



PROPERTY AND CASUALTY COMPANIES - ASSOCIATION EDITION

## QUARTERLY STATEMENT

AS OF SEPTEMBER 30, 2016  
OF THE CONDITION AND AFFAIRS OF THE

### **Republic-Franklin Insurance Company**

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

Organized under the Laws of \_\_\_\_\_, 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 2 Easton Oval, Suite 225, Columbus , OH, US 43219  
(Street and Number) (City or Town, State, Country and Zip Code)

Main Administrative Office 180 Genesee Street, 315-734-2000  
(Street and Number) (Area Code) (Telephone Number)  
New Hartford , NY, US 13413,  
(City or Town, State, Country and Zip Code)

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

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

Internet Website Address www.uticanational.com

Statutory Statement Contact Sandra Jean Giehl, 315-734-2192  
(Name) (Area Code) (Telephone Number)  
sandy.giehl@uticanational.com, 315-734-2994  
(E-mail Address) (FAX Number)

#### OFFICERS

Chairman	<u>James Douglas Robinson</u>	VP, CFO & Treasurer	<u>Brian Wade Miller Jr.</u>
President & CEO #	<u>Richard Patrick Creedon</u>	Secretary	<u>Louisa Suzanne Ruffine #</u>

#### OTHER

Steven Paul Guzski, Executive Vice President \_\_\_\_\_

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

State of New York SS:  
County of Oneida

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

\_\_\_\_\_  
Richard Patrick Creedon  
President & CEO

\_\_\_\_\_  
Brian Wade Miller, Jr.  
VP, CFO & Treasurer

\_\_\_\_\_  
Louisa Suzanne Ruffine  
Secretary

Subscribed and sworn to before me this  
day of \_\_\_\_\_

- a. Is this an original filing? .....
- b. If no,
  - 1. State the amendment number.....
  - 2. Date filed .....
  - 3. Number of pages attached.....

Yes [  ] No [  ]

## STATEMENT AS OF SEPTEMBER 30, 2016 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 .....	.86,728,826		.86,728,826	.85,211,777
2. Stocks:				
2.1 Preferred stocks .....				
2.2 Common stocks .....	4,641,393		4,641,393	4,305,294
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 (\$ 407,069 ), cash equivalents (\$ 100,000 ) and short-term investments (\$ 100,000 ) .....	507,069		507,069	.617,732
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) .....	91,877,287		91,877,287	90,134,803
13. Title plants less \$ charged off (for Title insurers only) .....				
14. Investment income due and accrued .....	732,098		732,098	699,951
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection .....	8,252,031	207,985	8,044,046	7,980,606
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$ 24,347 earned but unbilled premiums) .....	728,048	2,409	725,639	.580,748
15.3 Accrued retrospective premiums (\$ ) and contracts subject to redetermination (\$ ) .....				
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers .....	133,528		133,528	.276,230
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 .....	2,181,914	271,219	1,910,695	2,026,875
18.2 Net deferred tax asset .....	1,669,703		1,669,703	1,590,048
19. Guaranty funds receivable or on deposit .....	25,689		25,689	50,679
20. Electronic data processing equipment and software .....				
21. Furniture and equipment, including health care delivery assets (\$ ) .....	9,574	9,574		
22. Net adjustment in assets and liabilities due to foreign exchange rates .....				
23. Receivables from parent, subsidiaries and affiliates .....	1,182,071		1,182,071	
24. Health care (\$ ) and other amounts receivable .....				
25. Aggregate write-ins for other than invested assets .....	1,902,149	1,118,744	783,405	.992,737
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25) .....	108,694,094	1,609,932	107,084,163	104,332,678
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts .....				
28. Total (Lines 26 and 27) .....	108,694,094	1,609,932	107,084,163	104,332,678
<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 .....	648,485	3,735	644,751	847,746
2502. Equities and Deposits in Pools and Associations .....	140,404	1,750	138,654	144,991
2503. Prepaid Expenses .....	56,271	.56,271		
2598. Summary of remaining write-ins for Line 25 from overflow page .....	1,056,988	1,056,988		
2599. Totals (Lines 2501 through 2503 plus 2598)(Line 25 above) .....	1,902,149	1,118,744	783,405	992,737

**STATEMENT AS OF SEPTEMBER 30, 2016 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 \$ 8,732,610 )	29,731,177	28,537,561
2. Reinsurance payable on paid losses and loss adjustment expenses		
3. Loss adjustment expenses	7,565,761	7,307,825
4. Commissions payable, contingent commissions and other similar charges	614,936	584,066
5. Other expenses (excluding taxes, licenses and fees)	1,025,643	1,264,882
6. Taxes, licenses and fees (excluding federal and foreign income taxes)	1,029,960	1,061,756
7.1 Current federal and foreign income taxes (including \$ on realized capital gains (losses))	864,296	461,261
7.2 Net deferred tax liability		
8. Borrowed money \$ and interest thereon \$		
9. Unearned premiums (after deducting unearned premiums for ceded reinsurance of \$ 109,411,169 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)	13,492,246	12,054,079
10. Advance premium	87,613	101,159
11. Dividends declared and unpaid:		
11.1 Stockholders		
11.2 Policyholders	222,954	190,471
12. Ceded reinsurance premiums payable (net of ceding commissions)	176,355	235,199
13. Funds held by company under reinsurance treaties		18,456
14. Amounts withheld or retained by company for account of others	1,028,978	1,212,005
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		987,426
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	(223,502)	(129,103)
26. Total liabilities excluding protected cell liabilities (Lines 1 through 25)	55,616,417	53,887,043
27. Protected cell liabilities		
28. Total liabilities (Lines 26 and 27)	55,616,417	53,887,043
29. Aggregate write-ins for special surplus funds	161,081	180,750
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)	42,666,862	41,625,083
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)	51,467,745	50,445,635
38. Totals (Page 2, Line 28, Col. 3)	107,084,163	104,332,678
<b>DETAILS OF WRITE-INS</b>		
2501. Contingent Balances in Safety Groups	41,610	32,691
2502. Miscellaneous Accounts Payable	5,670	27,809
2503. Liability for Pension Benefits	(270,782)	(189,603)
2598. Summary of remaining write-ins for Line 25 from overflow page		
2599. Totals (Lines 2501 through 2503 plus 2598)(Line 25 above)	(223,502)	(129,103)
2901. Reserve for Undeclared Dividends	161,081	180,750
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)	161,081	180,750
3201.		
3202.		
3203.		
3298. Summary of remaining write-ins for Line 32 from overflow page		
3299. Totals (Lines 3201 through 3203 plus 3298)(Line 32 above)		

STATEMENT AS OF SEPTEMBER 30, 2016 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY  
**STATEMENT OF INCOME**

	1 Current Year to Date	2 Prior Year to Date	3 Prior Year Ended December 31
<b>UNDERWRITING INCOME</b>			
1. Premiums earned:			
1.1 Direct (written \$ 164,966,586 )	151,302,959	136,489,094	184,962,287
1.2 Assumed (written \$ 20,541,377 )	19,114,272	17,677,962	23,804,439
1.3 Ceded (written \$ 164,966,586 )	151,314,021	136,489,094	184,956,465
1.4 Net (written \$ 20,541,376 )	19,103,210	17,677,962	23,810,260
<b>DEDUCTIONS:</b>			
2. Losses incurred (current accident year \$ 12,445,262 ):			
2.1 Direct	81,685,128	60,727,947	85,928,521
2.2 Assumed	10,590,650	9,733,697	12,711,505
2.3 Ceded	81,788,461	60,774,503	86,025,833
2.4 Net	10,487,317	9,687,141	12,614,193
3. Loss adjustment expenses incurred	2,616,140	2,469,656	2,975,434
4. Other underwriting expenses incurred	6,752,062	6,209,837	8,457,050
5. Aggregate write-ins for underwriting deductions			
6. Total underwriting deductions (Lines 2 through 5)	19,855,520	18,366,634	24,046,677
7. Net income of protected cells			
8. Net underwriting gain or (loss) (Line 1 minus Line 6 + Line 7)	(752,310)	(688,672)	(236,417)
<b>INVESTMENT INCOME</b>			
9. Net investment income earned	2,144,047	2,062,764	2,768,544
10. Net realized capital gains (losses) less capital gains tax of \$	(97,949)	(174,174)	(129,733)
11. Net investment gain (loss) (Lines 9 + 10)	2,046,098	1,888,590	2,638,811
<b>OTHER INCOME</b>			
12. Net gain or (loss) from agents' or premium balances charged off (amount recovered \$ 1,919 amount charged off \$ 43,236 )	(41,316)	(36,253)	(39,205)
13. Finance and service charges not included in premiums	170,726	162,645	217,600
14. Aggregate write-ins for miscellaneous income	(64,455)	(25,825)	(34,962)
15. Total other income (Lines 12 through 14)	64,955	100,567	143,434
16. Net income before dividends to policyholders, after capital gains tax and before all other federal and foreign income taxes (Lines 8 + 11 + 15)	1,358,744	1,300,485	2,545,828
17. Dividends to policyholders	271,154	292,459	300,198
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)	1,087,590	1,008,026	2,245,631
19. Federal and foreign income taxes incurred	403,035	(134,696)	49,702
20. Net income (Line 18 minus Line 19)(to Line 22)	684,555	1,142,722	2,195,928
<b>CAPITAL AND SURPLUS ACCOUNT</b>			
21. Surplus as regards policyholders, December 31 prior year	50,445,635	49,035,801	49,035,801
22. Net income (from Line 20)	684,555	1,142,722	2,195,928
23. Net transfers (to) from Protected Cell accounts			
24. Change in net unrealized capital gains (losses) less capital gains tax of \$ 190,033	361,533	(203,346)	(157,038)
25. Change in net unrealized foreign exchange capital gain (loss)			
26. Change in net deferred income tax	158,757	25,658	(142,191)
27. Change in nonadmitted assets	(370,138)	(229,524)	(345,544)
28. Change in provision for reinsurance			
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	187,404	(51,367)	(141,322)
38. Change in surplus as regards policyholders (Lines 22 through 37)	1,022,110	684,143	1,409,834
39. Surplus as regards policyholders, as of statement date (Lines 21 plus 38)	51,467,745	49,719,944	50,445,635
<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	1,552	365	518
1402. Miscellaneous Income	(66,006)	(26,191)	(35,479)
1403.			
1498. Summary of remaining write-ins for Line 14 from overflow page			
1499. Totals (Lines 1401 through 1403 plus 1498)(Line 14 above)	(64,455)	(25,825)	(34,962)
3701. Contingent Balance in Safety Groups	(8,919)	(15,090)	(3,381)
3702. Pension Expense	115,144		
3703. Pension Benefit Obligation	81,179	(36,277)	(137,941)
3798. Summary of remaining write-ins for Line 37 from overflow page			
3799. Totals (Lines 3701 through 3703 plus 3798)(Line 37 above)	187,404	(51,367)	(141,322)

**STATEMENT AS OF SEPTEMBER 30, 2016 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 .....	20,172,066	18,095,312	23,199,198
2. Net investment income .....	2,385,059	2,232,829	3,033,014
3. Miscellaneous income .....	64,955	100,567	143,434
4. Total (Lines 1 to 3) .....	22,622,080	20,428,708	26,375,646
5. Benefit and loss related payments .....	9,150,999	9,489,268	12,838,658
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts .....			
7. Commissions, expenses paid and aggregate write-ins for deductions .....	9,120,616	8,788,271	11,458,536
8. Dividends paid to policyholders .....	238,670	143,218	199,572
9. Federal and foreign income taxes paid (recovered) net of \$ ..... tax on capital gains (losses) .....		801,581	1,709,532
10. Total (Lines 5 through 9) .....	18,510,285	19,222,338	26,206,297
11. Net cash from operations (Line 4 minus Line 10) .....	4,111,795	1,206,369	169,348
<b>Cash from Investments</b>			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds .....	9,621,953	9,902,997	13,276,447
12.2 Stocks .....		3,311,582	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)	21,658	46,681
12.8 Total investment proceeds (Lines 12.1 to 12.7) .....	9,600,295	13,236,238	16,634,710
13. Cost of investments acquired (long-term only):			
13.1 Bonds .....	11,225,053	13,443,190	16,732,342
13.2 Stocks .....	65,747	64,261	89,283
13.3 Mortgage loans .....			
13.4 Real estate .....			
13.5 Other invested assets .....			
13.6 Miscellaneous applications .....	0		
13.7 Total investments acquired (Lines 13.1 to 13.6) .....	11,290,801	13,507,452	16,821,625
14. Net increase (or decrease) in contract loans and premium notes .....			
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14) .....	(1,690,506)	(271,214)	(186,915)
<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) .....	(2,531,952)	(1,002,985)	275,903
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6) .....	(2,531,952)	(1,002,985)	275,903
<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) .....	(110,663)	(67,830)	258,336
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year .....	617,732	359,396	359,396
19.2 End of period (Line 18 plus Line 19.1) .....	507,069	291,566	617,732

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

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**STATEMENT AS OF SEPTEMBER 30, 2016 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.

	State of Domicile	<u>2016</u>	<u>2015</u>
<b><u>Net Income</u></b>			
(1) Net Income, state basis (Page 4, Line 20, Columns 1 & 3)	Ohio	684,555	2,195,928
(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>684,555</u>	<u>2,195,928</u>
<b><u>Surplus</u></b>			
(1) Statutory surplus, state basis (Page 3, Line 37, Columns 1 & 2)	Ohio	51,467,745	50,445,635
(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>51,467,745</u>	<u>50,445,635</u>

B. No change.

C. No change.

D. Management's evaluation of the financial condition of the Company did not indicate any going concern issues.

**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
9,407	145,121	154,528

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

Less than 12 months	Greater than 12 months	Total
4,001,664	3,109,925	7,111,589

STATEMENT AS OF SEPTEMBER 30, 2016 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.
- J. 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**

A. UNI-Service Risk Management Corporation, a non-insurance affiliated company, was dissolved effective August 1, 2016. Special Risk Solutions, a non-insurance affiliated company, was dissolved effective August 19, 2016.

**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	1,014,975	0	1,014,975
Common Stock	4,641,393	0	0	4,641,393
Total Assets at Fair Value	4,641,393	1,014,975	0	5,656,368

STATEMENT AS OF SEPTEMBER 30, 2016 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	91,053,342	86,828,826	100,000	90,953,342	0	0
Common Stock	4,641,393	4,641,393	4,641,393	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, 2015 were \$35.8 million. As of September 30, 2016, \$7.9 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 \$28.6 million as a result of re-estimation of unpaid claims and claim adjustment expenses. Therefore, there has been a \$700 thousand unfavorable prior-year development since December 31, 2015 to September 30, 2016.

**Note 26 – Intercompany Pooling Arrangements**

No change.

**Note 27 – Structured Settlements**

No change.

**Note 28 – Health Care Receivables**

No change.

**Note 29 –Participating Policies**

No change.

**Note 30 –Premium Deficiency Reserves**

No change.

**Note 31 – High Deductibles**

No change.

STATEMENT AS OF SEPTEMBER 30, 2016 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY  
**NOTES TO FINANCIAL STATEMENTS**

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

No change.

***Note 33 – Asbestos / Environmental Reserves***

No change.

***Note 34 – Subscriber Savings Accounts***

No change

***Note 35 –Multiple Peril Crop Insurance***

No change.

***Note 36 –Financial Guaranty Insurance***

No change.

STATEMENT AS OF SEPTEMBER 30, 2016 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY  
**GENERAL INTERROGATORIES**

**PART 1 - COMMON INTERROGATORIES**

**GENERAL**

- 1.1 Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act? ..... Yes [ ] No [ X ]
- 1.2 If yes, has the report been filed with the domiciliary state? ..... Yes [ ] No [ ]
- 2.1 Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity? ..... Yes [ ] No [ X ]
- 2.2 If yes, date of change: \_\_\_\_\_
- 3.1 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.  
Effective August 1, 2016 UNI-Service Risk Management Corporation was dissolved. Also, effective August 19, 2016 Special Risk Solutions was dissolved.
- 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. ..... 12/31/2014
- 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). ..... 06/30/2016
- 6.4 By what department or departments?  
Ohio Department of Insurance
- 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 [ ] No [ ] N/A [ X ]
- 7.1 Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period? ..... Yes [ ] No [ X ]
- 7.2 If yes, give full information:
- 8.1 Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board? ..... Yes [ ] No [ X ]
- 8.2 If response to 8.1 is yes, please identify the name of the bank holding company.
- 8.3 Is the company affiliated with one or more banks, thrifts or securities firms? ..... Yes [ ] No [ X ]
- 8.4 If response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator.

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

**STATEMENT AS OF SEPTEMBER 30, 2016 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY**  
**GENERAL INTERROGATORIES**

- 9.1 Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards? ..... Yes [  ] No [  ]  
 (a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;  
 (b) Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;  
 (c) Compliance with applicable governmental laws, rules and regulations;  
 (d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and  
 (e) Accountability for adherence to the code.
- 9.11 If the response to 9.1 is No, please explain:
- 9.2 Has the code of ethics for senior managers been amended? ..... Yes [  ] No [  ]
- 9.21 If the response to 9.2 is Yes, provide information related to amendment(s).
- 9.3 Have any provisions of the code of ethics been waived for any of the specified officers? ..... Yes [  ] No [  ]
- 9.31 If the response to 9.3 is Yes, provide the nature of any waiver(s).

**FINANCIAL**

- 10.1 Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement? ..... Yes [  ] No [  ]  
 10.2 If yes, indicate any amounts receivable from parent included in the Page 2 amount: ..... \$ 1,182,071

**INVESTMENT**

- 11.1 Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.) ..... Yes [  ] No [  ]  
 11.2 If yes, give full and complete information relating thereto:

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

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

**STATEMENT AS OF SEPTEMBER 30, 2016 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY**  
**GENERAL INTERROGATORIES**

16. For the reporting entity's security lending program, state the amount of the following as of the current statement date:

16.1 Total fair value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2.	\$ .....
16.2 Total book adjusted/carrying value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2	\$ .....
16.3 Total payable for securities lending reported on the liability page.	\$ .....

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

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

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

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

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

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

17.4 If yes, give full information relating thereto:

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

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

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

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

18.2 If no, list exceptions:

STATEMENT AS OF SEPTEMBER 30, 2016 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY  
**GENERAL INTERROGATORIES**

**PART 2 - PROPERTY & CASUALTY INTERROGATORIES**

1. If the reporting entity is a member of a pooling arrangement, did the agreement or the reporting entity's participation change? ..... Yes [ ] No [ X ] N/A [ ]  
 If yes, attach an explanation.
  
2. Has the reporting entity reinsured any risk with any other reporting entity and agreed to release such entity from liability, in whole or in part, from any loss that may occur on the risk, or portion thereof, reinsured? ..... Yes [ ] No [ X ]  
 If yes, attach an explanation.
  
- 3.1 Have any of the reporting entity's primary reinsurance contracts been canceled? ..... Yes [ ] No [ X ]
  
- 3.2 If yes, give full and complete information thereto.
  
- 4.1 Are any of the liabilities for unpaid losses and loss adjustment expenses other than certain workers' compensation tabular reserves (see Annual Statement Instructions pertaining to disclosure of discounting for definition of "tabular reserves") discounted at a rate of interest greater than zero? ..... Yes [ ] No [ X ]

4.2 If yes, complete the following schedule:

1 Line of Business	2 Maximum Interest	3 Discount Rate	TOTAL DISCOUNT			DISCOUNT TAKEN DURING PERIOD			
			4 Unpaid Losses	5 Unpaid LAE	6 IBNR	7 TOTAL	8 Unpaid Losses	9 Unpaid LAE	10 IBNR
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, 2016 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

## **SCHEDULE F - CEDED REINSURANCE**

Showing All New Reinsurers - Current Year to Date

STATEMENT AS OF SEPTEMBER 30, 2016 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY  
**SCHEDULE T - EXHIBIT OF PREMIUMS WRITTEN**

Current Year to Date - Allocated by States and Territories

States, etc.	1 Active Status	Direct Premiums Written		Direct Losses Paid (Deducting Salvage)		Direct Losses Unpaid	
		2 Current Year To Date	3 Prior Year To Date	4 Current Year To Date	5 Prior Year To Date	6 Current Year To Date	7 Prior Year To Date
1. Alabama .....	AL	N					
2. Alaska .....	AK	N					
3. Arizona .....	AZ	N					
4. Arkansas .....	AR	N					
5. California .....	CA	N					
6. Colorado .....	CO	N					
7. Connecticut .....	CT	L	18,234,096	16,474,161	9,406,119	11,406,633	24,266,175
8. Delaware .....	DE	L	930,753	1,002,100	694,403	870,762	3,206,949
9. District of Columbia .....	DC	L	113,223	112,733	1,862	19,580	43,373
10. Florida .....	FL	N					
11. Georgia .....	GA	L	7,418,238	6,003,200	2,529,290	2,893,128	7,833,670
12. Hawaii .....	HI	N					
13. Idaho .....	ID	N					
14. Illinois .....	IL	L	3,765,184	2,756,252	2,477,734	815,157	3,863,706
15. Indiana .....	IN	L	578,317	451,506	45,366	73,883	195,374
16. Iowa .....	IA	N					
17. Kansas .....	KS	L	128,206	142,400	23,750	2,288	21,149
18. Kentucky .....	KY	N					
19. Louisiana .....	LA	N					
20. Maine .....	ME	N					
21. Maryland .....	MD	L	2,647,794	2,317,331	1,110,195	1,079,435	4,962,416
22. Massachusetts .....	MA	L	12,664,283	11,638,943	4,505,053	6,494,563	10,872,544
23. Michigan .....	MI	L	2,473,976	2,005,621	251,858	461,143	1,532,998
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	386,677	176,021	98,957	195,759	209,630
31. New Jersey .....	NJ	L	31,767,429	27,539,408	10,387,339	10,892,039	44,377,765
32. New Mexico .....	NM	N					26,712,867
33. New York .....	NY	L	51,097,901	47,231,096	16,433,363	30,795,017	71,223,084
34. North Carolina .....	NC	L	7,802,025	8,413,697	3,081,859	4,167,600	5,227,296
35. North Dakota .....	ND	N					4,583,775
36. Ohio .....	OH	L	5,152,209	4,925,677	2,238,335	1,549,717	3,302,677
37. Oklahoma .....	OK	N					
38. Oregon .....	OR	N					
39. Pennsylvania .....	PA	L	7,388,640	5,973,759	2,156,545	1,621,850	6,548,669
40. Rhode Island .....	RI	L	545,180	447,181	367,513	188,499	332,817
41. South Carolina .....	SC	N					
42. South Dakota .....	SD	N					
43. Tennessee .....	TN	L	1,127,469	1,188,122	361,145	537,147	1,676,518
44. Texas .....	TX	L	5,188,045	4,144,568	2,205,637	1,125,052	5,548,411
45. Utah .....	UT	N					
46. Vermont .....	VT	N					
47. Virginia .....	VA	L	3,517,186	3,069,462	1,719,525	1,730,012	2,436,114
48. Washington .....	WA	N					
49. West Virginia .....	WV	N					
50. Wisconsin .....	WI	L	2,039,754	2,291,164	1,330,831	640,423	4,466,080
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	164,966,586	148,304,402	61,426,679	77,559,686	202,126,267	180,298,934
<b>DETAILS OF WRITE-INS</b>		XXX					
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					

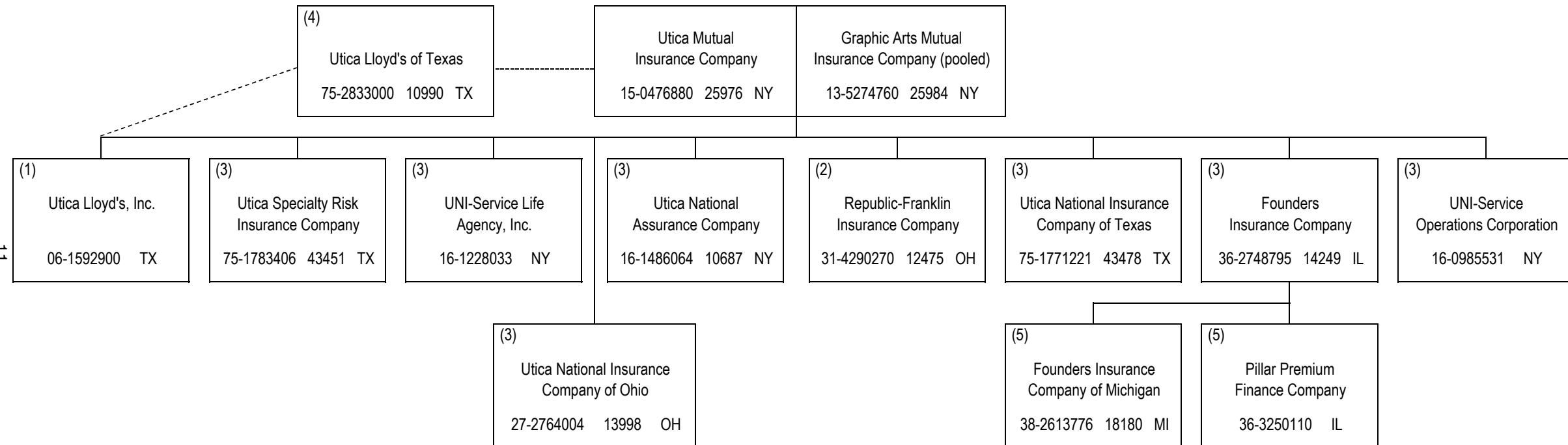
(L) Licensed or Chartered - Licensed Insurance Carrier or Domiciled RRG; (R) Registered - Non-domiciled RRGs; (Q) Qualified - Qualified or Accredited Reinsurer; (E) Eligible - Reporting Entities eligible or approved to write Surplus Lines in the state; (N) None of the above - Not allowed to write business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

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

STATEMENT AS OF SEPTEMBER 30, 2016 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, 2016**



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. A Texas Lloyd's association of twelve underwriters under sponsorship of the Utica Mutual Insurance Company.
5. Owned 100% by Founders Insurance Company.
6. Shares common management with the group.

(6)  
 Utica National Group Foundation, Inc.  
 16-1313450 NY

**STATEMENT AS OF SEPTEMBER 30, 2016 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY**

**SCHEDULE Y**  
**PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM**

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

STATEMENT AS OF SEPTEMBER 30, 2016 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 .....	36,883	(52)	(0.1)	1.1
2. Allied Lines .....	39,931	(1,555)	(3.9)	2.7
3. Farmowners multiple peril .....				
4. Homeowners multiple peril .....	12,699,215	5,450,497	42.9	72.5
5. Commercial multiple peril .....	50,175,969	23,599,730	47.0	52.4
6. Mortgage guaranty .....				
8. Ocean marine .....				
9. Inland marine .....	257,442	100,126	38.9	30.4
10. Financial guaranty .....				
11.1 Medical professional liability - occurrence .....				
11.2 Medical professional liability - claims-made .....				
12. Earthquake .....	9,386			
13. Group accident and health .....				
14. Credit accident and health .....				
15. Other accident and health .....				
16. Workers' compensation .....	27,467,117	11,298,981	41.1	(15.4)
17.1 Other liability - occurrence .....	2,896,259	(946,570)	(32.7)	(72.1)
17.2 Other liability - claims-made .....	13,866,856	7,868,868	56.7	56.6
17.3 Excess workers' compensation .....				
18.1 Products liability - occurrence .....	32,204	1,216	3.8	33.1
18.2 Products liability - claims-made .....				
19.1,19.2 Private passenger auto liability .....	4,197,473	2,788,885	66.4	62.6
19.3,19.4 Commercial auto liability .....	29,661,723	25,565,645	86.2	70.7
21. Auto physical damage .....	9,956,508	5,959,944	59.9	56.2
22. Aircraft (all perils) .....				
23. Fidelity .....				
24. Surety .....	3,525	(585)	(16.6)	43.4
26. Burglary and theft .....	2,469	(3)	(0.1)	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 .....	151,302,959	81,685,128	54.0	44.5
<b>DETAILS OF WRITE-INS</b>				
3401. ....				
3402. ....				
3403. ....				
3498. Summary of remaining write-ins for Line 34 from overflow page .....				
3499. Totals (Lines 3401 through 3403 plus 3498)(Line 34 above) .....				

**PART 2 - DIRECT PREMIUMS WRITTEN**

Line of Business	1 Current Quarter	2 Current Year to Date	3 Prior Year Year to Date
1. Fire .....	9,569	29,100	21,897
2. Allied Lines .....	16,223	42,220	28,122
3. Farmowners multiple peril .....			
4. Homeowners multiple peril .....	4,471,746	12,456,988	12,922,571
5. Commercial multiple peril .....	30,657,201	56,264,993	51,836,326
6. Mortgage guaranty .....			
8. Ocean marine .....			
9. Inland marine .....	87,062	257,032	.262,626
10. Financial guaranty .....			
11.1 Medical professional liability - occurrence .....			
11.2 Medical professional liability - claims-made .....			
12. Earthquake .....	3,648	9,812	9,544
13. Group accident and health .....			
14. Credit accident and health .....			
15. Other accident and health .....			
16. Workers' compensation .....	8,753,322	29,812,507	23,463,130
17.1 Other liability - occurrence .....	3,092,950	4,573,003	2,627,363
17.2 Other liability - claims-made .....	4,928,207	14,854,916	12,682,250
17.3 Excess workers' compensation .....			
18.1 Products liability - occurrence .....	2,432	46,444	30,218
18.2 Products liability - claims-made .....			
19.1,19.2 Private passenger auto liability .....	1,374,087	4,114,742	4,513,993
19.3,19.4 Commercial auto liability .....	13,059,276	32,114,970	29,561,428
21. Auto physical damage .....	4,228,080	10,382,686	10,338,713
22. Aircraft (all perils) .....			
23. Fidelity .....			
24. Surety .....	4,556	4,556	4,556
26. Burglary and theft .....	.949	2,618	1,665
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 .....	70,689,308	164,966,586	148,304,402
<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, 2016 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

**PART 3 (000 omitted)**

LOSS AND LOSS ADJUSTMENT EXPENSE RESERVES SCHEDULE

Years in Which Losses Occurred	1 Prior Year-End Known Case Loss and LAE Reserves	2 Prior Year-End IBNR Loss and LAE Reserves	3 Total Prior Year-End Loss and LAE Reserves (Cols. 1+2)	4 2016 Loss and LAE Payments on Claims Reported as of Prior Year-End	5 2016 Loss and LAE Payments on Unreported Claims as of Prior Year-End	6 Total 2016 Loss and LAE Payments (Cols. 4+5)	7 Q.S. Date Known Case Loss and LAE Reserves on Claims Reported and Open as of Prior Year End	8 Q.S. Date Known Case Loss and LAE Reserves on Claims Reported or Reopened Subsequent to Prior Year End	9 Q.S. Date IBNR Loss and LAE Reserves	10 Total Q.S. Loss and LAE Reserves (Cols. 7+8+9)	11 Prior Year-End Known Case Loss and LAE Reserves Developed (Savings)/ Deficiency (Cols. 4+7 minus Col. 1)	12 Prior Year-End IBNR Loss and LAE Reserves Developed (Savings)/ Deficiency (Cols. 5+8+9 minus Col. 2)	13 Prior Year-End Total Loss and LAE Reserve Developed (Savings)/ Deficiency (Cols. 11+12)
1. 2013 + Prior .....	10,878	7,657	18,535	3,620	73	3,694	8,827	220	6,311	15,359	1,569	(1,052)	517
2. 2014 .....	3,261	3,622	6,882	1,498	82	1,581	2,326	248	2,661	5,235	.563	(630)	(67)
3. Subtotals 2014 + Prior .....	14,139	11,278	25,418	5,119	156	5,275	11,153	469	8,972	20,593	2,132	(1,682)	450
4. 2015 .....	4,164	6,264	10,428	2,276	389	2,665	2,999	552	4,419	7,971	1,111	(903)	208
5. Subtotals 2015 + Prior .....	18,303	17,542	35,845	7,395	545	7,939	14,152	1,021	13,392	28,564	3,243	(2,585)	658
6. 2016 .....	XXX	XXX	XXX	XXX	3,713	3,713	XXX	3,578	5,155	8,733	XXX	XXX	XXX
7. Totals .....	18,303	17,542	35,845	7,395	4,257	11,652	14,152	4,599	18,546	37,297	3,243	(2,585)	658
8. Prior Year-End Surplus As Regards Policyholders											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
			50,446								1. 17.7	2. (14.7)	3. 1.8
													4. 1.3
											Col. 13, Line 7 As a % of Col. 1 Line 8		

STATEMENT AS OF SEPTEMBER 30, 2016 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY  
**SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES**

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

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

Explanations:

- 1.
- 2.
- 3.

Bar Codes:

1. Trusteed Surplus Statement [Document Identifier 490]



1 2 4 7 5 2 0 1 6 4 9 0 0 0 0 0 3

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



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

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



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

STATEMENT AS OF SEPTEMBER 30, 2016 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY  
**OVERFLOW PAGE FOR WRITE-INS**

Additional Write-ins for Assets Line 25

	Current Statement Date			4 December 31 Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
2504. Miscellaneous Office Equipment .....	995,526	995,526		
2505. Clearing Accounts .....	61,063	61,063		
2506. Deposits .....	400	400		
2597. Summary of remaining write-ins for Line 25 from overflow page	1,056,988	1,056,988		

**SCHEDULE A - VERIFICATION**

Real Estate

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

**SCHEDULE B - VERIFICATION**

Mortgage Loans

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

**SCHEDULE BA - VERIFICATION**

Other Long-Term Invested Assets

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

**SCHEDULE D - VERIFICATION**

Bonds and Stocks

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year .....	89,517,074	89,998,475
2. Cost of bonds and stocks acquired .....	11,290,800	16,821,631
3. Accrual of discount .....	23,801	25,821
4. Unrealized valuation increase (decrease) .....	551,566	(236,978)
5. Total gain (loss) on disposals .....	(97,950)	(129,733)
6. Deduct consideration for bonds and stocks disposed of .....	9,621,953	16,588,033
7. Deduct amortization of premium .....	293,118	374,109
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) .....	91,370,220	89,517,074
11. Deduct total nonadmitted amounts .....		
12. Statement value at end of current period (Line 10 minus Line 11) .....	91,370,220	89,517,074

## STATEMENT AS OF SEPTEMBER 30, 2016 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) .....	71,171,706	3,684,726	2,747,009	(534,245)	70,384,861	71,171,706	71,575,178	70,142,383
2. NAIC 2 (a) .....	13,273,287	523,405		441,980	13,480,312	13,273,287	14,238,672	13,965,891
3. NAIC 3 (a) .....	638,137			36,838	949,600	638,137	674,975	1,203,503
4. NAIC 4 (a) .....	645,500		379,580	74,080	712,375	645,500	340,000	
5. NAIC 5 (a) .....								
6. NAIC 6 (a) .....								
7. Total Bonds .....	85,728,630	4,208,131	3,126,589	18,653	85,527,148	85,728,630	86,828,825	85,311,777
<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 .....	85,728,630	4,208,131	3,126,589	18,653	85,527,148	85,728,630	86,828,825	85,311,777

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

NAIC 4 \$ ..... ; NAIC 5 \$ ..... ; NAIC 6 \$ .....

SI02

STATEMENT AS OF SEPTEMBER 30, 2016 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

## **SCHEDULE DA - PART 1**

Short-Term Investments

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

## **SCHEDULE DA - VERIFICATION**

Short-Term Investments

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year .....	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 .....	900,000	1,200,000
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) .....	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 .....
- 3.2 Add:
  - 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 .....
- 3.3 Subtotal (Line 3.1 minus Line 3.2) .....
- 4.1 Cumulative variation margin on terminated contracts during the year .....
- 4.2 Less:
  - 4.21 Amount used to adjust basis of hedged item .....
  - 4.22 Amount recognized .....
- 4.3 Subtotal (Line 4.1 minus Line 4.2) .....
5. Dispositions gains (losses) on contracts terminated in prior year:
  - 5.1 Total gain (loss) recognized for terminations in prior year .....
  - 5.2 Total gain (loss) adjusted into the hedged item(s) for terminations in prior year .....
6. Book/Adjusted carrying value at end of current period (Lines 1+2+3.3-4.3-5.1-5.2) .....
7. Deduct total nonadmitted amounts .....
8. Statement value at end of current period (Line 6 minus Line 7) .....

**NONE**

**STATEMENT AS OF SEPTEMBER 30, 2016 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY**

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

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

# NONE

9999999 - Totals

XXX

X

10 of 10

X

X

Page 1

1

XXX

1

1

## STATEMENT AS OF SEPTEMBER 30, 2016 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

**SCHEDULE DB - PART C - SECTION 2**

Replication (Synthetic Asset) Transactions Open

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

**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 Year To Date	2 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, 2016 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

**SCHEDULE A - PART 2**

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

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

**SCHEDULE A - PART 3**

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

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

E01

STATEMENT AS OF SEPTEMBER 30, 2016 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

## **SCHEDULE B - PART 2**

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

**SCHEDULE B - PART 3**

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

STATEMENT AS OF SEPTEMBER 30, 2016 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

## **SCHEDULE BA - PART 2**

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

## **SCHEDULE BA - PART 3**

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

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## STATEMENT AS OF SEPTEMBER 30, 2016 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

**SCHEDULE D - PART 3**

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

1 CUSIP Identification	2 Description	3 Foreign	4 Date Acquired	5 Name of Vendor	6 Number of Shares of Stock	7 Actual Cost	8 Par Value	9 Paid for Accrued Interest and Dividends	10 NAIC Desig- nation or Market Indicator (a)
797355-4M-3 .....	SAN DIEGO CA UNIF SCH DIST .....		.08/04/2016 .....	JEFFERIES & CO .....		438,349	.375,000	.1,583	1FE .....
<b>2499999. Subtotal - Bonds - U.S. Political Subdivisions of States, Territories and Possessions</b>									
3128MJ-YM-6 .....	F6 G08715 .....		.07/29/2016 .....	BNP PARIBUS SECURITIES .....		259,395	.249,344	.208	1..
3128MJ-YT-1 .....	F6 G08721 .....		.08/24/2016 .....	RBC CAPITAL MARKETS SECURITIES - US .....		207,688	.200,000	.467	1..
3128P8-C4-1 .....	F6 C91891 .....		.09/21/2016 .....	WELLS FARGO SECURITIES LLC .....		210,031	.200,000	.417	1..
3132JA-GX-1 .....	F6 G30913 .....		.09/13/2016 .....	BANK AMERICA .....		212,021	.198,935	.251	1..
3132WD-YO-1 .....	F6 Q40718 .....		.07/13/2016 .....	WELLS FARGO SECURITIES LLC .....		282,436	.267,277	.442	1..
3138WE-KB-4 .....	FN AS4789 .....		.09/23/2016 .....	NOMURA SECURITIES DOMESTIC .....		261,381	.251,290	.565	1..
977100-DR-4 .....	WISCONSIN ST GEN FUND ANNUAL A .....		.08/03/2016 .....	STIFEL NICOLAES & CO .....		250,000	.250,000		1FE .....
<b>3199999. Subtotal - Bonds - U.S. Special Revenues</b>									
030650-AB-3 .....	AMCAR 2016-3 A2A .....		.08/02/2016 .....	CITIGROUP GLOBAL MARKETS .....		1,682,952	1,616,846	2,350	XXX
06406F-AD-5 .....	BANK OF NY MELLON CORP .....		.08/09/2016 .....	GOLDMAN SACHS .....		189,988	.190,000		1FE .....
594918-BQ-6 .....	MICROSOFT CORP .....		.08/01/2016 .....	BANK AMERICA .....		124,783	.125,000		1FE .....
74368C-AD-6 .....	PROTECTIVE LIFE GLOBAL .....		.09/07/2016 .....	BARCLAYS AMERICAN .....		448,655	.450,000		1FE .....
92243V-DD-3 .....	VERIZON COMMUNICATIONS .....		.07/27/2016 .....	BANK AMERICA .....		500,000	.500,000		1FE .....
88167A-AD-3 .....	TEVA PHARMACEUTICALS NE .....	F.	.07/18/2016 .....	BARCLAYS AMERICAN .....		199,490	.200,000		2FE .....
						323,915	.325,000		2FE .....
<b>3899999. Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)</b>									
8399997. Total - Bonds - Part 3 .....							1,786,831	1,790,000	
8399998. Total - Bonds - Part 5 .....							3,908,132	3,781,846	3,933
8399999. Total - Bonds .....							XXX	XXX	XXX
8999997. Total - Preferred Stocks - Part 3 .....							3,908,132	3,781,846	3,933
8999998. Total - Preferred Stocks - Part 5 .....							XXX	XXX	XXX
8999999. Total - Preferred Stocks .....							XXX	XXX	XXX
922908-71-0 .....	VANGUARD 500 INDEX-ADM .....		.09/12/2016 .....	DIVIDEND REINVESTMENT .....		103,134	.20,540		L .....
<b>9299999. Subtotal - Common Stocks - Mutual Funds</b>									
9799997. Total - Common Stocks - Part 3 .....							20,540	XXX	XXX
9799998. Total - Common Stocks - Part 5 .....							20,540	XXX	XXX
9799999. Total - Common Stocks .....							XXX	XXX	XXX
9899999. Total - Preferred and Common Stocks .....							20,540	XXX	XXX
9999999 - Totals .....							3,928,672	XXX	3,933

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

## STATEMENT AS OF SEPTEMBER 30, 2016 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

**SCHEDULE D - PART 4**

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

1 CUSIP Ident- ification	2 Description	3 For- eign	4 Disposal Date	5 Name of Purchaser	6 Number of Shares of Stock	7 Consid- eration	8 Par Value	9 Actual Cost	10 Prior Year Book/ Adjusted Carrying Value	Change In Book/Adjusted Carrying Value					16 Book/ Adjusted Carrying Value at Disposal Date	17 Foreign Exchange Gain Value at Disposal	18 Realized Gain (Loss) on Disposal	19 Total Gain (Loss) on Disposal	20 Bond Interest/ Stock Dividends Received During Year	21 Stated Con- tractual Maturity Date	22 NAIC Design- ation or Market In- dicator (a)	
										11 Unrealized Valuation Increase/ (Decrease)	12 Current Year's Amor- tization)/ Accretion	13 Current Year's Other Than Temporary Impairment Recogn- ized	14 Total Change in Book/ Adjusted Carrying Value (11 + 12 - 13)	15 Total Foreign Exchange Change in Book /Adjusted Carrying Value								
.36178II-GL-7	GN AB9203		09/01/2016	MBS PAYMENT		.70,000	.70,000	.74,785	.70,267		(267)		(267)		.70,000					.1,439	11/15/2042	1
.36202E-RS-0	G2 4097		09/01/2016	MBS PAYMENT		.6,191	.6,191	.6,072	.6,170		21		21		.6,191					.210	03/20/2038	1
.36205B-4L-3	GN 386127		09/01/2016	MBS PAYMENT		.585	.585	.586	.585						.585					.31	01/15/2030	1
.36209D-B2-9	GN 468157		09/01/2016	MBS PAYMENT		.188	.188	.188	.188						.188					.8	08/15/2028	1
.36209M-4A-9	GN 476117		09/01/2016	MBS PAYMENT		.42	.42	.42	.42						.42					.2	07/15/2028	1
.36209U-PA-8	GN 482017		09/01/2016	MBS PAYMENT		.91	.91	.91	.91						.91					.4	08/15/2028	1
.36209W-4J-8	GN 484225		09/01/2016	MBS PAYMENT		.23	.23	.23	.23						.23					.1	08/15/2028	1
.36210Y-D9-3	GN 506028		08/01/2016	MBS PAYMENT		1,605	1,605	1,603	1,603		1		1		1,605					.80	10/15/2029	1
.36211C-QY-1	GN 509071		09/01/2016	MBS PAYMENT		.347	.347	.330	.347						.347					.15	05/15/2029	1
.36213E-L3-8	GN 552146		09/01/2016	MBS PAYMENT		.324	.324	.326	.324						.324					.13	11/15/2016	1
.36220U-Z2-0	GN 288861		09/01/2016	MBS PAYMENT		.176	.176	.175	.176						.176					.9	12/15/2022	1
.36224J-HS-4	GN 329741		09/01/2016	MBS PAYMENT		.69	.69	.70	.69						.69					.3	01/15/2023	1
.36225A-KU-3	GN 780307		09/01/2016	MBS PAYMENT		.246	.246	.263	.248		(1)		(1)		(1)					.246	.15/12/2021	1
.36225A-NY-2	GN 780407		09/01/2016	MBS PAYMENT		.963	.963	.969	.964		(1)		(1)		(1)					.963	.44/08/2024	1
.36290S-ZC-8	GN 616439		09/01/2016	MBS PAYMENT		1,965	1,965	1,957	1,964						1,965					.66	06/15/2024	1
.36378E-7C-7	GNR 2013-33 A		09/01/2016	MBS PAYMENT		6,031	6,031	6,003	6,030		2		2		6,031					.40	07/16/2038	1
<b>0599999. Subtotal - Bonds - U.S. Governments</b>						88,846	88,846	93,486	89,091		(244)		(244)		88,846					1,980	XXX	XXX
.57582P-KZ-2	MASSACHUSETTS ST		08/01/2016	MATURITY		500,000	500,000	555,295	504,604		(4,604)		(4,604)		500,000					25,000	08/01/2016	1FE
<b>1799999. Subtotal - Bonds - U.S. States, Territories and Possessions</b>						500,000	500,000	555,295	504,604		(4,604)		(4,604)		500,000					25,000	XXX	XXX
.31283G-K8-9	FG G00319		09/01/2016	MBS PAYMENT		.48	.48	.50	.48						.48					.3	04/01/2025	1
.31283H-HN-8	FG G01137		09/01/2016	MBS PAYMENT		.70	.70	.69	.70						.70					.4	09/01/2030	1
.31287D-ND-9	FG C64888		09/01/2016	MBS PAYMENT		.61	.61	.62	.61						.61					.3	03/01/2032	1
.31288E-B5-5	FG C75460		09/01/2016	MBS PAYMENT		.223	.223	.226	.224		(1)		(1)		.223					.8	01/01/2033	1
.3128GW-W2-0	FG E92592		09/01/2016	MBS PAYMENT		1,448	1,448	1,493	1,455		(7)		(7)		1,448					.54	11/01/2017	1
.3128M9-2M-3	FG G07680		09/01/2016	MBS PAYMENT		8,218	8,218	8,679	8,256		(39)		(39)		8,218					.21	04/01/2044	1
.3128M9-XG-2	FG G07579		09/01/2016	MBS PAYMENT		7,726	7,726	8,004	7,746		(20)		(20)		7,726					.196	08/01/2043	1
.3128MC-UH-3	FG G13997		09/01/2016	MBS PAYMENT		4,465	4,465	4,576	4,489		(24)		(24)		4,465					.116	12/01/2025	1
.3128MJ-UH-1	FG G08583		09/01/2016	MBS PAYMENT		15,548	15,548	16,704	15,757		(209)		(209)		15,548					.467	04/01/2044	1
.3128MJ-YM-6	FG G08715		09/01/2016	MBS PAYMENT		1,193	1,193	1,241	1,193		(209)		(209)		1,193					.3	08/01/2046	1
.3128MJ-YT-1	FG G08721		09/01/2016	MBS PAYMENT		.573	.573	.595	.573						.573					.1	09/01/2046	1
.31292H-D6-8	FG C01025		09/01/2016	MBS PAYMENT		.37	.37	.38	.37						.37					.2	07/01/2030	1
.31292K-7G-6	FG C03595		09/01/2016	MBS PAYMENT		13,415	13,415	13,978	13,474		(59)		(59)		13,415					.349	10/01/2040	1
.31293R-ME-8	FG C27557		09/01/2016	MBS PAYMENT		.58	.58	.55	.58						.58					.3	06/01/2029	1
.31294Z-NF-8	FG A93990		09/01/2016	MBS PAYMENT		8,117	8,117	8,398	8,156		(39)		(39)		8,117					.218	09/01/2040	1
.31298U-CF-4	FG C57270		09/01/2016	MBS PAYMENT		.140	.140	.138	.140						.140					.6	09/01/2031	1
.31298W-CR-4	FG C59080		09/01/2016	MBS PAYMENT		.325	.325	.323	.325						.325					.13	10/01/2031	1
.31307A-EK-4	FG J21938		09/01/2016	MBS PAYMENT		35,569	35,569	37,119	35,735		(167)		(167)		35,569					.601	01/01/2028	1
.31320G-H5-4	FG Q00252		09/01/2016	MBS PAYMENT		42,823	42,823	43,920	42,921		(98)		(98)		42,823					.1,332	04/01/2041	1
.31320K-5A-0	FG 004741		09/01/2016	MBS PAYMENT		22,504	22,504	24,051	22,642		(139)		(139)		22,504					.708	11/01/2041	1
.31320K-V9-4	FG Q04540		09/01/2016	MBS PAYMENT		40,800	40,800	.41,583	40,846		(46)		(46)		40,800					.939	11/01/2041	1
.31320K-ZN-9	FG Q04649		09/01/2016	MBS PAYMENT		50,686	50,686	51,510	50,759		(73)		(73)		50,686					.1,198	11/01/2041	1
.31323L-FM-1	FG Q04972		09/01/2016	MBS PAYMENT		23,708	23,708	24,224	23,745		(37)		(37)		23,708					.564	12/01/2041	1
.31323J-US-1	FG Q15592		09/01/2016	MBS PAYMENT		11,882	11,882	12,158	11,897		(15)		(15)		11,882					.221	02/01/2043	1
.31323M-3G-9	FG Q28299		09/01/2016	MBS PAYMENT		2,440	2,440	2,569	2,448		(8)		(8)		2,440					.62	09/01/2044	1
.31323M-2R-4	FG Q29184		09/01/2016	MBS PAYMENT		24,205	24,205	25,856	24,404		(199)		(199)		24,205					.658	10/01/2044	1
.31320W-MS-5	FG Q39368		09/01/2016	MBS PAYMENT		.7,988	.7,988	.8,454	.7,988		(4)		(4)		.7,988					.51	03/01/2046	1
.31323W-YQ-1	FG Q40718		09/01/2016	MBS PAYMENT		4,246	4,246	4,487	4,246		(1)		(1)		4,246					.19	05/01/2046	1

## STATEMENT AS OF SEPTEMBER 30, 2016 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

**SCHEDULE D - PART 4**

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

1 CUSIP Ident- ification	2 Description	3 For- eign	4 Disposal Date	5 Name of Purchaser	6 Number of Shares of Stock	7 Consid- eration	8 Par Value	9 Actual Cost	10 Prior Year Book/ Adjusted Carrying Value	Change In Book/Adjusted Carrying Value					16 Book/ Adjusted Carrying Value at Disposal Date	17 Foreign Exchange Gain Value at Disposal	18 Realized Gain (Loss) on Disposal	19 Total Gain (Loss) on Disposal	20 Bond Interest/ Stock Dividends Received During Year	21 Stated Con- tractual Maturity Date	22 NAIC Design- ation or Market In- dicator (a)			
										11 Unrealized Valuation Increase/ Decrease)	12 Current Year's Amor- tization)/ Accretion	13 Current Year's Other Than Temporary Impairment Recogn- ized	14 Total Change in Book/ Adjusted Carrying Value (11 + 12 - 13)	15 Total Foreign Exchange Change in Book /Adjusted Carrying Value										
.3138EK-0D-0	FN AL3151 .....		09/01/2016	MBS PAYMENT .....		1,987	,1,987	,2,132	,1,992		(5)		(5)			,1,987				,61	06/01/2042	1		
.3138EN-4H-9	FN AL6223 .....		09/01/2016	MBS PAYMENT .....		,24,432	,24,432	,26,585	,24,781		(350)		(350)			,24,432				,740	06/01/2044	1		
.3138EO-7K-2	FN AL8097 .....		09/01/2016	MBS PAYMENT .....		,11,870	,11,870	,12,742			(19)		(19)			,11,870				,115	01/01/2046	1		
.3138MS-EA-3	FN AP1928 .....		09/01/2016	MBS PAYMENT .....		,12,245	,12,245	,13,045	,12,361		(116)		(116)			,12,245				,307	08/01/2042	1		
.3138M5-LP-2	FN AP2133 .....		09/01/2016	MBS PAYMENT .....		,17,712	,17,712	,18,376	,17,765		(54)		(54)			,17,712				,423	08/01/2042	1		
.3138MP-TV-1	FN A07923 .....		09/01/2016	MBS PAYMENT .....		,31,689	,31,689	,33,085	,31,790		(101)		(101)			,31,689				,622	12/01/2042	1		
.3138W9-HL-7	FN AS0234 .....		09/01/2016	MBS PAYMENT .....		,29,952	,29,952	,31,407	,30,154		(202)		(202)			,29,952				,795	08/01/2043	1		
.3138WB-AR-6	FN AS1815 .....		09/01/2016	MBS PAYMENT .....		,11,022	,11,022	,11,478	,11,055		(34)		(34)			,11,022				,313	02/01/2044	1		
.3138WB-GU-3	FN AS2010 .....		09/01/2016	MBS PAYMENT .....		,16,142	,16,142	,16,848	,16,211		(69)		(69)			,16,142				,426	03/01/2044	1		
.3138WB-LK-9	FN AS2385 .....		09/01/2016	MBS PAYMENT .....		,18,734	,18,734	,19,779	,18,801		(67)		(67)			,18,734				,529	05/01/2044	1		
.3138WE-6G-9	FN AS3370 .....		09/01/2016	MBS PAYMENT .....		,9,869	,9,869	,10,276	,9,906		(37)		(37)			,9,869				,231	07/01/2045	1		
.3138WE-ZJ-1	FN AS244 .....		09/01/2016	MBS PAYMENT .....		,9,385	,9,385	,9,759	,9,410		(26)		(26)			,9,385				,217	06/01/2045	1		
.3138WF-B6-2	FN AS5460 .....		09/01/2016	MBS PAYMENT .....		,12,179	,12,179	,12,759	,12,232		(53)		(53)			,12,179				,296	07/01/2045	1		
.3138WF-GE-0	FN AS5596 .....		09/01/2016	MBS PAYMENT .....		,18,517	,18,517	,19,359			(17)		(17)			,18,517				,120	08/01/2045	1		
.3138X4-V9-8	FN AU5139 .....		09/01/2016	MBS PAYMENT .....		,15,143	,15,143	,15,782			(59)		(59)			,15,143				,314	08/01/2043	1		
.3138Y6-3S-1	FN AX5308 .....		09/01/2016	MBS PAYMENT .....		,19,969	,19,969	,20,948	,20,072		(103)		(103)			,19,969				,478	01/01/2042	1		
.31390E-SX-1	FN 644134 .....		09/01/2016	MBS PAYMENT .....		,60	,60	,60	,60						,60				,3	05/01/2032	1			
.31403A-XD-2	FN 743276 .....		09/01/2016	MBS PAYMENT .....		,174	,174	,179	,175						,174				,7	10/01/2033	1			
.31403C-6L-0	FN 745275 .....		09/01/2016	MBS PAYMENT .....		,2,261	,2,261	,2,202	,2,251		9		9			,2,261				,76	02/01/2036	1		
.31403C-6U-0	FN 745283 .....		09/01/2016	MBS PAYMENT .....		,4,712	,4,712	,4,551	,4,686		26		26			,4,712				,168	01/01/2036	1		
.31404F-J4-6	FN 767183 .....		09/01/2016	MBS PAYMENT .....		,3,631	,3,631	,3,616	,3,626		4		4			,3,631				,119	02/01/2019	1		
.31408J-DS-7	FN 852513 .....		09/01/2016	MBS PAYMENT .....		,1,326	,1,326	,1,313	,1,326						,1,326				,43	01/01/2036	1			
.31409W-D9-9	FN 880428 .....		09/01/2016	MBS PAYMENT .....		,123	,123	,123	,123						,123				,5	04/01/2036	1			
.31410X-ZR-0	FN 900852 .....		09/01/2016	MBS PAYMENT .....		,3,804	,3,804	,3,824	,3,807		(2)		(2)			,3,804				,160	01/01/2037	1		
.31416X-QU-7	FN AB2266 .....		09/01/2016	MBS PAYMENT .....		,11,035	,11,035	,11,490	,11,076		(41)		(41)			,11,035				,292	02/01/2041	1		
.31417D-TR-4	FN AB6859 .....		09/01/2016	MBS PAYMENT .....		,13,284	,13,284	,13,807			(36)		(36)			,13,284				,274	11/01/2042	1		
.31417E-CG-4	FN AB7270 .....		09/01/2016	MBS PAYMENT .....		,10,343	,10,343	,10,812	,10,370		(27)		(27)			,10,343				,209	12/01/2042	1		
.31417E-H2-0	FN AB7448 .....		09/01/2016	MBS PAYMENT .....		,54,965	,54,965	,56,996	,55,177		(213)		(213)			,54,965				,912	01/01/2028	1		
.31417E-ZK-0	FN AB7945 .....		09/01/2016	MBS PAYMENT .....		,24,675	,24,675	,25,477	,24,725		(50)		(50)			,24,675				,501	02/01/2043	1		
.31417G-SA-0	FN AB9840 .....		09/01/2016	MBS PAYMENT .....		,13,380	,13,380	,14,045			(45)		(45)			,13,380				,237	07/01/2043	1		
.31417F-FW-1	FN AE4680 .....		09/01/2016	MBS PAYMENT .....		,8,621	,8,621	,8,941	,8,643		(22)		(22)			,8,621				,238	11/01/2040	1		
.914638-FJ-5	UNIV OF NEBRASKA NE FACS CORP		07/15/2016	MATURITY .....		500,000	500,000	,545,410	,502,954		(2,954)		(2,954)			,500,000				,25,000	07/15/2016	1FE		
3199999. Subtotal - Bonds - U.S. Special Revenues						1,302,033	1,302,033	1,381,386	1,195,223		(6,110)		(6,110)			1,302,033				43,454	XXX	XXX		
.12591F-AC-0	CNH 2013-A A3		07/15/2016	MBS PAYMENT .....		,2,451	,2,451	,2,451	,2,506						,2,506				,(55)	10/01/2018	1FE			
.362524-AA-4	GSMS 2015-GS1 A1		09/01/2016	MBS PAYMENT .....		,8,388	,8,388	,8,388							,8,388				,121	11/13/2048	1FE			
.43814J-AC-8	HART 2014-4 A3		09/15/2016	MBS PAYMENT .....		,54,866	,54,866	,54,856	,54,843		22		22			,54,866				,362	08/01/2042	1		
.44890W-AC-4	HART 2015-A A3		09/15/2016	MBS PAYMENT .....		,17,995	,17,995	,17,992	,17,987		8		8			,17,995				,137	04/15/2019	1FE		
.46643G-AA-8	JPMIB 2014-C24 A1		09/01/2016	MBS PAYMENT .....		,5,185	,5,185	,5,185	,5,185						,5,185				,53	11/18/2047	1FM			
.74005P-BC-7	PRAXAIR INC .....		09/14/2016	INC .....		,199,630	,200,000	,199,922	,199,971						,199,982				,(352)	,1,791	11/07/2017	1FE		
.740189-AK-1	PRECISION CASTPARTS CORP		09/07/2016	SUSQUEHANNA FINANCIAL		,250,710	,250,000	,250,258	,250,106		(36)		(36)			,250,070				,640	01/15/2018	1FE		
.842400-GF-4	SOUTHERN CAL EDISON		08/01/2016	SINK		,17,143	,17,143	,17,143	,17,143						,17,143				,316	02/01/2022	1FE			
.878742-AY-1	TECK RESOURCES LIMITED	A	09/19/2016	GOLDMAN SACHS		,349,080	,400,000	,372,208	,181,000		,196,609		,1970			,379,580				,30,500	,17,125	02/01/2023	4FE	
3899999. Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)						905,448	956,028	,928,403	,737,129		,196,609		,1,975			,198,584				,935,715	(30,267)	23,535	XXX	
8399997. Total - Bonds - Part 4						2,796,327	2,846,907	2,958,570	2,526,047		,196,609		(8,983)			,187,626				,2,826,594	(30,267)	(30,267)	93,969	XXX
8399998. Total - Bonds - Part 5						XXX	XXX	XXX	XXX						XXX	XXX			XXX	XXX	XXX	XXX	XXX	

## STATEMENT AS OF SEPTEMBER 30, 2016 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

**SCHEDULE D - PART 4**

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

1 CUSIP Ident- ification	2 Description	3 For- eign	4 Disposal Date	5 Name of Purchaser	6 Number of Shares of Stock	7 Consid- eration	8 Par Value	9 Actual Cost	10 Prior Year Book/ Adjusted Carrying Value	Change In Book/Adjusted Carrying Value					16 Book/ Adjusted Carrying Value at Disposal Date	17 Foreign Exchange Gain Value at Disposal	18 Realized Gain (Loss) on Disposal	19 Total Gain (Loss) on Disposal	20 Bond Interest/ Stock Dividends Received During Year	21 Stated Con- tractual Maturity Date	22 NAIC Desig- nation or Market In- dicator (a)	
										11 Unrealized Valuation Increase/ (Decrease)	12 Current Year's (Amor- tization)/ Accretion	13 Current Year's Other Than Temporary Impairment Recog- nized	14 Total Change in Book/ Adjusted Carrying Value (11 + 12 - 13)	15 Total Foreign Exchange Change in Book /Adjusted Carrying Value								
9899999. Total - Preferred and Common Stocks							XXX														XXX	XXX
9999999 - Totals							2,796,327	XXX	2,958,570	2,526,047	196,609	(8,983)		187,626		2,826,594		(30,267)	(30,267)	93,969	XXX	XXX

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

## STATEMENT AS OF SEPTEMBER 30, 2016 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

**SCHEDULE DB - PART A - SECTION 1**

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

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

N  
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E

(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, 2016 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

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

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

1449999 - Totals

Page 1

Page 1

Broker Name	<b>NONE</b>	Beginning Cash Balance	Cumulative Cash Change	Ending Cash Balance
Total Net Cash Deposits				

### Total Net Cash Deposits

### Description of Hedged Risk(s)

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

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

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## STATEMENT AS OF SEPTEMBER 30, 2016 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

**SCHEDULE DB - PART D - SECTION 1**

Counterparty Exposure for Derivative Instruments Open as of Current Statement Date

1 Description of Exchange, Counterparty or Central Clearinghouse	2 Master Agreement (Y or N)	3 Credit Support Annex (Y or N)	4 Fair Value of Acceptable Collateral	Book/Adjusted Carrying Value			Fair Value			11 Potential Exposure	12 Off-Balance Sheet Exposure
				5 Contracts With Book/Adjusted Carrying Value >0	6 Contracts With Book/Adjusted Carrying Value <0	7 Exposure Net of Collateral	8 Contracts With Fair Value >0	9 Contracts With Fair Value <0	10 Exposure Net of Collateral		
0199999 - Aggregate Sum of Exchange Traded Derivatives	XXX	XXX	XXX								
0999999 - Gross Totals											
1. Offset per SSAP No. 64											
2. Net after right of offset per SSAP No. 64											

**NONE**

## STATEMENT AS OF SEPTEMBER 30, 2016 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

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

Collateral for Derivative Instruments Open as of Current Statement Date

## Collateral Pledged by Reporting Entity

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

## Collateral Pledged to Reporting Entity

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

**STATEMENT AS OF SEPTEMBER 30, 2016 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY**

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

**Reinvested Collateral Assets Owned Current Statement Date**

9999999 - Totals  
General Interrogation

XXX

## General Interrogatories:

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

**STATEMENT AS OF SEPTEMBER 30, 2016 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY**

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

### **Reinvested Collateral Assets Owned Current Statement Date**

9999999 - Totals  
General Interrogation

General Interrogatories:  
1. Total activity for

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

**STATEMENT AS OF SEPTEMBER 30, 2016 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY**

**SCHEDULE E - PART 1 - CASH**

## Month End Depository Balances

1 Depository	2 Code	3 Rate of Interest	4 Amount of Interest Received During Current Quarter	5 Amount of Interest Accrued at Current Statement Date	Book Balance at End of Each Month During Current Quarter			9 *
					6 First Month	7 Second Month	8 Third Month	
BANK OF NEW YORK .....	NEW YORK, NY .....	0.010	15	633,657	227,280	407,069	XXX	
0199998. Deposits in ... depositories that do not exceed the allowable limit in any one depository (See instructions) - Open Depositories	XXX	XXX						XXX
0199999. Totals - Open Depositories	XXX	XXX	15	633,657	227,280	407,069	XXX	
0299998. Deposits in ... depositories that do not exceed the allowable limit in any one depository (See instructions) - Suspended Depositories	XXX	XXX						XXX
0299999. Totals - Suspended Depositories	XXX	XXX						XXX
0399999. Total Cash on Deposit	XXX	XXX	15	633,657	227,280	407,069	XXX	
0499999. Cash in Company's Office	XXX	XXX	XXX	XXX				XXX
0599999. Total - Cash	XXX	XXX	15	633,657	227,280	407,069	XXX	

**STATEMENT AS OF SEPTEMBER 30, 2016 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY**

## **SCHEDULE E - PART 2 - CASH EQUIVALENTS**

### Show Investments Owned End of Current Quarter

**NON**

## 8699999 - Total Cash Equivalents

E  
13



SUPPLEMENT FOR THE QUARTER ENDING SEPTEMBER 30, 2016 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

## DIRECTOR AND OFFICER INSURANCE COVERAGE SUPPLEMENT

Year To Date For The Period Ended SEPTEMBER 30, 2016

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	\$ .....75	\$ .....

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: ..... \$ .....59,626

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