



PROPERTY AND CASUALTY COMPANIES - ASSOCIATION EDITION

QUARTERLY STATEMENT

AS OF JUNE 30, 2013

OF THE CONDITION AND AFFAIRS OF THE

Republic-Franklin Insurance Company

NAIC Group Code02010201NAIC Company Code12475Employer's ID Number31-4290270
(Current)(Prior)

Organized under the Laws ofOhio, State of Domicile or Port of EntryOhio

Country of DomicileUnited States of America

Incorporated/Organized02/10/1949Commenced Business02/10/1949

Statutory Home Office2600 Corporate Exchange DriveColumbus , OH, US 43231
(Street and Number)(City or Town, State, Country and Zip Code)

Main Administrative Office180 Genesee StreetNew Hartford , NY, US 13413315-734-2000
(Street and Number)(City or Town, State, Country and Zip Code)(Area Code) (Telephone Number)

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

Primary Location of Books and Records180 Genesee StreetNew Hartford , NY, US 13413315-734-2000
(Street and Number)(City or Town, State, Country and Zip Code)(Area Code) (Telephone Number)

Internet Website Addresswww.uticanational.com

Statutory Statement ContactSandra Jean Giehl315-734-2192
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OFFICERS

Chairman & CEOJames Douglas RobinsonSVP & SecretaryKristen Holly Martin

President & COOBrian Patrick LytwynecSVP, CFO & TreasurerRaymond Edward Cox

OTHER

James Porter CarhartSenior Vice PresidentRichard Patrick CreedonExecutive Vice PresidentDaniel Desmond DalyExecutive Vice President

Steven Paul GuzskiSenior 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 ofNew YorkSS:

County ofOneida

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

STATEMENT AS OF JUNE 30, 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	73,958,813		73,958,813	67,903,911
2. Stocks:				
2.1 Preferred stocks				
2.2 Common stocks	6,638,237		6,638,237	
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 (\$316,003), cash equivalents (\$) and short-term investments (\$100,000)	416,003		416,003	10,497,254
6. Contract loans (including \$ premium notes)				
7. Derivatives				
8. Other invested assets				
9. Receivables for securities	121		121	
10. Securities lending reinvested collateral assets				
11. Aggregate write-ins for invested assets				
12. Subtotals, cash and invested assets (Lines 1 to 11)	81,013,175		81,013,175	78,401,165
13. Title plants less \$ charged off (for Title insurers only)				
14. Investment income due and accrued	565,274		565,274	545,192
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	5,284,814	113,612	5,171,202	5,119,499
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$(894) earned but unbilled premiums)	481,524		481,524	687,340
15.3 Accrued retrospective premiums				
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers	322,465		322,465	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	1,950,218	493,622	1,456,596	1,488,210
19. Guaranty funds receivable or on deposit	1,191,615		1,191,615	1,087,709
20. Electronic data processing equipment and software	7,954		7,954	9,950
21. Furniture and equipment, including health care delivery assets (\$)	3,622	3,622		
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	3,423,170	2,019,080	1,404,090	1,208,746
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25)	94,243,830	2,629,937	91,613,894	89,615,579
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts				
28. Total (Lines 26 and 27)	94,243,830	2,629,937	91,613,894	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	1,252,024	13,713	1,238,311	1,085,406
2502. Equities and Deposits in Pools and Associations	166,386	1,147	165,239	123,340
2503. Prepaid Expenses	1,600,363	1,600,363		
2598. Summary of remaining write-ins for Line 25 from overflow page	404,396	403,856	540	
2599. Totals (Lines 2501 through 2503 plus 2598)(Line 25 above)	3,423,170	2,019,080	1,404,090	1,208,746

STATEMENT AS OF JUNE 30, 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 \$4,945,680)	25,453,056	25,993,203
2. Reinsurance payable on paid losses and loss adjustment expenses	118	293
3. Loss adjustment expenses	7,382,936	7,511,174
4. Commissions payable, contingent commissions and other similar charges	389,927	544,968
5. Other expenses (excluding taxes, licenses and fees)	1,095,442	1,179,293
6. Taxes, licenses and fees (excluding federal and foreign income taxes)	828,079	770,504
7.1 Current federal and foreign income taxes (including \$36,868 on realized capital gains (losses))	654,888	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 \$66,123,894 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)	8,738,567	9,051,309
10. Advance premium	74,869	87,329
11. Dividends declared and unpaid:		
11.1 Stockholders		
11.2 Policyholders	88,156	107,541
12. Ceded reinsurance premiums payable (net of ceding commissions)	222,117	225,109
13. Funds held by company under reinsurance treaties		38,228
14. Amounts withheld or retained by company for account of others	377,958	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	502,032	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	522,833	500,072
26. Total liabilities excluding protected cell liabilities (Lines 1 through 25)	46,384,928	47,946,083
27. Protected cell liabilities		
28. Total liabilities (Lines 26 and 27)	46,384,928	47,946,083
29. Aggregate write-ins for special surplus funds	130,509	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	5,139,802	2,139,802
35. Unassigned funds (surplus)	36,458,654	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)	45,228,965	41,669,496
38. Totals (Page 2, Line 28, Col. 3)	91,613,894	89,615,579
DETAILS OF WRITE-INS		
2501. Liability for Pension Benefits	468,310	464,495
2502. Contingent Balances in Safety Groups	51,660	32,670
2503. Miscellaneous Accounts Payable	2,863	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)	522,833	500,072
2901. Reserve for Undeclared Dividends	130,509	94,038
2902.		
2903.		
2998. Summary of remaining write-ins for Line 29 from overflow page		
2999. Totals (Lines 2901 through 2903 plus 2998)(Line 29 above)	130,509	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 \$67,394,794)	75,263,798	73,034,199	145,892,851
1.2 Assumed (written \$8,795,318)	9,108,060	8,899,877	17,796,261
1.3 Ceded (written \$67,394,794)	75,263,798	73,034,199	145,892,851
1.4 Net (written \$8,795,318)	9,108,060	8,899,877	17,796,261
DEDUCTIONS:			
2. Losses incurred (current accident year \$6,433,890):			
2.1 Direct	48,958,920	46,806,018	87,214,725
2.2 Assumed	4,312,126	3,171,955	8,625,226
2.3 Ceded	48,959,564	45,798,565	86,225,209
2.4 Net	4,311,483	4,179,408	9,614,742
3. Loss adjustment expenses incurred	1,744,174	1,673,470	2,923,926
4. Other underwriting expenses incurred	3,590,668	3,256,096	6,773,786
5. Aggregate write-ins for underwriting deductions			
6. Total underwriting deductions (Lines 2 through 5)	9,646,325	9,108,974	19,312,454
7. Net income of protected cells			
8. Net underwriting gain or (loss) (Line 1 minus Line 6 + Line 7)	(538,266)	(209,097)	(1,516,193)
INVESTMENT INCOME			
9. Net investment income earned	1,252,894	1,504,296	2,839,214
10. Net realized capital gains (losses) less capital gains tax of \$36,868	67,965	(2,377)	594,721
11. Net investment gain (loss) (Lines 9 + 10)	1,320,859	1,501,919	3,433,935
OTHER INCOME			
12. Net gain or (loss) from agents' or premium balances charged off (amount recovered \$84 amount charged off \$11,948)	(11,864)	(8,074)	(23,832)
13. Finance and service charges not included in premiums	312,781	256,380	537,643
14. Aggregate write-ins for miscellaneous income	(5,516)	(6,523)	(993,681)
15. Total other income (Lines 12 through 14)	295,401	241,783	(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)	1,077,994	1,534,604	1,437,872
17. Dividends to policyholders	94,247	113,732	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)	983,747	1,420,872	1,198,229
19. Federal and foreign income taxes incurred	255,817	24,150	39,789
20. Net income (Line 18 minus Line 19)(to Line 22)	727,930	1,396,722	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)	727,930	1,396,722	1,158,440
23. Net transfers (to) from Protected Cell accounts			
24. Change in net unrealized capital gains (losses) less capital gains tax of \$(23,295)	18,674	2,457	3,401
25. Change in net unrealized foreign exchange capital gain (loss)			
26. Change in net deferred income tax	(17,382)	8,719	(139,579)
27. Change in nonadmitted assets	(146,948)	423,395	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	3,000,000		
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	(22,805)	(505,137)	(638,609)
38. Change in surplus as regards policyholders (Lines 22 through 37)	3,559,469	1,326,157	814,759
39. Surplus as regards policyholders, as of statement date (Lines 21 plus 38)	45,228,965	42,180,894	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	67	5	205
1402. Miscellaneous Income	(5,582)	(6,528)	(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)	(5,516)	(6,523)	(993,681)
3701. Contingent Balance in Safety Groups	(18,990)	31,470	41,940
3702. Deferred Tax Expanded Admissibility – SSAP 10R		(536,607)	(536,607)
3703. RIP Transition Liability – SSAP 102	(3,815)		
3798. Summary of remaining write-ins for Line 37 from overflow page			(143,942)
3799. Totals (Lines 3701 through 3703 plus 3798)(Line 37 above)	(22,805)	(505,137)	(638,609)

STATEMENT AS OF JUNE 30, 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	8,877,400	8,339,287	17,674,967
2. Net investment income	1,367,343	1,737,171	3,410,517
3. Miscellaneous income	295,401	241,783	(479,869)
4. Total (Lines 1 to 3)	10,540,145	10,318,242	20,605,615
5. Benefit and loss related payments	4,106,328	5,211,876	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	5,739,193	5,378,148	13,274,106
8. Dividends paid to policyholders	113,632	96,992	213,772
9. Federal and foreign income taxes paid (recovered) net of \$ 36,868 tax on capital gains (losses)	451,044	(344,942)	(344,942)
10. Total (Lines 5 through 9)	10,410,197	10,342,074	25,031,928
11. Net cash from operations (Line 4 minus Line 10)	129,948	(23,832)	(4,426,313)
Cash from Investments			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds	7,146,817	5,366,131	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		611	52
12.8 Total investment proceeds (Lines 12.1 to 12.7)	7,146,671	5,366,742	27,371,223
13. Cost of investments acquired (long-term only):			
13.1 Bonds	13,230,928	116,288	13,231,640
13.2 Stocks	6,642,858		
13.3 Mortgage loans			
13.4 Real estate			
13.5 Other invested assets			
13.6 Miscellaneous applications	218		
13.7 Total investments acquired (Lines 13.1 to 13.6)	19,874,004	116,288	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)	(12,727,333)	5,250,454	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	3,000,000		
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)	(483,866)	376,129	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)	2,516,134	376,129	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)	(10,081,251)	5,602,751	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)	416,003	5,776,277	10,497,254

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

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STATEMENT AS OF JUNE 30, 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>	<u>State of Domicile</u>	<u>2013</u>	<u>2012</u>
(1) Net Income, state basis (Page 4, Line 20, Columns 1 & 3)	Ohio	727,930	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>727,930</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	45,228,965	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>45,228,965</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
1,085,397	0	1,085,397

STATEMENT AS OF JUNE 30, 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
31,561,372	0	31,561,372

(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. The Company does not have any repurchase agreements or securities lending transactions in its portfolio.
- 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

- A. No change.
- B. On June 5, 2013 the Company received paid in capital in the amount of \$3,000,000 from its owners in proportion to their ownership percentages. The Company is owned by Utica Mutual Insurance Company (94%) and Graphic Arts Mutual Insurance Company (6%), insurance companies domiciled in the state of New York.
- C. - L. 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. Not applicable.

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.

STATEMENT AS OF JUNE 30, 2013 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

NOTES TO FINANCIAL STATEMENTS

Note 20 – Fair Value Measurement

A. Assets Measured at Fair Value on a Recurring Basis

- (1) Fair Value Measurements at Reporting Date
(a) Assets at Fair Value

	Level 1	Level 2	Level 3	Total
Common Stock	6,638,237	0	0	6,638,237
Total Assets at Fair Value	6,638,237	0	0	6,638,237

(b) Liabilities at Fair Value: Not applicable.

- (2) Not applicable.
(3) Not applicable.

(4) The following are the levels of the hierarchy and a brief description of the type of valuation inputs that are used to establish each level:

Pricing Level 1 – Valuations based on unadjusted quoted prices in active markets for identical assets that our pricing sources have the ability to access. Since the valuations are based on quoted prices that are readily and regularly available in an active market, valuation of these securities does not entail a significant amount or degree of judgment.

Pricing Level 2 – Valuations based upon quoted prices for similar assets in active markets, quoted prices for identical or similar assets in inactive markets; or valuations based on models where significant inputs are observable (e.g. interest rates, yield curves, prepayment speeds, default rates, loss severities) or can be corroborated by observable market data.

Pricing Level 3 – Valuations that are derived from techniques in which one or more of the significant inputs are unobservable, including broker quotes which are non-binding.

(5) Not applicable.

B. Not applicable.

C.

Type of Financial Instrument	Aggregate Fair Value	Admitted Assets	Level 1	Level 2	Level 3	Not Practicable (Carrying Value)
Bonds	76,521,323	74,058,813	100,000	76,421,323	0	0
Common Stock	6,638,237	6,638,237	6,638,237	0	0	0

D. Not applicable.

Note 21 – Other Items

No change.

Note 22 – Events Subsequent

No change.

Property & Casualty Specific Notes

Note 23 – Reinsurance

No change.

Note 24 – Retrospectively Rated Contracts and Contracts Subject to Redetermination

No change.

Note 25 – Change in Incurred Losses and Loss Adjustment Expenses

Reserves as of December 31, 2012 were \$33.5 million. As of June 30, 2013, \$5.2 million has been paid for incurred claims and claim adjustment expenses attributable to insured events of prior years. Reserves remaining for prior years are now \$27.9 million as a result of re-estimation of unpaid claims and claim adjustment expenses. Therefore, there has been a \$378 thousand favorable prior-year development since December 31, 2012 to June 30, 2013.

Note 26 – Intercompany Pooling Arrangements

No change.

Note 27 – Structured Settlements

No change.

STATEMENT AS OF JUNE 30, 2013 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

NOTES TO FINANCIAL STATEMENTS

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 JUNE 30, 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

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 JUNE 30, 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

[illegible]

SCHEDULE T - EXHIBIT OF PREMIUMS WRITTEN

Current Year to Date - Allocated by States and Territories							
States, etc.	1 Active Status	Direct Premiums Written		Direct Losses Paid (Deducting Salvage)		Direct Losses Unpaid	
		2 Current Year To Date	3 Prior Year To Date	4 Current Year To Date	5 Prior Year To Date	6 Current Year To Date	7 Prior Year To Date
1. Alabama AL	N						
2. Alaska AK	N						
3. Arizona AZ	N						
4. Arkansas AR	N						
5. California CA	N						
6. Colorado CO	N						
7. Connecticut CT	L	6,861,812	6,674,669	6,107,191	10,291,581	23,392,710	20,041,145
8. Delaware DE	L	691,432	841,149	767,016	543,228	2,665,164	2,502,855
9. District of Columbia DC	L	69,204	82,105	3,246	7,050	51,030	143,209
10. Florida FL	N						
11. Georgia GA	L	3,138,761	2,276,142	2,136,742	749,413	5,681,050	5,307,423
12. Hawaii HI	N						
13. Idaho ID	N						
14. Illinois IL	L	1,244,251	1,113,913	516,201	362,944	5,692,034	4,598,829
15. Indiana IN	L	138,833	79,838	9,732	25,124	224,097	85,949
16. Iowa IA	N						
17. Kansas KS	L	49,865	23,616	2,255		29,980	13
18. Kentucky KY	N						
19. Louisiana LA	N						
20. Maine ME	N						
21. Maryland MD	L	1,354,710	1,808,565	1,113,971	947,842	4,881,512	5,453,210
22. Massachusetts MA	L	3,848,522	3,589,077	2,087,844	1,972,368	8,932,254	8,426,924
23. Michigan MI	L	1,017,359	711,786	291,174	3,300	168,004	133,950
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	16,647				5,025	
31. New Jersey NJ	L	8,797,989	5,082,409	8,034,273	2,089,139	17,823,662	16,696,870
32. New Mexico NM	N						
33. New York NY	L	25,523,350	26,056,018	14,731,222	15,650,958	80,374,675	78,036,839
34. North Carolina NC	L	3,127,282	2,711,225	2,207,914	3,504,230	8,210,850	7,656,322
35. North Dakota ND	N						
36. Ohio OH	L	2,240,383	2,182,884	477,994	370,223	2,328,688	2,090,289
37. Oklahoma OK	N						
38. Oregon OR	N						
39. Pennsylvania PA	L	1,658,342	1,348,917	1,430,785	498,274	4,741,251	6,919,473
40. Rhode Island RI	L	94,385	112,309	354	26,640	64,669	170,309
41. South Carolina SC	N						
42. South Dakota SD	N						
43. Tennessee TN	L	2,095,193	1,982,038	761,064	1,350,724	1,613,227	1,325,530
44. Texas TX	L	2,174,693	1,526,783	794,804	501,667	4,849,396	2,628,702
45. Utah UT	N						
46. Vermont VT	N						
47. Virginia VA	L	1,656,506	1,495,734	899,590	588,719	3,021,510	3,320,108
48. Washington WA	N						
49. West Virginia WV	N						
50. Wisconsin WI	L	1,595,274	1,365,831	304,511	717,610	4,195,359	4,099,031
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	67,394,794	61,065,008	42,677,879	40,201,035	178,946,144	169,636,982
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.

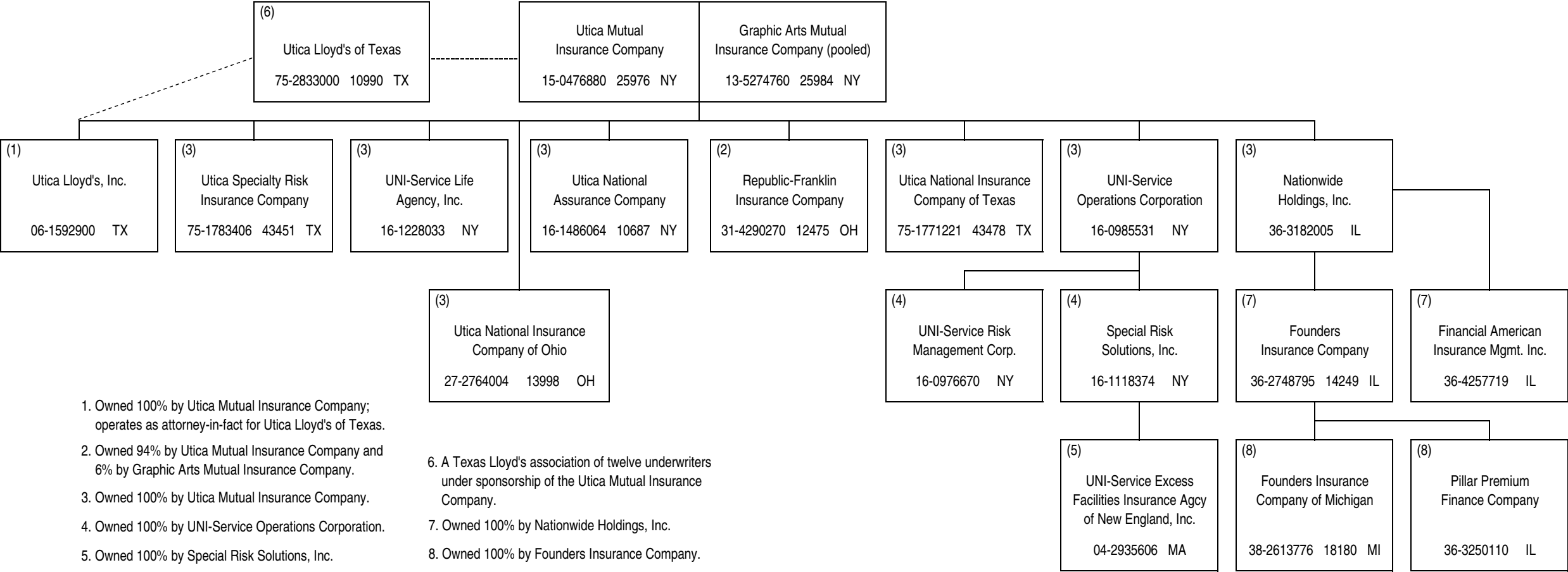
(a) Insert the number of L responses except for Canada and Other Alien.

STATEMENT AS OF JUNE 30, 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 JUNE 30, 2013



12

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.

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.

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	50,394			
2.	Allied Lines	42,029	1,170	2.8	(40.8)
3.	Farmowners multiple peril				
4.	Homeowners multiple peril	5,237,218	2,824,352	53.9	58.9
5.	Commercial multiple peril	22,391,526	12,895,021	57.6	77.6
6.	Mortgage guaranty				
8.	Ocean marine				
9.	Inland marine	155,484	28,682	18.4	15.1
10.	Financial guaranty				
11.1	Medical professional liability - occurrence				
11.2	Medical professional liability - claims-made				
12.	Earthquake	5,748			
13.	Group accident and health				
14.	Credit accident and health				
15.	Other accident and health				
16.	Workers' compensation	17,366,276	15,232,756	87.7	37.7
17.1	Other liability - occurrence	2,054,879	2,654,000	129.2	284.0
17.2	Other liability - claims-made	4,356,317	2,765,804	63.5	37.0
17.3	Excess workers' compensation				
18.1	Products liability - occurrence	12,071			
18.2	Products liability - claims-made				
19.1,19.2	Private passenger auto liability	3,857,274	2,430,539	63.0	46.9
19.3,19.4	Commercial auto liability	13,602,672	7,183,282	52.8	69.7
21.	Auto physical damage	6,128,527	2,943,314	48.0	36.1
22.	Aircraft (all perils)				
23.	Fidelity				
24.	Surety	2,259			(750.2)
26.	Burglary and theft	1,125			(396.2)
27.	Boiler and machinery				
28.	Credit				
29.	International				
30.	Warranty				
31.	Reinsurance - Nonproportional Assumed Property	XXX	XXX	XXX	XXX
32.	Reinsurance - Nonproportional Assumed Liability	XXX	XXX	XXX	XXX
33.	Reinsurance - Nonproportional Assumed Financial Lines	XXX	XXX	XXX	XXX
34.	Aggregate write-ins for other lines of business				
35.	Totals	75,263,798	48,958,920	65.0	64.1
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	63,458	64,849	93,884
2.	Allied Lines	50,645	55,440	59,056
3.	Farmowners multiple peril			
4.	Homeowners multiple peril	3,346,237	5,759,918	4,643,933
5.	Commercial multiple peril	9,459,917	17,364,231	15,029,805
6.	Mortgage guaranty			
8.	Ocean marine			
9.	Inland marine	79,459	145,076	197,902
10.	Financial guaranty			
11.1	Medical professional liability - occurrence			
11.2	Medical professional liability - claims-made			
12.	Earthquake	3,970	5,713	6,164
13.	Group accident and health			
14.	Credit accident and health			
15.	Other accident and health			
16.	Workers' compensation	8,328,787	16,041,639	15,862,212
17.1	Other liability - occurrence	559,480	1,081,618	1,036,497
17.2	Other liability - claims-made	2,569,916	5,212,447	3,989,370
17.3	Excess workers' compensation			
18.1	Products liability - occurrence	5,809	16,541	16,529
18.2	Products liability - claims-made			
19.1,19.2	Private passenger auto liability	2,040,863	3,955,459	4,069,938
19.3,19.4	Commercial auto liability	6,128,299	12,034,195	10,270,816
21.	Auto physical damage	2,978,276	5,656,228	5,788,175
22.	Aircraft (all perils)			
23.	Fidelity			
24.	Surety			
26.	Burglary and theft	998	1,441	727
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	35,616,114	67,394,794	61,065,008
DETAILS OF WRITE-INS				
3401.	.....		
3402.	.....		
3403.	.....		
3498.	Summary of remaining write-ins for Line 34 from overflow page			
3499.	Totals (Lines 3401 through 3403 plus 3498)(Line 34 above)			

STATEMENT AS OF JUNE 30, 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	2,022	50	2,072	9,083	126	6,389	15,597	551	(876)	(324)	
2. 2011	3,500	3,345	6,844	1,204	22	1,226	2,611	147	2,675	5,432	315	(501)	(186)	
3. Subtotals 2011 + Prior	14,053	10,784	24,838	3,226	72	3,298	11,694	272	9,063	21,029	867	(1,377)	(510)	
4. 2012	3,639	5,028	8,667	1,705	233	1,938	2,836	300	3,724	6,861	902	(770)	132	
5. Subtotals 2012 + Prior	17,692	15,812	33,504	4,931	305	5,236	14,530	573	12,787	27,890	1,769	(2,147)	(378)	
6. 2013	XXX	XXX	XXX	XXX	1,488	1,488	XXX	1,555	3,391	4,946	XXX	XXX	XXX	
7. Totals	17,692	15,812	33,504	4,931	1,793	6,724	14,530	2,127	16,179	32,836	1,769	(2,147)	(378)	
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. 10.0	2. (13.6)	3. (1.1)
												Col. 13, Line 7 As a % of Col. 1 Line 8 4. (0.9)		

STATEMENT AS OF JUNE 30, 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.

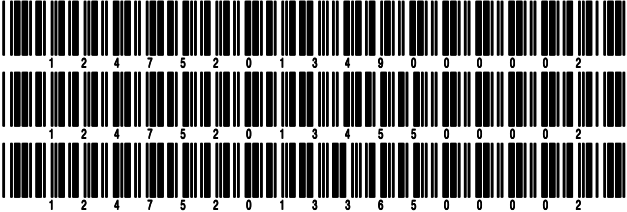
	Response
1. Will the Trusteed Surplus Statement be filed with the state of domicile and the NAIC with this statement?	NO
2. Will Supplement A to Schedule T (Medical Professional Liability Supplement) be filed with this statement?	NO
3. Will the Medicare Part D Coverage Supplement be filed with the state 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 JUNE 30, 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	372,658	372,658		
2505.	Clearing Accounts	31,339	30,799	540	
2506.	Deposits	400	400		
2597.	Summary of remaining write-ins for Line 25 from overflow page	404,396	403,856	540	

Additional Write-ins for Statement of Income Line 37

		1 Current Year to Date	2 Prior Year to Date	3 Prior Year Ended December 31
3704.	Pension Benefit Obligation			(143,942)
3797.	Summary of remaining write-ins for Line 37 from overflow page			(143,942)

SCHEDULE A - VERIFICATION

Real Estate

	1	2
	Year to Date	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	2
	Year to Date	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	2
	Year to Date	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	2
	Year to Date	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	19,873,786	13,231,640
3. Accrual of discount	13,818	26,688
4. Unrealized valuation increase (decrease)	(4,629)	
5. Total gain (loss) on disposals	104,979	914,956
6. Deduct consideration for bonds and stocks disposed of	7,146,817	27,371,171
7. Deduct amortization of premium	148,006	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)	80,597,052	67,903,921
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	80,597,052	67,903,921

STATEMENT AS OF JUNE 30, 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)	63,602,475	1,042,485	3,321,598	21,072	63,602,475	61,344,434		64,419,745
2. Class 2 (a)	13,845,387	448,128	1,489,244	(89,891)	13,845,387	12,714,380		13,833,281
3. Class 3 (a)								
4. Class 4 (a)								
5. Class 5 (a)								
6. Class 6 (a)								
7. Total Bonds	77,447,862	1,490,613	4,810,842	(68,819)	77,447,862	74,058,814		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	77,447,862	1,490,613	4,810,842	(68,819)	77,447,862	74,058,814		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	600,000	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	3,849,614	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 JUNE 30, 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

SCHEDULE A - PART 2

[illegible][illegible]

STATEMENT AS OF JUNE 30, 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 JUNE 30, 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]

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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)
055650-CD-8	BP CAPITAL MARKETS PLC		.05/07/2013	MORGAN STANLEY		742,485	750,000		1FE
71647N-AC-3	PETROBRAS GLOBAL FINANCE	F	.05/13/2013	J.P. MORGAN		448,128	450,000		2FE
3899999. Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)						1,190,613	1,200,000		XXX
8399997. Total - Bonds - Part 3						1,190,613	1,200,000		XXX
8399998. Total - Bonds - Part 5						XXX	XXX	XXX	XXX
8399999. Total - Bonds						1,190,613	1,200,000		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
722005-62-6	PIMCO ALL ASSET FUND-INSTITU		.06/20/2013	DIRECT	502,092.050	6,000,000			L
922040-10-0	VANGUARD INST INDEX-INST		.06/27/2013	VANGUARD CORE MANAGEMENT GROUP	4,271.114	642,858			L
9299999. Subtotal - Common Stocks - Mutual Funds						6,642,858	XXX		XXX
9799997. Total - Common Stocks - Part 3						6,642,858	XXX		XXX
9799998. Total - Common Stocks - Part 5						XXX	XXX	XXX	XXX
9799999. Total - Common Stocks						6,642,858	XXX		XXX
9899999. Total - Preferred and Common Stocks						6,642,858	XXX		XXX
9999999 - Totals						7,833,471	XXX		XXX

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

STATEMENT AS OF JUNE 30, 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		06/01/2013	MBS PAYMENT		35,302	35,302	37,715	35,458		(157)		(157)		35,302				458	11/15/2042	1
36202E-RS-0	G2 4097		06/01/2013	MBS PAYMENT		29,143	29,143	28,583	29,050		93		93		29,143				602	03/20/2038	1
36205B-4L-3	GN 386127		06/01/2013	MBS PAYMENT		444	444	444	444						15				15	01/15/2030	1
36209D-B2-9	GN 468157		06/01/2013	MBS PAYMENT		3,067	3,067	3,068	3,067						3,067				68	08/15/2028	1
36209M-4A-9	GN 476117		06/01/2013	MBS PAYMENT		24	24	24	24						24				1	07/15/2028	1
36209U-PA-8	GN 482017		06/01/2013	MBS PAYMENT		3,468	3,468	3,465	3,468						3,468				112	08/15/2028	1
36209W-AJ-8	GN 484225		06/01/2013	MBS PAYMENT		59	59	66	59						59				2	08/15/2028	1
36210Y-D9-3	GN 506028		06/01/2013	MBS PAYMENT		237	237	236	237						237				7	10/15/2029	1
36211C-QY-1	GN 509071		06/01/2013	MBS PAYMENT		294	294	279	293						294				8	05/15/2029	1
36213E-L3-8	GN 552146		06/01/2013	MBS PAYMENT		8,743	8,743	8,795	8,748		(5)		(5)		8,743				226	11/15/2016	1
36220U-Z2-0	GN 288861		06/01/2013	MBS PAYMENT		200	200	198	199						200				6	12/15/2022	1
36224J-HS-4	GN 329741		06/01/2013	MBS PAYMENT		347	347	355	347						347				10	01/15/2023	1
36225A-KU-3	GN 780307		06/01/2013	MBS PAYMENT		187	187	200	188		(1)		(1)		187				7	12/15/2021	1
36225A-NY-2	GN 780407		06/01/2013	MBS PAYMENT		1,177	1,177	1,184	1,177						1,177				34	08/15/2024	1
36290S-ZC-8	GN 616439		06/01/2013	MBS PAYMENT		2,044	2,044	2,037	2,044						2,044				43	06/15/2024	1
38376G-EZ-9	GNR 2010-13 AB		06/01/2013	MBS PAYMENT		38,865	38,865	39,162	38,891		(26)		(26)		38,865				538	02/16/2030	1
38378B-7C-7	GNR 2013-33 A		06/01/2013	MBS PAYMENT		2,399	2,399	2,388			1		1		2,399				6	07/16/2038	1
0599999 Subtotal - Bonds - U.S. Governments						126,000	126,000	128,200	123,694		(95)		(95)		126,000				2,141	XXX	XXX
31283G-K8-9	FG 600319		06/01/2013	MBS PAYMENT		206	206	216	207		(1)		(1)		206				8	04/01/2025	1
31283H-HN-8	FG 601137		06/01/2013	MBS PAYMENT		82	82	81	82						82				3	09/01/2030	1
31287Q-ND-9	FG C64888		06/01/2013	MBS PAYMENT		1,658	1,658	1,679	1,661		(2)		(2)		1,658				37	03/01/2032	1
31288E-B5-5	FG C75460		06/01/2013	MBS PAYMENT		408	408	414	408						408				9	01/01/2033	1
31286W-Z2-0	FG E92592		06/01/2013	MBS PAYMENT		3,162	3,162	3,260	3,173		(10)		(10)		3,162				70	11/01/2017	1
3128MC-UW-3	FG G13997		06/01/2013	MBS PAYMENT		22,215	22,215	22,771	22,311		(96)		(96)		22,215				381	12/01/2025	1
31292H-D6-8	FG C01025		06/01/2013	MBS PAYMENT		762	762	770	762						762				22	07/01/2030	1
31293R-ME-8	FG C27557		06/01/2013	MBS PAYMENT		190	190	182	190						190				5	06/01/2029	1
312942-NF-8	FG A93990		06/01/2013	MBS PAYMENT		26,366	26,366	27,277	26,520		(153)		(153)		26,366				443	09/01/2040	1
31298U-CF-4	FG C57270		06/01/2013	MBS PAYMENT		1,155	1,155	1,138	1,150		5		5		1,155				29	09/01/2031	1
31298W-CR-4	FG C59080		06/01/2013	MBS PAYMENT		309	309	307	309						309				8	10/01/2031	1
31307A-EK-4	FG J21938		06/01/2013	MBS PAYMENT		27,107	27,107	28,289		(61)			(61)		27,107				238	01/01/2028	1
3132GD-H5-4	FG 000252		06/01/2013	MBS PAYMENT		64,784	64,784	66,444	64,954		(170)		(170)		64,784				1,152	04/01/2041	1
3132GK-V9-4	FG 004540		06/01/2013	MBS PAYMENT		90,014	90,014	91,741	90,243		(229)		(229)		90,014				1,313	11/01/2041	1
3132GK-ZN-9	FG 004649		06/01/2013	MBS PAYMENT		90,165	90,165	91,630	90,325		(160)		(160)		90,165				1,319	11/01/2041	1
3132GL-FM-1	FG 004972		06/14/2013	VARIOUS		776,385	752,377	768,777	768,625		(2,173)		(2,173)		766,452		9,934	9,934	14,274	12/01/2041	1
3132J6-US-1	FG 015592		06/01/2013	MBS PAYMENT		4,594	4,594	4,700			(2)		(2)		4,594				26	02/01/2043	1
313615-LF-1	FN 50726		06/01/2013	MBS PAYMENT		333	333	334	333						333				9	05/01/2023	1
31365D-UL-7	FN 124887		06/01/2013	MBS PAYMENT		1,040	1,040	1,046	1,040		(1)		(1)		1,040				31	06/01/2023	1
31369S-LS-5	FN 219137		06/01/2013	MBS PAYMENT		219	219	218	219						219				6	08/01/2023	1
31369T-N7-7	FN 220114		06/01/2013	MBS PAYMENT		91	91	91	91						91				3	06/01/2023	1
31371J-PQ-1	FN 253431		06/01/2013	MBS PAYMENT		223	223	223	223						223				7	09/01/2015	1
31371K-HM-4	FN 254145		06/01/2013	MBS PAYMENT		3,098	3,098	3,122	3,102		(4)		(4)		3,098				76	01/01/2032	1
31380S-5J-8	FN 449149		06/01/2013	MBS PAYMENT		49	49	49	49						49				1	12/01/2028	1
31384P-J6-3	FN 529585		06/01/2013	MBS PAYMENT		1,227	1,227	1,182	1,219		7		7		1,227				35	05/01/2015	1
31385C-YQ-0	FN 540819		06/01/2013	MBS PAYMENT		349	349	345	348		1		1		349				10	08/01/2015	1
31386T-FU-4	FN 572679		06/01/2013	MBS PAYMENT		606	606	616	609		(2)		(2)		606				19	04/01/2031	1
3138MP-YV-1	FN A07923		06/01/2013	MBS PAYMENT		7,200	7,200	7,517	7,215		(15)		(15)		7,200				92	12/01/2042	1
31390E-SX-1	FN 644134		06/01/2013	MBS PAYMENT		2,033	2,033	2,044	2,033						2,033				44	05/01/2032	1
31403A-XD-2	FN 743276		06/01/2013	MBS PAYMENT		325	325	333	325						325				8	10/01/2033	1
31403C-GL-0	FN 745275		06/01/2013	MBS PAYMENT		14,182	14,182	13,816	14,108		74		74		14,182				294	02/01/2036	1
31403C-GU-0	FN 745283		06/01/2013	MBS PAYMENT		28,055	28,055	27,100	27,915		140		140		28,055				650	01/01/2036	1
31404F-J4-6	FN 767183		06/01/2013	MBS PAYMENT		12,113	12,113	12,063	12,108		6		6		12,113				236	02/01/2019	1
31408J-DS-7	FN 852513		06/01/2013	MBS PAYMENT		29,389	29,389	29,097	29,313		76		76		29,389				659	01/01/2036	1
31409W-D9-9	FN 880428		06/01/2013	MBS PAYMENT		12,617	12,617	12,658	12,626		(9)		(9)		12,617				357	04/01/2036	1
31410X-ZR-0	FN 900852		06/01/2013	MBS PAYMENT		11,886	11,886	11,947	11,893		(7)		(7)		11,886				304	01/01/2037	1
31417E-CG-4	FN AB7270		06/01/2013	MBS PAYMENT		5,242	5,242	5,479			(8)		(8)		5,242				55	12/01/2042	1
31417E-H2-0	FN AB7448		06/01/2013	MBS PAYMENT		39,845	39,845	41,317			(57)		(57)		39,845				272	01/01/2028	1
31417E-ZK-0	FN AB7945		06/01/2013	MBS PAYMENT		8,573	8,573	8,852			(6)		(6)		8,573				65	02/01/2043	1

STATEMENT AS OF JUNE 30, 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	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 Desig-nation or Market In-dicator (a)
31417Y-T7-2	FN MA0573		06/13/2013	VARIOUS		245,143	234,576	241,980	242,731		(1,546)		(1,546)		241,184		3,959	3,959	4,375	11/01/2025	1
31419F-FW-1	FN AE4680		06/01/2013	MBS PAYMENT		26,061	26,061	27,026	26,152		(91)		(91)		26,061				430	11/01/2040	1
31419G-XX-7	FN AE6093		06/13/2013	VARIOUS		243,714	233,048	241,751	243,198		(2,258)		(2,258)		240,940		2,774	2,774	4,389	10/01/2025	1
3199999	Subtotal - Bonds - U.S. Special Revenues					1,803,175	1,757,934	1,799,882	1,707,770		(6,752)		(6,752)		1,786,509		16,667	16,667	31,764	XXX	XXX
02005X-AC-2	ALLYA 2011-4 A3		06/13/2013	VARIOUS		440,383	439,906	438,703	439,341		250		250		439,591		791	791	1,617	09/15/2015	1FE
053332-AK-8	AUTOZONE INC		06/13/2013	US BANCORP INVESTMENTS INC		538,525	500,000	554,410	536,590		(8,194)		(8,194)		528,396		10,129	10,129	26,594	01/15/2015	2FE
07383F-5K-0	BSOMS 2005-T18 A4		06/01/2013	MBS PAYMENT		8,434	8,433	8,452	8,433						8,433				185	02/13/2042	1FM
26138E-AM-1	DR PEPPER SNAPPLE GROUP		06/13/2013	US BANCORP INVESTMENTS INC		523,305	500,000	517,485	513,218		(1,967)		(1,967)		511,251		12,053	12,053	13,414	01/15/2016	2FE
341099-CQ-0	DUKE ENERGY FLORIDA INC		05/08/2013	WELLS FARGO SECURITIES		144,920	145,000	144,871	144,876		15		15		144,891		29	29	445	11/15/2015	1FE
370334-BN-3	GENERAL MILLS INC		05/08/2013	LLC		160,606	160,000	159,971			3		3		159,974		633	633	389	01/29/2016	2FE
46625M-V6-3	JPMCC 2004-C1 A2		05/01/2013	BANK AMERICA		11,278	11,278	11,333	11,278						11,278				197	01/15/2038	1FM
487836-BK-3	KELLOGG CO		05/08/2013	MBS PAYMENT		140,240	140,000	140,000							140,000		240	240	173	02/13/2015	2FE
855030-AL-6	STAPLES INC		06/13/2013	MIZUHO SECURITIES		152,451	150,000	149,591			33		33		149,623		2,828	2,828	1,765	01/12/2018	2FE
055451-AL-2	BHP BILLITON FIN USA LTD	F	06/13/2013	HSBC SECURITIES LIMITED		508,975	500,000	505,640	505,130		(234)		(234)		504,896		4,079	4,079	9,344	11/21/2021	1FE
3899999	Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)					2,629,117	2,554,617	2,630,456	2,158,866		(10,094)		(10,094)		2,598,333		30,782	30,782	54,123	XXX	XXX
8399997	Total - Bonds - Part 4					4,558,292	4,438,551	4,558,538	3,990,330		(16,941)		(16,941)		4,510,842		47,449	47,449	88,028	XXX	XXX
8399998	Total - Bonds - Part 5					XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
8399999	Total - Bonds					4,558,292	4,438,551	4,558,538	3,990,330		(16,941)		(16,941)		4,510,842		47,449	47,449	88,028	XXX	XXX
8999997	Total - Preferred Stocks - Part 4						XXX													XXX	XXX
8999998	Total - Preferred Stocks - Part 5					XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
8999999	Total - Preferred Stocks						XXX													XXX	XXX
9799997	Total - Common Stocks - Part 4						XXX													XXX	XXX
9799998	Total - Common Stocks - Part 5					XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
9799999	Total - Common Stocks						XXX													XXX	XXX
9899999	Total - Preferred and Common Stocks						XXX													XXX	XXX
9999999	- Totals					4,558,292	XXX	4,558,538	3,990,330		(16,941)		(16,941)		4,510,842		47,449	47,449	88,028	XXX	XXX

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

STATEMENT AS OF JUNE 30, 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)	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 D - SECTION 1

[illegible]

NONE

Collateral for Derivative Instruments Open as of Current Statement Date

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								
0199999 - Total							XXX	XXX

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								
0299999 - 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

General Interrogatories:

- E11

SCHEDULE E - PART 1 - CASH

[illegible]

STATEMENT AS OF JUNE 30, 2013 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned End of Current Quarter

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



SUPPLEMENT FOR THE QUARTER ENDING JUNE 30, 2013 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

DIRECTOR AND OFFICER INSURANCE COVERAGE SUPPLEMENT

Year To Date For The Period Ended JUNE 30, 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
\$ 4,307	\$ 2,182	\$

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:\$ 42,882

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