



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

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

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

Main Administrative Office 180 Genesee Street  
(Street and Number)  
New Hartford , NY, US 13413 , 315-734-2000

(City or Town, State, County and Zip Code) (Area Code) (Telephone Number)

Mail Address \_\_\_\_\_, Street Address Box 500 \_\_\_\_\_, \_\_\_\_\_, \_\_\_\_\_, \_\_\_\_\_, \_\_\_\_\_, \_\_\_\_\_  
(Street and Number or P.O. Box) (City or Town, State, Country and Zip Code)

Primary Location of Books and Records \_\_\_\_\_ 100 Congress Street \_\_\_\_\_  
(Street and Number)  
New Hartford, NY, US 13413 \_\_\_\_\_, \_\_\_\_\_ 315-734-2000

(City or Town, State, County and Zip Code) (Area Code) (Telephone Number)

Statutory Statement Contact Sandra Jean Giehl, 315-734-2192  
(Name) (Area Code) (Telephone Number)  
sandy.giehl@uticanational.com, 315-734-2994  
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## 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 Elmer Gammie      Jonathan Nagyjani, P.E.      Gregory Miller Hansen  
Jerry John Hartman      Brian Patrick Lytwynec      Alan Joseph Pope, Sr.  
James Douglas Robinson      Linda Ellen Romano

State of New York County of Oneida SS:

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

## 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 (\$ 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
<b>DETAILS OF WRITE-INS</b>				
1101. .....				
1102. .....				
1103. .....				
1198. Summary of remaining write-ins for Line 11 from overflow page .....				
1199. Totals (Lines 1101 through 1103 plus 1198)(Line 11 above) .....				
2501. Accounts Receivable - Other .....	1,097,626	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

STATEMENT AS OF SEPTEMBER 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 \$ 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	136,016	107,541
11.2 Policyholders	291,324	225,109
12. Ceded reinsurance premiums payable (net of ceding commissions)	38,228	38,228
13. Funds held by company under reinsurance treaties	564,793	403,022
14. Amounts withheld or retained by company for account of others	53,949	53,949
15. Remittances and items not allocated		
16. Provision for reinsurance (including \$ certified)	17	17
17. Net adjustments in assets and liabilities due to foreign exchange rates		
18. Drafts outstanding	666,745	666,745
19. Payable to parent, subsidiaries and affiliates		
20. Derivatives		
21. Payable for securities	96	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	2,139,802	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
<b>DETAILS OF WRITE-INS</b>		
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 AS OF SEPTEMBER 30, 2013 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY  
**STATEMENT OF INCOME**

	1 Current Year to Date	2 Prior Year to Date	3 Prior Year Ended December 31
<b>UNDERWRITING INCOME</b>			
1. Premiums earned:			
1.1 Direct (written \$ 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
<b>DEDUCTIONS:</b>			
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)
<b>INVESTMENT INCOME</b>			
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
<b>OTHER INCOME</b>			
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
<b>CAPITAL AND SURPLUS ACCOUNT</b>			
21. Surplus as regards policyholders, December 31 prior year	41,669,496	40,854,737	40,854,737
22. Net income (from Line 20)	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
<b>DETAILS OF WRITE-INS</b>			
0501.			
0502.			
0503.			
0598. Summary of remaining write-ins for Line 5 from overflow page			
0599. Totals (Lines 0501 through 0503 plus 0598)(Line 5 above)			
1401. Gain/Loss on Sale of Assets	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
<b>Cash from Operations</b>			
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)
<b>Cash from Investments</b>			
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
<b>Cash from Financing and Miscellaneous Sources</b>			
16. Cash provided (applied):			
16.1 Surplus notes, capital notes .....			
16.2 Capital and paid in surplus, less treasury stock .....	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
<b>RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS</b>			
18. Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17) .....	(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.

<b><u>Net Income</u></b>	<b>State of Domicile</b>	<b>2013</b>	<b>2012</b>
(1) Net Income, state basis (Page 4, Line 20, Columns 1 & 3)	Ohio	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	<u>937,723</u>	<u>1,158,440</u>

<b><u>Surplus</u></b>	<b>State of Domicile</b>	<b>2013</b>	<b>2012</b>
(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	<u>45,660,521</u>	<u>41,669,496</u>

B. No change.  
C. No change.

***Note 2 – Accounting Changes and Corrections of Errors***

No change.

***Note 3 – Business Combinations and Goodwill***

No change.

***Note 4 – Discontinued Operations***

No change.

***Note 5 - Investments***

A. No change.  
B. No change.  
C. No change.  
D. Loan-Backed Securities

(1) Our asset manager uses a proprietary model for loss assumptions and widely accepted models for prepayment assumptions in valuing mortgage-backed and asset-backed securities with inputs from major third party data providers. The models combine the effects of interest rates, volatility, and pre-payment speeds based on various scenarios (Monte Carlo), simulations with resulting effective analytics (spreads, duration, convexity) and cash-flows on a monthly basis. Credit sensitive cash flows are calculated using a proprietary model which estimates future loan defaults in terms of timing and severity. Model assumptions are specific to asset class and collateral types and are regularly evaluated and adjusted where appropriate.

(2) Not applicable.

(3) Not applicable.

(4) Unrealized Losses

a. The aggregate amount of unrealized losses:

Less than 12 months	Greater than 12 months	Total
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.

STATEMENT AS OF SEPTEMBER 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 [ X ] 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 [ X ]

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

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

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

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

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

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

6.4 By what department or departments?  
 Ohio

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

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

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

7.2 If yes, give full information:

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

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

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

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

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

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

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

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

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

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

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

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

**FINANCIAL**

10.1 Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement? ..... Yes [  ] No [  ]  
 10.2 If yes, indicate any amounts receivable from parent included in the Page 2 amount: ..... \$ 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:

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

15.1 Has the reporting entity entered into any hedging transactions reported on Schedule DB? ..... Yes [  ] No [  ]  
 15.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state? ..... Yes [  ] No [  ]  
 If no, attach a description with this statement.

STATEMENT AS OF 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 [  ] No [  ]

17.1 For all agreements that comply with the requirements of the NAIC Financial Condition Examiners Handbook, complete the following:

1 Name of Custodian(s)	2 Custodian Address
Bank of New York Mellon .....	One Wall Street, New York, NY .....

17.2 For all agreements that do not comply with the requirements of the NAIC Financial Condition Examiners Handbook, provide the name, location and a complete explanation:

1 Name(s)	2 Location(s)	3 Complete Explanation(s)

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

17.4 If yes, give full information relating thereto:

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

17.5 Identify all investment advisors, brokers/dealers or individuals acting on behalf of broker/dealers that have access to the investment accounts, handle securities and have authority to make investments on behalf of the reporting entity:

1 Central Registration Depository	2 Name(s)	3 Address
107423 .....	Conning Asset Management .....	One Financial Plaza, Hartford, CT .....

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

18.2 If no, list exceptions:

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

**PART 2 - PROPERTY & CASUALTY INTERROGATORIES**

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

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

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

3.2 If yes, give full and complete information thereto.

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

4.2 If yes, complete the following schedule:

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

5. Operating Percentages:

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

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

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

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

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

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

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

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

## **SCHEDULE F - CEDED REINSURANCE**

Showing All New Reinsurers - Current Year to 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
8. Delaware .....	DE	L	1,079,526	1,294,903	1,104,961	819,272	2,843,826
9. District of Columbia .....	DC	L	123,229	148,885	3,748	7,353	48,917
10. Florida .....	FL	N					
11. Georgia .....	GA	L	4,963,814	3,812,294	3,136,958	1,311,525	4,170,005
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
15. Indiana .....	IN	L	263,135	241,775	16,376	38,356	300,305
16. Iowa .....	IA	N					
17. Kansas .....	KS	L	52,408	27,580	2,255		47,884
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
22. Massachusetts .....	MA	L	9,809,919	8,940,194	2,837,732	2,940,083	9,586,542
23. Michigan .....	MI	L	1,535,165	1,097,455	298,674	1,800	421,976
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
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
34. North Carolina .....	NC	L	5,932,501	5,397,107	3,420,869	4,469,065	8,062,575
35. North Dakota .....	ND	N					
36. Ohio .....	OH	L	3,621,196	3,248,246	616,832	594,492	2,533,171
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
40. Rhode Island .....	RI	L	194,411	162,864	6,716	89,720	70,833
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
44. Texas .....	TX	L	3,327,319	2,521,763	1,090,385	818,737	4,439,765
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
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
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
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.

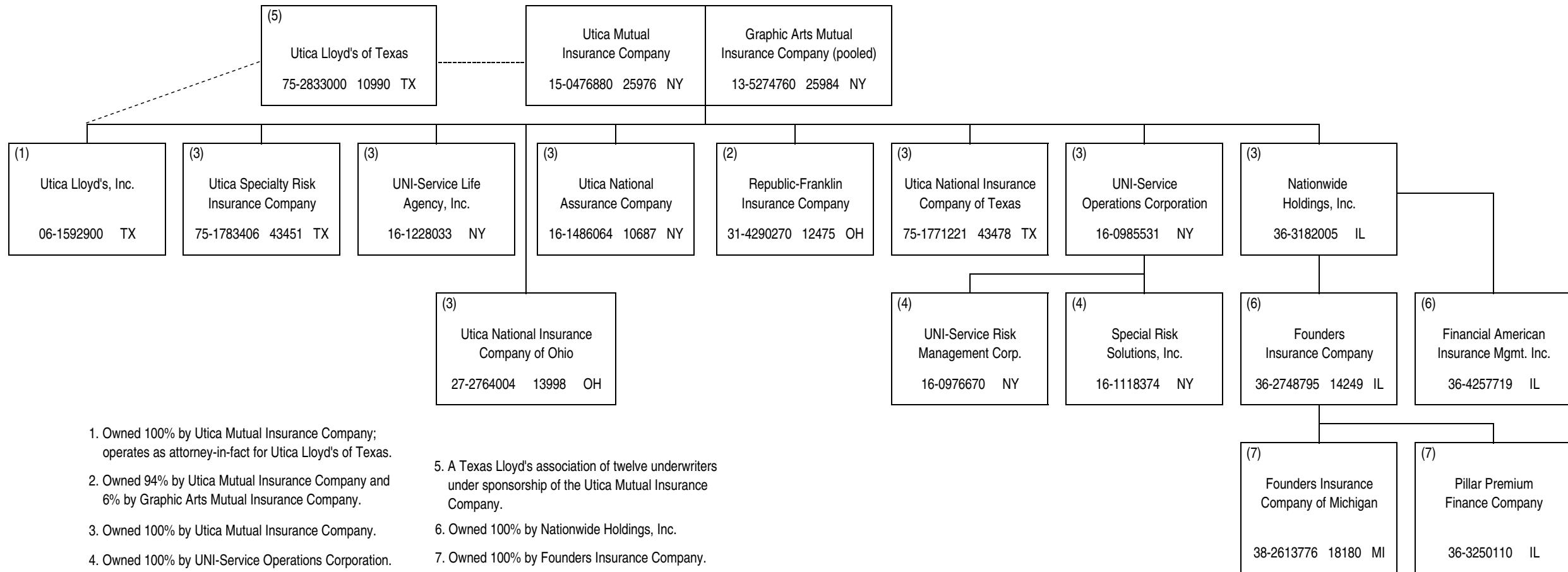
(a) Insert the number of L responses except for Canada and Other Alien.

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**



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

## SCHEDULE Y

## **PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM**

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

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

STATEMENT AS OF SEPTEMBER 30, 2013 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY  
**PART 1 - LOSS EXPERIENCE**

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

**PART 2 - DIRECT PREMIUMS WRITTEN**

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

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

**PART 3 (000 omitted)**

LOSS AND LOSS ADJUSTMENT EXPENSE RESERVES SCHEDULE

Years in Which Losses Occurred	1 Prior Year-End Known Case Loss and LAE Reserves	2 Prior Year-End IBNR Loss and LAE Reserves	3 Total Prior Year-End Loss and LAE Reserves (Cols. 1+2)	4 2013 Loss and LAE Payments on Claims Reported as of Prior Year-End	5 2013 Loss and LAE Payments on Claims Unreported as of Prior Year-End	6 Total 2013 Loss and LAE Payments (Cols. 4+5)	7 Q.S. Date Known Case Loss and LAE Reserves on Claims Reported and Open as of Prior Year End	8 Q.S. Date Known Case Loss and LAE Reserves on Claims Reported or Reopened Subsequent to Prior Year End	9 Q.S. Date IBNR Loss and LAE Reserves	10 Total Q.S. Loss and LAE Reserves (Cols. 7+8+9)	11 Prior Year-End Known Case Loss and LAE Reserves Developed (Savings)/ Deficiency (Cols. 4+7 minus Col. 1)	12 Prior Year-End IBNR Loss and LAE Reserves Developed (Savings)/ Deficiency (Cols. 5+8+9 minus Col. 2)	13 Prior Year-End Total Loss and LAE Reserve Developed (Savings)/ Deficiency (Cols. 11+12)
1. 2010 + Prior .....	10,554	7,440	17,993	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)
													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]



1 2 4 7 5 2 0 1 3 4 9 0 0 0 0 0 3

2. Supplement A to Schedule T [Document Identifier 455]



1 2 4 7 5 2 0 1 3 4 5 5 0 0 0 0 3

3. Medicare Part D Coverage Supplement [Document Identifier 365]



1 2 4 7 5 2 0 1 3 3 6 5 0 0 0 0 3

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 .....			
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) .....		

**NONE****SCHEDULE B - VERIFICATION**

Mortgage Loans

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

**SCHEDULE BA - VERIFICATION**

Other Long-Term Invested Assets

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

**SCHEDULE D - VERIFICATION**

Bonds and Stocks

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year .....	.67,903,921	.81,521,384
2. Cost of bonds and stocks acquired .....	.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
<b>BONDS</b>								
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
<b>PREFERRED STOCK</b>								
8. Class 1 .....								
9. Class 2 .....								
10. Class 3 .....								
11. Class 4 .....								
12. Class 5 .....								
13. Class 6 .....								
14. Total Preferred Stock .....								
15. Total Bonds and Preferred Stock .....	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 \$ .....

SI02

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

**SCHEDULE DA - PART 1**

Short-Term Investments

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

**SCHEDULE DA - VERIFICATION**

Short-Term Investments

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year .....	3,349,501	99,998
2. Cost of short-term investments acquired .....	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) .....

**NONE****SCHEDULE DB - PART B - VERIFICATION**

Futures Contracts

1. Book/Adjusted carrying value, December 31 of prior year (Line 6, prior year) .....
2. Cumulative cash change (Section 1, Broker Name/Net Cash Deposits Footnote - Cumulative Cash Change column) .....
- 3.1 Add:
  - Change in variation margin on open contracts - Highly Effective Hedges
  - 3.11 Section 1, Column 15, current year to date minus .....
  - 3.12 Section 1, Column 15, prior year .....
  - Change in variation margin on open contracts - All Other
  - 3.13 Section 1, Column 18, current year to date minus .....
  - 3.14 Section 1, Column 18, prior year .....
- 3.2 Add:
  - Change in adjustment to basis of hedged item
  - 3.21 Section 1, Column 17, current year to date minus .....
  - 3.22 Section 1, Column 17, prior year .....
  - Change in amount recognized
  - 3.23 Section 1, Column 19, current year to date minus .....
  - 3.24 Section 1, Column 19, prior year .....
- 3.3 Subtotal (Line 3.1 minus Line 3.2) .....
- 4.1 Cumulative variation margin on terminated contracts during the year .....
- 4.2 Less:
  - 4.21 Amount used to adjust basis of hedged item .....
  - 4.22 Amount recognized .....
- 4.3 Subtotal (Line 4.1 minus Line 4.2) .....
5. Dispositions gains (losses) on contracts terminated in prior year:
  - 5.1 Total gain (loss) recognized for terminations in prior year .....
  - 5.2 Total gain (loss) adjusted into the hedged item(s) for terminations in prior year .....
6. Book/Adjusted carrying value at end of current period (Lines 1+2+3.3-4.3-5.1-5.2) .....
7. Deduct total nonadmitted amounts .....
8. Statement value at end of current period (Line 6 minus Line 7) .....

**NONE**

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

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

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

**NONE**

9999999 - Totals

XXX

X

|

\_\_\_\_\_

XX

1

1000

11

xx

111

1000

1000

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

**NON**E

**SCHEDULE DB - VERIFICATION**

Verification of Book/Adjusted Carrying Value, Fair Value and Potential Exposure of all Open Derivative Contracts

## Book/Adjusted Carrying Value Check

1. Part A, Section 1, Column 14 .....
2. Part B, Section 1, Column 15 plus Part B, Section 1 Footnote - Total Ending Cash Balance .....
3. Total (Line 1 plus Line 2) .....
4. Part D, Section 1, Column 5 .....
5. Part D, Section 1, Column 6 .....
6. Total (Line 3 minus Line 4 minus Line 5) .....

**NONE**

## Fair Value Check

7. Part A, Section 1, Column 16 .....
8. Part B, Section 1, Column 13 .....
9. Total (Line 7 plus Line 8) .....
10. Part D, Section 1, Column 8 .....
11. Part D, Section 1, Column 9 .....
12. Total (Line 9 minus Line 10 minus Line 11) .....

## Potential Exposure Check

13. Part A, Section 1, Column 21 .....
14. Part B, Section 1, Column 20 .....
15. Part D, Section 1, Column 11 .....
16. Total (Line 13 plus Line 14 minus Line 15) .....

**SCHEDULE E - VERIFICATION**

(Cash Equivalents)

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year .....	6,999,612	
2. Cost of cash equivalents acquired .....		6,999,436
3. Accrual of discount .....	385	176
4. Unrealized valuation increase (decrease) .....		
5. Total gain (loss) on disposals .....	(6)	
6. Deduct consideration received on disposals .....	6,999,991	
7. Deduct amortization of premium .....		
8. Total foreign exchange change in book/adjusted carrying value .....		
9. Deduct current year's other than temporary impairment recognized .....		
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9) .....		6,999,612
11. Deduct total nonadmitted amounts .....		
12. Statement value at end of current period (Line 10 minus Line 11)		6,999,612

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

**SCHEDULE A - PART 3**

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

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

E01

STATEMENT AS OF 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

## **SCHEDULE B - PART 3**

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

0599999 - Totals

E02

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

## **SCHEDULE BA - PART 3**

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

ЕОЗ

## 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

1 CUSIP Identification	2 Description	3 Foreign	4 Date Acquired	5 Name of Vendor	6 Number of Shares of Stock	7 Actual Cost	8 Par Value	9 Paid for Accrued Interest and Dividends	10 NAIC Desig- nation or Market Indicator (a)
8399997. Total - Bonds - Part 3									XXX
8399998. Total - Bonds - Part 5						XXX	XXX	XXX	XXX
8399999. Total - Bonds									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
922040-10-0 .....	VANGUARD INST INDEX-INST .....		09/26/2013	VANGUARD CORE MANAGEMENT GROUP .....	16,738,340	2,571,432			
9299999. Subtotal - Common Stocks - Mutual Funds						2,571,432			XXX
9799997. Total - Common Stocks - Part 3						2,571,432	XXX		XXX
9799998. Total - Common Stocks - Part 5						XXX	XXX	XXX	XXX
9799999. Total - Common Stocks						2,571,432	XXX		XXX
9899999. Total - Preferred and Common Stocks						2,571,432	XXX		XXX
9999999 - Totals						2,571,432	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 D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of During the Current Quarter

1 CUSIP Ident- ification	2 Description	3 For- eign	4 Disposal Date	5 Name of Purchaser	6 Number of Shares of Stock	7 Consid- eration	8 Par Value	9 Actual Cost	10 Prior Year Book/ Adjusted Carrying Value	Change In Book/Adjusted Carrying Value					16 Book/ Adjusted Carrying Value at Disposal Date	17 Foreign Exchange Gain /Loss on Disposal	18 Realized Gain (Loss) on Disposal	19 Total Gain (Loss) on Disposal	20 Bond Interest/ Stock Dividends Received During Year	21 Stated Con- tractual Maturity Date	22 NAIC Design- ation or Market In- dicator (a)		
										11 Unrealized Valuation Increase/ Decrease)	12 Current Year's (Amor- tization)/ Accretion	13 Current Year's Other Than Temporary Impairment Recogn- ized	14 Total Change in Book/ Adjusted Carrying Value (11 + 12 - 13)	15 Total Foreign Exchange Change in Book /Adjusted Carrying Value									
.36178I-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-4J-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							.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							.2,070					.69	06/15/2024	1
.38376E-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
.38378S-7C-7	GNR 2013-33 A		.09/01/2013	MBS PAYMENT		.2,431	.2,431	.2,420	.2,420		1		1			.2,431					.13	07/16/2038	1
0599999. 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 G00319		.09/01/2013	MBS PAYMENT		.139	.139	.145	.139		(1)		(1)			.139					.9	04/01/2025	1
.31283H-HN-8	FG G01137		.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
.31289W-22-0	FG E92592		.09/01/2013	MBS PAYMENT		.4,295	.4,295	.4,428	.4,319		(24)		(24)			.4,295					.153	11/01/2017	1
.31289MC-UH-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
.31289H-D6-8	FG C01025		.09/01/2013	MBS PAYMENT		.385	.385	.389	.386		(1)		(1)			.385					.20	07/01/2030	1
.31293R-N8-8	FG C27557		.09/01/2013	MBS PAYMENT		.5,180	.5,180	.4,942	.5,173		7		7			.5,180					.197	06/01/2029	1
.31294Z-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	.39,633		(170)		(170)			.37,977					.542	01/01/2028	1
.3132GD-H5-4	FG Q00252		.09/01/2013	MBS PAYMENT		.18,177	.18,177	.18,643	.18,258		(80)		(80)			.18,177					.557	04/01/2041	1
.3132GK-V9-4	FG Q04540		.09/01/2013	MBS PAYMENT		.58,897	.58,897	.60,027	.59,118		(221)		(221)			.58,897					.1,266	11/01/2041	1
.3132GL-FM-1	FG Q04649		.09/01/2013	MBS PAYMENT		.57,802	.57,802	.58,741	.57,955		(153)		(153)			.57,802					.1,310	11/01/2041	1
.3132JG-US-1	FG Q15592		.09/01/2013	MBS PAYMENT		.20,775	.20,775	.21,228	.20,840		(65)		(65)			.20,775					.474	12/01/2041	1
.313615-LF-1	FN 50726		.09/01/2013	MBS PAYMENT		.5,845	.5,845	.5,981	.5,981		(5)		(5)			.5,845					.66	02/01/2043	1
.313650-UL-7	FN 124887		.09/01/2013	MBS PAYMENT		.918	.918	.923	.918		(1)		(1)			.918					.49	05/01/2023	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	04/01/2023	1
.31371J-PQ-1	FN 253431		.09/01/2013	MBS PAYMENT		.214	.214	.214	.214							.214					.11	09/01/2015	1
.31371K-HII-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
.313850-Y0-0	FN 540819		.09/01/2013	MBS PAYMENT		.360	.360	.356	.358		2		2			.360					.17	08/01/2015	1
.313861-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	0	

## 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 CUSIP Ident- ification	2 Description	3 For- eign	4 Disposal Date	5 Name of Purchaser	6 Number of Shares of Stock	7 Consid- eration	8 Par Value	9 Actual Cost	10 Prior Year Book/ Adjusted Carrying Value	Change In Book/Adjusted Carrying Value					16 Book/ Adjusted Carrying Value at Disposal Date	17 Foreign Exchange Gain Value at Disposal	18 Realized Gain (Loss) on Disposal	19 Total Gain (Loss) on Disposal	20 Bond Interest/ Stock Dividends Received During Year	21 Stated Con- tractual Maturity Date	22 NAIC Design- ation or Market In- dicator (a)
										11 Unrealized Valuation Increase/ (Decrease)	12 Current Year's (Amor- tization)/ Accretion	13 Current Year's Other Than Temporary Impairment Recogn- ized	14 Total Change in Book/ Adjusted Carrying Value (11 + 12 - 13)	15 Total Foreign Exchange Change in Book /Adjusted Carrying Value							
31419F-FW-1	FN AE4680 .....		.09/01/2013	MBS PAYMENT .....		.14,668	.14,669	.15,212	.14,751		(81)		(81)		.14,669				.385	11/01/2040	1
46246K-H7-0	IOWA ST FIN AUTH REVENUE .....		.09/10/2013	RAYMOND JAMES .....		.1,036,500	.1,000,000	.1,000,000	.1,000,000						.1,000,000				.36,500	.36,500	.36,627
31999999. 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
.00110A-AB-0	AEPTC 2006-A A2 .....		.07/01/2013	MBS PAYMENT .....		.11,639	.11,639	.11,638	.11,638						.11,638				.1	.1	.580
.00206R-BR-2	AT&T INC .....		.08/30/2013	BARCLAYS AMERICAN .....		.248,743	.250,000	.249,838	.249,838		.30		.30		.249,868				(1,125)	(1,125)	.02/12/2016
.07383F-5K-0	BSCMS 2005-T18 A4 .....		.09/01/2013	MBS PAYMENT .....		.8,187	.8,187	.8,204	.8,187						.8,187				.274	.274	.02/13/2042
.075887-AW-9	BECTON DICKINSON .....		.08/07/2013	J.P. MORGAN .....		.1,012,960	.1,000,000	.998,103	.998,459		.107		.107		.998,565				14,395	14,395	.24,375
.14912L-4M-0	CATERPILLAR FINANCIAL SE .....		.07/05/2013	WELLS FARGO SECURITIES LLC .....		.207,270	.200,000	.200,000	.200,000						.200,000				.7,270	.7,270	.2,994
.14912L-4Y-4	CATERPILLAR FINANCIAL SE .....		.07/26/2013	US BANCORP INVESTMENTS INC .....		.252,130	.250,000	.249,485	.249,662		.99		.99		.249,762				.2,368	.2,368	.1,758
.302583-AB-5	FPL 2007-A A2 .....		.08/01/2013	MBS PAYMENT .....		.80,005	.80,005	.79,552	.79,884		.121		.121		.80,005				.4,035	.4,035	.08/01/2015
.808513-AH-8	CHARLES SCHWAB CORP .....		.07/26/2013	J.P. MORGAN .....		.55,006	.55,000	.55,000	.55,000						.55,000				.6	.6	.305
.864903-AT-2	THOMSON REUTERS CORP .....		.08/15/2013	MATURITY .....		.300,000	.300,000	.306,813	.300,538		(.598)		(.598)		.300,000				.15,750	.15,750	.08/15/2013
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
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
83999998. Total - Bonds - Part 5						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
89999997. Total - Preferred Stocks - Part 4						XXX															XXX
89999998. Total - Preferred Stocks - Part 5						XXX	XXX	XXX	XXX						XXX				XXX	XXX	XXX
89999999. Total - Preferred Stocks						XXX															XXX
97999997. Total - Common Stocks - Part 4						XXX															XXX
97999998. Total - Common Stocks - Part 5						XXX	XXX	XXX	XXX						XXX				XXX	XXX	XXX
97999999. Total - Common Stocks						XXX															XXX
98999999. Total - Preferred and Common Stocks						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

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

**NO**

(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 B - SECTION 1**

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

1449999 - Totals

1

xx

Broker Name	NON	Beginning Cash Balance	Cumulative Cash Change	Ending Cash Balance
Total Net Cash Deposits				

### Total Net Cash Deposits

**Description of Hedged Risk(s)**

(a)	Code	Description of Hedged Risk(s)

(a) Code

Code	Financial or Economic Impact of the Hedge at the End of the Reporting Period
	.....

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

E07

## 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

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

**NONE**

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

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

Collateral for Derivative Instruments Open as of Current Statement Date

## Collateral Pledged by Reporting Entity

1 Exchange, Counterparty or Central Clearinghouse	2 Type of Asset Pledged	3 CUSIP Identification	4 Description	5 Fair Value	6 Par Value	7 Book/Adjusted Carrying Value	8 Maturity Date	9 Type of Margin (I, V or IV)
			<b>NONE</b>					
0199999 - Total							XXX	XXX

## Collateral Pledged to Reporting Entity

1 Exchange, Counterparty or Central Clearinghouse	2 Type of Asset Pledged	3 CUSIP Identification	4 Description	5 Fair Value	6 Par Value	7 Book/Adjusted Carrying Value	8 Maturity Date	9 Type of Margin (I, V or IV)
			<b>NONE</b>					
0299999 - Total							XXX	XXX

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

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

### Reinvested Collateral Assets Owned Current Statement Date

## 9999999 - Totals

xxx

### General Interrogatories:

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

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

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

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

### Reinvested Collateral Assets Owned Current Statement Date

9999999 - Totals

### General Interrogatories:

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

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

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

## Month End Depository Balances

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

**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 [  ] No [  ]

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

2.3 If the answer to question 2.2 is yes, provide the quantified or estimated direct premium earned amount for D&O liability coverage in CMP packaged policies

2.31 Amount quantified: ..... \$ .....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