



PROPERTY AND CASUALTY COMPANIES - ASSOCIATION EDITION

QUARTERLY STATEMENT

AS OF MARCH 31, 2017

OF THE CONDITION AND AFFAIRS OF THE

Republic-Franklin Insurance Company

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

Organized under the Laws of Ohio, State of Domicile or Port of Entry OH

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 (Street and Number) Columbus, OH, US 43219 (City or Town, State, Country and Zip Code)

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

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

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

Internet Website Address www.uticanational.com

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

OFFICERS

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

OTHER

Steven Paul Guzski, Executive Vice President Kristen Holly Martin, EVP & COO

DIRECTORS OR TRUSTEES

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

State of New York County of Oneida SS:

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

Richard Patrick Creedon President & 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? Yes [ X ] No [ ] b. If no, 1. State the amendment number..... 2. Date filed ..... 3. Number of pages attached.....

STATEMENT AS OF MARCH 31, 2017 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 .....	89,973,027	0	89,973,027	88,450,374
2. Stocks:				
2.1 Preferred stocks .....	0	0	0	0
2.2 Common stocks .....	5,110,273	0	5,110,273	4,818,611
3. Mortgage loans on real estate:				
3.1 First liens .....	0	0	0	0
3.2 Other than first liens.....	0	0	0	0
4. Real estate:				
4.1 Properties occupied by the company (less \$ .....0 encumbrances) .....	0	0	0	0
4.2 Properties held for the production of income (less \$ .....0 encumbrances) .....	0	0	0	0
4.3 Properties held for sale (less \$ .....0 encumbrances) .....	0	0	0	0
5. Cash (\$ .....25,647 ), cash equivalents (\$ .....0 ) and short-term investments (\$ .....100,000 ) .....	125,647	0	125,647	187,883
6. Contract loans (including \$ .....0 premium notes) .....	0	0	0	0
7. Derivatives .....	0	0	0	0
8. Other invested assets .....	0	0	0	0
9. Receivables for securities .....	0	0	0	0
10. Securities lending reinvested collateral assets .....	0	0	0	0
11. Aggregate write-ins for invested assets .....	0	0	0	0
12. Subtotals, cash and invested assets (Lines 1 to 11) .....	95,208,947	0	95,208,947	93,456,868
13. Title plants less \$ .....0 charged off (for Title insurers only) .....	0	0	0	0
14. Investment income due and accrued .....	710,098	0	710,098	682,688
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection .....	8,687,173	234,973	8,452,200	7,884,168
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$ .....39,808 earned but unbilled premiums) .....	568,387	4,423	563,964	598,915
15.3 Accrued retrospective premiums (\$ .....0 ) and contracts subject to redetermination (\$ .....0 ) .....	0	0	0	0
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers .....	124,088	0	124,088	108,264
16.2 Funds held by or deposited with reinsured companies .....	0	0	0	0
16.3 Other amounts receivable under reinsurance contracts .....	0	0	0	0
17. Amounts receivable relating to uninsured plans .....	0	0	0	0
18.1 Current federal and foreign income tax recoverable and interest thereon .....	0	0	0	0
18.2 Net deferred tax asset .....	1,994,501	37,614	1,956,887	1,600,851
19. Guaranty funds receivable or on deposit .....	1,521,801	0	1,521,801	1,591,667
20. Electronic data processing equipment and software .....	29,634	0	29,634	34,745
21. Furniture and equipment, including health care delivery assets (\$ .....0 ) .....	10,326	10,326	0	0
22. Net adjustment in assets and liabilities due to foreign exchange rates .....	0	0	0	0
23. Receivables from parent, subsidiaries and affiliates .....	0	0	0	775,916
24. Health care (\$ .....0 ) and other amounts receivable .....	0	0	0	0
25. Aggregate write-ins for other than invested assets .....	2,060,992	1,146,473	914,518	859,257
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25) .....	110,915,946	1,433,809	109,482,137	107,593,340
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts .....	0	0	0	0
28. Total (Lines 26 and 27)	110,915,946	1,433,809	109,482,137	107,593,340
<b>DETAILS OF WRITE-INS</b>				
1101. ....				
1102. ....				
1103. ....				
1198. Summary of remaining write-ins for Line 11 from overflow page .....	0	0	0	0
1199. Totals (Lines 1101 through 1103 plus 1198)(Line 11 above)	0	0	0	0
2501. Accounts Receivable - Other .....	795,375	5,925	789,450	702,933
2502. Equities and Deposits in Pools and Associations .....	125,872	1,913	123,959	156,324
2503. Prepaid Expenses .....	96,666	96,666	0	0
2598. Summary of remaining write-ins for Line 25 from overflow page .....	1,043,079	1,041,970	1,109	0
2599. Totals (Lines 2501 through 2503 plus 2598)(Line 25 above)	2,060,992	1,146,473	914,518	859,257

## STATEMENT AS OF MARCH 31, 2017 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 \$ 4,142,473 )	30,244,688	30,015,045
2. Reinsurance payable on paid losses and loss adjustment expenses	0	0
3. Loss adjustment expenses	7,242,854	7,243,805
4. Commissions payable, contingent commissions and other similar charges	378,673	637,280
5. Other expenses (excluding taxes, licenses and fees)	942,366	1,128,947
6. Taxes, licenses and fees (excluding federal and foreign income taxes)	995,188	1,056,088
7.1 Current federal and foreign income taxes (including \$ 3,982 on realized capital gains (losses))	848,418	672,580
7.2 Net deferred tax liability	0	0
8. Borrowed money \$ 0 and interest thereon \$ 0	0	0
9. Unearned premiums (after deducting unearned premiums for ceded reinsurance of \$ 98,711,432 and including warranty reserves of \$ 0 and accrued accident and health experience rating refunds including \$ 0 for medical loss ratio rebate per the Public Health Service Act)	13,319,449	12,922,766
10. Advance premium	113,272	126,781
11. Dividends declared and unpaid:		
11.1 Stockholders	0	0
11.2 Policyholders	78,025	168,667
12. Ceded reinsurance premiums payable (net of ceding commissions)	163,123	154,200
13. Funds held by company under reinsurance treaties	0	0
14. Amounts withheld or retained by company for account of others	1,003,361	1,276,048
15. Remittances and items not allocated	0	0
16. Provision for reinsurance (including \$ 0 certified)	0	0
17. Net adjustments in assets and liabilities due to foreign exchange rates	0	0
18. Drafts outstanding	0	0
19. Payable to parent, subsidiaries and affiliates	1,071,647	0
20. Derivatives	0	0
21. Payable for securities	0	0
22. Payable for securities lending	0	0
23. Liability for amounts held under uninsured plans	0	0
24. Capital notes \$ 0 and interest thereon \$ 0	0	0
25. Aggregate write-ins for liabilities	(212,187)	(210,403)
26. Total liabilities excluding protected cell liabilities (Lines 1 through 25)	56,188,877	55,191,804
27. Protected cell liabilities	0	0
28. Total liabilities (Lines 26 and 27)	56,188,877	55,191,804
29. Aggregate write-ins for special surplus funds	196,070	230,140
30. Common capital stock	3,500,000	3,500,000
31. Preferred capital stock	0	0
32. Aggregate write-ins for other than special surplus funds	0	0
33. Surplus notes	0	0
34. Gross paid in and contributed surplus	5,139,802	5,139,802
35. Unassigned funds (surplus)	44,457,388	43,531,594
36. Less treasury stock, at cost:		
36.1 0 shares common (value included in Line 30 \$ 0 )	0	0
36.2 0 shares preferred (value included in Line 31 \$ 0 )	0	0
37. Surplus as regards policyholders (Lines 29 to 35, less 36)	53,293,260	52,401,536
38. Totals (Page 2, Line 28, Col. 3)	109,482,137	107,593,340
<b>DETAILS OF WRITE-INS</b>		
2501. Contingent Balances in Safety Groups	21,900	23,340
2502. Miscellaneous Accounts Payable	0	8,161
2503. Liability for Pension Benefits	(234,087)	(241,904)
2598. Summary of remaining write-ins for Line 25 from overflow page	0	0
2599. Totals (Lines 2501 through 2503 plus 2598)(Line 25 above)	(212,187)	(210,403)
2901. Reserve for Undeclared Dividends	196,070	230,140
2902. ....		
2903. ....		
2998. Summary of remaining write-ins for Line 29 from overflow page	0	0
2999. Totals (Lines 2901 through 2903 plus 2998)(Line 29 above)	196,070	230,140
3201. ....		
3202. ....		
3203. ....		
3298. Summary of remaining write-ins for Line 32 from overflow page	0	0
3299. Totals (Lines 3201 through 3203 plus 3298)(Line 32 above)	0	0

## STATEMENT AS OF MARCH 31, 2017 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 \$ .....47,111,051 )	52,259,545	48,279,657	204,517,210
1.2 Assumed (written \$ .....6,964,924 )	6,568,240	6,208,832	25,760,938
1.3 Ceded (written \$ .....47,112,153 )	52,260,647	48,290,720	204,535,692
1.4 Net (written \$ .....6,963,821 )	6,567,138	6,197,769	25,742,456
<b>DEDUCTIONS:</b>			
2. Losses incurred (current accident year \$ .....5,136,434 ):			
2.1 Direct .....	23,656,303	25,154,052	105,259,729
2.2 Assumed .....	3,607,283	3,574,763	14,092,667
2.3 Ceded .....	23,652,429	25,256,773	105,509,515
2.4 Net .....	3,611,157	3,472,043	13,842,880
3. Loss adjustment expenses incurred .....	886,230	870,128	3,014,095
4. Other underwriting expenses incurred .....	2,351,534	2,211,866	8,811,470
5. Aggregate write-ins for underwriting deductions .....	0	0	0
6. Total underwriting deductions (Lines 2 through 5) .....	6,848,922	6,554,037	25,668,446
7. Net income of protected cells .....	0	0	0
8. Net underwriting gain or (loss) (Line 1 minus Line 6 + Line 7) .....	(281,784)	(356,268)	74,010
<b>INVESTMENT INCOME</b>			
9. Net investment income earned .....	696,072	739,948	2,884,362
10. Net realized capital gains (losses) less capital gains tax of \$ .....3,982	7,217	(3,106)	(189,295)
11. Net investment gain (loss) (Lines 9 + 10) .....	703,289	736,842	2,695,066
<b>OTHER INCOME</b>			
12. Net gain or (loss) from agents' or premium balances charged off (amount recovered \$ .....634 amount charged off \$ .....20,150 ) .....	(19,516)	(2,684)	(65,769)
13. Finance and service charges not included in premiums .....	79,898	37,166	248,641
14. Aggregate write-ins for miscellaneous income .....	(45,485)	(8,062)	(102,903)
15. Total other income (Lines 12 through 14) .....	14,897	26,420	79,969
16. Net income before dividends to policyholders, after capital gains tax and before all other federal and foreign income taxes (Lines 8 + 11 + 15) .....	436,403	406,994	2,849,045
17. Dividends to policyholders .....	47,966	52,273	266,333
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) .....	388,436	354,720	2,582,713
19. Federal and foreign income taxes incurred .....	171,856	(429,134)	789,009
20. Net income (Line 18 minus Line 19)(to Line 22) .....	216,580	783,854	1,793,704
<b>CAPITAL AND SURPLUS ACCOUNT</b>			
21. Surplus as regards policyholders, December 31 prior year .....	52,401,536	50,445,635	50,445,635
22. Net income (from Line 20) .....	216,580	783,854	1,793,704
23. Net transfers (to) from Protected Cell accounts .....	0	0	0
24. Change in net unrealized capital gains (losses) less capital gains tax of \$ .....93,876	174,343	82,961	530,429
25. Change in net unrealized foreign exchange capital gain (loss) .....	0	0	0
26. Change in net deferred income tax .....	67,600	70,704	88,565
27. Change in nonadmitted assets .....	439,578	(176,434)	(635,582)
28. Change in provision for reinsurance .....	0	0	0
29. Change in surplus notes .....	0	0	0
30. Surplus (contributed to) withdrawn from protected cells .....	0	0	0
31. Cumulative effect of changes in accounting principles .....	0	0	0
32. Capital changes:			
32.1 Paid in .....	0	0	0
32.2 Transferred from surplus (Stock Dividend) .....	0	0	0
32.3 Transferred to surplus .....	0	0	0
33. Surplus adjustments:			
33.1 Paid in .....	0	0	0
33.2 Transferred to capital (Stock Dividend) .....	0	0	0
33.3 Transferred from capital .....	0	0	0
34. Net remittances from or (to) Home Office .....	0	0	0
35. Dividends to stockholders .....	0	0	0
36. Change in treasury stock .....	0	0	0
37. Aggregate write-ins for gains and losses in surplus .....	(6,377)	26,048	178,784
38. Change in surplus as regards policyholders (Lines 22 through 37) .....	891,724	787,133	1,955,901
39. Surplus as regards policyholders, as of statement date (Lines 21 plus 38)	53,293,260	51,232,768	52,401,536
<b>DETAILS OF WRITE-INS</b>			
0501. ....			
0502. ....			
0503. ....			
0598. Summary of remaining write-ins for Line 5 from overflow page .....	0	0	0
0599. Totals (Lines 0501 through 0503 plus 0598)(Line 5 above) .....	0	0	0
1401. Gain/Loss on Sale of Assets .....	496	443	(6,509)
1402. Miscellaneous Income .....	(45,981)	(8,505)	(96,394)
1403. ....			
1498. Summary of remaining write-ins for Line 14 from overflow page .....	0	0	0
1499. Totals (Lines 1401 through 1403 plus 1498)(Line 14 above) .....	(45,485)	(8,062)	(102,903)
3701. Contingent Balance in Safety Groups .....	1,440	10,761	9,351
3702. Pension Benefit Obligation .....	(7,817)	15,287	52,301
3703. Pension Expense .....	0	0	115,144
3798. Summary of remaining write-ins for Line 37 from overflow page .....	0	0	1,988
3799. Totals (Lines 3701 through 3703 plus 3798)(Line 37 above) .....	(6,377)	26,048	178,784

## STATEMENT AS OF MARCH 31, 2017 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 .....	6,442,054	6,639,383	26,498,241
2. Net investment income .....	760,453	788,215	3,231,830
3. Miscellaneous income .....	14,897	26,420	79,969
4. Total (Lines 1 to 3) .....	7,217,405	7,454,017	29,810,040
5. Benefit and loss related payments .....	3,397,338	3,155,425	12,197,430
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts .....	0	0	0
7. Commissions, expenses paid and aggregate write-ins for deductions .....	3,910,146	3,607,578	11,811,948
8. Dividends paid to policyholders .....	138,609	166,618	288,136
9. Federal and foreign income taxes paid (recovered) net of \$ ..... (3,982) tax on capital gains (losses) .....	0	0	577,690
10. Total (Lines 5 through 9) .....	7,446,092	6,929,621	24,875,204
11. Net cash from operations (Line 4 minus Line 10) .....	(228,687)	524,396	4,934,836
<b>Cash from Investments</b>			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds .....	3,846,787	4,168,015	15,704,313
12.2 Stocks .....	0	0	0
12.3 Mortgage loans .....	0	0	0
12.4 Real estate .....	0	0	0
12.5 Other invested assets .....	0	0	0
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments .....	0	0	0
12.7 Miscellaneous proceeds .....	0	(21,658)	(21,658)
12.8 Total investment proceeds (Lines 12.1 to 12.7) .....	3,846,787	4,146,357	15,682,654
13. Cost of investments acquired (long-term only):			
13.1 Bonds .....	5,449,695	4,379,861	19,064,025
13.2 Stocks .....	23,443	23,184	95,999
13.3 Mortgage loans .....	0	0	0
13.4 Real estate .....	0	0	0
13.5 Other invested assets .....	0	0	0
13.6 Miscellaneous applications .....	0	0	0
13.7 Total investments acquired (Lines 13.1 to 13.6) .....	5,473,139	4,403,045	19,160,025
14. Net increase (or decrease) in contract loans and premium notes .....	0	0	0
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14) .....	(1,626,352)	(256,688)	(3,477,371)
<b>Cash from Financing and Miscellaneous Sources</b>			
16. Cash provided (applied):			
16.1 Surplus notes, capital notes .....	0	0	0
16.2 Capital and paid in surplus, less treasury stock .....	0	0	0
16.3 Borrowed funds .....	0	0	0
16.4 Net deposits on deposit-type contracts and other insurance liabilities .....	0	0	0
16.5 Dividends to stockholders .....	0	0	0
16.6 Other cash provided (applied) .....	1,792,803	(704,106)	(1,887,313)
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6) .....	1,792,803	(704,106)	(1,887,313)
<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) .....	(62,237)	(436,398)	(429,848)
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year .....	187,883	617,732	617,732
19.2 End of period (Line 18 plus Line 19.1) .....	125,647	181,334	187,883

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

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STATEMENT AS OF MARCH 31, 2017 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY  
**NOTES TO FINANCIAL STATEMENTS**

**Note 1 – Summary of Significant Accounting Policies**

A. Accounting Practices

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

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

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

<u>Net Income</u>	<u>SSAP#</u>	<u>F/S Page</u>	<u>F/S Line #</u>	<u>2017</u>	<u>2016</u>
(1) Net Income, state basis (Page 4, Line 20, Columns 1 & 2)	XXX	XXX	XXX	\$ 216,580	\$ 1,793,704
(2) State Prescribed Practices that increase/(decrease) NAIC SAP				0	0
(3) State Permitted Practices that increase/(decrease) NAIC SAP				0	0
(4) Net Income, NAIC SAP (1 - 2 - 3 = 4)	XXX	XXX	XXX	<u>\$ 216,580</u>	<u>\$ 1,793,704</u>
 <u>Surplus</u>					
(1) Statutory surplus, state basis (Page 3, Line 37, Columns 1 & 2)	XXX	XXX	XXX	\$ 53,293,260	\$ 52,401,536
(2) State Prescribed Practices that increase/(decrease) NAIC SAP				0	0
(3) State Permitted Practices that increase/(decrease) NAIC SAP				0	0
(4) Statutory Surplus, NAIC SAP (1 - 2 - 3 = 4)	XXX	XXX	XXX	<u>\$ 53,293,260</u>	<u>\$ 52,401,536</u>

B. No change.

C. Accounting Policies

1. – 5. No change.

6. Loan-backed securities are stated at either amortized cost, or the lower of amortized cost or fair market value. The prospective adjustment method is used to value all loan-backed securities.

7. - 13. 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:

STATEMENT AS OF MARCH 31, 2017 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY  
**NOTES TO FINANCIAL STATEMENTS**

Less than 12 months	Greater than 12 months	Total
621,798	76,845	698,643

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

Less than 12 months	Greater than 12 months	Total
31,576,418	1,893,807	33,470,225

(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.
- K. Not applicable.
- L. Not applicable.
- M. Not applicable.
- N. Not applicable.

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

No change.

**Note 7 – Investment Income**

No change.

**Note 8 – Derivative Instruments**

No change.

**Note 9 – Income Taxes**

No change.

**Note 10 – Information Concerning Parent, Subsidiaries, and Affiliates**

No change.

**Note 11 - Debt**

No change.

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

No change.

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

No change.

**Note 14 - Contingencies**

No change.

**Note 15 – Leases**

No change.

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

No change.

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

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

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

No change.

STATEMENT AS OF MARCH 31, 2017 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY  
**NOTES TO FINANCIAL STATEMENTS**

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

No change.

**Note 20 – Fair Value Measurement**

A. Assets Measured at Fair Value on a Recurring Basis

(1) Fair Value Measurements at Reporting Date

(a) Assets at Fair Value

	Level 1	Level 2	Level 3	Total
Common Stock	5,110,273	0	0	5,110,273
Total Assets at Fair Value	5,110,273	0	0	5,110,273

(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	91,503,881	90,073,027	100,000	91,403,881	0	0
Common Stock	5,110,273	5,110,273	5,110,273	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, 2016 were \$37.2 million. As of March 31, 2017, \$3.3 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 \$33.3 million as a result of re-estimation of unpaid claims and claim adjustment expenses. Therefore, there has been a \$600 thousand unfavorable prior-year development since December 31, 2016 to March 31, 2017.

**Note 26 – Intercompany Pooling Arrangements**

No change.

**Note 27 – Structured Settlements**

No change.

**NOTES TO FINANCIAL STATEMENTS**

***Note 28 – Health Care Receivables***

No change.

***Note 29 – Participating Policies***

No change.

***Note 30 – Premium Deficiency Reserves***

No change.

***Note 31 – High Deductibles***

No change.

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

No change.

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

No change.

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

No change

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

No change.

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

No change.

# GENERAL INTERROGATORIES

## PART 1 - COMMON INTERROGATORIES

### GENERAL

- 1.1 Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act? ..... Yes [ ] No [ X ]
- 1.2 If yes, has the report been filed with the domiciliary state? ..... Yes [ ] No [ ]
- 2.1 Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity? ..... Yes [ ] No [ X ]
- 2.2 If yes, date of change: .....
- 3.1 Is the reporting entity a member of an Insurance Holding Company System consisting of two or more affiliated persons, one or more of which is an insurer? ..... Yes [ X ] No [ ]  
If yes, complete Schedule Y, Parts 1 and 1A.
- 3.2 Have there been any substantial changes in the organizational chart since the prior quarter end? ..... Yes [ ] No [ X ]
- 3.3 If the response to 3.2 is yes, provide a brief description of those changes.
- 4.1 Has the reporting entity been a party to a merger or consolidation during the period covered by this statement? ..... Yes [ ] No [ X ]
- 4.2 If yes, provide the name of the entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

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

5. If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved? ..... Yes [ ] No [ ] N/A [ X ]  
If yes, attach an explanation.
- 6.1 State as of what date the latest financial examination of the reporting entity was made or is being made. .... 12/31/2014
- 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

## 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: ..... \$ .....0

### INVESTMENT

- 11.1 Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.) ..... Yes  No
- 11.2 If yes, give full and complete information relating thereto:
12. Amount of real estate and mortgages held in other invested assets in Schedule BA: ..... \$ .....0
13. Amount of real estate and mortgages held in short-term investments: ..... \$ .....0
- 14.1 Does the reporting entity have any investments in parent, subsidiaries and affiliates? ..... Yes  No
- 14.2 If yes, please complete the following:
- |   | 1<br>Prior Year-End<br>Book/Adjusted<br>Carrying Value | 2<br>Current Quarter<br>Book/Adjusted<br>Carrying Value |
|---|--|---|
| 14.21 Bonds .....   | \$ .....0  | \$ .....0   |
| 14.22 Preferred Stock .....   | \$ .....0  | \$ .....0   |
| 14.23 Common Stock .....  | \$ .....0  | \$ .....0   |
| 14.24 Short-Term Investments .....  | \$ .....0  | \$ .....0   |
| 14.25 Mortgage Loans on Real Estate .....   | \$ .....0  | \$ .....0   |
| 14.26 All Other .....   | \$ .....0  | \$ .....0   |
| 14.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26) ..... | \$ .....0  | \$ .....0   |
| 14.28 Total Investment in Parent included in Lines 14.21 to 14.26 above .....                       | \$ .....0  | \$ .....0   |
- 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 MARCH 31, 2017 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 .....                   | \$ .....0 |
| 16.2 Total book adjusted/carrying value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2 ..... | \$ .....0 |
| 16.3 Total payable for securities lending reported on the liability page .....                                       | \$ .....0 |

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 [  ] 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 [  ]

- 17.4 If yes, give full information relating thereto:

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

- 17.5 Investment management – Identify all investment advisors, investment managers, broker/dealers, including individuals that have the authority to make investment decisions on behalf of the reporting entity. For assets that are managed internally by employees of the reporting entity, note as such. ["...that have access to the investment accounts"; "...handle securities"]

1 Name of Firm or Individual	2 Affiliation
Conning Asset Management .....	U.....

- 17.5097 For those firms/individuals listed in the table for Question 17.5, do any firms/individuals unaffiliated with the reporting entity (i.e. designated with a "U") manage more than 10% of the reporting entity's assets? Yes [  ] No [  ]

- 17.5098 For firms/individuals unaffiliated with the reporting entity (i.e. designated with a "U") listed in the table for Question 17.5, does the total assets under management aggregate to more than 50% of the reporting entity's assets? Yes [  ] No [  ]

- 17.6 For those firms or individuals listed in the table for 17.5 with an affiliation code of "A" (affiliated) or "U" (unaffiliated), provide the information for the table below.

1	2	3	4	5
Central Registration Depository Number	Name of Firm or Individual	Legal Entity Identifier (LEI)	Registered With	Investment Management Agreement (IMA) Filed
107423 .....	Conning, Inc. ....	549300Z0G14KK37BDV40 .....	SEC .....	NO.....

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

- 18.2 If no, list exceptions:

**GENERAL INTERROGATORIES**

**PART 2 - PROPERTY & CASUALTY INTERROGATORIES**

1. If the reporting entity is a member of a pooling arrangement, did the agreement or the reporting entity's participation change? ..... Yes [ ] No [ X ] N/A [ ]  
If yes, attach an explanation.

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

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

3.2 If yes, give full and complete information thereto.

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

4.2 If yes, complete the following schedule:

1 Line of Business	2 Maximum Interest	3 Discount Rate	TOTAL DISCOUNT				DISCOUNT TAKEN DURING PERIOD			
			4 Unpaid Losses	5 Unpaid LAE	6 IBNR	7 TOTAL	8 Unpaid Losses	9 Unpaid LAE	10 IBNR	11 TOTAL
TOTAL			0	0	0	0	0	0	0	0

5. Operating Percentages:

5.1 A&H loss percent ..... 0.000 %

5.2 A&H cost containment percent ..... 0.000 %

5.3 A&H expense percent excluding cost containment expenses ..... 0.000 %

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 ..... \$ 0

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 ..... \$ 0

**SCHEDULE F - CEDED REINSURANCE**

Showing All New Reinsurers - Current Year to Date

1 NAIC Company Code	2 ID Number	3 Name of Reinsurer	4 Domiciliary Jurisdiction	5 Type of Reinsurer	6 Certified Reinsurer Rating (1 through 6)	7 Effective Date of Certified Reinsurer Rating
<b>NONE</b>						

STATEMENT AS OF MARCH 31, 2017 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

**SCHEDULE T - EXHIBIT OF PREMIUMS WRITTEN**

Current Year to Date - Allocated by States and Territories

	1	Direct Premiums Written		Direct Losses Paid (Deducting Salvage)		Direct Losses Unpaid	
		2	3	4	5	6	7
States, etc.	Active Status	Current Year To Date	Prior Year To Date	Current Year To Date	Prior Year To Date	Current Year To Date	Prior Year To Date
1. Alabama AL	N	0	0	0	0	0	0
2. Alaska AK	N	0	0	0	0	0	0
3. Arizona AZ	N	0	0	0	0	0	0
4. Arkansas AR	N	0	0	0	0	0	0
5. California CA	N	0	0	0	0	0	0
6. Colorado CO	N	0	0	0	0	0	0
7. Connecticut CT	L	6,478,048	5,428,124	3,335,052	2,650,002	25,418,881	23,514,436
8. Delaware DE	L	223,917	204,830	117,653	363,551	3,034,121	3,089,832
9. District of Columbia DC	L	26,612	29,597	0	0	35,874	36,386
10. Florida FL	N	0	0	0	0	0	0
11. Georgia GA	L	3,097,110	2,522,510	991,647	1,456,434	9,392,155	6,428,693
12. Hawaii HI	N	0	0	0	0	0	0
13. Idaho ID	N	0	0	0	0	0	0
14. Illinois IL	L	1,131,557	1,034,697	877,366	2,005,673	3,561,118	3,557,353
15. Indiana IN	L	213,559	184,362	5,315	28,186	83,904	213,145
16. Iowa IA	N	0	0	0	0	0	0
17. Kansas KS	L	29,551	28,273	0	0	0	80,720
18. Kentucky KY	N	0	0	0	0	0	0
19. Louisiana LA	N	0	0	0	0	0	0
20. Maine ME	N	0	0	0	0	0	0
21. Maryland MD	L	755,834	441,682	156,704	300,913	5,249,512	5,538,314
22. Massachusetts MA	L	2,517,588	2,477,992	894,676	1,501,314	12,083,970	9,949,825
23. Michigan MI	L	773,025	862,480	150,471	137,526	1,060,549	1,376,502
24. Minnesota MN	N	0	0	0	0	0	0
25. Mississippi MS	N	0	0	0	0	0	0
26. Missouri MO	N	0	0	0	0	0	0
27. Montana MT	N	0	0	0	0	0	0
28. Nebraska NE	N	0	0	0	0	0	0
29. Nevada NV	N	0	0	0	0	0	0
30. New Hampshire NH	L	117,287	73,441	29,276	64,469	264,124	97,005
31. New Jersey NJ	L	8,956,792	8,402,555	6,773,542	3,613,229	43,553,194	35,331,706
32. New Mexico NM	N	0	0	0	0	0	0
33. New York NY	L	12,596,081	13,226,749	6,572,256	5,799,513	70,971,975	68,735,059
34. North Carolina NC	L	1,977,818	2,089,500	1,572,492	782,138	4,035,784	4,802,032
35. North Dakota ND	N	0	0	0	0	0	0
36. Ohio OH	L	1,512,605	1,364,215	380,970	610,075	3,513,849	2,866,316
37. Oklahoma OK	N	0	0	0	0	0	0
38. Oregon OR	N	0	0	0	0	0	0
39. Pennsylvania PA	L	2,209,909	1,793,204	1,064,449	822,764	6,884,898	5,643,347
40. Rhode Island RI	L	162,357	220,364	57,757	101,556	516,545	359,286
41. South Carolina SC	N	0	0	0	0	0	0
42. South Dakota SD	N	0	0	0	0	0	0
43. Tennessee TN	L	431,942	439,262	169,754	168,195	975,469	1,339,430
44. Texas TX	L	2,201,648	1,506,672	659,721	568,580	4,732,584	5,201,276
45. Utah UT	N	0	0	0	0	0	0
46. Vermont VT	N	0	0	0	0	0	0
47. Virginia VA	L	1,142,235	1,004,491	920,596	429,657	2,796,780	2,745,744
48. Washington WA	N	0	0	0	0	0	0
49. West Virginia WV	N	0	0	0	0	0	0
50. Wisconsin WI	L	555,576	556,672	23,921	183,095	4,846,368	4,528,590
51. Wyoming WY	N	0	0	0	0	0	0
52. American Samoa AS	N	0	0	0	0	0	0
53. Guam GU	N	0	0	0	0	0	0
54. Puerto Rico PR	N	0	0	0	0	0	0
55. U.S. Virgin Islands VI	N	0	0	0	0	0	0
56. Northern Mariana Islands MP	N	0	0	0	0	0	0
57. Canada CAN	N	0	0	0	0	0	0
58. Aggregate Other Alien OT	XXX	0	0	0	0	0	0
59. Totals	(a) 21	47,111,051	43,891,672	24,753,617	21,586,871	203,011,653	185,434,999
DETAILS OF WRITE-INS							
58001.	XXX						
58002.	XXX						
58003.	XXX						
58998. Summary of remaining write-ins for Line 58 from overflow page	XXX	0	0	0	0	0	0
58999. Totals (Lines 58001 through 58003 plus 58998)(Line 58 above)	XXX	0	0	0	0	0	0

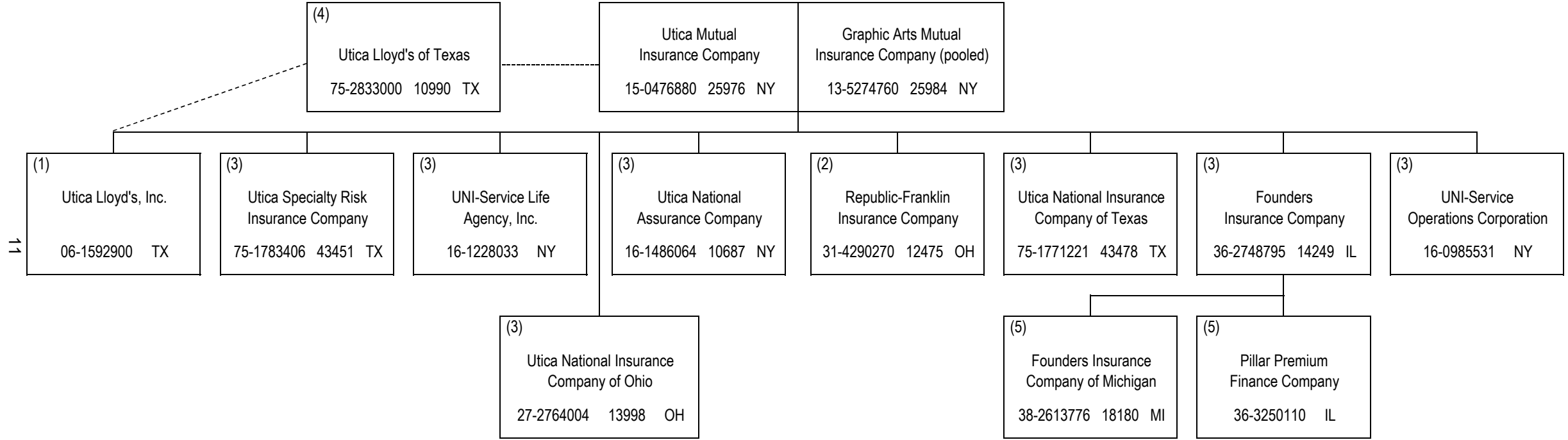
(L) Licensed or Chartered - Licensed Insurance Carrier or Domiciled RRG; (R) Registered - Non-domiciled RRGs; (Q) Qualified - Qualified or Accredited Reinsurer; (E) Eligible - Reporting Entities eligible or approved to write Surplus Lines in the state (other than their state of domicile - see DSLI); (D) DSLI - Domestic Surplus Lines Insurer (DSLI) - Reporting entities authorized to write Surplus Lines in the state of domicile; (N) None of the above - Not allowed to write business in the state.

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

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

**PART 1 - ORGANIZATIONAL CHART**

**UTICA NATIONAL INSURANCE GROUP ORGANIZATION STRUCTURE MARCH 31, 2017**



- 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 MARCH 31, 2017 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

**SCHEDULE Y**

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

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16
Group Code	Group Name	NAIC Company Code	ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domi-ciliary Loca-tion	Relation-ship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	Is an SCA Filing Re-quired? (Y/N)	*
.0201	Utica National Insurance Group	25796	15-0476880				Utica Mutual Insurance Company	NY	UDP		Board of Directors	0.000		N	
.0201	Utica National Insurance Group	25984	13-5274760				Graphic Arts Mutual Insurance Company	NY	UDP	Utica Mutual Insurance Company	Management	0.000	Utica Mutual Insurance Company	N	
.0201	Utica National Insurance Group	12475	31-4290270				Republic-Franklin Insurance Company	OH		Utica Mutual Insurance Company	Ownership	94.000	Utica Mutual Insurance Company	N	1
.0201	Utica National Insurance Group	10687	16-1486064				Utica National Assurance Company	NY	IA	Utica Mutual Insurance Company	Ownership	100.000	Utica Mutual Insurance Company	N	
.0201	Utica National Insurance Group	43478	75-1771221				Utica National Insurance Company of Texas	TX	IA	Utica Mutual Insurance Company	Ownership	100.000	Utica Mutual Insurance Company	N	
.0201	Utica National Insurance Group	13998	27-2764004				Utica National Insurance Company of Ohio	OH	IA	Utica Mutual Insurance Company	Ownership	100.000	Utica Mutual Insurance Company	N	
.0201	Utica National Insurance Group	43451	75-1783406				Utica Specialty Risk Insurance Company	TX	IA	Utica Mutual Insurance Company	Ownership	100.000	Utica Mutual Insurance Company	N	
.0201	Utica National Insurance Group	10990	75-2833000				Utica Lloyd's of Texas	TX	IA	Utica Lloyds Inc.	Attorney-In-Fact	0.000	Utica Mutual Insurance Company	N	2
			06-1592900				Utica Lloyd's, Inc.	TX	NIA	Utica Mutual Insurance Company	Ownership	100.000	Utica Mutual Insurance Company	N	
			16-0985531				Uni-Service Operations Corporation	NY	NIA	Utica Mutual Insurance Company	Ownership	100.000	Utica Mutual Insurance Company	Y	
.0201	Utica National Insurance Group	14249	36-2748795				Founders Insurance Company	IL	IA	Utica Mutual Insurance Company	Ownership	100.000	Utica Mutual Insurance Company	N	
.0201	Utica National Insurance Group	18180	38-2613776				Founders Insurance Company of Michigan	MI	IA	Founders Insurance Company	Ownership	100.000	Utica Mutual Insurance Company	Y	
			36-3250110				Pillar Premium Finance Company	IL	NIA	Founders Insurance Company	Ownership	100.000	Utica Mutual Insurance Company	Y	
			16-1228033				Uni-Service Life Agency, Inc.	NY	NIA	Utica Mutual Insurance Company	Ownership	100.000	Utica Mutual Insurance Company	Y	
			16-1313450				Utica National Group Foundation, Inc.	NY	DTH		Other	0.000		N	3

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 MARCH 31, 2017 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	12,926	(27)	(0.2)	0.0
2. Allied Lines	15,630	0	0.0	0.0
3. Farmowners multiple peril	0	0	0.0	0.0
4. Homeowners multiple peril	4,061,749	3,697,204	91.0	56.1
5. Commercial multiple peril	17,674,317	8,799,392	49.8	48.0
6. Mortgage guaranty	0	0	0.0	0.0
8. Ocean marine	0	0	0.0	0.0
9. Inland marine	85,114	100	0.1	36.5
10. Financial guaranty	0	0	0.0	0.0
11.1 Medical professional liability - occurrence	0	0	0.0	0.0
11.2 Medical professional liability - claims-made	0	0	0.0	0.0
12. Earthquake	3,027	0	0.0	0.0
13. Group accident and health	0	0	0.0	0.0
14. Credit accident and health	0	0	0.0	0.0
15. Other accident and health	0	0	0.0	0.0
16. Workers' compensation	9,769,275	3,424,144	35.1	33.4
17.1 Other liability - occurrence	1,271,617	60,099	4.7	(108.3)
17.2 Other liability - claims-made	4,739,714	1,377,240	29.1	57.2
17.3 Excess workers' compensation	0	0	0.0	0.0
18.1 Products liability - occurrence	11,528	(369)	(3.2)	136.3
18.2 Products liability - claims-made	0	0	0.0	0.0
19.1,19.2 Private passenger auto liability	1,285,933	353,753	27.5	53.8
19.3,19.4 Commercial auto liability	10,053,160	4,045,729	40.2	85.1
21. Auto physical damage	3,273,427	1,899,001	58.0	51.2
22. Aircraft (all perils)	0	0	0.0	0.0
23. Fidelity	0	0	0.0	0.0
24. Surety	1,160	38	3.2	(55.2)
26. Burglary and theft	970	(1)	(0.1)	0.0
27. Boiler and machinery	0	0	0.0	0.0
28. Credit	0	0	0.0	0.0
29. International	0	0	0.0	0.0
30. Warranty	0	0	0.0	0.0
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	0	0	0.0	0.0
35. Totals	52,259,545	23,656,303	45.3	52.1
<b>DETAILS OF WRITE-INS</b>				
3401.				
3402.				
3403.				
3498. Summary of remaining write-ins for Line 34 from overflow page	0	0	0.0	0.0
3499. Totals (Lines 3401 through 3403 plus 3498)(Line 34 above)	0	0	0.0	0.0

**PART 2 - DIRECT PREMIUMS WRITTEN**

Line of Business	1	2	3
	Current Quarter	Current Year to Date	Prior Year Year to Date
1. Fire	12,272	12,272	12,279
2. Allied Lines	19,252	19,252	17,759
3. Farmowners multiple peril	0	0	0
4. Homeowners multiple peril	3,540,222	3,540,222	3,506,502
5. Commercial multiple peril	13,971,498	13,971,498	11,535,217
6. Mortgage guaranty	0	0	0
8. Ocean marine	0	0	0
9. Inland marine	84,382	84,382	76,274
10. Financial guaranty	0	0	0
11.1 Medical professional liability - occurrence	0	0	0
11.2 Medical professional liability - claims-made	0	0	0
12. Earthquake	1,542	1,542	1,787
13. Group accident and health	0	0	0
14. Credit accident and health	0	0	0
15. Other accident and health	0	0	0
16. Workers' compensation	9,912,296	9,912,296	9,175,879
17.1 Other liability - occurrence	743,817	743,817	673,326
17.2 Other liability - claims-made	5,409,835	5,409,835	5,566,552
17.3 Excess workers' compensation	0	0	0
18.1 Products liability - occurrence	18,270	18,270	19,885
18.2 Products liability - claims-made	0	0	0
19.1,19.2 Private passenger auto liability	1,217,176	1,217,176	1,352,488
19.3,19.4 Commercial auto liability	9,221,611	9,221,611	9,033,134
21. Auto physical damage	2,958,317	2,958,317	2,919,825
22. Aircraft (all perils)	0	0	0
23. Fidelity	0	0	0
24. Surety	0	0	0
26. Burglary and theft	563	563	765
27. Boiler and machinery	0	0	0
28. Credit	0	0	0
29. International	0	0	0
30. Warranty	0	0	0
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	0	0	0
35. Totals	47,111,051	47,111,051	43,891,672
<b>DETAILS OF WRITE-INS</b>			
3401.			
3402.			
3403.			
3498. Summary of remaining write-ins for Line 34 from overflow page	0	0	0
3499. Totals (Lines 3401 through 3403 plus 3498)(Line 34 above)	0	0	0

STATEMENT AS OF MARCH 31, 2017 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

**PART 3 (000 omitted)**

LOSS AND LOSS ADJUSTMENT EXPENSE RESERVES SCHEDULE

	1	2	3	4	5	6	7	8	9	10	11	12	13
Years in Which Losses Occurred	Prior Year-End Known Case Loss and LAE Reserves	Prior Year-End IBNR Loss and LAE Reserves	Total Prior Year-End Loss and LAE Reserves (Cols. 1+2)	2017 Loss and LAE Payments on Claims Reported as of Prior Year-End	2017 Loss and LAE Payments on Claims Unreported as of Prior Year-End	Total 2017 Loss and LAE Payments (Cols. 4+5)	Q.S. Date Known Case Loss and LAE Reserves on Claims Reported and Open as of Prior Year End	Q.S. Date Known Case Loss and LAE Reserves on Claims Reported or Reopened Subsequent to Prior Year End	Q.S. Date IBNR Loss and LAE Reserves	Total Q.S. Loss and LAE Reserves (Cols.7+8+9)	Prior Year-End Known Case Loss and LAE Reserves Developed (Savings)/ Deficiency (Cols.4+7 minus Col. 1)	Prior Year-End IBNR Loss and LAE Reserves Developed (Savings)/ Deficiency (Cols. 5+8+9 minus Col. 2)	Prior Year-End Total Loss and LAE Reserve Developed (Savings)/ Deficiency (Cols. 11+12)
1. 2014 + Prior .....	10,758	7,892	18,650	1,274	16	1,290	9,845	99	7,249	17,194	361	(527)	(166)
2. 2015 .....	3,371	3,896	7,267	491	26	517	3,056	110	3,340	6,507	177	(420)	(243)
3. Subtotals 2015 + Prior .....	14,129	11,788	25,917	1,765	42	1,807	12,902	209	10,590	23,701	538	(947)	(409)
4. 2016 .....	4,712	6,630	11,342	1,263	204	1,467	3,784	424	5,436	9,644	335	(566)	(230)
5. Subtotals 2016 + Prior .....	18,840	18,419	37,259	3,028	246	3,275	16,685	634	16,026	33,345	874	(1,513)	(639)
6. 2017 .....	XXX	XXX	XXX	XXX	994	994	XXX	1,397	2,746	4,142	XXX	XXX	XXX
7. Totals .....	18,840	18,419	37,259	3,028	1,240	4,269	16,685	2,030	18,772	37,488	874	(1,513)	(639)
8. Prior Year-End Surplus As Regards Policyholders	52,402										Col. 11, Line 7 As % of Col. 1 Line 7	Col. 12, Line 7 As % of Col. 2 Line 7	Col. 13, Line 7 As % of Col. 3 Line 7
											1. 4.6	2. (8.2)	3. (1.7)
													Col. 13, Line 7 As a % of Col. 1 Line 8
													4. (1.2)

# SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

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

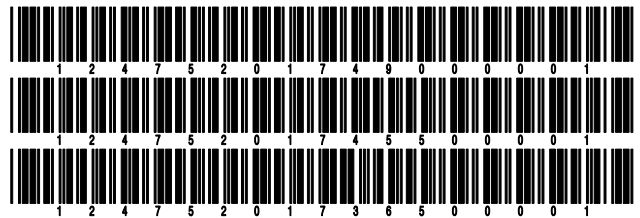
	Response
1. Will the Trusteed Surplus Statement be filed with the state of domicile and the NAIC with this statement? .....	NO
2. Will Supplement A to Schedule T (Medical Professional Liability Supplement) be filed with this statement? .....	NO
3. Will the Medicare Part D Coverage Supplement be filed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

Explanations:

- 1.
- 2.
- 3.

Bar Codes:

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



**OVERFLOW PAGE FOR WRITE-INS**

Additional Write-ins for Assets Line 25

	Current Statement Date			4 December 31 Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
2504. Miscellaneous Office Equipment .....	962,861	962,861	0	0
2505. Clearing Accounts .....	79,818	78,709	1,109	0
2506. Deposits .....	400	400	0	0
2597. Summary of remaining write-ins for Line 25 from overflow page	1,043,079	1,041,970	1,109	0

Additional Write-ins for Statement of Income Line 37

	1 Current Year to Date	2 Prior Year to Date	3 Prior Year Ended December 31
3704. Miscellaneous Surplus Adjustments .....	0	0	1,988
3797. Summary of remaining write-ins for Line 37 from overflow page	0	0	1,988

STATEMENT AS OF MARCH 31, 2017 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

**SCHEDULE A - VERIFICATION**

Real Estate

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

**NONE**

**SCHEDULE B - VERIFICATION**

Mortgage Loans

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

**NONE**

**SCHEDULE BA - VERIFICATION**

Other Long-Term Invested Assets

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

**NONE**

**SCHEDULE D - VERIFICATION**

Bonds and Stocks

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year .....	93,268,984	89,517,074
2. Cost of bonds and stocks acquired .....	5,473,139	19,160,026
3. Accrual of discount .....	4,639	30,686
4. Unrealized valuation increase (decrease) .....	268,219	811,407
5. Total gain (loss) on disposals .....	11,199	(189,297)
6. Deduct consideration for bonds and stocks disposed of .....	3,846,787	15,704,316
7. Deduct amortization of premium .....	96,094	356,596
8. Total foreign exchange change in book/adjusted carrying value .....	0	0
9. Deduct current year's other than temporary impairment recognized .....	0	0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9) .....	95,083,299	93,268,984
11. Deduct total nonadmitted amounts .....	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	95,083,299	93,268,984

STATEMENT AS OF MARCH 31, 2017 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) .....	74,066,644	4,500,942	3,611,801	(378,576)	74,577,209	0	0	74,066,644
2. NAIC 2 (a) .....	14,483,730	1,248,754	523,787	287,121	15,495,818	0	0	14,483,730
3. NAIC 3 (a) .....	0	0	0	0	0	0	0	0
4. NAIC 4 (a) .....	0	0	0	0	0	0	0	0
5. NAIC 5 (a) .....	0	0	0	0	0	0	0	0
6. NAIC 6 (a) .....	0	0	0	0	0	0	0	0
7. Total Bonds	88,550,374	5,749,696	4,135,588	(91,455)	90,073,027	0	0	88,550,374
<b>PREFERRED STOCK</b>								
8. NAIC 1 .....	0	0	0	0	0	0	0	0
9. NAIC 2 .....	0	0	0	0	0	0	0	0
10. NAIC 3 .....	0	0	0	0	0	0	0	0
11. NAIC 4 .....	0	0	0	0	0	0	0	0
12. NAIC 5 .....	0	0	0	0	0	0	0	0
13. NAIC 6 .....	0	0	0	0	0	0	0	0
14. Total Preferred Stock	0	0	0	0	0	0	0	0
15. Total Bonds and Preferred Stock	88,550,374	5,749,696	4,135,588	(91,455)	90,073,027	0	0	88,550,374

(a) Book/Adjusted Carrying Value column for the end of the current reporting period includes the following amount of short-term and cash equivalent bonds by NAIC designation:

NAIC 1 \$ .....100,000 ; NAIC 2 \$ .....0 ; NAIC 3 \$ .....0 NAIC 4 \$ .....0 ; NAIC 5 \$ .....0 ; NAIC 6 \$ .....0

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**SCHEDULE DA - PART 1**

Short-Term Investments

	1	2	3	4	5
	Book/Adjusted Carrying Value	Par Value	Actual Cost	Interest Collected Year-to-Date	Paid for Accrued Interest Year-to-Date
9199999 Totals	100,000	xxx	100,000	0	0

**SCHEDULE DA - VERIFICATION**

Short-Term Investments

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year .....	99,998	99,998
2. Cost of short-term investments acquired .....	300,000	1,200,000
3. Accrual of discount .....	0	0
4. Unrealized valuation increase (decrease) .....	0	0
5. Total gain (loss) on disposals .....	0	0
6. Deduct consideration received on disposals .....	300,000	1,200,000
7. Deduct amortization of premium .....	0	0
8. Total foreign exchange change in book/adjusted carrying value .....	0	0
9. Deduct current year's other than temporary impairment recognized .....	0	0
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 .....	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	99,998	99,998

**SCHEDULE DB - PART A - VERIFICATION**

Options, Caps, Floors, Collars, Swaps and Forwards

1.	Book/Adjusted Carrying Value, December 31, prior year (Line 9, prior year)	.....
2.	Cost Paid/(Consideration Received) on additions	.....
3.	Unrealized Valuation increase/(decrease)	.....
4.	Total gain (loss) on termination recognized	.....
5.	Considerations received/(paid) on terminations	.....
6.	Amortization	.....
7.	Adjustment to the Book/Adjusted Carrying Value of hedged item	.....
8.	Total foreign exchange change in Book/Adjusted Carrying Value	.....
9.	Book/Adjusted Carrying Value at End of Current Period (Lines 1+2+3+4-5+6+7+8)	.....
10.	Deduct nonadmitted assets	.....
11.	Statement value at end of current period (Line 9 minus Line 10)	.....

**NONE**

**SCHEDULE DB - PART B - VERIFICATION**

Futures Contracts

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

**NONE**

STATEMENT AS OF MARCH 31, 2017 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

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

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

Replication (Synthetic Asset) Transactions								Components of the Replication (Synthetic Asset) Transactions								
1 Number	2 Description	3 NAIC Designation or Other Description	4 Notional Amount	5 Book/Adjusted Carrying Value	6 Fair Value	7 Effective Date	8 Maturity Date	Derivative Instrument(s) Open			Cash Instrument(s) Held					
								9 Description	10 Book/Adjusted Carrying Value	11 Fair Value	12 CUSIP	13 Description	14 NAIC Designation or Other Description	15 Book/Adjusted Carrying Value	16 Fair Value	
<b>NONE</b>																
9999999 - Totals								XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX

STATEMENT AS OF MARCH 31, 2017 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

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

Replication (Synthetic Asset) Transactions Open

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

**NONE**

## SCHEDULE DB - VERIFICATION

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

Book/Adjusted Carrying Value Check

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

**NONE**

Fair Value Check

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

Potential Exposure Check

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

**SCHEDULE E - VERIFICATION**

(Cash Equivalents)

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year .....		
2. Cost of cash equivalents acquired .....		
3. Accrual of discount .....		
4. Unrealized valuation increase (decrease) .....		
5. Total gain (loss) on disposals .....		
6. Deduct consideration received on disposals .....		
7. Deduct amortization of premium .....		
8. Total foreign exchange change in book/adjusted carrying value .....		
9. Deduct current year's other than temporary impairment recognized .....		
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9) .....		
11. Deduct total nonadmitted amounts .....		
12. Statement value at end of current period (Line 10 minus Line 11)		

**NONE**

STATEMENT AS OF MARCH 31, 2017 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

**SCHEDULE A - PART 2**

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

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

**SCHEDULE A - PART 3**

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

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

E01

STATEMENT AS OF MARCH 31, 2017 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

**SCHEDULE B - PART 2**

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

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

**SCHEDULE B - PART 3**

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

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

STATEMENT AS OF MARCH 31, 2017 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

**SCHEDULE BA - PART 2**

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

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

**SCHEDULE BA - PART 3**

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

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

STATEMENT AS OF MARCH 31, 2017 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 Designation or Market Indicator (a)
3128ME-4A-6	FG G16017		.01/31/2017	NOMURA SECURITIES DOMESTIC		254,163	247,511	.309	1
3128ME-6K-2	FG G16074		.03/28/2017	MORGAN STANLEY		229,697	223,567	.522	1
3128MJ-ZH-6	FG G08743		.02/23/2017	CREDIT SUISSE		418,204	397,284	1,192	1
3132L8-CS-4	FG V82781		.02/01/2017	AMHERST PIERPONT SECURITIES LLC		244,530	247,625	.248	1
3138ER-7D-6	FN AL9891		.03/15/2017	BNP PARIBUS SECURITIES		287,293	275,995	.583	1
3138WJ-3C-0	FN AS8894		.03/15/2017	WELLS FARGO SECURITIES LLC		293,039	287,679	.455	1
3138WJ-PC-6	FN AS8518		.02/23/2017	J.P. MORGAN		394,305	396,318	.892	1
3140FM-BD-7	FN BE1835		.01/09/2017	CITIGROUP GLOBAL MARKETS		251,860	248,367	.352	1
880591-EU-2	TENN VALLEY AUTHORITY		.02/07/2017	BANK AMERICA		204,842	205,000	.0	1
<b>3199999. Subtotal - Bonds - U.S. Special Revenues</b>						<b>2,577,933</b>	<b>2,529,346</b>	<b>4,553</b>	<b>XXX</b>
00206R-DP-4	AT&T INC		.01/31/2017	CITIGROUP GLOBAL MARKETS		399,744	400,000	.0	2FE
06406R-AB-3	BANK OF NY MELLON CORP		.01/31/2017	CITIGROUP GLOBAL MARKETS		200,000	200,000	.0	1FE
166764-BT-6	CHEVRON CORP		.02/28/2017	BARCLAYS AMERICAN		400,000	400,000	.0	1FE
345397-YG-2	FORD MOTOR CREDIT CO LLC		.01/04/2017	CREDIT AGRICOLE CIB		400,000	400,000	.0	2FE
478160-CF-9	JOHNSON & JOHNSON		.02/28/2017	J.P. MORGAN		398,984	400,000	.0	1FE
637432-NL-5	NATIONAL RURAL UTIL COOP		.01/31/2017	MITSUBISHI UFJ SECURITIES USA		199,610	200,000	.0	1FE
78410T-AA-4	SOFET 2017-1A A		.02/15/2017	CREDIT SUISSE		264,944	265,000	.0	1FE
89236T-DR-3	TOYOTA MOTOR CREDIT CORP		.01/04/2017	J.P. MORGAN		159,470	160,000	.0	1FE
456837-AH-6	ING GROEP NV	D	.03/22/2017	VARIOUS		449,010	450,000	.0	2FE
<b>3899999. Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)</b>						<b>2,871,762</b>	<b>2,875,000</b>	<b>0</b>	<b>XXX</b>
<b>8399997. Total - Bonds - Part 3</b>						<b>5,449,695</b>	<b>5,404,346</b>	<b>4,553</b>	<b>XXX</b>
<b>8399998. Total - Bonds - Part 5</b>						<b>XXX</b>	<b>XXX</b>	<b>XXX</b>	<b>XXX</b>
<b>8399999. Total - Bonds</b>						<b>5,449,695</b>	<b>5,404,346</b>	<b>4,553</b>	<b>XXX</b>
<b>8999997. Total - Preferred Stocks - Part 3</b>						<b>0</b>	<b>XXX</b>	<b>0</b>	<b>XXX</b>
<b>8999998. Total - Preferred Stocks - Part 5</b>						<b>XXX</b>	<b>XXX</b>	<b>XXX</b>	<b>XXX</b>
<b>8999999. Total - Preferred Stocks</b>						<b>0</b>	<b>XXX</b>	<b>0</b>	<b>XXX</b>
922908-71-0	VANGUARD 500 INDEX-ADM		.03/21/2017	DIVIDEND REINVESTMENT	108,399	23,443	.0	.0	L
<b>9299999. Subtotal - Common Stocks - Mutual Funds</b>						<b>23,443</b>	<b>XXX</b>	<b>0</b>	<b>XXX</b>
<b>9799997. Total - Common Stocks - Part 3</b>						<b>23,443</b>	<b>XXX</b>	<b>0</b>	<b>XXX</b>
<b>9799998. Total - Common Stocks - Part 5</b>						<b>XXX</b>	<b>XXX</b>	<b>XXX</b>	<b>XXX</b>
<b>9799999. Total - Common Stocks</b>						<b>23,443</b>	<b>XXX</b>	<b>0</b>	<b>XXX</b>
<b>9899999. Total - Preferred and Common Stocks</b>						<b>23,443</b>	<b>XXX</b>	<b>0</b>	<b>XXX</b>
<b>9999999 - Totals</b>						<b>5,473,138</b>	<b>5,404,346</b>	<b>4,553</b>	<b>XXX</b>

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues .....0

STATEMENT AS OF MARCH 31, 2017 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

**SCHEDULE D - PART 4**

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

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/(Decrease)	Current Year's (Amortization)/Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in Book/Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book /Adjusted Carrying Value	Book/Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)
36178H-GL-7	GN A89203		03/01/2017	MBS PAYMENT		56,824	56,824	60,708	56,874	.0	(51)	.0	(51)	.0	56,824	.0	.0	.0	252	11/15/2042	1
3620ZE-RS-0	G2 4097		03/01/2017	MBS PAYMENT		5,361	5,361	5,258	5,358	.0	3	.0	3	.0	5,361	.0	.0	.0	39	03/20/2038	1
3620SB-4L-3	GN 386127		03/01/2017	MBS PAYMENT		25,619	25,619	25,683	25,620	.0	(1)	.0	(1)	.0	25,619	.0	.0	.0	341	01/15/2030	1
3620BD-B2-9	GN 468157		03/01/2017	MBS PAYMENT		195	195	195	195	.0	.0	.0	.0	.0	195	.0	.0	.0	2	08/15/2028	1
3620NM-4A-9	GN 476117		03/01/2017	MBS PAYMENT		64	64	65	64	.0	.0	.0	.0	.0	64	.0	.0	.0	.2	07/15/2028	1
3620UJ-PA-8	GN 482017		03/01/2017	MBS PAYMENT		71	71	71	71	.0	.0	.0	.0	.0	71	.0	.0	.0	.1	08/15/2028	1
3620WJ-AJ-8	GN 484225		03/01/2017	MBS PAYMENT		24	24	27	24	.0	.0	.0	.0	.0	24	.0	.0	.0	.0	08/15/2028	1
36211C-QY-1	GN 509071		03/01/2017	MBS PAYMENT		360	360	342	360	.0	.0	.0	.0	.0	360	.0	.0	.0	4	05/15/2029	1
36220J-ZZ-0	GN 288861		03/01/2017	MBS PAYMENT		185	185	183	185	.0	.0	.0	.0	.0	185	.0	.0	.0	2	12/15/2022	1
36224J-HS-4	GN 329741		03/01/2017	MBS PAYMENT		71	71	73	72	.0	.0	.0	.0	.0	71	.0	.0	.0	1	01/15/2023	1
36225A-KU-3	GN 780307		03/01/2017	MBS PAYMENT		257	257	275	257	.0	.0	.0	.0	.0	257	.0	.0	.0	4	12/15/2021	1
36225A-NY-2	GN 780407		03/01/2017	MBS PAYMENT		609	609	613	609	.0	.0	.0	.0	.0	609	.0	.0	.0	7	08/15/2024	1
36290S-ZC-8	GN 616439		03/01/2017	MBS PAYMENT		2,002	2,002	1,995	2,002	.0	.0	.0	.0	.0	2,002	.0	.0	.0	17	06/15/2024	1
38378B-7C-7	GNR 2013-33 A		03/01/2017	MBS PAYMENT		2,761	2,761	2,748	2,748	.0	.0	.0	.0	.0	2,761	.0	.0	.0	5	07/16/2038	1
<b>0599999. Subtotal - Bonds - U.S. Governments</b>						<b>94,403</b>	<b>94,403</b>	<b>98,236</b>	<b>94,452</b>	<b>0</b>	<b>(49)</b>	<b>0</b>	<b>(49)</b>	<b>0</b>	<b>94,403</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>676</b>	<b>XXX</b>	<b>XXX</b>
31283G-K8-9	FG 600319		03/01/2017	MBS PAYMENT		29	29	30	29	.0	.0	.0	.0	.0	29	.0	.0	.0	.0	04/01/2025	1
31283H-HN-8	FG 601137		03/01/2017	MBS PAYMENT		23	23	23	23	.0	.0	.0	.0	.0	23	.0	.0	.0	.0	09/01/2030	1
31287Q-ND-9	FG 064888		03/01/2017	MBS PAYMENT		63	63	64	63	.0	.0	.0	.0	.0	63	.0	.0	.0	.1	03/01/2032	1
31288E-B5-5	FG C75460		03/01/2017	MBS PAYMENT		228	228	232	228	.0	.0	.0	.0	.0	228	.0	.0	.0	2	01/01/2033	1
31289H-ZZ-0	FG E92592		03/01/2017	MBS PAYMENT		950	950	979	950	.0	(1)	.0	(1)	.0	950	.0	.0	.0	8	11/01/2017	1
3128M9-2M-3	FG 607680		03/01/2017	MBS PAYMENT		6,923	6,923	7,311	6,923	.0	(6)	.0	(6)	.0	6,923	.0	.0	.0	46	04/01/2044	1
3128M9-XG-2	FG 607579		03/01/2017	MBS PAYMENT		6,742	6,742	6,984	6,742	.0	(3)	.0	(3)	.0	6,742	.0	.0	.0	52	08/01/2043	1
3128MC-UJ-3	FG 613997		03/01/2017	MBS PAYMENT		5,853	5,853	5,999	5,858	.0	(5)	.0	(5)	.0	5,853	.0	.0	.0	40	12/01/2025	1
3128ME-4A-6	FG 616017		03/01/2017	MBS PAYMENT		1,303	1,303	1,338	1,303	.0	.0	.0	.0	.0	1,303	.0	.0	.0	3	12/01/2031	1
3128MJ-LH-1	FG 608583		03/01/2017	MBS PAYMENT		14,032	14,032	15,076	14,063	.0	(31)	.0	(31)	.0	14,032	.0	.0	.0	96	04/01/2044	1
3128MJ-YM-6	FG 608715		03/01/2017	MBS PAYMENT		3,561	3,561	3,705	3,563	.0	(1)	.0	(1)	.0	3,561	.0	.0	.0	17	08/01/2046	1
3128MJ-YT-1	FG 608721		03/01/2017	MBS PAYMENT		2,575	2,575	2,674	2,576	.0	(1)	.0	(1)	.0	2,575	.0	.0	.0	12	09/01/2046	1
3128MJ-ZH-6	FG 608743		03/01/2017	MBS PAYMENT		3,052	3,052	3,212	3,052	.0	.0	.0	.0	.0	3,052	.0	.0	.0	10	01/01/2047	1
3128PB-C4-1	FG C91891		03/01/2017	MBS PAYMENT		2,789	2,789	2,929	2,791	.0	(2)	.0	(2)	.0	2,789	.0	.0	.0	13	09/01/2036	1
31292H-D6-8	FG 001025		03/01/2017	MBS PAYMENT		34	34	35	34	.0	.0	.0	.0	.0	34	.0	.0	.0	.0	07/01/2030	1
31292K-7G-6	FG C03595		03/01/2017	MBS PAYMENT		7,996	7,996	8,332	8,001	.0	(5)	.0	(5)	.0	7,996	.0	.0	.0	59	10/01/2040	1
31293R-ME-8	FG C27557		03/01/2017	MBS PAYMENT		60	60	57	60	.0	.0	.0	.0	.0	60	.0	.0	.0	.1	06/01/2029	1
312942-NF-8	FG A93990		03/01/2017	MBS PAYMENT		5,697	5,697	5,893	5,701	.0	(4)	.0	(4)	.0	5,697	.0	.0	.0	33	09/01/2040	1
31298U-CF-4	FG C57270		03/01/2017	MBS PAYMENT		145	145	143	145	.0	.0	.0	.0	.0	145	.0	.0	.0	1	09/01/2031	1
31298W-CR-4	FG C59080		03/01/2017	MBS PAYMENT		355	355	353	355	.0	.0	.0	.0	.0	355	.0	.0	.0	4	10/01/2031	1
31307A-EK-4	FG J21938		03/01/2017	MBS PAYMENT		24,027	24,027	25,075	24,043	.0	(16)	.0	(16)	.0	24,027	.0	.0	.0	100	01/01/2028	1
3132GD-H5-4	FG 000252		03/01/2017	MBS PAYMENT		2,439	2,439	2,501	2,439	.0	.0	.0	.0	.0	2,439	.0	.0	.0	18	04/01/2041	1
3132GK-5A-0	FG 004741		03/01/2017	MBS PAYMENT		5,237	5,237	5,597	5,239	.0	(1)	.0	(1)	.0	5,237	.0	.0	.0	23	11/01/2041	1
3132GK-V9-4	FG 004540		03/01/2017	MBS PAYMENT		27,504	27,504	28,032	27,512	.0	(8)	.0	(8)	.0	27,504	.0	.0	.0	167	11/01/2041	1
3132GK-ZN-9	FG 004649		03/01/2017	MBS PAYMENT		29,950	29,950	30,437	29,956	.0	(6)	.0	(6)	.0	29,950	.0	.0	.0	150	11/01/2041	1
3132GL-FM-1	FG 004972		03/01/2017	MBS PAYMENT		10,785	10,785	11,020	10,787	.0	(2)	.0	(2)	.0	10,785	.0	.0	.0	60	12/01/2041	1
3132J4-GX-1	FG 630913		03/01/2017	MBS PAYMENT		6,423	6,423	6,845	6,428	.0	(5)	.0	(5)	.0	6,423	.0	.0	.0	32	04/01/2036	1
3132J6-US-1	FG 015592		03/01/2017	MBS PAYMENT		2,758	2,758	2,822	2,758	.0	.0	.0	.0	.0	2,758	.0	.0	.0	13	02/01/2043	1
3132L8-CS-4	FG 082781		03/01/2017	MBS PAYMENT		844	844	833	844	.0	.0	.0	.0	.0	844	.0	.0	.0	2	12/01/2046	1
3132M8-3G-9	FG 028299		03/01/2017	MBS PAYMENT		11,652	11,652	12,269	11,663	.0	(11)	.0	(11)	.0	11,652	.0	.0	.0	92	09/01/2044	1
3132M9-2R-4	FG 029184		03/01/2017	MBS PAYMENT		11,177	11,177	11,939	11,188	.0	(11)	.0	(11)	.0	11,177	.0	.0	.0	64	10/01/2044	1
3132M9-MS-5	FG 039368		03/01/2017	MBS PAYMENT		8,107	8,107	8,580	8,112	.0	(5)	.0	(5)	.0	8,107	.0	.0	.0	51	03/01/2046	1
3132WD-YQ-1	FG 040718		03/01/2017	MBS PAYMENT		4,264	4,264	4,506	4,266	.0	(2)	.0	(2)	.0	4,264	.0	.0	.0	24	05/01/2046	1
3132WJ-Q2-6	FG 043172		03/01/2017	MBS PAYMENT		2,252	2,252	2,331	2,252	.0	(1)	.0	(1)	.0	2,252	.0	.0	.0	9	09/01/2046	1
31335A-QK-7	FG 660458		03/01/2017	MBS PAYMENT		8,346	8,346	8,780	8,352	.0	(6)	.0	(6)	.0	8,346	.0	.0	.0	45	01/01/2044	1
31335A-S7-4	FG 660542		03/01/2017	MBS PAYMENT		8,924	8,924	9,543	8,938	.0	(14)	.0	(14)	.0	8,924	.0	.0	.0	51	09/01/2045	1
31335A-YT-9	FG 660722		03/01/2017	MBS PAYMENT		1,700	1,700	1,673	1,700	.0	.0	.0	.0	.0	1,700	.0	.0	.0	9	10/01/2046	1
313615-LF-1	FN 50726		03/01/2017	MBS PAYMENT		257	257	258	257	.0	.0	.0	.0	.0	257	.0	.0	.0	3	05/01/2023	1
31365D-UL-7	FN 124887		03/01/2017	MBS PAYMENT		455	455	458	455	.0	.0	.0	.0	.0	455	.0	.0	.0	5	06/01/2023	1
31369T-N7-7	FN 220114		03/01/2017	MBS PAYMENT		758	758	757	758	.0	.0	.0	.0	.0	758	.0	.0	.0	9	06/01/2023	1
31371K-HH-4	FN 254145		03/01/2017	MBS PAYMENT		584															

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**SCHEDULE D - PART 4**

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

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/(Decrease)	Current Year's (Amortization)/Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in Book/Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book /Adjusted Carrying Value	Book/Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)
31386T-FU-4	FN 572679		03/01/2017	MBS PAYMENT		.62	.62	.63	.62	.0	.0	.0	.0	.0	.62	.0	.0	.0	.1	04/01/2031	1
3138AW-RQ-8	FN AJ4994		03/01/2017	MBS PAYMENT		7,595	7,595	8,176	7,603	.0	(8)	.0	(8)	.0	7,595	.0	.0	.0	48	11/01/2041	1
3138E7-TV-6	FN AK3263		03/01/2017	MBS PAYMENT		14,767	14,777	15,237	14,767	.0	(10)	.0	(10)	.0	14,767	.0	.0	.0	69	02/01/2027	1
3138EJ-3Y-2	FN AL2614		03/01/2017	MBS PAYMENT		9,837	9,837	10,172	9,841	.0	(4)	.0	(4)	.0	9,837	.0	.0	.0	55	11/01/2042	1
3138EK-QD-0	FN AL3151		03/01/2017	MBS PAYMENT		2,205	2,205	2,367	2,206	.0	(1)	.0	(1)	.0	2,205	.0	.0	.0	18	06/01/2042	1
3138EN-4H-9	FN AL6223		03/01/2017	MBS PAYMENT		20,634	20,634	22,452	20,666	.0	(32)	.0	(32)	.0	20,634	.0	.0	.0	123	08/01/2044	1
3138EQ-7K-2	FN AL8097		03/01/2017	MBS PAYMENT		19,832	19,832	21,288	19,853	.0	(21)	.0	(21)	.0	19,832	.0	.0	.0	114	01/01/2046	1
3138ER-J7-6	FN AL9285		03/01/2017	MBS PAYMENT		6,761	6,761	6,867	6,761	.0	(1)	.0	(1)	.0	6,761	.0	.0	.0	37	10/01/2046	1
3138M5-EA-3	FN AP1928		03/01/2017	MBS PAYMENT		10,076	10,076	10,734	10,084	.0	(9)	.0	(9)	.0	10,076	.0	.0	.0	68	08/01/2042	1
3138M5-LP-2	FN AP2133		03/01/2017	MBS PAYMENT		11,491	11,491	11,922	11,496	.0	(5)	.0	(5)	.0	11,491	.0	.0	.0	55	08/01/2042	1
3138MP-YV-1	FN A07923		03/01/2017	MBS PAYMENT		25,773	25,773	26,909	25,786	.0	(13)	.0	(13)	.0	25,773	.0	.0	.0	105	12/01/2042	1
3138W6-SU-1	FN AR8630		03/01/2017	MBS PAYMENT		6,999	6,999	7,133	6,999	.0	(1)	.0	(1)	.0	6,999	.0	.0	.0	30	04/01/2043	1
3138W9-HL-7	FN AS0234		03/01/2017	MBS PAYMENT		11,798	11,798	12,371	11,808	.0	(10)	.0	(10)	.0	11,798	.0	.0	.0	64	08/01/2043	1
3138WB-AR-6	FN AS1815		03/01/2017	MBS PAYMENT		12,795	12,795	13,325	12,801	.0	(6)	.0	(6)	.0	12,795	.0	.0	.0	66	02/01/2044	1
3138WB-GU-3	FN AS2010		03/01/2017	MBS PAYMENT		14,435	14,435	15,066	14,446	.0	(12)	.0	(12)	.0	14,435	.0	.0	.0	86	03/01/2044	1
3138WB-LK-9	FN AS2385		03/01/2017	MBS PAYMENT		7,008	7,008	7,399	7,011	.0	(3)	.0	(3)	.0	7,008	.0	.0	.0	37	05/01/2044	1
3138WE-6G-9	FN AS5370		03/01/2017	MBS PAYMENT		4,284	4,284	4,461	4,285	.0	(1)	.0	(1)	.0	4,284	.0	.0	.0	19	07/01/2045	1
3138WE-KB-4	FN AS4789		03/01/2017	MBS PAYMENT		5,664	5,664	5,891	5,666	.0	(2)	.0	(2)	.0	5,664	.0	.0	.0	26	04/01/2045	1
3138WE-ZJ-1	FN AS5244		03/01/2017	MBS PAYMENT		7,978	7,978	8,296	7,982	.0	(4)	.0	(4)	.0	7,978	.0	.0	.0	40	06/01/2045	1
3138WF-B6-2	FN AS5460		03/01/2017	MBS PAYMENT		3,841	3,841	4,024	3,843	.0	(1)	.0	(1)	.0	3,841	.0	.0	.0	21	07/01/2045	1
3138WF-GE-0	FN AS5596		03/01/2017	MBS PAYMENT		7,840	7,840	8,197	7,844	.0	(4)	.0	(4)	.0	7,840	.0	.0	.0	45	08/01/2045	1
3138WJ-PC-6	FN AS8518		03/01/2017	MBS PAYMENT		1,259	1,259	1,252	.0	.0	.0	.0	.0	.0	1,259	.0	.0	.0	3	12/01/2046	1
3138X4-V9-8	FN AU5139		03/01/2017	MBS PAYMENT		7,891	7,891	8,224	7,894	.0	(3)	.0	(3)	.0	7,891	.0	.0	.0	39	08/01/2043	1
3138Y6-3S-1	FN AX5308		03/01/2017	MBS PAYMENT		10,515	10,515	11,031	10,521	.0	(6)	.0	(6)	.0	10,515	.0	.0	.0	41	01/01/2045	1
3138YH-KG-1	FN AZ4794		03/01/2017	MBS PAYMENT		9,758	9,758	10,229	9,768	.0	(10)	.0	(10)	.0	9,758	.0	.0	.0	47	10/01/2030	1
31390E-SX-1	FN 644134		03/01/2017	MBS PAYMENT		.62	.62	.62	.62	.0	.0	.0	.0	.0	.62	.0	.0	.0	.1	05/01/2032	1
31403A-XD-2	FN 743276		03/01/2017	MBS PAYMENT		.178	.178	.183	.178	.0	.0	.0	.0	.0	.178	.0	.0	.0	2	10/01/2033	1
31403C-6L-0	FN 745275		03/01/2017	MBS PAYMENT		1,899	1,899	1,851	1,898	.0	1	.0	1	.0	1,899	.0	.0	.0	15	02/01/2036	1
31403C-6U-0	FN 745283		03/01/2017	MBS PAYMENT		3,770	3,770	3,641	3,767	.0	2	.0	2	.0	3,770	.0	.0	.0	34	01/01/2036	1
31404F-JA-6	FN 767183		03/01/2017	MBS PAYMENT		3,262	3,262	3,249	3,262	.0	1	.0	1	.0	3,262	.0	.0	.0	29	02/01/2019	1
31408J-DS-7	FN 852513		03/01/2017	MBS PAYMENT		3,528	3,528	3,493	3,526	.0	2	.0	2	.0	3,528	.0	.0	.0	40	01/01/2036	1
31409W-D9-9	FN 880428		03/01/2017	MBS PAYMENT		126	126	127	126	.0	.0	.0	.0	.0	126	.0	.0	.0	1	04/01/2036	1
3140E0-EJ-0	FN AZ7336		03/01/2017	MBS PAYMENT		2,280	2,280	2,321	2,280	.0	.0	.0	.0	.0	2,280	.0	.0	.0	11	11/01/2045	1
3140FM-BD-7	FN BE1835		03/01/2017	MBS PAYMENT		2,238	2,238	2,269	2,269	.0	.0	.0	.0	.0	2,238	.0	.0	.0	9	11/01/2036	1
3140FM-DF-0	FN BE1901		03/01/2017	MBS PAYMENT		3,322	3,322	3,324	3,322	.0	.0	.0	.0	.0	3,322	.0	.0	.0	14	12/01/2046	1
31410X-ZR-0	FN 900852		03/01/2017	MBS PAYMENT		.355	.355	.357	.355	.0	.0	.0	.0	.0	.355	.0	.0	.0	3	01/01/2037	1
31416X-QU-7	FN AB2266		03/01/2017	MBS PAYMENT		7,903	7,903	8,229	7,907	.0	(4)	.0	(4)	.0	7,903	.0	.0	.0	41	02/01/2041	1
31417D-TR-4	FN AB6859		03/01/2017	MBS PAYMENT		8,055	8,055	8,372	8,059	.0	(3)	.0	(3)	.0	8,055	.0	.0	.0	45	11/01/2042	1
31417E-CG-4	FN AB7270		03/01/2017	MBS PAYMENT		9,709	9,709	10,149	9,713	.0	(4)	.0	(4)	.0	9,709	.0	.0	.0	43	12/01/2042	1
31417E-H2-0	FN AB7448		03/01/2017	MBS PAYMENT		37,391	37,391	38,772	37,413	.0	(22)	.0	(22)	.0	37,391	.0	.0	.0	155	01/01/2028	1
31417E-ZK-0	FN AB7945		03/01/2017	MBS PAYMENT		14,650	14,650	15,126	14,654	.0	(4)	.0	(4)	.0	14,650	.0	.0	.0	65	02/01/2043	1
31417G-5A-0	FN AB9840		03/01/2017	MBS PAYMENT		7,826	7,826	8,215	7,833	.0	(7)	.0	(7)	.0	7,826	.0	.0	.0	44	07/01/2043	1
31418C-EE-0	FN MA2832		03/01/2017	MBS PAYMENT		2,347	2,347	2,351	2,347	.0	.0	.0	.0	.0	2,347	.0	.0	.0	12	12/01/2036	1
31419F-FW-1	FN AE4680		03/01/2017	MBS PAYMENT		9,250	9,250	9,593	9,256	.0	(6)	.0	(6)	.0	9,250	.0	.0	.0	52	11/01/2040	1
65820Q-CT-8	NORTH CAROLINA ST INFRASTRUCTU		03/01/2017	100.000		210,000	210,000	224,383	210,000	.0	.0	.0	.0	.0	210,000	.0	.0	.0	54	06/01/2019	1FE
3199999	Subtotal - Bonds - U.S. Special Revenues					800,125	800,125	839,389	791,786	.0	(358)	.0	(358)	.0	800,125	.0	.0	.0	3,257	XXX	XXX
00206R-CW-0	AT&T INC		01/31/2017	BARCLAYS AMERICAN		125,078	125,000	124,591	124,765	.0	20	.0	20	.0	124,785	.0	292	292	1,203	01/15/2018	2FE
02529F-AA-2	ACAR 2016-4 A		03/12/2017	MBS PAYMENT		53,047	53,047	53,044	53,023	.0	24	.0	24	.0	53,047	.0	.0	.0	135	06/12/2020	1FE
03065D-AB-3	AMCAR 2016-3 A2A		03/08/2017	MBS PAYMENT		13,920	13,920	13,919	13,919	.0	4	.0	4	.0	13,920	.0	.0	.0	48	11/08/2019	1FE
06406H-CU-1	BANK OF NEW YORK MELLON		01/31/2017	KEYBANC CAPITAL MARKETS		161,142	160,000	159,690	159,849	.0	6	.0	6	.0	159,855	.0	1,288	1,288	763	05/15/2019	1FE
093662-AF-1	BLOCK FINANCIAL LLC		01/03/2017	MORGAN STANLEY		409,308	400,000	398,696	398,998	.0	3	.0	3	.0	399,002	.0	10,306	10,306	4,354	10/01/2020	2FE
166764-AA-8	CHEVRON CORP		02/28/2017	BARCLAYS AMERICAN		349,556	350,000	350,000	350,000	.0	.0	.0	.0	.0	350,000	.0	(445)	(445)	945	12/05/2017	1FE
22160K-AC-9	COSTCO WHOLESALE CORP		03/15/2017	MATURITY		300,000	300,000	299,523	299,988	.0	12	.0	12	.0	300,000	.0	.0	.0	8,250	03/15/2017	1FE
36252A-AA-4	GSM 2015-GS1 A1		03/01/2017	MBS PAYMENT		10,251	10,251	10,251	10,251	.0	.0	.0	.0	.0	10,251	.0	.0	.0	35	11/13/2048	1FM
43814J-AC-8	HAROT 2014-4 A3		03/15/2017	MBS PAYMENT		41,478	41,478	41,471	41,463	.0	15	.0	15	.0	41,478	.0	.0	.0	67	09/17/2018	1FE

E05.1

STATEMENT AS OF MARCH 31, 2017 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

**SCHEDULE D - PART 4**

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

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	22		
										11	12	13	14	15									
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/(Decrease)	Current Year's (Amortization)/Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in Book/Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book /Adjusted Carrying Value	Book/Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)		
44890W-AC-4	HART 2015-A A3		03/15/2017	MBS PAYMENT		33,285	33,285	33,280	33,272	0	13	0	13	0	33,285	0	0	0	58	04/15/2019	1FE		
46643G-AA-8	JPMBB 2014-C24 A1		03/01/2017	MBS PAYMENT		7,083	7,083	7,083	7,083	0	0	0	0	0	7,083	0	0	0	19	11/18/2047	1FM		
74005P-BC-7	PRAXAIR INC		02/28/2017	LLC		224,764	225,000	224,912	224,985	0	3	0	3	0	224,988	0	(224)	(224)	761	11/07/2017	1FE		
740189-AK-1	PRECISION CASTPARTS CORP		02/28/2017	J.P. MORGAN		199,880	200,000	200,214	200,045	0	(7)	0	(7)	0	200,038	0	(158)	(158)	1,583	01/15/2018	1FE		
78410T-AA-4	SCFET 2017-1A A		03/20/2017	MBS PAYMENT		6,350	6,350	6,349	0	0	12	0	12	0	6,350	0	0	0	17	01/20/2023	1FE		
842400-GF-4	SOUTHERN CAL EDISON		02/01/2017	SINK		17,143	17,143	17,143	17,143	0	0	0	0	0	17,143	0	0	0	158	02/01/2022	1FE		
89233P-7E-0	TOYOTA MOTOR CREDIT CORP		01/05/2017	J.P. MORGAN		499,975	500,000	499,205	499,832	0	4	0	4	0	499,836	0	139	139	3,418	01/10/2018	1FE		
822582-AC-6	SHELL INTERNATIONAL FIN	D	03/22/2017	MATURITY		500,000	500,000	498,345	499,953	0	47	0	47	0	500,000	0	0	0	13,000	03/22/2017	1FE		
3899999. Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)						2,952,260	2,942,557	2,937,716	2,934,566	0	156	0	156	0	2,941,061	0	11,198	11,198	34,814	XXX	XXX		
8399997. Total - Bonds - Part 4						3,846,788	3,837,085	3,875,341	3,820,804	0	(251)	0	(251)	0	3,835,589	0	11,198	11,198	38,747	XXX	XXX		
8399998. Total - Bonds - Part 5						XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	
8399999. Total - Bonds						3,846,788	3,837,085	3,875,341	3,820,804	0	(251)	0	(251)	0	3,835,589	0	11,198	11,198	38,747	XXX	XXX		
8999997. Total - Preferred Stocks - Part 4						0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
8999998. Total - Preferred Stocks - Part 5						XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
8999999. Total - Preferred Stocks						0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
9799997. Total - Common Stocks - Part 4						0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
9799998. Total - Common Stocks - Part 5						XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
9799999. Total - Common Stocks						0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
9899999. Total - Preferred and Common Stocks						0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
9999999 - Totals						3,846,788	XXX	3,875,341	3,820,804	0	(251)	0	(251)	0	3,835,589	0	11,198	11,198	38,747	XXX	XXX		

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues.....0

STATEMENT AS OF MARCH 31, 2017 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

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

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

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

NONE

(a)

Code	Description of Hedged Risk(s)

(b)

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

STATEMENT AS OF MARCH 31, 2017 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

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

Futures Contracts Open as of the Current Statement Date

1 Ticker Symbol	2 Number of Contracts	3 Notional Amount	4 Description	5 Description of Item(s) Hedged, Used for Income Generation or Replicated	6 Schedule/ Exhibit Identifier	7 Type(s) of Risk(s) (a)	8 Date of Maturity or Expiration	9 Exchange	10 Trade Date	11 Transaction Price	12 Reporting Date Price	13 Fair Value	14 Book/ Adjusted Carrying Value	Highly Effective Hedges			18 Cumulative Variation Margin for All Other Hedges	19 Change in Variation Margin Gain (Loss) Recognized in Current Year	20 Potential Exposure	21 Hedge Effectiveness at Inception and at Quarter-end (b)	22 Value of One (1) Point																			
														15 Cumulative Variation Margin	16 Deferred Variation Margin	17 Change in Variation Margin Gain (Loss) Used to Adjust Basis of Hedged Item																								
<b>NONE</b>																																								
1449999 - Totals																																							XXX	XXX

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

(a)

Code	Description of Hedged Risks

(b)

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

E07

STATEMENT AS OF MARCH 31, 2017 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								
<b>NONE</b>											
0999999 - Gross Totals											
1. Offset per SSAP No. 64											
2. Net after right of offset per SSAP No. 64											

STATEMENT AS OF MARCH 31, 2017 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	XXX

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

Reinvested Collateral Assets Owned Current Statement Date

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

General Interrogatories:

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

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

Reinvested Collateral Assets Owned Current Statement Date

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

General Interrogatories:

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



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

Show Investments Owned End of Current Quarter

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



SUPPLEMENT FOR THE QUARTER ENDING MARCH 31, 2017 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

# DIRECTOR AND OFFICER INSURANCE COVERAGE SUPPLEMENT

Year To Date For The Period Ended MARCH 31, 2017

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
\$ .....0	\$ .....0	\$ .....0

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 [ ] 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 [ ] 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: ..... \$ .....0
- 2.32 Amount estimated using reasonable assumptions: ..... \$ .....0
- 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. .... \$ .....0