



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

Organized under the Laws of \_\_\_\_\_, 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, 315-734-2000  
(Street and Number) (Area Code) (Telephone Number)  
New Hartford, NY, US 13413, (City or Town, State, Country and Zip Code)

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

Internet Website Address www.uticanational.com

Statutory Statement Contact Sandra Jean Giehl, 315-734-2192  
(Name) (Area Code) (Telephone Number)  
sandy.giehl@uticanational.com, 315-734-2994  
(E-mail Address) (FAX Number)

#### OFFICERS

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

#### OTHER

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

<u>Alfred Elliot Calligaris</u>	<u>Paul Alan Hagstrom, Ph.D.</u>	<u>Gregory Miller Harden</u>
<u>Jerry John Hartman</u>	<u>Brian Patrick Lytwynec</u>	<u>Alan Joseph Pope, Sr.</u>
<u>James Douglas Robinson</u>	<u>Linda Ellen Romano</u>	

State of New York SS: \_\_\_\_\_  
County of Oneida

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

Brian Patrick Lytwynec  
President & COO

Raymond Edward Cox  
SVP, CFO & Treasurer

Kristen Holly Martin  
SVP & Secretary

Subscribed and sworn to before me this  
day of \_\_\_\_\_

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

Yes [  ] No [  ]

## 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 (\$ 100,000 ) 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
<b>DETAILS OF WRITE-INS</b>				
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
<b>DETAILS OF WRITE-INS</b>		
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 AS OF MARCH 31, 2013 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY  
**STATEMENT OF INCOME**

	1 Current Year to Date	2 Prior Year to Date	3 Prior Year Ended December 31
<b>UNDERWRITING INCOME</b>			
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
<b>DEDUCTIONS:</b>			
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)
<b>INVESTMENT INCOME</b>			
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
<b>OTHER INCOME</b>			
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
<b>CAPITAL AND SURPLUS ACCOUNT</b>			
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
<b>DETAILS OF WRITE-INS</b>			
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
<b>Cash from Operations</b>			
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)
<b>Cash from Investments</b>			
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
<b>Cash from Financing and Miscellaneous Sources</b>			
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
<b>RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS</b>			
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:

**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.

<b><u>Net Income</u></b>	<b>State of Domicile</b>	<b>2013</b>	<b>2012</b>
(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	0	0
(4) Net Income, NAIC SAP (1 - 2 - 3 = 4)	Ohio	<u>481,811</u>	<u>1,158,440</u>
<b><u>Surplus</u></b>			
(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	0	0
(4) Statutory Surplus, NAIC SAP (1 - 2 - 3 = 4)	Ohio	<u>42,112,316</u>	<u>41,669,496</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.

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

**PART 1 - COMMON INTERROGATORIES**

**GENERAL**

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

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

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

2.2 If yes, date of change: \_\_\_\_\_

3.1 Have there been any substantial changes in the organizational chart since the prior quarter end? ..... Yes [ ] No [ X ]

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 [ X ]

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

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

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

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

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

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

6.4 By what department or departments?  
 Ohio

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

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

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

7.2 If yes, give full information:

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

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

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

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

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

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

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

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

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

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

9.3 Have any provisions of the code of ethics been waived for any of the specified officers? ..... Yes [  ] No [  ]

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

**FINANCIAL**

10.1 Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement? ..... Yes [  ] No [  ]

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

**INVESTMENT**

11.1 Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.) ..... Yes [  ] No [  ]

11.2 If yes, give full and complete information relating thereto:

12. Amount of real estate and mortgages held in other invested assets in Schedule BA: ..... \$ .....

13. Amount of real estate and mortgages held in short-term investments: ..... \$ .....

14.1 Does the reporting entity have any investments in parent, subsidiaries and affiliates? ..... Yes [  ] No [  ]

14.2 If yes, please complete the following:

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

15.1 Has the reporting entity entered into any hedging transactions reported on Schedule DB? ..... Yes [  ] No [  ]

15.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state? ..... Yes [  ] No [  ]

If no, attach a description with this statement.

**STATEMENT AS OF MARCH 31, 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 [  ] 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 [  ]

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 [  ] No [  ]

18.2 If no, list exceptions:

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

**PART 2 - PROPERTY & CASUALTY INTERROGATORIES**

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

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

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

3.2 If yes, give full and complete information thereto.

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

4.2 If yes, complete the following schedule:

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

5. Operating Percentages:

5.1 A&H loss percent ..... %

5.2 A&H cost containment percent ..... %

5.3 A&H expense percent excluding cost containment expenses ..... %

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

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

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

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

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

## **SCHEDULE F - CEDED REINSURANCE**

Showing All New Reinsurers - Current Year to Date

# 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
8. Delaware .....	DE	L	191,130	335,810	475,228	398,730	2,325,719
9. District of Columbia .....	DC	L	36,379	43,336	3,746	1,137	67,326
10. Florida .....	FL	N					
11. Georgia .....	GA	L	1,625,061	1,199,488	261,134	352,284	6,631,162
12. Hawaii .....	HI	N					
13. Idaho .....	ID	N					
14. Illinois .....	IL	L	445,076	315,893	235,753	180,120	4,810,716
15. Indiana .....	IN	L	75,791	54,658	2,347	5,029	226,445
16. Iowa .....	IA	N					
17. Kansas .....	KS	L	31,728	19,313	2,167		28,499
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
22. Massachusetts .....	MA	L	2,082,689	1,819,887	1,090,624	883,224	8,638,370
23. Michigan .....	MI	L	448,556	330,356	31,174	4,300	749,377
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
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
34. North Carolina .....	NC	L	1,386,479	1,307,741	1,050,672	1,967,093	7,226,169
35. North Dakota .....	ND	N					
36. Ohio .....	OH	L	904,235	934,888	183,258	253,395	2,070,875
37. Oklahoma .....	OK	N					
38. Oregon .....	OR	N					
39. Pennsylvania .....	PA	L	652,274	660,498	290,972	250,210	5,653,924
40. Rhode Island .....	RI	L	71,387	78,748	105	8,708	61,200
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
44. Texas .....	TX	L	932,601	631,885	447,782	168,852	4,128,225
45. Utah .....	UT	N					
46. Vermont .....	VT	N					
47. Virginia .....	VA	L	741,932	675,017	481,338	254,999	2,398,176
48. Washington .....	WA	N					
49. West Virginia .....	WV	N					
50. Wisconsin .....	WI	L	848,221	647,332	225,010	228,636	3,931,786
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
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.

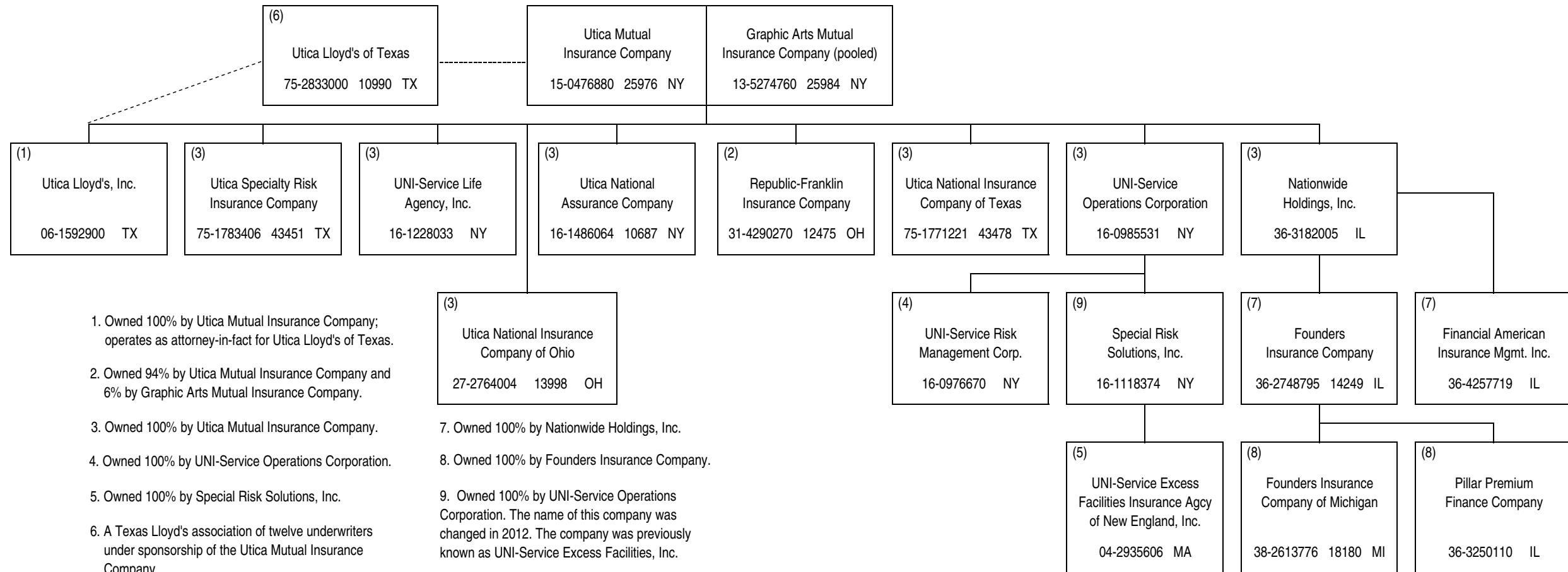
(a) Insert the number of L responses except for Canada and Other Alien.

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**



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

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

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domesticiliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
0201	Utica National Insurance Group	25796	15-0476880				Utica Mutual Insurance Company	NY	UDP		Board of Directors	0.000		
0201	Utica National Insurance Group	25984	13-5274760				Graphic Arts Mutual Insurance Company	NY	JA	Utica Mutual Insurance Company	Management	0.000	Utica Mutual Insurance Company	
0201	Utica National Insurance Group	12475	31-4290270				Republic-Franklin Insurance Company	OH		Utica Mutual Insurance Company	Ownership	.94.000	Utica Mutual Insurance Company	1
0201	Utica National Insurance Group	10687	16-1486064				Utica National Assurance Company	NY	JA	Utica Mutual Insurance Company	Ownership	.100.000	Utica Mutual Insurance Company	
0201	Utica National Insurance Group	43478	75-1771221				Utica National Insurance Company of Texas	TX	JA	Utica Mutual Insurance Company	Ownership	.100.000	Utica Mutual Insurance Company	
0201	Utica National Insurance Group	13998	27-2764004				Utica National Insurance Company of Ohio	OH	JA	Utica Mutual Insurance Company	Ownership	.100.000	Utica Mutual Insurance Company	
0201	Utica National Insurance Group	43451	75-1783406				Utica Specialty Risk Insurance Company	TX	JA	Utica Mutual Insurance Company	Ownership	.100.000	Utica Mutual Insurance Company	
0201	Utica National Insurance Group	10990	75-2833000				Utica Lloyd's of Texas	TX	JA	Utica Lloyds Inc.	Attorney-in-Fact	0.000	Utica Mutual Insurance Company	2
			06-1592900				Utica Lloyd's, Inc.	TX	NIA	Utica Mutual Insurance Company	Ownership	.100.000	Utica Mutual Insurance Company	
			16-0985531				Uni-Service Operations Corporation	NY	NIA	Utica Mutual Insurance Company	Ownership	.100.000	Utica Mutual Insurance Company	
			16-1118374				Special Risk Solutions, Inc.	NY	NIA	Uni-Service Operations Corporation	Ownership	.100.000	Utica Mutual Insurance Company	3
			16-0976670				Uni-Service Risk Management Corporation	NY	NIA	Uni-Service Operations Corporation	Ownership	.100.000	Utica Mutual Insurance Company	
			04-2935606				Uni-Service Excess Facilities Insurance Agency of New England, Inc.	MA	NIA	Uni-Service Excess Facilities	Ownership	.100.000	Utica Mutual Insurance Company	
			36-3182005				Nationwide Holdings, Inc.	IL	NIA	Utica Mutual Insurance Company	Ownership	.100.000	Utica Mutual Insurance Company	
0201	Utica National Insurance Group	14249	36-2748795				Founders Insurance Company	IL	JA	Nationwide Holdings, Inc.	Ownership	.100.000	Utica Mutual Insurance Company	
0201	Utica National Insurance Group	18180	38-2613776				Founders Insurance Company of Michigan	MI	JA	Founders Insurance Company	Ownership	.100.000	Utica Mutual Insurance Company	
			36-4257719				Financial American Insurance Management, Inc.	IL	NIA	Nationwide Holdings, Inc.	Ownership	.100.000	Utica Mutual Insurance Company	
			36-3250110				Pillar Premium Finance Company	IL	NIA	Founders Insurance Company	Ownership	.100.000	Utica Mutual Insurance Company	
			16-1228033				Uni-Service Life Agency, Inc.	NY	NIA	Utica Mutual Insurance Company	Ownership	.100.000	Utica Mutual Insurance Company	

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

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

**PART 1 - LOSS EXPERIENCE**

Line of Business	Current Year to Date			4 Prior Year to Date Direct Loss Percentage
	1 Direct Premiums Earned	2 Direct Losses Incurred	3 Direct Loss Percentage	
1. Fire .....	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
<b>DETAILS OF WRITE-INS</b>				
3401. ....				
3402. ....				
3403. ....				
3498. Summary of remaining write-ins for Line 34 from overflow page .....				
3499. Totals (Lines 3401 through 3403 plus 3498)(Line 34 above) .....				

**PART 2 - DIRECT PREMIUMS WRITTEN**

Line of Business	1 Current Quarter	2 Current Year to Date	3 Prior Year Year to Date	
1. Fire .....	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	
<b>DETAILS OF WRITE-INS</b>				
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

Years in Which Losses Occurred	1 Prior Year-End Known Case Loss and LAE Reserves	2 Prior Year-End IBNR Loss and LAE Reserves	3 Total Prior Year-End Loss and LAE Reserves (Cols. 1+2)	4 2013 Loss and LAE Payments on Claims Reported as of Prior Year-End	5 2013 Loss and LAE Payments on Claims Unreported as of Prior Year-End	6 Total 2013 Loss and LAE Payments (Cols. 4+5)	7 Q.S. Date Known Case Loss and LAE Reserves on Claims Reported and Open as of Prior Year End	8 Q.S. Date Known Case Loss and LAE Reserves on Claims Reported or Reopened Subsequent to Prior Year End	9 Q.S. Date IBNR Loss and LAE Reserves	10 Total Q.S. Loss and LAE Reserves (Cols. 7+8+9)	11 Prior Year-End Known Case Loss and LAE Reserves Developed (Savings)/ Deficiency (Cols. 4+7 minus Col. 1)	12 Prior Year-End IBNR Loss and LAE Reserves Developed (Savings)/ Deficiency (Cols. 5+8+9 minus Col. 2)	13 Prior Year-End Total Loss and LAE Reserve Developed (Savings)/ Deficiency (Cols. 11+12)
1. 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											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)
													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		

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

**SCHEDULE A - VERIFICATION**

Real Estate

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

**SCHEDULE B - VERIFICATION**

Mortgage Loans

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

**SCHEDULE BA - VERIFICATION**

Other Long-Term Invested Assets

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

**SCHEDULE D - VERIFICATION**

Bonds and Stocks

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year .....	.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) .....	57,530	914,956
5. Total gain (loss) on disposals .....	2,588,526	27,371,171
6. Deduct consideration for bonds and stocks disposed of .....	72,209	419,576
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) .....	.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
<b>BONDS</b>								
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
<b>PREFERRED STOCK</b>								
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 \$ .....

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

**SCHEDULE DA - PART 1**

Short-Term Investments

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

**SCHEDULE DA - VERIFICATION**

Short-Term Investments

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year .....	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) .....

**NONE****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) .....

**NONE**

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

## **SCHEDULE DB - PART C - SECTION 1**

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

# **NONE**

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

**NON**E

**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) .....

**NONE**

## Fair Value Check

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

**SCHEDULE E - VERIFICATION**

(Cash Equivalents)

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year .....	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

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

**SCHEDULE A - PART 2**

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

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

**SCHEDULE A - PART 3**

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

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

E01

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

## **SCHEDULE B - PART 3**

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

0599999 - Totals

E02

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

## **SCHEDULE BA - PART 3**

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

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

**SCHEDULE D - PART 3**

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

1 CUSIP Identification	2 Description	3 Foreign	4 Date Acquired	5 Name of Vendor	6 Number of Shares of Stock	7 Actual Cost	8 Par Value	9 Paid for Accrued Interest and Dividends	10 NAIC Desig- nation or Market Indicator (a)
383788-7C-7	GNR 2013-33 A		.02/19/2013	ROYAL BANK OF SCOTLAND US	348,387	348,387	.350,000	.350,000	.279
0599999. Subtotal - Bonds - U.S. Governments						348,387	350,000		1...
669827-FT-9	NOVA SCOTIA PROVINCE	A.	.02/22/2013	SCOTIA CAPITAL INC - US	325,651		.280,000		.1,236
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
1099999. Subtotal - Bonds - All Other Governments						1,520,975	1,430,000		9,208
31307A-EK-4	FG J21938		.01/15/2013	WELLS FARGO SECURITIES LLC			.1,043,594	.1,000,000	.1,111
313236-US-1	FG Q15592		.02/13/2013	WELLS FARGO SECURITIES LLC	510,239		.498,630	.457	1...
31417E-CG-4	FN AB270		.01/17/2013	BNP PARIBUS SECURITIES			.519,800	.497,268	.912
31417E-H2-0	FN AB7448		.02/05/2013	DEUTSCHE BANK			.1,549,943	.1,494,709	.1,349
31417E-ZK-0	FN AB7945		.02/05/2013	GOLDMAN SACHS			.1,546,240	.1,497,569	.1,373
47770V-AX-8	JOB5040 BEVERAGE SYS STWD L10		.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
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	ARGAS 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
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
3899999. Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)						4,526,137	4,480,000		4,433
8399997. Total - Bonds - Part 3						12,040,315	11,723,176		19,122
8399998. Total - Bonds - Part 5						XXX	XXX		XXX
8399999. Total - Bonds							12,040,315	11,723,176	19,122
8999997. Total - Preferred Stocks - Part 3							XXX		XXX
8999998. Total - Preferred Stocks - Part 5							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
9799999. Total - Common Stocks							XXX		XXX
9899999. Total - Preferred and Common Stocks							XXX		XXX
9999999 - Totals							12,040,315	XXX	19,122

(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 CUSIP Ident- ification	2 Description	3 For- eign	4 Disposal Date	5 Name of Purchaser	6 Number of Shares of Stock	7 Consid- eration	8 Par Value	9 Actual Cost	10 Prior Year Book/ Adjusted Carrying Value	Change In Book/Adjusted Carrying Value					16 Book/ Adjusted Carrying Value at Disposal Date	17 Foreign Exchange Gain Value at Disposal	18 Realized Gain (Loss) on Disposal	19 Total Gain (Loss) on Disposal	20 Bond Interest/ Stock Dividends Received During Year	21 Stated Con- tractual Maturity Date	22 NAIC Design- ation or Market In- dicator (a)	
										11 Unrealized Valuation Increase/ Decrease)	12 Current Year's (Amor- tization)/ Accretion	13 Current Year's Other Than Temporary Impairment Recogn- ized	14 Total Change in Book/ Adjusted Carrying Value (11 + 12 - 13)	15 Total Foreign Exchange Change in Book /Adjusted Carrying Value								
.36178I-GL-7	GN AB9203		03/01/2013	MBS PAYMENT		.27,956	.27,956	.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	.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					.6	01/15/2030	1
.36209D-B2-9	GN 468157		03/01/2013	MBS PAYMENT		.2,788	.2,788	.2,789							.2,788					.36	08/15/2028	1
.36209M-4A-9	GN 476117		03/01/2013	MBS PAYMENT		.32	.32	.32							.32					.07	07/15/2028	1
.36209U-PA-8	GN 482017		03/01/2013	MBS PAYMENT		.141	.141	.141							.141					.2	08/15/2028	1
.36209W-4J-8	GN 484225		03/01/2013	MBS PAYMENT		.57	.57	.64							.57					.1	08/15/2028	1
.36210Y-D9-3	GN 506028		03/01/2013	MBS PAYMENT		.4,440	.4,440	.4,440							.4,440					.29	10/15/2029	1
.36211C-QY-1	GN 509071		03/01/2013	MBS PAYMENT		.261	.261	.261							.261					.3	05/15/2029	1
.36213E-L3-8	GN 552146		03/01/2013	MBS PAYMENT		.4,993	.4,993	.5,023							.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					.17	12/15/2022	1
.36224J-HS-4	GN 329741		03/01/2013	MBS PAYMENT		.147	.147	.151							.147					.2	01/15/2023	1
.36225A-KU-3	GN 780307		03/01/2013	MBS PAYMENT		.341	.341	.365							.341					.4	12/15/2021	1
.36225A-NY-2	GN 780407		03/01/2013	MBS PAYMENT		1,062	1,062	1,069							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					.17	06/15/2024	1
.36378S-7C-7	GNR 2013-3 A		03/01/2013	MBS PAYMENT		.796	.796	.792							.796					.1	07/16/2038	1
<b>0599999 - Subtotal - Bonds - U.S. Governments</b>						<b>77,336</b>	<b>77,336</b>	<b>78,708</b>	<b>76,552</b>		<b>(11)</b>		<b>(11)</b>		<b>77,336</b>					<b>551</b>	<b>XXX</b>	<b>XXX</b>
.31283G-K8-9	FG G00319		03/01/2013	MBS PAYMENT		.247	.247	.259							.247					.3	04/01/2025	1
.31283H-KN-8	FG G01137		03/01/2013	MBS PAYMENT		.41	.41	.41							.41					.1	09/01/2030	1
.31287D-NB-9	FG C64988		03/01/2013	MBS PAYMENT		1,987	1,987	2,011							1,987					.18	03/01/2032	1
.31288E-B5-5	FG C75460		03/01/2013	MBS PAYMENT		.528	.528	.536							.528					.5	01/01/2033	1
.31289W-2Z-0	FG E92592		03/01/2013	MBS PAYMENT		4,468	4,468	4,607							4,468					.38	11/01/2017	1
.3129MC-UW-3	FG G13997		03/01/2013	MBS PAYMENT		.26,192	.26,192	.26,847							.26,192					.180	12/01/2025	1
.31292H-D6-8	FG C01025		03/01/2013	MBS PAYMENT		.46	.46	.46							.46					.1	07/01/2030	1
.31293H-NE-8	FG C27557		03/01/2013	MBS PAYMENT		.187	.187	.178							.187					.2	06/01/2023	1
.31294Z-NF-8	FG A93990		03/01/2013	MBS PAYMENT		34,267	34,267	.35,451							.34,267					.218	09/01/2040	1
.31298U-CF-4	FG C57270		03/01/2013	MBS PAYMENT		.7,163	.7,163	.7,057							.7,163					.72	09/01/2031	1
.31298W-CR-4	FG C59080		03/01/2013	MBS PAYMENT		.331	.331	.330							.331					.3	10/01/2031	1
.31307A-EK-4	FG J21938		03/01/2013	MBS PAYMENT		.11,655	.11,655	.12,163							.11,655					.39	01/01/2028	1
.31329D-H5-4	FG Q00252		03/01/2013	MBS PAYMENT		.55,764	.55,764	.57,193							.55,764					.436	04/01/2041	1
.31329K-V9-4	FG Q04540		03/01/2013	MBS PAYMENT		.152,699	.152,699	.155,628							.152,699					.838	11/01/2041	1
.31329K-ZN-9	FG Q04649		03/01/2013	MBS PAYMENT		.139,863	.139,863	.142,136							.139,863					.787	11/01/2041	1
.3132GL-FM-1	FG Q04972		03/01/2013	MBS PAYMENT		138,801	138,801	.141,827							.138,801					.684	12/01/2041	1
.313615-LF-1	FN 50726		03/01/2013	MBS PAYMENT		.577	.577	.577							.577					.7	05/01/2023	1
.31365D-UL-7	FN 124887		03/01/2013	MBS PAYMENT		.815	.815	.820							.815					.9	06/01/2023	1
.31369S-LS-5	FN 219137		03/01/2013	MBS PAYMENT		.215	.215	.214							.215					.2	08/01/2023	1
.31369T-N7-7	FN 220114		03/01/2013	MBS PAYMENT		.870	.870	.869							.870					.6	06/01/2023	1
.31371J-PQ-1	FN 253431		03/01/2013	MBS PAYMENT		.227	.227	.228							.227					.3	09/01/2015	1
.31371K-HW-1	FN 254145		03/01/2013	MBS PAYMENT		4,435	4,435	4,470							4,435					.42	01/01/2032	1
.31380S-5J-8	FN 449149		03/01/2013	MBS PAYMENT		.68	.68	.67							.68					.1	12/01/2028	1
.31384P-J6-3	FN 529585		03/01/2013	MBS PAYMENT		.341	.341	.328							.341					.4	05/01/2015	1
.31385C-Y0-0	FN 540819		03/01/2013	MBS PAYMENT		.339	.339	.335							.339					.4	08/01/2015	1
.31386T-FU-4	FG 572679		03/01/2013	MBS PAYMENT		1,962	1,962	1,992							1,962					.21	04/01/2031	1
.3138MP-YV-1	FN A07923		03/01/2013	MBS PAYMENT		.7,642	.7,642	.7,979							.7,642					.33	12/01/2042	1
.31390E-SX-1	FN 644134		03/01/2013	MBS PAYMENT		.60	.60	.61							.60					.1	05/01/2032	1
.31403A-XD-2	FN 743276		03/01/2013	MBS PAYMENT		.336	.336	.345							.336					.3	10/01/2033	1
.31403C-6L-0	FN 745275		03/01/2013	MBS PAYMENT		.15,526	.15,526	.15,126							.15,526					.126	02/01/2036	1
.31403C-6U-0	FN 745283		03/01/2013	MBS PAYMENT		.29,056	.29,056	.28,066							.29,056					.259	01/01/2036	1
.31404F-J4-6	FN 767183		03/01/2013	MBS PAYMENT		.13,848	.13,848	.13,791							.13,848					.132	02/01/2019	1
.31408J-DS-7	FN 852513																					

## 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 CUSIP Ident- ification	2 Description	3 For- eign	4 Disposal Date	5 Name of Purchaser	6 Number of Shares of Stock	7 Consid- eration	8 Par Value	9 Actual Cost	10 Prior Year Book/ Adjusted Carrying Value	Change In Book/Adjusted Carrying Value					16 Book/ Adjusted Carrying Value at Disposal Date	17 Foreign Exchange Gain/ Loss on Disposal	18 Realized Gain (Loss) on Disposal	19 Total Gain (Loss) on Disposal	20 Bond Interest/ Stock Dividends Received During Year	21 Stated Con- tractual Maturity Date	22 NAIC Design- ation or Market In- dicator (a)	
										11 Unrealized Valuation Increase/ (Decrease)	12 Current Year's (Amor- tization)/ Accretion	13 Current Year's Other Than Temporary Impairment Recogn- ized	14 Total Change in Book/ Adjusted Carrying Value (11 + 12 - 13)	15 Total Foreign Exchange Change in Book /Adjusted Carrying Value								
..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	1.....
.45506G-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.....
31999999. 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	AEPTC 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	ALLY 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	BSCMS 2005-118 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						.250,000					.101	06/15/2018	1FE.....
.24702R-A0-4	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	4,646	4,646						4,646					.35	01/15/2038	1FM.....
38999999. 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
83999999. 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
83999998. Total - Bonds - Part 5						XXX	XXX	XXX	XXX		XXX		XXX		XXX		XXX	XXX		XXX	XXX	XXX
83999999. 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
89999997. Total - Preferred Stocks - Part 4						XXX														XXX	XXX	XXX
89999998. Total - Preferred Stocks - Part 5						XXX	XXX	XXX	XXX		XXX		XXX		XXX		XXX	XXX		XXX	XXX	XXX
89999999. Total - Preferred Stocks						XXX														XXX	XXX	XXX
97999997. Total - Common Stocks - Part 4						XXX														XXX	XXX	XXX
97999998. Total - Common Stocks - Part 5						XXX	XXX	XXX	XXX		XXX		XXX		XXX		XXX	XXX		XXX	XXX	XXX
97999999. Total - Common Stocks						XXX														XXX	XXX	XXX
98999999. Total - Preferred and Common Stocks						XXX														XXX	XXX	XXX
99999999 - 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 Description	2 Description of Item(s) Hedged, Used for Income Generation or Replicated	3 Schedule/ Exhibit Identifier	4 Type(s) of Risk(s) (a)	5 Exchange, Counterparty or Central Clearinghouse	6 Trade Date	7 Date of Maturity or Expiration	8 Number of Contracts	9 National Amount	10 Price Received Paid	11 Strike Price Received Paid	12 Cumulative Prior Year(s) Initial Cost of Premium (Received) Paid	13 Current Year Income	14 Book/ Adjusted Carrying Value	15	16	17 Unrealized Valuation Increase/ (Decrease)	18 Total Foreign Exchange Change in B.A.C.V.	19 Current Year's (Amorti- zation)/ Accretion	20 Adjustment to Carrying Value of Hedged Item	21	22 Credit Quality of Reference Entity	23 Hedge Effectiveness at Inception and at Quarter-end (b)		
1449999 - Totals																								

(a)	Code	Description of Hedged Risk(s)

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

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

## **SCHEDULE DB - PART B - SECTION 1**

#### Futures Contracts Open as of the Current Statement Date

**1449999 - Totals**

1

xx

Broker Name	<b>NONE</b>	Beginning Cash Balance	Cumulative Cash Change	Ending Cash Balance
Total Net Cash Deposits				

### Total Net Cash Deposits

(a) 

Code	Description of Hedged Risk(s)

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

#### Financial or Economic Impact of the Hedge at the End of the Reporting Period

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

**SCHEDULE DB - PART D - SECTION 1**

Counterparty Exposure for Derivative Instruments Open as of Current Statement Date

1 Description of Exchange, Counterparty or Central Clearinghouse	2 Master Agreement (Y or N)	3 Credit Support Annex (Y or N)	4 Fair Value of Acceptable Collateral	Book/Adjusted Carrying Value			Fair Value			11 Potential Exposure	12 Off-Balance Sheet Exposure
				5 Contracts With Book/Adjusted Carrying Value >0	6 Contracts With Book/Adjusted Carrying Value <0	7 Exposure Net of Collateral	8 Contracts With Fair Value >0	9 Contracts With Fair Value <0	10 Exposure Net of Collateral		
0199999 - Aggregate Sum of Exchange Traded Derivatives	XXX	XXX	XXX								
0999999 - Totals											

**NONE**

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

**SCHEDULE DB - PART D - SECTION 2**

Collateral for Derivative Instruments Open as of Current Statement Date

## Collateral Pledged by Reporting Entity

1 Exchange, Counterparty or Central Clearinghouse	2 Type of Asset Pledged	3 CUSIP Identification	4 Description	5 Fair Value	6 Par Value	7 Book/Adjusted Carrying Value	8 Maturity Date	9 Type of Margin (I, V or IV)
0199999 - Total							XXX	XXX

## Collateral Pledged to Reporting Entity

1 Exchange, Counterparty or Central Clearinghouse	2 Type of Asset Pledged	3 CUSIP Identification	4 Description	5 Fair Value	6 Par Value	7 Book/Adjusted Carrying Value	8 Maturity Date	9 Type of Margin (I, V or IV)
0299999 - Total							XXX	XXX

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

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

**Reinvested Collateral Assets Owned Current Statement Date**

## 9999999 - Totals

xxx

## General Interrogatories:

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

NAIC 1 \$ .....	NAIC 2 \$ .....	NAIC 3 \$ .....	NAIC 4 \$ .....	NAIC 5 \$ .....	NAIC 6 \$ .....
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STATEMENT AS OF MARCH 31, 2013 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

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

### Reinvested Collateral Assets Owned Current Statement Date

9999999 - Totals  
General Interrog.

### General Interrogatories:

1. Total activity for the year to date Fair Value \$ ..... Book/Adjusted Carrying Value \$ .....  
2. Average balance for the year to date Fair Value \$ ..... Book/Adjusted Carrying Value \$ .....

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

## **SCHEDULE E - PART 1 - CASH**

## Month End Depository Balances

1 Depository	2 Code	3 Rate of Interest	4 Amount of Interest Received During Current Quarter	5 Amount of Interest Accrued at Current Statement Date	Book Balance at End of Each Month During Current Quarter			9 *
					6 First Month	7 Second Month	8 Third Month	
Bank of New York .....	New York, NY .....	0.010	16		1,032,082	119,653	417,619	XXX
0199998. Deposits in ...	depositories that do not exceed the allowable limit in any one depository (See instructions) - Open Depositories	XXX	XXX					XXX
0199999. Totals - Open Depositories		XXX	XXX	16		1,032,082	119,653	417,619
0299998. Deposits in ...	depositories that do not exceed the allowable limit in any one depository (See instructions) - Suspended Depositories	XXX	XXX					XXX
0299999. Totals - Suspended Depositories		XXX	XXX					XXX
0399999. Total Cash on Deposit		XXX	XXX	16		1,032,082	119,653	417,619
0499999. Cash in Company's Office		XXX	XXX	XXX	XXX			XXX
0599999. Total - Cash		XXX	XXX	16		1,032,082	119,653	417,619

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

**SCHEDULE E - PART 2 - CASH EQUIVALENTS**

### Show Investments Owned End of Current Quarter

**NON E**

### 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 [  ] No [  ]  
2.2 Can the direct premium earned for D&O liability coverage provided as part of a CMP packaged policy be quantified or estimated? ..... Yes [  ] No [  ]  
2.3 If the answer to question 2.2 is yes, provide the quantified or estimated direct premium earned amount for D&O liability coverage in CMP packaged policies  
2.31 Amount quantified: ..... \$ ..... 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