHP BILLITON FIN USA LTD			F	1FE	505,640		538,125	500,000	505,130		(488)			3.250	3.110	MN	1,806	16,250	12/09/2011	11/21/2021	
46132F-AA-8	INVESCO FINANCE PLC			F	1FE	124,901		126,261	125,000	124,903		2			3.125	3.130	MN	575		11/05/2012	11/30/2022	
656531-AJ-9	STATOIL ASA			F	1FE	1,041,730		1,425,910	1,000,000	1,033,100		(1,113)			7.150	6.800	JJ	32,969	71,500	06/28/2002	01/15/2029	
66989G-AA-8	NOVARTIS SECS INVEST LTD			F	1FE	1,081,586		1,254,929	1,050,000	1,071,924		(3,081)			5.125	4.710	FA	21,077	53,810	09/04/2009	02/10/2019	
822582-AC-6	SHELL INTERNATIONAL FIN			F	1FE	498,345		585,470	500,000	499,196		166			5.200	5.240	MS	7,150	26,000	03/19/2007	03/22/2017	
822582-AF-9	SHELL INTERNATIONAL FIN			F	1FE	749,798		783,008	750,000	749,946		42			4.000	4.000	MS	8,333	30,000	03/18/2009	03/21/2014	
85771P-AG-7	STATOIL ASA			F	1FE	189,384		199,766	190,000	189,391		7			2.450	2.480	JJ	517		11/14/2012	01/17/2023	
89152U-AA-0	TOTAL CAPITAL SA			F	1FE	497,805		532,180	500,000	498,941		362			3.125	3.200	AO	3,863	15,625	09/25/2009	10/02/2015	
92857W-AU-4	VODAFONE GROUP PLC			F	1FE	496,000		535,225	500,000	497,964		656			3.375	3.520	MN	1,734	16,875	11/17/2009	11/24/2015	
3299999. Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated) - Issuer Obligations						39,143,815	XXX	42,427,979	38,594,000	38,965,707		(74,408)			XXX	XXX	XXX	353,265	1,361,402	XXX	XXX	
07383F-5K-0	BSCMS 2005-T18 A4			2	1FIM	501,055		539,979	500,000	500,000					4.933	4.850	MON	2,055	24,665	08/17/2005	02/13/2042	
07387B-EB-5	BSCMS 2005-PW10 A4			2	1FIM	749,004		835,233	750,000	749,087					5.405	5.390	MON	3,378	40,532	04/11/2007	12/11/2040	
46625M-V6-3	JPMCC 2004-C1 A2			2	1FIM	16,002		16,113	15,924	15,924					4.302	3.950	MON	57	688	02/12/2004	01/15/2038	
3499999. Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated) - Commercial Mortgage-Backed Securities						1,266,061	XXX	1,391,325	1,265,924	1,265,011					XXX	XXX	XXX	5,490	65,885	XXX	XXX	
00110A-AB-0	AEPIC 2006-A A2			2	1FE	110,513		110,793	110,524	110,513					4.980	4.980	JJ	2,752	5,504	12/07/2009	07/01/2015	
02005X-AC-2	ALLYA 2011-4 A3			2	1FE	498,630		501,242	500,000	499,400		754			0.790	0.940	MON	171	3,950	12/19/2011	09/15/2015	
302583-AB-5	FPL 2007-A A2			2	1FE	175,932		179,433	176,934	176,812		162			5.044	5.200	FA	3,719	8,925	09/19/2007	08/01/2015	
36161H-AC-5	GEENT 2010-1 A3			2	1FE	75,357		75,353	75,330	75,346		(50)			0.940	0.740	MON	33	708	12/20/2011	07/14/2014	
3599999. Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated) - Other Loan-Backed and Structured Securities						860,432	XXX	866,821	862,788	862,071		866			XXX	XXX	XXX	6,675	19,087	XXX	XXX	
3899999. Total - Industrial and Miscellaneous (Unaffiliated) Bonds						41,270,308	XXX	44,686,125	40,722,712	41,092,789		(73,542)				XXX	XXX	XXX	365,430	1,446,374	XXX	XXX
4899999. Total - Hybrid Securities							XXX								XXX	XXX	XXX			XXX	XXX	
5599999. Total - Parent, Subsidiaries and Affiliates Bonds							XXX								XXX	XXX	XXX			XXX	XXX	
7799999. Total - Issuer Obligations						49,743,011	XXX	54,279,418	48,574,000	49,262,251		(134,957)				XXX	XXX	XXX	482,138	1,858,387	XXX	XXX
7899999. Total - Residential Mortgage-Backed Securities						12,920,867	XXX	13,477,511	12,543,850	12,909,251		(43,045)				XXX	XXX	XXX	39,966	385,221	XXX	XXX
7999999. Total - Commercial Mortgage-Backed Securities						4,883,327	XXX	5,212,758	4,765,924	4,870,338		(9,760)				XXX	XXX	XXX	16,413	196,226	XXX	XXX
8099999. Total - Other Loan-Backed and Structured Securities						860,432	XXX	866,821	862,788	862,071		866				XXX	XXX	XXX	6,675	19,087	XXX	XXX
8399999 - Total Bonds						68,407,637	XXX	73,836,508	66,746,562	67,903,911		(186,896)				XXX	XXX	XXX	545,192	2,458,921	XXX	XXX

E10.3

Schedule D - Part 2 - Section 1 - Preferred Stocks Owned

N O N E

Schedule D - Part 2 - Section 2 - Common Stocks Owned

N O N E

ANNUAL STATEMENT FOR THE YEAR 2012 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

SCHEDULE D - PART 3

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

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
36178W-GL-7	GN AB9203		12/05/2012	MORGAN STANLEY		2,292,987	2,146,269	3,398
0599999. Subtotal - Bonds - U.S. Governments								
3138MP-VV-1	FN A07923		12/18/2012	J.P. MORGAN		1,044,063	1,000,000	1,667
977100-CQ-7	WISCONSIN ST GEN FUND ANNUAL A		11/06/2012	JEFFERIES & CO		100,000	100,000	
3199999. Subtotal - Bonds - U.S. Special Revenues								
05348E-AR-0	AVALONBAY COMMUNITIES IN		12/05/2012	GOLDMAN SACHS		173,635	175,000	
126650-BZ-2	CVS CAREMARK CORP		11/26/2012	BARCLAYS AMERICAN		399,444	400,000	
143658-AY-8	CARNIVAL CORP	E	11/29/2012	GOLDMAN SACHS		124,738	125,000	
14916R-AC-8	CATHOLIC HEALTH INITIATI		10/26/2012	J.P. MORGAN		302,230	300,000	
166764-AA-8	CHEVRON CORP		11/28/2012	MORGAN STANLEY		350,000	350,000	
22160K-AE-5	COSTCO WHOLESALE CORP		11/28/2012	J.P. MORGAN		699,860	700,000	
25468P-CV-6	WALT DISNEY COMPANY/THE		11/27/2012	CITIGROUP GLOBAL MARKETS		287,938	290,000	
260543-OH-4	DOW CHEMICAL CO/THE		11/06/2012	J.P. MORGAN		122,833	125,000	
341099-CQ-0	FLORIDA POWER CORP		11/15/2012	J.P. MORGAN		144,871	145,000	
369550-AV-0	GENERAL DYNAMICS CORP		11/01/2012	WELLS FARGO SECURITIES LLC		1,316,732	1,325,000	
36962G-KK-5	GENERAL ELEC CAP CORP		11/14/2012	CREDIT SUISSE		499,355	500,000	
40414L-AH-2	HCP INC		11/14/2012	UBS SECURITIES		498,645	500,000	
444859-BA-9	HUMANA INC		12/05/2012	BANK AMERICA		89,649	90,000	
458140-AL-4	INTEL CORP		12/04/2012	BANK AMERICA		149,841	150,000	
458140-AM-2	INTEL CORP		12/04/2012	BANK AMERICA		248,933	250,000	
581557-AY-1	MCKESSON CORP		11/29/2012	BANK AMERICA		24,974	25,000	
74005P-BC-7	PRAXAIR INC		11/02/2012	ROYAL BANK OF SCOTLAND US		424,834	425,000	
740189-AK-1	PRECISION CASTPARTS CORP		12/18/2012	WELLS FARGO SECURITIES LLC		1,001,170	1,000,000	35
755111-BX-8	RAYTHEON COMPANY		11/27/2012	J.P. MORGAN		996,910	1,000,000	
808513-AH-8	CHARLES SCHIAB CORP		12/03/2012	CITIGROUP GLOBAL MARKETS		55,000	55,000	
88166H-AD-9	TEVA PHARMA FIN IV LLC		12/13/2012	J.P. MORGAN		99,955	100,000	
900212-AH-4	EATON CORP		11/14/2012	MORGAN STANLEY		249,160	250,000	
94974B-FG-0	WELLS FARGO & COMPANY		12/18/2012	WELLS FARGO SECURITIES LLC		583,947	585,000	
959802-AQ-2	WESTERN UNION CO/THE		12/05/2012	J.P. MORGAN		79,853	80,000	
064159-BE-5	BANK OF NOVA SCOTIA	A	12/11/2012	BARCLAYS AMERICAN		439,512	440,000	
46132F-AA-8	INVESCO FINANCE PLC	F	11/05/2012	BANK AMERICA		124,901	125,000	
85771P-AG-7	STATOIL ASA	F	11/14/2012	CREDIT SUISSE		189,382	190,000	
3899999. Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)						9,678,302	9,700,000	35
8399997. Total - Bonds - Part 3						13,115,352	12,946,269	5,100
8399998. Total - Bonds - Part 5						116,288	100,000	2,026
8399999. Total - Bonds						13,231,640	13,046,269	7,126
8999997. Total - Preferred Stocks - Part 3							XXX	
8999998. Total - Preferred Stocks - Part 5							XXX	
8999999. Total - Preferred Stocks							XXX	
9799997. Total - Common Stocks - Part 3							XXX	
9799998. Total - Common Stocks - Part 5							XXX	
9799999. Total - Common Stocks							XXX	
9899999. Total - Preferred and Common Stocks							XXX	
9999999 - Totals						13,231,640	XXX	7,126

ANNUAL STATEMENT FOR THE YEAR 2012 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21
										11	12	13	14	15						
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Con- sideration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ Decrease	Current Year's (Amor- tization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in Book/ Adjusted Carrying Value (11+12-13)	Total Foreign Exchange Change in Book/ Adjusted Carrying Value	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Stated Con- tractual Maturity Date
36202E-RS-0	G2 4097		12/01/2012	MBS PAYMENT		124,610	124,610	122,215	124,264		346		346		124,610				3,512	03/20/2038
36202F-ZX-7	G2 5258		12/03/2012	VARIOUS		3,435,566	3,175,000	3,298,527	3,298,527		(22,744)		(22,744)		3,275,783		159,783	159,783	114,060	12/20/2041
36205B-4L-3	GN 386127		12/01/2012	MBS PAYMENT		1,742	1,742	1,742	1,742						1,742				75	01/15/2030
36209D-B2-9	GN 468157		12/01/2012	MBS PAYMENT		3,692	3,692	3,694	3,692						3,692				57	08/15/2028
36209M-4A-9	GN 476117		12/01/2012	MBS PAYMENT		131	131	132	131						131				5	07/15/2028
36209U-PA-8	GN 482017		12/01/2012	MBS PAYMENT		8,468	8,468	8,460	8,467		1		1		8,468				202	08/15/2028
36209W-AJ-8	GN 484225		12/01/2012	MBS PAYMENT		221	221	247	247						221				8	08/15/2028
36210Y-D9-3	GN 506028		12/01/2012	MBS PAYMENT		1,063	1,063	1,062	1,063						1,063				44	10/15/2029
36211C-QY-1	GN 509071		12/01/2012	MBS PAYMENT		9,278	9,278	8,808	9,261		17		17		9,278				522	05/15/2029
36213E-L3-8	GN 552146		12/01/2012	MBS PAYMENT		17,557	17,557	17,662	17,568		(11)		(11)		17,557				481	11/15/2016
36220U-Z2-0	GN 288861		12/01/2012	MBS PAYMENT		6,388	6,388	6,340	6,380		8		8		6,388				287	12/15/2022
36224J-HS-4	GN 329741		12/01/2012	MBS PAYMENT		1,396	1,396	1,428	1,398		(3)		(3)		1,396				40	01/15/2023
36225A-KU-3	GN 780307		12/01/2012	MBS PAYMENT		737	737	788	740		(3)		(3)		737				35	12/15/2021
36225A-NY-2	GN 780407		12/01/2012	MBS PAYMENT		4,725	4,725	4,754	4,728		(2)		(2)		4,725				173	08/15/2024
36225A-XC-9	GN 780675		11/26/2012	VARIOUS		36,349	32,082	32,278	32,240		(37)		(37)		32,203		4,146	4,146	2,053	09/15/2024
36290S-ZC-8	GN 616439		12/01/2012	MBS PAYMENT		24,067	24,067	23,980	24,063		4		4		24,067				548	06/15/2024
912828-GM-6	US TREASURY N/B		03/31/2012	VARIOUS		300,000	300,000	323,016	302,670		(2,670)		(2,670)		300,000				6,750	03/31/2012
0599999. Subtotal - Bonds - U.S. Governments						3,975,990	3,711,157	3,855,137	3,837,155		(25,094)		(25,094)		3,812,061		163,929	163,929	128,852	XXX
31283G-K8-9	FG 600319		12/01/2012	MBS PAYMENT		644	644	676	647		(3)		(3)		644				32	04/01/2025
31283H-HN-8	FG 601137		12/01/2012	MBS PAYMENT		715	715	713	715						715				16	09/01/2030
31287Q-ND-9	FG 064888		12/01/2012	MBS PAYMENT		8,498	8,498	8,602	8,511		(13)		(13)		8,498				370	03/01/2032
31288E-B5-5	FG 075460		12/01/2012	MBS PAYMENT		11,055	11,055	11,216	11,070		(15)		(15)		11,055				424	01/01/2033
3128GW-Z2-0	FG E92592		12/01/2012	MBS PAYMENT		23,321	23,321	24,043	23,427		(106)		(106)		23,321				657	11/01/2017
3128MC-UJ-3	FG G13997		12/01/2012	MBS PAYMENT		121,329	121,329	124,363	121,907		(577)		(577)		121,329				2,503	12/01/2025
312926-ZB-7	FG A80738		11/20/2012	VARIOUS		288,128	243,198	243,654	243,613		(32)		(32)		243,581		24,547	24,547	13,808	08/01/2038
31292H-D6-8	FG 001025		12/01/2012	MBS PAYMENT		1,275	1,275	1,288	1,278		(1)		(1)		1,275				64	07/01/2030
31292H-S8-8	FG 001443		11/15/2012	VARIOUS		107,832	100,945	102,176	102,176		(375)		(375)		101,801		6,031	6,031	4,565	01/01/2033
31292H-SZ-8	FG 001436		11/20/2012	VARIOUS		147,931	138,417	140,033	140,033		(500)		(500)		139,533		8,398	8,398	6,330	12/01/2032
31293R-ME-8	FG C27557		12/01/2012	MBS PAYMENT		720	720	687	719		1		1		720				26	06/01/2029
31294Z-NF-8	FG A93990		12/01/2012	MBS PAYMENT		137,070	137,070	141,803	137,675		(606)		(606)		137,070				3,078	09/01/2040
31298U-CF-4	FG C57270		12/01/2012	MBS PAYMENT		4,704	4,704	4,634	4,703		1		1		4,704				161	09/01/2031
31298W-CR-4	FG C59080		12/01/2012	MBS PAYMENT		9,811	9,811	9,758	9,802		9		9		9,811				327	10/01/2031
3132GD-H5-4	FG 000252		12/01/2012	MBS PAYMENT		197,741	197,741	202,808	198,237		(496)		(496)		197,741				5,221	04/01/2041
3132GK-2F-2	FG 004674		12/03/2012	VARIOUS		2,105,837	1,997,044	2,080,046	2,079,364		(17,496)		(17,496)		2,061,868		43,969	43,969	76,136	12/01/2041
3132GK-7H-3	FG 004796		12/03/2012	VARIOUS		2,096,469	1,993,628	2,093,310	2,093,310		(22,791)		(22,791)		2,070,519		25,950	25,950	76,025	11/01/2041
3132GK-V9-4	FG 004540		12/01/2012	MBS PAYMENT		600,224	600,224	611,736	602,107		(1,883)		(1,883)		600,224				14,282	11/01/2041
3132GK-ZN-9	FG 004649		12/01/2012	MBS PAYMENT		472,525	472,525	480,203	473,617		(1,092)		(1,092)		472,525				11,324	11/01/2041
3132GL-FM-1	FG 004972		12/01/2012	MBS PAYMENT		422,873	422,873	432,090	424,163		(1,290)		(1,290)		422,873				10,863	12/01/2041
3133XM-Q8-7	FEDERAL HOME LOAN BANK		11/15/2012	ROYAL BANK OF SCOTLAND		2,415,000	2,000,000	2,406,842	2,403,544		(57,959)		(57,959)		2,345,585		69,415	69,415	99,722	11/17/2017
313615-LF-1	FN 50726		12/01/2012	MBS PAYMENT		1,985	1,985	1,990	1,986						1,985				79	05/01/2023
31365D-UL-7	FN 124887		12/01/2012	MBS PAYMENT		5,024	5,024	5,056	5,028		(4)		(4)		5,024				182	06/01/2023
31369S-LS-5	FN 219137		12/01/2012	MBS PAYMENT		820	820	817	820						820				29	08/01/2023
31369T-N7-7	FN 220114		12/01/2012	MBS PAYMENT		468	468	467	468						468				18	06/01/2023
31371J-PO-1	FN 253431		12/01/2012	MBS PAYMENT		1,205	1,205	1,208	1,205						1,205				48	09/01/2015
31371K-HI-4	FN 254145		12/01/2012	MBS PAYMENT		21,973	21,973	22,149	22,008		(35)		(35)		21,973				575	01/01/2032
31371N-CM-5	FN 256676		11/15/2012	VARIOUS		275,668	260,034	257,759	257,762		712		712		258,474		17,194	17,194	11,786	04/01/2027
31380S-5J-8	FN 449149		12/01/2012	MBS PAYMENT		2,655	2,655	2,621	2,654		2		2		2,655				115	12/01/2028
31384P-J6-3	FN 529585		12/01/2012	MBS PAYMENT		1,204	1,204	1,161	1,197		7		7		1,204				47	05/01/2015
31385C-YQ-0	FN 540819		12/01/2012	MBS PAYMENT		1,291	1,291	1,276	1,288		3		3		1,291				50	08/01/2015
31386T-FU-4	FN 572679		12/01/2012	MBS PAYMENT		3,329	3,329	3,381	3,334		(5)		(5)		3,329				123	04/01/2031
31390E-SX-1	FN 644134		12/01/2012	MBS PAYMENT		3,128	3,128	3,145	3,129		(1)		(1)		3,128				107	05/01/2032
31390X-VK-3	FN 659518		11/20/2012	VARIOUS		35,031	32,919	33,685	33,685		(243)		(243)		33,442		1,588	1,588	1,462	03/01/2033
31391A-WP-0	FN 661354		11/20/2012	VARIOUS		45,237	41,751	42,828	42,820		(305)		(305)		42,515		2,722	2,722	1,947	09/01/2032
31393N-7J-2	FHR 2587 HI		11/15/2012	VARIOUS		489,263	474,748	457,539	469,471		2,092		2,092		471,562		17,700	17,700	17,002	03/15/2018
31395H-WA-4	FHR 2893 PC		11/01/2012	MBS PAYMENT		785,565	785,565	791,334	785,565						785,565				17,955	11/15/2030
31403A-XD-2	FN 743276		12/01/2012	MBS PAYMENT		1,305	1,305	1,340	1,305						1,305				43	10/01/2033

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ANNUAL STATEMENT FOR THE YEAR 2012 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21
										11	12	13	14	15						
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Con-sideration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ Decrease	Current Year's (Amor-tization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in Book/ Adjusted Carrying Value (11+12-13)	Total Foreign Exchange Change in Book/ Adjusted Carrying Value	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Stated Contractual Maturity Date
31403C-6L-0	FN 745275		12/01/2012	MBS PAYMENT		67,432	67,432	65,693	67,088		344		344		67,432				1,845	02/01/2036
31403C-6U-0	FN 745283		12/01/2012	MBS PAYMENT		107,544	107,544	103,881	107,146		398		398		107,544				3,247	01/01/2036
31404F-J4-6	FN 767183		12/01/2012	MBS PAYMENT		57,992	57,992	57,752	57,963		29		29		57,992				1,662	02/01/2019
31408J-DS-7	FN 852513		12/01/2012	MBS PAYMENT		119,804	119,804	118,615	119,483		321		321		119,804				3,720	01/01/2036
31409W-D9-9	FN 880428		12/01/2012	MBS PAYMENT		43,879	43,879	44,020	43,897		(18)		(18)		43,879				1,367	04/01/2036
31410F-SK-2	FN 888022		11/19/2012	VARIOUS		257,357	243,338	243,262	243,338						243,338		14,019	14,019	10,152	02/01/2036
31410X-ZR-0	FN 900852		12/01/2012	MBS PAYMENT		69,205	69,205	69,562	69,236		(31)		(31)		69,205				2,531	01/01/2037
31417Y-RW-9	FN MA0500		11/15/2012	VARIOUS		720,441	666,268	691,357	691,125		(4,451)		(4,451)		686,673		33,768	33,768	29,597	08/01/2040
31417Y-T7-2	FN MA0573		12/01/2012	MBS PAYMENT		128,145	128,145	132,189	128,655		(511)		(511)		128,145				2,490	11/01/2025
31419F-FW-1	FN AE4680		12/01/2012	MBS PAYMENT		106,385	106,385	110,324	106,707		(322)		(322)		106,385				2,606	11/01/2040
31419G-XX-7	FN AE6093		12/01/2012	MBS PAYMENT		106,607	106,607	110,588	106,967		(360)		(360)		106,607				2,114	10/01/2025
3199999. Subtotal - Bonds - U.S. Special Revenues						12,613,644	11,841,740	12,495,680	12,455,946		(107,602)		(107,602)		12,348,341		265,301	265,301	438,833	XXX
00110A-AB-0	AEPTC 2006-A A2		07/01/2012	MBS PAYMENT		158,564	158,566	158,549	158,549						158,549		16	16	5,606	07/01/2015
002819-AB-6	ABBOTT LABORATORIES		11/13/2012	TENDER OFFER		615,450	500,000	545,235	534,484		(4,530)		(4,530)		529,954		85,496	85,496	26,678	11/30/2017
05522R-AS-7	BACCT 2007-A1 A1		11/30/2012	J.P. MORGAN		587,344	500,000	584,453	583,790		(14,893)		(14,893)		568,896		18,447	18,447	25,132	06/15/2019
059438-AL-5	BANK ONE CORP		11/19/2012	FIRST TENNESSEE		1,267,940	1,000,000	1,218,740	1,122,192		(12,428)		(12,428)		1,109,764		158,176	158,176	104,729	03/01/2019
				PBC CAPITAL MARKETS																
071813-BD-0	BAXTER INTERNATIONAL INC		12/03/2012	SECURITIES - US		155,531	150,000	149,912	149,912		17		17		149,929		5,602	5,602	2,675	01/15/2017
134429-AU-3	CAMPBELL SOUP CO		11/26/2012	MORGAN STANLEY		1,048,600	1,000,000	999,440	999,724		93		93		999,817		48,783	48,783	43,500	08/15/2014
17305E-EQ-4	CCOIT 2009-A4 A4		11/30/2012	MIZUHO SECURITIES		1,068,984	1,000,000	1,100,000	1,098,364		(36,571)		(36,571)		1,061,793		7,191	7,191	46,550	06/23/2016
				WELLS FARGO SECURITIES																
20030N-AR-2	COMCAST CORP		01/09/2012	LLC		173,726	150,000	173,184	173,071		(85)		(85)		172,987		739	739	3,549	02/15/2018
202795-HU-7	COMMONWEALTH EDISON		11/26/2012	GOLDMAN SACHS		487,332	400,000	431,860	425,587		(3,320)		(3,320)		422,266		65,066	65,066	27,969	03/15/2018
239753-BK-1	TARGET CORP		01/15/2012	MATURITY		500,000	500,000	596,180	500,504		(504)		(504)		500,000				21,500	01/15/2012
24422E-RL-5	JOHN DEERE CAPITAL CORP		12/03/2012	MIZUHO SECURITIES		650,831	625,000	624,294	624,301		134		134		624,435		26,396	26,396	12,639	01/13/2017
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
291011-AR-5	EMERSON ELECTRIC CO		10/15/2012	MATURITY		250,000	250,000	248,178	249,825		175		175		250,000				11,563	10/15/2012
302583-AB-5	FPL 2007-A A2		08/01/2012	MBS PAYMENT		172,920	172,920	171,941	172,882		38		38		172,920				6,429	08/01/2015
338915-AH-4	FLEETBOSTON FINL CORP		01/17/2012	BANK AMERICA		457,550	500,000	450,990	460,610		66		66		460,676		(3,126)	(3,126)	17,665	01/15/2028
36161H-AC-5	GEEHT 2010-1 A3		12/14/2012	MBS PAYMENT		424,669	424,669	424,818	424,772		(103)		(103)		424,669				1,962	07/14/2014
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
40426W-AV-3	COMMONWEALTH REIT		11/26/2012	BANK AMERICA		444,388	400,000	447,000	443,171		(6,406)		(6,406)		436,765		7,623	7,623	36,500	01/15/2018
46825M-V6-3	JPMCC 2004-C1 A2		12/01/2012	MBS PAYMENT		30,199	30,199	30,347	30,199						30,199				828	01/15/2038
494368-AR-4	KIMBERLY-CLARK CORP		02/15/2012	MATURITY		300,000	300,000	325,785	300,417		(417)		(417)		300,000				8,438	02/15/2012
532457-AU-2	ELI LILLY & CO		03/15/2012	MATURITY		250,000	250,000	280,905	250,810		(812)		(812)		250,000				7,500	03/15/2012
				CALLLED BY ISSUER at																
595620-AC-9	MIDAMERICAN ENERGY CO		06/11/2012	102,791		308,371	300,000	303,927	300,539		7,830		7,830		308,373				13,923	01/15/2013
67021C-AA-5	NSTAR ELECTRIC CO		10/15/2012	MATURITY		250,000	250,000	248,243	249,829		171		171		250,000				12,188	10/15/2012
69371R-J7-2	PACCAR FINANCIAL CORP		12/17/2012	MATURITY		225,000	225,000	224,660	224,889		111		111		225,000				4,388	12/17/2012
911312-AH-9	UNITED PARCEL SERVICE		11/19/2012	STIFEL NICOLAUS & CO		360,693	300,000	299,406	299,604		51		51		299,654		61,039	61,039	22,367	01/15/2018
3899999. Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)						10,663,092	9,861,354	10,511,524	10,252,818		(71,176)		(71,176)		10,181,646		481,448	481,448	472,060	XXX
8399997. Total - Bonds - Part 4						27,252,726	25,414,251	26,862,341	26,545,919		(203,872)		(203,872)		26,342,048		910,678	910,678	1,039,745	XXX
8399998. Total - Bonds - Part 5						118,445	100,000	116,288			(2,120)		(2,120)		114,167		4,278	4,278	6,675	XXX
8399999. Total - Bonds						27,371,171	25,514,251	26,978,629	26,545,919		(205,992)		(205,992)		26,456,215		914,956	914,956	1,046,420	XXX
8999997. Total - Preferred Stocks - Part 4							XXX													XXX
8999998. Total - Preferred Stocks - Part 5							XXX													XXX
8999999. Total - Preferred Stocks							XXX													XXX
9799997. Total - Common Stocks - Part 4							XXX													XXX
9799998. Total - Common Stocks - Part 5							XXX													XXX
9799999. Total - Common Stocks							XXX													XXX
9899999. Total - Preferred and Common Stocks							XXX													XXX
9999999 - Totals						27,371,171	XXX	26,978,629	26,545,919		(205,992)		(205,992)		26,456,215		914,956	914,956	1,046,420	XXX

ANNUAL STATEMENT FOR THE YEAR 2012 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

SCHEDULE D - PART 5

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

1 CUSIP Identi- fication	2 Description	3 For- eign	4 Date Acquired	5 Name of Vendor	6 Disposal Date	7 Name of Purchaser	8 Par Value (Bonds) or Number of Shares (Stock)	9 Actual Cost	10 Consid- eration	11 Book/ Adjusted Carrying Value at Disposal	Change in Book/Adjusted Carrying Value					17 Foreign Exchange Gain (Loss) on Disposal	18 Realized Gain (Loss) on Disposal	19 Total Gain (Loss) on Disposal	20 Interest and Dividends Received During Year	21 Paid for Accrued Interest and Dividends	
											12 Unrealized Valuation Increase/ (Decrease)	13 Current Year's (Amort- ization)/ Accretion	14 Current Year's Other Than Temporary Impairment Recognized	15 Total Change in Book/ Adjusted Carrying Valu (12 + 13 - 14)	16 Total Foreign Exchange Change in Book/ Adjusted Carrying Value						
067383-AC-3	CR BARD INC		01/06/2012	CANTOR FITZGERALD	12/03/2012	MIZUHO SECURITIES	50,000	55,834	57,254	55,297				(536)	(536)		1,956	1,956	3,062	1,076	
046353-AB-4	ASTRAZENECA PLC	F	01/06/2012	STIFEL NICOLAUS & CO	12/03/2012	BANK AMERICA	50,000	60,454	61,191	58,870				(1,584)	(1,584)		2,322	2,322	3,613	950	
3899999. Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)							100,000	116,288	118,445	114,167				(2,120)	(2,120)		4,278	4,278	6,675	2,026	
8399998. Total - Bonds							100,000	116,288	118,445	114,167								4,278	4,278	6,675	2,026
8999998. Total - Preferred Stocks																					
9799998. Total - Common Stocks																					
9899999. Total - Preferred and Common Stocks																					
9999999 - Totals								116,288	118,445	114,167					(2,120)	(2,120)		4,278	4,278	6,675	2,026

Schedule D-Part 6-Section 1-Valuation of Shares of Subsidiary, Controlled or Affiliated Companies

N O N E

Schedule D - Part 6 - Section 2

N O N E

ANNUAL STATEMENT FOR THE YEAR 2012 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

SCHEDULE DA - PART 1

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

1	2	Codes		5	6	7	8	Change in Book/Adjusted Carrying Value				13	14	Interest						21	
		3	4					9	10	11	12			15	16	17	18	19	20		
CUSIP Identi- fication	Description	Code	For- eign	Date Acquired	Name of Vendor	Maturity Date	Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amor- tization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Foreign Exchange Change in Book/ Adjusted Carrying Value	Par Value	Actual Cost	Amount Due and Accrued Dec. 31 of Current Year on Bonds not in Default	Non- Admitted Due and Accrued	Rate of	Effective Rate of	When Paid	Amount Received During Year	Paid for Accrued Interest	
	US TREASURY BILL	@		12/20/2012	BARCLAYS AMERICAN	03/21/2013	1,899,779		31			1,900,000	1,899,748			0.000	0.053	N/A			
	US TREASURY BILL	@		12/20/2012	ROYAL BANK OF SCOTLAN	04/18/2013	1,099,828		18			1,100,000	1,099,811			0.000	0.053	N/A			
	US TREASURY BILL	@		12/21/2012	BNP PARIBUS SECURITIE	05/23/2013	149,944		3			150,000	149,941			0.000	0.095	N/A			
	US TREASURY BILL	@		12/21/2012	ROYAL BANK OF SCOTLAN	06/20/2013	99,952		2			100,000	99,949			0.000	0.103	N/A			
0199999. Subtotal - Bonds - U.S. Governments - Issuer Obligations							3,249,503		54			3,250,000	3,249,449			XXX	XXX	XXX			
0599999. Total - U.S. Government Bonds							3,249,503		54			3,250,000	3,249,449			XXX	XXX	XXX			
1099999. Total - All Other Government Bonds																XXX	XXX	XXX			
1799999. Total - U.S. States, Territories and Possessions Bonds																XXX	XXX	XXX			
2499999. Total - U.S. Political Subdivisions Bonds																XXX	XXX	XXX			
3199999. Total - U.S. Special Revenues Bonds																XXX	XXX	XXX			
3899999. Total - Industrial and Miscellaneous (Unaffiliated) Bonds																XXX	XXX	XXX			
4899999. Total - Hybrid Securities																XXX	XXX	XXX			
5599999. Total - Parent, Subsidiaries and Affiliates Bonds																XXX	XXX	XXX			
7799999. Total - Issuer Obligations							3,249,503		54				3,250,000	3,249,449			XXX	XXX	XXX		
7899999. Total - Residential Mortgage-Backed Securities																XXX	XXX	XXX			
7999999. Total - Commercial Mortgage-Backed Securities																XXX	XXX	XXX			
8099999. Total - Other Loan-Backed and Structured Securities																XXX	XXX	XXX			
8399999. Total Bonds							3,249,503		54				3,250,000	3,249,449			XXX	XXX	XXX		
8699999. Total - Parent, Subsidiaries and Affiliates													XXX	100,000			XXX	XXX	XXX		
94975H-29-6	WFA TREASURY PLUS MM-I			12/31/2012	DIRECT		100,000					XXX	100,000			0.010	0.010	MAT			
8899999. Subtotal - Exempt Money Market Mutual Funds							100,000						XXX	100,000			XXX	XXX	XXX		
9199999 - Totals							3,349,503		54				XXX	3,349,449			XXX	XXX	XXX		

Schedule DB - Part A - Section 1 - Options, Caps, Floors, Collars, Swaps and Forwards Open

N O N E

Schedule DB - Part A - Section 2 - Options, Caps, Floors, Collars, Swaps and Forwards Terminated

N O N E

Schedule DB - Part B - Section 1 - Futures Contracts Open

N O N E

Schedule DB - Part B - Section 1B - Brokers with whom cash deposits have been made

N O N E

Schedule DB - Part B - Section 2 - Futures Contracts Terminated

N O N E

Schedule DB - Part B - Section 2B - Brokers with whom cash deposits have been made

N O N E

Schedule DB - Part D - Counterparty Exposure for Derivative Instruments Open

N O N E

Schedule DL - Part 1 - Reinvested Collateral Assets Owned

N O N E

Schedule DL - Part 2 - Reinvested Collateral Assets Owned

N O N E

ANNUAL STATEMENT FOR THE YEAR 2012 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

SCHEDULE E - PART 3 - SPECIAL DEPOSITS

States, Etc.	1 Type of Deposit	2 Purpose of Deposit	Deposits For the Benefit of All Policyholders		All Other Special Deposits	
			3 Book/Adjusted Carrying Value	4 Fair Value	5 Book/Adjusted Carrying Value	6 Fair Value
1. Alabama	AL					
2. Alaska	AK					
3. Arizona	AZ					
4. Arkansas	AR					
5. California	CA					
6. Colorado	CO					
7. Connecticut	CT					
8. Delaware	DE	B DE RSD for WC by INS CODE Title 18, Ch 5, Sec 513			110,048	155,991
9. District of Columbia	DC					
10. Florida	FL					
11. Georgia	GA	ST GA RSD by Rules & Reg Ch 120-2-18.01			100,000	100,000
12. Hawaii	HI					
13. Idaho	ID					
14. Illinois	IL					
15. Indiana	IN					
16. Iowa	IA					
17. Kansas	KS					
18. Kentucky	KY					
19. Louisiana	LA					
20. Maine	ME					
21. Maryland	MD					
22. Massachusetts	MA	B MA RSD by GEN LAWS Ch 175, Sec 61 & 62			149,324	190,101
23. Michigan	MI					
24. Minnesota	MN					
25. Mississippi	MS					
26. Missouri	MO					
27. Montana	MT					
28. Nebraska	NE					
29. Nevada	NV					
30. New Hampshire	NH	B NH RSD by RSA 402:2			503,074	521,680
31. New Jersey	NJ					
32. New Mexico	NM					
33. New York	NY					
34. North Carolina	NC	B NC RSD by GEN STAT 58-5-5 & 58-5-10			320,313	356,512
35. North Dakota	ND					
36. Ohio	OH	B Pledged with the state of Ohio for the benefit of all policyholders	1,696,632	2,130,842		
37. Oklahoma	OK					
38. Oregon	OR					
39. Pennsylvania	PA					
40. Rhode Island	RI					
41. South Carolina	SC					
42. South Dakota	SD					
43. Tennessee	TN					
44. Texas	TX					
45. Utah	UT					
46. Vermont	VT					
47. Virginia	VA	B VA RSD by INS Code Sec 1314 & 1316			214,031	272,478
48. Washington	WA					
49. West Virginia	WV					
50. Wisconsin	WI					
51. Wyoming	WY					
52. American Samoa	AS					
53. Guam	GU					
54. Puerto Rico	PR					
55. U.S. Virgin Islands	VI					
56. Northern Mariana Islands	MP					
57. Canada	CAN					
58. Aggregate Alien and Other	OT	XXX	XXX			
59. Subtotal	XXX	XXX	1,696,632	2,130,842	1,396,790	1,596,762
DETAILS OF WRITE-INS						
5801.						
5802.						
5803.						
5898. Summary of remaining write-ins for Line 58 from overflow page	XXX	XXX				
5899. Totals (Lines 5801 thru 5803 plus 5898)(Line 58 above)	XXX	XXX				

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