



PROPERTY AND CASUALTY COMPANIES - ASSOCIATION EDITION

QUARTERLY STATEMENT

AS OF SEPTEMBER 30, 2014

OF THE CONDITION AND AFFAIRS OF THE

Republic-Franklin Insurance Company

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

Organized under the Laws of 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, 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, Country and Zip Code) (Area Code) (Telephone Number)

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

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

Internet Website Address www.uticanational.com

Statutory Statement Contact Sandra Jean Giehl, 315-734-2192
(Name) (Area Code) (Telephone Number)
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(E-mail Address) (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 SS:
County of Oneida

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

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.....

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

ASSETS

	Current Statement Date			4 December 31 Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
1. Bonds	77,376,454		77,376,454	75,711,193
2. Stocks:				
2.1 Preferred stocks				
2.2 Common stocks	7,553,853		7,553,853	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 (\$387,082), cash equivalents (\$) and short-term investments (\$100,000)	487,082		487,082	436,614
6. Contract loans (including \$ premium notes)				
7. Derivatives				
8. Other invested assets				
9. Receivables for securities				186
10. Securities lending reinvested collateral assets				
11. Aggregate write-ins for invested assets				
12. Subtotals, cash and invested assets (Lines 1 to 11)	85,417,389		85,417,389	83,334,136
13. Title plants less \$ charged off (for Title insurers only)				
14. Investment income due and accrued	639,923		639,923	581,841
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	6,867,386	101,107	6,766,279	5,525,865
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$8,494 earned but unbilled premiums)	842,097	944	841,153	638,403
15.3 Accrued retrospective premiums				
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers	229,990		229,990	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	2,344,342	207,564	2,136,778	1,891,867
19. Guaranty funds receivable or on deposit	1,197,925		1,197,925	1,133,496
20. Electronic data processing equipment and software	30,620		30,620	19,729
21. Furniture and equipment, including health care delivery assets (\$)	11,170	11,170		
22. Net adjustment in assets and liabilities due to foreign exchange rates				
23. Receivables from parent, subsidiaries and affiliates	4,190,406		4,190,406	
24. Health care (\$) and other amounts receivable				
25. Aggregate write-ins for other than invested assets	1,416,373	492,862	923,511	1,078,382
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25)	103,187,622	813,646	102,373,975	94,576,694
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts				
28. Total (Lines 26 and 27)	103,187,622	813,646	102,373,975	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	769,996	4,600	765,396	875,831
2502. Equities and Deposits in Pools and Associations	158,962	847	158,115	202,551
2503. Prepaid Expenses	48,346	48,346		
2598. Summary of remaining write-ins for Line 25 from overflow page	439,069	439,069		
2599. Totals (Lines 2501 through 2503 plus 2598)(Line 25 above)	1,416,373	492,862	923,511	1,078,382

STATEMENT AS OF SEPTEMBER 30, 2014 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 \$ 8,269,622)	28,980,224	25,612,110
2. Reinsurance payable on paid losses and loss adjustment expenses		314
3. Loss adjustment expenses	7,650,070	7,135,067
4. Commissions payable, contingent commissions and other similar charges	551,586	567,901
5. Other expenses (excluding taxes, licenses and fees)	1,075,041	1,167,148
6. Taxes, licenses and fees (excluding federal and foreign income taxes)	678,341	725,185
7.1 Current federal and foreign income taxes (including \$ 23,501 on realized capital gains (losses))	1,622,597	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 \$ 92,061,607 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)	12,026,753	9,824,366
10. Advance premium	84,871	123,075
11. Dividends declared and unpaid:		
11.1 Stockholders		
11.2 Policyholders	91,222	107,960
12. Ceded reinsurance premiums payable (net of ceding commissions)	236,412	226,170
13. Funds held by company under reinsurance treaties		33,625
14. Amounts withheld or retained by company for account of others	873,450	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	(290,801)	(315,062)
26. Total liabilities excluding protected cell liabilities (Lines 1 through 25)	53,586,087	46,983,817
27. Protected cell liabilities		
28. Total liabilities (Lines 26 and 27)	53,586,087	46,983,817
29. Aggregate write-ins for special surplus funds	157,452	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)	39,990,634	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)	48,787,888	47,592,877
38. Totals (Page 2, Line 28, Col. 3)	102,373,975	94,576,694
DETAILS OF WRITE-INS		
2501. Contingent Balances in Safety Groups	62,850	53,640
2502. Miscellaneous Accounts Payable	10,015	28,085
2503. Liability for Pension Benefits	(363,666)	(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)	(290,801)	(315,062)
2901. Reserve for Undeclared Dividends	157,452	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)	157,452	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 AS OF SEPTEMBER 30, 2014 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
UNDERWRITING INCOME			
1. Premiums earned:			
1.1 Direct (written \$ 136,170,349)	125,267,615	114,735,879	154,935,908
1.2 Assumed (written \$ 16,816,403)	25,075,347	13,838,207	18,760,134
1.3 Ceded (written \$ 136,170,349)	134,696,588	114,735,879	154,935,908
1.4 Net (written \$ 16,816,403)	15,646,374	13,838,207	18,760,134
DEDUCTIONS:			
2. Losses incurred (current accident year \$ 11,733,410):			
2.1 Direct	71,231,553	71,130,888	93,714,650
2.2 Assumed	(17,708,020)	6,572,975	9,027,970
2.3 Ceded	45,108,869	71,131,955	93,412,330
2.4 Net	8,414,664	6,571,907	9,330,290
3. Loss adjustment expenses incurred	2,151,456	2,582,061	2,955,174
4. Other underwriting expenses incurred	5,862,876	5,697,883	7,528,649
5. Aggregate write-ins for underwriting deductions			
6. Total underwriting deductions (Lines 2 through 5)	16,428,996	14,851,852	19,814,114
7. Net income of protected cells			
8. Net underwriting gain or (loss) (Line 1 minus Line 6 + Line 7)	(782,622)	(1,013,646)	(1,053,980)
INVESTMENT INCOME			
9. Net investment income earned	2,055,693	1,923,730	2,663,825
10. Net realized capital gains (losses) less capital gains tax of \$ 23,501	43,607	106,575	355,750
11. Net investment gain (loss) (Lines 9 + 10)	2,099,299	2,030,305	3,019,575
OTHER INCOME			
12. Net gain or (loss) from agents' or premium balances charged off (amount recovered \$ 722 amount charged off \$ 21,003)	(20,281)	(17,944)	(29,436)
13. Finance and service charges not included in premiums	405,091	513,720	695,636
14. Aggregate write-ins for miscellaneous income	(10,274)	(9,746)	(13,054)
15. Total other income (Lines 12 through 14)	374,536	486,030	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)	1,691,213	1,502,689	2,618,740
17. Dividends to policyholders	180,828	176,308	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)	1,510,385	1,326,381	2,393,880
19. Federal and foreign income taxes incurred	822,839	388,658	699,032
20. Net income (Line 18 minus Line 19)(to Line 22)	687,546	937,723	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)	687,546	937,723	1,694,848
23. Net transfers (to) from Protected Cell accounts			
24. Change in net unrealized capital gains (losses) less capital gains tax of \$ 109,542	203,437	125,196	39,764
25. Change in net unrealized foreign exchange capital gain (loss)			
26. Change in net deferred income tax	391,400	57,155	103,753
27. Change in nonadmitted assets	41,317	1,379,686	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	(128,689)	(1,508,735)	(629,688)
38. Change in surplus as regards policyholders (Lines 22 through 37)	1,195,012	3,991,025	5,923,381
39. Surplus as regards policyholders, as of statement date (Lines 21 plus 38)	48,787,888	45,660,521	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	153	326
1402. Miscellaneous Income	(10,970)	(9,899)	(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)	(10,274)	(9,746)	(13,054)
3701. Contingent Balance in Safety Groups	(9,210)	(34,920)	(20,970)
3702. RIP Transition Liability - SSAP 102		(1,473,815)	
3703. Pension Benefit Obligation	(119,479)		(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)	(128,689)	(1,508,735)	(629,688)

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

CASH FLOW

	1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
Cash from Operations			
1. Premiums collected net of reinsurance	15,349,396	14,559,939	19,166,902
2. Net investment income	2,169,008	2,044,727	2,847,503
3. Miscellaneous income	374,536	486,030	653,146
4. Total (Lines 1 to 3)	17,892,940	17,090,696	22,667,551
5. Benefit and loss related payments	7,560,149	6,256,110	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	8,758,416	8,529,048	10,937,616
8. Dividends paid to policyholders	197,567	147,833	224,441
9. Federal and foreign income taxes paid (recovered) net of \$ 23,501 tax on capital gains (losses)	129,611	789,415	798,289
10. Total (Lines 5 through 9)	16,645,743	15,722,406	20,976,938
11. Net cash from operations (Line 4 minus Line 10)	1,247,197	1,368,290	1,690,613
Cash from Investments			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds	8,055,339	10,999,987	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	186		
12.8 Total investment proceeds (Lines 12.1 to 12.7)	8,055,525	10,999,841	23,409,282
13. Cost of investments acquired (long-term only):			
13.1 Bonds	9,829,950	13,230,928	21,458,808
13.2 Stocks	54,730	9,214,290	16,589,381
13.3 Mortgage loans			
13.4 Real estate			
13.5 Other invested assets			
13.6 Miscellaneous applications		15,745	282
13.7 Total investments acquired (Lines 13.1 to 13.6)	9,884,680	22,460,963	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)	(1,829,156)	(11,461,122)	(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)	632,427	(1,538,170)	(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)	632,427	1,461,830	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)	50,468	(8,631,002)	(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)	487,082	1,866,252	436,614

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

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NOTES TO FINANCIAL STATEMENTS**Note 1 – Summary of Significant Accounting Policies****A. Accounting Practices**

The financial statements of Republic-Franklin Insurance Company are presented on the basis of accounting practices prescribed or permitted by the Ohio Insurance Department.

The Ohio Insurance Department recognizes only statutory accounting practices prescribed or permitted by the state of Ohio for determining and reporting the financial condition and results of operations of an insurance company and for determining its solvency under the Ohio Insurance Laws. The National Association of Insurance Commissioners' (NAIC) *Accounting Practices and Procedures* manual (NAIC SAP) has been adopted as a component of prescribed or permitted practices by the state of Ohio. The state of Ohio has adopted some practices that differ from NAIC SAP; however, none of those changes would impact the financial results of Republic-Franklin Insurance Company.

A reconciliation of the Company's net income and capital and surplus between NAIC SAP and practices prescribed and permitted by the state of Ohio is not required since there are no differences.

<u>Net Income</u>	State of Domicile	<u>2014</u>	<u>2013</u>
(1) Net Income, state basis (Page 4, Line 20, Columns 1 & 3)	Ohio	687,546	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	<u>0</u>	<u>0</u>
(4) Net Income, NAIC SAP (1 - 2 - 3 = 4)	Ohio	<u><u>687,546</u></u>	<u><u>1,694,848</u></u>
<u>Surplus</u>			
(1) Statutory surplus, state basis (Page 3, Line 37, Columns 1 & 2)	Ohio	48,787,888	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	<u>0</u>	<u>0</u>
(4) Statutory Surplus, NAIC SAP (1 - 2 - 3 = 4)	Ohio	<u><u>48,787,888</u></u>	<u><u>47,592,877</u></u>

B. No change.

C. No change.

Note 2 – Accounting Changes and Corrections of Errors

No change.

Note 3 – Business Combinations and Goodwill

No change.

Note 4 – Discontinued Operations

No change.

Note 5 - Investments

A. No change.

B. No change.

C. No change.

D. Loan-Backed Securities

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

(2) Not applicable.

(3) Not applicable.

(4) Unrealized Losses

a. The aggregate amount of unrealized losses:

Less than 12 months	Greater than 12 months	Total
75,634	507,829	583,463

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

Less than 12 months	Greater than 12 months	Total
8,826,182	19,499,298	28,325,480

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	7,553,853	0	0	7,553,853
Total Assets at Fair Value	7,553,853	0	0	7,553,853

- (b) Liabilities at Fair Value: Not applicable.

STATEMENT AS OF SEPTEMBER 30, 2014 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY
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	80,161,132	77,4762,454	100,000	80,061,132	0	0
Common Stock	7,553,853	7,553,853	7,553,853	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

- 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) <u>Company</u>	<u>Amount</u>
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 September 30, 2014, \$6.7 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 \$28.4 million as a result of re-estimation of unpaid claims and claim adjustment expenses. Therefore, there has been a \$2.4 million unfavorable prior-year development since December 31, 2013 to September 30, 2014.

Note 26 – Intercompany Pooling Arrangements

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

<u>NAIC Co. Code</u>	<u>Name</u>	<u>Percentage</u>
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%

NOTES TO FINANCIAL STATEMENTS

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.

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 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: \$ 4,190,406

INVESTMENT

- 11.1 Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.) Yes No
- 11.2 If yes, give full and complete information relating thereto:
12. Amount of real estate and mortgages held in other invested assets in Schedule BA: \$
13. Amount of real estate and mortgages held in short-term investments: \$
- 14.1 Does the reporting entity have any investments in parent, subsidiaries and affiliates? Yes No
- 14.2 If yes, please complete the following:
- | | 1
Prior Year-End
Book/Adjusted
Carrying Value | 2
Current Quarter
Book/Adjusted
Carrying Value |
|---|--|---|
| 14.21 Bonds | \$ | \$ |
| 14.22 Preferred Stock | \$ | \$ |
| 14.23 Common Stock | \$ | \$ |
| 14.24 Short-Term Investments | \$ | \$ |
| 14.25 Mortgage Loans on Real Estate | \$ | \$ |
| 14.26 All Other | \$ | \$ |
| 14.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26) | \$ | \$ |
| 14.28 Total Investment in Parent included in Lines 14.21 to 14.26 above | \$ | \$ |
- 15.1 Has the reporting entity entered into any hedging transactions reported on Schedule DB? Yes No
- 15.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state? Yes No
- If no, attach a description with this statement.

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 N/A
 If yes, attach an explanation.

Effective July 1, 2014, Founders Insurance Company joined the Pooling Reinsurance Agreement with its affiliated companies of Utica National Insurance Group. The Company's pooling percentage of 3% did not change as a result of this. Refer to Note 26 - Intercompany Pooling Arrangements for further details relating to this agreement.

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
 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

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

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

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

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

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

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	18,468,722	15,675,147	9,959,885	9,356,408	20,552,891	23,337,779
8. Delaware	DE	L	905,198	1,079,526	1,139,495	1,104,961	4,058,464	2,843,826
9. District of Columbia	DC	L	100,366	123,229	19,420	3,748	67,142	48,917
10. Florida	FL	N						
11. Georgia	GA	L	5,693,479	4,963,814	2,131,179	3,136,958	5,982,007	4,170,005
12. Hawaii	HI	N						
13. Idaho	ID	N						
14. Illinois	IL	L	2,360,159	1,931,702	688,934	687,153	5,338,139	5,652,396
15. Indiana	IN	L	381,693	263,135	35,093	16,376	366,968	300,305
16. Iowa	IA	N						
17. Kansas	KS	L	61,563	52,408		2,255	27,048	47,884
18. Kentucky	KY	N						
19. Louisiana	LA	N						
20. Maine	ME	N						
21. Maryland	MD	L	2,180,269	2,326,750	1,227,739	1,712,417	7,513,452	4,799,360
22. Massachusetts	MA	L	11,217,749	9,809,919	4,570,282	2,837,732	12,331,134	9,586,542
23. Michigan	MI	L	1,808,212	1,535,165	111,275	298,674	1,282,788	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	289,880	464,378	289,666	10,245	279,158	41,275
31. New Jersey	NJ	L	22,213,977	17,499,916	9,355,844	9,853,494	25,016,409	18,812,898
32. New Mexico	NM	N						
33. New York	NY	L	42,261,777	44,527,071	20,789,210	21,492,630	78,782,492	79,670,132
34. North Carolina	NC	L	7,235,330	5,932,501	3,927,507	3,420,869	7,386,991	8,062,575
35. North Dakota	ND	N						
36. Ohio	OH	L	4,209,326	3,621,196	1,517,049	616,832	2,731,990	2,533,171
37. Oklahoma	OK	N						
38. Oregon	OR	N						
39. Pennsylvania	PA	L	4,873,640	4,410,162	4,342,857	2,201,208	5,385,986	8,704,652
40. Rhode Island	RI	L	386,573	194,411	63,864	6,716	108,980	70,833
41. South Carolina	SC	N						
42. South Dakota	SD	N						
43. Tennessee	TN	L	2,087,206	3,421,265	1,414,292	1,173,346	2,113,308	1,728,605
44. Texas	TX	L	4,430,550	3,327,319	1,578,617	1,090,385	2,817,475	4,439,765
45. Utah	UT	N						
46. Vermont	VT	N						
47. Virginia	VA	L	3,012,933	2,747,371	1,795,945	1,461,250	4,230,568	3,819,980
48. Washington	WA	N						
49. West Virginia	WV	N						
50. Wisconsin	WI	L	1,991,746	2,518,965	809,148	1,349,235	2,470,536	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		136,170,349	126,425,348	65,767,300	61,832,894	188,843,928	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							

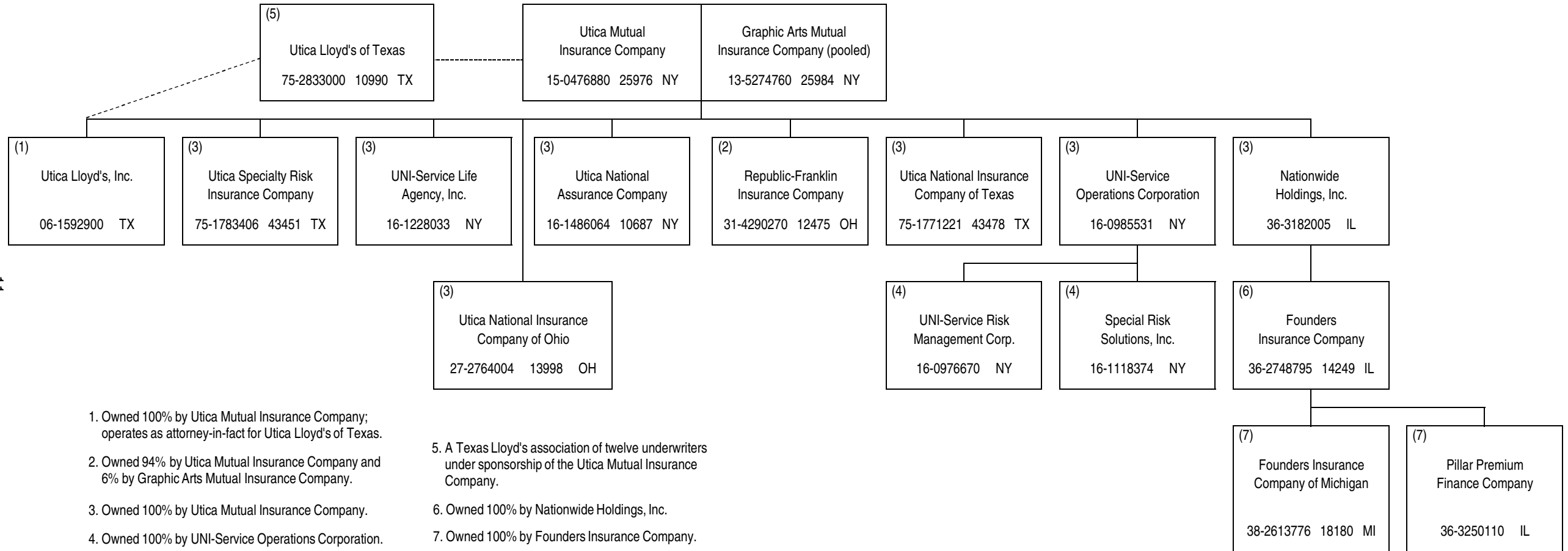
(L) Licensed or Chartered - Licensed Insurance Carrier or Domiciled RRG; (R) Registered - Non-domiciled RRGs; (Q) Qualified - Qualified or Accredited Reinsurer; (E) Eligible - Reporting Entities eligible or approved to write Surplus Lines in the state; (N) None of the above - Not allowed to write business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

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

STATEMENT AS OF SEPTEMBER 30, 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 SEPTEMBER 30, 2014



STATEMENT AS OF SEPTEMBER 30, 2014 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	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	IA	Utica Mutual Insurance Company	Ownership	94.000	Utica Mutual Insurance Company	1
.0201	Utica National Insurance Group	10687	16-1496064				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	
			36-3250110				Pillar Premium Finance Company	IL	NIA	Founders Insurance Company	Ownership	100.000	Utica Mutual Insurance Company	
			16-1228033				Uni-Service Life Agency, Inc.	NY	NIA	Utica Mutual Insurance Company	Ownership	100.000	Utica Mutual Insurance Company	

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

STATEMENT AS OF SEPTEMBER 30, 2014 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	83,145			
2. Allied Lines	79,685	22,930	28.8	1.8
3. Farmowners multiple peril				
4. Homeowners multiple peril	10,276,047	5,954,224	57.9	54.1
5. Commercial multiple peril	39,336,294	24,625,358	62.6	57.2
6. Mortgage guaranty				
8. Ocean marine				
9. Inland marine	229,637	68,211	29.7	14.2
10. Financial guaranty				
11.1 Medical professional liability - occurrence				
11.2 Medical professional liability - claims-made				
12. Earthquake	10,820			
13. Group accident and health				
14. Credit accident and health				
15. Other accident and health				
16. Workers' compensation	24,611,019	14,829,343	60.3	85.4
17.1 Other liability - occurrence	2,927,047	(28,028)	(1.0)	85.0
17.2 Other liability - claims-made	9,302,236	3,897,396	41.9	52.3
17.3 Excess workers' compensation				
18.1 Products liability - occurrence	20,348			
18.2 Products liability - claims-made				
19.1,19.2 Private passenger auto liability	5,578,027	3,492,855	62.6	60.5
19.3,19.4 Commercial auto liability	23,163,359	12,922,377	55.8	49.1
21. Auto physical damage	9,644,615	5,446,889	56.5	53.3
22. Aircraft (all perils)				
23. Fidelity				
24. Surety	3,408			
26. Burglary and theft	1,928			
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	125,267,615	71,231,553	56.9	62.0
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	2	3
	Current Quarter	Current Year to Date	Prior Year Year to Date
1. Fire	14,094	84,568	76,307
2. Allied Lines	11,813	79,363	65,726
3. Farmowners multiple peril			
4. Homeowners multiple peril	4,196,925	11,240,046	9,435,010
5. Commercial multiple peril	25,743,455	44,715,303	38,732,213
6. Mortgage guaranty			
8. Ocean marine			
9. Inland marine	91,167	251,293	222,476
10. Financial guaranty			
11.1 Medical professional liability - occurrence			
11.2 Medical professional liability - claims-made			
12. Earthquake	3,413	10,110	9,955
13. Group accident and health			
14. Credit accident and health			
15. Other accident and health			
16. Workers' compensation	8,874,756	24,508,016	27,047,911
17.1 Other liability - occurrence	1,553,279	2,740,997	3,762,187
17.2 Other liability - claims-made	3,678,091	10,672,967	8,008,866
17.3 Excess workers' compensation			
18.1 Products liability - occurrence	7,782	28,959	24,228
18.2 Products liability - claims-made			
19.1,19.2 Private passenger auto liability	1,655,626	5,220,896	5,950,475
19.3,19.4 Commercial auto liability	12,605,120	26,698,367	23,104,202
21. Auto physical damage	4,261,406	9,913,812	9,979,795
22. Aircraft (all perils)			
23. Fidelity			
24. Surety	4,556	4,556	4,556
26. Burglary and theft	141	1,096	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	62,701,623	136,170,349	126,425,348
DETAILS OF WRITE-INS			
3401.			
3402.			
3403.			
3498. Summary of remaining write-ins for Line 34 from overflow page			
3499. Totals (Lines 3401 through 3403 plus 3498)(Line 34 above)			

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

PART 3 (000 omitted)

LOSS AND LOSS ADJUSTMENT EXPENSE RESERVES SCHEDULE

	1	2	3	4	5	6	7	8	9	10	11	12	13
Years in Which Losses Occurred	Prior Year-End Known Case Loss and LAE Reserves	Prior Year-End IBNR Loss and LAE Reserves	Total Prior Year-End Loss and LAE Reserves (Cols. 1+2)	2014 Loss and LAE Payments on Claims Reported as of Prior Year-End	2014 Loss and LAE Payments on Claims Unreported as of Prior Year-End	Total 2014 Loss and LAE Payments (Cols. 4+5)	Q.S. Date Known Case Loss and LAE Reserves on Claims Reported and Open as of Prior Year End	Q.S. Date Known Case Loss and LAE Reserves on Claims Reported or Reopened Subsequent to Prior Year End	Q.S. Date IBNR Loss and LAE Reserves	Total Q.S. Loss and LAE Reserves (Cols.7+8+9)	Prior Year-End Known Case Loss and LAE Reserves Developed (Savings)/ Deficiency (Cols.4+7 minus Col. 1)	Prior Year-End IBNR Loss and LAE Reserves Developed (Savings)/ Deficiency (Cols. 5+8+9 minus Col. 2)	Prior Year-End Total Loss and LAE Reserve Developed (Savings)/ Deficiency (Cols. 11+12)
1. 2011 + Prior	10,415	7,569	17,984	2,775	74	2,849	9,514	282	6,473	16,270	1,874	(739)	1,135
2. 2012	2,894	3,152	6,046	1,552	57	1,609	2,348	285	2,411	5,044	1,005	(399)	606
3. Subtotals 2012 + Prior	13,310	10,721	24,030	4,327	131	4,458	11,862	567	8,884	21,313	2,879	(1,138)	1,741
4. 2013	3,291	5,426	8,717	2,014	306	2,320	2,542	496	4,010	7,048	1,266	(615)	651
5. Subtotals 2013 + Prior	16,600	16,147	32,747	6,341	437	6,778	14,404	1,063	12,894	28,361	4,145	(1,753)	2,392
6. 2014	XXX	XXX	XXX	XXX	3,464	3,464	XXX	3,147	5,122	8,270	XXX	XXX	XXX
7. Totals	16,600	16,147	32,747	6,341	3,900	10,242	14,404	4,210	18,017	36,631	4,145	(1,753)	2,392
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. 25.0	2. (10.9)	3. 7.3
													Col. 13, Line 7 As a % of Col. 1 Line 8
													4. 5.0

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

The following supplemental reports are required to be filed as part of your statement filing. However, in the event that your company does not transact the type of business for which the special report must be filed, your response of NO to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but is not being filed for whatever reason enter SEE EXPLANATION and provide an explanation following the interrogatory questions.

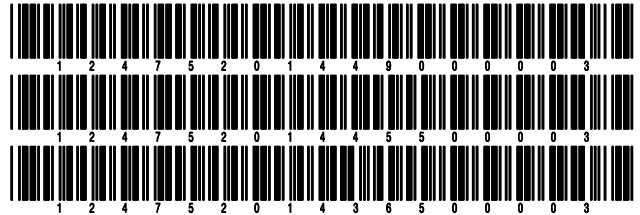
	Response
1. Will the Trusteed Surplus Statement be filed with the state of domicile and the NAIC with this statement?	NO
2. Will Supplement A to Schedule T (Medical Professional Liability Supplement) be filed with this statement?	NO
3. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC with this statement?	NO
4. Will the Director and Officer Insurance Coverage Supplement be filed with the state of domicile and the NAIC with this statement?	YES

Explanations:

- 1.
- 2.
- 3.

Bar Codes:

1. Trusteed Surplus Statement [Document Identifier 490]
2. Supplement A to Schedule T [Document Identifier 455]
3. Medicare Part D Coverage Supplement [Document Identifier 365]



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	400,207	400,207		
2505. Clearing Accounts	38,462	38,462		
2506. Deposits	400	400		
2597. Summary of remaining write-ins for Line 25 from overflow page	439,069	439,069		

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

SCHEDULE A - VERIFICATION

Real Estate

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

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	9,884,680	38,048,192
3. Accrual of discount	42,567	55,417
4. Unrealized valuation increase (decrease)	312,979	25,338
5. Total gain (loss) on disposals	67,108	547,776
6. Deduct consideration for bonds and stocks disposed of	8,055,339	23,409,429
7. Deduct amortization of premium	219,024	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)	84,930,321	82,897,350
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	84,930,321	82,897,350

STATEMENT AS OF SEPTEMBER 30, 2014 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 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)	59,693,681	2,361,792	1,192,590	447,908	58,842,527	59,693,681	61,310,791	58,395,754
2. NAIC 2 (a)	16,769,101		81,225	(522,212)	16,478,257	16,769,101	16,165,664	17,415,439
3. NAIC 3 (a)								
4. NAIC 4 (a)								
5. NAIC 5 (a)								
6. NAIC 6 (a)								
7. Total Bonds	76,462,782	2,361,792	1,273,815	(74,304)	75,320,784	76,462,782	77,476,455	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	76,462,782	2,361,792	1,273,815	(74,304)	75,320,784	76,462,782	77,476,455	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 \$

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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	900,000	1,200,000
3. Accrual of discount		251
4. Unrealized valuation increase (decrease)		
5. Total gain (loss) on disposals		(140)
6. Deduct consideration received on disposals	900,000	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)	99,998	99,998
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	99,998	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									
1 Number	2 Description	3 NAIC Designation or Other Description	4 Notional Amount	5 Book/Adjusted Carrying Value	6 Fair Value	7 Effective Date	8 Maturity Date	Derivative Instrument(s) Open			Cash Instrument(s) Held						
								9 Description	10 Book/Adjusted Carrying Value	11 Fair Value	12 CUSIP	13 Description	14 NAIC Designation or Other Description	15 Book/Adjusted Carrying Value	16 Fair Value		
NONE																	
9999999 - Totals											XXX	XXX	XXX	XXX	XXX	XXX	

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

SCHEDULE DB - PART C - SECTION 2

Replication (Synthetic Asset) Transactions Open

	First Quarter		Second Quarter		Third Quarter		Fourth Quarter		Year To Date	
	1 Number of Positions	2 Total Replication (Synthetic Asset) Transactions Statement Value	3 Number of Positions	4 Total Replication (Synthetic Asset) Transactions Statement Value	5 Number of Positions	6 Total Replication (Synthetic Asset) Transactions Statement Value	7 Number of Positions	8 Total Replication (Synthetic Asset) Transactions Statement Value	9 Number of Positions	10 Total Replication (Synthetic Asset) Transactions Statement Value
1. Beginning Inventory										
2. Add: Opened or Acquired Transactions.....										
3. Add: Increases in Replication (Synthetic Asset) Transactions Statement Value.....	XXX		XXX		XXX		XXX		XXX	
4. Less: Closed or Disposed of Transactions.....										
5. Less: Positions Disposed of for Failing Effectiveness Criteria.....										
6. Less: Decreases in Replication (Synthetic Asset) Transactions Statement Value.....	XXX		XXX		XXX		XXX		XXX	
7. Ending Inventory										

NONE

SCHEDULE DB - VERIFICATION

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

Book/Adjusted Carrying Value Check

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

NONE

Fair Value Check

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

Potential Exposure Check

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

SCHEDULE E - VERIFICATION

(Cash Equivalents)

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year		6,999,612
2. Cost of cash equivalents acquired		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)		

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

SCHEDULE B - PART 2

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

1 Loan Number	2 Location		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
	2 City	3 State						
NONE								
3399999 - Totals								

SCHEDULE B - PART 3

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

1 Loan Number	2 Location		4 Loan Type	5 Date Acquired	6 Disposal Date	7 Book Value/Recorded Investment Excluding Accrued Interest Prior Year	8 Change in Book Value/Recorded Investment						14 Book Value/Recorded Investment Excluding Accrued Interest on Disposal	15 Consideration	16 Foreign Exchange Gain (Loss) on Disposal	17 Realized Gain (Loss) on Disposal	18 Total Gain (Loss) on Disposal
	2 City	3 State					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					
NONE																	
0599999 - Totals																	

E02

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

SCHEDULE BA - PART 2

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

1 CUSIP Identification	2 Name or Description	Location		5 Name of Vendor or General Partner	6 NAIC Designation	7 Date Originally Acquired	8 Type and Strategy	9 Actual Cost at Time of Acquisition	10 Additional Investment Made After Acquisition	11 Amount of Encumbrances	12 Commitment for Additional Investment	13 Percentage of Ownership
		3 City	4 State									
NONE												
4699999 - Totals												XXX

SCHEDULE BA - PART 3

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

1 CUSIP Identification	2 Name or Description	Location		5 Name of Purchaser or Nature of Disposal	6 Date Originally Acquired	7 Disposal Date	8 Book/ Adjusted Carrying Value Less Encum- brances, Prior Year	Change in Book/Adjusted Carrying Value						15 Book/ Adjusted Carrying Value Less Encum- brances on Disposal	16 Consid- eration	17 Foreign Exchange Gain (Loss) on Disposal	18 Realized Gain (Loss) on Disposal	19 Total Gain (Loss) on Disposal	20 Invest- ment Income
		3 City	4 State					9 Unrealized Valuation Increase (De- crease)	10 Current Year's (Depre- ciation) or (Amorti- zation)/ Accretion	11 Current Year's Other Than Temporary Impair- ment Recogn- ized	12 Capital- ized Deferred Interest and Other	13 Total Change in Book/ Adjusted Carrying Value (9+10- 11+12)	14 Total Foreign Exchange Change in Book/ Adjusted Carrying Value						
NONE																			
4699999 - Totals																			

E03

STATEMENT AS OF SEPTEMBER 30, 2014 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)
3128M9-2M-3	FG 607680		.08/05/2014	ROYAL BANK OF SCOTLAND US		264,260	250,224	.306	1
3132M8-3G-9	FG 028299		.09/12/2014	RBC CAPITAL MARKETS SECURITIES - US		210,358	199,776	.355	1
3199999. Subtotal - Bonds - U.S. Special Revenues						474,618	450,000	661	XXX
084670-BL-1	BERKSHIRE HATHAWAY INC		.08/07/2014	WELLS FARGO SECURITIES LLC		399,964	400,000		1FE
161571-GP-3	CHAIT 2014-A6 A6		.07/17/2014	J.P. MORGAN		279,962	280,000		1FE
278642-AK-9	EBAY INC		.07/23/2014	J.P. MORGAN		299,337	300,000		1FE
316770-BC-2	FIFTH THIRD BANK		.09/02/2014	DEUTSCHE BANK		308,404	310,000		1FE
90261X-HE-5	UBS AG STAMFORD CT	E	.08/11/2014	UBS SECURITIES		299,508	300,000		1FE
3899999. Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)						1,587,175	1,590,000		XXX
8399997. Total - Bonds - Part 3						2,061,793	2,040,000	661	XXX
8399998. Total - Bonds - Part 5						XXX	XXX	XXX	XXX
8399999. Total - Bonds						2,061,793	2,040,000	661	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		.09/19/2014	DIVIDEND REINVESTMENT	105,418	19,548			L
9299999. Subtotal - Common Stocks - Mutual Funds						19,548	XXX		XXX
9799997. Total - Common Stocks - Part 3						19,548	XXX		XXX
9799998. Total - Common Stocks - Part 5						XXX	XXX	XXX	XXX
9799999. Total - Common Stocks						19,548	XXX		XXX
9899999. Total - Preferred and Common Stocks						19,548	XXX		XXX
9999999 - Totals						2,081,341	XXX	661	XXX

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

STATEMENT AS OF SEPTEMBER 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	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	22	
										11	12	13	14	15								
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 During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)	
36178H-GL-7	GN A89203		09/01/2014	MBS PAYMENT		62,921	62,921	67,222	63,230		(309)		(309)		62,921				1,257	11/15/2042	1	
36202E-RS-0	G2 4097		09/01/2014	MBS PAYMENT		11,208	11,208	10,993	11,169		39		39		11,208				376	03/20/2038	1	
36205B-4L-3	GN 386127		09/01/2014	MBS PAYMENT		494	494	494	494						494				26	01/15/2030	1	
36209D-B2-9	GN 468157		09/01/2014	MBS PAYMENT		1,502	1,502	1,503	1,503						1,502				72	08/15/2028	1	
36209M-4A-9	GN 476117		09/01/2014	MBS PAYMENT		27	27	27	27						27				1	07/15/2028	1	
36209U-PA-8	GN 482017		09/01/2014	MBS PAYMENT		100	100	100	100						100				4	08/15/2028	1	
36209W-AJ-8	GN 484225		09/01/2014	MBS PAYMENT		39	39	43	39						39				2	08/15/2028	1	
36210Y-D9-3	GN 506028		09/01/2014	MBS PAYMENT		205	205	205	205						205				10	10/15/2029	1	
36211C-QY-1	GN 509071		09/01/2014	MBS PAYMENT		304	304	289	304		1		1		304				13	05/15/2029	1	
36213E-L3-8	GN 552146		09/01/2014	MBS PAYMENT		1,883	1,884	1,884	1,884		(1)		(1)		1,883				75	11/15/2016	1	
36220U-Z2-0	GN 288861		09/01/2014	MBS PAYMENT		223	223	221	223						223				11	12/15/2022	1	
36224J-HS-4	GN 329741		09/01/2014	MBS PAYMENT		336	336	344	338		(2)		(2)		336				17	01/15/2023	1	
36225A-KU-3	GN 780307		09/01/2014	MBS PAYMENT		205	205	219	206		(1)		(1)		205				12	12/15/2021	1	
36225A-NY-2	GN 780407		09/01/2014	MBS PAYMENT		956	956	962	957		(1)		(1)		956				43	08/15/2024	1	
36290S-ZC-8	GN 616439		09/01/2014	MBS PAYMENT		2,041	2,041	2,034	2,040		1		1		2,041				68	06/15/2024	1	
36378B-7C-7	GNR 2013-33 A		09/01/2014	MBS PAYMENT		5,790	5,790	5,763	5,787		3		3		5,790				38	07/16/2038	1	
0599999	Subtotal - Bonds - U.S. Governments					88,234	88,234	92,314	88,506		(270)		(270)		88,234				2,025	XXX	XXX	XXX
31283G-K8-9	FG 600319		09/01/2014	MBS PAYMENT		103	103	108	104		(1)		(1)		103				7	04/01/2025	1	
31283H-HH-8	FG 601137		09/01/2014	MBS PAYMENT		51	51	50	51						51				3	09/01/2030	1	
31287Q-ND-9	FG 064888		09/01/2014	MBS PAYMENT		64	64	64	64						64				3	03/01/2032	1	
31288E-B5-5	FG C75460		09/01/2014	MBS PAYMENT		374	374	379	375		(1)		(1)		374				14	01/01/2033	1	
31289W-Z2-0	FG E92592		09/01/2014	MBS PAYMENT		1,736	1,736	1,799	1,744		(8)		(8)		1,736				64	11/01/2017	1	
3128M9-2M-3	FG 607680		09/01/2014	MBS PAYMENT		1,383	1,383	1,461							1,383				5	04/01/2044	1	
3128M9-XG-2	FG 607579		09/01/2014	MBS PAYMENT		8,242	8,242	8,538			(7)		(7)		8,242				99	08/01/2043	1	
3128M9-LJ-3	FG 613997		09/01/2014	MBS PAYMENT		9,118	9,118	9,346	9,146		(27)		(27)		9,118				247	12/01/2025	1	
3128M9-LH-1	FG 608583		09/01/2014	MBS PAYMENT		11,193	11,193	12,025			(33)		(33)		11,193				167	04/01/2044	1	
31292H-D6-8	FG 001025		09/01/2014	MBS PAYMENT		206	206	208	206						206				12	07/01/2030	1	
31292K-7G-6	FG 003595		09/01/2014	MBS PAYMENT		12,444	12,444	12,967	12,491		(46)		(46)		12,444				324	10/01/2040	1	
31293R-ME-8	FG C27557		09/01/2014	MBS PAYMENT		125	125	119	125						125				5	06/01/2029	1	
31294Z-NF-8	FG A93990		09/01/2014	MBS PAYMENT		8,233	8,233	8,517	8,258		(25)		(25)		8,233				220	09/01/2040	1	
31298U-CF-4	FG C57270		09/01/2014	MBS PAYMENT		5,084	5,084	5,008			3		3		5,084				203	09/01/2031	1	
31298W-CR-4	FG C59080		09/01/2014	MBS PAYMENT		298	298	297	298						298				12	10/01/2031	1	
31307A-EK-4	FG J21938		09/01/2014	MBS PAYMENT		30,862	30,862	32,208	31,001		(138)		(138)		30,862				522	01/01/2028	1	
31320D-H5-4	FG 000252		09/01/2014	MBS PAYMENT		3,261	3,261	3,344	3,270		(10)		(10)		3,261				98	04/01/2041	1	
31320K-5A-0	FG 004741		09/01/2014	MBS PAYMENT		3,492	3,492	3,732			(12)		(12)		3,492				58	11/01/2041	1	
31320K-V9-4	FG 004540		09/01/2014	MBS PAYMENT		41,824	41,824	42,626	41,883		(59)		(59)		41,824				971	11/01/2041	1	
31320K-ZN-9	FG 004649		09/01/2014	MBS PAYMENT		33,751	33,751	34,299	33,787		(36)		(36)		33,751				785	11/01/2041	1	
31320L-FM-1	FG 004972		09/01/2014	MBS PAYMENT		22,599	22,599	23,092	22,631		(32)		(32)		22,599				526	12/01/2041	1	
3132J6-US-1	FG 015592		09/01/2014	MBS PAYMENT		8,841	8,841	9,047	8,854		(13)		(13)		8,841				177	02/01/2043	1	
313615-LF-1	FN 50726		09/01/2014	MBS PAYMENT		422	422	422							422				20	05/01/2023	1	
31365D-LL-7	FN 124887		09/01/2014	MBS PAYMENT		401	401	403	401						401				18	06/01/2023	1	
31369S-LS-5	FN 219137		09/01/2014	MBS PAYMENT		10,493	10,493	10,453	10,454		39		39		10,493				510	08/01/2023	1	
31369T-N7-7	FN 220114		09/01/2014	MBS PAYMENT		118	118	118							118				6	06/01/2023	1	
31371J-PQ-1	FN 253431		09/01/2014	MBS PAYMENT		132	132	132	132						132				7	09/01/2015	1	
31371K-HW-4	FN 254145		09/01/2014	MBS PAYMENT		799	799	806	800		(1)		(1)		799				27	01/01/2032	1	
31380S-5J-8	FN 449149		09/01/2014	MBS PAYMENT		19	19	19	19						19				1	12/01/2028	1	
31386T-FU-4	FN 572679		09/01/2014	MBS PAYMENT		163	163	165	163		(1)		(1)		163				7	04/01/2031	1	
3138AII-RQ-8	FN AJ4994		09/01/2014	MBS PAYMENT		24,363	24,363	26,224	24,592		(229)		(229)		24,363				750	11/01/2041	1	
3138EK-QD-0	FN AL3151		09/01/2014	MBS PAYMENT		2,083	2,083	2,236	2,100		(18)		(18)		2,083				61	06/01/2042	1	
3138MP-VY-1	FN A07923		09/01/2014	MBS PAYMENT		23,255	23,255	24,279	23,319		(64)		(64)		23,255				455	12/01/2042	1	
3138W9-HL-7	FN AS0234		09/01/2014	MBS PAYMENT		7,395	7,395	7,754	7,420		(25)		(25)		7,395				206	08/01/2043	1	
3138WB-AR-6	FN AS1815		09/01/2014	MBS PAYMENT		7,453	7,453	7,762			(12)		(12)		7,453				112	02/01/2044	1	
3138WB-GU-3	FN AS2010		09/01/2014	MBS PAYMENT		8,330	8,330	8,695			(13)		(13)		8,330				114	03/01/2044	1	
3138WB-LK-9	FN AS2385		09/01/2014	MBS PAYMENT		1,708	1,708	1,803			(1)		(1)		1,708				11	05/01/2044	1	
31390E-SX-1	FN 644134		09/01/2014	MBS PAYMENT		45	45	45	45						45				2	05/01/2032	1	
31403A-XD-2	FN 743276		09/01/2014	MBS PAYMENT		148	148	152	151		(3)		(3)		148				6	10/01/2033	1	
31403C-6L-0	FN 745275		09/01/2014	MBS PAYMENT		3,712	3,712	3,616	3,697		15		15		3,712				124	02/01/2036	1	

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STATEMENT AS OF SEPTEMBER 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	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	22	
										11	12	13	14	15								
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 During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)	
31403C-BU-0	FN 745283		09/01/2014	MBS PAYMENT		9,558	9,558	9,233	9,508		51		51		9,558				355	01/01/2036	1	
31404F-J4-6	FN 767183		09/01/2014	MBS PAYMENT		8,629	8,629	8,594	8,622		8		8		8,629				288	02/01/2019	1	
31408J-DS-7	FN 852513		09/01/2014	MBS PAYMENT		10,396	10,396	10,293	10,367		29		29		10,396				392	01/01/2036	1	
31409W-D9-9	FN 880428		09/01/2014	MBS PAYMENT		2,555	2,555	2,563	2,557		(3)		(3)		2,555				98	04/01/2036	1	
31410X-ZR-0	FN 900852		09/01/2014	MBS PAYMENT		473	473	476	474						473				19	01/01/2037	1	
31416X-QU-7	FN AB2266		09/01/2014	MBS PAYMENT		8,696	8,696	9,055	8,723		(26)		(26)		8,696				230	02/01/2041	1	
31417E-CG-4	FN AB7270		09/01/2014	MBS PAYMENT		10,517	10,517	10,993	10,549		(32)		(32)		10,517				210	12/01/2042	1	
31417E-H2-0	FN AB7448		09/01/2014	MBS PAYMENT		49,218	49,218	51,037	49,407		(190)		(190)		49,218				825	01/01/2028	1	
31417E-ZK-0	FN AB7945		09/01/2014	MBS PAYMENT		43,748	43,748	45,170	43,851		(103)		(103)		43,748				893	02/01/2043	1	
31419F-FW-1	FN AE4680		09/01/2014	MBS PAYMENT		9,824	9,824	10,187	9,854		(30)		(30)		9,824				265	11/01/2040	1	
3199999	Subtotal - Bonds - U.S. Special Revenues					447,937	447,937	461,909	407,114		(1,054)		(1,054)		447,937				10,534	XXX	XXX	
02006K-AB-1	ALLYL 2013-SN1 A2		08/20/2014	MBS PAYMENT		161,451	161,451	161,539			(183)		(183)		161,451				379	05/20/2015	1FE	
03063W-AC-1	AMCAR 2012-2 A3		09/08/2014	MBS PAYMENT		98,001	98,001	98,196			(158)		(158)		98,001				425	10/11/2016	1FE	
07383F-SK-0	BSOMS 2005-T18 A4		09/01/2014	MBS PAYMENT		13,278	13,278	13,306	13,278						13,278				425	02/13/2042	1FM	
07387B-EB-5	BSOMS 2005-PW10 A4		09/01/2014	MBS PAYMENT		83,693	83,693	83,582	83,693						83,693				3,300	12/11/2040	1FM	
726505-AP-5	FREEMPORT-MCMORAN OIL&GAS		07/23/2014	CALLED BY ISSUER at 106.875		81,225	76,000	86,450			(5,225)		(5,225)		81,225				850	02/15/2023	2FE	
3899999	Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)					437,648	432,423	443,073	96,971		(5,566)		(5,566)		437,648				5,379	XXX	XXX	
8399997	Total - Bonds - Part 4					973,819	968,594	997,296	592,591		(6,890)		(6,890)		973,819				17,938	XXX	XXX	
8399998	Total - Bonds - Part 5					XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
8399999	Total - Bonds					973,819	968,594	997,296	592,591		(6,890)		(6,890)		973,819				17,938	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	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	XXX
9799999	Total - Common Stocks						XXX													XXX	XXX	
9899999	Total - Preferred and Common Stocks						XXX													XXX	XXX	
9999999	- Totals					973,819	XXX	997,296	592,591		(6,890)		(6,890)		973,819				17,938	XXX	XXX	

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

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

SCHEDULE DB - PART A - SECTION 1

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

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17	18	19	20	21	22	23							
Description	Description of Item(s) Hedged, Used for Income Generation or Replicated	Schedule/ Exhibit Identifier	Type(s) of Risk(s) (a)	Exchange, Counterparty or Central Clearinghouse	Trade Date	Date of Maturity or Expiration	Number of Contracts	Notional Amount	Strike Price (Rate or Index)	Cumulative Price (Year) Initial Cost or Premium (Received) Paid	Current Year Initial Cost or Premium (Received) Paid	Current Year Income	Book/ Adjusted Carrying Value	Code	Fair Value	Unrealized Valuation Increase/ (Decrease)	Total Foreign Exchange Change in B./A.C.V.	Current Year's (Amortization)/ Accretion	Adjustment to Carrying Value of Hedged Item	Potential Exposure	Credit Quality of Reference Entity	Hedge Effectiveness at Inception and at Quarter-end (b)							
1449999 - Totals														XXX														XXX	XXX

(a)

Code	Description of Hedged Risk(s)

(b)

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

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

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			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																			
														15 Cumulative Variation Margin	16 Deferred Variation Margin	17 Change in Variation Margin Gain (Loss) Used to Adjust Basis of Hedged Item																								
NONE																																								
1449999 - Totals																																							XXX	XXX

Broker Name	Beginning Cash Balance	Cumulative Cash Change	Ending Cash Balance
NONE			
Total Net Cash Deposits			

(a)

Code	Description of Hedged Risks

(b)

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

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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								
NONE											
0999999 - Totals											

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 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							



SUPPLEMENT FOR THE QUARTER ENDING SEPTEMBER 30, 2014 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
\$	\$414	\$

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:.....\$60,569
- 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. \$