



PROPERTY AND CASUALTY COMPANIES - ASSOCIATION EDITION

QUARTERLY STATEMENT

AS OF SEPTEMBER 30, 2013
OF THE CONDITION AND AFFAIRS OF THE

Republic-Franklin Insurance Company

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

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

Country of Domicile United States of America

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

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

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

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

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

Internet Website Address www.uticanational.com

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

OFFICERS

Chairman & CEO James Douglas Robinson EVP # & Secretary Kristen Holly Martin

President & COO Brian Patrick Lytwynec SVP, CFO & Treasurer Raymond Edward Cox

OTHER

James Porter Carhart Senior Vice President Richard Patrick Creedon Executive Vice President Steven Paul Guzski # Executive Vice President

DIRECTORS OR TRUSTEES

Alfred Elliot Calligaris Paul Alan Hagstrom, Ph.D. Gregory Miller Harden

Jerry John Hartman Brian Patrick Lytwynec Alan Joseph Pope, Sr.

James Douglas Robinson Linda Ellen Romano

State of New York SS:

County of Oneida

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

Brian Patrick Lytwynec President & COO Raymond Edward Cox SVP, CFO & Treasurer Kristen Holly Martin EVP & Secretary

Subscribed and sworn to before me this day of

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

b. If no, 1. State the amendment number..... 2. Date filed 3. Number of pages attached.....

STATEMENT AS OF SEPTEMBER 30, 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	70,106,669		70,106,669	67,903,911
2. Stocks:				
2.1 Preferred stocks				
2.2 Common stocks	9,371,021		9,371,021	
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 (\$1,766,252), cash equivalents (\$) and short-term investments (\$100,000)	1,866,252		1,866,252	10,497,254
6. Contract loans (including \$ premium notes)				
7. Derivatives				
8. Other invested assets				
9. Receivables for securities	15,649		15,649	
10. Securities lending reinvested collateral assets				
11. Aggregate write-ins for invested assets				
12. Subtotals, cash and invested assets (Lines 1 to 11)	81,359,591		81,359,591	78,401,165
13. Title plants less \$ charged off (for Title insurers only)				
14. Investment income due and accrued	614,796		614,796	545,192
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	5,745,069	115,208	5,629,861	5,119,499
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$(1,140) earned but unbilled premiums)	826,605		826,605	687,340
15.3 Accrued retrospective premiums				
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers	335,853		335,853	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	1,969,925	462,855	1,507,070	1,488,210
19. Guaranty funds receivable or on deposit	1,310,932		1,310,932	1,087,709
20. Electronic data processing equipment and software	7,334		7,334	9,950
21. Furniture and equipment, including health care delivery assets (\$)	3,520	3,520		
22. Net adjustment in assets and liabilities due to foreign exchange rates				
23. Receivables from parent, subsidiaries and affiliates	1,180,738		1,180,738	
24. Health care (\$) and other amounts receivable				
25. Aggregate write-ins for other than invested assets	1,768,705	521,720	1,246,985	1,208,746
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25)	95,123,068	1,103,303	94,019,766	89,615,579
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts				
28. Total (Lines 26 and 27)	95,123,068	1,103,303	94,019,766	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	1,097,626	13,556	1,084,070	1,085,406
2502. Equities and Deposits in Pools and Associations	164,033	1,118	162,915	123,340
2503. Prepaid Expenses	82,693	82,693		
2598. Summary of remaining write-ins for Line 25 from overflow page	424,353	424,353		
2599. Totals (Lines 2501 through 2503 plus 2598)(Line 25 above)	1,768,705	521,720	1,246,985	1,208,746

LIABILITIES, SURPLUS AND OTHER FUNDS

	1 Current Statement Date	2 December 31, Prior Year
1. Losses (current accident year \$6,981,180)	25,577,087	25,993,203
2. Reinsurance payable on paid losses and loss adjustment expenses	22,859	293
3. Loss adjustment expenses	7,436,268	7,511,174
4. Commissions payable, contingent commissions and other similar charges	536,781	544,968
5. Other expenses (excluding taxes, licenses and fees)	1,125,216	1,179,293
6. Taxes, licenses and fees (excluding federal and foreign income taxes)	874,976	770,504
7.1 Current federal and foreign income taxes (including \$57,673 on realized capital gains (losses))	698,896	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 \$85,682,367 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)	10,420,629	9,051,309
10. Advance premium	77,962	87,329
11. Dividends declared and unpaid:		
11.1 Stockholders		
11.2 Policyholders	136,016	107,541
12. Ceded reinsurance premiums payable (net of ceding commissions)	291,324	225,109
13. Funds held by company under reinsurance treaties		38,228
14. Amounts withheld or retained by company for account of others	564,793	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	17	
19. Payable to parent, subsidiaries and affiliates		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	542,473	500,072
26. Total liabilities excluding protected cell liabilities (Lines 1 through 25)	48,359,245	47,946,083
27. Protected cell liabilities		
28. Total liabilities (Lines 26 and 27)	48,359,245	47,946,083
29. Aggregate write-ins for special surplus funds	134,215	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)	36,886,504	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)	45,660,521	41,669,496
38. Totals (Page 2, Line 28, Col. 3)	94,019,766	89,615,579
DETAILS OF WRITE-INS		
2501. Liability for Benefits	468,310	464,495
2502. Contingent Balances in Safety Groups	67,590	32,670
2503. Miscellaneous Accounts Payable	6,573	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)	542,473	500,072
2901. Reserve for Undeclared Dividends	134,215	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)	134,215	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 \$126,425,348)	114,735,879	109,572,297	145,892,851
1.2 Assumed (written \$15,207,526)	13,838,207	13,328,369	17,796,261
1.3 Ceded (written \$126,425,348)	114,735,879	109,572,297	145,892,851
1.4 Net (written \$15,207,526)	13,838,207	13,328,369	17,796,261
DEDUCTIONS:			
2. Losses incurred (current accident year \$9,619,830):			
2.1 Direct	71,130,888	63,075,106	87,214,725
2.2 Assumed	6,572,975	5,471,140	8,625,226
2.3 Ceded	71,131,955	62,068,324	86,225,209
2.4 Net	6,571,907	6,477,923	9,614,742
3. Loss adjustment expenses incurred	2,582,061	2,427,797	2,923,926
4. Other underwriting expenses incurred	5,697,883	5,235,320	6,773,786
5. Aggregate write-ins for underwriting deductions			
6. Total underwriting deductions (Lines 2 through 5)	14,851,852	14,141,040	19,312,454
7. Net income of protected cells			
8. Net underwriting gain or (loss) (Line 1 minus Line 6 + Line 7)	(1,013,646)	(812,670)	(1,516,193)
INVESTMENT INCOME			
9. Net investment income earned	1,923,730	2,201,169	2,839,214
10. Net realized capital gains (losses) less capital gains tax of \$57,673	106,575	(2,371)	594,721
11. Net investment gain (loss) (Lines 9 + 10)	2,030,305	2,198,798	3,433,935
OTHER INCOME			
12. Net gain or (loss) from agents' or premium balances charged off (amount recovered \$213 amount charged off \$18,158)	(17,944)	(15,338)	(23,832)
13. Finance and service charges not included in premiums	513,720	408,623	537,643
14. Aggregate write-ins for miscellaneous income	(9,746)	(994,251)	(993,681)
15. Total other income (Lines 12 through 14)	486,030	(600,966)	(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)	1,502,689	785,162	1,437,872
17. Dividends to policyholders	176,308	179,622	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)	1,326,381	605,540	1,198,229
19. Federal and foreign income taxes incurred	388,658	(1,900)	39,789
20. Net income (Line 18 minus Line 19)(to Line 22)	937,723	607,440	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)	937,723	607,440	1,158,440
23. Net transfers (to) from Protected Cell accounts			
24. Change in net unrealized capital gains (losses) less capital gains tax of \$31,535	125,196	1,559	3,401
25. Change in net unrealized foreign exchange capital gain (loss)			
26. Change in net deferred income tax	57,155	41,371	(139,579)
27. Change in nonadmitted assets	1,379,686	428,955	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	(1,508,735)	(488,547)	(638,609)
38. Change in surplus as regards policyholders (Lines 22 through 37)	3,991,025	590,778	814,759
39. Surplus as regards policyholders, as of statement date (Lines 21 plus 38)	45,660,521	41,445,515	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	153	21	205
1402. Miscellaneous Income	(9,899)	(994,272)	(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)	(9,746)	(994,251)	(993,681)
3701. Contingent Balance in Safety Groups	(34,920)	48,060	41,940
3702. Deferred Tax Expanded Admissibility – SSAP 10R		(536,607)	(536,607)
3703. RIP Transition Liability – SSAP 102	(1,473,815)		
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)	(1,508,735)	(488,547)	(638,609)

STATEMENT AS OF SEPTEMBER 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	14,559,939	13,489,554	17,674,967
2. Net investment income	2,044,727	2,510,805	3,410,517
3. Miscellaneous income	486,030	(600,965)	(479,869)
4. Total (Lines 1 to 3)	17,090,696	15,399,393	20,605,615
5. Benefit and loss related payments	6,256,110	9,079,537	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	8,529,048	11,158,627	13,274,106
8. Dividends paid to policyholders	147,833	163,009	213,772
9. Federal and foreign income taxes paid (recovered) net of \$57,673 tax on capital gains (losses)	789,415	(344,942)	(344,942)
10. Total (Lines 5 through 9)	15,722,406	20,056,231	25,031,928
11. Net cash from operations (Line 4 minus Line 10)	1,368,290	(4,656,837)	(4,426,313)
Cash from Investments			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds	10,999,987	7,375,372	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		554	52
12.8 Total investment proceeds (Lines 12.1 to 12.7)	10,999,841	7,375,926	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	9,214,290		
13.3 Mortgage loans			
13.4 Real estate			
13.5 Other invested assets			
13.6 Miscellaneous applications	15,745		
13.7 Total investments acquired (Lines 13.1 to 13.6)	22,460,963	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)	(11,461,122)	7,259,638	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)	(1,538,170)	5,335,982	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)	1,461,830	5,335,982	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)	(8,631,002)	7,938,783	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)	1,866,252	8,112,308	10,497,254

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

--	--	--	--

STATEMENT AS OF SEPTEMBER 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	937,723	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	937,723	1,158,440
<u>Surplus</u>			
(1) Statutory surplus, state basis (Page 3, Line 37, Columns 1 & 2)	Ohio	45,660,521	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	45,660,521	41,669,496

- 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
1,076,878	0	1,076,878

STATEMENT AS OF SEPTEMBER 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
31,565,514	0	31,565,514

(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.

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

NOTES TO FINANCIAL STATEMENTS

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

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	9,371,021	0	0	9,371,021
Total Assets at Fair Value	9,371,021	0	0	9,371,021

- (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	72,444,081	70,206,669	100,000	72,344,081	0	0
Common Stock	9,371,021	9,371,021	9,371,021	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.

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

NOTES TO FINANCIAL STATEMENTS

Note 25 – Change in Incurred Losses and Loss Adjustment Expenses

Reserves as of December 31, 2012 were \$33.5 million. As of September 30, 2013, \$7 million has been paid for incurred claims and claim adjustment expenses attributable to insured events of prior years. Reserves remaining for prior years are now \$26 million as a result of re-estimation of unpaid claims and claim adjustment expenses. Therefore, there has been a \$465 thousand favorable prior-year development since December 31, 2012 to September 30, 2013.

Note 26 – Intercompany Pooling Arrangements

No change.

Note 27 – Structured Settlements

No change.

Note 28 – Health Care Receivables

No change.

Note 29 –Participating Policies

No change.

Note 30 –Premium Deficiency Reserves

No change.

Note 31 – High Deductibles

No change.

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

No change.

Note 33 – Asbestos / Environmental Reserves

No change.

Note 34 – Subscriber Savings Accounts

No change

Note 35 –Multiple Peril Crop Insurance

No change.

Note 36 –Financial Guaranty Insurance

No change.

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES

GENERAL

- 1.1

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

Yes [☐] No [☒]
- 1.2

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

Yes [☐] No [☐]
- 2.1

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

Yes [☐] No [☒]
- 2.2

If yes, date of change:
- 3.1

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

Yes [☒] No [☐]
- 3.2

If the response to 3.1 is yes, provide a brief description of those changes.
Uni-Service Excess Facilities Insurance Agency of New England was dissolved on 5/8/2013
- 4.1

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

Yes [☐] No [☒]
- 4.2

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

1 Name of Entity	2 NAIC Company Code	3 State of Domicile
5.

If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved? Yes [☐] No [☐] N/A [☒]
If yes, attach an explanation.
- 6.1

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

12/31/2009
- 6.2

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

12/31/2009
- 6.3

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

02/28/2011
- 6.4

By what department or departments?
Ohio
- 6.5

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

Yes [☐] No [☐] N/A [☒]
- 6.6

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

Yes [☒] No [☐] N/A [☐]
- 7.1

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

Yes [☐] No [☒]
- 7.2

If yes, give full information:
- 8.1

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

Yes [☐] No [☒]
- 8.2

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

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

Yes [☐] No [☒]
- 8.4

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

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

GENERAL INTERROGATORIES

- 9.1

Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards? (a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships; (b) Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity; (c) Compliance with applicable governmental laws, rules and regulations; (d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and (e) Accountability for adherence to the code.

Yes ☒ 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 ☒
- 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:

\$1,180,738

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	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 ☒
- 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 SEPTEMBER 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 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	15,675,147	14,229,716	9,356,408	13,886,465	23,337,779	20,113,952
8. Delaware DE	L	1,079,526	1,294,903	1,104,961	819,272	2,843,826	2,989,198
9. District of Columbia DC	L	123,229	148,885	3,748	7,353	48,917	114,337
10. Florida FL	N						
11. Georgia GA	L	4,963,814	3,812,294	3,136,958	1,311,525	4,170,005	5,629,254
12. Hawaii HI	N						
13. Idaho ID	N						
14. Illinois IL	L	1,931,702	1,845,024	687,153	536,667	5,652,396	4,800,577
15. Indiana IN	L	263,135	241,775	16,376	38,356	300,305	106,454
16. Iowa IA	N						
17. Kansas KS	L	52,408	27,580	2,255		47,884	22
18. Kentucky KY	N						
19. Louisiana LA	N						
20. Maine ME	N						
21. Maryland MD	L	2,326,750	2,931,851	1,712,417	1,364,671	4,799,360	5,401,516
22. Massachusetts MA	L	9,809,919	8,940,194	2,837,732	2,940,083	9,586,542	8,013,216
23. Michigan MI	L	1,535,165	1,097,455	298,674	1,800	421,976	119,603
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	464,378		10,245		41,275	
31. New Jersey NJ	L	17,499,916	11,976,159	9,853,494	3,034,540	18,812,898	16,863,617
32. New Mexico NM	N						
33. New York NY	L	44,527,071	47,944,781	21,492,630	21,987,193	79,670,132	78,242,951
34. North Carolina NC	L	5,932,501	5,397,107	3,420,869	4,469,065	8,062,575	7,389,048
35. North Dakota ND	N						
36. Ohio OH	L	3,621,196	3,248,246	616,832	594,492	2,533,171	1,838,785
37. Oklahoma OK	N						
38. Oregon OR	N						
39. Pennsylvania PA	L	4,410,162	3,101,497	2,201,208	1,027,315	8,704,652	6,015,679
40. Rhode Island RI	L	194,411	162,864	6,716	89,720	70,833	90,175
41. South Carolina SC	N						
42. South Dakota SD	N						
43. Tennessee TN	L	3,421,265	2,883,492	1,173,346	2,028,655	1,728,605	1,403,601
44. Texas TX	L	3,327,319	2,521,763	1,090,385	818,737	4,439,765	2,831,072
45. Utah UT	N						
46. Vermont VT	N						
47. Virginia VA	L	2,747,371	2,466,566	1,461,250	1,683,394	3,819,980	2,887,584
48. Washington WA	N						
49. West Virginia WV	N						
50. Wisconsin WI	L	2,518,965	2,335,806	1,349,235	888,368	2,870,221	3,728,792
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	126,425,348	116,607,959	61,832,894	57,527,672	181,963,097	168,579,433
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.

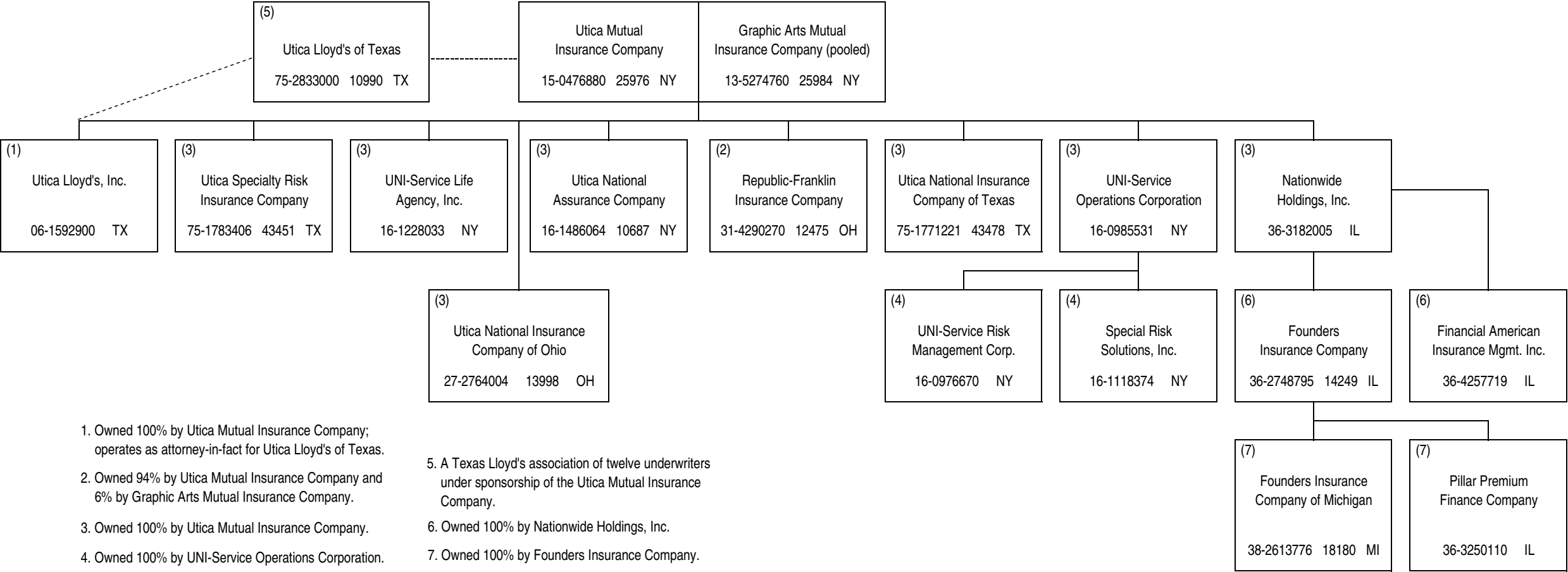
(a) Insert the number of L responses except for Canada and Other Alien.

STATEMENT AS OF SEPTEMBER 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 SEPTEMBER 30, 2013



SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

Asterisk	Explanation
1	Owned 6% by Graphic Arts Mutual Insurance Company.
2	A Texas Lloyd's association of twelve underwriters under the sponsorship of the Utica Mutual Insurance Company.

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	76,137			
2.	Allied Lines	64,710	1,170	1.8	(28.4)
3.	Farmowners multiple peril				
4.	Homeowners multiple peril	8,164,692	4,417,093	54.1	47.6
5.	Commercial multiple peril	34,411,704	19,685,636	57.2	61.9
6.	Mortgage guaranty				
8.	Ocean marine				
9.	Inland marine	228,827	32,540	14.2	14.0
10.	Financial guaranty				
11.1	Medical professional liability - occurrence				
11.2	Medical professional liability - claims-made				
12.	Earthquake	8,848			
13.	Group accident and health				
14.	Credit accident and health				
15.	Other accident and health				
16.	Workers' compensation	25,804,641	22,048,862	85.4	55.0
17.1	Other liability - occurrence	3,121,583	2,654,000	85.0	186.0
17.2	Other liability - claims-made	6,780,705	3,545,556	52.3	29.7
17.3	Excess workers' compensation				
18.1	Products liability - occurrence	17,590			
18.2	Products liability - claims-made				
19.1,19.2	Private passenger auto liability	5,804,688	3,509,792	60.5	49.1
19.3,19.4	Commercial auto liability	20,916,359	10,263,012	49.1	54.4
21.	Auto physical damage	9,330,209	4,973,226	53.3	42.3
22.	Aircraft (all perils)				
23.	Fidelity				
24.	Surety	3,408			(498.1)
26.	Burglary and theft	1,778			(278.6)
27.	Boiler and machinery				
28.	Credit				
29.	International				
30.	Warranty				
31.	Reinsurance - Nonproportional Assumed Property	XXX	XXX	XXX	XXX
32.	Reinsurance - Nonproportional Assumed Liability	XXX	XXX	XXX	XXX
33.	Reinsurance - Nonproportional Assumed Financial Lines	XXX	XXX	XXX	XXX
34.	Aggregate write-ins for other lines of business				
35.	Totals	114,735,879	71,130,888	62.0	57.6
DETAILS OF WRITE-INS					
3401.				
3402.				
3403.				
3498.	Summary of remaining write-ins for Line 34 from overflow page				
3499.	Totals (Lines 3401 through 3403 plus 3498)(Line 34 above)				

PART 2 - DIRECT PREMIUMS WRITTEN

Line of Business		1	2	3
		Current Quarter	Current Year to Date	Prior Year Year to Date
1.	Fire	11,458	76,307	97,441
2.	Allied Lines	10,286	65,726	69,138
3.	Farmowners multiple peril			
4.	Homeowners multiple peril	3,675,092	9,435,010	7,565,638
5.	Commercial multiple peril	21,367,982	38,732,213	34,083,174
6.	Mortgage guaranty			
8.	Ocean marine			
9.	Inland marine	77,400	222,476	275,888
10.	Financial guaranty			
11.1	Medical professional liability - occurrence			
11.2	Medical professional liability - claims-made			
12.	Earthquake	4,242	9,955	8,803
13.	Group accident and health			
14.	Credit accident and health			
15.	Other accident and health			
16.	Workers' compensation	11,006,272	27,047,911	28,015,815
17.1	Other liability - occurrence	2,680,569	3,762,187	3,632,230
17.2	Other liability - claims-made	2,796,419	8,008,866	6,059,376
17.3	Excess workers' compensation			
18.1	Products liability - occurrence	7,687	24,228	22,973
18.2	Products liability - claims-made			
19.1,19.2	Private passenger auto liability	1,995,016	5,950,475	6,071,040
19.3,19.4	Commercial auto liability	11,070,007	23,104,202	20,930,634
21.	Auto physical damage	4,323,568	9,979,795	9,770,439
22.	Aircraft (all perils)			
23.	Fidelity			
24.	Surety	4,556	4,556	4,556
26.	Burglary and theft		1,441	814
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	59,030,554	126,425,348	116,607,959
DETAILS OF WRITE-INS				
3401.			
3402.			
3403.			
3498.	Summary of remaining write-ins for Line 34 from overflow page			
3499.	Totals (Lines 3401 through 3403 plus 3498)(Line 34 above)			

STATEMENT AS OF SEPTEMBER 30, 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	2,924	67	2,991	8,356	164	6,003	14,523	726	(1,206)	(479)											
2. 2011	3,500	3,345	6,844	1,572	38	1,610	2,388	172	2,494	5,054	461	(641)	(180)											
3. Subtotals 2011 + Prior	14,053	10,784	24,838	4,497	104	4,601	10,744	336	8,498	19,578	1,187	(1,846)	(659)											
4. 2012	3,639	5,028	8,667	2,119	286	2,406	2,690	357	3,408	6,455	1,170	(977)	193											
5. Subtotals 2012 + Prior	17,692	15,812	33,504	6,616	390	7,006	13,434	693	11,905	26,032	2,357	(2,823)	(466)											
6. 2013	XXX	XXX	XXX	XXX	2,639	2,639	XXX	2,511	4,470	6,981	XXX	XXX	XXX											
7. Totals	17,692	15,812	33,504	6,616	3,029	9,645	13,434	3,204	16,375	33,013	2,357	(2,823)	(466)											
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. 13.3	2. (17.9)	3. (1.4)										
													Col. 13, Line 7 As a % of Col. 1 Line 8 4. (1.1)											

STATEMENT AS OF SEPTEMBER 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.

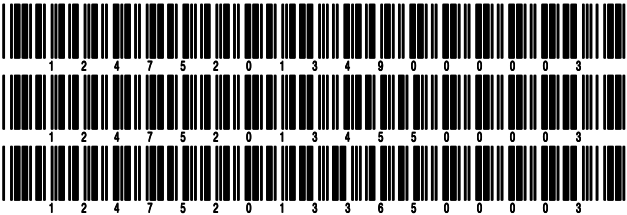
	Response
1. Will the Trusteed Surplus Statement be filed with the state of domicile and the NAIC with this statement?	NO
2. Will Supplement A to Schedule T (Medical Professional Liability Supplement) be filed with this statement?	NO
3. Will the Medicare Part D Coverage Supplement be filed with the state 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 SEPTEMBER 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	393,154	393,154		
2505.	Clearing Accounts	30,799	30,799		
2506.	Deposits	400	400		
2597.	Summary of remaining write-ins for Line 25 from overflow page	424,353	424,353		

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

SCHEDULE B - VERIFICATION

Mortgage Loans

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

SCHEDULE BA - VERIFICATION

Other Long-Term Invested Assets

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

SCHEDULE D - VERIFICATION

Bonds and Stocks

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year	67,903,921	81,521,384
2. Cost of bonds and stocks acquired	22,445,218	13,231,640
3. Accrual of discount	20,517	26,688
4. Unrealized valuation increase (decrease)	156,720	
5. Total gain (loss) on disposals	164,394	914,956
6. Deduct consideration for bonds and stocks disposed of	10,999,987	27,371,171
7. Deduct amortization of premium	213,093	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)	79,477,690	67,903,921
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	79,477,690	67,903,921

STATEMENT AS OF SEPTEMBER 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)	61,344,434	300,000	4,093,755	(547,550)	63,602,475	61,344,434	57,003,129	64,419,745
2. Class 2 (a)	12,714,380			489,162	13,845,387	12,714,380	13,203,542	13,833,281
3. Class 3 (a)								
4. Class 4 (a)								
5. Class 5 (a)								
6. Class 6 (a)								
7. Total Bonds	74,058,814	300,000	4,093,755	(58,388)	77,447,862	74,058,814	70,206,671	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	74,058,814	300,000	4,093,755	(58,388)	77,447,862	74,058,814	70,206,671	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	900,000	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	4,149,614	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 SEPTEMBER 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)

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	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

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

SCHEDULE A - PART 2

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

1	Location		4	5	6	7	8	9
Description of Property	2 City	3 State	Date Acquired	Name of Vendor	Actual Cost at Time of Acquisition	Amount of Encumbrances	Book/Adjusted Carrying Value Less Encumbrances	Additional Investment Made After Acquisition
<div style="font-size: 100px; font-weight: bold; opacity: 0.5;">NONE</div>								
0399999 - Totals								

SCHEDULE A - PART 3

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

[illegible]

STATEMENT AS OF SEPTEMBER 30, 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 SEPTEMBER 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]

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

SCHEDULE D - PART 3

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

[illegible]

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

STATEMENT AS OF SEPTEMBER 30, 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		09/01/2013	MBS PAYMENT		33,355	33,355	35,635	33,601		(246)		(246)		33,355				675	11/15/2042	1
.36202E-RS-0	G2 4097		09/01/2013	MBS PAYMENT		17,031	17,031	16,703	16,932		98		98		17,031				559	03/20/2038	1
.36205B-4L-3	GN 386127		09/01/2013	MBS PAYMENT		457	457	458	457						457				24	01/15/2030	1
.36209D-B2-9	GN 468157		09/01/2013	MBS PAYMENT		1,604	1,604	1,604	1,604						1,604				77	08/15/2028	1
.36209M-4A-9	GN 476117		09/01/2013	MBS PAYMENT		25	25	25	25						25				1	07/15/2028	1
.36209U-PA-8	GN 482017		09/01/2013	MBS PAYMENT		114	114	113	114						114				5	08/15/2028	1
.36209W-AJ-8	GN 484225		09/01/2013	MBS PAYMENT		60	60	67	60						60				3	08/15/2028	1
.36210Y-D9-3	GN 506028		09/01/2013	MBS PAYMENT		241	241	240	241						241				12	10/15/2029	1
.36211C-QY-1	GN 509071		09/01/2013	MBS PAYMENT		280	280	266	280						280				12	05/15/2029	1
.36213E-L3-8	GN 552146		09/01/2013	MBS PAYMENT		3,947	3,947	3,971	3,951		(4)		(4)		3,947				167	11/15/2016	1
.36220U-Z2-0	GN 288861		09/01/2013	MBS PAYMENT		268	268	266	268		1		1		268				14	12/15/2022	1
.36224J-HS-4	GN 329741		09/01/2013	MBS PAYMENT		136	136	139	136						136				7	01/15/2023	1
.36225A-KU-3	GN 780307		09/01/2013	MBS PAYMENT		215	215	229	216		(1)		(1)		215				13	12/15/2021	1
.36225A-NY-2	GN 780407		09/01/2013	MBS PAYMENT		1,503	1,503	1,512	1,504		(1)		(1)		1,503				70	08/15/2024	1
.36290S-ZC-8	GN 616439		09/01/2013	MBS PAYMENT		2,070	2,070	2,063	2,070		(18)		(18)		2,070				69	06/15/2024	1
.38376G-EZ-9	GNR 2010-13 AB		09/01/2013	MBS PAYMENT		120,812	120,812	121,737	120,931		(118)		(118)		120,812				2,288	02/16/2030	1
.38378B-7C-7	GNR 2013-33 A		09/01/2013	MBS PAYMENT		2,431	2,431	2,420			1		1		2,431				13	07/16/2038	1
05999999	Subtotal - Bonds - U.S. Governments					184,549	184,549	187,448	182,390		(270)		(270)		184,549				4,009	XXX	XXX
.31283G-K8-9	FG 600319		09/01/2013	MBS PAYMENT		139	139	145	139		(1)		(1)		139				9	04/01/2025	1
.31283H-HN-8	FG 601137		09/01/2013	MBS PAYMENT		66	66	66	66						66				3	09/01/2030	1
.31287Q-ND-9	FG C64888		09/01/2013	MBS PAYMENT		3,141	3,141	3,180	3,151		(10)		(10)		3,141				144	03/01/2032	1
.31288E-B5-5	FG C75460		09/01/2013	MBS PAYMENT		393	393	399	393						393				14	01/01/2033	1
.31286W-Z2-0	FG E92592		09/01/2013	MBS PAYMENT		4,295	4,295	4,428	4,319		(24)		(24)		4,295				153	11/01/2017	1
.3128MC-UW-3	FG G13997		09/01/2013	MBS PAYMENT		16,051	16,051	16,453	16,168		(117)		(117)		16,051				418	12/01/2025	1
.31292H-D6-8	FG C01025		09/01/2013	MBS PAYMENT		385	385	389	386		(1)		(1)		385				20	07/01/2030	1
.31293R-ME-8	FG C27557		09/01/2013	MBS PAYMENT		5,180	5,180	4,942	5,173		7		7		5,180				197	06/01/2029	1
.312942-NF-8	FG A93990		09/01/2013	MBS PAYMENT		17,018	17,018	17,606	17,182		(164)		(164)		17,018				441	09/01/2040	1
.31298U-CF-4	FG C57270		09/01/2013	MBS PAYMENT		9,569	9,569	9,427	9,519		50		50		9,569				336	09/01/2031	1
.31298W-CR-4	FG C59080		09/01/2013	MBS PAYMENT		306	306	304	306						306				12	10/01/2031	1
.31307A-EK-4	FG J21938		09/01/2013	MBS PAYMENT		37,977	37,977	39,633			(170)		(170)		37,977				542	01/01/2028	1
.31326D-H5-4	FG 000252		09/01/2013	MBS PAYMENT		18,177	18,177	18,643	18,258		(80)		(80)		18,177				557	04/01/2041	1
.31326K-V9-4	FG 004540		09/01/2013	MBS PAYMENT		58,897	58,897	60,027	59,118		(221)		(221)		58,897				1,286	11/01/2041	1
.31326K-ZN-9	FG 004649		09/01/2013	MBS PAYMENT		57,802	57,802	58,741	57,955		(153)		(153)		57,802				1,310	11/01/2041	1
.31326L-FM-1	FG 004972		09/01/2013	MBS PAYMENT		20,775	20,775	21,228	20,840		(65)		(65)		20,775				474	12/01/2041	1
.3132J6-US-1	FG Q15592		09/01/2013	MBS PAYMENT		5,845	5,845	5,981			(5)		(5)		5,845				66	02/01/2043	1
.313615-LF-1	FN 50726		09/01/2013	MBS PAYMENT		396	396	397	396						396				19	05/01/2023	1
.31365D-UL-7	FN 124887		09/01/2013	MBS PAYMENT		918	918	923	918		(1)		(1)		918				42	06/01/2023	1
.31369S-LS-5	FN 219137		09/01/2013	MBS PAYMENT		223	223	222	223						223				10	08/01/2023	1
.31369T-N7-7	FN 220114		09/01/2013	MBS PAYMENT		110	110	109	110						110				5	06/01/2023	1
.31371J-PQ-1	FN 253431		09/01/2013	MBS PAYMENT		214	214	214	214						214				11	09/01/2015	1
.31371K-HM-4	FN 254145		09/01/2013	MBS PAYMENT		2,180	2,180	2,197	2,184		(5)		(5)		2,180				80	01/01/2032	1
.31380S-5J-8	FN 449149		09/01/2013	MBS PAYMENT		1,595	1,595	1,574	1,594		1		1		1,595				71	12/01/2028	1
.31384P-J6-3	FN 529585		09/01/2013	MBS PAYMENT		971	971	936	933		38		38		971				50	05/01/2015	1
.31385C-YQ-0	FN 540819		09/01/2013	MBS PAYMENT		360	360	356	358		2		2		360				17	08/01/2015	1
.31386T-FU-4	FN 572679		09/01/2013	MBS PAYMENT		1,381	1,381	1,402	1,389		(9)		(9)		1,381				58	04/01/2031	1
.3138MP-YV-1	FN A07923		09/01/2013	MBS PAYMENT		24,717	24,717	25,806	24,806		(88)		(88)		24,717				499	12/01/2042	1
.31390E-SX-1	FN 644134		09/01/2013	MBS PAYMENT		1,209	1,209	1,216	1,211		(2)		(2)		1,209				59	05/01/2032	1
.31403A-XD-2	FN 743276		09/01/2013	MBS PAYMENT		9,344	9,344	9,596	9,349		(5)		(5)		9,344				374	10/01/2033	1
.31403C-GL-0	FN 745275		09/01/2013	MBS PAYMENT		11,386	11,386	11,093	11,281		105		105		11,386				377	02/01/2036	1
.31403C-6U-0	FN 745283		09/01/2013	MBS PAYMENT		23,630	23,630	22,825	23,415		214		214		23,630				854	01/01/2036	1
.31404F-J4-6	FN 767183		09/01/2013	MBS PAYMENT		11,384	11,384	11,337	11,375		9		9		11,384				372	02/01/2019	1
.31408J-DS-7	FN 852513		09/01/2013	MBS PAYMENT		6,248	6,248	6,186	6,216		32		32		6,248				233	01/01/2036	1
.31409W-D9-9	FN 880428		09/01/2013	MBS PAYMENT		11,026	11,026	11,061	11,040		(14)		(14)		11,026				464	04/01/2036	1
.31410X-ZR-0	FN 900852		09/01/2013	MBS PAYMENT		8,274	8,274	8,316	8,282		(8)		(8)		8,274				322	01/01/2037	1
.31417E-CG-4	FN AB7270		09/01/2013	MBS PAYMENT		7,657	7,657	8,004			(22)		(22)		7,657				140	12/01/2042	1
.31417E-H2-0	FN AB7448		09/01/2013	MBS PAYMENT		39,320	39,320	40,773			(125)		(125)		39,320				489	01/01/2028	1
.31417E-ZK-0	FN AB7945		09/01/2013	MBS PAYMENT		22,958	22,958	23,705			(38)		(38)		22,958				381	02/01/2043	1

STATEMENT AS OF SEPTEMBER 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	
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	11	12	13	14 Total Change in Book/ Adjusted Carrying Value (11 + 12 - 13)	15 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)	
31419F-FW-1 46246K-H7-0	FN AE4680 IOWA ST FIN AUTH REVENUE		09/01/2013 09/10/2013	MBS PAYMENT RAYMOND JAMES		14,668 1,036,500	14,669 1,000,000	15,212 1,000,000	14,751 1,000,000		(81)		(81)		14,669 1,000,000				385 36,500	11/01/2040 08/01/2018	1FE	
3199999. Subtotal - Bonds - U.S. Special Revenues						1,492,685	1,456,182	1,465,052	1,343,018		(951)		(951)		1,456,186		36,500	36,500	47,921	XXX	XXX	
00110A-AB-0 00206R-BR-2 07383F-5K-0 075887-AW-9	AEPYC 2006-A A2 BARCLAYS AMERICAN BSCHS 2005-T18 A4 BECTION DICKINSON		07/01/2013 08/30/2013 09/01/2013 08/07/2013	MBS PAYMENT BARCLAYS AMERICAN J.P. MORGAN WELLS FARGO SECURITIES LLC US BANCORP INVESTMENTS INC		11,639 248,743 8,187 1,012,960	11,639 250,000 8,187 1,000,000	11,638 249,838 8,204 998,103	11,638 249,838 8,187 998,459		30 107		30 107		11,638 249,868 8,187 998,565		1 (1,125) 14,395	1 (1,125) 14,395	580 1,269 274 24,375	07/01/2015 02/12/2016 02/13/2042 11/12/2020	1FE 1FE 1FMI 1FE	
14912L-4M-0	CATERPILLAR FINANCIAL SE		07/05/2013			207,270	200,000	200,000	200,000						200,000		7,270	7,270	2,994	06/24/2015	1FE	
14912L-4Y-4 302583-AB-5 808513-AH-8 884903-AT-2	CATERPILLAR FINANCIAL SE FPL 2007-A A2 CHARLES SCHWAB CORP THOMSON REUTERS CORP		07/26/2013 08/01/2013 07/26/2013 08/15/2013	MBS PAYMENT J.P. MORGAN MATURITY		252,130 80,005 55,006 300,000	250,000 80,005 55,000 300,000	249,485 79,552 55,000 306,813	249,662 79,884 55,000 300,538		99 121 (538)		99 121 (538)		249,762 80,005 55,000 300,000		2,368 4,035 6	2,368 4,035 6	1,758 4,035 305 15,750	12/15/2014 08/01/2015 12/04/2015 08/15/2013	1FE 1FE 1FE 1FE	
38999999. Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)						2,175,940	2,154,830	2,158,633	1,903,368		(181)		(181)		2,153,025		22,915	22,915	51,340	XXX	XXX	
83999997. Total - Bonds - Part 4						3,853,174	3,795,561	3,811,133	3,428,776		(1,402)		(1,402)		3,793,760		59,415	59,415	103,270	XXX	XXX	
83999998. Total - Bonds - Part 5						XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
83999999. Total - Bonds						3,853,174	3,795,561	3,811,133	3,428,776		(1,402)		(1,402)		3,793,760		59,415	59,415	103,270	XXX	XXX	
89999997. Total - Preferred Stocks - Part 4							XXX													XXX	XXX	
89999998. Total - Preferred Stocks - Part 5						XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
89999999. Total - Preferred Stocks							XXX													XXX	XXX	
97999997. Total - Common Stocks - Part 4							XXX													XXX	XXX	
97999998. Total - Common Stocks - Part 5						XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
97999999. Total - Common Stocks							XXX													XXX	XXX	
98999999. Total - Preferred and Common Stocks							XXX													XXX	XXX	
99999999 - Totals						3,853,174	XXX	3,811,133	3,428,776		(1,402)		(1,402)		3,793,760		59,415	59,415	103,270	XXX	XXX	

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

STATEMENT AS OF SEPTEMBER 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

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

SCHEDULE DB - PART D - SECTION 1

Counterparty Exposure for Derivative Instruments Open as of Current Statement Date

[illegible]

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								
02999999 - Total						XXX	XXX	XXX

SCHEDULE DL - PART 1
SECURITIES LENDING COLLATERAL ASSETS

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

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

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

3. Reinvested securities lending collateral assets book/adjusted carrying value included in this schedule by NAIC designation:

NAIC 1 \$ NAIC 2 \$ NAIC 3 \$ NAIC 4 \$ NAIC 5 \$ NAIC 6 \$

SCHEDULE DL - PART 2
SECURITIES LENDING COLLATERAL ASSETS

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

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 \$

SCHEDULE E - PART 1 - CASH

E12

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

DIRECTOR AND OFFICER INSURANCE COVERAGE SUPPLEMENT

Year To Date For The Period Ended SEPTEMBER 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	\$ 3,268	\$

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:

\$ 64,857

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