



PROPERTY AND CASUALTY COMPANIES - ASSOCIATION EDITION

QUARTERLY STATEMENT

AS OF JUNE 30, 2015

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 VP, CFO & Treasurer Brian Wade Miller Jr. #

President & COO Richard Patrick Creedon EVP & Secretary Kristen Holly Martin

OTHER

Steven Paul Guzski Executive Vice President

DIRECTORS OR TRUSTEES

Clarence William Bachman	Alfred Elliot Calligaris	Richard Patrick Creedon #
Paul Alan Hagstrom, Ph.D.	Gregory Miller Harden	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.

Richard Patrick Creedon President & COO

Brian Wade Miller, Jr. VP, CFO & Treasurer

Kristen Holly Martin EVP & Secretary

Subscribed and sworn to before me this day of

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

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

STATEMENT AS OF JUNE 30, 2015 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	84,845,426		84,845,426	82,439,462
2. Stocks:				
2.1 Preferred stocks				
2.2 Common stocks	4,299,630		4,299,630	7,558,992
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 (\$557,737), cash equivalents (\$) and short-term investments (\$100,000)	657,737		657,737	359,396
6. Contract loans (including \$ premium notes)				
7. Derivatives				
8. Other invested assets				
9. Receivables for securities	2		2	
10. Securities lending reinvested collateral assets				
11. Aggregate write-ins for invested assets				
12. Subtotals, cash and invested assets (Lines 1 to 11)	89,802,795		89,802,795	90,357,849
13. Title plants less \$ charged off (for Title insurers only)				
14. Investment income due and accrued	667,842		667,842	642,641
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	6,843,971	99,389	6,744,583	6,530,516
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$19,940 earned but unbilled premiums)	409,026	2,262	406,764	616,724
15.3 Accrued retrospective premiums				
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers	380,656		380,656	315,945
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	2,173,784	266,243	1,907,541	2,054,962
19. Guaranty funds receivable or on deposit	1,514,096		1,514,096	1,128,637
20. Electronic data processing equipment and software	46,312		46,312	29,413
21. Furniture and equipment, including health care delivery assets (\$)	10,559	10,559		
22. Net adjustment in assets and liabilities due to foreign exchange rates				
23. Receivables from parent, subsidiaries and affiliates				
24. Health care (\$) and other amounts receivable				
25. Aggregate write-ins for other than invested assets	1,484,905	632,707	852,199	840,481
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25)	103,333,947	1,011,159	102,322,787	102,517,168
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts				
28. Total (Lines 26 and 27)	103,333,947	1,011,159	102,322,787	102,517,168
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	721,297	4,131	717,166	697,661
2502. Equities and Deposits in Pools and Associations	135,846	813	135,033	142,821
2503. Prepaid Expenses	57,773	57,773		
2598. Summary of remaining write-ins for Line 25 from overflow page	569,990	569,990		
2599. Totals (Lines 2501 through 2503 plus 2598)(Line 25 above)	1,484,905	632,707	852,199	840,481

STATEMENT AS OF JUNE 30, 2015 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

LIABILITIES, SURPLUS AND OTHER FUNDS

	1 Current Statement Date	2 December 31, Prior Year
1. Losses (current accident year \$6,205,274)	28,647,877	28,801,741
2. Reinsurance payable on paid losses and loss adjustment expenses		
3. Loss adjustment expenses	7,410,440	7,415,803
4. Commissions payable, contingent commissions and other similar charges	432,077	544,270
5. Other expenses (excluding taxes, licenses and fees)	995,196	1,147,027
6. Taxes, licenses and fees (excluding federal and foreign income taxes)	999,711	730,388
7.1 Current federal and foreign income taxes (including \$ on realized capital gains (losses))	1,435,695	2,121,091
7.2 Net deferred tax liability		
8. Borrowed money \$ and interest thereon \$		
9. Unearned premiums (after deducting unearned premiums for ceded reinsurance of \$81,422,210 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)	11,015,667	11,226,279
10. Advance premium	100,045	119,136
11. Dividends declared and unpaid:		
11.1 Stockholders		
11.2 Policyholders	105,279	89,844
12. Ceded reinsurance premiums payable (net of ceding commissions)	218,761	220,135
13. Funds held by company under reinsurance treaties		13,472
14. Amounts withheld or retained by company for account of others	1,292,141	943,516
15. Remittances and items not allocated		
16. Provision for reinsurance (including \$ certified)		
17. Net adjustments in assets and liabilities due to foreign exchange rates		
18. Drafts outstanding		
19. Payable to parent, subsidiaries and affiliates	132,123	406,898
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	(282,582)	(298,234)
26. Total liabilities excluding protected cell liabilities (Lines 1 through 25)	52,502,430	53,481,367
27. Protected cell liabilities		
28. Total liabilities (Lines 26 and 27)	52,502,430	53,481,367
29. Aggregate write-ins for special surplus funds	242,614	211,381
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)	40,937,941	40,184,618
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)	49,820,357	49,035,801
38. Totals (Page 2, Line 28, Col. 3)	102,322,787	102,517,168
DETAILS OF WRITE-INS		
2501. Contingent Balances in Safety Groups	20,670	29,310
2502. Liability for Pension Benefits	(303,252)	(327,544)
2503.		
2598. Summary of remaining write-ins for Line 25 from overflow page		
2599. Totals (Lines 2501 through 2503 plus 2598)(Line 25 above)	(282,582)	(298,234)
2901. Reserve for Undeclared Dividends	242,614	211,381
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)	242,614	211,381
3201.		
3202.		
3203.		
3298. Summary of remaining write-ins for Line 32 from overflow page		
3299. Totals (Lines 3201 through 3203 plus 3298)(Line 32 above)		

STATEMENT OF INCOME

	1	2	3
	Current Year to Date	Prior Year to Date	Prior Year Ended December 31
UNDERWRITING INCOME			
1. Premiums earned:			
1.1 Direct (written \$84,829,174)	89,800,219	81,874,402	168,764,656
1.2 Assumed (written \$11,465,484)	11,676,096	9,889,184	30,919,647
1.3 Ceded (written \$84,829,174)	89,800,219	81,874,402	178,193,629
1.4 Net (written \$11,465,484)	11,676,095	9,889,184	21,490,674
DEDUCTIONS:			
2. Losses incurred (current accident year \$8,741,398):			
2.1 Direct	45,900,650	45,486,054	105,398,072
2.2 Assumed	6,363,776	5,227,186	(14,610,415)
2.3 Ceded	45,946,733	45,485,532	79,275,388
2.4 Net	6,317,693	5,227,708	11,512,269
3. Loss adjustment expenses incurred	1,578,197	1,339,030	2,709,189
4. Other underwriting expenses incurred	3,994,582	3,607,538	7,852,481
5. Aggregate write-ins for underwriting deductions			
6. Total underwriting deductions (Lines 2 through 5)	11,890,472	10,174,276	22,073,940
7. Net income of protected cells			
8. Net underwriting gain or (loss) (Line 1 minus Line 6 + Line 7)	(214,376)	(285,092)	(583,266)
INVESTMENT INCOME			
9. Net investment income earned	1,379,860	1,376,789	2,817,083
10. Net realized capital gains (losses) less capital gains tax of \$	(154,977)	43,607	43,607
11. Net investment gain (loss) (Lines 9 + 10)	1,224,882	1,420,395	2,860,690
OTHER INCOME			
12. Net gain or (loss) from agents' or premium balances charged off (amount recovered \$1,436 amount charged off \$23,210)	(21,774)	(11,788)	(41,736)
13. Finance and service charges not included in premiums	108,037	355,059	457,036
14. Aggregate write-ins for miscellaneous income	(17,093)	(7,514)	(23,796)
15. Total other income (Lines 12 through 14)	69,170	335,757	391,504
16. Net income before dividends to policyholders, after capital gains tax and before all other federal and foreign income taxes (Lines 8 + 11 + 15)	1,079,676	1,471,060	2,668,928
17. Dividends to policyholders	104,788	115,729	234,432
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)	974,888	1,355,331	2,434,496
19. Federal and foreign income taxes incurred	116,185	537,890	1,321,333
20. Net income (Line 18 minus Line 19)(to Line 22)	858,703	817,441	1,113,163
CAPITAL AND SURPLUS ACCOUNT			
21. Surplus as regards policyholders, December 31 prior year	49,035,801	47,592,877	47,592,877
22. Net income (from Line 20)	858,703	817,441	1,113,163
23. Net transfers (to) from Protected Cell accounts			
24. Change in net unrealized capital gains (losses) less capital gains tax of \$58,410	103,669	274,195	191,827
25. Change in net unrealized foreign exchange capital gain (loss)			
26. Change in net deferred income tax	(43,266)	(5,630)	316,267
27. Change in nonadmitted assets	(118,897)	28,718	(24,597)
28. Change in provision for reinsurance			6,322
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			
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	(15,652)	(116,276)	(160,057)
38. Change in surplus as regards policyholders (Lines 22 through 37)	784,556	998,447	1,442,924
39. Surplus as regards policyholders, as of statement date (Lines 21 plus 38)	49,820,357	48,591,324	49,035,801
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	39	696	1,089
1402. Miscellaneous Income	(17,133)	(8,211)	(24,885)
1403.			
1498. Summary of remaining write-ins for Line 14 from overflow page			
1499. Totals (Lines 1401 through 1403 plus 1498)(Line 14 above)	(17,093)	(7,514)	(23,796)
3701. Contingent Balance in Safety Groups	8,640	(36,720)	24,330
3702. Pension Expense			(115,144)
3703. Pension Benefit Obligation	(24,292)	(79,556)	(69,243)
3798. Summary of remaining write-ins for Line 37 from overflow page			
3799. Totals (Lines 3701 through 3703 plus 3798)(Line 37 above)	(15,652)	(116,276)	(160,057)

STATEMENT AS OF JUNE 30, 2015 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	11,432,280	9,403,254	20,881,032
2. Net investment income	1,530,973	1,442,654	3,003,911
3. Miscellaneous income	69,170	335,757	391,504
4. Total (Lines 1 to 3)	13,032,423	11,181,665	24,276,447
5. Benefit and loss related payments	6,536,268	4,485,628	10,922,193
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts			
7. Commissions, expenses paid and aggregate write-ins for deductions	5,900,892	5,766,571	11,376,802
8. Dividends paid to policyholders	89,354	109,863	252,548
9. Federal and foreign income taxes paid (recovered) net of \$ tax on capital gains (losses)	801,581	129,611	129,611
10. Total (Lines 5 through 9)	13,328,095	10,491,672	22,681,154
11. Net cash from operations (Line 4 minus Line 10)	(295,672)	689,992	1,595,293
Cash from Investments			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds	8,340,177	7,081,524	9,214,474
12.2 Stocks	3,311,582		
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			
12.7 Miscellaneous proceeds		14	186
12.8 Total investment proceeds (Lines 12.1 to 12.7)	11,651,759	7,081,538	9,214,660
13. Cost of investments acquired (long-term only):			
13.1 Bonds	10,928,077	7,768,158	16,126,809
13.2 Stocks	42,601	35,183	77,730
13.3 Mortgage loans			
13.4 Real estate			
13.5 Other invested assets			
13.6 Miscellaneous applications	2		
13.7 Total investments acquired (Lines 13.1 to 13.6)	10,970,679	7,803,341	16,204,538
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)	681,080	(721,803)	(6,989,879)
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			
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)	(87,066)	(76,541)	5,317,367
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6)	(87,066)	(76,541)	5,317,367
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) ..	298,342	(108,351)	(77,218)
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year	359,396	436,614	436,614
19.2 End of period (Line 18 plus Line 19.1)	657,737	328,262	359,396

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

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STATEMENT AS OF JUNE 30, 2015 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

NOTES TO FINANCIAL STATEMENTS

Note 1 – Summary of Significant Accounting Policies

A. Accounting Practices

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

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

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

<u>Net Income</u>	State of <u>Domicile</u>	<u>2015</u>	<u>2014</u>
(1) Net Income, state basis (Page 4, Line 20, Columns 1 & 3)	Ohio	858,703	1,113,163
(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	858,703	1,113,163
<u>Surplus</u>			
(1) Statutory surplus, state basis (Page 3, Line 37, Columns 1 & 2)	Ohio	49,820,357	49,035,801
(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	49,820,357	49,035,801

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
554,064	187,275	741,339

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

Less than 12 months	Greater than 12 months	Total
24,824,511	5,748,246	30,572,757

STATEMENT AS OF JUNE 30, 2015 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

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. Not applicable.
- F. Not applicable.
- G. Not applicable.
- 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
Bonds	0	785,156	0	785,156
Common Stock	4,299,630	0	0	4,299,630
Total Assets at Fair Value	4,299,630	785,156	0	5,084,786

STATEMENT AS OF JUNE 30, 2015 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

NOTES TO FINANCIAL STATEMENTS

(b) Liabilities at Fair Value: Not applicable.

(2) Not applicable.

(3) Not applicable.

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

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

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

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

(5) Not applicable.

B. Not applicable.

C.

Type of Financial Instrument	Aggregate Fair Value	Admitted Assets	Level 1	Level 2	Level 3	Not Practicable (Carrying Value)
Bonds	87,102,235	84,945,426	100,000	87,002,235	0	0
Common Stock	4,299,630	4,299,630	4,299,630	0	0	0

D. Not applicable.

Note 21 – Other Items

No change.

Note 22 – Events Subsequent

No change.

Property & Casualty Specific Notes

Note 23 – Reinsurance

No change.

Note 24 – Retrospectively Rated Contracts and Contracts Subject to Redetermination

No change.

Note 25 – Change in Incurred Losses and Loss Adjustment Expenses

Reserves as of December 31, 2014 were \$36.2 million. As of June 30, 2015, \$5.5 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 \$29.9 million as a result of re-estimation of unpaid claims and claim adjustment expenses. Therefore, there has been a \$845 thousand favorable prior-year development since December 31, 2014 to June 30, 2015.

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.

STATEMENT AS OF JUNE 30, 2015 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

NOTES TO FINANCIAL STATEMENTS

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

No change.

Note 33 – Asbestos / Environmental Reserves

No change.

Note 34 – Subscriber Savings Accounts

No change

Note 35 –Multiple Peril Crop Insurance

No change.

Note 36 –Financial Guaranty Insurance

No change.

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES

GENERAL

1.1

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

Yes ☐ No ☒

1.2

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

Yes ☐ No ☐

2.1

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

Yes ☐ No ☒

2.2

If yes, date of change:

3.1

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?
If yes, complete Schedule Y, Parts 1 and 1A.

Yes ☒ No ☐

3.2

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

Yes ☐ No ☒

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 ☒

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?
If yes, attach an explanation.

Yes ☐ No ☐ N/A ☒

6.1

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

12/31/2014

6.2

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

12/31/2009

6.3

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

02/28/2011

6.4

By what department or departments?
Ohio

6.5

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

Yes ☐ No ☐ N/A ☒

6.6

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

Yes ☒ No ☐ N/A ☐

7.1

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

Yes ☐ No ☒

7.2

If yes, give full information:

8.1

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

Yes ☐ No ☒

8.2

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

8.3

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

Yes ☐ No ☒

8.4

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

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

GENERAL INTERROGATORIES

- 9.1

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

Yes [X] No []
- 9.11

If the response to 9.1 is No, please explain:
- 9.2

Has the code of ethics for senior managers been amended?

Yes [] No [X]
- 9.21

If the response to 9.2 is Yes, provide information related to amendment(s).
- 9.3

Have any provisions of the code of ethics been waived for any of the specified officers?

Yes [] No [X]
- 9.31

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

FINANCIAL

- 10.1

Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement?

Yes [] No [X]
- 10.2

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

\$

INVESTMENT

- 11.1

Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.)

Yes [] No [X]
- 11.2

If yes, give full and complete information relating thereto:
12.

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

\$
13.

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

\$
- 14.1

Does the reporting entity have any investments in parent, subsidiaries and affiliates?

Yes [] No [X]
- 14.2

If yes, please complete the following:
- | | 1 | 2 |
|---|---|--|
| | Prior Year-End
Book/Adjusted
Carrying Value | Current Quarter
Book/Adjusted
Carrying Value |
| 14.21 Bonds | \$ | \$ |
| 14.22 Preferred Stock | \$ | \$ |
| 14.23 Common Stock | \$ | \$ |
| 14.24 Short-Term Investments | \$ | \$ |
| 14.25 Mortgage Loans on Real Estate | \$ | \$ |
| 14.26 All Other | \$ | \$ |
| 14.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26) | \$ | \$ |
| 14.28 Total Investment in Parent included in Lines 14.21 to 14.26 above | \$ | \$ |
- 15.1

Has the reporting entity entered into any hedging transactions reported on Schedule DB?

Yes [] No [X]
- 15.2

If yes, has a comprehensive description of the hedging program been made available to the domiciliary state?
If no, attach a description with this statement.

Yes [] No []

STATEMENT AS OF JUNE 30, 2015 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

GENERAL INTERROGATORIES

16. For the reporting entity's security lending program, state the amount of the following as of the current statement date:
- 16.1 Total fair value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2.

16.2 Total book adjusted/carrying value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2

16.3 Total payable for securities lending reported on the liability page.
- \$

\$

\$

17. Excluding items in Schedule E - Part 3 - Special Deposits, real estate, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Section 1, III - General Examination Considerations, F. Outsourcing of Critical Functions, Custodial or Safekeeping Agreements of the NAIC Financial Condition Examiners Handbook?
- Yes [X] No []

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

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

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

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

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

- 17.4 If yes, give full information relating thereto:

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

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

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

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

- 18.2 If no, list exceptions:

GENERAL INTERROGATORIES

PART 2 - PROPERTY & CASUALTY INTERROGATORIES

1.

If the reporting entity is a member of a pooling arrangement, did the agreement or the reporting entity's participation change?
If yes, attach an explanation.

Yes [] No [X] N/A []
2.

Has the reporting entity reinsured any risk with any other reporting entity and agreed to release such entity from liability, in whole or in part, from any loss that may occur on the risk, or portion thereof, reinsured?
If yes, attach an explanation.

Yes [] No [X]
- 3.1

Have any of the reporting entity's primary reinsurance contracts been canceled?

Yes [] No [X]
- 3.2

If yes, give full and complete information thereto.
- 4.1

Are any of the liabilities for unpaid losses and loss adjustment expenses other than certain workers' compensation tabular reserves (see Annual Statement Instructions pertaining to disclosure of discounting for definition of " tabular reserves") discounted at a rate of interest greater than zero?

Yes [] No [X]

4.2 If yes, complete the following schedule:

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

5.

Operating Percentages:

5.1 A&H loss percent %

5.2 A&H cost containment percent %

5.3 A&H expense percent excluding cost containment expenses %
- 6.1

Do you act as a custodian for health savings accounts?

Yes [] No [X]
- 6.2

If yes, please provide the amount of custodial funds held as of the reporting date\$.....
- 6.3

Do you act as an administrator for health savings accounts?

Yes [] No [X]
- 6.4

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

SCHEDULE F - CEDED REINSURANCE

Showing All New Reinsurers - Current Year to Date

[illegible]

SCHEDULE T - EXHIBIT OF PREMIUMS WRITTEN

Current Year to Date - Allocated by States and Territories							
States, etc.	1 Active Status	Direct Premiums Written		Direct Losses Paid (Deducting Salvage)		Direct Losses Unpaid	
		2 Current Year To Date	3 Prior Year To Date	4 Current Year To Date	5 Prior Year To Date	6 Current Year To Date	7 Prior Year To Date
1. Alabama.....AL	N						
2. Alaska.....AK	N						
3. Arizona.....AZ	N						
4. Arkansas.....AR	N						
5. California.....CA	N						
6. Colorado.....CO	N						
7. Connecticut.....CT	L	10,525,966	9,021,104	7,118,159	5,917,564	23,445,151	24,237,709
8. Delaware.....DE	L	777,249	637,951	626,478	595,882	3,936,457	3,753,357
9. District of Columbia.....DC	L	19,142	27,998	19,580		24,175	66,255
10. Florida.....FL	N						
11. Georgia.....GA	L	3,736,296	3,542,837	1,884,713	1,391,053	6,728,172	4,720,812
12. Hawaii.....HI	N						
13. Idaho.....ID	N						
14. Illinois.....IL	L	1,724,745	1,500,166	192,359	619,818	6,321,444	5,349,104
15. Indiana.....IN	L	274,593	219,859	57,875	21,727	225,393	288,075
16. Iowa.....IA	N						
17. Kansas.....KS	L	72,844	55,691	900		26,323	26,757
18. Kentucky.....KY	N						
19. Louisiana.....LA	N						
20. Maine.....ME	N						
21. Maryland.....MD	L	1,318,356	1,156,469	535,376	646,832	7,049,764	7,247,681
22. Massachusetts.....MA	L	5,087,302	4,697,290	4,171,507	3,239,249	12,844,279	11,669,583
23. Michigan.....MI	L	1,353,160	1,254,077	192,143	59,627	628,022	945,486
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	105,694	52,534	105,781	188,224	297,013	393,472
31. New Jersey.....NJ	L	15,251,164	11,708,358	8,686,972	4,936,284	23,928,901	22,965,348
32. New Mexico.....NM	N						
33. New York.....NY	L	27,317,796	23,735,629	22,795,600	13,421,671	79,775,720	78,760,648
34. North Carolina.....NC	L	4,788,614	3,944,188	2,088,950	2,683,086	4,724,559	7,971,253
35. North Dakota.....ND	N						
36. Ohio.....OH	L	2,989,187	2,505,431	682,563	1,164,336	2,442,957	2,144,835
37. Oklahoma.....OK	N						
38. Oregon.....OR	N						
39. Pennsylvania.....PA	L	2,519,361	1,979,187	1,077,935	3,181,796	6,257,554	6,022,829
40. Rhode Island.....RI	L	266,132	202,068	129,773	16,444	207,276	103,519
41. South Carolina.....SC	N						
42. South Dakota.....SD	N						
43. Tennessee.....TN	L	844,395	1,567,696	461,318	1,039,546	1,831,760	2,015,173
44. Texas.....TX	L	2,816,721	2,837,869	612,025	1,050,194	4,096,747	3,129,731
45. Utah.....UT	N						
46. Vermont.....VT	N						
47. Virginia.....VA	L	1,891,231	1,841,478	846,103	1,058,404	2,655,234	2,783,681
48. Washington.....WA	N						
49. West Virginia.....WV	N						
50. Wisconsin.....WI	L	1,149,226	980,844	497,042	721,012	2,801,273	2,317,671
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	84,829,174	73,468,726	52,783,151	41,952,751	190,248,172	186,912,978
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, 2015 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

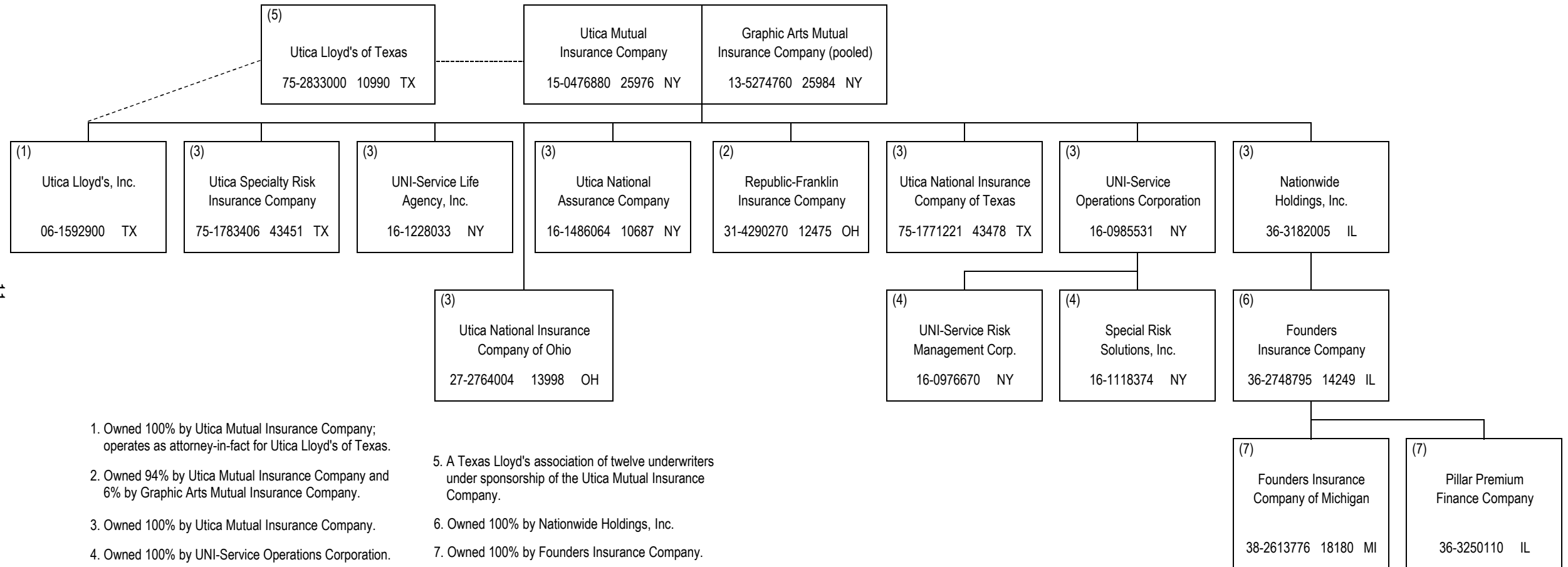
SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP

PART 1 - ORGANIZATIONAL CHART

UTICA NATIONAL INSURANCE GROUP

ORGANIZATION STRUCTURE

JUNE 30, 2015



SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

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

PART 1 - LOSS EXPERIENCE

Line of Business		Current Year to Date			4 Prior Year to Date Direct Loss Percentage
		1 Direct Premiums Earned	2 Direct Losses Incurred	3 Direct Loss Percentage	
1.	Fire	52,189			
2.	Allied Lines	47,020			64.8
3.	Farmowners multiple peril				
4.	Homeowners multiple peril	7,828,231	5,969,739	76.3	60.0
5.	Commercial multiple peril	29,182,624	16,897,664	57.9	58.7
6.	Mortgage guaranty				
8.	Ocean marine				
9.	Inland marine	170,416	43,052	25.3	6.3
10.	Financial guaranty				
11.1	Medical professional liability - occurrence				
11.2	Medical professional liability - claims-made				
12.	Earthquake	6,311			
13.	Group accident and health				
14.	Credit accident and health				
15.	Other accident and health				
16.	Workers' compensation	16,397,637	3,177,251	19.4	57.9
17.1	Other liability - occurrence	1,608,834	(551,000)	(34.2)	10.1
17.2	Other liability - claims-made	7,133,898	2,102,810	29.5	32.5
17.3	Excess workers' compensation				
18.1	Products liability - occurrence	17,020			
18.2	Products liability - claims-made				
19.1,19.2	Private passenger auto liability	3,193,386	2,456,700	76.9	68.4
19.3,19.4	Commercial auto liability	17,693,023	11,871,513	67.1	57.8
21.	Auto physical damage	6,465,821	3,932,922	60.8	57.8
22.	Aircraft (all perils)				
23.	Fidelity				
24.	Surety	2,259			
26.	Burglary and theft	1,550			
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	89,800,219	45,900,650	51.1	55.6
DETAILS OF WRITE-INS					
3401.	.....			
3402.	.....			
3403.	.....			
3498.	Summary of remaining write-ins for Line 34 from overflow page				
3499.	Totals (Lines 3401 through 3403 plus 3498)(Line 34 above)				

PART 2 - DIRECT PREMIUMS WRITTEN

Line of Business		1	2	3
		Current Quarter	Current Year to Date	Prior Year Year to Date
1.	Fire	4,509	13,531	70,474
2.	Allied Lines	6,288	19,569	67,550
3.	Farmowners multiple peril			
4.	Homeowners multiple peril	4,594,391	8,166,351	7,043,121
5.	Commercial multiple peril	12,150,782	22,967,143	18,971,848
6.	Mortgage guaranty			
8.	Ocean marine			
9.	Inland marine	89,257	166,536	160,126
10.	Financial guaranty			
11.1	Medical professional liability - occurrence			
11.2	Medical professional liability - claims-made			
12.	Earthquake	4,293	6,220	6,697
13.	Group accident and health			
14.	Credit accident and health			
15.	Other accident and health			
16.	Workers' compensation	9,875,604	17,906,721	15,633,260
17.1	Other liability - occurrence	654,091	1,247,775	1,187,718
17.2	Other liability - claims-made	3,843,091	7,856,664	6,994,876
17.3	Excess workers' compensation			
18.1	Products liability - occurrence	15,683	27,825	21,177
18.2	Products liability - claims-made			
19.1,19.2	Private passenger auto liability	1,542,203	3,090,640	3,565,270
19.3,19.4	Commercial auto liability	8,437,642	17,153,146	14,093,248
21.	Auto physical damage	3,270,093	6,205,502	5,652,407
22.	Aircraft (all perils)			
23.	Fidelity			
24.	Surety			
26.	Burglary and theft	784	1,551	955
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	44,488,710	84,829,174	73,468,726
DETAILS OF WRITE-INS				
3401.	.....		
3402.	.....		
3403.	.....		
3498.	Summary of remaining write-ins for Line 34 from overflow page			
3499.	Totals (Lines 3401 through 3403 plus 3498)(Line 34 above)			

STATEMENT AS OF JUNE 30, 2015 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)	2015 Loss and LAE Payments on Claims Reported as of Prior Year-End	2015 Loss and LAE Payments on Claims Unreported as of Prior Year-End	Total 2015 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. 2012 + Prior	11,401	8,018	19,419	2,625	90	2,715	9,649	152	6,620	16,420	872	(1,156)	(284)											
2. 2013	2,971	3,659	6,630	865	41	905	2,558	182	2,752	5,492	452	(685)	(233)											
3. Subtotals 2013 + Prior	14,372	11,677	26,049	3,489	131	3,620	12,207	333	9,372	21,912	1,324	(1,841)	(518)											
4. 2014	3,961	6,207	10,168	1,647	252	1,899	3,039	433	4,470	7,941	725	(1,053)	(328)											
5. Subtotals 2014 + Prior	18,333	17,884	36,218	5,137	382	5,519	15,246	766	13,841	29,853	2,049	(2,894)	(845)											
6. 2015	XXX	XXX	XXX	XXX	2,536	2,536	XXX	2,388	3,817	6,205	XXX	XXX	XXX											
7. Totals	18,333	17,884	36,218	5,137	2,918	8,055	15,246	3,155	17,658	36,058	2,049	(2,894)	(845)											
8. Prior Year-End Surplus As Regards Policyholders	49,036											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. 11.2	2. (16.2)	3. (2.3)										
													Col. 13, Line 7 As a % of Col. 1 Line 8 4. (1.7)											

STATEMENT AS OF JUNE 30, 2015 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

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

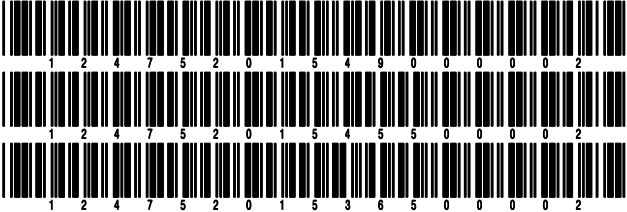
	Response
1. Will the Trusteed Surplus Statement be filed with the state of domicile and the NAIC with this statement?	NO
2. Will Supplement A to Schedule T (Medical Professional Liability Supplement) be filed with this statement?	NO
3. Will the Medicare Part D Coverage Supplement be filed with the state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

Explanations:

1.
2.
3.

Bar Codes:

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



STATEMENT AS OF JUNE 30, 2015 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

OVERFLOW PAGE FOR WRITE-INS

Additional Write-ins for Assets Line 25

		Current Statement Date			4 December 31 Prior Year Net Admitted Assets
		1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
2504.	Miscellaneous Office Equipment	520,791	520,791		
2505.	Clearing Accounts	48,800	48,800		
2506.	Deposits	400	400		
2597.	Summary of remaining write-ins for Line 25 from overflow page	569,990	569,990		

SCHEDULE A - VERIFICATION

Real Estate

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

SCHEDULE B - VERIFICATION

Mortgage Loans

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

SCHEDULE BA - VERIFICATION

Other Long-Term Invested Assets

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

SCHEDULE D - VERIFICATION

Bonds and Stocks

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year	89,998,475	82,897,350
2. Cost of bonds and stocks acquired	10,970,678	16,204,543
3. Accrual of discount	12,243	48,533
4. Unrealized valuation increase (decrease)	162,079	295,118
5. Total gain (loss) on disposals	(154,999)	67,108
6. Deduct consideration for bonds and stocks disposed of	11,651,759	9,214,472
7. Deduct amortization of premium	191,660	299,706
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)	89,145,057	89,998,475
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	89,145,057	89,998,475

STATEMENT AS OF JUNE 30, 2015 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)	69,339,290	2,493,121	2,844,623	49,118	69,339,290	69,036,906		65,858,530
2. NAIC 2 (a)	15,279,245	632,567	649,473	(138,974)	15,279,245	15,123,365		16,680,934
3. NAIC 3 (a)	765,445			19,711	765,445	785,156		
4. NAIC 4 (a)								
5. NAIC 5 (a)								
6. NAIC 6 (a)								
7. Total Bonds	85,383,979	3,125,688	3,494,096	(70,145)	85,383,979	84,945,426		82,539,463
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	85,383,979	3,125,688	3,494,096	(70,145)	85,383,979	84,945,426		82,539,463

(a) Book/Adjusted Carrying Value column for the end of the current reporting period includes the following amount of non-rated short-term and cash equivalent bonds by NAIC designation: NAIC 1 \$100,000 ; NAIC 2 \$; NAIC 3 \$;
NAIC 4 \$; NAIC 5 \$; NAIC 6 \$

SCHEDULE DA - PART 1

Short-Term Investments

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

SCHEDULE DA - VERIFICATION

Short-Term Investments

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	99,998	99,998
2. Cost of short-term investments acquired	600,000	1,200,000
3. Accrual of discount		
4. Unrealized valuation increase (decrease)		
5. Total gain (loss) on disposals		
6. Deduct consideration received on disposals	600,000	1,200,000
7. Deduct amortization of premium		
8. Total foreign exchange change in book/adjusted carrying value		
9. Deduct current year's other than temporary impairment recognized		
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	99,998	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)	

SCHEDULE DB - PART B - VERIFICATION

Futures Contracts

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

SCHEDULE DB - PART C - SECTION 1

[illegible]

STATEMENT AS OF JUNE 30, 2015 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

SCHEDULE DB - PART C - SECTION 2

Replication (Synthetic Asset) Transactions Open

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

SCHEDULE DB - VERIFICATION

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

		Book/Adjusted Carrying Value Check
1.	Part A, Section 1, Column 14.....	.....
2.	Part B, Section 1, Column 15 plus Part B, Section 1 Footnote - Total Ending Cash Balance.....	.....
3.	Total (Line 1 plus Line 2) .....	.....
4.	Part D, Section 1, Column 5 .....	.....
5.	Part D, Section 1, Column 6 .....	.....
6.	Total (Line 3 minus Line 4 minus Line 5) .....	.....
		Fair Value Check
7.	Part A, Section 1, Column 16 .....	.....
8.	Part B, Section 1, Column 13 .....	.....
9.	Total (Line 7 plus Line 8) .....	.....
10.	Part D, Section 1, Column 8 .....	.....
11.	Part D, Section 1, Column 9 .....	.....
12.	Total (Line 9 minus Line 10 minus Line 11) .....	.....
		Potential Exposure Check
13.	Part A, Section 1, Column 21 .....	.....
14.	Part B, Section 1, Column 20 .....	.....
15.	Part D, Section 1, Column 11 .....	.....
16.	Total (Line 13 plus Line 14 minus Line 15) .....	.....

NONE

SCHEDULE E - VERIFICATION

(Cash Equivalents)

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year		
2. Cost of cash equivalents acquired		
3. Accrual of discount		
4. Unrealized valuation increase (decrease)		
5. Total gain (loss) on disposals		
6. Deduct consideration received on disposals		
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)		

NONE

SCHEDULE A - PART 2

[illegible][illegible]

STATEMENT AS OF JUNE 30, 2015 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

SCHEDULE B - PART 2

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

[illegible]

SCHEDULE B - PART 3

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

[illegible]

STATEMENT AS OF JUNE 30, 2015 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

SCHEDULE BA - PART 2

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

[illegible]

SCHEDULE BA - PART 3

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

[illegible]

STATEMENT AS OF JUNE 30, 2015 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

SCHEDULE D - PART 3

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

1	2	3	4	5	6	7	8	9	10
CUSIP Identification	Description	Foreign	Date Acquired	Name of Vendor	Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends	NAIC Designation or Market Indicator (a)
912828-UN-8	US TREASURY N/B		.04/17/2015	DEUTSCHE BANK		510,703	500,000	1,768	1
0599999. Subtotal - Bonds - U.S. Governments						510,703	500,000	1,768	XXX
851018-KM-2	SPRINGFIELD MO PUBLIC UTILITY		.05/21/2015	MERRILL LYNCH		450,000	375,000		1FE
3199999. Subtotal - Bonds - U.S. Special Revenues						450,000	375,000		XXX
20030N-BP-5	COMCAST CORP		.05/20/2015	CANTOR FITZGERALD		301,437	300,000		1FE
20826F-AQ-1	CONOCOPHILLIPS COMPANY		.05/13/2015	MITSUBISHI UFJ SECURITIES USA		249,138	250,000		1FE
21688A-AE-2	RABOBANK NEDERLAND NY	E	.06/17/2015	CITIGROUP GLOBAL MARKETS		392,280	400,000	1,163	1FE
278642-AE-3	EBAY INC		.04/07/2015	SUMRIDGE PARTNERS		289,563	300,000	1,842	1FE
811065-AF-8	SCRIPPS NETWORKS INTERAC		.05/18/2015	WELLS FARGO SECURITIES LLC		219,318	220,000		2FE
136385-AE-1	CANADIAN NATL RESOURCES	A	.05/12/2015	MORGAN STANLEY		413,249	350,000	8,466	2FE
3899999. Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)						1,864,985	1,820,000	11,471	XXX
8399997. Total - Bonds - Part 3						2,825,688	2,695,000	13,239	XXX
8399998. Total - Bonds - Part 5						XXX	XXX	XXX	XXX
8399999. Total - Bonds						2,825,688	2,695,000	13,239	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		.06/22/2015	DIVIDEND REINVESTMENT	105.034	20,435			L
9299999. Subtotal - Common Stocks - Mutual Funds						20,435	XXX		XXX
9799997. Total - Common Stocks - Part 3						20,435	XXX		XXX
9799998. Total - Common Stocks - Part 5						XXX	XXX	XXX	XXX
9799999. Total - Common Stocks						20,435	XXX		XXX
9899999. Total - Preferred and Common Stocks						20,435	XXX		XXX
9999999 - Totals						2,846,123	XXX	13,239	XXX

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

STATEMENT AS OF JUNE 30, 2015 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	For- eign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consid- eration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amor- tization)/ Accretion	Current Year's Other Than Temporary Impairment Recogn- ized	Total Change in Book/ Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book /Adjusted Carrying Value	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Stated Con- tractual Maturity Date	NAIC Desig- nation or Market In- dicator (a)
36178W-GL-7	GN AB9203		06/01/2015	MBS PAYMENT		76,914	76,914	82,171	77,234		(320)		(320)		76,914				969	11/15/2042	1
36202E-RS-0	G2 4097		06/01/2015	MBS PAYMENT		9,725	9,725	9,538	9,709		16		16		9,725				202	03/20/2038	1
36205B-4L-3	GN 386127		06/01/2015	MBS PAYMENT		525	525	527	525						525				18	01/15/2030	1
36209D-B2-9	GN 468157		06/01/2015	MBS PAYMENT		214	214	214	214						214				6	08/15/2028	1
36209M-4A-9	GN 476117		06/01/2015	MBS PAYMENT		30	30	30	30						30				1	07/15/2028	1
36209U-PA-8	GN 482017		06/01/2015	MBS PAYMENT		104	104	104	104						104				3	08/15/2028	1
36209W-AJ-8	GN 484225		06/01/2015	MBS PAYMENT		23	23	26	23						23				1	08/15/2028	1
36210Y-D9-3	GN 506028		06/01/2015	MBS PAYMENT		224	224	224	224						224				7	10/15/2029	1
36211C-QY-1	GN 509071		06/01/2015	MBS PAYMENT		332	332	315	332		1		1		332				9	05/15/2029	1
36213E-L3-8	GN 552146		06/01/2015	MBS PAYMENT		948	948	954	948						948				24	11/15/2016	1
36220U-Z2-0	GN 288861		06/01/2015	MBS PAYMENT		276	276	274	276						276				9	12/15/2022	1
36224J-HS-4	GN 329741		06/01/2015	MBS PAYMENT		343	343	351	344						343				11	01/15/2023	1
36225A-KU-3	GN 780307		06/01/2015	MBS PAYMENT		225	225	240	225		(1)		(1)		225				8	12/15/2021	1
36225A-NY-2	GN 780407		06/01/2015	MBS PAYMENT		741	741	745	741						741				22	08/15/2024	1
36290S-ZC-8	GN 616439		06/01/2015	MBS PAYMENT		1,820	1,820	1,813	1,819		1		1		1,820				38	06/15/2024	1
38378B-7C-7	GNR 2013-33 A		06/01/2015	MBS PAYMENT		7,611	7,611	7,576	7,609		1		1		7,611				29	07/16/2038	1
				CITIGROUP GLOBAL MARKETS																	
38378B-AN-9	GNR 2011-164 C		03/11/2015						2,179		(4,016)		(4,016)		(4,016)				3,114	09/16/2052	1
312828-NF-3	US TREASURY N/B		05/31/2015	VARIOUS		500,000	500,000	505,527	500,535		(535)		(535)		500,000		4,016	4,016	5,313	05/31/2015	1
0599999. Subtotal - Bonds - U.S. Governments						600,055	600,055	610,629	603,071		(4,853)		(4,853)		596,039		4,016	4,016	9,784	XXX	XXX
748148-RR-6	PROVINCE OF QUEBEC	A	05/04/2015	TORONTO DOMINION - US		362,933	350,000	396,172	367,794		(5,326)		(5,326)		362,469		464	464	11,958	03/01/2016	1FE
1099999. Subtotal - Bonds - All Other Governments						362,933	350,000	396,172	367,794		(5,326)		(5,326)		362,469		464	464	11,958	XXX	XXX
31283G-K8-9	FG 600319		06/01/2015	MBS PAYMENT		87	87	91	87						87				3	04/01/2025	1
31283H-HN-8	FG 601137		06/01/2015	MBS PAYMENT		95	95	95	95						95				3	09/01/2030	1
31287Q-ND-9	FG 684888		06/01/2015	MBS PAYMENT		502	502	508	502						502				11	03/01/2032	1
31288E-B5-5	FG C75460		06/01/2015	MBS PAYMENT		363	363	369	363						363				8	01/01/2033	1
31286W-Z2-0	FG E92592		06/01/2015	MBS PAYMENT		2,067	2,067	2,131	2,072		(6)		(6)		2,067				47	11/01/2017	1
3128M9-ZM-3	FG 607680		06/01/2015	MBS PAYMENT		10,637	10,637	11,234	10,670		(32)		(32)		10,637				172	04/01/2044	1
3128M9-XG-2	FG 607579		06/01/2015	MBS PAYMENT		7,677	7,677	7,953	7,698		(21)		(21)		7,677				107	08/01/2043	1
3128MC-UH-3	FG 613997		06/01/2015	MBS PAYMENT		9,857	9,857	10,103	9,879		(22)		(22)		9,857				166	12/01/2025	1
3128MJ-UH-1	FG 608583		06/01/2015	MBS PAYMENT		24,425	24,425	26,242	24,645		(219)		(219)		24,425				459	04/01/2044	1
3129ZH-D6-8	FG C01025		06/01/2015	MBS PAYMENT		51	51	52	51						51				2	07/01/2030	1
31292K-7G-6	FG C03595		06/01/2015	MBS PAYMENT		16,626	16,626	17,324	16,663		(37)		(37)		16,626				276	10/01/2040	1
31293R-ME-8	FG C27557		06/01/2015	MBS PAYMENT		86	86	82	86						86				2	06/01/2029	1
312942-NF-8	FG A93990		06/01/2015	MBS PAYMENT		11,496	11,496	11,893	11,531		(35)		(35)		11,496				190	09/01/2040	1
31298U-CF-4	FG C57270		06/01/2015	MBS PAYMENT		105	105	103	105						105				3	09/01/2031	1
31298U-CR-4	FG C59080		06/01/2015	MBS PAYMENT		442	442	440	442						442				11	10/01/2031	1
31307A-EK-4	FG J21938		06/01/2015	MBS PAYMENT		25,141	25,141	26,237	25,205		(64)		(64)		25,141				258	01/01/2028	1
3132SD-H5-4	FG 000252		06/01/2015	MBS PAYMENT		24,871	24,871	25,508	24,903		(32)		(32)		24,871				484	04/01/2041	1
3132GK-SA-0	FG 004741		06/01/2015	MBS PAYMENT		20,044	20,044	21,422	20,212		(168)		(168)		20,044				387	11/01/2041	1
3132GK-V9-4	FG 004540		06/01/2015	MBS PAYMENT		46,556	46,556	47,449	46,606		(50)		(50)		46,556				679	11/01/2041	1
3132GK-ZN-9	FG 004649		06/01/2015	MBS PAYMENT		61,468	61,468	62,467	61,533		(65)		(65)		61,468				875	11/01/2041	1
3132GL-FM-1	FG 004972		06/01/2015	MBS PAYMENT		16,680	16,680	17,044	16,699		(19)		(19)		16,680				253	12/01/2041	1
3132J6-US-1	FG 015592		06/01/2015	MBS PAYMENT		14,343	14,343	14,677	14,358		(15)		(15)		14,343				180	02/01/2043	1
3132M8-3S-9	FG 028299		06/01/2015	MBS PAYMENT		6,284	6,284	6,301	6,301		(17)		(17)		6,284				92	09/01/2044	1
3132M9-2R-4	FG 029184		06/01/2015	MBS PAYMENT		15,479	15,479	16,534	15,546		(67)		(67)		15,479				262	10/01/2044	1
313615-LF-1	FN 50726		06/01/2015	MBS PAYMENT		207	207	207	207						207				6	05/01/2023	1
31365D-UL-7	FN 124887		06/01/2015	MBS PAYMENT		351	351	353	351						351				10	06/01/2023	1
31369T-N7-7	FN 220114		06/01/2015	MBS PAYMENT		91	91	91	91						91				3	06/01/2023	1
31371J-PQ-1	FN 253431		06/01/2015	MBS PAYMENT		83	83	83	83						83				3	12/01/2015	1
31371K-HH-4	FN 254145		06/01/2015	MBS PAYMENT		767	767	773	767						767				18	01/01/2032	1
31380S-5J-8	FN 449149		06/01/2015	MBS PAYMENT		20	20	20	20						20						1
31386T-FU-4	FN 572679		06/01/2015	MBS PAYMENT		55	55	55	55						55				1	04/01/2031	1
3138AW-RQ-8	FN AJ4994		06/01/2015	MBS PAYMENT		12,183	12,183	13,114	12,221		(37)		(37)		12,183				225	11/01/2041	1
3138EK-QD-0	FN AL3151		06/01/2015	MBS PAYMENT		12,939	12,939	13,890	12,992		(53)		(53)		12,939				205	06/01/2042	1
3138EN-4H-9	FN AL6223		06/01/2015	MBS PAYMENT		67,218	67,218	73,141			(476)		(476)		67,218				954	08/01/2044	1
3138M5-EA-3	FN AP1928		06/01/2015	MBS PAYMENT		5,263	5,263	5,606	5,284		(21)		(21)		5,263				78	08/01/2042	1

STATEMENT AS OF JUNE 30, 2015 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	22		
										11	12	13	14	15									
CUSIP Ident- ification	Description	For- eign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consid- eration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amor- tization)/ Accretion	Other Than Temporary Impairment Recogn- ized	Total Change in Book/ Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book /Adjusted Carrying Value	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Stated Con- tractual Maturity Date	NAIC Design- ation or Market In- dicator (a)		
3138M5-LP-2	FN AP2133		06/01/2015	MBS PAYMENT		15,869	15,869	16,464	15,907		(39)		(39)		15,869				232	08/01/2042	1		
3138NP-IV-1	FN A07923		06/01/2015	MBS PAYMENT		29,740	29,740	31,050	29,789		(49)		(49)		29,740				380	12/01/2042	1		
3138W9-HL-7	FN AS0234		06/01/2015	MBS PAYMENT		22,883	22,883	23,995	22,969		(85)		(85)		22,883				381	08/01/2043	1		
3138WB-AR-6	FN AS1815		06/01/2015	MBS PAYMENT		12,036	12,036	12,535	12,058		(22)		(22)		12,036				202	02/01/2044	1		
3138WB-GU-3	FN AS2010		06/01/2015	MBS PAYMENT		21,910	21,910	22,868	21,985		(75)		(75)		21,910				362	03/01/2044	1		
3138WB-LK-9	FN AS2385		06/01/2015	MBS PAYMENT		19,684	19,684	20,782	19,748		(64)		(64)		19,684				308	05/01/2044	1		
3138Y6-3S-1	FN AX5308		06/01/2015	MBS PAYMENT		13,428	13,428	14,086			(8)		(8)		13,428				96	01/01/2042	1		
31390E-SX-1	FN 644134		06/01/2015	MBS PAYMENT		44	44	45	44						44				1	05/01/2032	1		
31403A-XD-2	FN 743276		06/01/2015	MBS PAYMENT		169	169	174	170						169				4	10/01/2033	1		
31403C-6L-0	FN 745275		06/01/2015	MBS PAYMENT		3,402	3,402	3,314	3,395		8		8		3,402				70	02/01/2036	1		
31403C-6U-0	FN 745283		06/01/2015	MBS PAYMENT		9,098	9,098	8,788	9,074		24		24		9,098				205	01/01/2036	1		
31404F-J4-6	FN 767183		06/01/2015	MBS PAYMENT		6,542	6,542	6,515	6,539		3		3		6,542				135	02/01/2019	1		
31408J-DS-7	FN 852513		06/01/2015	MBS PAYMENT		2,754	2,754	2,726	2,747		7		7		2,754				57	01/01/2036	1		
31409W-O9-9	FN 880428		06/01/2015	MBS PAYMENT		2,417	2,417	2,425	2,417						2,417				78	04/01/2036	1		
31410X-ZR-0	FN 900852		06/01/2015	MBS PAYMENT		2,367	2,367	2,379	2,368						2,367				59	01/01/2037	1		
31416X-GU-7	FN AB2266		06/01/2015	MBS PAYMENT		13,527	13,527	14,085	13,558		(31)		(31)		13,527				222	02/01/2041	1		
31417E-CG-4	FN AB7270		06/01/2015	MBS PAYMENT		10,607	10,607	11,088	10,624		(17)		(17)		10,607				130	12/01/2042	1		
31417E-H2-0	FN AB7448		06/01/2015	MBS PAYMENT		37,732	37,732	39,126	37,824		(92)		(92)		37,732				393	01/01/2028	1		
31417E-ZK-0	FN AB7945		06/01/2015	MBS PAYMENT		25,702	25,702	26,537	25,742		(40)		(40)		25,702				340	02/01/2043	1		
31419F-FW-1	FN AE4680		06/01/2015	MBS PAYMENT		7,592	7,592	7,873	7,604		(11)		(11)		7,592				127	11/01/2040	1		
3199999. Subtotal - Bonds - U.S. Special Revenues						672,062	672,062	700,763	592,885		(1,947)		(1,947)		672,062				10,215	XXX	XXX		
07387B-EB-5	BSCMS 2005-PW10 A4		06/01/2015	MBS PAYMENT		132,003	132,003	131,828	131,991		13		13		132,003				3,539	12/11/2040	1FM		
118230-AL-5	BUCKEYE PARTNERS LP		05/12/2015	GOLDMAN SACHS		349,209	350,000	349,381	349,514		45		45		349,558		(349)	(349)	4,638	11/15/2018	2FE		
12591F-AC-0	CNH 2013-A A3		06/15/2015	MBS PAYMENT		21,240	21,240	21,240	21,235		5		5		21,240				60	06/15/2018	1FE		
14313L-AC-0	CARMX 2013-1 A3		06/15/2015	MBS PAYMENT		82,849	82,849	82,846	82,830		19		19		82,849				205	10/16/2017	1FE		
26875P-AL-5	EOG RESOURCES INC		05/20/2015	MILLENNIUM ADVISORS		151,442	150,000	149,766	149,795		15		15		149,810		1,632	1,632	2,399	04/01/2020	1FE		
278642-AK-9	EBAY INC		04/07/2015	SUMRIDGE PARTNERS		303,477	300,000	299,337	299,374		24		24		299,398		4,079	4,079	6,038	08/01/2021	1FE		
369550-AV-0	GENERAL DYNAMICS CORP		05/26/2015	BANK AMERICA		224,280	225,000	223,596	224,188		115		115		224,303		(23)	(23)	1,213	11/15/2017	1FE		
459284-AA-3	COCA-COLA ENTERPRISES		05/05/2015	VARIOUS		301,619	300,000	298,896	299,837		77		77		299,914		1,705	1,705	4,020	09/15/2015	2FE		
46643G-AA-8	JPMBB 2014-C24 A1		06/01/2015	MBS PAYMENT		4,448	4,448	4,448	4,448						4,448				29	11/18/2047	1FM		
3899999. Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)						1,570,567	1,565,540	1,561,338	1,563,212		313		313		1,563,523		7,044	7,044	22,141	XXX	XXX		
8399997. Total - Bonds - Part 4						3,205,617	3,187,657	3,268,902	3,126,962		(11,813)		(11,813)		3,194,093			11,524	11,524	54,098	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						3,205,617	3,187,657	3,268,902	3,126,962		(11,813)		(11,813)		3,194,093			11,524	11,524	54,098	XXX	XXX	
8999997. Total - Preferred Stocks - Part 4							XXX													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	XXX
8999999. Total - Preferred Stocks							XXX													XXX	XXX	XXX	
9799997. Total - Common Stocks - Part 4							XXX													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	XXX
9799999. Total - Common Stocks							XXX													XXX	XXX	XXX	
9899999. Total - Preferred and Common Stocks							XXX													XXX	XXX	XXX	
9999999 - Totals						3,205,617	XXX	3,268,902	3,126,962		(11,813)		(11,813)		3,194,093		11,524	11,524	54,098	XXX	XXX	XXX	

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

STATEMENT AS OF JUNE 30, 2015 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

SCHEDULE DB - PART A - SECTION 1

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

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

(a)	Code	Description of Hedged Risk(s)																				
(b)	Code	Financial or Economic Impact of the Hedge at the End of the Reporting Period																				

SCHEDULE DB - PART B - SECTION 1

[illegible]

(a)	Code	Description of Hedged Risk(s)

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

SCHEDULE DB - PART D - SECTION 1

[illegible]

Collateral for Derivative Instruments Open as of Current Statement Date

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

1	2	3	4	5	6	7	8	9
Exchange, Counterparty or Central Clearinghouse	Type of Asset Pledged	CUSIP Identification	Description	Fair Value	Par Value	Book/Adjusted Carrying Value	Maturity Date	Type of Margin (I, V or IV)
NONE								
02999999 - Total						XXX	XXX	XXX

SCHEDULE DL - PART 1
SECURITIES LENDING COLLATERAL ASSETS

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

1. Total activity for the year to date Fair Value \$ Book/Adjusted Carrying Value \$
2. Average balance for the year to date Fair Value \$ Book/Adjusted Carrying Value \$
3. Reinvested securities lending collateral assets book/adjusted carrying value included in this schedule by NAIC designation:
NAIC 1 \$ NAIC 2 \$ NAIC 3 \$ NAIC 4 \$ NAIC 5 \$ NAIC 6 \$

SCHEDULE DL - PART 2
SECURITIES LENDING COLLATERAL ASSETS

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

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

SCHEDULE E - PART 1 - CASH

[illegible]

STATEMENT AS OF JUNE 30, 2015 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned End of Current Quarter

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



SUPPLEMENT FOR THE QUARTER ENDING JUNE 30, 2015 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

DIRECTOR AND OFFICER INSURANCE COVERAGE SUPPLEMENT

Year To Date For The Period Ended JUNE 30, 2015

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	\$ 49	\$

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:\$ 39,405

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.\$