



PROPERTY AND CASUALTY COMPANIES - ASSOCIATION EDITION

QUARTERLY STATEMENT

AS OF SEPTEMBER 30, 2018

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 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 SEPTEMBER 30, 2018 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	95,464,289	0	95,464,289	91,821,354
2. Stocks:				
2.1 Preferred stocks	0	0	0	0
2.2 Common stocks	5,153,162	0	5,153,162	5,840,264
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 (\$966,946), cash equivalents (\$100,690) and short-term investments (\$0)	1,067,636	0	1,067,636	534,768
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)	101,685,087	0	101,685,087	98,196,386
13. Title plants less \$0 charged off (for Title insurers only)	0	0	0	0
14. Investment income due and accrued	749,824	0	749,824	709,388
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	10,291,156	144,561	10,146,595	8,949,078
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$55,652 earned but unbilled premiums)	790,524	6,184	784,340	636,846
15.3 Accrued retrospective premiums (\$0) and contracts subject to redetermination (\$0)	0	0	0	0
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers	193,263	0	193,263	174,906
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	853
18.2 Net deferred tax asset	1,198,233	0	1,198,233	1,083,304
19. Guaranty funds receivable or on deposit	1,270,969	0	1,270,969	1,225,648
20. Electronic data processing equipment and software	44,250	0	44,250	38,641
21. Furniture and equipment, including health care delivery assets (\$0)	8,098	8,098	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	1,093,220	0	1,093,220	786,836
24. Health care (\$0) and other amounts receivable	0	0	0	0
25. Aggregate write-ins for other than invested assets	2,590,811	1,430,247	1,160,564	803,260
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25)	119,915,436	1,589,090	118,326,346	112,605,146
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts	0	0	0	0
28. Total (Lines 26 and 27)	119,915,436	1,589,090	118,326,346	112,605,146
DETAILS OF WRITE-INS				
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	1,005,963	5,925	1,000,038	630,469
2502. Equities and Deposits in Pools and Associations	162,514	1,994	160,520	172,279
2503. Prepaid Expenses	286,822	286,822	0	0
2598. Summary of remaining write-ins for Line 25 from overflow page	1,135,513	1,135,506	6	512
2599. Totals (Lines 2501 through 2503 plus 2598)(Line 25 above)	2,590,811	1,430,247	1,160,564	803,260

STATEMENT AS OF SEPTEMBER 30, 2018 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 \$9,732,461)	32,017,633	31,252,404
2. Reinsurance payable on paid losses and loss adjustment expenses	0	0
3. Loss adjustment expenses	7,762,004	7,543,413
4. Commissions payable, contingent commissions and other similar charges	862,826	761,613
5. Other expenses (excluding taxes, licenses and fees)	1,043,856	1,212,002
6. Taxes, licenses and fees (excluding federal and foreign income taxes)	731,141	752,607
7.1 Current federal and foreign income taxes (including \$47,366 on realized capital gains (losses))	1,591,202	990,402
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 \$126,007,445 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)	15,808,859	14,128,718
10. Advance premium	89,980	119,877
11. Dividends declared and unpaid:		
11.1 Stockholders	0	0
11.2 Policyholders	213,317	130,509
12. Ceded reinsurance premiums payable (net of ceding commissions)	194,036	156,827
13. Funds held by company under reinsurance treaties	0	0
14. Amounts withheld or retained by company for account of others	1,321,979	1,251,441
15. Remittances and items not allocated	0	0
16. Provision for reinsurance (including \$0 certified)	80,733	80,733
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	0	0
20. Derivatives	0	0
21. Payable for securities	389,507	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	(257,314)	(278,788)
26. Total liabilities excluding protected cell liabilities (Lines 1 through 25)	61,849,759	58,101,758
27. Protected cell liabilities	0	0
28. Total liabilities (Lines 26 and 27)	61,849,759	58,101,758
29. Aggregate write-ins for special surplus funds	209,672	277,362
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)	47,627,113	45,586,224
36. Less treasury stock, at cost:		
36.10 shares common (value included in Line 30 \$0)	0	0
36.20 shares preferred (value included in Line 31 \$0)	0	0
37. Surplus as regards policyholders (Lines 29 to 35, less 36)	56,476,587	54,503,388
38. Totals (Page 2, Line 28, Col. 3)	118,326,346	112,605,146
DETAILS OF WRITE-INS		
2501. Contingent Balances in Safety Groups	44,700	29,280
2502. Miscellaneous Accounts Payable	0	0
2503. Liability for Pension Benefits	(302,014)	(308,068)
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)	(257,314)	(278,788)
2901. Reserve for Undeclared Dividends	209,672	277,362
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)	209,672	277,362
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 SEPTEMBER 30, 2018 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

STATEMENT OF INCOME

	1 Current Year to Date	2 Prior Year to Date	3 Prior Year Ended December 31
UNDERWRITING INCOME			
1. Premiums earned:			
1.1 Direct (written \$ 192,089,232)	175,987,075	163,009,813	219,870,318
1.2 Assumed (written \$ 24,012,668)	22,332,383	20,648,140	27,934,640
1.3 Ceded (written \$ 192,090,902)	175,988,602	163,011,651	219,872,389
1.4 Net (written \$ 24,010,998)	22,330,857	20,646,302	27,932,568
DEDUCTIONS:			
2. Losses incurred (current accident year \$ 14,605,269):			
2.1 Direct	90,711,420	78,240,024	103,819,505
2.2 Assumed	11,338,153	10,864,955	14,613,711
2.3 Ceded	90,705,291	78,265,173	103,860,905
2.4 Net	11,344,282	10,839,806	14,572,311
3. Loss adjustment expenses incurred	2,625,690	2,512,576	3,429,569
4. Other underwriting expenses incurred	7,811,188	7,294,513	9,647,449
5. Aggregate write-ins for underwriting deductions	0	0	0
6. Total underwriting deductions (Lines 2 through 5)	21,781,160	20,646,895	27,649,329
7. Net income of protected cells	0	0	0
8. Net underwriting gain or (loss) (Line 1 minus Line 6 + Line 7)	549,697	(593)	283,240
INVESTMENT INCOME			
9. Net investment income earned	2,326,012	2,172,614	2,911,201
10. Net realized capital gains (losses) less capital gains tax of \$ 47,366	172,757	9,986	(2,340)
11. Net investment gain (loss) (Lines 9 + 10)	2,498,769	2,182,600	2,908,862
OTHER INCOME			
12. Net gain or (loss) from agents' or premium balances charged off (amount recovered \$ 10,563 amount charged off \$ 85,359)	(74,795)	(70,484)	(143,431)
13. Finance and service charges not included in premiums	250,157	252,570	339,207
14. Aggregate write-ins for miscellaneous income	(164,165)	(142,506)	(192,799)
15. Total other income (Lines 12 through 14)	11,196	39,580	2,977
16. Net income before dividends to policyholders, after capital gains tax and before all other federal and foreign income taxes (Lines 8 + 11 + 15)	3,059,663	2,221,586	3,195,078
17. Dividends to policyholders	327,967	218,278	246,362
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)	2,731,695	2,003,309	2,948,716
19. Federal and foreign income taxes incurred	554,287	752,340	1,023,133
20. Net income (Line 18 minus Line 19)(to Line 22)	2,177,408	1,250,969	1,925,583
CAPITAL AND SURPLUS ACCOUNT			
21. Surplus as regards policyholders, December 31 prior year	54,503,388	52,401,536	52,401,536
22. Net income (from Line 20)	2,177,408	1,250,969	1,925,583
23. Net transfers (to) from Protected Cell accounts	0	0	0
24. Change in net unrealized capital gains (losses) less capital gains tax of \$ 13,796	51,900	396,012	872,969
25. Change in net unrealized foreign exchange capital gain (loss)	0	0	0
26. Change in net deferred income tax	128,725	157,944	(864,009)
27. Change in nonadmitted assets	(199,289)	489,544	483,587
28. Change in provision for reinsurance	0	0	(80,733)
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	(185,545)	(201,094)	(235,544)
38. Change in surplus as regards policyholders (Lines 22 through 37)	1,973,199	2,093,375	2,101,853
39. Surplus as regards policyholders, as of statement date (Lines 21 plus 38)	56,476,587	54,494,911	54,503,388
DETAILS OF WRITE-INS			
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	253	787	1,173
1402. Miscellaneous Income	(164,418)	(143,293)	(193,972)
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)	(164,165)	(142,506)	(192,799)
3701. Contingent Balance in Safety Groups	(15,420)	(14,820)	(5,940)
3702. Pension Benefit Obligation	(6,054)	(117,449)	(137,836)
3703. Pension Expense	(164,071)	(68,825)	(91,768)
3798. Summary of remaining write-ins for Line 37 from overflow page	0	0	0
3799. Totals (Lines 3701 through 3703 plus 3798)(Line 37 above)	(185,545)	(201,094)	(235,544)

STATEMENT AS OF SEPTEMBER 30, 2018 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

CASH FLOW

	1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
Cash from Operations			
1. Premiums collected net of reinsurance	22,672,683	21,126,004	28,141,960
2. Net investment income	2,499,984	2,383,682	3,212,073
3. Miscellaneous income	11,196	39,580	2,977
4. Total (Lines 1 to 3)	25,183,864	23,549,266	31,357,011
5. Benefit and loss related payments	10,597,410	10,259,512	13,401,594
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	10,230,492	9,627,873	12,567,357
8. Dividends paid to policyholders	245,159	211,297	284,520
9. Federal and foreign income taxes paid (recovered) net of \$ 47,366 tax on capital gains (losses)	0	0	705,311
10. Total (Lines 5 through 9)	21,073,061	20,098,682	26,958,782
11. Net cash from operations (Line 4 minus Line 10)	4,110,803	3,450,584	4,398,229
Cash from Investments			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds	14,723,918	11,568,335	15,785,397
12.2 Stocks	1,100,000	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	0	0
12.8 Total investment proceeds (Lines 12.1 to 12.7)	15,823,918	11,568,335	15,785,397
13. Cost of investments acquired (long-term only):			
13.1 Bonds	18,336,128	14,052,643	19,481,019
13.2 Stocks	0	75,220	75,220
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)	18,336,128	14,127,863	19,556,240
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)	(2,512,210)	(2,559,528)	(3,770,842)
Cash from Financing and Miscellaneous Sources			
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)	(1,065,724)	(755,285)	(280,502)
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6)	(1,065,724)	(755,285)	(280,502)
RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS			
18. Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17)	532,868	135,771	346,884
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year	534,768	187,883	187,883
19.2 End of period (Line 18 plus Line 19.1)	1,067,636	323,654	534,768

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

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STATEMENT AS OF SEPTEMBER 30, 2018 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY
NOTES TO FINANCIAL STATEMENTS

Note 1 – Summary of Significant Accounting Policies and Going Concern

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>2018</u>	<u>2017</u>
(1) Net Income, state basis (Page 4, Line 20, Columns 1 & 3)	XXX	XXX	XXX	\$ 2,177,408	\$ 1,925,583
(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>\$ 2,177,408</u>	<u>\$ 1,925,583</u>
 <u>Surplus</u>					
(5) Statutory surplus, state basis (Page 3, Line 37, Columns 1 & 2)	XXX	XXX	XXX	\$ 56,476,587	\$ 54,503,388
(6) State Prescribed Practices that increase/(decrease) NAIC SAP				0	0
(7) State Permitted Practices that increase/(decrease) NAIC SAP				0	0
(8) Statutory Surplus, NAIC SAP (5 - 6 - 7 = 8)	XXX	XXX	XXX	<u>\$ 56,476,587</u>	<u>\$ 54,503,388</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.

STATEMENT AS OF SEPTEMBER 30, 2018 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY
NOTES TO FINANCIAL STATEMENTS

(4) Unrealized Losses

a. The aggregate amount of unrealized losses:

Less than 12 months	Greater than 12 months	Total
432,433	660,647	1,093,080

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

Less than 12 months	Greater than 12 months	Total
17,427,056	11,634,052	29,061,108

(5) There are a number of factors considered in determining if an other-than-temporary impairment does not exist for an investment, including, but not limited to, debt burden, credit ratings, sector, liquidity, financial flexibility, company management, expected earnings and cash flow stream, and economic prospects associated with the investment.

E. The Company does not have any dollar repurchase agreements or securities lending transactions in its portfolio.

(3) b. Not applicable

F. The Company does not have any repurchase agreements transactions accounted for as secured borrowing.

G. The Company does not have any reverse repurchase transactions accounted for as secured borrowing.

H. The Company does not have any repurchase agreements transactions accounted for as a sale.

I. The Company does not have any reverse repurchase agreements transactions accounted for as a sale.

J. The Company does not have any real estate in its portfolio.

K. The Company does not have any low-income housing tax credits (LIHTC) in its portfolio.

L. No change.

M. The Company does not have any working capital finance investments.

(2) Aggregate Maturity Distribution on the Underlying Working Capital Finance Program - not applicable

(3) There are no events of default of working capital finance investments during the reporting period – not applicable.

N. Offsetting and Netting of Assets and Liabilities - Not applicable.

O. Structured Securities – Not applicable.

P. 5* Securities – Not applicable.

Q. Short Sales - Not applicable.

R. Prepayment Penalty and Acceleration Fees

	<u>General Account</u>	<u>Protected Cell</u>
1. Number of CUSIPs	2	0
2. Aggregate Amount of Investment Income	\$15,637	\$0

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 – Liabilities, Contingencies and Assessments

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.

STATEMENT AS OF SEPTEMBER 30, 2018 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY
NOTES TO FINANCIAL STATEMENTS

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 Insured Plans

No change.

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

No change.

Note 20 – Fair Value Measurement

- A. Assets Measured at Fair Value on a Recurring Basis

(1) Fair Value Measurements at Reporting Date

(a) Assets at Fair Value

	Level 1	Level 2	Level 3	Total
Short Term	\$100,690	0	0	\$100,690
Common Stock	\$5,153,162	0	0	\$5,153,162
Total Assets at Fair Value	\$5,253,852	0	0	\$5,253,852

(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	94,129,031	95,564,979	100,690	94,028,341	0	0
Common Stock	5,253,852	5,253,852	5,253,852	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.

STATEMENT AS OF SEPTEMBER 30, 2018 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY
NOTES TO FINANCIAL STATEMENTS

Note 25 – Change in Incurred Losses and Loss Adjustment Expenses

Reserves as of December 31, 2017 were \$38.8 million. As of September 30, 2018, \$8.1 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 \$30.1 million as a result of re-estimation of unpaid claims and claim adjustment expenses. Therefore, there has been a \$700 thousand favorable prior-year development since December 31, 2017 to September 30, 2018.

Note 26 – Intercompany Pooling Arrangements

No change.

Note 27 – Structured Settlements

No change.

Note 28 – Health Care Receivables

No change.

Note 29 – Participating Policies

No change.

Note 30 – Premium Deficiency Reserves

No change.

Note 31 – High Deductibles

No change.

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.
- 3.4 Is the reporting entity publicly traded or a member of a publicly traded group? Yes [] No [X]
- 3.5 If the response to 3.4 is yes, provide the CIK (Central Index Key) code issued by the SEC for the entity/group. _____
- 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: \$ 1,093,220

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
Prior Year-End
Book/Adjusted
Carrying Value | 2
Current Quarter
Book/Adjusted
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.

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 [X] No []
- 17.1 For all agreements that comply with the requirements of the NAIC Financial Condition Examiners Handbook, complete the following:

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

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

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

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

- 17.4 If yes, give full information relating thereto:

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

- 17.5 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 [X] 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 [X] 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 Central Registration Depository Number	2 Name of Firm or Individual	3 Legal Entity Identifier (LEI)	4 Registered With	5 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 [X] No []

- 18.2 If no, list exceptions:

19. By self-designating 5*GI securities, the reporting entity is certifying the following elements for each self-designated 5*GI security:

- a. Documentation necessary to permit a full credit analysis of the security does not exist.
- b. Issuer or obligor is current on all contracted interest and principal payments.
- c. The insurer has an actual expectation of ultimate payment of all contracted interest and principal.

- Has the reporting entity self-designated 5*GI securities? Yes [] No [X]

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

7. Is the reporting entity licensed or chartered, registered, qualified, eligible or writing business in at least two states? Yes [X] No []

7.1 If no, does the reporting entity assume reinsurance business that covers risks residing in at least one state other than the state of domicile of the reporting entity? Yes [] No []

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
NONE						

STATEMENT AS OF SEPTEMBER 30, 2018 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

SCHEDULE T - EXHIBIT OF PREMIUMS WRITTEN

Current Year to Date - Allocated by States and Territories

States, etc.	1 Active Status (a)	Direct Premiums Written		Direct Losses Paid (Deducting Salvage)		Direct Losses Unpaid	
		2 Current Year To Date	3 Prior Year To Date	4 Current Year To Date	5 Prior Year To Date	6 Current Year To Date	7 Prior Year To Date
1. Alabama	AL	N	0	0	0	0	0
2. Alaska	AK	N	0	0	0	0	0
3. Arizona	AZ	N	0	0	0	0	0
4. Arkansas	AR	N	0	0	0	0	0
5. California	CA	N	0	0	0	0	0
6. Colorado	CO	N	0	0	0	0	0
7. Connecticut	CT	L	21,140,723	21,018,513	13,370,739	10,268,139	24,835,904
8. Delaware	DE	L	1,241,457	1,070,513	254,107	571,125	2,475,976
9. District of Columbia	DC	L	88,766	88,985	4,909	3,334	24,131
10. Florida	FL	N	0	0	0	0	0
11. Georgia	GA	L	8,860,294	9,104,619	3,430,846	4,452,503	11,301,250
12. Hawaii	HI	N	0	0	0	0	0
13. Idaho	ID	N	0	0	0	0	0
14. Illinois	IL	L	5,846,387	4,621,000	2,441,947	1,392,909	3,558,007
15. Indiana	IN	L	791,415	712,094	158,705	33,394	391,057
16. Iowa	IA	N	0	0	0	0	0
17. Kansas	KS	L	121,985	122,357	0	0	308,776
18. Kentucky	KY	N	0	0	0	0	0
19. Louisiana	LA	N	0	0	0	0	0
20. Maine	ME	N	0	0	0	0	0
21. Maryland	MD	L	4,273,023	3,605,495	1,517,889	852,319	8,273,074
22. Massachusetts	MA	L	11,413,533	9,977,686	7,290,053	3,517,239	11,987,876
23. Michigan	MI	L	2,446,585	2,320,933	457,219	547,472	1,061,736
24. Minnesota	MN	N	0	0	0	0	0
25. Mississippi	MS	N	0	0	0	0	0
26. Missouri	MO	N	0	0	0	0	0
27. Montana	MT	N	0	0	0	0	0
28. Nebraska	NE	N	0	0	0	0	0
29. Nevada	NV	N	0	0	0	0	0
30. New Hampshire	NH	L	893,767	581,187	1,003,256	123,329	487,036
31. New Jersey	NJ	L	41,556,970	36,031,716	14,039,733	14,399,268	59,907,957
32. New Mexico	NM	N	0	0	0	0	0
33. New York	NY	L	57,263,436	51,758,185	22,077,822	18,768,638	67,911,489
34. North Carolina	NC	L	6,204,125	7,423,727	3,578,464	3,869,533	4,984,782
35. North Dakota	ND	N	0	0	0	0	0
36. Ohio	OH	L	5,570,037	5,247,877	1,443,622	1,493,527	3,106,530
37. Oklahoma	OK	N	0	0	0	0	0
38. Oregon	OR	N	0	0	0	0	0
39. Pennsylvania	PA	L	9,529,379	9,123,151	3,632,067	3,125,425	11,086,902
40. Rhode Island	RI	L	350,378	417,436	297,395	133,832	500,978
41. South Carolina	SC	L	33,079	0	0	0	403
42. South Dakota	SD	N	0	0	0	0	0
43. Tennessee	TN	L	1,404,057	1,353,614	537,452	404,879	1,939,455
44. Texas	TX	L	8,306,044	6,564,787	3,379,415	1,643,873	6,678,630
45. Utah	UT	N	0	0	0	0	0
46. Vermont	VT	N	0	0	0	0	0
47. Virginia	VA	L	4,033,968	3,767,416	2,409,503	2,963,595	3,304,342
48. Washington	WA	N	0	0	0	0	0
49. West Virginia	WV	N	0	0	0	0	0
50. Wisconsin	WI	L	719,826	639,915	1,156,196	338,705	3,068,229
51. Wyoming	WY	N	0	0	0	0	0
52. American Samoa	AS	N	0	0	0	0	0
53. Guam	GU	N	0	0	0	0	0
54. Puerto Rico	PR	N	0	0	0	0	0
55. U.S. Virgin Islands	VI	N	0	0	0	0	0
56. Northern Mariana Islands	MP	N	0	0	0	0	0
57. Canada	CAN	N	0	0	0	0	0
58. Aggregate Other Alien	OT	XXX	0	0	0	0	0
59. Totals	XXX		192,089,232	175,551,207	82,481,337	68,903,037	227,194,523
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
58999. Totals (Lines 58001 through 58003 plus 58998)(Line 58 above)	XXX		0	0	0	0	0

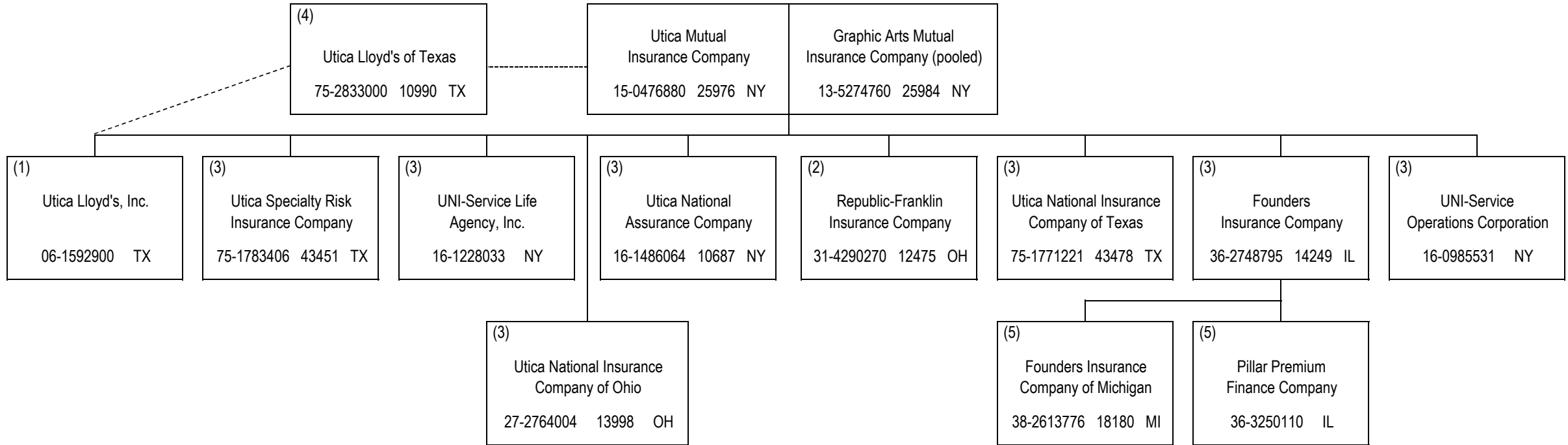
(a) Active Status Counts:

L - Licensed or Chartered - Licensed Insurance carrier or domiciled RRG	22	R - Registered - Non-domiciled RRGs	0
E - Eligible - Reporting entities eligible or approved to write surplus lines in the state (other than their state of domicile - see DSLI)	0	Q - Qualified - Qualified or accredited reinsurer	0
D - Domestic Surplus Lines Insurer (DSLII) - Reporting entities authorized to write surplus lines in the state of domicile	0	N - None of the above - Not allowed to write business in the state	35

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

PART 1 - ORGANIZATIONAL CHART

UTICA NATIONAL INSURANCE GROUP ORGANIZATION STRUCTURE SEPTEMBER 30, 2018



- 1. Owned 100% by Utica Mutual Insurance Company; operates as attorney-in-fact for Utica Lloyd's of Texas.
- 2. Owned 94% by Utica Mutual Insurance Company and 6% by Graphic Arts Mutual Insurance Company.
- 3. Owned 100% by Utica Mutual Insurance Company.

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

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

STATEMENT AS OF SEPTEMBER 30, 2018 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 SEPTEMBER 30, 2018 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	50,092	(982)	(2.0)	21.8
2. Allied Lines	58,264	(14,971)	(25.7)	59.6
3. Farmowners multiple peril	0	0	0.0	0.0
4. Homeowners multiple peril	11,640,085	9,021,477	77.5	68.2
5. Commercial multiple peril	60,988,213	30,832,660	50.6	38.2
6. Mortgage guaranty	0	0	0.0	0.0
8. Ocean marine	0	0	0.0	0.0
9. Inland marine	246,723	19,424	7.9	4.8
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	8,717	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	33,791,985	19,221,022	56.9	46.5
17.1 Other liability - occurrence	4,974,045	553,667	11.1	10.6
17.2 Other liability - claims-made	15,246,990	4,397,186	28.8	56.0
17.3 Excess workers' compensation	0	0	0.0	0.0
18.1 Products liability - occurrence	56,719	961	1.7	(3.4)
18.2 Products liability - claims-made	0	0	0.0	0.0
19.1,19.2 Private passenger auto liability	3,749,143	1,816,805	48.5	20.7
19.3,19.4 Commercial auto liability	34,810,740	18,904,330	54.3	64.7
21. Auto physical damage	10,360,230	5,959,625	57.5	47.2
22. Aircraft (all perils)	0	0	0.0	0.0
23. Fidelity	0	0	0.0	0.0
24. Surety	3,520	219	6.2	7.9
26. Burglary and theft	1,610	(2)	(0.2)	0.7
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	175,987,075	90,711,420	51.5	48.0
DETAILS OF WRITE-INS				
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	53,653	65,715	61,240
2. Allied Lines	48,433	60,419	84,662
3. Farmowners multiple peril	0	0	0
4. Homeowners multiple peril	3,855,488	10,920,034	12,346,386
5. Commercial multiple peril	34,257,631	69,020,297	61,243,260
6. Mortgage guaranty	0	0	0
8. Ocean marine	0	0	0
9. Inland marine	77,483	235,656	259,402
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	3,529	8,390	9,252
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	10,389,998	36,305,471	33,433,128
17.1 Other liability - occurrence	4,296,096	6,250,088	5,661,294
17.2 Other liability - claims-made	5,182,821	15,795,997	15,251,911
17.3 Excess workers' compensation	0	0	0
18.1 Products liability - occurrence	31,257	84,207	25,269
18.2 Products liability - claims-made	0	0	0
19.1,19.2 Private passenger auto liability	1,258,629	3,745,011	3,898,307
19.3,19.4 Commercial auto liability	14,418,380	37,994,263	32,687,137
21. Auto physical damage	4,740,901	11,598,383	10,582,986
22. Aircraft (all perils)	0	0	0
23. Fidelity	0	0	0
24. Surety	4,556	4,556	4,556
26. Burglary and theft	0	746	2,417
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	78,618,855	192,089,232	175,551,207
DETAILS OF WRITE-INS			
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 SEPTEMBER 30, 2018 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)	2018 Loss and LAE Payments on Claims Reported as of Prior Year-End	2018 Loss and LAE Payments on Claims Unreported as of Prior Year-End	Total 2018 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. 2015 + Prior	10,396	8,868	19,264	3,394	49	3,444	8,120	148	7,544	15,812	1,118	(1,126)	(8)
2. 2016	3,439	4,246	7,685	1,536	101	1,637	2,644	245	2,871	5,761	741	(1,029)	(287)
3. Subtotals 2016 + Prior	13,835	13,114	26,949	4,931	150	5,081	10,764	394	10,415	21,573	1,860	(2,155)	(295)
4. 2017	4,246	7,601	11,847	2,425	607	3,032	2,827	585	5,062	8,474	1,007	(1,347)	(340)
5. Subtotals 2017 + Prior	18,081	20,715	38,796	7,356	758	8,113	13,592	978	15,478	30,047	2,866	(3,502)	(635)
6. 2018	XXX	XXX	XXX	XXX	4,873	4,873	XXX	3,509	6,223	9,732	XXX	XXX	XXX
7. Totals	18,081	20,715	38,796	7,356	5,630	12,986	13,592	4,488	21,701	39,780	2,866	(3,502)	(635)
8. Prior Year-End Surplus As Regards Policyholders	54,503										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. 15.9	2. (16.9)	3. (1.6)
													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.

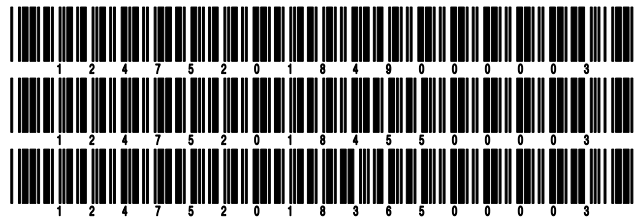
	Response
1. Will the Trusteed Surplus Statement be filed with the state of domicile and the NAIC with this statement?	NO
2. Will Supplement A to Schedule T (Medical Professional Liability Supplement) be filed with this statement?	NO
3. Will the Medicare Part D Coverage Supplement be filed with the state 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	1,054,951	1,054,951	0	.96
2505. Clearing Accounts	80,162	80,156	6	416
2506. Deposits	400	400	0	.0
2597. Summary of remaining write-ins for Line 25 from overflow page	1,135,513	1,135,506	6	512

STATEMENT AS OF SEPTEMBER 30, 2018 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 premium 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	97,661,613	93,268,984
2. Cost of bonds and stocks acquired	18,336,128	19,556,241
3. Accrual of discount	18,508	49,760
4. Unrealized valuation increase (decrease)	65,695	946,433
5. Total gain (loss) on disposals	220,123	(3,193)
6. Deduct consideration for bonds and stocks disposed of	15,475,071	15,785,402
7. Deduct amortization of premium	225,189	371,210
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. Total investment income recognized as a result of prepayment penalties and/or acceleration fees	15,637	0
11. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9+10)	100,617,444	97,661,613
12. Deduct total nonadmitted amounts	0	0
13. Statement value at end of current period (Line 11 minus Line 12)	100,617,444	97,661,613

STATEMENT AS OF SEPTEMBER 30, 2018 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

SCHEDULE D - PART 1B

Showing the Acquisitions, Dispositions and Non-Trading Activity
During the Current Quarter for all Bonds and Preferred Stock by NAIC Designation

NAIC Designation	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. NAIC 1 (a)	78,924,564	4,198,257	4,225,141	(144,462)	78,068,982	78,924,564	78,753,219	76,591,215
2. NAIC 2 (a)	15,755,407	1,551,067	679,804	77,959	15,529,324	15,755,407	16,704,629	15,230,140
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	94,679,972	5,749,324	4,904,945	(66,503)	93,598,306	94,679,972	95,457,848	91,821,355
PREFERRED STOCK								
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	94,679,972	5,749,324	4,904,945	(66,503)	93,598,306	94,679,972	95,457,848	91,821,355

(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 \$0 ; 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 Book/Adjusted Carrying Value	2 Par Value	3 Actual Cost	4 Interest Collected Year-to-Date	5 Paid for Accrued Interest Year-to-Date
9199999 Totals	0	XXX	0	0	0

SCHEDULE DA - VERIFICATION

Short-Term Investments

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	0	99,998
2. Cost of short-term investments acquired	0	1,100,000
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	0	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)	0	0
11. Deduct total nonadmitted amounts	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	0	0

Schedule DB - Part A - Verification - Options, Caps, Floors, Collars, Swaps and Forwards

N O N E

Schedule DB - Part B - Verification - Futures Contracts

N O N E

Schedule DB - Part C - Section 1 - Replication (Synthetic Asset) Transactions (RSATs) Open

N O N E

Schedule DB-Part C-Section 2-Reconciliation of Replication (Synthetic Asset) Transactions Open

N O N E

Schedule DB - Verification - Book/Adjusted Carrying Value, Fair Value and Potential Exposure of
Derivatives

N O N E

SCHEDULE E - PART 2 - VERIFICATION

(Cash Equivalents)

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	100,000	0
2. Cost of cash equivalents acquired	307,645	100,000
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	306,956	0
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)	100,689	100,000
11. Deduct total nonadmitted amounts	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	100,689	100,000

Schedule A - Part 2 - Real Estate Acquired and Additions Made

N O N E

Schedule A - Part 3 - Real Estate Disposed

N O N E

Schedule B - Part 2 - Mortgage Loans Acquired and Additions Made

N O N E

Schedule B - Part 3 - Mortgage Loans Disposed, Transferred or Repaid

N O N E

Schedule BA - Part 2 - Other Long-Term Invested Assets Acquired and Additions Made

N O N E

Schedule BA - Part 3 - Other Long-Term Invested Assets Disposed, Transferred or Repaid

N O N E

STATEMENT AS OF SEPTEMBER 30, 2018 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

SCHEDULE D - PART 3

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

1 CUSIP Identification	2 Description	3 Foreign	4 Date Acquired	5 Name of Vendor	6 Number of Shares of Stock	7 Actual Cost	8 Par Value	9 Paid for Accrued Interest and Dividends	10 NAIC Desig- nation or Market Indicator (a)
36180M-2R-7	G2 AD8884 - RMBS		.08/29/2018	CREDIT SUISSE SECURITIES (USA)		910,764	906,163	2,555	1
0599999. Subtotal - Bonds - U.S. Governments						910,764	906,163	2,555	XXX
314008-3U-7	FN CA1710 - RMBS		.08/22/2018	CITIGROUP GLOBAL MARKETS INC.		241,379	231,878	.667	1
314008-K8-7	FN CA1218 - RMBS		.08/01/2018	CREDIT SUISSE SECURITIES (USA)		445,274	429,244	.107	1
3199999. Subtotal - Bonds - U.S. Special Revenues						686,653	661,122	774	XXX
007589-AA-2	ADVOCATE HEALTH AND HOSPITALS CORP		.08/07/2018	JP MORGAN SECURITIES INC.		150,000	150,000	.0	1FE
035240-AM-2	ANHEUSER-BUSCH INBEV WORLDWIDE INC	C.	.08/29/2018	MIZUHO SECURITIES USA/FIXED INCOME		147,797	150,000	2,680	1FE
31428X-BA-3	FEDEX CORP		.08/30/2018	US BANCORP INVESTMENTS INC.		237,148	250,000	.894	2FE
59156R-BQ-0	METLIFE INC		.08/27/2018	MORGAN STANLEY CO		423,275	425,000	4,505	1FE
60871R-AG-5	MOLSON COORS BREWING CO		.09/06/2018	HSBC SECURITIES		367,496	400,000	1,833	2FE
68389X-BN-4	ORACLE CORP		.09/27/2018	PERSHING DIV OF DLJ SEC LNDING		384,596	400,000	4,911	1FE
7591EP-AP-5	REGIONS FINANCIAL CORP		.08/08/2018	RBC CAPITAL MARKETS		474,720	475,000	.0	2FE
80285M-AF-6	SDART 184 B - ABS		.08/13/2018	RBC CAPITAL MARKETS		249,958	250,000	.0	1FE
855244-AQ-2	STARBUCKS CORP		.08/08/2018	VARIOUS		299,907	300,000	.0	2FE
89114Q-C4-8	TORONTO-DOMINION BANK		.07/12/2018	TORONTO DOMINION SECS USA INC		499,320	500,000	.0	1FE
91324P-CQ-3	UNITEDHEALTH GROUP INC		.07/12/2018	BARCLAYS CAPITAL INC		535,905	500,000	.64	1FE
918286-AA-3	VSTNA 18A A - ABS		.08/07/2018	WELLS FARGO SECURITIES LLC		209,990	210,000	.0	1FE
92343V-EQ-3	VERIZON COMMUNICATIONS INC		.08/29/2018	UBS SECURITIES LLC		171,797	170,000	1,431	2FE
3899999. Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)						4,151,907	4,180,000	16,318	XXX
8399997. Total - Bonds - Part 3						5,749,324	5,747,284	19,647	XXX
8399998. Total - Bonds - Part 5						XXX	XXX	XXX	XXX
8399999. Total - Bonds						5,749,324	5,747,284	19,647	XXX
8999997. Total - Preferred Stocks - Part 3						0	XXX	0	XXX
8999998. Total - Preferred Stocks - Part 5						XXX	XXX	XXX	XXX
8999999. Total - Preferred Stocks						0	XXX	0	XXX
9799997. Total - Common Stocks - Part 3						0	XXX	0	XXX
9799998. Total - Common Stocks - Part 5						XXX	XXX	XXX	XXX
9799999. Total - Common Stocks						0	XXX	0	XXX
9899999. Total - Preferred and Common Stocks						0	XXX	0	XXX
9999999 - Totals						5,749,324	XXX	19,647	XXX

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues0

STATEMENT AS OF SEPTEMBER 30, 2018 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)
36178W-GL-7	GN A89203 - RMBS		08/29/2018	VARIOUS		937,197	953,890	1,019,097	1,013,425	0	(1,316)	0	(1,316)	0	1,012,109	0	(74,912)	(74,912)	21,460	11/15/2042	1
36180M-ZR-7	G2 AD8884 - RMBS		09/01/2018	Paydown		14,411	14,411	14,485	0	0	(73)	0	(73)	0	14,411	0	0	0	0	03/20/2043	1
36202E-RS-0	G2 004097 - RMBS		09/01/2018	Paydown		1,988	1,988	1,949	1,949	0	38	0	38	0	1,987	0	0	0	60	03/20/2038	1
36205B-4L-3	GN 386127 - RMBS		09/01/2018	Paydown		379	379	380	380	0	(1)	0	(1)	0	379	0	0	0	18	01/15/2030	1
36209D-B2-9	GN 468157 - RMBS		09/01/2018	Paydown		220	220	220	220	0	0	0	0	0	220	0	0	0	8	08/15/2028	1
36209U-PA-8	GN 482017 - RMBS		09/01/2018	Paydown		81	81	81	81	0	0	0	0	0	81	0	0	0	3	08/15/2028	1
36209W-AJ-8	GN 484225 - RMBS		09/01/2018	Paydown		28	28	31	28	0	0	0	0	0	28	0	0	0	1	08/15/2028	1
36211C-QY-1	GN 509071 - RMBS		09/01/2018	Paydown		416	416	395	397	0	19	0	19	0	416	0	0	0	16	05/15/2029	1
36220U-Z2-0	GN 288861 - RMBS		09/01/2018	Paydown		187	187	186	186	0	1	0	1	0	187	0	0	0	8	12/15/2022	1
36224J-HS-4	GN 329741 - RMBS		09/01/2018	Paydown		51	51	53	52	0	0	0	0	0	51	0	0	0	2	01/15/2023	1
36225A-KU-3	GN 780307 - RMBS		09/01/2018	Paydown		1,023	1,023	1,094	1,044	0	(21)	0	(21)	0	1,023	0	0	0	61	12/15/2021	1
36225A-NY-2	GN 780407 - RMBS		09/01/2018	Paydown		533	533	537	534	0	(1)	0	(1)	0	533	0	0	0	23	08/15/2024	1
36290S-ZC-8	GN 616439 - RMBS		09/01/2018	Paydown		1,794	1,794	1,788	1,789	0	5	0	5	0	1,794	0	0	0	55	06/15/2024	1
38378B-7C-7	GNR 1333 A - CMBS		09/01/2018	Paydown		2,665	2,665	2,652	2,659	0	5	0	5	0	2,665	0	0	0	17	07/16/2038	1
0599999. Subtotal - Bonds - U.S. Governments						960,973	977,666	1,042,946	1,022,744	0	(1,344)	0	(1,344)	0	1,035,885	0	(74,912)	(74,912)	21,733	XXX	XXX
31283G-K8-9	FH 600319 - RMBS		09/01/2018	Paydown		49	49	52	51	0	(2)	0	(2)	0	49	0	0	0	3	04/01/2025	1
31283H-HN-8	FH 601137 - RMBS		09/01/2018	Paydown		34	34	34	34	0	0	0	0	0	34	0	0	0	1	09/01/2030	1
31287Q-ND-9	FH 064888 - RMBS		09/01/2018	Paydown		42	42	42	42	0	0	0	0	0	42	0	0	0	2	03/01/2032	1
31288E-B5-5	FH 075460 - RMBS		09/01/2018	Paydown		1,315	1,315	1,334	1,334	0	(19)	0	(19)	0	1,315	0	0	0	38	01/01/2033	1
3128M9-2M-3	FH 607680 - RMBS		09/01/2018	Paydown		6,550	6,550	6,917	6,897	0	(348)	0	(348)	0	6,550	0	0	0	152	04/01/2044	1
3128M9-XG-2	FH 607579 - RMBS		09/01/2018	Paydown		7,420	7,420	7,686	7,668	0	(248)	0	(248)	0	7,420	0	0	0	165	08/01/2043	1
3128M9-LU-3	FH 613997 - RMBS		09/01/2018	Paydown		2,138	2,138	2,192	2,183	0	(45)	0	(45)	0	2,138	0	0	0	53	12/01/2025	1
3128ME-4A-6	FH 616017 - RMBS		09/01/2018	Paydown		9,676	9,676	9,936	9,920	0	(244)	0	(244)	0	9,676	0	0	0	176	12/01/2031	1
3128ME-6K-2	FH 616074 - RMBS		09/01/2018	Paydown		8,107	8,107	8,329	8,317	0	(210)	0	(210)	0	8,107	0	0	0	145	02/01/2032	1
3128MJ-2G-4	FH 608774 - RMBS		09/01/2018	Paydown		5,919	5,919	6,113	6,107	0	(189)	0	(189)	0	5,919	0	0	0	121	08/01/2047	1
3128MJ-LH-1	FH 608583 - RMBS		09/01/2018	Paydown		4,550	4,550	4,888	4,888	0	(338)	0	(338)	0	4,550	0	0	0	130	04/01/2044	1
3128MJ-YM-6	FH 608715 - RMBS		09/01/2018	Paydown		6,345	6,345	6,601	6,584	0	(239)	0	(239)	0	6,345	0	0	0	112	08/01/2046	1
3128MJ-YT-1	FH 608721 - RMBS		09/01/2018	Paydown		5,058	5,058	5,252	5,238	0	(180)	0	(180)	0	5,058	0	0	0	89	09/01/2046	1
3128MJ-Z9-4	FH 608767 - RMBS		09/01/2018	Paydown		7,632	7,632	8,063	8,063	0	(430)	0	(430)	0	7,632	0	0	0	180	06/01/2047	1
3128MJ-ZH-6	FH 608743 - RMBS		09/01/2018	Paydown		12,266	12,266	12,912	12,894	0	(627)	0	(627)	0	12,266	0	0	0	279	01/01/2047	1
3128MJ-ZP-8	FH 608749 - RMBS		09/01/2018	Paydown		10,810	10,810	11,347	11,347	0	(537)	0	(537)	0	10,810	0	0	0	259	02/01/2047	1
3128MJ-NS-8	FH 618656 - RMBS		09/01/2018	Paydown		19,690	19,690	20,158	20,158	0	(468)	0	(468)	0	19,690	0	0	0	304	08/01/2032	1
3128P8-C4-1	FH 091891 - RMBS		09/01/2018	Paydown		5,678	5,678	5,933	5,933	0	(260)	0	(260)	0	5,678	0	0	0	100	09/01/2036	1
31292H-D6-8	FH 001025 - RMBS		09/01/2018	Paydown		271	271	274	274	0	(2)	0	(2)	0	271	0	0	0	12	07/01/2030	1
31292K-TG-6	FH 035955 - RMBS		09/01/2018	Paydown		7,728	7,728	8,053	8,031	0	(303)	0	(303)	0	7,728	0	0	0	183	10/01/2040	1
31293R-ME-8	FH 027557 - RMBS		09/01/2018	Paydown		67	67	64	64	0	3	0	3	0	67	0	0	0	3	06/01/2029	1
312942-NF-8	FH 093990 - RMBS		09/01/2018	Paydown		2,623	2,623	2,713	2,711	0	(88)	0	(88)	0	2,623	0	0	0	63	09/01/2040	1
31298U-CF-4	FH 057270 - RMBS		09/01/2018	Paydown		151	151	149	149	0	2	0	2	0	151	0	0	0	5	09/01/2031	1
31298W-CR-4	FH 059080 - RMBS		09/01/2018	Paydown		130	130	129	129	0	1	0	1	0	130	0	0	0	5	10/01/2031	1
31307A-EK-4	FH 021938 - RMBS		09/01/2018	Paydown		25,353	25,353	26,558	26,089	0	(736)	0	(736)	0	25,353	0	0	0	378	01/01/2028	1
31320D-H5-4	FH 000252 - RMBS		09/01/2018	Paydown		13,014	13,014	13,348	13,320	0	(306)	0	(306)	0	13,014	0	0	0	364	04/01/2041	1
31320K-5A-0	FH 004741 - RMBS		09/01/2018	Paydown		6,033	6,033	6,448	6,445	0	(412)	0	(412)	0	6,033	0	0	0	149	11/01/2041	1
31320K-V9-4	FH 004540 - RMBS		09/01/2018	Paydown		26,471	26,471	26,979	26,943	0	(472)	0	(472)	0	26,471	0	0	0	545	11/01/2041	1
31320K-ZN-9	FH 004649 - RMBS		09/01/2018	Paydown		20,791	20,791	21,129	21,097	0	(306)	0	(306)	0	20,791	0	0	0	425	11/01/2041	1
31320L-FM-1	FH 004972 - RMBS		09/01/2018	Paydown		10,945	10,945	11,183	11,146	0	(202)	0	(202)	0	10,945	0	0	0	224	12/01/2041	1
3132J4-GX-1	FH 030913 - RMBS		09/01/2018	Paydown		5,085	5,085	5,419	5,411	0	(326)	0	(326)	0	5,085	0	0	0	107	04/01/2036	1
3132J6-US-1	FH 015592 - RMBS		09/01/2018	Paydown		6,528	6,528	6,680	6,654	0	(127)	0	(127)	0	6,528	0	0	0	122	02/01/2043	1
3132L8-CS-4	FH 082781 - RMBS		09/01/2018	Paydown		5,761	5,761	5,689	5,691	0	70	0	70	0	5,761	0	0	0	103	12/01/2046	1
3132M8-3G-9	FH 028299 - RMBS		09/01/2018	Paydown		1,988	1,988	2,093	2,090	0	(102)	0	(102)	0	1,988	0	0	0	52	09/01/2044	1
3132M9-2R-4	FH 029184 - RMBS		09/01/2018	Paydown		9,592	9,592	10,246	10,246	0	(654)	0	(654)	0	9,592	0	0	0	225	10/01/2041	1
31320W-MS-5	FH 039368 - RMBS		09/01/2018	Paydown		12,699	12,699	13,441	13,422	0	(723)	0	(723)	0	12,699	0	0	0	256	03/01/2046	1
3132WD-Y0-1	FH 040718 - RMBS		09/01/2018	Paydown		6,514	6,514	6,883	6,869	0	(355)	0	(355)	0	6,514	0	0	0	135	05/01/2046	1
3132WG-Q2-6	FH 043172 - RMBS		09/01/2018	Paydown		7,454	7,454	7,716	7,702	0	(248)	0	(248)	0	7,454	0	0	0	131	09/01/2046	1
3132WH-PT-6	FH 044033 - RMBS		09/01/2018	Paydown		8,839	8,839	8,8													

STATEMENT AS OF SEPTEMBER 30, 2018 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)
313615-LF-1	FN 050726 - RMBS		09/01/2018	Paydown		152	152	153	152	0	0	0	0	0	152	0	0	0	6	05/01/2023	1
313650-UL-7	FN 124887 - RMBS		09/01/2018	Paydown		252	252	253	252	0	0	0	0	0	252	0	0	0	11	06/01/2023	1
313697-N7-7	FN 220114 - RMBS		09/01/2018	Paydown		25	25	25	25	0	0	0	0	0	25	0	0	0	1	06/01/2023	1
31371K-HW-4	FN 254145 - RMBS		09/01/2018	Paydown		669	669	674	674	0	(5)	0	(5)	0	669	0	0	0	21	01/01/2022	1
31380S-5J-8	FN 449149 - RMBS		09/01/2018	Paydown		25	25	25	25	0	0	0	0	0	25	0	0	0	1	12/01/2028	1
31386T-FU-4	FN 572679 - RMBS		09/01/2018	Paydown		60	60	60	60	0	(1)	0	(1)	0	60	0	0	0	2	04/01/2031	1
31388W-RQ-8	FN AJ4994 - RMBS		09/01/2018	Paydown		6,522	6,522	7,021	7,019	0	(497)	0	(497)	0	6,522	0	0	0	170	11/01/2041	1
3138E7-TV-6	FN AK3263 - RMBS		09/01/2018	Paydown		13,855	13,855	14,296	14,254	0	(400)	0	(400)	0	13,855	0	0	0	246	02/01/2027	1
3138EJ-3Y-2	FN AL2614 - RMBS		09/01/2018	Paydown		14,573	14,573	15,069	15,069	0	(496)	0	(496)	0	14,573	0	0	0	294	11/01/2042	1
3138EK-QD-0	FN AL3151 - RMBS		09/01/2018	Paydown		13,628	13,628	14,629	14,626	0	(997)	0	(997)	0	13,628	0	0	0	402	06/01/2042	1
3138EM-3Y-5	FN AL5314 - RMBS		09/01/2018	Paydown		18,971	18,971	19,374	19,374	0	(403)	0	(403)	0	18,971	0	0	0	170	03/01/2027	1
3138EN-4H-9	FN AL6223 - RMBS		09/01/2018	Paydown		6,839	6,839	7,442	7,442	0	(603)	0	(603)	0	6,839	0	0	0	186	08/01/2044	1
3138EQ-7K-2	FN AL8097 - RMBS		09/01/2018	Paydown		16,071	16,071	17,251	17,251	0	(1,180)	0	(1,180)	0	16,071	0	0	0	396	01/01/2046	1
3138ER-7D-6	FN AL9891 - RMBS		09/01/2018	Paydown		12,635	12,635	13,152	13,152	0	(517)	0	(517)	0	12,635	0	0	0	299	02/01/2046	1
3138ER-J7-6	FN AL9285 - RMBS		09/01/2018	Paydown		7,784	7,784	7,906	7,901	0	(117)	0	(117)	0	7,784	0	0	0	158	10/01/2046	1
3138ER-NP-1	FN AL9397 - RMBS		09/01/2018	Paydown		6,510	6,510	6,575	6,574	0	(64)	0	(64)	0	6,510	0	0	0	113	10/01/2046	1
3138ET-YK-6	FN AL8813 - RMBS		09/01/2018	Paydown		3,346	3,346	3,507	3,507	0	(161)	0	(161)	0	3,346	0	0	0	87	04/01/2046	1
3138M5-EA-3	FN AP1928 - RMBS		09/01/2018	Paydown		13,486	13,486	14,366	14,325	0	(839)	0	(839)	0	13,486	0	0	0	311	08/01/2042	1
3138M5-LP-2	FN AP2133 - RMBS		09/01/2018	Paydown		7,650	7,650	7,937	7,920	0	(270)	0	(270)	0	7,650	0	0	0	153	08/01/2042	1
3138MP-YV-1	FN A07923 - RMBS		09/01/2018	Paydown		20,375	20,375	21,273	21,093	0	(718)	0	(718)	0	20,375	0	0	0	363	12/01/2042	1
3138W6-SU-1	FN AR8630 - RMBS		09/01/2018	Paydown		9,373	9,373	9,551	9,549	0	(177)	0	(177)	0	9,373	0	0	0	170	04/01/2043	1
3138W9-HL-7	FN AS0234 - RMBS		09/01/2018	Paydown		8,216	8,216	8,616	8,612	0	(395)	0	(395)	0	8,216	0	0	0	203	08/01/2043	1
3138WB-AR-6	FN AS1815 - RMBS		09/01/2018	Paydown		12,621	12,621	13,144	13,085	0	(464)	0	(464)	0	12,621	0	0	0	310	02/01/2044	1
3138WB-GU-3	FN AS2010 - RMBS		09/01/2018	Paydown		6,766	6,766	7,062	7,044	0	(278)	0	(278)	0	6,766	0	0	0	160	03/01/2044	1
3138WB-LK-9	FN AS2385 - RMBS		09/01/2018	Paydown		14,686	14,686	15,505	15,443	0	(757)	0	(757)	0	14,686	0	0	0	339	05/01/2044	1
3138WE-6G-9	FN AS5370 - RMBS		09/01/2018	Paydown		9,023	9,023	9,395	9,370	0	(347)	0	(347)	0	9,023	0	0	0	180	07/01/2045	1
3138WE-EV-7	FN AS4647 - RMBS		09/01/2018	Paydown		8,519	8,519	8,797	8,797	0	(278)	0	(278)	0	8,519	0	0	0	179	03/01/2045	1
3138WE-KB-4	FN AS4789 - RMBS		09/01/2018	Paydown		6,727	6,727	6,997	6,988	0	(261)	0	(261)	0	6,727	0	0	0	122	04/01/2045	1
3138WE-ZJ-1	FN AS5244 - RMBS		09/01/2018	Paydown		6,513	6,513	6,772	6,751	0	(238)	0	(238)	0	6,513	0	0	0	132	06/01/2045	1
3138WF-B6-2	FN ASS460 - RMBS		09/01/2018	Paydown		6,470	6,470	6,778	6,754	0	(285)	0	(285)	0	6,470	0	0	0	136	07/01/2045	1
3138WF-GE-0	FN ASS596 - RMBS		09/01/2018	Paydown		6,151	6,151	6,431	6,429	0	(278)	0	(278)	0	6,151	0	0	0	128	08/01/2045	1
3138WJ-3C-0	FN AS8894 - RMBS		09/01/2018	Paydown		9,896	9,896	10,081	10,071	0	(174)	0	(174)	0	9,896	0	0	0	179	03/01/2032	1
3138WJ-PC-6	FN AS8518 - RMBS		09/01/2018	Paydown		6,712	6,712	6,679	6,679	0	33	0	33	0	6,712	0	0	0	114	12/01/2046	1
3138WJ-QE-1	FN AS8552 - RMBS		09/01/2018	Paydown		4,816	4,816	4,927	4,924	0	(108)	0	(108)	0	4,816	0	0	0	86	12/01/2036	1
3138WK-4X-0	FN AS9837 - RMBS		09/01/2018	Paydown		17,343	17,343	17,323	17,323	0	20	0	20	0	17,343	0	0	0	222	06/01/2032	1
3138X4-V9-8	FN AU5139 - RMBS		09/01/2018	Paydown		9,958	9,958	10,379	10,378	0	(420)	0	(420)	0	9,958	0	0	0	199	08/01/2043	1
3138Y6-3S-1	FN AX5308 - RMBS		09/01/2018	Paydown		4,546	4,546	4,769	4,766	0	(220)	0	(220)	0	4,546	0	0	0	94	01/01/2042	1
3138YH-KG-1	FN AZ4794 - RMBS		09/01/2018	Paydown		6,277	6,277	6,580	6,561	0	(284)	0	(284)	0	6,277	0	0	0	110	10/01/2030	1
31390E-SX-1	FN 644134 - RMBS		09/01/2018	Paydown		74	74	74	74	0	0	0	0	0	74	0	0	0	3	05/01/2032	1
31403A-XD-2	FN 743276 - RMBS		09/01/2018	Paydown		152	152	156	155	0	(3)	0	(3)	0	152	0	0	0	6	10/01/2033	1
31403C-6L-0	FN 745275 - RMBS		09/01/2018	Paydown		943	943	918	918	0	24	0	24	0	943	0	0	0	28	02/01/2036	1
31403C-6U-0	FN 745283 - RMBS		09/01/2018	Paydown		2,413	2,413	2,330	2,330	0	82	0	82	0	2,413	0	0	0	80	01/01/2036	1
31404F-J4-6	FN 767183 - RMBS		09/01/2018	Paydown		2,022	2,022	2,014	2,016	0	7	0	7	0	2,022	0	0	0	68	02/01/2019	1
31406J-DS-7	FN 852513 - RMBS		09/01/2018	Paydown		105	105	104	104	0	1	0	1	0	105	0	0	0	3	01/01/2036	1
31409W-D9-9	FN 880428 - RMBS		09/01/2018	Paydown		2,767	2,767	2,776	2,776	0	(9)	0	(9)	0	2,767	0	0	0	91	04/01/2036	1
3140E0-EJ-0	FN A27336 - RMBS		09/01/2018	Paydown		4,915	4,915	5,004	5,001	0	(86)	0	(86)	0	4,915	0	0	0	101	11/01/2045	1
3140EV-JC-2	FN BC1158 - RMBS		09/01/2018	Paydown		6,722	6,722	6,935	6,932	0	(209)	0	(209)	0	6,722	0	0	0	137	02/01/2046	1
3140FM-BD-7	FN BE1835 - RMBS		09/01/2018	Paydown		7,039	7,039	7,138	7,132	0	(93)	0	(93)	0	7,039	0	0	0	118	11/01/2036	1
3140FI-DF-0	FN BE1901 - RMBS		09/01/2018	Paydown		3,178	3,178	3,179	3,179	0	(1)	0	(1)	0	3,178	0	0	0	56	12/01/2046	1
3140GQ-4C-7	FN BH2618 - RMBS		09/01/2018	Paydown		5,905	5,905	5,866	5,866	0	39	0	39	0	5,905	0	0	0	50	08/01/2047	1
3140GS-KW-1	FN BH3908 - RMBS		09/01/2018	Paydown		4,310	4,310	4,563	4,556	0	(246)	0	(246)	0	4,310	0	0	0	102	08/01/2047	1
3140GS-PD-8	FN BH4019 - RMBS		09/01/2018	Paydown		5,537	5,537	5,782	5,782	0	(245)	0	(245)	0	5,537	0	0	0	109	09/01/2047	1
3140GU-MA-2	FN BH5752 - RMBS		09/01/2018	Paydown		3,545	3,545	3,639	3,639	0	(94)	0	(94)	0	3,545	0	0	0	72	11/01/2047	1
3140J7-UL-7	FN BM3286 - RMBS		09/01/2018	Paydown		11,217	11,217	11,776	11,776	0	(559)	0	(559)	0	11,217	0	0	0	130	11/01/2047	1
3140Q8-3U-7	FN CA1710 - RMBS		09/01/2018	Paydown		1,439	1,439	1,498	1,498	0	(59)	0	(59)	0	1,439	0	0	0	0	05/01/2048	1
3140Q8-K8-7	FN CA1218 - RMBS		09/01/2018	Paydown		5,760	5,760	5,975	5,975	0	(215)	0	(215)	0	5,760	0	0	0	0	02/01/2048	1
31410X-ZR-0	FN 900852 - RMBS		09/01/2018	Paydown		1,899	1,899	1,908	1,908	0	(9)	0	(9)	0	1,899	0	0	0	76	01/01/2037	1
31416X-QU-7	FN AB2266 - RMBS		09/01/2018	Paydown		6,791	6,791	7,071	7,057	0	(266)	0	(266)	0	6,791	0	0	0	164	02/01/2041	1

STATEMENT AS OF SEPTEMBER 30, 2018 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)	
31417D-TR-4	FN AB6859 - RMBS		09/01/2018	Paydown		7,024	7,024	7,301	7,300	0	(276)	0	(276)	0	7,024	0	0	0	132	11/01/2042	1	
31417E-CG-4	FN AB7270 - RMBS		09/01/2018	Paydown		6,491	6,491	6,785	6,736	0	(245)	0	(245)	0	6,491	0	0	0	119	12/01/2042	1	
31417E-H2-0	FN AB7448 - RMBS		09/01/2018	Paydown		23,512	23,512	24,381	24,092	0	(579)	0	(579)	0	23,512	0	0	0	344	01/01/2028	1	
31417E-ZK-0	FN AB7945 - RMBS		09/01/2018	Paydown		7,216	7,216	7,450	7,412	0	(196)	0	(196)	0	7,216	0	0	0	136	02/01/2043	1	
31417G-5A-0	FN AB9840 - RMBS		09/01/2018	Paydown		5,115	5,115	5,369	5,366	0	(252)	0	(252)	0	5,115	0	0	0	105	07/01/2043	1	
31418C-EE-0	FN MA2832 - RMBS		09/01/2018	Paydown		5,608	5,608	5,618	5,617	0	(8)	0	(8)	0	5,608	0	0	0	98	12/01/2036	1	
31418C-FD-1	FN MA2863 - RMBS		09/01/2018	Paydown		8,766	8,766	8,778	8,778	0	(12)	0	(12)	0	8,766	0	0	0	154	01/01/2047	1	
31418C-ND-2	FN MA3087 - RMBS		09/01/2018	Paydown		7,750	7,750	7,954	7,952	0	(202)	0	(202)	0	7,750	0	0	0	158	08/01/2047	1	
31418C-OB-3	FN MA3149 - RMBS		09/01/2018	Paydown		12,647	12,647	13,130	0	0	(484)	0	(484)	0	12,647	0	0	0	256	10/01/2047	1	
31418C-UB-5	FN MA3306 - RMBS		09/01/2018	Paydown		6,173	6,173	6,294	0	0	(121)	0	(121)	0	6,173	0	0	0	65	03/01/2048	1	
31419F-FW-1	FN AE4680 - RMBS		09/01/2018	Paydown		6,922	6,922	7,179	7,166	0	(244)	0	(244)	0	6,922	0	0	0	161	11/01/2040	1	
851018-KM-2	SPRINGFIELD MO PUB UTIL REV		07/11/2018	Jefferies		435,323	375,000	450,000	430,827	0	(4,162)	0	(4,162)	0	426,665	0	8,657	8,657	17,813	08/01/2024	1FE	
977123-WF-1	WISCONSIN ST TRANSN REV		07/01/2018	Maturity @ 100.00		500,000	500,000	545,545	502,486	0	(2,486)	0	(2,486)	0	500,000	0	0	0	25,000	07/01/2018	1FE	
3199999	Subtotal - Bonds - U.S. Special Revenues					1,731,456	1,671,134	1,820,363	1,649,205	0	(33,581)	0	(33,581)	0	1,722,799	0	8,658	8,658	58,598	XXX	XXX	
035242-AM-8	ANHEUSER-BUSCH INBEV FINANCE INC	C	08/29/2018	Jefferies		153,414	153,414	166,218	165,956	0	(424)	0	(424)	0	165,532	0	(12,118)	(12,118)	7,638	02/01/2036	1FE	
36252A-AA-4	GSMS 15G31 A1 - CMBS		09/01/2018	Paydown		13,843	13,843	13,843	13,843	0	0	0	0	0	13,843	0	0	0	160	11/13/2048	1FE	
46636A-AC-6	JPMCC 10CNTR A2 - CMBS		09/01/2018	Paydown		2,860	2,860	2,930	0	0	(70)	0	(70)	0	2,860	0	0	0	31	08/05/2032	1FE	
50076Q-AZ-9	KRAFT FOODS GROUP INC		09/05/2018	Citigroup (SSB)		224,062	225,000	232,039	229,410	0	(642)	0	(642)	0	228,768	0	(4,706)	(4,706)	5,928	06/06/2022	2FE	
78410T-AA-4	SOFT 171 A - ABS		09/20/2018	Paydown		26,576	26,576	26,571	26,583	0	(7)	0	(7)	0	26,576	0	0	0	563	09/20/2022	1FE	
842400-FJ-7	SOUTHERN CALIFORNIA EDISON CO		08/15/2018	Maturity @ 100.00		375,000	375,000	403,470	377,489	0	(2,489)	0	(2,489)	0	375,000	0	0	0	20,625	08/15/2018	1FE	
842400-GF-4	SOUTHERN CALIFORNIA EDISON CO		08/01/2018	Paydown		17,143	17,143	17,143	17,143	0	0	0	0	0	17,143	0	0	0	178	02/01/2022	1FE	
90521A-PJ-1	MUFG UNION BANK NA	C	09/26/2018	Maturity @ 100.00		350,000	350,000	359,671	351,569	0	(1,569)	0	(1,569)	0	350,000	0	0	0	9,188	09/26/2018	1FE	
907818-EB-0	UNION PACIFIC CORP		08/30/2018	RBC CAPITAL MARKETS		228,893	250,000	251,477	251,489	0	(42)	0	(42)	0	251,447	0	(22,555)	(22,555)	9,211	02/01/2035	2FE	
90931L-AA-6	UNITED AIRLINES INC - ABS		07/07/2018	Paydown		4,353	4,353	4,353	4,353	0	0	0	0	0	4,353	0	0	0	69	01/07/2030	1FE	
91324P-CG-5	UNITEDHEALTH GROUP INC		07/12/2018	PERSHING DIV OF DLJ SEC LNDING		495,955	500,000	499,105	499,639	0	100	0	100	0	499,739	0	(3,784)	(3,784)	6,740	12/15/2019	1FE	
918286-AA-3	VSTNA 18A A - ABS		09/20/2018	Paydown		11,234	11,234	11,234	0	0	1	0	1	0	11,234	0	0	0	0	02/20/2036	1FE	
92211M-AC-7	VDC 181 A2 - ABS		09/15/2018	Paydown		175	175	175	0	0	0	0	0	0	175	0	0	0	3	02/16/2043	1FE	
92343V-DD-3	VERIZON COMMUNICATIONS INC		08/29/2018	WELLS FARGO SECURITIES LLC		181,510	200,000	199,490	199,555	0	34	0	34	0	199,589	0	(18,079)	(18,079)	5,483	08/15/2026	2FE	
3899999	Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)					2,085,018	2,126,185	2,187,918	2,137,029	0	(5,107)	0	(5,107)	0	2,146,261	0	(61,243)	(61,243)	65,816	XXX	XXX	
8399997	Total - Bonds - Part 4					4,777,448	4,774,985	5,051,227	4,808,979	0	(40,033)	0	(40,033)	0	4,904,945	0	(127,497)	(127,497)	146,147	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					4,777,448	4,774,985	5,051,227	4,808,979	0	(40,033)	0	(40,033)	0	4,904,945	0	(127,497)	(127,497)	146,147	XXX	XXX	
8999997	Total - Preferred Stocks - Part 4					0	XXX	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
8999999	Total - Preferred Stocks					0	XXX	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	XXX	XXX
9799998	Total - Common Stocks - Part 5					XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
9799999	Total - Common Stocks					0	XXX	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	XXX	XXX
9999999	Totals					4,777,448	4,774,985	5,051,227	4,808,979	0	(40,033)	0	(40,033)	0	4,904,945	0	(127,497)	(127,497)	146,147	XXX	XXX	

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

E05.2

Schedule DB - Part A - Section 1 - Options, Caps, Floors, Collars, Swaps and Forwards Open

N O N E

Schedule DB - Part B - Section 1 - Futures Contracts Open

N O N E

Schedule DB - Part B - Section 1B - Brokers with whom cash deposits have been made

N O N E

Schedule DB - Part D - Section 1 - Counterparty Exposure for Derivative Instruments Open

N O N E

Schedule DB - Part D-Section 2 - Collateral for Derivative Instruments Open - Pledged By

N O N E

Schedule DB - Part D-Section 2 - Collateral for Derivative Instruments Open - Pledged To

N O N E

Schedule DL - Part 1 - Reinvested Collateral Assets Owned

N O N E

Schedule DL - Part 2 - Reinvested Collateral Assets Owned

N O N E

STATEMENT AS OF SEPTEMBER 30, 2018 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned End of Current Quarter

1 CUSIP	2 Description	3 Code	4 Date Acquired	5 Rate of Interest	6 Maturity Date	7 Book/Adjusted Carrying Value	8 Amount of Interest Due and Accrued	9 Amount Received During Year
0599999	Total - U.S. Government Bonds					0	0	0
1099999	Total - All Other Government Bonds					0	0	0
1799999	Total - U.S. States, Territories and Possessions Bonds					0	0	0
2499999	Total - U.S. Political Subdivisions Bonds					0	0	0
3199999	Total - U.S. Special Revenues Bonds					0	0	0
3899999	Total - Industrial and Miscellaneous (Unaffiliated) Bonds					0	0	0
4899999	Total - Hybrid Securities					0	0	0
5599999	Total - Parent, Subsidiaries and Affiliates Bonds					0	0	0
6099999	Subtotal - SVO Identified Funds					0	0	0
7799999	Total - Issuer Obligations					0	0	0
7899999	Total - Residential Mortgage-Backed Securities					0	0	0
7999999	Total - Commercial Mortgage-Backed Securities					0	0	0
8099999	Total - Other Loan-Backed and Structured Securities					0	0	0
8199999	Total - SVO Identified Funds					0	0	0
8399999	Total Bonds					0	0	0
31846V-41-9	FIRST AMER TRS OBG V		07/03/2018	1.890	XXX	2	0	1
94975H-29-6	WELLS FRGO TREASURY PLUS CL I MMF	SD	09/05/2018	1.990	XXX	100,688	153	992
8599999	Subtotal - Exempt Money Market Mutual Funds - as Identified by the SVO					100,690	153	992
8899999	Total Cash Equivalents					100,690	153	992



SUPPLEMENT FOR THE QUARTER ENDING SEPTEMBER 30, 2018 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

DIRECTOR AND OFFICER INSURANCE COVERAGE SUPPLEMENT

Year To Date For The Period Ended SEPTEMBER 30, 2018

NAIC Group Code 0201

NAIC Company Code 12475

Company Name REPUBLIC-FRANKLIN INSURANCE COMPANY

If the reporting entity writes any director and officer (D&O) business, please provide the following:

1. Monoline Policies

1 Direct Written Premium	2 Direct Earned Premium	3 Direct Losses Incurred
\$100	\$60	\$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 [X] No []
- 2.2 Can the direct premium earned for D&O liability coverage provided as part of a CMP packaged policy be quantified or estimated? Yes [X] No []
- 2.3 If the answer to question 2.2 is yes, provide the quantified or estimated direct premium earned amount for D&O liability coverage in CMP packaged policies
- 2.31 Amount quantified:.....\$58,883
- 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