PROPERTY AND CASUALTY COMPANIES - ASSOCIATION EDITION

QUARTERLY STATEMENT

AS OF JUNE 30, 2014

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	Richard Patrick Creedon #		

OTHER

Steven Paul Guzski Executive Vice President # | Brian Patrick Lytwynec # Asst. to the Chairman & CSO

DIRECTORS OR TRUSTEES

Clarence William Bachman	Alfred Elliot Calligaris	Paul Alan Hagstrom, Ph.D.
Gregory Miller Harden	Brian Patrick Lytwynec	Alan Joseph Pope, Sr.
James Douglas Robinson	Linda Ellen Romano	Eric Keith Scholl

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.

James Douglas Robinson Chairman & CEO	Richard Patrick Creedon President & COO	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.............

ASSETS

	Current Statement Date 1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	4 December 31 Prior Year Net Admitted Assets
1. Bonds	76,362,782		76,362,782	75,711,193
2. Stocks:				
2.1 Preferred stocks				
2.2 Common stocks	7,643,164		7,643,164	7,186,144
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 ($ 228,262), cash equivalents ($) and short-term investments ($ 100,000)	328,262		328,262	436,614
6. Contract loans (including $ premium notes)				
7. Derivatives				
8. Other invested assets				
9. Receivables for securities	172		172	186
10. Securities lending reinvested collateral assets				
11. Aggregate write-ins for invested assets				
12. Subtotals, cash and invested assets (Lines 1 to 11)	84,334,380		84,334,380	83,334,136
13. Title plants less $ charged off (for Title insurers only)				
14. Investment income due and accrued	613,005		613,005	581,841
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	5,825,127	80,802	5,744,325	5,525,865
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including $ 8,747 earned but unbilled premiums)	475,386	891	474,495	638,403
15.3 Accrued retrospective premiums				
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers	202,397		202,397	372,975
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	1,909,212	196,996	1,712,216	1,891,867
19. Guaranty funds receivable or on deposit	1,125,561		1,125,561	1,133,496
20. Electronic data processing equipment and software	27,298		27,298	19,729
21. Furniture and equipment, including health care delivery assets ($)	6,697	6,697		
22. Net adjustment in assets and liabilities due to foreign exchange rates				
23. Receivables from parent, subsidiaries and affiliates	522,140		522,140	
24. Health care ($) and other amounts receivable				
25. Aggregate write-ins for other than invested assets	1,348,113	501,809	846,304	1,078,382
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25)	96,389,316	787,195	95,602,121	94,576,694
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts				
28. Total (Lines 26 and 27)	96,389,316	787,195	95,602,121	94,576,694
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	668,639	6,084	662,555	875,831
2502. Equities and Deposits in Pools and Associations	184,477	728	183,749	202,551
2503. Prepaid Expenses	75,745	75,745		
2598. Summary of remaining write-ins for Line 25 from overflow page	419,252	419,252		
2599. Totals (Lines 2501 through 2503 plus 2598)(Line 25 above)	1,348,113	501,809	846,304	1,078,382

LIABILITIES, SURPLUS AND OTHER FUNDS

		1 Current Statement Date	2 December 31, Prior Year
1.	Losses (current accident year $ 5,434,161)	26,183,612	25,612,110
2.	Reinsurance payable on paid losses and loss adjustment expenses	460	314
3.	Loss adjustment expenses	6,747,683	7,135,067
4.	Commissions payable, contingent commissions and other similar charges	422,795	567,901
5.	Other expenses (excluding taxes, licenses and fees)	1,005,609	1,167,148
6.	Taxes, licenses and fees (excluding federal and foreign income taxes)	646,914	725,185
7.1	Current federal and foreign income taxes (including $ .... on realized capital gains (losses))	1,337,648	905,868
7.2	Net deferred tax liability		
8.	Borrowed money $ .... and interest thereon $		
9.	Unearned premiums (after deducting unearned premiums for ceded reinsurance of $ 72,753,197 and including warranty reserves of $ .... and accrued accident and health experience rating refunds including $ .... for medical loss ratio rebate per the Public Health Service Act)	9,428,973	9,824,366
10.	Advance premium	101,552	123,075
11.	Dividends declared and unpaid:		
	11.1 Stockholders		
	11.2 Policyholders	113,827	107,960
12.	Ceded reinsurance premiums payable (net of ceding commissions)	190,278	226,170
13.	Funds held by company under reinsurance treaties		33,625
14.	Amounts withheld or retained by company for account of others	1,097,453	345,991
15.	Remittances and items not allocated		
16.	Provision for reinsurance (including $ .... certified)	6,322	6,322
17.	Net adjustments in assets and liabilities due to foreign exchange rates		
18.	Drafts outstanding		
19.	Payable to parent, subsidiaries and affiliates		517,780
20.	Derivatives		
21.	Payable for securities		
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	(272,330)	(315,062)
26.	Total liabilities excluding protected cell liabilities (Lines 1 through 25)	47,010,797	46,983,817
27.	Protected cell liabilities		
28.	Total liabilities (Lines 26 and 27)	47,010,797	46,983,817
29.	Aggregate write-ins for special surplus funds	127,621	161,851
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	5,139,802
35.	Unassigned funds (surplus)	39,823,901	38,791,224
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)	48,591,324	47,592,877
38.	Totals (Page 2, Line 28, Col. 3)	95,602,121	94,576,694
	DETAILS OF WRITE-INS		
2501.	Contingent Balances in Safety Groups	90,360	53,640
2502.	Miscellaneous Accounts Payable	12,016	28,085
2503.	Liability for Pension Benefits	(374,706)	(396,787)
2598.	Summary of remaining write-ins for Line 25 from overflow page		
2599.	Totals (Lines 2501 through 2503 plus 2598)(Line 25 above)	(272,330)	(315,062)
2901.	Reserve for Undeclared Dividends	127,621	161,851
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)	127,621	161,851
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 Current Year to Date	2 Prior Year to Date	3 Prior Year Ended December 31
	UNDERWRITING INCOME			
1.	Premiums earned:			
	1.1 Direct (written $ 73,468,726)	81,874,402	75,263,798	154,935,908
	1.2 Assumed (written $ 9,493,791)	9,889,184	9,108,060	18,760,134
	1.3 Ceded (written $ 73,468,726)	81,874,402	75,263,798	154,935,908
	1.4 Net (written $ 9,493,791)	9,889,184	9,108,060	18,760,134
	DEDUCTIONS:			
2.	Losses incurred (current accident year $ 7,361,061):			
	2.1 Direct	45,486,054	48,958,920	93,714,650
	2.2 Assumed	5,227,186	4,312,126	9,027,970
	2.3 Ceded	45,485,532	48,959,564	93,412,330
	2.4 Net	5,227,708	4,311,483	9,330,290
3.	Loss adjustment expenses incurred	1,339,030	1,744,174	2,955,174
4.	Other underwriting expenses incurred	3,607,538	3,590,668	7,528,649
5.	Aggregate write-ins for underwriting deductions			
6.	Total underwriting deductions (Lines 2 through 5)	10,174,276	9,646,325	19,814,114
7.	Net income of protected cells			
8.	Net underwriting gain or (loss) (Line 1 minus Line 6 + Line 7)	(285,092)	(538,266)	(1,053,980)
	INVESTMENT INCOME			
9.	Net investment income earned	1,376,789	1,252,894	2,663,825
10.	Net realized capital gains (losses) less capital gains tax of $ 23,501	43,607	67,965	355,750
11.	Net investment gain (loss) (Lines 9 + 10)	1,420,395	1,320,859	3,019,575
	OTHER INCOME			
12.	Net gain or (loss) from agents' or premium balances charged off (amount recovered $ 250 amount charged off $ 12,038)	(11,788)	(11,864)	(29,436)
13.	Finance and service charges not included in premiums	355,059	312,781	695,636
14.	Aggregate write-ins for miscellaneous income	(7,514)	(5,516)	(13,054)
15.	Total other income (Lines 12 through 14)	335,757	295,401	653,146
16.	Net income before dividends to policyholders, after capital gains tax and before all other federal and foreign income taxes (Lines 8 + 11 + 15)	1,471,060	1,077,994	2,618,740
17.	Dividends to policyholders	115,729	94,247	224,860
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)	1,355,331	983,747	2,393,880
19.	Federal and foreign income taxes incurred	537,890	255,817	699,032
20.	Net income (Line 18 minus Line 19)(to Line 22)	817,441	727,930	1,694,848
	CAPITAL AND SURPLUS ACCOUNT			
21.	Surplus as regards policyholders, December 31 prior year	47,592,877	41,669,496	41,669,496
22.	Net income (from Line 20)	817,441	727,930	1,694,848
23.	Net transfers (to) from Protected Cell accounts			
24.	Change in net unrealized capital gains (losses) less capital gains tax of $ 147,642	274,195	18,674	39,764
25.	Change in net unrealized foreign exchange capital gain (loss)			
26.	Change in net deferred income tax	(5,630)	(17,382)	103,753
27.	Change in nonadmitted assets	28,718	(146,948)	1,667,076
28.	Change in provision for reinsurance			47,627
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	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	(116,276)	(22,805)	(629,688)
38.	Change in surplus as regards policyholders (Lines 22 through 37)	998,447	3,559,469	5,923,381
39.	Surplus as regards policyholders, as of statement date (Lines 21 plus 38)	48,591,324	45,228,965	47,592,877
	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	696	67	326
1402.	Miscellaneous Income	(8,211)	(5,582)	(13,380)
1403.				
1498.	Summary of remaining write-ins for Line 14 from overflow page			
1499.	Totals (Lines 1401 through 1403 plus 1498)(Line 14 above)	(7,514)	(5,516)	(13,054)
3701.	Contingent Balance in Safety Groups	(36,720)	(18,990)	(20,970)
3702.	RIP Transition Liability - SSAP 102		(3,815)	
3703.	Pension Benefit Obligation	(79,556)		(608,718)
3798.	Summary of remaining write-ins for Line 37 from overflow page			
3799.	Totals (Lines 3701 through 3703 plus 3798)(Line 37 above)	(116,276)	(22,805)	(629,688)

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	9,403,254	8,877,400	19,166,902
2.	Net investment income	1,442,654	1,367,343	2,847,503
3.	Miscellaneous income	335,757	295,401	653,146
4.	Total (Lines 1 to 3)	11,181,665	10,540,145	22,667,551
5.	Benefit and loss related payments	4,485,628	4,106,328	9,016,592
6.	Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts			
7.	Commissions, expenses paid and aggregate write-ins for deductions	5,766,571	5,739,193	10,937,616
8.	Dividends paid to policyholders	109,863	113,632	224,441
9.	Federal and foreign income taxes paid (recovered) net of $ 23,501 tax on capital gains (losses)	129,611	451,044	798,289
10.	Total (Lines 5 through 9)	10,491,672	10,410,197	20,976,938
11.	Net cash from operations (Line 4 minus Line 10)	689,992	129,948	1,690,613
	Cash from Investments			
12.	Proceeds from investments sold, matured or repaid:			
	12.1 Bonds	7,081,524	7,146,817	13,598,004
	12.2 Stocks			9,811,423
	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)	(146)
	12.7 Miscellaneous proceeds	14		
	12.8 Total investment proceeds (Lines 12.1 to 12.7)	7,081,538	7,146,671	23,409,282
13.	Cost of investments acquired (long-term only):			
	13.1 Bonds	7,768,158	13,230,928	21,458,808
	13.2 Stocks	35,183	6,642,858	16,589,381
	13.3 Mortgage loans			
	13.4 Real estate			
	13.5 Other invested assets			
	13.6 Miscellaneous applications		218	282
	13.7 Total investments acquired (Lines 13.1 to 13.6)	7,803,341	19,874,004	38,048,471
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)	(721,803)	(12,727,333)	(14,639,189)
	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	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)	(76,541)	(483,866)	(112,065)
17.	Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6)	(76,541)	2,516,134	2,887,935
	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)	(108,351)	(10,081,251)	(10,060,640)
19.	Cash, cash equivalents and short-term investments:			
	19.1 Beginning of year	436,614	10,497,254	10,497,254
	19.2 End of period (Line 18 plus Line 19.1)	328,262	416,003	436,614

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

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.

	Net Income	State of Domicile	2014	2013
(1)	Net Income, state basis (Page 4, Line 20, Columns 1 & 3)	Ohio	817,441	1,694,848
(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	817,441	1,694,848
	Surplus			
(1)	Statutory surplus, state basis (Page 3, Line 37, Columns 1 & 2)	Ohio	48,591,324	47,592,877
(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	48,591,324	47,592,877

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
17,904	467,181	485,085

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

Less than 12 months	Greater than 12 months	Total
2,286,201	21,016,578	23,302,779

NOTES TO FINANCIAL STATEMENTS

(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.
H. No change.
I. Not applicable.

Note 6 – Joint Ventures, Partnerships, and Limited Liability Companies

No change.

Note 7 – Investment Income

No change.

Note 8 – Derivative Instruments

No change.

Note 9 – Income Taxes

No change.

Note 10 – Information Concerning Parent, Subsidiaries, and Affiliates

No change.

Note 11 - Debt

No change.

Note 12 – Retirement Plans, Deferred Compensation, Postemployment Benefits and Compensated Absences, and Other Postretirement Benefit Plans

No change.

Note 13 – Capital and Surplus, Dividend Restrictions and Quasi-Reorganizations

No change.

Note 14 - Contingencies

No change.

Note 15 – Leases

No change.

Note 16 – Information About Financial Instruments With Off-Balance-Sheet Risk And Financial Instruments With Concentrations of Credit Risk

No change.

Note 17 – Sale, Transfer, and Servicing of Financial Assets and Extinguishments of Liabilities

A. No change.
B. No change.
C. Not applicable.

Note 18 – Gain or Loss to the Reporting Entity from Uninsured Plans and the Uninsured Portion of Partially Plans

No change.

Note 19 – Direct Premium Written / Produced by Managing General Agents / Third Party Administrators

No change.

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	7,643,164	0	0	7,643,164
Total Assets at Fair Value	7,643,164	0	0	7,643,164

(b) Liabilities at Fair Value: Not applicable.

NOTES TO FINANCIAL STATEMENTS

(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	79,568,565	76,362,782	0	79,568,565	0	0
Common Stock	7,643,164	7,643,164	7,643,164	0	0	0

D. Not applicable.

Note 21 – Other Items

No change.

Note 22 – Events Subsequent

Effective July 1, 2014, Founders Insurance Company has joined the Pooling Reinsurance Agreement with its affiliated companies of the Utica National Insurance Group. The agreement now states the following percentages of participation:

NAIC Co. Code	Name	Percentage
25976	Utica Mutual Insurance Company	84%
25984	Graphic Arts Mutual Insurance Company	5%
12475	Republic-Franklin Insurance Company	3%
10687	Utica National Assurance Company	2%
43478	Utica National Insurance Company of Texas	1%
14249	Founders Insurance Company	5%

The pooling agreement covers premiums, losses and LAE for all lines of business and the majority of operating expenses. The significant insurance operations and related transactions are also subject to this pooling agreement.

Property & Casualty Specific Notes

Note 23 – Reinsurance

A – D. No change.

E. Commutation of Ceded Reinsurance

Effective June 26, 2014, the Company entered into a Commutation and Release Agreement with Excalibur Reinsurance Corporation. The effect of this commutation is shown in the table below.

(1)	Losses incurred	$9,305
(2)	Loss adjustment expenses incurred	$ 119
(3)	Premiums earned	$ 0
(4)	Other	$ 0
(5)	Company	Amount
	Excalibur Reinsurance Corporation	$14,135

F – I. No change.

Note 24 – Retrospectively Rated Contracts and Contracts Subject to Redetermination

No change.

Note 25 – Change in Incurred Losses and Loss Adjustment Expenses

Reserves as of December 31, 2013 were $32.7 million. As of June 30, 2014, $4.5 million has been paid for incurred claims and claim adjustment expenses attributable to insured events of prior years. Reserves remaining for prior years are now $27.5 million as a result of re-estimation of unpaid claims and claim adjustment expenses. Therefore, there has been a $794 thousand favorable prior-year development since December 31, 2013 to June 30, 2014.

NOTES TO FINANCIAL STATEMENTS

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 [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 Is the reporting entity a member of an Insurance Holding Company System consisting of two or more affiliated persons, one or more of which is an insurer? Yes [X] No [ ]
If yes, complete Schedule Y, Parts 1 and 1A.

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

3.3 If the response to 3.2 is yes, provide a brief description of those changes.

4.1 Has the reporting entity been a party to a merger or consolidation during the period covered by this statement? Yes [ ] No [X]

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

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

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

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

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

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

6.4 By what department or departments?
Ohio

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

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

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

7.2 If yes, give full information:

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

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

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

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

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

GENERAL INTERROGATORIES

9.1 Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards? Yes [X] 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 [X]

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

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

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

FINANCIAL

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

10.2 If yes, indicate any amounts receivable from parent included in the Page 2 amount: $ 522,140

INVESTMENT

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

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

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

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

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

14.2 If yes, please complete the following:

		1 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 [X]

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.

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? 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 [X] No [ ]
   If yes, attach an explanation.
   Effective June 26, 2014, the Company entered into a Commutation and Release Agreement with Excalibur Reinsurance Corporation. Refer to Note 23 - Reinsurance for further details relating to this commutation.

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 Line of Business	2 Maximum Interest	3 Discount Rate	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 $

SCHEDULE F - CEDED REINSURANCE

Showing All New Reinsurers - Current Year to Date

1 NAIC Company Code	2 ID Number	3 Name of Reinsurer	4 Domiciliary Jurisdiction	5 Type of Reinsurer	6 Certified Reinsurer Rating (1 through 6)	7 Effective Date of Certified Reinsurer Rating
00000	AA-1120157	Lloyd's Syndicate Number 1729	GBR	Authorized		
00000	AA-3190871	Lancashire Insurance Company Limited	GBR	Unauthorized		
00000	AA-5420050	Korean Reinsurance Company	PRK	Unauthorized		

SCHEDULE T - EXHIBIT OF PREMIUMS WRITTEN

Current Year to Date - Allocated by States and Territories

	1	Direct Premiums Written		Direct Losses Paid (Deducting Salvage)		Direct Losses Unpaid	
States, etc.	Active Status	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	9,021,104	6,861,812	5,917,564	6,107,191	24,237,709	23,392,710
8. Delaware DE	L	637,951	691,432	595,882	767,016	3,753,357	2,665,164
9. District of Columbia DC	L	27,998	69,204		3,246	66,255	51,030
10. Florida FL	N						
11. Georgia GA	L	3,542,837	3,138,761	1,391,053	2,136,742	4,720,812	5,681,050
12. Hawaii HI	N						
13. Idaho ID	N						
14. Illinois IL	L	1,500,166	1,244,251	619,818	516,201	5,349,104	5,692,034
15. Indiana IN	L	219,859	138,833	21,727	9,732	288,075	224,097
16. Iowa IA	N						
17. Kansas KS	L	55,691	49,865		2,255	26,757	29,980
18. Kentucky KY	N						
19. Louisiana LA	N						
20. Maine ME	N						
21. Maryland MD	L	1,156,469	1,354,710	646,832	1,113,971	7,247,681	4,881,512
22. Massachusetts MA	L	4,697,290	3,848,522	3,239,249	2,087,844	11,669,583	8,932,254
23. Michigan MI	L	1,254,077	1,017,359	59,627	291,174	945,486	168,004
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	52,534	16,647	188,224		393,472	5,025
31. New Jersey NJ	L	11,708,358	8,797,989	4,936,284	8,034,273	22,965,348	17,823,662
32. New Mexico NM	N						
33. New York NY	L	23,735,629	25,523,350	13,421,671	14,731,222	78,760,648	80,374,675
34. North Carolina NC	L	3,944,188	3,127,282	2,683,086	2,207,914	7,971,253	8,210,850
35. North Dakota ND	N						
36. Ohio OH	L	2,505,431	2,240,383	1,164,336	477,994	2,144,835	2,328,688
37. Oklahoma OK	N						
38. Oregon OR	N						
39. Pennsylvania PA	L	1,979,187	1,658,342	3,181,796	1,430,785	6,022,829	4,741,251
40. Rhode Island RI	L	202,068	94,385	16,444	354	103,519	64,669
41. South Carolina SC	N						
42. South Dakota SD	N						
43. Tennessee TN	L	1,567,696	2,095,193	1,039,546	761,064	2,015,173	1,613,227
44. Texas TX	L	2,837,869	2,174,693	1,050,194	794,804	3,129,731	4,849,396
45. Utah UT	N						
46. Vermont VT	N						
47. Virginia VA	L	1,841,478	1,656,506	1,058,404	899,590	2,783,681	3,021,510
48. Washington WA	N						
49. West Virginia WV	N						
50. Wisconsin WI	L	980,844	1,595,274	721,012	304,511	2,317,671	4,195,359
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	73,468,726	67,394,794	41,952,751	42,677,879	186,912,978	178,946,144
DETAILS OF WRITE-INS							
58001.	XXX						
58002.	XXX						
58003.	XXX						
58998. Summary of remaining write-ins for Line 58 from overflow page	XXX						
58999. Totals (Lines 58001 through 58003 plus 58998)(Line 58 above)	XXX						

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

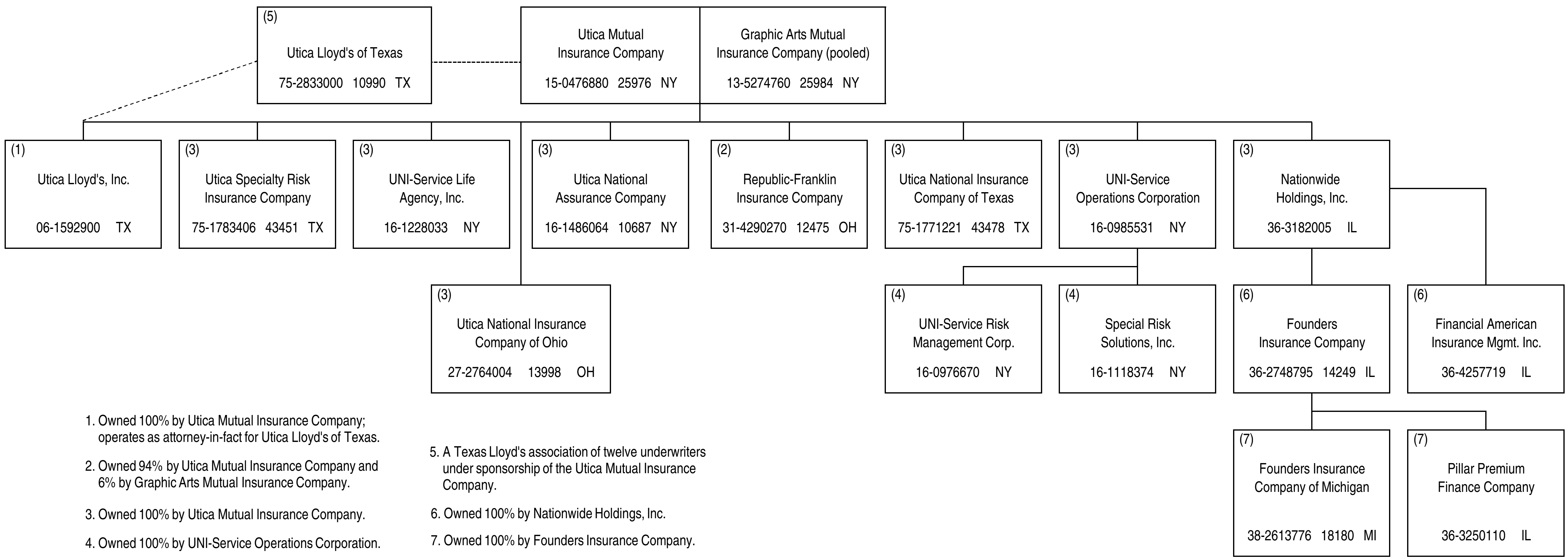
(a) Insert the number of L responses except for Canada and Other Alien.

STATEMENT AS OF JUNE 30, 2014 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

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

PART 1 - ORGANIZATIONAL CHART

UTICA NATIONAL INSURANCE GROUP ORGANIZATION STRUCTURE JUNE 30, 2014



1. Owned 100% by Utica Mutual Insurance Company; operates as attorney-in-fact for Utica Lloyd's of Texas.
2. Owned 94% by Utica Mutual Insurance Company and 6% by Graphic Arts Mutual Insurance Company.
3. Owned 100% by Utica Mutual Insurance Company.
4. Owned 100% by UNI-Service Operations Corporation.
5. A Texas Lloyd's association of twelve underwriters under sponsorship of the Utica Mutual Insurance Company.
6. Owned 100% by Nationwide Holdings, Inc.
7. Owned 100% by Founders 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	UDP		Board of Directors	0.000		
0201	Utica National Insurance Group	25984	13-5274760				Graphic Arts Mutual Insurance Company	NY	IA	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	IA	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	IA	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	IA	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	IA	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	IA	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	IA	Nationwide Holdings, Inc.	Ownership	100.000	Utica Mutual Insurance Company	
0201	Utica National Insurance Group	18180	38-2613776				Founders Insurance Company of Michigan	MI	IA	Founders Insurance Company	Ownership	100.000	Utica Mutual Insurance Company	
			36-4257719				Financial American Insurance Management, Inc.	IL	NIA	Nationwide Holdings, Inc.	Ownership	100.000	Utica Mutual Insurance Company	
			36-3250110				Pillar Premium Finance Company	IL	NIA	Founders Insurance Company	Ownership	100.000	Utica Mutual Insurance Company	
			16-1228033				Uni-Service Life Agency, Inc.	NY	NIA	Utica Mutual Insurance Company	Ownership	100.000	Utica Mutual Insurance Company	

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

PART 1 - LOSS EXPERIENCE

	Line of Business	Current Year to Date 1 Direct Premiums Earned	2 Direct Losses Incurred	3 Direct Loss Percentage	4 Prior Year to Date Direct Loss Percentage
1.	Fire	55,700			
2.	Allied Lines	53,262	34,500	64.8	2.8
3.	Farmowners multiple peril				
4.	Homeowners multiple peril	6,659,362	3,997,363	60.0	53.9
5.	Commercial multiple peril	25,125,072	14,749,785	58.7	57.6
6.	Mortgage guaranty				
8.	Ocean marine				
9.	Inland marine	149,189	9,423	6.3	18.4
10.	Financial guaranty				
11.1	Medical professional liability - occurrence				
11.2	Medical professional liability - claims-made				
12.	Earthquake	7,163			
13.	Group accident and health				
14.	Credit accident and health				
15.	Other accident and health				
16.	Workers' compensation	16,612,289	9,620,804	57.9	87.7
17.1	Other liability - occurrence	2,105,110	212,972	10.1	129.2
17.2	Other liability - claims-made	5,953,221	1,936,690	32.5	63.5
17.3	Excess workers' compensation				
18.1	Products liability - occurrence	13,674			
18.2	Products liability - claims-made				
19.1,19.2	Private passenger auto liability	3,772,815	2,579,226	68.4	63.0
19.3,19.4	Commercial auto liability	14,978,680	8,653,263	57.8	52.8
21.	Auto physical damage	6,385,249	3,692,029	57.8	48.0
22.	Aircraft (all perils)				
23.	Fidelity				
24.	Surety	2,259			
26.	Burglary and theft	1,358			
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	81,874,402	45,486,054	55.6	65.0
	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 Current Quarter	2 Current Year to Date	3 Prior Year Year to Date
1.	Fire	65,731	70,474	64,849
2.	Allied Lines	51,719	67,550	55,440
3.	Farmowners multiple peril			
4.	Homeowners multiple peril	4,004,789	7,043,121	5,759,918
5.	Commercial multiple peril	10,434,397	18,971,848	17,364,231
6.	Mortgage guaranty			
8.	Ocean marine			
9.	Inland marine	87,673	160,126	145,076
10.	Financial guaranty			
11.1	Medical professional liability - occurrence			
11.2	Medical professional liability - claims-made			
12.	Earthquake	4,505	6,697	5,713
13.	Group accident and health			
14.	Credit accident and health			
15.	Other accident and health			
16.	Workers' compensation	8,343,338	15,633,260	16,041,639
17.1	Other liability - occurrence	635,466	1,187,718	1,081,618
17.2	Other liability - claims-made	3,432,033	6,994,876	5,212,447
17.3	Excess workers' compensation			
18.1	Products liability - occurrence	8,551	21,177	16,541
18.2	Products liability - claims-made			
19.1,19.2	Private passenger auto liability	1,754,467	3,565,270	3,955,459
19.3,19.4	Commercial auto liability	7,061,674	14,093,248	12,034,195
21.	Auto physical damage	2,963,060	5,652,407	5,656,228
22.	Aircraft (all perils)			
23.	Fidelity			
24.	Surety			
26.	Burglary and theft	433	955	1,441
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	38,847,835	73,468,726	67,394,794
	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 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 2014 Loss and LAE Payments on Claims Reported as of Prior Year-End	5 2014 Loss and LAE Payments on Claims Unreported as of Prior Year-End	6 Total 2014 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. 2011 + Prior	10,415	7,569	17,984	1,820	12	1,831	9,079	161	6,494	15,734	484	(902)	(419)
2. 2012	2,894	3,152	6,046	1,044	27	1,070	2,327	103	2,438	4,868	476	(584)	(108)
3. Subtotals 2012 + Prior	13,310	10,721	24,030	2,863	38	2,902	11,406	264	8,932	20,602	960	(1,487)	(527)
4. 2013	3,291	5,426	8,717	1,360	194	1,554	2,432	337	4,126	6,895	501	(768)	(267)
5. Subtotals 2013 + Prior	16,600	16,147	32,747	4,224	232	4,456	13,838	601	13,058	27,497	1,461	(2,255)	(794)
6. 2014	XXX	XXX	XXX	XXX	1,927	1,927	XXX	2,031	3,403	5,434	XXX	XXX	XXX
7. Totals	16,600	16,147	32,747	4,224	2,159	6,383	13,838	2,632	16,461	32,931	1,461	(2,255)	(794)
8. Prior Year-End Surplus As Regards Policyholders	47,593										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. 8.8	2. (14.0)	3. (2.4)
													Col. 13, Line 7 As a % of Col. 1 Line 8
													4. (1.7)

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 4 4 9 0 0 0 0 0 2
2. Supplement A to Schedule T [Document Identifier 455] — 1 2 4 7 5 2 0 1 4 4 5 5 0 0 0 0 2
3. Medicare Part D Coverage Supplement [Document Identifier 365] — 1 2 4 7 5 2 0 1 4 3 6 5 0 0 0 0 2

OVERFLOW PAGE FOR WRITE-INS

Additional Write-ins for Assets Line 25

	Current Statement Date 1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	4 December 31 Prior Year Net Admitted Assets
2504. Miscellaneous Office Equipment	386,778	386,778		
2505. Clearing Accounts	32,074	32,074		
2506. Deposits	400	400		
2597. Summary of remaining write-ins for Line 25 from overflow page	419,252	419,252		

SCHEDULE A - VERIFICATION

Real Estate

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

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 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)		

NONE

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)		

NONE

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	82,897,350	67,903,921
2.	Cost of bonds and stocks acquired	7,803,341	38,048,192
3.	Accrual of discount	36,735	55,417
4.	Unrealized valuation increase (decrease)	421,822	25,338
5.	Total gain (loss) on disposals	67,108	547,776
6.	Deduct consideration for bonds and stocks disposed of	7,081,524	23,409,429
7.	Deduct amortization of premium	138,887	273,865
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)	84,005,945	82,897,350
11.	Deduct total nonadmitted amounts		
12.	Statement value at end of current period (Line 10 minus Line 11)	84,005,945	82,897,350

SCHEDULE D - PART 1B

Showing the Acquisitions, Dispositions and Non-Trading Activity
During the Current Quarter for all Bonds and Preferred Stock by NAIC Designation

NAIC Designation	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. NAIC 1 (a)	58,842,527	3,870,934	2,969,179	(50,601)	58,842,527	59,693,681		58,395,754
2. NAIC 2 (a)	16,478,257	805,040		(514,196)	16,478,257	16,769,101		17,415,439
3. NAIC 3 (a)			499,873	499,873				
4. NAIC 4 (a)								
5. NAIC 5 (a)								
6. NAIC 6 (a)								
7. Total Bonds	75,320,784	4,675,974	3,469,052	(64,924)	75,320,784	76,462,782		75,811,193
PREFERRED STOCK								
8. NAIC 1								
9. NAIC 2								
10. NAIC 3								
11. NAIC 4								
12. NAIC 5								
13. NAIC 6								
14. Total Preferred Stock								
15. Total Bonds and Preferred Stock	75,320,784	4,675,974	3,469,052	(64,924)	75,320,784	76,462,782		75,811,193

(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 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	99,998	3,349,501
2. Cost of short-term investments acquired	600,000	1,200,000
3. Accrual of discount		251
4. Unrealized valuation increase (decrease)	2	
5. Total gain (loss) on disposals		(140)
6. Deduct consideration received on disposals	600,000	4,449,614
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)	100,000	99,998
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	100,000	99,998

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

SCHEDULE DB - PART C - SECTION 1

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

Replication (Synthetic Asset) Transactions								Components of the Replication (Synthetic Asset) Transactions							
								Derivative Instrument(s) Open			Cash Instrument(s) Held				
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16
Number	Description	NAIC Designation or Other Description	Notional Amount	Book/Adjusted Carrying Value	Fair Value	Effective Date	Maturity Date	Description	Book/Adjusted Carrying Value	Fair Value	CUSIP	Description	NAIC Designation or Other Description	Book/Adjusted Carrying Value	Fair Value
9999999 - Totals						XXX	XXX	XXX			XXX	XXX	XXX		

NONE

SCHEDULE DB - PART C - SECTION 2

Replication (Synthetic Asset) Transactions Open

NONE

	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 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		3,640,732
3. Accrual of discount		385
4. Unrealized valuation increase (decrease)		
5. Total gain (loss) on disposals		(6)
6. Deduct consideration received on disposals		10,640,722
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)		
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)		

SCHEDULE A - PART 2

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

1	Location		4	5	6	7	8	9
	2	3						
Description of Property	City	State	Date Acquired	Name of Vendor	Actual Cost at Time of Acquisition	Amount of Encumbrances	Book/Adjusted Carrying Value Less Encumbrances	Additional Investment Made After Acquisition
0399999 - Totals								

NONE

SCHEDULE A - PART 3

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

1	Location		4	5	6	7	8	Change in Book/Adjusted Carrying Value Less Encumbrances					14	15	16	17	18	19	20
	2	3						9	10	11	12	13							
Description of Property	City	State	Disposal Date	Name of Purchaser	Actual Cost	Expended for Additions, Permanent Improve-ments and Changes in Encum-brances	Book/ Adjusted Carrying Value Less Encum-brances Prior Year	Current Year's Depre-ciation	Current Year's Other Than Temporary Impairment Recognized	Current Year's Change in Encum-brances	Total Change in Book/ Adjusted Carrying Value (11-9-10)	Total Foreign Exchange Change in Book/ Adjusted Carrying Value	Book/ Adjusted Carrying Value Less Encum-brances on Disposal	Amounts Received During Year	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Gross Income Earned Less Interest Incurred on Encum-brances	Taxes, Repairs and Expenses Incurred
0399999 - Totals																			

NONE

SCHEDULE B - PART 2

Showing All Mortgage Loans ACQUIRED AND ADDITIONS MADE During the Current Quarter

1 Loan Number	Location 2 City	 3 State	4 Loan Type	5 Date Acquired	6 Rate of Interest	7 Actual Cost at Time of Acquisition	8 Additional Investment Made After Acquisition	9 Value of Land and Buildings
NONE								
3399999 - Totals								

SCHEDULE B - PART 3

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

1 Loan Number	Location 2 City	 3 State	4 Loan Type	5 Date Acquired	6 Disposal Date	7 Book Value/ Recorded Investment Excluding Accrued Interest Prior Year	Change in Book Value/Recorded Investment 8 Unrealized Valuation Increase (Decrease)	 9 Current Year's (Amortization) /Accretion	 10 Current Year's Other Than Temporary Impairment Recognized	 11 Capitalized Deferred Interest and Other	 12 Total Change in Book Value (8+9-10+11)	 13 Total Foreign Exchange Change in Book Value	14 Book Value/ Recorded Investment Excluding Accrued Interest on Disposal	15 Consid-eration	16 Foreign Exchange Gain (Loss) on Disposal	17 Realized Gain (Loss) on Disposal	18 Total Gain (Loss) on Disposal
NONE																	
0599999 - Totals																	

SCHEDULE BA - PART 2

Showing Other Long-Term Invested Assets ACQUIRED AND ADDITIONS MADE During the Current Quarter

1	2	Location		5	6	7	8	9	10	11	12	13
		3	4									
CUSIP Identification	Name or Description	City	State	Name of Vendor or General Partner	NAIC Designation	Date Originally Acquired	Type and Strategy	Actual Cost at Time of Acquisition	Additional Investment Made After Acquisition	Amount of Encumbrances	Commitment for Additional Investment	Percentage of Ownership
4699999 - Totals												XXX

NONE

SCHEDULE BA - PART 3

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

1	2	Location		5	6	7	8	Change in Book/Adjusted Carrying Value						15	16	17	18	19	20
		3	4					9	10	11	12	13	14						
CUSIP Identification	Name or Description	City	State	Name of Purchaser or Nature of Disposal	Date Originally Acquired	Disposal Date	Book/ Adjusted Carrying Value Less Encum-brances, Prior Year	Unrealized Valuation Increase (De-crease)	Current Year's (Depre-ciation) or (Amorti-zation)/ Accretion	Current Year's Other Than Temporary Impair-ment Recog-nized	Capital-ized Deferred Interest and Other	Total Change in Book/ Adjusted Carrying Value (9+10-11+12)	Total Foreign Exchange Change in Book/ Adjusted Carrying Value	Book/ Adjusted Carrying Value Less Encum-brances on Disposal	Consid-eration	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Invest-ment Income
4699999 - Totals																			

NONE

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 Designation or Market Indicator (a)
546415-Q7-8	LOUISIANA ST		06/11/2014	CITIGROUP GLOBAL MARKETS		425,432	350,000	5,639	1FE
1799999. Subtotal - Bonds - U.S. States, Territories and Possessions						425,432	350,000	5,639	XXX
3128M9-XG-2	FG G07579		04/02/2014	WELLS FARGO SECURITIES LLC		302,799	292,295	292	1
3128MJ-UH-1	FG G08583		04/28/2014	ROYAL BANK OF SCOTLAND US		376,031	350,000	1,269	1
3138WB-GU-3	FN AS2010		04/21/2014	J.P. MORGAN		413,811	396,465	1,013	1
3138WB-UK-9	FN AS2385		05/16/2014	J.P. MORGAN		361,436	342,340	418	1
646139-5A-9	NEW JERSEY ST TURNPIKE AUTH		06/18/2014	RAMIREZ & CO		393,425	350,000	1,507	1FE
3199999. Subtotal - Bonds - U.S. Special Revenues						1,847,502	1,731,100	4,499	XXX
06406H-CU-1	BANK OF NEW YORK MELLON		05/02/2014	DEUTSCHE BANK		329,360	330,000		1FE
09064A-AH-4	BIOMED REALTY LP		04/15/2014	DEUTSCHE BANK		159,053	160,000		2FE
200340-AP-2	COMERICA INC		05/20/2014	J.P. MORGAN		110,000	110,000		1FE
22546Q-AN-7	CREDIT SUISSE NEW YORK	E	05/22/2014	CREDIT SUISSE		498,970	500,000		1FE
726505-AP-5	PLAINS EXPLORATION & PRO		06/04/2014	GOLDMAN SACHS		233,188	205,000	4,463	2FE
90521A-PJ-1	MUFG UNION BANK NA		06/24/2014	UBS SECURITIES		359,671	350,000	2,322	1FE
10553Y-AF-2	BRASKEM FINANCE LTD	F	04/16/2014	VARIOUS		412,800	400,000	5,984	2FE
3899999. Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)						2,103,042	2,055,000	12,769	XXX
8399997. Total - Bonds - Part 3						4,375,976	4,136,100	22,907	XXX
8399998. Total - Bonds - Part 5						XXX	XXX	XXX	XXX
8399999. Total - Bonds						4,375,976	4,136,100	22,907	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
922908-71-0	VANGUARD 500 INDEX FUND-ADM		06/20/2014	DIVIDEND REINVESTMENT	99.228	17,961			L
9299999. Subtotal - Common Stocks - Mutual Funds						17,961	XXX		XXX
9799997. Total - Common Stocks - Part 3						17,961	XXX		XXX
9799998. Total - Common Stocks - Part 5						XXX	XXX	XXX	XXX
9799999. Total - Common Stocks						17,961	XXX		XXX
9899999. Total - Preferred and Common Stocks						17,961	XXX		XXX
9999999 - Totals						4,393,937	XXX	22,907	XXX

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

SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Ident-ification	Description	For-eign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consid-eration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amor-tization)/ Accretion	Current Year's Other Than Temporary Impairment Recog-nized	Total Change in Book/ Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book /Adjusted Carrying Value	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received DuringYear	Stated Con-tractual Maturity Date	NAIC Desig-nation or Market In-dicator (a)
36178W-GL-7	GN AB9203		06/01/2014	MBS PAYMENT		49,747	49,747	53,148	49,880		(133)		(133)		49,747				637	11/15/2042	1
36202E-RS-0	G2 4097		06/01/2014	MBS PAYMENT		10,453	10,453	10,253	10,434		20		20		10,453				221	03/20/2038	1
36205B-4L-3	GN 386127		06/01/2014	MBS PAYMENT		486	486	487	486						486				16	01/15/2030	1
36209D-B2-9	GN 468157		06/01/2014	MBS PAYMENT		217	217	217	217						217				6	08/15/2028	1
36209M-4A-9	GN 476117		06/01/2014	MBS PAYMENT		28	28	28	28						28				1	07/15/2028	1
36209U-PA-8	GN 482017		06/01/2014	MBS PAYMENT		100	100	100	100						100				3	08/15/2028	1
36209W-4J-8	GN 484225		06/01/2014	MBS PAYMENT		38	38	42	38						38				1	08/15/2028	1
36210Y-D9-3	GN 506028		06/01/2014	MBS PAYMENT		6,513	6,513	6,508	6,513						6,513				243	10/15/2029	1
36211C-QY-1	GN 509071		06/01/2014	MBS PAYMENT		298	298	283	297						298				8	05/15/2029	1
36213E-L3-8	GN 552146		06/01/2014	MBS PAYMENT		2,311	2,311	2,325	2,312		(1)		(1)		2,311				61	11/15/2016	1
36220U-Z2-0	GN 288861		06/01/2014	MBS PAYMENT		263	263	261	263						263				8	12/15/2022	1
36224J-HS-4	GN 329741		06/01/2014	MBS PAYMENT		1,027	1,027	1,051	1,029		(2)		(2)		1,027				34	01/15/2023	1
36225A-KU-3	GN 780307		06/01/2014	MBS PAYMENT		253	253	271	254		(1)		(1)		253				9	12/15/2021	1
36225A-NY-2	GN 780407		06/01/2014	MBS PAYMENT		985	985	991	986						985				29	08/15/2024	1
36290S-ZC-8	GN 616439		06/01/2014	MBS PAYMENT		10,249	10,249	10,212	10,248		1		1		10,249				213	06/15/2024	1
38376G-EZ-9	GNR 2010-13 AB		04/01/2014	MBS PAYMENT		4,320	4,320	4,353	4,320						4,320				44	02/16/2030	1
38378B-7C-7	GNR 2013-33 A		06/01/2014	MBS PAYMENT		2,550	2,550	2,538	2,549		1		1		2,550				11	07/16/2038	1
0599999. Subtotal - Bonds - U.S. Governments						89,838	89,838	93,068	89,954		(115)		(115)		89,838				1,545	XXX	XXX
31283G-K8-9	FG G00319		06/01/2014	MBS PAYMENT		100	100	105	101						100				4	04/01/2025	1
31283H-HN-8	FG G01137		06/01/2014	MBS PAYMENT		28	28	27	28						28				1	09/01/2030	1
31287Q-ND-9	FG C64888		06/01/2014	MBS PAYMENT		2,881	2,881	2,916	2,884		(3)		(3)		2,881				85	03/01/2032	1
31288E-B5-5	FG C75460		06/01/2014	MBS PAYMENT		7,232	7,232	7,337	7,239		(7)		(7)		7,232				155	01/01/2033	1
3128GW-2Z-0	FG E92592		06/01/2014	MBS PAYMENT		1,763	1,763	1,817	1,768		(5)		(5)		1,763				41	11/01/2017	1
3128M9-XG-2	FG G07579		06/01/2014	MBS PAYMENT		895	895	927							895				4	08/01/2043	1
3128MC-UW-3	FG G13997		06/01/2014	MBS PAYMENT		6,706	6,706	6,874	6,718		(12)		(12)		6,706				116	12/01/2025	1
3128MJ-UH-1	FG G08583		06/01/2014	MBS PAYMENT		3,021	3,021	3,246			(2)		(2)		3,021				19	04/01/2044	1
31292H-D6-8	FG C01025		06/01/2014	MBS PAYMENT		158	158	160	158						158				6	07/01/2030	1
31292K-7G-6	FG C03595		06/01/2014	MBS PAYMENT		13,833	13,833	14,415	13,859		(26)		(26)		13,833				228	10/01/2040	1
31293R-ME-8	FG C27557		06/01/2014	MBS PAYMENT		123	123	117	123						123				3	06/01/2029	1
312942-NF-8	FG A93990		06/01/2014	MBS PAYMENT		5,892	5,892	6,095	5,902		(10)		(10)		5,892				101	09/01/2040	1
31298U-CF-4	FG C57270		06/01/2014	MBS PAYMENT		198	198	195	198						198				5	09/01/2031	1
31298W-CR-4	FG C59080		06/01/2014	MBS PAYMENT		332	332	330	332						332				8	10/01/2031	1
31307A-EK-4	FG J21938		06/01/2014	MBS PAYMENT		26,300	26,300	27,447	26,366		(66)		(66)		26,300				282	01/01/2028	1
3132GD-H5-4	FG Q00252		06/01/2014	MBS PAYMENT		30,712	30,712	31,499	30,772		(60)		(60)		30,712				590	04/01/2041	1
3132GK-5A-0	FG Q04741		06/01/2014	MBS PAYMENT		11,002	11,002	11,759			(11)		(11)		11,002				101	11/01/2041	1
3132GK-V9-4	FG Q04540		06/01/2014	MBS PAYMENT		23,871	23,871	24,329	23,889		(18)		(18)		23,871				359	11/01/2041	1
3132GK-ZN-9	FG Q04649		06/01/2014	MBS PAYMENT		25,215	25,215	25,625	25,231		(16)		(16)		25,215				374	11/01/2041	1
3132GL-FM-1	FG Q04972		06/01/2014	MBS PAYMENT		12,733	12,733	13,011	12,743		(10)		(10)		12,733				193	12/01/2041	1
3132J6-US-1	FG Q15592		06/01/2014	MBS PAYMENT		11,443	11,443	11,709	11,452		(9)		(9)		11,443				140	02/01/2043	1
313615-LF-1	FN 50726		06/01/2014	MBS PAYMENT		232	232	232	232						232				7	05/01/2023	1
31365D-UL-7	FN 124887		06/01/2014	MBS PAYMENT		1,097	1,097	1,104	1,098						1,097				28	06/01/2023	1
31369S-LS-5	FN 219137		06/01/2014	MBS PAYMENT		235	235	234	235						235				6	08/01/2023	1
31369T-N7-7	FN 220114		06/01/2014	MBS PAYMENT		99	99	99	99						99				3	06/01/2023	1
31371J-PQ-1	FN 253431		06/01/2014	MBS PAYMENT		117	117	117	117						117				4	09/01/2015	1
31371K-HW-4	FN 254145		06/01/2014	MBS PAYMENT		864	864	871	864						864				19	01/01/2032	1
31380S-5J-8	FN 449149		06/01/2014	MBS PAYMENT		19	19	18	19						19					12/01/2028	1
31385C-YQ-0	FN 540819		04/01/2014	MBS PAYMENT		28	28	28	27		1		1		28				1	08/01/2015	1
31386T-FU-4	FN 572679		06/01/2014	MBS PAYMENT		1,330	1,330	1,351	1,332		(2)		(2)		1,330				40	04/01/2031	1
3138AW-RQ-8	FN AJ4994		06/01/2014	MBS PAYMENT		16,493	16,493	17,753	16,576		(83)		(83)		16,493				317	11/01/2041	1
3138EK-QD-0	FN AL3151		06/01/2014	MBS PAYMENT		10,365	10,365	11,126	10,431		(66)		(66)		10,365				162	06/01/2042	1
3138MP-YV-1	FN AQ7923		06/01/2014	MBS PAYMENT		16,881	16,881	17,625	16,908		(27)		(27)		16,881				223	12/01/2042	1
3138W9-HL-7	FN AS0234		06/01/2014	MBS PAYMENT		4,376	4,376	4,589	4,385		(8)		(8)		4,376				76	08/01/2043	1
3138WB-AR-6	FN AS1815		06/01/2014	MBS PAYMENT		5,590	5,590	5,821			(2)		(2)		5,590				30	02/01/2044	1
3138WB-GU-3	FN AS2010		06/01/2014	MBS PAYMENT		4,000	4,000	4,175			(1)		(1)		4,000				21	03/01/2044	1
31390E-SX-1	FN 644134		06/01/2014	MBS PAYMENT		38	38	38	38						38				1	05/01/2032	1
31403A-XD-2	FN 743276		06/01/2014	MBS PAYMENT		8,284	8,284	8,506	8,287		(3)		(3)		8,284				207	10/01/2033	1
31403C-6L-0	FN 745275		06/01/2014	MBS PAYMENT		3,921	3,921	3,820	3,912		9		9		3,921				82	02/01/2036	1

STATEMENT AS OF JUNE 30, 2014 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	11	12	13	14	15	16	17	18	19	20	21	22
										Change In Book/Adjusted Carrying Value											
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	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 DuringYear	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)
31403C-6U-0	FN 745283		06/01/2014	MBS PAYMENT		11,554	11,554	11,160	11,522		32		32		11,554				268	01/01/2036	1
31404F-J4-6	FN 767183		06/01/2014	MBS PAYMENT		9,569	9,569	9,529	9,564		5		5		9,569				205	02/01/2019	1
31408J-DS-7	FN 852513		06/01/2014	MBS PAYMENT		4,372	4,372	4,328	4,366		6		6		4,372				106	01/01/2036	1
31409W-D9-9	FN 880428		06/01/2014	MBS PAYMENT		10,931	10,931	10,966	10,936		(5)		(5)		10,931				313	04/01/2036	1
31410X-ZR-0	FN 900852		06/01/2014	MBS PAYMENT		2,277	2,277	2,289	2,277						2,277				57	01/01/2037	1
31416X-QU-7	FN AB2266		06/01/2014	MBS PAYMENT		8,654	8,654	9,011	8,668		(14)		(14)		8,654				146	02/01/2041	1
31417E-CG-4	FN AB7270		06/01/2014	MBS PAYMENT		8,541	8,541	8,928	8,556		(16)		(16)		8,541				112	12/01/2042	1
31417E-H2-0	FN AB7448		06/01/2014	MBS PAYMENT		35,993	35,993	37,323	36,072		(79)		(79)		35,993				382	01/01/2028	1
31417E-ZK-0	FN AB7945		06/01/2014	MBS PAYMENT		29,712	29,712	30,678	29,754		(42)		(42)		29,712				406	02/01/2043	1
31419F-FW-1	FN AE4680		06/01/2014	MBS PAYMENT		9,257	9,257	9,599	9,272		(16)		(16)		9,257				156	11/01/2040	1
67766W-DV-1	OHIO ST WTR DEV AUTH WTR POLL		06/01/2014	MATURITY		500,000	500,000	554,020	503,397		(3,397)		(3,397)		500,000				13,125	06/01/2014	1FE
3199999. Subtotal - Bonds - U.S. Special Revenues						889,267	889,267	955,278	868,707		(3,963)		(3,963)		889,267				19,318	XXX	XXX
02006K-AB-1	ALLYL 2013-SN1 A2		06/20/2014	MBS PAYMENT		274,349	274,349	274,499			(90)		(90)		274,349				361	05/20/2015	1FE
03063W-AC-1	AMCAR 2012-2 A3		06/08/2014	MBS PAYMENT		111,826	111,826	112,048			(38)		(38)		111,826				191	10/11/2016	1FE
07383F-5K-0	BSCMS 2005-T18 A4		06/01/2014	MBS PAYMENT		3,899	3,899	3,907	3,899						3,899				85	02/13/2042	1FM
67021C-AB-3	NSTAR ELECTRIC CO		04/15/2014	MATURITY		1,000,000	1,000,000	966,810	998,768		1,232		1,232		1,000,000				24,375	04/15/2014	1FE
69352J-AN-7	PPL ENERGY SUPPLY LLC		06/16/2014	J.P. MORGAN		490,000	500,000	499,840	499,866		7		7		499,873		(9,873)	(9,873)	11,756	12/15/2021	3FE
760719-AL-8	HSBC USA INC		04/15/2014	MATURITY		300,000	300,000	373,263	302,517		(2,517)		(2,517)		300,000				14,250	04/15/2014	1FE
3899999. Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)						2,180,074	2,190,074	2,230,367	1,805,050		(1,406)		(1,406)		2,189,947		(9,873)	(9,873)	51,018	XXX	XXX
8399997. Total - Bonds - Part 4						3,159,179	3,169,179	3,278,713	2,763,711		(5,484)		(5,484)		3,169,052		(9,873)	(9,873)	71,881	XXX	XXX
8399998. Total - Bonds - Part 5						XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
8399999. Total - Bonds						3,159,179	3,169,179	3,278,713	2,763,711		(5,484)		(5,484)		3,169,052		(9,873)	(9,873)	71,881	XXX	XXX
8999997. Total - Preferred Stocks - Part 4							XXX													XXX	XXX
8999998. Total - Preferred Stocks - Part 5						XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
8999999. Total - Preferred Stocks							XXX													XXX	XXX
9799997. Total - Common Stocks - Part 4							XXX													XXX	XXX
9799998. Total - Common Stocks - Part 5						XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
9799999. Total - Common Stocks							XXX													XXX	XXX
9899999. Total - Preferred and Common Stocks							XXX													XXX	XXX
9999999 - Totals						3,159,179	XXX	3,278,713	2,763,711		(5,484)		(5,484)		3,169,052		(9,873)	(9,873)	71,881	XXX	XXX

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

SCHEDULE DB - PART A - SECTION 1

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

NONE

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 of Contracts	Notional Amount	Strike Price, Rate or Index Received (Paid)	Cumulative Prior Year(s) Initial Cost of Premium (Received) Paid	Current Year Initial Cost of 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 (Amorti- zation)/ Accretion	Adjustment to Carrying Value of Hedged Item	Potential Exposure	Credit Quality of Refer- ence 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

Futures Contracts Open as of the Current Statement Date

1 Ticker Symbol	2 Number of Contracts	3 Notional Amount	4 Description	5 Description of Item(s) Hedged, Used for Income Generation or Replicated	6 Schedule/ Exhibit Identifier	7 Type(s) of Risk(s) (a)	8 Date of Maturity or Expiration	9 Exchange	10 Trade Date	11 Transaction Price	12 Reporting Date Price	13 Fair Value	14 Book/ Adjusted Carrying Value	Highly Effective Hedges: 15 Cumulative Variation Margin	16 Deferred Variation Margin	17 Change in Variation Margin Gain (Loss) Used to Adjust Basis of Hedged Item	18 Cumulative Variation Margin for All Other Hedges	19 Change in Variation Margin Gain (Loss) Recognized in Current Year	20 Potential Exposure	21 Hedge Effectiveness at Inception and at Quarter-end (b)	22 Value of One (1) Point
1449999 - Totals																				XXX	XXX

NONE

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

NONE

(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 JUNE 30, 2014 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

SCHEDULE DB - PART D - SECTION 1

Counterparty Exposure for Derivative Instruments Open as of Current Statement Date

1	2	3	4	Book/Adjusted Carrying Value			Fair Value			11	12
Description of Exchange, Counterparty or Central Clearinghouse	Master Agreement (Y or N)	Credit Support Annex (Y or N)	Fair Value of Acceptable Collateral	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	Potential Exposure	Off-Balance Sheet Exposure
0199999 - Aggregate Sum of Exchange Traded Derivatives	XXX	XXX	XXX								
0999999 - Totals											

NONE

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)
NONE								
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)
NONE								
0299999 - Total						XXX	XXX	XXX

SCHEDULE DL - PART 1
SECURITIES LENDING COLLATERAL ASSETS

Reinvested Collateral Assets Owned Current Statement Date

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

General Interrogatories:

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

Reinvested Collateral Assets Owned Current Statement Date

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

General Interrogatories:

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

Month End Depository Balances

1		2	3	4	5	Book Balance at End of Each Month During Current Quarter			9
						6	7	8	
Depository		Code	Rate of Interest	Amount of Interest Received During Current Quarter	Amount of Interest Accrued at Current Statement Date	First Month	Second Month	Third Month	*
Bank of New York	New York, NY		0.010	29		1,265,177	472,637	228,262	XXX
0199998. Deposits in ... depositories that do not exceed the allowable limit in any one depository (See instructions) - Open Depositories		XXX	XXX						XXX
0199999. Totals - Open Depositories		XXX	XXX	29		1,265,177	472,637	228,262	XXX
0299998. Deposits in ... depositories that do not exceed the allowable limit in any one depository (See instructions) - Suspended Depositories		XXX	XXX						XXX
0299999. Totals - Suspended Depositories		XXX	XXX						XXX
0399999. Total Cash on Deposit		XXX	XXX	29		1,265,177	472,637	228,262	XXX
0499999. Cash in Company's Office		XXX	XXX	XXX	XXX				XXX
0599999. Total - Cash		XXX	XXX	29		1,265,177	472,637	228,262	XXX

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned End of Current Quarter

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

DIRECTOR AND OFFICER INSURANCE COVERAGE SUPPLEMENT

Year To Date For The Period Ended JUNE 30, 2013

NAIC Group Code 0201 NAIC Company Code 12475

Company Name REPUBLIC-FRANKLIN INSURANCE COMPANY

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

1. Monoline Policies

1 Direct Written Premium	2 Direct Earned Premium	3 Direct Losses Incurred
$ 100	$ 446	$

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: $ 39,181

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. $