



PROPERTY AND CASUALTY COMPANIES - ASSOCIATION EDITION

QUARTERLY STATEMENT

AS OF MARCH 31, 2013

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, US 43231 (City or Town, State, Country and Zip Code)

Main Administrative Office 180 Genesee Street (Street and Number), New Hartford , NY, US 13413 (City or Town, State, Country 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, US 13503-0530 (City or Town, State, Country and Zip Code)

Primary Location of Books and Records 180 Genesee Street (Street and Number), New Hartford , NY, US 13413 (City or Town, State, Country and Zip Code), 315-734-2000 (Area Code) (Telephone Number)

Internet Website Address www.uticanational.com

Statutory Statement Contact Sandra Jean Giehl (Name), 315-734-2192 (Area Code) (Telephone Number), sandy.giehl@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 CalligarisPaul Alan Hagstrom, Ph.D.Gregory Miller Harden

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 & COORaymond Edward CoxSVP, CFO & TreasurerKristen 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 filed3. Number of pages attached.....

STATEMENT AS OF MARCH 31, 2013 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	77,347,861		77,347,861	67,903,911
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 (\$417,619), cash equivalents (\$) and short-term investments (\$100,000)	517,619		517,619	10,497,254
6. Contract loans (including \$ premium notes)				
7. Derivatives				
8. Other invested assets				
9. Receivables for securities	78		78	
10. Securities lending reinvested collateral assets				
11. Aggregate write-ins for invested assets				
12. Subtotals, cash and invested assets (Lines 1 to 11)	77,865,557		77,865,557	78,401,165
13. Title plants less \$ charged off (for Title insurers only)				
14. Investment income due and accrued	653,750		653,750	545,192
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	5,358,860	84,718	5,274,142	5,119,499
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$(908) earned but unbilled premiums)	611,132		611,132	687,340
15.3 Accrued retrospective premiums				
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers	476,720		476,720	1,067,767
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				
18.2 Net deferred tax asset	1,944,305	456,095	1,488,210	1,488,210
19. Guaranty funds receivable or on deposit	1,237,783		1,237,783	1,087,709
20. Electronic data processing equipment and software	7,195		7,195	9,950
21. Furniture and equipment, including health care delivery assets (\$)	3,725	3,725		
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	3,181,062	1,964,273	1,216,790	1,208,746
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25)	91,340,089	2,508,810	88,831,279	89,615,579
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts				
28. Total (Lines 26 and 27)	91,340,089	2,508,810	88,831,279	89,615,579
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	1,093,264	14,659	1,078,605	1,085,406
2502. Equities and Deposits in Pools and Associations	140,170	1,986	138,184	123,340
2503. Prepaid Expenses	1,568,376	1,568,376		
2598. Summary of remaining write-ins for Line 25 from overflow page	379,252	379,252		
2599. Totals (Lines 2501 through 2503 plus 2598)(Line 25 above)	3,181,062	1,964,273	1,216,790	1,208,746

STATEMENT AS OF MARCH 31, 2013 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

LIABILITIES, SURPLUS AND OTHER FUNDS

	1 Current Statement Date	2 December 31, Prior Year
1. Losses (current accident year \$2,945,106)	25,834,037	25,993,203
2. Reinsurance payable on paid losses and loss adjustment expenses	16,167	293
3. Loss adjustment expenses	7,347,527	7,511,174
4. Commissions payable, contingent commissions and other similar charges	330,325	544,968
5. Other expenses (excluding taxes, licenses and fees)	1,026,512	1,179,293
6. Taxes, licenses and fees (excluding federal and foreign income taxes)	858,301	770,504
7.1 Current federal and foreign income taxes (including \$20,084 on realized capital gains (losses))	219,091	813,247
7.2 Net deferred tax liability		
8. Borrowed money \$ and interest thereon \$		
9. Unearned premiums (after deducting unearned premiums for ceded reinsurance of \$68,675,325 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)	9,173,958	9,051,309
10. Advance premium	66,360	87,329
11. Dividends declared and unpaid:		
11.1 Stockholders		
11.2 Policyholders	69,503	107,541
12. Ceded reinsurance premiums payable (net of ceding commissions)	206,843	225,109
13. Funds held by company under reinsurance treaties		38,228
14. Amounts withheld or retained by company for account of others	381,098	403,022
15. Remittances and items not allocated		
16. Provision for reinsurance (including \$ certified)	53,949	53,949
17. Net adjustments in assets and liabilities due to foreign exchange rates		
18. Drafts outstanding		
19. Payable to parent, subsidiaries and affiliates	619,013	666,745
20. Derivatives		
21. Payable for securities		96
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	516,278	500,072
26. Total liabilities excluding protected cell liabilities (Lines 1 through 25)	46,718,962	47,946,083
27. Protected cell liabilities		
28. Total liabilities (Lines 26 and 27)	46,718,962	47,946,083
29. Aggregate write-ins for special surplus funds	116,834	94,038
30. Common capital stock	3,500,000	3,500,000
31. Preferred capital stock		
32. Aggregate write-ins for other than special surplus funds		
33. Surplus notes		
34. Gross paid in and contributed surplus	2,139,802	2,139,802
35. Unassigned funds (surplus)	36,355,680	35,935,656
36. Less treasury stock, at cost:		
36.1 shares common (value included in Line 30 \$)		
36.2 shares preferred (value included in Line 31 \$)		
37. Surplus as regards policyholders (Lines 29 to 35, less 36)	42,112,316	41,669,496
38. Totals (Page 2, Line 28, Col. 3)	88,831,279	89,615,579
DETAILS OF WRITE-INS		
2501. Pension Benefit Obligation	464,495	464,495
2502. Contingent Balances in Safety Groups	45,840	32,670
2503. Miscellaneous Accounts Payable	5,943	2,907
2598. Summary of remaining write-ins for Line 25 from overflow page		
2599. Totals (Lines 2501 through 2503 plus 2598)(Line 25 above)	516,278	500,072
2901. Reserve for Undeclared Dividends	116,834	94,038
2902. Additional Admitted Deferred tax Asset		
2903.		
2998. Summary of remaining write-ins for Line 29 from overflow page		
2999. Totals (Lines 2901 through 2903 plus 2998)(Line 29 above)	116,834	94,038
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 \$31,778,680)	37,096,253	36,618,106	145,892,851
1.2 Assumed (written \$4,613,759)	4,491,110	4,485,524	17,796,261
1.3 Ceded (written \$31,778,680)	37,096,253	36,618,106	145,892,851
1.4 Net (written \$4,613,759)	4,491,110	4,485,524	17,796,261
DEDUCTIONS:			
2. Losses incurred (current accident year \$3,496,596):			
2.1 Direct	19,919,190	24,587,969	87,214,725
2.2 Assumed	2,209,433	2,362,135	8,625,226
2.3 Ceded	19,919,600	24,580,516	86,225,209
2.4 Net	2,209,023	2,369,588	9,614,742
3. Loss adjustment expenses incurred	903,058	898,525	2,923,926
4. Other underwriting expenses incurred	1,814,942	1,772,511	6,773,786
5. Aggregate write-ins for underwriting deductions			
6. Total underwriting deductions (Lines 2 through 5)	4,927,023	5,040,624	19,312,454
7. Net income of protected cells			
8. Net underwriting gain or (loss) (Line 1 minus Line 6 + Line 7)	(435,913)	(555,100)	(1,516,193)
INVESTMENT INCOME			
9. Net investment income earned	617,884	762,621	2,839,214
10. Net realized capital gains (losses) less capital gains tax of \$20,084	37,300	(6,492)	594,721
11. Net investment gain (loss) (Lines 9 + 10)	655,184	756,128	3,433,935
OTHER INCOME			
12. Net gain or (loss) from agents' or premium balances charged off (amount recovered \$10 amount charged off \$5,016)	(5,006)	(3,942)	(23,832)
13. Finance and service charges not included in premiums	142,393	115,933	537,643
14. Aggregate write-ins for miscellaneous income	(3,514)	(3,713)	(993,681)
15. Total other income (Lines 12 through 14)	133,873	108,278	(479,869)
16. Net income before dividends to policyholders, after capital gains tax and before all other federal and foreign income taxes (Lines 8 + 11 + 15)	353,144	309,306	1,437,872
17. Dividends to policyholders	34,528	65,319	239,643
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)	318,615	243,987	1,198,229
19. Federal and foreign income taxes incurred	(163,196)	59,063	39,789
20. Net income (Line 18 minus Line 19)(to Line 22)	481,811	184,924	1,158,440
CAPITAL AND SURPLUS ACCOUNT			
21. Surplus as regards policyholders, December 31 prior year	41,669,496	40,854,737	40,854,737
22. Net income (from Line 20)	481,811	184,924	1,158,440
23. Net transfers (to) from Protected Cell accounts			
24. Change in net unrealized capital gains (losses) less capital gains tax of \$			3,401
25. Change in net unrealized foreign exchange capital gain (loss)			
26. Change in net deferred income tax			(139,579)
27. Change in nonadmitted assets	(25,821)	(26,110)	425,050
28. Change in provision for reinsurance			6,056
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	(13,170)	42,150	(638,609)
38. Change in surplus as regards policyholders (Lines 22 through 37)	442,820	200,964	814,759
39. Surplus as regards policyholders, as of statement date (Lines 21 plus 38)	42,112,316	41,055,701	41,669,496
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	1	3	205
1402. Miscellaneous Income	(3,515)	(3,716)	(993,886)
1403.			
1498. Summary of remaining write-ins for Line 14 from overflow page			
1499. Totals (Lines 1401 through 1403 plus 1498)(Line 14 above)	(3,514)	(3,713)	(993,681)
3701. Contingent Balance in Safety Groups	(13,170)	42,150	41,940
3702. Deferred Tax Expanded Admissibility – SSAP 10R			(536,607)
3703. Pension Benefit Obligation			(143,942)
3798. Summary of remaining write-ins for Line 37 from overflow page			
3799. Totals (Lines 3701 through 3703 plus 3798)(Line 37 above)	(13,170)	42,150	(638,609)

STATEMENT AS OF MARCH 31, 2013 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

CASH FLOW

	1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
Cash from Operations			
1. Premiums collected net of reinsurance	4,469,264	4,233,401	17,674,967
2. Net investment income	576,429	839,870	3,410,517
3. Miscellaneous income	133,873	108,278	(479,869)
4. Total (Lines 1 to 3)	5,179,566	5,181,549	20,605,615
5. Benefit and loss related payments	1,777,142	2,729,191	11,888,991
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts			
7. Commissions, expenses paid and aggregate write-ins for deductions	3,306,817	3,161,113	13,274,106
8. Dividends paid to policyholders	72,566	54,833	213,772
9. Federal and foreign income taxes paid (recovered) net of \$ 20,084 tax on capital gains (losses)	451,044	(344,942)	(344,942)
10. Total (Lines 5 through 9)	5,607,569	5,600,194	25,031,928
11. Net cash from operations (Line 4 minus Line 10)	(428,003)	(418,645)	(4,426,313)
Cash from Investments			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds	2,588,526	3,272,683	27,371,171
12.2 Stocks			
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	(146)		
12.7 Miscellaneous proceeds			52
12.8 Total investment proceeds (Lines 12.1 to 12.7)	2,588,380	3,272,683	27,371,223
13. Cost of investments acquired (long-term only):			
13.1 Bonds	12,040,315	116,288	13,231,640
13.2 Stocks			
13.3 Mortgage loans			
13.4 Real estate			
13.5 Other invested assets			
13.6 Miscellaneous applications	174	300,002	
13.7 Total investments acquired (Lines 13.1 to 13.6)	12,040,490	416,290	13,231,640
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)	(9,452,110)	2,856,393	14,139,583
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)	(99,523)	1,213,810	610,459
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6)	(99,523)	1,213,810	610,459
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)	(9,979,635)	3,651,558	10,323,728
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year	10,497,254	173,526	173,526
19.2 End of period (Line 18 plus Line 19.1)	517,619	3,825,083	10,497,254

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

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STATEMENT AS OF MARCH 31, 2013 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

NOTES TO FINANCIAL STATEMENTS

Note 1 – Summary of Significant Accounting Policies

A. Accounting Practices

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

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

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

<u>Net Income</u>	State of <u>Domicile</u>	<u>2013</u>	<u>2012</u>
(1) Net Income, state basis (Page 4, Line 20, Columns 1 & 3)	Ohio	481,811	1,158,440
(2) State Prescribed Practices that increase/(decrease) NAIC SAP	Ohio	0	0
(3) State Permitted Practices that increase/(decrease) NAIC SAP	Ohio	<u>0</u>	<u>0</u>
(4) Net Income, NAIC SAP (1 - 2 - 3 = 4)	Ohio	<u><u>481,811</u></u>	<u><u>1,158,440</u></u>
<u>Surplus</u>			
(1) Statutory surplus, state basis (Page 3, Line 37, Columns 1 & 2)	Ohio	42,112,316	41,669,496
(2) State Prescribed Practices that increase/(decrease) NAIC SAP	Ohio	0	0
(3) State Permitted Practices that increase/(decrease) NAIC SAP	Ohio	<u>0</u>	<u>0</u>
(4) Statutory Surplus, NAIC SAP (1 - 2 - 3 = 4)	Ohio	<u><u>42,112,316</u></u>	<u><u>41,669,496</u></u>

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 mortgage-backed and asset-backed securities with inputs from major third party data providers. The models combine the effects of interest rates, volatility, and pre-payment speeds based on various scenarios (Monte Carlo), simulations with resulting effective analytics (spreads, duration, convexity) and cash-flows on a monthly basis. Credit sensitive cash flows are calculated using a proprietary model which estimates future loan defaults in terms of timing and severity. Model assumptions are specific to asset class and collateral types and are regularly evaluated and adjusted where appropriate.
- (2) Not applicable.
- (3) Not applicable.
- (4) Unrealized Losses

a. The aggregate amount of unrealized losses:

Less than 12 months	Greater than 12 months	Total
100,304	0	100,304

STATEMENT AS OF MARCH 31, 2013 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

NOTES TO FINANCIAL STATEMENTS

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

Less than 12 months	Greater than 12 months	Total
11,714,858	0	11,714,858

(5) There are a number of factors considered in determining if an other-than-temporary impairment does not exist for an investment, including, but not limited to, debt burden, credit ratings, sector, liquidity, financial flexibility, company management, expected earnings and cash flow stream, and economic prospects associated with the investment.

- 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.

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. No change.

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.

STATEMENT AS OF MARCH 31, 2013 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

NOTES TO FINANCIAL STATEMENTS

Note 22 – Events Subsequent

No change.

Property & Casualty Specific Notes

Note 23 – Reinsurance

No change.

Note 24 – Retrospectively Rated Contracts and Contracts Subject to Redetermination

No change.

Note 25 – Change in Incurred Losses and Loss Adjustment Expenses

Reserves as of December 31, 2012 were \$33.5 million. As of March 31, 2013, \$2.9 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 \$30.2 million as a result of re-estimation of unpaid claims and claim adjustment expenses. Therefore, there has been a \$384 thousand favorable prior-year development since December 31, 2012 to March 31, 2013.

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:
- 3.1

Have there been any substantial changes in the organizational chart since the prior quarter end?

Yes [☐] No [☒]
- 3.2

If the response to 3.1 is yes, provide a brief description of those changes.
- 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? Yes [☐] No [☐] N/A [☒]
If yes, attach an explanation.
- 6.1

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

12/31/2009
- 6.2

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

12/31/2009
- 6.3

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

02/28/2011
- 6.4

By what department or departments?
Ohio
- 6.5

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

Yes [☐] No [☐] N/A [☒]
- 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?
If no, attach a description with this statement.

Yes [] No []

STATEMENT AS OF MARCH 31, 2013 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

GENERAL INTERROGATORIES

16. For the reporting entity's security lending program, state the amount of the following as of the current statement date:
- 16.1 Total fair value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2.

16.2 Total book adjusted/carrying value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2

16.3 Total payable for securities lending reported on the liability page.
- \$

\$

\$

17. 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 []

- 17.1 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

- 17.2 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)

- 17.3 Have there been any changes, including name changes, in the custodian(s) identified in 17.1 during the current quarter?
- Yes [] No [X]

- 17.4 If yes, give full information relating thereto:

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

- 17.5 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

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

- 18.2 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?
If yes, attach an explanation.

Yes [] No [X] N/A []
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?
If yes, attach an explanation.

Yes [] No [X]
- 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

1 NAIC Company Code	2 Federal ID Number	3 Name of Reinsurer	4 Domiciliary Jurisdiction	5 Is Insurer Authorized? (Yes or No)
NONE				

SCHEDULE T - EXHIBIT OF PREMIUMS WRITTEN

Current Year to Date - Allocated by States and Territories							
States, etc.	1 Active Status	Direct Premiums Written		Direct Losses Paid (Deducting Salvage)		Direct Losses Unpaid	
		2 Current Year To Date	3 Prior Year To Date	4 Current Year To Date	5 Prior Year To Date	6 Current Year To Date	7 Prior Year To Date
1. Alabama AL	N						
2. Alaska AK	N						
3. Arizona AZ	N						
4. Arkansas AR	N						
5. California CA	N						
6. Colorado CO	N						
7. Connecticut CT	L	3,201,727	2,937,948	2,627,273	3,086,285	21,049,567	23,839,698
8. Delaware DE	L	191,130	335,810	475,228	398,730	2,325,719	2,244,130
9. District of Columbia DC	L	36,379	43,336	3,746	1,137	67,326	123,209
10. Florida FL	N						
11. Georgia GA	L	1,625,061	1,199,488	261,134	352,284	6,631,162	4,540,419
12. Hawaii HI	N						
13. Idaho ID	N						
14. Illinois IL	L	445,076	315,893	235,753	180,120	4,810,716	3,428,935
15. Indiana IN	L	75,791	54,658	2,347	5,029	226,445	93,336
16. Iowa IA	N						
17. Kansas KS	L	31,728	19,313	2,167		28,499	13
18. Kentucky KY	N						
19. Louisiana LA	N						
20. Maine ME	N						
21. Maryland MD	L	704,196	1,002,449	756,192	468,711	4,998,137	4,476,213
22. Massachusetts MA	L	2,082,689	1,819,887	1,090,624	883,224	8,638,370	8,527,276
23. Michigan MI	L	448,556	330,356	31,174	4,300	749,377	71,503
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	10,389				5,665	
31. New Jersey NJ	L	3,951,061	2,516,630	3,109,963	1,123,553	18,540,818	16,396,043
32. New Mexico NM	N						
33. New York NY	L	12,499,128	12,324,005	8,079,870	7,950,900	77,997,621	80,279,521
34. North Carolina NC	L	1,386,479	1,307,741	1,050,672	1,967,093	7,226,169	5,209,314
35. North Dakota ND	N						
36. Ohio OH	L	904,235	934,888	183,258	253,395	2,070,875	1,440,098
37. Oklahoma OK	N						
38. Oregon OR	N						
39. Pennsylvania PA	L	652,274	660,498	290,972	250,210	5,653,924	7,266,856
40. Rhode Island RI	L	71,387	78,748	105	8,708	61,200	33,569
41. South Carolina SC	N						
42. South Dakota SD	N						
43. Tennessee TN	L	938,639	951,826	391,754	607,311	1,298,154	1,376,691
44. Texas TX	L	932,601	631,885	447,782	168,852	4,128,225	2,719,590
45. Utah UT	N						
46. Vermont VT	N						
47. Virginia VA	L	741,932	675,017	481,338	254,999	2,398,176	3,197,454
48. Washington WA	N						
49. West Virginia WV	N						
50. Wisconsin WI	L	848,221	647,332	225,010	228,636	3,931,786	4,162,624
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 CAN	N						
58. Aggregate Other Alien OT	XXX						
59. Totals	(a) 21	31,778,680	28,787,709	19,746,361	18,193,478	172,837,932	169,426,490
DETAILS OF WRITE-INS							
58001.	XXX						
58002.	XXX						
58003.	XXX						
58998. Summary of remaining write-ins for Line 58 from overflow page	XXX						
58999. Totals (Lines 58001 through 58003 plus 58998)(Line 58 above)	XXX						

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

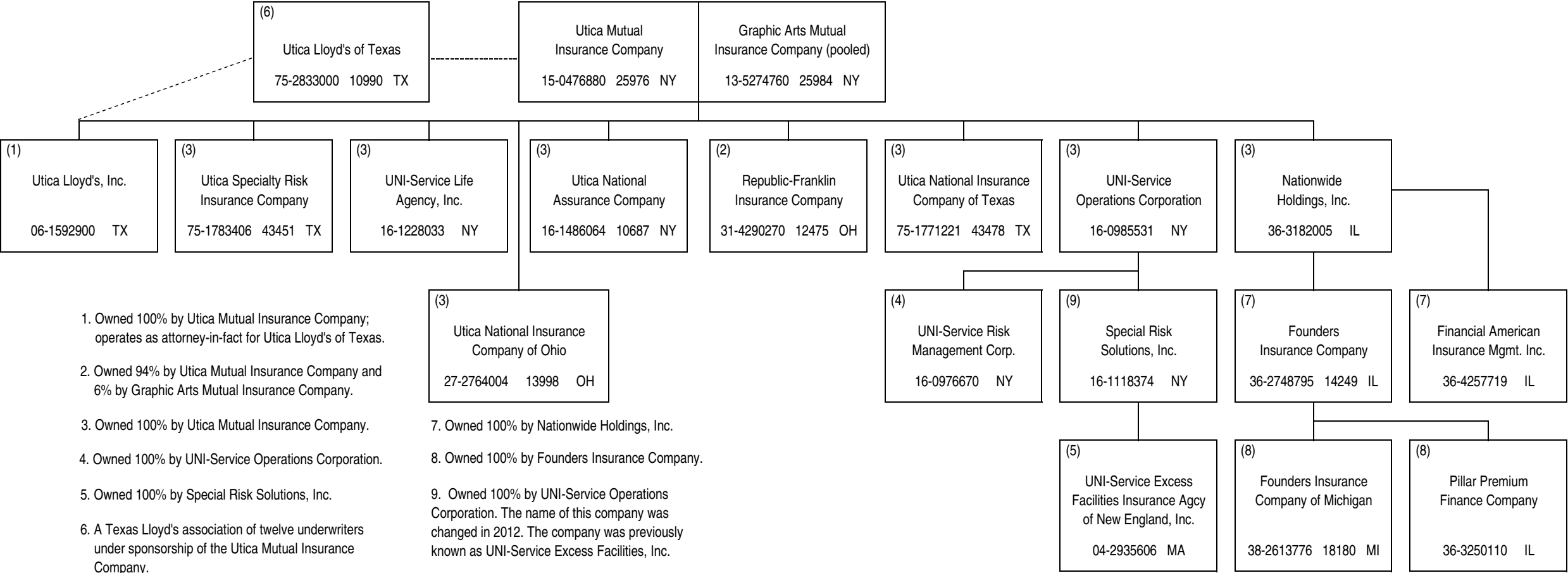
(a) Insert the number of L responses except for Canada and Other Alien.

STATEMENT AS OF MARCH 31, 2013 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP

PART 1 - ORGANIZATIONAL CHART

UTICA NATIONAL INSURANCE GROUP ORGANIZATION STRUCTURE MARCH 31, 2013



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	25,198			
2.	Allied Lines	20,354	1,170	5.7	(81.7)
3.	Farmowners multiple peril				
4.	Homeowners multiple peril	2,530,527	1,584,653	62.6	35.8
5.	Commercial multiple peril	11,038,670	5,379,873	48.7	107.6
6.	Mortgage guaranty				
8.	Ocean marine				
9.	Inland marine	83,095	8,237	9.9	24.6
10.	Financial guaranty				
11.1	Medical professional liability - occurrence				
11.2	Medical professional liability - claims-made				
12.	Earthquake	2,941			
13.	Group accident and health				
14.	Credit accident and health				
15.	Other accident and health				
16.	Workers' compensation	8,720,562	5,623,927	64.5	3.8
17.1	Other liability - occurrence	1,013,635	21,000	2.1	428.9
17.2	Other liability - claims-made	2,075,175	1,057,877	51.0	39.4
17.3	Excess workers' compensation				
18.1	Products liability - occurrence	5,464			
18.2	Products liability - claims-made				
19.1,19.2	Private passenger auto liability	1,927,888	1,390,897	72.1	59.9
19.3,19.4	Commercial auto liability	6,583,568	3,576,884	54.3	60.1
21.	Auto physical damage	3,067,510	1,274,672	41.6	41.4
22.	Aircraft (all perils)				
23.	Fidelity				
24.	Surety	1,123			(1,500.4)
26.	Burglary and theft	544			(661.4)
27.	Boiler and machinery				
28.	Credit				
29.	International				
30.	Warranty				
31.	Reinsurance - Nonproportional Assumed Property	XXX	XXX	XXX	XXX
32.	Reinsurance - Nonproportional Assumed Liability	XXX	XXX	XXX	XXX
33.	Reinsurance - Nonproportional Assumed Financial Lines	XXX	XXX	XXX	XXX
34.	Aggregate write-ins for other lines of business				
35.	Totals	37,096,253	19,919,190	53.7	67.1
DETAILS OF WRITE-INS					
3401.	.....			
3402.	.....			
3403.	.....			
3498.	Summary of remaining write-ins for Line 34 from overflow page				
3499.	Totals (Lines 3401 through 3403 plus 3498)(Line 34 above)				

PART 2 - DIRECT PREMIUMS WRITTEN

Line of Business		1	2	3
		Current Quarter	Current Year to Date	Prior Year Year to Date
1.	Fire	1,391	1,391	21,680
2.	Allied Lines	4,795	4,795	16,538
3.	Farmowners multiple peril			
4.	Homeowners multiple peril	2,413,681	2,413,681	1,989,290
5.	Commercial multiple peril	7,904,314	7,904,314	6,426,121
6.	Mortgage guaranty			
8.	Ocean marine			
9.	Inland marine	65,617	65,617	123,260
10.	Financial guaranty			
11.1	Medical professional liability - occurrence			
11.2	Medical professional liability - claims-made			
12.	Earthquake	1,743	1,743	2,754
13.	Group accident and health			
14.	Credit accident and health			
15.	Other accident and health			
16.	Workers' compensation	7,712,852	7,712,852	7,489,418
17.1	Other liability - occurrence	522,138	522,138	462,485
17.2	Other liability - claims-made	2,642,531	2,642,531	1,846,964
17.3	Excess workers' compensation			
18.1	Products liability - occurrence	10,732	10,732	7,642
18.2	Products liability - claims-made			
19.1,19.2	Private passenger auto liability	1,914,596	1,914,596	1,939,073
19.3,19.4	Commercial auto liability	5,905,896	5,905,896	5,701,979
21.	Auto physical damage	2,677,952	2,677,952	2,760,195
22.	Aircraft (all perils)			
23.	Fidelity			
24.	Surety			
26.	Burglary and theft	443	443	310
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	31,778,680	31,778,680	28,787,709
DETAILS OF WRITE-INS				
3401.	.....		
3402.	.....		
3403.	.....		
3498.	Summary of remaining write-ins for Line 34 from overflow page			
3499.	Totals (Lines 3401 through 3403 plus 3498)(Line 34 above)			

STATEMENT AS OF MARCH 31, 2013 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)	2013 Loss and LAE Payments on Claims Reported as of Prior Year-End	2013 Loss and LAE Payments on Claims Unreported as of Prior Year-End	Total 2013 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. 2010 + Prior	10,554	7,440	17,993	974	3	977	9,920	48	6,844	16,812	340	(544)	(204)											
2. 2011	3,500	3,345	6,844	669	4	673	3,006	55	2,941	6,002	176	(345)	(169)											
3. Subtotals 2011 + Prior	14,053	10,784	24,838	1,643	7	1,651	12,926	103	9,785	22,815	516	(889)	(372)											
4. 2012	3,639	5,028	8,667	1,105	128	1,233	3,046	271	4,105	7,422	513	(525)	(12)											
5. Subtotals 2012 + Prior	17,692	15,812	33,504	2,749	135	2,883	15,973	374	13,890	30,236	1,029	(1,413)	(384)											
6. 2013	XXX	XXX	XXX	XXX	551	551	XXX	836	2,109	2,945	XXX	XXX	XXX											
7. Totals	17,692	15,812	33,504	2,749	686	3,435	15,973	1,210	15,999	33,182	1,029	(1,413)	(384)											
8. Prior Year-End Surplus As Regards Policyholders	41,669											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. 5.8	2. (8.9)	3. (1.1)										
													Col. 13, Line 7 As a % of Col. 1 Line 8	4. (0.9)										

STATEMENT AS OF MARCH 31, 2013 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.

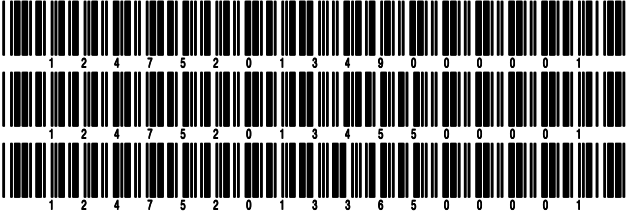
	Response
1. Will the Trusteed Surplus Statement be filed with the state of domicile and the NAIC with this statement?	NO
2. Will Supplement A to Schedule T (Medical Professional Liability Supplement) be filed with this statement?	NO
3. Will the Medicare Part D Coverage Supplement be filed with the state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

Explanations:

1.
2.
3.

Bar Codes:

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



STATEMENT AS OF MARCH 31, 2013 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	352,619	352,619		
2505.	Clearing Accounts	26,233	26,233		
2506.	Deposits	400	400		
2597.	Summary of remaining write-ins for Line 25 from overflow page	379,252	379,252		

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	67,903,921	81,521,384
2. Cost of bonds and stocks acquired	12,040,315	13,231,640
3. Accrual of discount	6,831	26,688
4. Unrealized valuation increase (decrease)		
5. Total gain (loss) on disposals	57,530	914,956
6. Deduct consideration for bonds and stocks disposed of	2,588,526	27,371,171
7. Deduct amortization of premium	72,209	419,576
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)	77,347,862	67,903,921
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	77,347,862	67,903,921

STATEMENT AS OF MARCH 31, 2013 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)	64,419,745	11,260,663	12,831,718	753,785	63,602,475			64,419,745
2. Class 2 (a)	13,833,281	1,079,653	249,028	(818,519)	13,845,387			13,833,281
3. Class 3 (a)								
4. Class 4 (a)								
5. Class 5 (a)								
6. Class 6 (a)								
7. Total Bonds	78,253,026	12,340,316	13,080,746	(64,734)	77,447,862			78,253,026
PREFERRED STOCK								
8. Class 1								
9. Class 2								
10. Class 3								
11. Class 4								
12. Class 5								
13. Class 6								
14. Total Preferred Stock								
15. Total Bonds and Preferred Stock	78,253,026	12,340,316	13,080,746	(64,734)	77,447,862			78,253,026

(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	3,349,501	99,998
2. Cost of short-term investments acquired	300,000	3,349,449
3. Accrual of discount	251	54
4. Unrealized valuation increase (decrease)		
5. Total gain (loss) on disposals	(140)	
6. Deduct consideration received on disposals	3,549,614	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)	99,998	3,349,501
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	99,998	3,349,501

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 (Line 6, prior year)		
2.	Cumulative cash change (Section 1, Broker Name/Net Cash Deposits Footnote - Cumulative Cash Change column)		
3.1	Add:		
	Change in variation margin on open contracts - Highly Effective Hedges		
3.11	Section 1, Column 15, current year to date minus		
3.12	Section 1, Column 15, prior year		
	Change in variation margin on open contracts - All Other		
3.13	Section 1, Column 18, current year to date minus		
3.14	Section 1, Column 18, prior year		
3.2	Add:		
	Change in adjustment to basis of hedged item		
3.21	Section 1, Column 17, current year to date minus		
3.22	Section 1, Column 17, prior year		
	Change in amount recognized		
3.23	Section 1, Column 19, current year to date minus		
3.24	Section 1, Column 19, prior year		
3.3	Subtotal (Line 3.1 minus Line 3.2)		
4.1	Cumulative 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 Total gain (loss) recognized for terminations in prior year		
	5.2 Total gain (loss) adjusted into the hedged item(s) for terminations in prior year		
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 MARCH 31, 2013 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 15 plus Part B, Section 1 Footnote - Total Ending Cash Balance.....	.....
3.	Total (Line 1 plus Line 2) .....	.....
4.	Part D, Section 1, Column 5 .....	.....
5.	Part D, Section 1, 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, Section 1, Column 8 .....	.....
11.	Part D, Section 1, 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 20 .....	.....
15.	Part D, Section 1, 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	6,999,612	
2. Cost of cash equivalents acquired		6,999,436
3. Accrual of discount	385	176
4. Unrealized valuation increase (decrease)		
5. Total gain (loss) on disposals	(6)	
6. Deduct consideration received on disposals	6,999,991	
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
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)		6,999,612

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SCHEDULE A - PART 2

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

1	Location		4	5	6	7	8	9
	2	3						
Description of Property	City	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
			NONE					
0399999 - Totals								

SCHEDULE A - PART 3

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

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

STATEMENT AS OF MARCH 31, 2013 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 MARCH 31, 2013 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 MARCH 31, 2013 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

SCHEDULE D - PART 3

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

1	2	3	4	5	6	7	8	9	10
CUSIP Identification	Description	Foreign	Date Acquired	Name of Vendor	Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends	NAIC Designation or Market Indicator (a)
38378B-7C-7	GNR 2013-33 A		.02/19/2013	ROYAL BANK OF SCOTLAND US		348,387	350,000	279	1
0599999. Subtotal - Bonds - U.S. Governments						348,387	350,000	279	XXX
669827-F1-9	NOVA SCOTIA PROVINCE	A	.02/22/2013	SCOTIA CAPITAL INC - US		325,651	280,000	1,236	1FE
683234-C5-5	ONTARIO (PROVINCE OF)	A	.02/07/2013	SCOTIA CAPITAL INC - US		799,152	800,000		1FE
748148-RR-6	PROVINCE OF QUEBEC	A	.02/12/2013	SCOTIA CAPITAL INC - US		396,172	350,000	7,972	1FE
1099999. Subtotal - Bonds - All Other Governments						1,520,975	1,430,000	9,208	XXX
31307A-EK-4	FG J21938		.01/15/2013	WELLS FARGO SECURITIES LLC		1,043,594	1,000,000	1,111	1
3132J6-US-1	FG Q15592		.02/13/2013	WELLS FARGO SECURITIES LLC		510,239	498,630	457	1
31417E-CG-4	FN AB7270		.01/17/2013	BNP PARIBUS SECURITIES		519,800	497,268	912	1
31417E-H2-0	FN AB7448		.02/05/2013	DEUTSCHE BANK		1,549,943	1,494,709	1,349	1
31417E-ZK-0	FN AB7945		.02/05/2013	GOLDMAN SACHS		1,546,240	1,497,569	1,373	1
47770V-AX-8	JOBSOHO BEVERAGE SYS STWD LIQ		.01/29/2013	J.P. MORGAN		475,000	475,000		1FE
3199999. Subtotal - Bonds - U.S. Special Revenues						5,644,816	5,463,176	5,202	XXX
00206R-BR-2	AT&T INC		.02/07/2013	UBS SECURITIES		499,675	500,000		1FE
009158-AT-3	AIR PRODUCTS & CHEMICALS		.01/30/2013	J.P. MORGAN		229,064	230,000		1FE
009363-AP-7	AIRGAS INC		.02/11/2013	BANK AMERICA		154,831	155,000		2FE
12591F-AC-0	CNH 2013-A A3		.02/13/2013	ROYAL BANK OF SCOTLAND US		575,000	575,000		1FE
14313L-AC-0	CARMX 2013-1 A3		.02/06/2013	J.P. MORGAN		479,985	480,000		1FE
24422E-RZ-4	JOHN DEERE CAPITAL CORP		.01/17/2013	J.P. MORGAN		44,952	45,000		1FE
25459H-BH-7	DIRECTV HOLDINGS/FING		.01/10/2013	MORGAN STANLEY		123,909	125,000		2FE
370334-BN-3	GENERAL MILLS INC		.01/28/2013	DEUTSCHE BANK		159,971	160,000		2FE
487836-BK-3	KELLOGG CO		.02/11/2013	DEUTSCHE BANK		140,000	140,000		2FE
61746B-DG-8	MORGAN STANLEY		.02/20/2013	MORGAN STANLEY		219,584	220,000		1FE
816851-AN-9	SEMPRA ENERGY		.02/11/2013	KEYBANC CAPITAL MARKETS		351,351	300,000	3,954	2FE
855030-AL-6	STAPLES INC		.01/07/2013	BARCLAYS AMERICAN		149,591	150,000		2FE
89233P-7E-0	TOYOTA MOTOR CREDIT CORP		.01/07/2013	BARCLAYS AMERICAN		499,205	500,000		1FE
136069-FA-4	CANADIAN IMPERIAL BANK	A	.01/17/2013	CITIGROUP GLOBAL MARKETS		499,595	500,000		1FE
78011D-AD-6	ROYAL BANK OF CANADA	A	.02/12/2013	RBC CAPITAL MARKETS SECURITIES - US		399,424	400,000	479	1FE
3899999. Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)						4,526,137	4,480,000	4,433	XXX
8399997. Total - Bonds - Part 3						12,040,315	11,723,176	19,122	XXX
8399998. Total - Bonds - Part 5						XXX	XXX	XXX	XXX
8399999. Total - Bonds						12,040,315	11,723,176	19,122	XXX
8999997. Total - Preferred Stocks - Part 3							XXX		XXX
8999998. Total - Preferred Stocks - Part 5						XXX	XXX	XXX	XXX
8999999. Total - Preferred Stocks							XXX		XXX
9799997. Total - Common Stocks - Part 3							XXX		XXX
9799998. Total - Common Stocks - Part 5						XXX	XXX	XXX	XXX
9799999. Total - Common Stocks							XXX		XXX
9899999. Total - Preferred and Common Stocks							XXX		XXX
9999999 - Totals						12,040,315	XXX	19,122	XXX

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

STATEMENT AS OF MARCH 31, 2013 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)
36178W-GL-7	GN AB9203		03/01/2013	MBS PAYMENT		27,956	27,956	29,867	27,989		(32)		(32)		27,956				131	11/15/2042	1
36202E-RS-0	G2 4097		03/01/2013	MBS PAYMENT		29,438	29,438	28,873	29,416		22		22		29,438				241	03/20/2038	1
36205B-4L-3	GN 386127		03/01/2013	MBS PAYMENT		432	432	432	432						432				6	01/15/2030	1
36209D-B2-9	GN 468157		03/01/2013	MBS PAYMENT		2,788	2,788	2,789	2,788						2,788				36	08/15/2028	1
36209M-4A-9	GN 476117		03/01/2013	MBS PAYMENT		32	32	32	32						32					07/15/2028	1
36209U-PA-8	GN 482017		03/01/2013	MBS PAYMENT		141	141	141	141						141				2	08/15/2028	1
36209W-AJ-8	GN 484225		03/01/2013	MBS PAYMENT		57	57	64	57						57				1	08/15/2028	1
36210Y-D9-3	GN 506028		03/01/2013	MBS PAYMENT		4,440	4,440	4,436	4,440						4,440				29	10/15/2029	1
36211C-QY-1	GN 509071		03/01/2013	MBS PAYMENT		261	261	247	261						261				3	05/15/2029	1
36213E-L3-8	GN 552146		03/01/2013	MBS PAYMENT		4,993	4,993	5,023	4,994		(1)		(1)		4,993				49	11/15/2016	1
36220U-Z2-0	GN 288861		03/01/2013	MBS PAYMENT		2,439	2,439	2,420	2,439						2,439				17	12/15/2022	1
36224J-HS-4	GN 329741		03/01/2013	MBS PAYMENT		147	147	151	148						147				2	01/15/2023	1
36225A-KU-3	GN 780307		03/01/2013	MBS PAYMENT		341	341	365	341						341				4	12/15/2021	1
36225A-NY-2	GN 780407		03/01/2013	MBS PAYMENT		1,062	1,062	1,069	1,062						1,062				12	08/15/2024	1
36290S-ZC-8	GN 616439		03/01/2013	MBS PAYMENT		2,013	2,013	2,006	2,013						2,013				17	06/15/2024	1
36378B-7C-7	GNR 2013-33 A		03/01/2013	MBS PAYMENT		796	796	792							796				1	07/16/2038	1
0599999. Subtotal - Bonds - U.S. Governments						77,336	77,336	78,708	76,552		(11)		(11)		77,336				551	XXX	XXX
31283G-K8-9	FG 600319		03/01/2013	MBS PAYMENT		247	247	259	247						247				3	04/01/2025	1
31283H-HN-8	FG 601137		03/01/2013	MBS PAYMENT		41	41	41	41						41				1	09/01/2030	1
31287Q-ND-9	FG 064888		03/01/2013	MBS PAYMENT		1,987	1,987	2,011	1,988		(1)		(1)		1,987				18	03/01/2032	1
31288E-B5-5	FG 075460		03/01/2013	MBS PAYMENT		528	528	536	528						528				5	01/01/2033	1
31286W-Z2-0	FG E92592		03/01/2013	MBS PAYMENT		4,468	4,468	4,607	4,472		(4)		(4)		4,468				38	11/01/2017	1
3128M-C-UH-3	FG 613997		03/01/2013	MBS PAYMENT		26,192	26,192	26,847	26,219		(27)		(27)		26,192				180	12/01/2025	1
31292H-D6-8	FG C01025		03/01/2013	MBS PAYMENT		46	46	46	46						46				1	07/01/2030	1
31293R-ME-8	FG C27557		03/01/2013	MBS PAYMENT		187	187	178	187						187				2	06/01/2029	1
31294Z-NF-8	FG A93990		03/01/2013	MBS PAYMENT		34,267	34,267	35,451	34,316		(49)		(49)		34,267				218	09/01/2040	1
31298U-CF-4	FG C57270		03/01/2013	MBS PAYMENT		7,163	7,163	7,057	7,162		1		1		7,163				72	09/01/2031	1
31298W-CR-4	FG C59080		03/01/2013	MBS PAYMENT		331	331	330	331						331				3	10/01/2031	1
31307A-EK-4	FG J21938		03/01/2013	MBS PAYMENT		11,655	11,655	12,163			(5)		(5)		11,655				39	01/01/2028	1
31326D-H5-4	FG 000252		03/01/2013	MBS PAYMENT		55,764	55,764	57,193	55,799		(36)		(36)		55,764				436	04/01/2041	1
31329K-V9-4	FG 004540		03/01/2013	MBS PAYMENT		152,699	152,699	155,628	152,804		(104)		(104)		152,699				838	11/01/2024	1
31329L-ZN-9	FG 004649		03/01/2013	MBS PAYMENT		139,863	139,863	142,136	139,929		(66)		(66)		139,863				787	11/01/2041	1
31329L-FM-1	FG 004972		03/01/2013	MBS PAYMENT		138,801	138,801	141,827	138,879		(78)		(78)		138,801				684	12/01/2041	1
313615-LF-1	FN 50726		03/01/2013	MBS PAYMENT		577	577	578	577						577				7	05/01/2023	1
31365D-UL-7	FN 124887		03/01/2013	MBS PAYMENT		815	815	820	815						815				9	06/01/2023	1
31369S-LS-5	FN 219137		03/01/2013	MBS PAYMENT		215	215	214	215						215				2	08/01/2023	1
31369T-N7-7	FN 220114		03/01/2013	MBS PAYMENT		870	870	869	870						870				6	06/01/2023	1
31371J-PQ-1	FN 253431		03/01/2013	MBS PAYMENT		227	227	228	227						227				3	09/01/2015	1
31371K-HW-4	FN 254145		03/01/2013	MBS PAYMENT		4,435	4,435	4,470	4,436		(1)		(1)		4,435				42	01/01/2032	1
31380S-5J-8	FN 449149		03/01/2013	MBS PAYMENT		68	68	67	68						68				1	12/01/2028	1
31384P-J6-3	FN 529585		03/01/2013	MBS PAYMENT		341	341	328	340						341				4	05/01/2015	1
31385C-YQ-0	FN 540819		03/01/2013	MBS PAYMENT		339	339	335	339						339				4	08/01/2015	1
31386T-FU-4	FN 572679		03/01/2013	MBS PAYMENT		1,962	1,962	1,992	1,962						1,962				21	04/01/2031	1
3138MP-YV-1	FN A07923		03/01/2013	MBS PAYMENT		7,642	7,642	7,979	7,645		(3)		(3)		7,642				33	12/01/2042	1
31390E-SX-1	FN 644134		03/01/2013	MBS PAYMENT		60	60	61	60						60				1	05/01/2032	1
31403A-XD-2	FN 743276		03/01/2013	MBS PAYMENT		336	336	345	336						336				3	10/01/2033	1
31403C-6L-0	FN 745275		03/01/2013	MBS PAYMENT		15,526	15,526	15,126	15,507		19		19		15,526				126	02/01/2036	1
31403C-6U-0	FN 745283		03/01/2013	MBS PAYMENT		29,056	29,056	28,066	29,021		35		35		29,056				259	01/01/2036	1
31404F-J4-6	FN 767183		03/01/2013	MBS PAYMENT		13,848	13,848	13,791	13,847		1		1		13,848				132	02/01/2019	1
31408J-DS-7	FN 852513		03/01/2013	MBS PAYMENT		18,633	18,633	18,448	18,627		6		6		18,633				110	01/01/2036	1
31409W-D9-9	FN 880428		03/01/2013	MBS PAYMENT		13,889	13,889	13,933	13,890		(1)		(1)		13,889				93	04/01/2036	1
31410X-ZR-0	FN 900852		03/01/2013	MBS PAYMENT		13,878	13,878	13,949	13,880		(2)		(2)		13,878				112	01/01/2037	1
31417E-CG-4	FN AB7270		03/01/2013	MBS PAYMENT		3,117	3,117	3,258			(1)		(1)		3,117				10	12/01/2042	1
31417E-H2-0	FN AB7448		03/01/2013	MBS PAYMENT		11,759	11,759	12,190			(1)		(1)		11,759				21	01/01/2028	1
31417E-ZK-0	FN AB7945		03/01/2013	MBS PAYMENT		2,967	2,967	3,063							2,967				7	02/01/2043	1
31417Y-T7-2	FN MA0573		03/01/2013	MBS PAYMENT		24,715	24,715	25,496	24,740		(23)		(23)		24,715				155	11/01/2025	1
31419F-FW-1	FN AE4680		03/01/2013	MBS PAYMENT		28,754	28,754	29,819	28,778		(25)		(25)		28,754				175	11/01/2040	1

STATEMENT AS OF MARCH 31, 2013 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 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	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)	
31419G-XX-7	FN AE6093		03/01/2013	MBS PAYMENT		40,498	40,498	42,011	40,562		(63)		(63)		40,498				217	10/01/2025	1FE	
455066-HR-4	INDIANA ST OFFICE BLDG COMMISS		02/06/2013	KEYBANC CAPITAL MARKETS		604,060	500,000	559,440	533,989		(514)		(514)		533,475		70,585	70,585	16,042	07/01/2019	1FE	
3199999	Subtotal - Bonds - U.S. Special Revenues					1,412,826	1,308,766	1,383,186	1,313,679		(942)		(942)		1,342,241		70,585	70,585	20,920	XXX	XXX	
00110A-AB-0	AEPCTC 2006-A A2		01/01/2013	MBS PAYMENT		98,885	98,885	98,875	98,875						98,875		10	10	2,462	07/01/2015	1FE	
00209T-AA-3	COMCAST CABLE COMM HLDGS		03/07/2013	HSBC SECURITIES LIMITED		124,082	124,000	119,121	123,855		139		139		123,994		88	88	5,106	03/15/2013	1FE	
02005X-AC-2	ALLYA 2011-4 A3		03/15/2013	MBS PAYMENT		60,094	60,094	59,930	60,063		32		32		60,094				103	09/15/2015	1FE	
035229-CP-6	ANHEUSER-BUSCH COS INC		01/15/2013	MATURITY		150,000	150,000	149,556	149,998		2		2		150,000				3,281	01/15/2013	1FE	
07383F-5K-0	BSOMS 2005-T18 A4		03/01/2013	MBS PAYMENT		2,523	2,523	2,528	2,523						2,523				25	02/13/2042	1FM	
12591F-AC-0	CNH 2013-A A3		03/07/2013	J.P. MORGAN		250,000	250,000	250,000							250,000				101	06/15/2018	1FE	
24702R-AQ-4	DELL INC		02/05/2013	UBS SECURITIES		235,875	250,000	248,853	249,018		10		10		249,028		(13,153)	(13,153)	4,079	04/01/2021	2FE	
302583-AB-5	FPL 2007-A A2		02/01/2013	MBS PAYMENT		96,928	96,928	96,379	96,928						96,928				2,445	08/01/2015	1FE	
36161H-AC-5	GEEMT 2010-1 A3		03/14/2013	MBS PAYMENT		75,331	75,331	75,357	75,346		(15)		(15)		75,331				95	07/14/2014	1FE	
46625M-V6-3	JPMCC 2004-C1 A2		03/01/2013	MBS PAYMENT		4,646	4,646	4,669	4,646						4,646				35	01/15/2038	1FM	
3899999	Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)					1,098,364	1,112,407	1,105,268	861,252		168		168		1,111,419		(13,055)	(13,055)	17,732	XXX	XXX	
8399997	Total - Bonds - Part 4					2,588,526	2,498,509	2,567,162	2,251,483		(785)		(785)		2,530,996		57,530	57,530	39,203	XXX	XXX	
8399998	Total - Bonds - Part 5					XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
8399999	Total - Bonds					2,588,526	2,498,509	2,567,162	2,251,483		(785)		(785)		2,530,996		57,530	57,530	39,203	XXX	XXX	
8999997	Total - Preferred Stocks - Part 4					XXX	XXX													XXX	XXX	
8999998	Total - Preferred Stocks - Part 5					XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
8999999	Total - Preferred Stocks						XXX													XXX	XXX	
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	XXX
9799999	Total - Common Stocks						XXX													XXX	XXX	
9899999	Total - Preferred and Common Stocks						XXX													XXX	XXX	
9999999	- Totals					2,588,526	XXX	2,567,162	2,251,483		(785)		(785)		2,530,996		57,530	57,530	39,203	XXX	XXX	

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

STATEMENT AS OF MARCH 31, 2013 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

SCHEDULE DB - PART A - SECTION 1

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

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

(a)	Code	Description of Hedged Risk(s)																				
(b)	Code	Financial or Economic Impact of the Hedge at the End of the Reporting Period																				

SCHEDULE DB - PART B - SECTION 1

[illegible]

(a)		Description of Hedged Risk(s)

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

SCHEDULE DB - PART D - SECTION 1

[illegible]

NONE

Collateral for Derivative Instruments Open as of Current Statement Date

[illegible]

1	2	3	4	5	6	7	8	9
Exchange, Counterparty or Central Clearinghouse	Type of Asset Pledged	CUSIP Identification	Description	Fair Value	Par Value	Book/Adjusted Carrying Value	Maturity Date	Type of Margin (I, V or IV)
NONE								
02999999 - Total						XXX	XXX	XXX

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

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

Fair Value \$ Book/Adjusted Carrying Value \$
 Fair Value \$ Book/Adjusted Carrying Value \$

SCHEDULE E - PART 1 - CASH

[illegible]

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							



SUPPLEMENT FOR THE QUARTER ENDING MARCH 31, 2013 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

DIRECTOR AND OFFICER INSURANCE COVERAGE SUPPLEMENT

Year To Date For The Period Ended MARCH 31, 2013

NAIC Group Code 0201 NAIC Company Code 12475

Company Name REPUBLIC-FRANKLIN INSURANCE COMPANY

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

1. Monoline Policies

1 Direct Written Premium	2 Direct Earned Premium	3 Direct Losses Incurred
\$	\$1,090	\$

2. Commercial Multiple Peril (CMP) Packaged Policies

- 2.1 Does the reporting entity provide D&O liability coverage as part of a CMP packaged policy?

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

Yes [X] No []
- 2.3 If the answer to question 2.2 is yes, provide the quantified or estimated direct premium earned amount for D&O liability coverage in CMP packaged policies

2.31 Amount quantified:

\$21,505

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.

\$7,500