



PROPERTY AND CASUALTY COMPANIES - ASSOCIATION EDITION

QUARTERLY STATEMENT

AS OF SEPTEMBER 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, Columbus, OH, US 43231

Main Administrative Office 180 Genesee Street, New Hartford, NY, US 13413

Mail Address Post Office Box 530, Utica, NY, US 13503-0530

Primary Location of Books and Records 180 Genesee Street, New Hartford, NY, US 13413

Internet Website Address www.uticanational.com

Statutory Statement Contact Sandra Jean Giehl, sandy.giehl@uticanational.com

OFFICERS

Chairman & CEO James Douglas Robinson, President & COO Richard Patrick Creedon, VP, CFO & Treasurer Brian Wade Miller Jr., EVP & Secretary Kristen Holly Martin

OTHER

Steven Paul Guzski Executive Vice President

DIRECTORS OR TRUSTEES

Directors/Trustees: Clarence William Bachman, Paul Alan Hagstrom, Ph.D., James Douglas Robinson, Alfred Elliot Calligaris, Gregory Miller Harden, Linda Ellen Romano, Richard Patrick Creedon, Alan Joseph Pope, Sr., Eric Keith Scholl

State of New York, County of Oneida SS:

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

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 SEPTEMBER 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 .....	85,526,832		85,526,832	82,439,462
2. Stocks:				
2.1 Preferred stocks .....				
2.2 Common stocks .....	4,022,282		4,022,282	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 (\$ .....191,566 ), cash equivalents (\$ ..... ) and short-term investments (\$ .....100,000 ) .....	291,566		291,566	359,396
6. Contract loans (including \$ ..... premium notes) .....				
7. Derivatives .....				
8. Other invested assets .....				
9. Receivables for securities .....				
10. Securities lending reinvested collateral assets .....				
11. Aggregate write-ins for invested assets .....				
12. Subtotals, cash and invested assets (Lines 1 to 11) .....	89,840,680		89,840,680	90,357,849
13. Title plants less \$ ..... charged off (for Title insurers only) .....				
14. Investment income due and accrued .....	733,601		733,601	642,641
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection .....	7,429,701	112,347	7,317,354	6,530,516
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$ .....20,743 earned but unbilled premiums) .....	701,439	2,275	699,164	616,724
15.3 Accrued retrospective premiums .....				
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers .....	294,735		294,735	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 .....	2,401,746	290,246	2,111,500	2,054,962
19. Guaranty funds receivable or on deposit .....	1,582,955		1,582,955	1,128,637
20. Electronic data processing equipment and software .....	41,014		41,014	29,413
21. Furniture and equipment, including health care delivery assets (\$ ..... ) .....	10,060	10,060		
22. Net adjustment in assets and liabilities due to foreign exchange rates .....				
23. Receivables from parent, subsidiaries and affiliates .....	328,757		328,757	
24. Health care (\$ ..... ) and other amounts receivable .....				
25. Aggregate write-ins for other than invested assets .....	1,423,263	706,859	716,404	840,481
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25) .....	104,787,950	1,121,786	103,666,164	102,517,168
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts .....				
28. Total (Lines 26 and 27)	104,787,950	1,121,786	103,666,164	102,517,168
<b>DETAILS OF WRITE-INS</b>				
1101. ....				
1102. ....				
1103. ....				
1198. Summary of remaining write-ins for Line 11 from overflow page .....				
1199. Totals (Lines 1101 through 1103 plus 1198)(Line 11 above)				
2501. Accounts Receivable - Other .....	577,003	4,115	572,887	697,661
2502. Equities and Deposits in Pools and Associations .....	145,043	1,526	143,517	142,821
2503. Prepaid Expenses .....	32,221	32,221		
2598. Summary of remaining write-ins for Line 25 from overflow page .....	668,997	668,997		
2599. Totals (Lines 2501 through 2503 plus 2598)(Line 25 above)	1,423,263	706,859	716,404	840,481

## STATEMENT AS OF SEPTEMBER 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 \$ .....8,512,650 ) .....	28,978,403	28,801,741
2. Reinsurance payable on paid losses and loss adjustment expenses .....		
3. Loss adjustment expenses .....	7,508,434	7,415,803
4. Commissions payable, contingent commissions and other similar charges .....	561,894	544,270
5. Other expenses (excluding taxes, licenses and fees) .....	1,040,506	1,147,027
6. Taxes, licenses and fees (excluding federal and foreign income taxes) .....	1,016,625	730,388
7.1 Current federal and foreign income taxes (including \$ ..... on realized capital gains (losses)) .....	1,184,814	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 \$ .....98,208,563 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) .....	12,533,753	11,226,279
10. Advance premium .....	86,277	119,136
11. Dividends declared and unpaid:		
11.1 Stockholders .....		
11.2 Policyholders .....	239,085	89,844
12. Ceded reinsurance premiums payable (net of ceding commissions) .....	249,049	220,135
13. Funds held by company under reinsurance treaties .....		13,472
14. Amounts withheld or retained by company for account of others .....	772,589	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 .....		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 .....	(225,209)	(298,234)
26. Total liabilities excluding protected cell liabilities (Lines 1 through 25) .....	53,946,220	53,481,367
27. Protected cell liabilities .....		
28. Total liabilities (Lines 26 and 27) .....	53,946,220	53,481,367
29. Aggregate write-ins for special surplus funds .....	134,598	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) .....	40,945,544	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) .....	49,719,944	49,035,801
38. Totals (Page 2, Line 28, Col. 3)	103,666,164	102,517,168
<b>DETAILS OF WRITE-INS</b>		
2501. Contingent Balances in Safety Groups .....	44,400	29,310
2502. Miscellaneous Accounts Payable .....	21,658	
2503. Liability for Pension Benefits .....	(291,267)	(327,544)
2598. Summary of remaining write-ins for Line 25 from overflow page .....		
2599. Totals (Lines 2501 through 2503 plus 2598)(Line 25 above)	(225,209)	(298,234)
2901. Reserve for Undeclared Dividends .....	134,598	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)	134,598	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 Current Year to Date	2 Prior Year to Date	3 Prior Year Ended December 31
<b>UNDERWRITING INCOME</b>			
1. Premiums earned:			
1.1 Direct (written \$ 148,304,402 )	136,489,094	125,267,615	168,764,656
1.2 Assumed (written \$ 18,985,437 )	17,677,962	25,075,347	30,919,647
1.3 Ceded (written \$ 148,304,402 )	136,489,094	134,696,588	178,193,629
1.4 Net (written \$ 18,985,436 )	17,677,962	15,646,374	21,490,674
<b>DEDUCTIONS:</b>			
2. Losses incurred (current accident year \$ 12,694,776 ):			
2.1 Direct	60,727,947	71,231,553	105,398,072
2.2 Assumed	9,733,697	(17,708,020)	(14,610,415)
2.3 Ceded	60,774,503	45,108,869	79,275,388
2.4 Net	9,687,141	8,414,664	11,512,269
3. Loss adjustment expenses incurred	2,469,656	2,151,456	2,709,189
4. Other underwriting expenses incurred	6,209,837	5,862,876	7,852,481
5. Aggregate write-ins for underwriting deductions			
6. Total underwriting deductions (Lines 2 through 5)	18,366,634	16,428,996	22,073,940
7. Net income of protected cells			
8. Net underwriting gain or (loss) (Line 1 minus Line 6 + Line 7)	(688,672)	(782,622)	(583,266)
<b>INVESTMENT INCOME</b>			
9. Net investment income earned	2,062,764	2,055,693	2,817,083
10. Net realized capital gains (losses) less capital gains tax of \$	(174,174)	43,607	43,607
11. Net investment gain (loss) (Lines 9 + 10)	1,888,590	2,099,299	2,860,690
<b>OTHER INCOME</b>			
12. Net gain or (loss) from agents' or premium balances charged off (amount recovered \$ 2,136 amount charged off \$ 38,389 )	(36,253)	(20,281)	(41,736)
13. Finance and service charges not included in premiums	162,645	405,091	457,036
14. Aggregate write-ins for miscellaneous income	(25,825)	(10,274)	(23,796)
15. Total other income (Lines 12 through 14)	100,567	374,536	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)	1,300,485	1,691,213	2,668,928
17. Dividends to policyholders	292,459	180,828	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)	1,008,026	1,510,385	2,434,496
19. Federal and foreign income taxes incurred	(134,696)	822,839	1,321,333
20. Net income (Line 18 minus Line 19)(to Line 22)	1,142,722	687,546	1,113,163
<b>CAPITAL AND SURPLUS ACCOUNT</b>			
21. Surplus as regards policyholders, December 31 prior year	49,035,801	47,592,877	47,592,877
22. Net income (from Line 20)	1,142,722	687,546	1,113,163
23. Net transfers (to) from Protected Cell accounts			
24. Change in net unrealized capital gains (losses) less capital gains tax of \$ (100,628)	(203,346)	203,437	191,827
25. Change in net unrealized foreign exchange capital gain (loss)			
26. Change in net deferred income tax	25,658	391,400	316,267
27. Change in nonadmitted assets	(229,524)	41,317	(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	(51,367)	(128,689)	(160,057)
38. Change in surplus as regards policyholders (Lines 22 through 37)	684,143	1,195,012	1,442,924
39. Surplus as regards policyholders, as of statement date (Lines 21 plus 38)	49,719,944	48,787,888	49,035,801
<b>DETAILS OF WRITE-INS</b>			
0501. ....			
0502. ....			
0503. ....			
0598. Summary of remaining write-ins for Line 5 from overflow page			
0599. Totals (Lines 0501 through 0503 plus 0598)(Line 5 above)			
1401. Gain/Loss on Sale of Assets	365	696	1,089
1402. Miscellaneous Income	(26,191)	(10,970)	(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)	(25,825)	(10,274)	(23,796)
3701. Contingent Balance in Safety Groups	(15,090)	(9,210)	24,330
3702. Pension Expense			(115,144)
3703. Pension Benefit Obligation	(36,277)	(119,479)	(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)	(51,367)	(128,689)	(160,057)

## STATEMENT AS OF SEPTEMBER 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
<b>Cash from Operations</b>			
1. Premiums collected net of reinsurance .....	18,095,312	15,349,396	20,881,032
2. Net investment income .....	2,232,829	2,169,008	3,003,911
3. Miscellaneous income .....	100,567	374,536	391,504
4. Total (Lines 1 to 3) .....	20,428,708	17,892,940	24,276,447
5. Benefit and loss related payments .....	9,489,268	7,560,149	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 .....	8,788,271	8,758,416	11,376,802
8. Dividends paid to policyholders .....	143,218	197,567	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) .....	19,222,338	16,645,743	22,681,154
11. Net cash from operations (Line 4 minus Line 10) .....	1,206,369	1,247,197	1,595,293
<b>Cash from Investments</b>			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds .....	9,902,997	8,055,339	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 .....	21,658	186	186
12.8 Total investment proceeds (Lines 12.1 to 12.7) .....	13,236,238	8,055,525	9,214,660
13. Cost of investments acquired (long-term only):			
13.1 Bonds .....	13,443,190	9,829,950	16,126,809
13.2 Stocks .....	64,261	54,730	77,730
13.3 Mortgage loans .....			
13.4 Real estate .....			
13.5 Other invested assets .....			
13.6 Miscellaneous applications .....			
13.7 Total investments acquired (Lines 13.1 to 13.6) .....	13,507,452	9,884,680	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) .....	(271,214)	(1,829,156)	(6,989,879)
<b>Cash from Financing and Miscellaneous Sources</b>			
16. Cash provided (applied):			
16.1 Surplus notes, capital notes .....			
16.2 Capital and paid in surplus, less treasury stock .....			
16.3 Borrowed funds .....			
16.4 Net deposits on deposit-type contracts and other insurance liabilities .....			
16.5 Dividends to stockholders .....			
16.6 Other cash provided (applied) .....	(1,002,985)	632,427	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) .....	(1,002,985)	632,427	5,317,367
<b>RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS</b>			
18. Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17) .....	(67,830)	50,468	(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) .....	291,566	487,082	359,396

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

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STATEMENT AS OF SEPTEMBER 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 Domicile	2015	2014
(1) Net Income, state basis (Page 4, Line 20, Columns 1 & 3)	Ohio	1,142,722	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	<u>1,142,722</u>	<u>1,113,163</u>
<u>Surplus</u>			
(1) Statutory surplus, state basis (Page 3, Line 37, Columns 1 & 2)	Ohio	49,719,944	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	<u>49,719,944</u>	<u>49,035,801</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
705,554	145,742	851,296

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

Less than 12 months	Greater than 12 months	Total
21,361,730	6,018,778	27,380,508

STATEMENT AS OF SEPTEMBER 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	992,588	0	992,588
Common Stock	4,022,282	0	0	4,022,282
Total Assets at Fair Value	4,022,282	992,588	0	5,014,870

STATEMENT AS OF SEPTEMBER 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	88,090,850	85,626,832	100,000	87,990,850	0	0
Common Stock	4,022,282	4,022,282	4,022,282	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 September 30, 2015, \$7.7 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 million as a result of re-estimation of unpaid claims and claim adjustment expenses. Therefore, there has been a \$538 thousand favorable prior-year development since December 31, 2014 to September 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.

**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 [ 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 [ X ] No [ ]
- 3.3 If the response to 3.2 is yes, provide a brief description of those changes.  
Nationwide Holdings, Inc. was dissolved effective September 29, 2015
- 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. .... 12/31/2014
- 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 [ 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: ..... \$ 328,757

### 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<br>Prior Year-End<br>Book/Adjusted<br>Carrying Value | 2<br>Current Quarter<br>Book/Adjusted<br>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 [ X ] N/A [ ]  
If yes, attach an explanation.

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

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

3.2 If yes, give full and complete information thereto.

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

4.2 If yes, complete the following schedule:

			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 ..... \$.....



STATEMENT AS OF SEPTEMBER 30, 2015 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	16,474,161	18,468,722	11,406,633	9,959,885	20,988,295
8. Delaware	DE	L	1,002,100	905,198	870,762	1,139,495	3,362,272
9. District of Columbia	DC	L	112,733	100,366	19,580	19,420	33,653
10. Florida	FL	N					
11. Georgia	GA	L	6,003,200	5,693,479	2,893,128	2,131,179	6,497,885
12. Hawaii	HI	N					
13. Idaho	ID	N					
14. Illinois	IL	L	2,756,252	2,360,159	815,157	688,934	4,500,818
15. Indiana	IN	L	451,506	381,693	73,883	35,093	229,914
16. Iowa	IA	N					
17. Kansas	KS	L	142,400	61,563	2,288		21,149
18. Kentucky	KY	N					
19. Louisiana	LA	N					
20. Maine	ME	N					
21. Maryland	MD	L	2,317,331	2,180,269	1,079,435	1,227,739	6,096,332
22. Massachusetts	MA	L	11,638,943	11,217,749	6,494,563	4,570,282	12,000,680
23. Michigan	MI	L	2,005,621	1,808,212	461,143	111,275	1,281,862
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	176,021	289,880	195,759	289,666	180,923
31. New Jersey	NJ	L	27,539,408	22,213,977	10,892,039	9,355,844	26,712,867
32. New Mexico	NM	N					
33. New York	NY	L	47,231,096	42,261,777	30,795,017	20,789,210	72,724,031
34. North Carolina	NC	L	8,413,697	7,235,330	4,167,600	3,927,507	4,583,775
35. North Dakota	ND	N					
36. Ohio	OH	L	4,925,677	4,209,326	1,549,717	1,517,049	3,071,624
37. Oklahoma	OK	N					
38. Oregon	OR	N					
39. Pennsylvania	PA	L	5,973,759	4,873,640	1,621,850	4,342,857	6,980,302
40. Rhode Island	RI	L	447,181	386,573	188,499	63,864	219,658
41. South Carolina	SC	N					
42. South Dakota	SD	N					
43. Tennessee	TN	L	1,188,122	2,087,206	537,147	1,414,292	1,505,091
44. Texas	TX	L	4,144,568	4,430,550	1,125,052	1,578,617	4,418,791
45. Utah	UT	N					
46. Vermont	VT	N					
47. Virginia	VA	L	3,069,462	3,012,933	1,730,012	1,795,945	1,913,771
48. Washington	WA	N					
49. West Virginia	WV	N					
50. Wisconsin	WI	L	2,291,164	1,991,746	640,423	809,148	2,975,240
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		148,304,402	136,170,349	77,559,686	65,767,300	180,298,934
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						

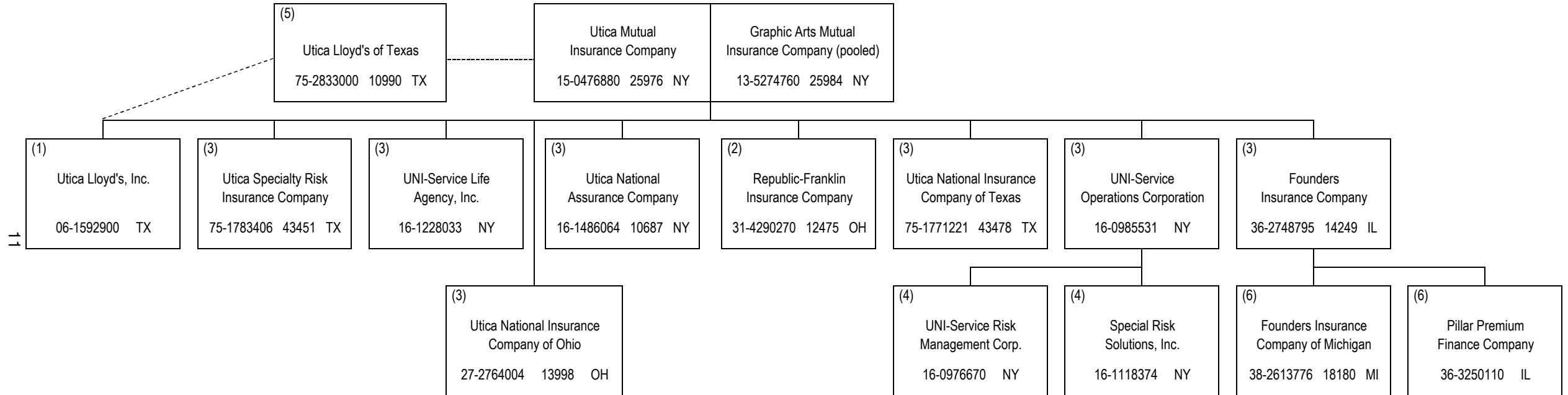
(L) Licensed or Chartered - Licensed Insurance Carrier or Domiciled RRG; (R) Registered - Non-domiciled RRGs; (Q) Qualified - Qualified or Accredited Reinsurer; (E) Eligible - Reporting Entities eligible or approved to write Surplus Lines in the state; (N) None of the above - Not allowed to write business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

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

STATEMENT AS OF SEPTEMBER 30, 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      SEPTEMBER 30, 2015**



1. Owned 100% by Utica Mutual Insurance Company; operates as attorney-in-fact for Utica Lloyd's of Texas.

2. Owned 94% by Utica Mutual Insurance Company and 6% by Graphic Arts Mutual Insurance Company.

3. Owned 100% by Utica Mutual Insurance Company.

4. Owned 100% by UNI-Service Operations Corporation.

5. A Texas Lloyd's association of twelve underwriters under sponsorship of the Utica Mutual Insurance Company.

6. Owned 100% by Founders Insurance Company.

STATEMENT AS OF SEPTEMBER 30, 2015 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	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	
.0201	Utica National Insurance Group	14249	36-2748795				Founders Insurance Company	IL	IA	Utica Mutual Insurance Company	Ownership	100.000	Utica Mutual Insurance Company	3
.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.
3	Previously owned by Nationwide Holdings, Inc., which was dissolved effective September 29, 2015. Now owned 100% by its ultimate controlling entity, Utica Mutual Insurance Company.

STATEMENT AS OF SEPTEMBER 30, 2015 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	65,974	743	1.1	
2. Allied Lines	61,347	1,645	2.7	28.8
3. Farmowners multiple peril				
4. Homeowners multiple peril	12,065,047	8,742,209	72.5	57.9
5. Commercial multiple peril	45,144,829	23,636,677	52.4	62.6
6. Mortgage guaranty				
8. Ocean marine				
9. Inland marine	260,016	78,955	30.4	29.7
10. Financial guaranty				
11.1 Medical professional liability - occurrence				
11.2 Medical professional liability - claims-made				
12. Earthquake	9,486			
13. Group accident and health				
14. Credit accident and health				
15. Other accident and health				
16. Workers' compensation	24,054,201	(3,712,519)	(15.4)	60.3
17.1 Other liability - occurrence	2,400,384	(1,730,045)	(72.1)	(1.0)
17.2 Other liability - claims-made	10,987,679	6,224,041	56.6	41.9
17.3 Excess workers' compensation				
18.1 Products liability - occurrence	25,682	8,503	33.1	
18.2 Products liability - claims-made				
19.1,19.2 Private passenger auto liability	4,761,371	2,981,380	62.6	62.6
19.3,19.4 Commercial auto liability	26,877,554	19,003,617	70.7	55.8
21. Auto physical damage	9,769,761	5,491,239	56.2	56.5
22. Aircraft (all perils)				
23. Fidelity				
24. Surety	3,406	1,477	43.4	
26. Burglary and theft	2,357	25	1.1	
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	136,489,094	60,727,947	44.5	56.9
<b>DETAILS OF WRITE-INS</b>				
3401.				
3402.				
3403.				
3498. Summary of remaining write-ins for Line 34 from overflow page				
3499. Totals (Lines 3401 through 3403 plus 3498)(Line 34 above)				

**PART 2 - DIRECT PREMIUMS WRITTEN**

Line of Business	1	2	3
	Current Quarter	Current Year to Date	Prior Year Year to Date
1. Fire	8,366	21,897	84,568
2. Allied Lines	8,553	28,122	79,363
3. Farmowners multiple peril			
4. Homeowners multiple peril	4,756,220	12,922,571	11,240,046
5. Commercial multiple peril	28,869,183	51,836,326	44,715,303
6. Mortgage guaranty			
8. Ocean marine			
9. Inland marine	96,090	262,626	251,293
10. Financial guaranty			
11.1 Medical professional liability - occurrence			
11.2 Medical professional liability - claims-made			
12. Earthquake	3,324	9,544	10,110
13. Group accident and health			
14. Credit accident and health			
15. Other accident and health			
16. Workers' compensation	5,556,409	23,463,130	24,508,016
17.1 Other liability - occurrence	1,379,589	2,627,363	2,740,997
17.2 Other liability - claims-made	4,825,586	12,682,250	10,672,967
17.3 Excess workers' compensation			
18.1 Products liability - occurrence	2,393	30,218	28,959
18.2 Products liability - claims-made			
19.1,19.2 Private passenger auto liability	1,423,353	4,513,993	5,220,896
19.3,19.4 Commercial auto liability	12,408,283	29,561,428	26,698,367
21. Auto physical damage	4,133,210	10,338,713	9,913,812
22. Aircraft (all perils)			
23. Fidelity			
24. Surety	4,556	4,556	4,556
26. Burglary and theft	114	1,665	1,096
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	63,475,228	148,304,402	136,170,349
<b>DETAILS OF WRITE-INS</b>			
3401.			
3402.			
3403.			
3498. Summary of remaining write-ins for Line 34 from overflow page			
3499. Totals (Lines 3401 through 3403 plus 3498)(Line 34 above)			

STATEMENT AS OF SEPTEMBER 30, 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	3,630	145	3,776	9,026	223	6,307	15,555	1,255	(1,343)	(88)
2. 2013 .....	2,971	3,659	6,630	1,234	69	1,303	2,419	243	2,428	5,090	682	(919)	(237)
3. Subtotals 2013 + Prior .....	14,372	11,677	26,049	4,864	214	5,078	11,446	465	8,735	20,646	1,937	(2,262)	(325)
4. 2014 .....	3,961	6,207	10,168	2,247	380	2,627	2,767	479	4,082	7,328	1,053	(1,265)	(213)
5. Subtotals 2014 + Prior .....	18,333	17,884	36,218	7,111	595	7,705	14,213	944	12,817	27,974	2,990	(3,528)	(538)
6. 2015 .....	XXX	XXX	XXX	XXX	4,182	4,182	XXX	3,376	5,137	8,513	XXX	XXX	XXX
7. Totals .....	18,333	17,884	36,218	7,111	4,777	11,888	14,213	4,320	17,954	36,487	2,990	(3,528)	(538)
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. 16.3	2. (19.7)	3. (1.5)
													Col. 13, Line 7 As a % of Col. 1 Line 8
													4. (1.1)

# 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.

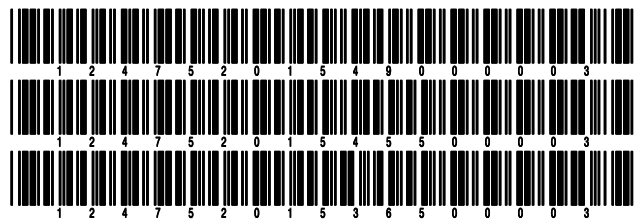
	Response
1. Will the Trusteed Surplus Statement be filed with the state of domicile and the NAIC with this statement? .....	NO
2. Will Supplement A to Schedule T (Medical Professional Liability Supplement) be filed with this statement? .....	NO
3. Will the Medicare Part D Coverage Supplement be filed 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 .....	618,207	618,207		
2505. Clearing Accounts .....	50,390	50,390		
2506. Deposits .....	400	400		
2597. Summary of remaining write-ins for Line 25 from overflow page	668,997	668,997		

STATEMENT AS OF SEPTEMBER 30, 2015 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 .....	89,998,475	82,897,350
2. Cost of bonds and stocks acquired .....	13,507,452	16,204,543
3. Accrual of discount .....	18,777	48,533
4. Unrealized valuation increase (decrease) .....	(303,996)	295,118
5. Total gain (loss) on disposals .....	(174,174)	67,108
6. Deduct consideration for bonds and stocks disposed of .....	13,214,579	9,214,472
7. Deduct amortization of premium .....	282,841	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) .....	89,549,114	89,998,475
11. Deduct total nonadmitted amounts .....		
12. Statement value at end of current period (Line 10 minus Line 11) .....	89,549,114	89,998,475

STATEMENT AS OF SEPTEMBER 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
<b>BONDS</b>								
1. NAIC 1 (a) .....	69,036,906	2,416,418	1,364,512	(735)	69,339,290	69,036,906	70,088,077	65,858,530
2. NAIC 2 (a) .....	15,123,365	398,696	517,504	(458,389)	15,279,245	15,123,365	14,546,168	16,680,934
3. NAIC 3 (a) .....	785,156			207,432	765,445	785,156	992,588	
4. NAIC 4 (a) .....								
5. NAIC 5 (a) .....								
6. NAIC 6 (a) .....								
7. Total Bonds	84,945,426	2,815,114	1,882,016	(251,692)	85,383,979	84,945,426	85,626,832	82,539,463
<b>PREFERRED STOCK</b>								
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	84,945,426	2,815,114	1,882,016	(251,692)	85,383,979	84,945,426	85,626,832	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 \$ .....

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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	99,998
2. Cost of short-term investments acquired .....	900,000	1,200,000
3. Accrual of discount .....		
4. Unrealized valuation increase (decrease) .....		
5. Total gain (loss) on disposals .....		
6. Deduct consideration received on disposals .....	900,000	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)	.....

**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		
<b>NONE</b>																	
9999999 - Totals											XXX	XXX	XXX	XXX	XXX	XXX	

STATEMENT AS OF SEPTEMBER 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 .....										

**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 .....		
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**

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

**SCHEDULE A - PART 2**

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

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

**SCHEDULE A - PART 3**

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

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

E01

STATEMENT AS OF SEPTEMBER 30, 2015 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						
<b>NONE</b>								
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					
<b>NONE</b>																	
0599999 - Totals																	

STATEMENT AS OF SEPTEMBER 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

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									
<b>NONE</b>												
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 Recog- nized	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						
<b>NONE</b>																			
4699999 - Totals																			

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STATEMENT AS OF SEPTEMBER 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)
313811E-ZJ-1	FN ASS244		.09/02/2015	BARCLAYS AMERICAN		333,052	320,290	.405	1
386442-VR-5	GRAND RIVER OK DAM AUTH REVENUE		.07/17/2015	PIPER JAFFREY & CO		341,601	300,000	2,125	1FE
452252-KO-1	ILLINOIS ST TOLL HIGHWAY AUTH		.07/10/2015	NEBRILL LYNCH		247,523	225,000		1FE
736742-XH-5	PORTLAND OR SWIR SYS REVENUE		.09/17/2015	JEFFERIES & CO		357,072	300,000	1,042	1FE
914126-VZ-5	UNIV OF CALIFORNIA CA REVENUES		.08/18/2015	JEFFERIES & CO		412,251	350,000	7,097	1FE
<b>3199999. Subtotal - Bonds - U.S. Special Revenues</b>						1,691,499	1,495,290	10,669	XXX
093662-AF-1	BLOCK FINANCIAL LLC		.09/25/2015	J.P. MORGAN		398,696	400,000		2FE
713448-CX-4	PEPSICO INC		.07/14/2015	J.P. MORGAN		424,919	425,000		1FE
<b>3899999. Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)</b>						823,615	825,000		XXX
<b>8399997. Total - Bonds - Part 3</b>							2,320,290	10,669	XXX
<b>8399998. Total - Bonds - Part 5</b>						XXX	XXX	XXX	XXX
<b>8399999. Total - Bonds</b>						2,515,114	2,320,290	10,669	XXX
<b>8999997. Total - Preferred Stocks - Part 3</b>							XXX		XXX
<b>8999998. Total - Preferred Stocks - Part 5</b>						XXX	XXX	XXX	XXX
<b>8999999. Total - Preferred Stocks</b>							XXX		XXX
922908-71-0	VANGUARD 500 INDEX FUND-ADM		.09/21/2015	DIVIDEND REINVESTMENT	119.961	21,660			L
<b>9299999. Subtotal - Common Stocks - Mutual Funds</b>						21,660	XXX		XXX
<b>9799997. Total - Common Stocks - Part 3</b>						21,660	XXX		XXX
<b>9799998. Total - Common Stocks - Part 5</b>						XXX	XXX	XXX	XXX
<b>9799999. Total - Common Stocks</b>						21,660	XXX		XXX
<b>9899999. Total - Preferred and Common Stocks</b>						21,660	XXX		XXX
<b>9999999 - Totals</b>						2,536,774	XXX	10,669	XXX

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

STATEMENT AS OF SEPTEMBER 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	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 489203		09/01/2015	MBS PAYMENT		84,473	84,473	90,248	85,034		(561)		(561)		84,473				1,666	11/15/2042	1
3620ZE-RS-0	G2 4097		09/01/2015	MBS PAYMENT		5,978	5,978	5,863	5,957		20		20		5,978				203	03/20/2038	1
3620SB-4L-3	GN 386127		09/01/2015	MBS PAYMENT		535	535	536	535						535				29	01/15/2030	1
36209D-B2-9	GN 468157		09/01/2015	MBS PAYMENT		385	385	385	385						385				18	08/15/2028	1
36209M-4A-9	GN 476117		09/01/2015	MBS PAYMENT		30	30	30	30						30				1	07/15/2028	1
36209U-PA-8	GN 482017		09/01/2015	MBS PAYMENT		961	961	960	961						961				46	08/15/2028	1
36209W-AJ-8	GN 484225		09/01/2015	MBS PAYMENT		23	23	26	23						23				1	08/15/2028	1
36210Y-D9-3	GN 506028		09/01/2015	MBS PAYMENT		228	228	228	228						228				11	10/15/2029	1
36211C-QY-1	GN 509071		09/01/2015	MBS PAYMENT		323	323	307	323		1		1		323				14	05/15/2029	1
36213E-L3-8	GN 552146		09/01/2015	MBS PAYMENT		997	997	1,003	997						997				40	11/15/2016	1
36220U-Z2-0	GN 288861		09/01/2015	MBS PAYMENT		982	982	974	981		1		1		982				54	12/15/2022	1
36224J-HS-4	GN 329741		09/01/2015	MBS PAYMENT		100	100	102	100						100				5	01/15/2023	1
36225A-KU-3	GN 780307		09/01/2015	MBS PAYMENT		225	225	241	227		(1)		(1)		225				14	12/15/2021	1
36225A-NY-2	GN 780407		09/01/2015	MBS PAYMENT		795	795	800	796		(1)		(1)		795				37	08/15/2024	1
36230S-ZC-8	GN 616439		09/01/2015	MBS PAYMENT		1,920	1,920	1,913	1,918		1		1		1,920				64	06/15/2024	1
36378B-7C-7	GNR 2013-33 A		09/01/2015	MBS PAYMENT		5,779	5,779	5,752	5,777		2		2		5,779				41	07/16/2038	1
0599999	Subtotal - Bonds - U.S. Governments						103,734	103,734	109,368	104,272		(538)		(538)	103,734				2,244	XXX	XXX
31283G-K8-9	FG 600319		09/01/2015	MBS PAYMENT		782	782	820	786		(4)		(4)		782				55	04/01/2025	1
31283H-HH-8	FG 601137		09/01/2015	MBS PAYMENT		63	63	63	63						63				3	09/01/2030	1
31287Q-ND-9	FG 064888		09/01/2015	MBS PAYMENT		66	66	67	66						66				3	03/01/2032	1
31288E-B5-5	FG C75460		09/01/2015	MBS PAYMENT		383	383	389	383						383				14	01/01/2033	1
31289W-Z2-0	FG E92592		09/01/2015	MBS PAYMENT		1,982	1,982	2,043	1,991		(10)		(10)		1,982				71	11/01/2017	1
31289M-ZM-3	FG 607680		09/01/2015	MBS PAYMENT		6,007	6,007	6,344	6,039		(32)		(32)		6,007				158	04/01/2044	1
31289M-XG-2	FG 607579		09/01/2015	MBS PAYMENT		13,998	13,998	14,501	14,058		(61)		(61)		13,998				377	08/01/2043	1
31289M-LJH-3	FG 613997		09/01/2015	MBS PAYMENT		6,129	6,129	6,282	6,156		(28)		(28)		6,129				167	12/01/2025	1
31289M-LJH-1	FG 608583		09/01/2015	MBS PAYMENT		18,978	18,978	20,389	19,230		(252)		(252)		18,978				562	04/01/2044	1
31292H-D6-8	FG 001025		09/01/2015	MBS PAYMENT		105	105	106	105						105				6	07/01/2030	1
31292H-7G-6	FG 003595		09/01/2015	MBS PAYMENT		16,783	16,783	17,488	16,858		(75)		(75)		16,783				429	10/01/2040	1
31293R-ME-8	FG C27557		09/01/2015	MBS PAYMENT		88	88	84	88						88				4	06/01/2029	1
312942-NF-8	FG A93990		09/01/2015	MBS PAYMENT		9,342	9,342	9,665	9,392		(50)		(50)		9,342				244	09/01/2040	1
31298U-CF-4	FG C57270		09/01/2015	MBS PAYMENT		123	123	121	123						123				5	09/01/2031	1
31298U-CR-4	FG C59080		09/01/2015	MBS PAYMENT		355	355	353	355						355				14	10/01/2031	1
31307A-EK-4	FG J21938		09/01/2015	MBS PAYMENT		31,499	31,499	32,873	31,638		(139)		(139)		31,499				528	01/01/2028	1
31320D-H5-4	FG 000252		09/01/2015	MBS PAYMENT		26,750	26,750	27,436	26,812		(62)		(62)		26,750				805	04/01/2041	1
31320K-5A-0	FG 004741		09/01/2015	MBS PAYMENT		16,951	16,951	18,117	17,176		(225)		(225)		16,951				506	11/01/2041	1
31320K-V9-4	FG 004540		09/01/2015	MBS PAYMENT		42,963	42,963	43,787	43,043		(80)		(80)		42,963				965	11/01/2041	1
31320K-ZN-9	FG 004649		09/01/2015	MBS PAYMENT		45,604	45,604	46,345	45,687		(83)		(83)		45,604				1,046	11/01/2041	1
31320L-FM-1	FG 004972		09/01/2015	MBS PAYMENT		24,810	24,810	25,350	24,855		(45)		(45)		24,810				563	12/01/2041	1
31320L-US-1	FG 015592		09/01/2015	MBS PAYMENT		13,951	13,951	14,276	13,977		(26)		(26)		13,951				279	02/01/2043	1
31320M-3G-9	FG 028299		09/01/2015	MBS PAYMENT		1,906	1,906	2,007	1,915		(9)		(9)		1,906				54	09/01/2044	1
31320M-2R-4	FG 029184		09/01/2015	MBS PAYMENT		8,383	8,383	8,954	8,435		(52)		(52)		8,383				215	10/01/2044	1
313615-LF-1	FN 50726		09/01/2015	MBS PAYMENT		320	320	321	320						320				14	05/01/2023	1
31365D-UL-7	FN 124887		09/01/2015	MBS PAYMENT		619	619	623	619						619				29	06/01/2023	1
31369T-N7-7	FN 220114		09/01/2015	MBS PAYMENT		1,138	1,138	1,137	1,138						1,138				53	06/01/2023	1
31371J-PQ-1	FN 253431		08/01/2015	MBS PAYMENT		17	17	17	17						17				1	12/01/2015	1
31371K-HW-4	FN 254145		09/01/2015	MBS PAYMENT		747	747	753	747						747				30	01/01/2032	1
31380S-5J-8	FN 449149		09/01/2015	MBS PAYMENT		20	20	20	20						20				1	12/01/2028	1
31386T-FU-4	FN 572679		09/01/2015	MBS PAYMENT		56	56	57	56						56				2	04/01/2031	1
31386W-RQ-8	FN AJ4994		09/01/2015	MBS PAYMENT		17,214	17,214	18,529	17,312		(98)		(98)		17,214				481	11/01/2041	1
31386X-QD-0	FN AL3151		09/01/2015	MBS PAYMENT		10,950	10,950	11,754	11,018		(68)		(68)		10,950				364	06/01/2042	1
31386Y-4H-9	FN AL6223		09/01/2015	MBS PAYMENT		26,130	26,130	28,432	26,130		(411)		(411)		26,130				716	08/01/2044	1
31386Z-EA-3	FN AP1928		09/01/2015	MBS PAYMENT		11,403	11,403	12,148	11,464		(61)		(61)		11,403				313	08/01/2042	1
31386Z-LP-2	FN AP2133		09/01/2015	MBS PAYMENT		15,691	15,691	16,279	15,755		(64)		(64)		15,691				356	08/01/2042	1
31386Z-VY-1	FN A07923		09/01/2015	MBS PAYMENT		32,932	32,932	34,383	33,037		(105)		(105)		32,932				657	12/01/2042	1
31386Z-HL-7	FN AS0234		09/01/2015	MBS PAYMENT		18,219	18,219	19,104	18,326		(107)		(107)		18,219				474	08/01/2043	1
31386Z-AR-6	FN AS1815		09/01/2015	MBS PAYMENT		15,878	15,878	16,535	15,933		(55)		(55)		15,878				429	02/01/2044	1
31386Z-GU-3	FN AS2010		09/01/2015	MBS PAYMENT		9,330	9,330	9,738	9,381		(51)		(51)		9,330				239	03/01/2044	1

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STATEMENT AS OF SEPTEMBER 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	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)	
3138WB-LK-9	FN AS2385		09/01/2015	MBS PAYMENT		7,122	7,122	7,520	7,164		(41)		(41)		7,122				171	05/01/2044	1	
3138Y6-S3-1	FN AX5308		09/01/2015	MBS PAYMENT		7,766	7,766	8,147			(20)		(20)		7,766				100	01/01/2042	1	
31390E-SX-1	FN 644134		09/01/2015	MBS PAYMENT		61	61	61	61						61				3	05/01/2032	1	
31403A-XD-2	FN 743276		09/01/2015	MBS PAYMENT		168	168	172	168						168				7	10/01/2033	1	
31403C-BL-0	FN 745275		09/01/2015	MBS PAYMENT		3,254	3,254	3,170	3,240		13		13		3,254				108	02/01/2036	1	
31403C-BU-0	FN 745283		09/01/2015	MBS PAYMENT		8,014	8,014	7,741	7,971		43		43		8,014				295	01/01/2036	1	
31404F-J4-6	FN 767183		09/01/2015	MBS PAYMENT		6,644	6,644	6,617	6,639		6		6		6,644				213	02/01/2019	1	
31408J-DS-7	FN 852513		09/01/2015	MBS PAYMENT		1,630	1,630	1,614	1,624		6		6		1,630				67	01/01/2036	1	
31409W-D9-9	FN 880428		09/01/2015	MBS PAYMENT		144	144	145	144						144				6	04/01/2036	1	
31410X-ZR-0	FN 900852		09/01/2015	MBS PAYMENT		431	431	433	431						431				17	01/01/2037	1	
31416X-QU-7	FN AB2266		09/01/2015	MBS PAYMENT		10,934	10,934	11,385	10,980		(46)		(46)		10,934				285	02/01/2041	1	
31417E-CG-4	FN AB7270		09/01/2015	MBS PAYMENT		13,289	13,289	13,891	13,328		(39)		(39)		13,289				274	12/01/2042	1	
31417E-H2-0	FN AB7448		09/01/2015	MBS PAYMENT		41,147	41,147	42,667	41,309		(162)		(162)		41,147				679	01/01/2028	1	
31417E-ZK-0	FN AB7945		09/01/2015	MBS PAYMENT		18,587	18,587	19,191	18,637		(51)		(51)		18,587				370	02/01/2043	1	
31419F-FW-1	FN AE4680		09/01/2015	MBS PAYMENT		9,810	9,810	10,173	9,832		(23)		(23)		9,810				267	11/01/2040	1	
3199999	Subtotal - Bonds - U.S. Special Revenues						577,666	577,666	600,617	545,902		(2,567)		(2,567)	577,666				14,094	XXX	XXX	
07387B-EB-5	BSCMS 2005-PW10 A4		09/01/2015	MBS PAYMENT		223,103	223,103	222,807	222,950		153		153		223,103				8,463	12/11/2040	1FM	
12591F-AC-0	ONH 2013-A A3		09/15/2015	MBS PAYMENT		17,630	17,630	17,630	17,625		4		4		17,630				81	06/15/2018	1FE	
14313L-AC-0	CARIX 2013-1 A3		09/15/2015	MBS PAYMENT		75,742	75,742	75,740	75,726		16		16		75,742				302	10/16/2017	1FE	
24422E-RZ-4	JOHN DEERE CAPITAL CORP		07/14/2015	AMHERST PIERPONT SECURITIES LLC		45,045	45,000	44,952	44,983		9		9		44,992		54	54	333	01/22/2016	1FE	
459284-AA-3	COCA-COLA ENTERPRISES		09/15/2015	MATURITY		200,000	200,000	199,264	199,891		109		109		200,000				4,250	09/15/2015	2FE	
46643G-AA-8	JPMBB 2014-C24 A1		09/01/2015	MBS PAYMENT		4,503	4,503	4,503	4,503						4,503				46	11/18/2047	1FM	
628530-BF-3	MYLAN INC		08/27/2015	MORGAN STANLEY		171,834	175,000	174,570	174,650		52		52		174,703		(2,868)	(2,868)	4,565	03/28/2019	2FE	
728505-AP-5	FREEMPORT-MCMORAN OIL&GAS		07/28/2015	GOLDMAN SACHS		126,420	129,000	146,738	144,831		(2,029)		(2,029)		142,802		(16,382)	(16,382)	8,524	02/15/2023	2FE	
842400-GF-4	SOUTHERN CAL EDISON		08/01/2015	SINK		17,143	17,143	17,143						17,143				171	02/01/2022	1FE		
3899999	Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)						881,420	887,121	903,347	885,159		(1,686)		(1,686)	900,618		(19,196)	(19,196)	26,735	XXX	XXX	
8399997	Total - Bonds - Part 4						1,562,820	1,568,521	1,613,332	1,535,333		(4,791)		(4,791)	1,582,018		(19,196)	(19,196)	43,073	XXX	XXX	
8399998	Total - Bonds - Part 5						XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
8399999	Total - Bonds						1,562,820	1,568,521	1,613,332	1,535,333		(4,791)		(4,791)	1,582,018		(19,196)	(19,196)	43,073	XXX	XXX	
8999997	Total - Preferred Stocks - Part 4							XXX												XXX	XXX	
8999998	Total - Preferred Stocks - Part 5						XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
8999999	Total - Preferred Stocks							XXX												XXX	XXX	
9799997	Total - Common Stocks - Part 4							XXX												XXX	XXX	
9799998	Total - Common Stocks - Part 5						XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
9799999	Total - Common Stocks							XXX												XXX	XXX	
9899999	Total - Preferred and Common Stocks							XXX												XXX	XXX	
9999999	Totals						1,562,820	1,568,521	1,613,332	1,535,333		(4,791)		(4,791)	1,582,018		(19,196)	(19,196)	43,073	XXX	XXX	

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

STATEMENT AS OF SEPTEMBER 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 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, 2015 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																								
<b>NONE</b>																																								
1449999 - Totals																																							XXX	XXX

Broker Name	Beginning Cash Balance	Cumulative Cash Change	Ending Cash Balance
<b>NONE</b>			
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								
<b>NONE</b>											
0999999 - Gross Totals											
1. Offset per SSAP No. 64											
2. Net after right of offset per SSAP No. 64											

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

Collateral for Derivative Instruments Open as of Current Statement Date

Collateral Pledged by Reporting Entity

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

Collateral Pledged to Reporting Entity

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

**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
<b>NONE</b>							
8699999 - Total Cash Equivalents							



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

# DIRECTOR AND OFFICER INSURANCE COVERAGE SUPPLEMENT

Year To Date For The Period Ended SEPTEMBER 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	\$ .....74	\$ .....

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:.....\$ .....58,956
- 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. ....\$ .....