



PROPERTY AND CASUALTY COMPANIES - ASSOCIATION EDITION

QUARTERLY STATEMENT

AS OF MARCH 31, 2019

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) 800-598-8422 (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) 800-598-8422 (Area Code) (Telephone Number)

Internet Website Address www.uticanational.com

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

OFFICERS

Chairman# & CEO Richard Patrick Creedon

VP, CFO & Treasurer Brian Wade Miller Jr.

President# & COO Kristen Holly Martin

Secretary Louisa Suzanne Ruffine

OTHER

Steven Paul Guzski, Executive Vice President

DIRECTORS OR TRUSTEES

Clarence William Bachman	Richard Patrick Creedon	Paul Alan Hagstrom, Ph.D.
Gregory Miller Harden	Kristen Holly Martin #	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.

Kristen Holly Martin
President & COO

Brian Wade Miller, Jr.
VP, CFO & Treasurer

Louisa Suzanne Ruffine
Secretary

Subscribed and sworn to before me this day of

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

b. If no,

1. State the amendment number.....

2. Date filed

3. Number of pages attached.....

STATEMENT AS OF MARCH 31, 2019 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	98,680,428		98,680,428	96,321,134
2. Stocks:				
2.1 Preferred stocks				
2.2 Common stocks	5,008,960		5,008,960	4,432,152
3. Mortgage loans on real estate:				
3.1 First liens				
3.2 Other than first liens				
4. Real estate:				
4.1 Properties occupied by the company (less \$ encumbrances)				
4.2 Properties held for the production of income (less \$ encumbrances)				
4.3 Properties held for sale (less \$ encumbrances)				
5. Cash (\$209,382), cash equivalents (\$100,002) and short-term investments (\$)	309,384		309,384	835,427
6. Contract loans (including \$ premium notes)				
7. Derivatives				
8. Other invested assets				
9. Receivables for securities				
10. Securities lending reinvested collateral assets				
11. Aggregate write-ins for invested assets				
12. Subtotals, cash and invested assets (Lines 1 to 11)	103,998,772		103,998,772	101,588,713
13. Title plants less \$ charged off (for Title insurers only)				
14. Investment income due and accrued	804,397		804,397	713,580
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	10,385,701	118,118	10,267,583	9,892,521
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$52,166 earned but unbilled premiums)	631,784	5,796	625,988	638,254
15.3 Accrued retrospective premiums (\$) and contracts subject to redetermination (\$)				
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers	217,059		217,059	224,283
16.2 Funds held by or deposited with reinsured companies				
16.3 Other amounts receivable under reinsurance contracts				
17. Amounts receivable relating to uninsured plans				
18.1 Current federal and foreign income tax recoverable and interest thereon	9,433		9,433	
18.2 Net deferred tax asset	1,249,755		1,249,755	1,323,078
19. Guaranty funds receivable or on deposit	1,307,567		1,307,567	1,250,270
20. Electronic data processing equipment and software	35,492		35,492	38,356
21. Furniture and equipment, including health care delivery assets (\$)	7,528	7,528		
22. Net adjustment in assets and liabilities due to foreign exchange rates				
23. Receivables from parent, subsidiaries and affiliates				1,113,490
24. Health care (\$) and other amounts receivable				
25. Aggregate write-ins for other than invested assets	2,513,294	1,712,237	801,057	911,894
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25)	121,160,782	1,843,679	119,317,103	117,694,440
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts				
28. Total (Lines 26 and 27)	121,160,782	1,843,679	119,317,103	117,694,440
DETAILS OF WRITE-INS				
1101.				
1102.				
1103.				
1198. Summary of remaining write-ins for Line 11 from overflow page				
1199. Totals (Lines 1101 through 1103 plus 1198)(Line 11 above)				
2501. Accounts Receivable – Other	660,532	5,512	655,020	714,477
2502. Equities and Deposits in Pools and Associations	148,338	2,301	146,037	197,417
2503. Prepaid Expenses	616,118	616,118		
2598. Summary of remaining write-ins for Line 25 from overflow page	1,088,306	1,088,306		
2599. Totals (Lines 2501 through 2503 plus 2598)(Line 25 above)	2,513,294	1,712,237	801,057	911,894

STATEMENT AS OF MARCH 31, 2019 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

LIABILITIES, SURPLUS AND OTHER FUNDS

	1 Current Statement Date	2 December 31, Prior Year
1. Losses (current accident year \$4,376,054)	32,678,157	32,406,684
2. Reinsurance payable on paid losses and loss adjustment expenses		
3. Loss adjustment expenses	7,976,916	7,904,375
4. Commissions payable, contingent commissions and other similar charges	517,390	937,463
5. Other expenses (excluding taxes, licenses and fees)	899,784	1,276,353
6. Taxes, licenses and fees (excluding federal and foreign income taxes)	670,499	781,025
7.1 Current federal and foreign income taxes (including \$ on realized capital gains (losses))	863,459	737,286
7.2 Net deferred tax liability		
8. Borrowed money \$ and interest thereon \$		
9. Unearned premiums (after deducting unearned premiums for ceded reinsurance of \$116,787,508 and including warranty reserves of \$ and accrued accident and health experience rating refunds including \$ for medical loss ratio rebate per the Public Health Service Act)	15,246,938	15,164,259
10. Advance premium	124,636	117,221
11. Dividends declared and unpaid:		
11.1 Stockholders		
11.2 Policyholders	120,819	194,950
12. Ceded reinsurance premiums payable (net of ceding commissions)	183,002	182,957
13. Funds held by company under reinsurance treaties		
14. Amounts withheld or retained by company for account of others	1,732,596	1,390,028
15. Remittances and items not allocated		
16. Provision for reinsurance (including \$ certified)	58,700	58,700
17. Net adjustments in assets and liabilities due to foreign exchange rates		
18. Drafts outstanding		
19. Payable to parent, subsidiaries and affiliates	898,349	
20. Derivatives		
21. Payable for securities		750
22. Payable for securities lending		
23. Liability for amounts held under uninsured plans		
24. Capital notes \$ and interest thereon \$		
25. Aggregate write-ins for liabilities	(239,950)	(253,802)
26. Total liabilities excluding protected cell liabilities (Lines 1 through 25)	61,731,295	60,898,249
27. Protected cell liabilities		
28. Total liabilities (Lines 26 and 27)	61,731,295	60,898,249
29. Aggregate write-ins for special surplus funds	305,828	290,265
30. Common capital stock	3,500,000	3,500,000
31. Preferred capital stock		
32. Aggregate write-ins for other than special surplus funds		
33. Surplus notes		
34. Gross paid in and contributed surplus	5,139,802	5,139,802
35. Unassigned funds (surplus)	48,640,178	47,866,124
36. Less treasury stock, at cost:		
36.1 shares common (value included in Line 30 \$)		
36.2 shares preferred (value included in Line 31 \$)		
37. Surplus as regards policyholders (Lines 29 to 35, less 36)	57,585,808	56,796,191
38. Totals (Page 2, Line 28, Col. 3)	119,317,103	117,694,440
DETAILS OF WRITE-INS		
2501. Contingent Balances in Safety Groups	51,630	44,550
2502. Liability for Pension Benefits	(295,445)	(298,352)
2503. Clearing Accounts	3,865	
2598. Summary of remaining write-ins for Line 25 from overflow page		
2599. Totals (Lines 2501 through 2503 plus 2598)(Line 25 above)	(239,950)	(253,802)
2901. Reserve for Undeclared Dividends	305,828	290,265
2902.		
2903.		
2998. Summary of remaining write-ins for Line 29 from overflow page		
2999. Totals (Lines 2901 through 2903 plus 2998)(Line 29 above)	305,828	290,265
3201.		
3202.		
3203.		
3298. Summary of remaining write-ins for Line 32 from overflow page		
3299. Totals (Lines 3201 through 3203 plus 3298)(Line 32 above)		

STATEMENT OF INCOME

	1	2	3
	Current Year to Date	Prior Year to Date	Prior Year Ended December 31
UNDERWRITING INCOME			
1. Premiums earned:			
1.1 Direct (written \$58,101,072)	61,642,868	57,142,857	238,310,812
1.2 Assumed (written \$7,689,199)	7,606,520	7,192,632	30,144,008
1.3 Ceded (written \$58,101,187)	61,642,983	57,143,344	238,312,376
1.4 Net (written \$7,689,084)	7,606,405	7,192,144	30,142,445
DEDUCTIONS:			
2. Losses incurred (current accident year \$5,402,523):			
2.1 Direct	26,750,856	28,943,463	126,479,660
2.2 Assumed	3,939,213	3,977,544	15,307,370
2.3 Ceded	26,748,655	28,939,944	126,473,156
2.4 Net	3,941,414	3,981,063	15,313,874
3. Loss adjustment expenses incurred	1,022,490	885,304	3,576,976
4. Other underwriting expenses incurred	2,689,852	2,549,588	10,367,161
5. Aggregate write-ins for underwriting deductions			
6. Total underwriting deductions (Lines 2 through 5)	7,653,756	7,415,955	29,258,011
7. Net income of protected cells			
8. Net underwriting gain or (loss) (Line 1 minus Line 6 + Line 7)	(47,351)	(223,811)	884,434
INVESTMENT INCOME			
9. Net investment income earned	828,593	759,180	3,146,182
10. Net realized capital gains (losses) less capital gains tax of \$(9,433)	(36,991)	279,899	96,796
11. Net investment gain (loss) (Lines 9 + 10)	791,601	1,039,079	3,242,977
OTHER INCOME			
12. Net gain or (loss) from agents' or premium balances charged off (amount recovered \$3,165 amount charged off \$21,210)	(18,045)	(20,713)	(97,932)
13. Finance and service charges not included in premiums	76,441	86,446	329,997
14. Aggregate write-ins for miscellaneous income	(63,820)	(58,684)	(233,164)
15. Total other income (Lines 12 through 14)	(5,423)	7,049	(1,099)
16. Net income before dividends to policyholders, after capital gains tax and before all other federal and foreign income taxes (Lines 8 + 11 + 15)	738,827	822,317	4,126,312
17. Dividends to policyholders	85,474	91,441	381,066
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)	653,353	730,876	3,745,247
19. Federal and foreign income taxes incurred	126,173	73,770	584,806
20. Net income (Line 18 minus Line 19)(to Line 22)	527,180	657,106	3,160,441
CAPITAL AND SURPLUS ACCOUNT			
21. Surplus as regards policyholders, December 31 prior year	56,796,191	54,503,388	54,503,388
22. Net income (from Line 20)	527,180	657,106	3,160,441
23. Net transfers (to) from Protected Cell accounts			
24. Change in net unrealized capital gains (losses) less capital gains tax of \$121,130	455,678	(330,555)	(517,698)
25. Change in net unrealized foreign exchange capital gain (loss)			
26. Change in net deferred income tax	47,807	41,326	102,158
27. Change in nonadmitted assets	(223,495)	34,548	(230,383)
28. Change in provision for reinsurance			22,033
29. Change in surplus notes			
30. Surplus (contributed to) withdrawn from protected cells			
31. Cumulative effect of changes in accounting principles			
32. Capital changes:			
32.1 Paid in			
32.2 Transferred from surplus (Stock Dividend)			
32.3 Transferred to surplus			
33. Surplus adjustments:			
33.1 Paid in			
33.2 Transferred to capital (Stock Dividend)			
33.3 Transferred from capital			
34. Net remittances from or (to) Home Office			
35. Dividends to stockholders			
36. Change in treasury stock			
37. Aggregate write-ins for gains and losses in surplus	(17,552)	(49,442)	(243,748)
38. Change in surplus as regards policyholders (Lines 22 through 37)	789,617	352,982	2,292,803
39. Surplus as regards policyholders, as of statement date (Lines 21 plus 38)	57,585,808	54,856,370	56,796,191
DETAILS OF WRITE-INS			
0501.			
0502.			
0503.			
0598. Summary of remaining write-ins for Line 5 from overflow page			
0599. Totals (Lines 0501 through 0503 plus 0598)(Line 5 above)			
1401. Gain/Loss on Sale of Assets	393	131	342
1402. Miscellaneous Income	(64,212)	(58,816)	(233,505)
1403.			
1498. Summary of remaining write-ins for Line 14 from overflow page			
1499. Totals (Lines 1401 through 1403 plus 1498)(Line 14 above)	(63,820)	(58,684)	(233,164)
3701. Contingent Balance in Safety Groups	(7,080)	(5,100)	(15,270)
3702. Pension Benefit Obligation	(2,907)	15,560	(9,716)
3703. Pension Expense	(7,565)	(59,902)	(218,762)
3798. Summary of remaining write-ins for Line 37 from overflow page			
3799. Totals (Lines 3701 through 3703 plus 3798)(Line 37 above)	(17,552)	(49,442)	(243,748)

STATEMENT AS OF MARCH 31, 2019 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	7,342,328	7,063,138	30,272,333
2. Net investment income	785,633	808,942	3,421,452
3. Miscellaneous income	(5,423)	7,049	(1,099)
4. Total (Lines 1 to 3)	8,122,538	7,879,128	33,692,686
5. Benefit and loss related payments	3,662,717	3,612,101	14,208,971
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts			
7. Commissions, expenses paid and aggregate write-ins for deductions	4,520,475	4,159,789	13,286,777
8. Dividends paid to policyholders	159,606	103,254	316,625
9. Federal and foreign income taxes paid (recovered) net of \$ tax on capital gains (losses)			864,865
10. Total (Lines 5 through 9)	8,342,797	7,875,144	28,677,238
11. Net cash from operations (Line 4 minus Line 10)	(220,259)	3,984	5,015,448
Cash from Investments			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds	8,543,981	5,164,470	18,305,286
12.2 Stocks		1,100,000	1,100,000
12.3 Mortgage loans			
12.4 Real estate			
12.5 Other invested assets			
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments			
12.7 Miscellaneous proceeds			
12.8 Total investment proceeds (Lines 12.1 to 12.7)	8,543,981	6,264,470	19,405,286
13. Cost of investments acquired (long-term only):			
13.1 Bonds	11,001,922	7,604,208	23,319,957
13.2 Stocks			
13.3 Mortgage loans			
13.4 Real estate			
13.5 Other invested assets			
13.6 Miscellaneous applications			
13.7 Total investments acquired (Lines 13.1 to 13.6)	11,001,922	7,604,208	23,319,957
14. Net increase (or decrease) in contract loans and premium notes			
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14)	(2,457,941)	(1,339,739)	(3,914,671)
Cash from Financing and Miscellaneous Sources			
16. Cash provided (applied):			
16.1 Surplus notes, capital notes			
16.2 Capital and paid in surplus, less treasury stock			
16.3 Borrowed funds			
16.4 Net deposits on deposit-type contracts and other insurance liabilities			
16.5 Dividends to stockholders			
16.6 Other cash provided (applied)	2,152,157	1,612,988	(800,117)
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6)	2,152,157	1,612,988	(800,117)
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) ..	(526,043)	277,234	300,659
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year	835,427	534,768	534,768
19.2 End of period (Line 18 plus Line 19.1)	309,384	812,002	835,427

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

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STATEMENT AS OF MARCH 31, 2019 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>2019</u>	<u>2018</u>
(1) Net Income, state basis (Page 4, Line 20, Columns 1 & 3)	XXX	XXX	XXX	\$ 527,180	\$ 3,160,441
(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>\$ 527,180</u>	<u>\$ 3,160,441</u>
<u>Surplus</u>					
(5) Statutory surplus, state basis (Page 3, Line 37, Columns 1 & 2)	XXX	XXX	XXX	\$ 57,585,808	\$ 56,796,191
(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>\$ 57,585,808</u>	<u>\$ 56,796,191</u>

B. No change.

C. Accounting Policies

- 1. No change.
- 2. Bonds not backed by loans are carried at amortized cost using the scientific yield to worst method. Bonds that are defined by the NAIC as non-investment grade (rated 3 through 6) are carried at the lower of amortized cost or fair market value.
- 3. – 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 MARCH 31, 2019 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
5,814	349,016	354,830

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

Less than 12 months	Greater than 12 months	Total
2,674,834	11,125,022	13,799,856

(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 – Not applicable.

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

No change.

Note 7 – Investment Income

No change.

Note 8 – Derivative Instruments

No change.

Note 9 – Income Taxes

No change.

Note 10 – Information Concerning Parent, Subsidiaries, and Affiliates

No change.

Note 11 - Debt

No change.

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

No change.

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

No change.

Note 14 – 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 MARCH 31, 2019 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	Net Asset Value (NAV)	Total
Short Term – Cash Equivalent	\$100,002	0	0		\$100,002
Common Stock – Mutual Fund	\$5,008,960	0	0		\$5,008,960
Total Assets at Fair Value / NAV	\$5,108,962	0	0		\$5,108,962

- (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	Net Asset Value (NAV)	Not Practicable (Carrying Value)
Bonds	100,341,253	98,780,430	100,002	100,241,251	0		0
Common Stock	5,008,960	5,008,960	5,008,960	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.

NOTES TO FINANCIAL STATEMENTS***Note 25 – Change in Incurred Losses and Loss Adjustment Expenses***

Reserves as of December 31, 2018 were \$40.3 million. As of March 31, 2019, \$3.6 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 \$36.3 million as a result of re-estimation of unpaid claims and claim adjustment expenses. Therefore, there has been a \$438 thousand favorable prior-year development since December 31, 2018 to March 31, 2019.

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?

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

Yes [X] No []

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?

If yes, complete and file the merger history data file with the NAIC for the annual filing corresponding to this period.

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	2	3
Name of Entity	NAIC Company Code	State of Domicile

5.

If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved?

If yes, attach an explanation.

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

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

GENERAL INTERROGATORIES

- 9.1

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

Yes [X] No []
- 9.11

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

Has the code of ethics for senior managers been amended?

Yes [] No [X]
- 9.21

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

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

Yes [] No [X]
- 9.31

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

FINANCIAL

- 10.1

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

Yes [] No [X]
- 10.2

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

\$

INVESTMENT

- 11.1

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

Yes [] No [X]
- 11.2

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

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

\$
13.

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

\$
- 14.1

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

Yes [] No [X]
- 14.2

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

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

Yes [] No [X]
- 15.2

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

Yes [] No []
16.

For the reporting entity's security lending program, state the amount of the following as of the current statement date:
- 16.1

Total fair value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2.

\$
- 16.2

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

\$
- 16.3

Total payable for securities lending reported on the liability page.

\$

STATEMENT AS OF MARCH 31, 2019 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

GENERAL INTERROGATORIES

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 5GI securities, the reporting entity is certifying the following elements for each self-designated 5GI security:

a. Documentation necessary to permit a full credit analysis of the security does not exist or an NAIC CRP credit rating for an FE or PL security is not available.

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 5GI securities? Yes [] No [X]
20. By self-designating PLGI securities, the reporting entity is certifying the following elements of each self-designated PLGI security:

a. The security was purchased prior to January 1, 2018.

b. The reporting entity is holding capital commensurate with the NAIC Designation reported for the security.

c. The NAIC Designation was derived from the credit rating assigned by an NAIC CRP in its legal capacity as a NRSRO which is shown on a current private letter rating held by the insurer and available for examination by state insurance regulators.

d. The reporting entity is not permitted to share this credit rating of the PL security with the SVO.

Has the reporting entity self-designated PLGI securities? Yes [] No []

GENERAL INTERROGATORIES

PART 2 - PROPERTY & CASUALTY INTERROGATORIES

1.

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

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

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

Yes [] No [X]
- 3.1

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

Yes [] No [X]
- 3.2

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

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

Yes [] No [X]
- 4.2

If yes, complete the following schedule:

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

5.

Operating Percentages:
- 5.1

A&H loss percent

%
- 5.2

A&H cost containment percent

%
- 5.3

A&H expense percent excluding cost containment expenses

%
- 6.1

Do you act as a custodian for health savings accounts?

Yes [] No [X]
- 6.2

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

Do you act as an administrator for health savings accounts?

Yes [] No [X]
- 6.4

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

STATEMENT AS OF MARCH 31, 2019 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

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						

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						
2. Alaska.....AK	N						
3. Arizona.....AZ	N						
4. Arkansas.....AR	N						
5. California.....CA	N						
6. Colorado.....CO	N						
7. Connecticut.....CT	L	7,239,050	6,990,150	3,629,513	4,176,448	22,862,915	25,978,073
8. Delaware.....DE	L	348,294	255,165	183,449	65,136	2,057,784	2,520,067
9. District of Columbia.....DC	L	61,537	11,634		209	28,811	26,060
10. Florida.....FL	N						
11. Georgia.....GA	L	3,257,915	3,071,641	1,033,617	1,576,170	13,786,072	8,322,404
12. Hawaii.....HI	N						
13. Idaho.....ID	N						
14. Illinois.....IL	L	1,862,868	1,689,978	597,648	1,492,814	3,883,544	3,301,816
15. Indiana.....IN	L	370,823	317,108	(11,639)	73,790	266,700	197,296
16. Iowa.....IA	N						
17. Kansas.....KS	L	52,469	28,853			874,546	272,801
18. Kentucky.....KY	N						
19. Louisiana.....LA	N						
20. Maine.....ME	N						
21. Maryland.....MD	L	848,763	891,461	1,667,527	379,360	8,751,563	8,098,928
22. Massachusetts.....MA	L	3,230,470	2,948,936	1,012,161	2,149,535	12,015,577	12,820,486
23. Michigan.....MI	L	723,375	785,660	6,487	72,700	2,483,135	2,106,207
24. Minnesota.....MN	N						
25. Mississippi.....MS	N						
26. Missouri.....MO	N						
27. Montana.....MT	N						
28. Nebraska.....NE	N						
29. Nevada.....NV	N						
30. New Hampshire.....NH	L	191,562	190,432	53,986	123,709	630,427	759,201
31. New Jersey.....NJ	L	11,754,350	11,039,058	8,953,160	4,989,703	56,486,186	54,511,539
32. New Mexico.....NM	N						
33. New York.....NY	L	16,476,828	15,035,008	5,284,115	7,294,487	73,822,792	70,280,194
34. North Carolina.....NC	L	1,685,168	1,693,995	1,719,585	653,334	4,252,853	4,292,749
35. North Dakota.....ND	N						
36. Ohio.....OH	L	1,938,485	1,576,690	1,495,762	963,483	3,781,458	2,104,277
37. Oklahoma.....OK	N						
38. Oregon.....OR	N						
39. Pennsylvania.....PA	L	2,616,043	2,593,125	1,543,667	1,184,680	14,531,976	8,826,573
40. Rhode Island.....RI	L	61,754	145,928	41,597	33,254	454,815	646,437
41. South Carolina.....SC	L	70,951				17,938	
42. South Dakota.....SD	N						
43. Tennessee.....TN	L	581,511	469,086	338,041	144,376	1,776,836	1,807,700
44. Texas.....TX	L	3,327,113	2,593,491	1,243,981	1,466,058	7,266,584	6,066,983
45. Utah.....UT	N						
46. Vermont.....VT	N						
47. Virginia.....VA	L	1,120,575	1,153,831	735,294	893,537	2,731,115	2,969,784
48. Washington.....WA	N						
49. West Virginia.....WV	N						
50. Wisconsin.....WI	L	281,169	415,847	(65)	957,190	1,264,972	3,308,354
51. Wyoming.....WY	N						
52. American Samoa.....AS	N						
53. Guam.....GU	N						
54. Puerto Rico.....PR	N						
55. U.S. Virgin Islands.....VI	N						
56. Northern Mariana Islands.....MP	N						
57. Canada.....CAN	N						
58. Aggregate Other Alien OT	XXX						
59. Totals	XXX	58,101,072	53,897,077	29,527,887	28,689,973	234,028,600	219,217,931
DETAILS OF WRITE-INS							
58001.	XXX						
58002.	XXX						
58003.	XXX						
58998. Summary of remaining write-ins for Line 58 from overflow page	XXX						
58999. Totals (Lines 58001 through 58003 plus 58998)(Line 58 above)	XXX						

(a) Active Status Counts:

L - Licensed or Chartered - Licensed Insurance carrier or domiciled RRG.....22

E - Eligible - Reporting entities eligible or approved to write surplus lines in the state (other than their state of domicile - see DSLI).....

D - Domestic Surplus Lines Insurer (DSLI) - Reporting entities authorized to write surplus lines in the state of domicile.....

R - Registered - Non-domiciled RRGs.....

Q - Qualified - Qualified or accredited reinsurer.....

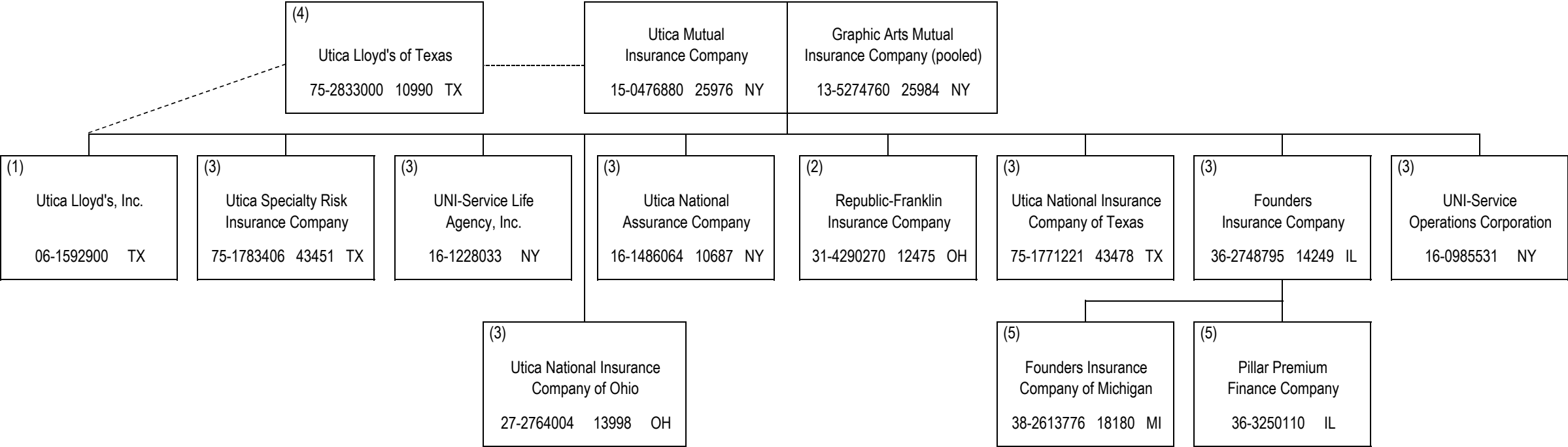
N - None of the above - Not allowed to write business in the state35

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

PART 1 - ORGANIZATIONAL CHART

UTICA NATIONAL INSURANCE GROUP ORGANIZATION STRUCTURE MARCH 31, 2019

11



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

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

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

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	8,781	(20)	(0.2)	(9.7)
2.	Allied Lines	13,749			(85.4)
3.	Farmowners multiple peril				
4.	Homeowners multiple peril	3,463,010	1,689,696	48.8	77.2
5.	Commercial multiple peril	22,667,075	12,014,826	53.0	56.5
6.	Mortgage guaranty				
8.	Ocean marine				
9.	Inland marine	74,080	8,379	11.3	2.1
10.	Financial guaranty				
11.1	Medical professional liability - occurrence				
11.2	Medical professional liability - claims-made				
12.	Earthquake	2,628			
13.	Group accident and health				
14.	Credit accident and health				
15.	Other accident and health				
16.	Workers' compensation	11,200,097	6,098,683	54.5	61.2
17.1	Other liability - occurrence	1,778,850	55,665	3.1	8.2
17.2	Other liability - claims-made	5,102,387	(3,289,165)	(64.5)	46.4
17.3	Excess workers' compensation				
18.1	Products liability - occurrence	14,716	383	2.6	2.6
18.2	Products liability - claims-made				
19.1,19.2	Private passenger auto liability	1,184,312	947,301	80.0	15.5
19.3,19.4	Commercial auto liability	12,197,152	6,427,949	52.7	26.7
21.	Auto physical damage	3,934,358	2,797,135	71.1	72.5
22.	Aircraft (all perils)				
23.	Fidelity				
24.	Surety	1,163	24	2.0	0.0
26.	Burglary and theft	512	(1)	(0.1)	(0.1)
27.	Boiler and machinery				
28.	Credit				
29.	International				
30.	Warranty				
31.	Reinsurance - Nonproportional Assumed Property	XXX	XXX	XXX	XXX
32.	Reinsurance - Nonproportional Assumed Liability	XXX	XXX	XXX	XXX
33.	Reinsurance - Nonproportional Assumed Financial Lines	XXX	XXX	XXX	XXX
34.	Aggregate write-ins for other lines of business				
35.	Totals	61,642,868	26,750,856	43.4	50.7
DETAILS OF WRITE-INS					
3401.	.....			
3402.	.....			
3403.	.....			
3498.	Summary of remaining write-ins for Line 34 from overflow page				
3499.	Totals (Lines 3401 through 3403 plus 3498)(Line 34 above)				

PART 2 - DIRECT PREMIUMS WRITTEN

Line of Business		1	2	3
		Current Quarter	Current Year to Date	Prior Year Year to Date
1.	Fire	16,776	16,776	956
2.	Allied Lines	28,365	28,365	3,582
3.	Farmowners multiple peril			
4.	Homeowners multiple peril	2,922,153	2,922,153	3,246,289
5.	Commercial multiple peril	18,729,849	18,729,849	16,199,104
6.	Mortgage guaranty			
8.	Ocean marine			
9.	Inland marine	67,263	67,263	74,609
10.	Financial guaranty			
11.1	Medical professional liability - occurrence			
11.2	Medical professional liability - claims-made			
12.	Earthquake	1,794	1,794	1,530
13.	Group accident and health			
14.	Credit accident and health			
15.	Other accident and health			
16.	Workers' compensation	12,744,867	12,744,867	12,303,316
17.1	Other liability - occurrence	1,075,711	1,075,711	901,084
17.2	Other liability - claims-made	5,653,420	5,653,420	5,907,354
17.3	Excess workers' compensation			
18.1	Products liability - occurrence	22,559	22,559	42,456
18.2	Products liability - claims-made			
19.1,19.2	Private passenger auto liability	1,057,522	1,057,522	1,157,281
19.3,19.4	Commercial auto liability	11,719,432	11,719,432	11,109,055
21.	Auto physical damage	4,060,679	4,060,679	2,950,426
22.	Aircraft (all perils)			
23.	Fidelity			
24.	Surety			
26.	Burglary and theft	684	684	35
27.	Boiler and machinery			
28.	Credit			
29.	International			
30.	Warranty			
31.	Reinsurance - Nonproportional Assumed Property	XXX	XXX	XXX
32.	Reinsurance - Nonproportional Assumed Liability	XXX	XXX	XXX
33.	Reinsurance - Nonproportional Assumed Financial Lines	XXX	XXX	XXX
34.	Aggregate write-ins for other lines of business			
35.	Totals	58,101,072	58,101,072	53,897,077
DETAILS OF WRITE-INS				
3401.	.....		
3402.	.....		
3403.	.....		
3498.	Summary of remaining write-ins for Line 34 from overflow page			
3499.	Totals (Lines 3401 through 3403 plus 3498)(Line 34 above)			

STATEMENT AS OF MARCH 31, 2019 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)	2019 Loss and LAE Payments on Claims Reported as of Prior Year-End	2019 Loss and LAE Payments on Claims Unreported as of Prior Year-End	Total 2019 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. 2016 + Prior	10,335	9,652	19,987	1,297	11	1,308	9,442	70	8,925	18,437	404	(646)	(242)									
2. 2017	3,328	4,197	7,525	545	28	573	3,073	134	3,674	6,881	290	(361)	(71)									
3. Subtotals 2017 + Prior	13,664	13,849	27,512	1,842	39	1,881	12,515	204	12,599	25,318	694	(1,007)	(313)									
4. 2018	4,697	8,102	12,799	1,454	258	1,712	3,701	380	6,879	10,961	459	(584)	(125)									
5. Subtotals 2018 + Prior	18,361	21,950	40,311	3,297	297	3,593	16,216	584	19,478	36,279	1,152	(1,591)	(439)									
6. 2019	XXX	XXX	XXX	XXX	1,026	1,026	XXX	1,528	2,848	4,376	XXX	XXX	XXX									
7. Totals	18,361	21,950	40,311	3,297	1,323	4,620	16,216	2,112	22,327	40,655	1,152	(1,591)	(439)									
8. Prior Year-End Surplus As Regards Policyholders	56,796										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. 6.3	2. (7.2)	3. (1.1)									
											Col. 13, Line 7 As a % of Col. 1 Line 8 4. (0.8)											

STATEMENT AS OF MARCH 31, 2019 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

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

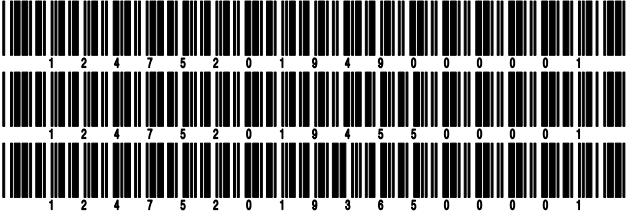
	Response
1. Will the Trusteed Surplus Statement be filed with the state of domicile and the NAIC with this statement?	NO
2. Will Supplement A to Schedule T (Medical Professional Liability Supplement) be filed with this statement?	NO
3. Will the Medicare Part D Coverage Supplement be filed with the state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

Explanations:

1.
2.
3.

Bar Codes:

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



STATEMENT AS OF MARCH 31, 2019 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

OVERFLOW PAGE FOR WRITE-INS

Additional Write-ins for Assets Line 25

		Current Statement Date			4 December 31 Prior Year Net Admitted Assets
		1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
2504.	Miscellaneous Office Equipment	989,855	989,855		
2505.	Clearing Accounts	98,051	98,051		
2506.	Deposits	400	400		
2597.	Summary of remaining write-ins for Line 25 from overflow page	1,088,306	1,088,306		

SCHEDULE A - VERIFICATION

Real Estate

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

SCHEDULE B - VERIFICATION

Mortgage Loans

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

SCHEDULE BA - VERIFICATION

Other Long-Term Invested Assets

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

SCHEDULE D - VERIFICATION

Bonds and Stocks

	1	2
	Year to Date	Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year	100,753,280	97,661,613
2. Cost of bonds and stocks acquired	11,001,172	23,319,957
3. Accrual of discount	11,628	27,272
4. Unrealized valuation increase (decrease)	576,808	(655,314)
5. Total gain (loss) on disposals	(46,424)	124,592
6. Deduct consideration for bonds and stocks disposed of	8,543,981	19,447,875
7. Deduct amortization of premium	63,101	295,282
8. Total foreign exchange change in book/adjusted carrying value		
9. Deduct current year's other than temporary impairment recognized		
10. Total investment income recognized as a result of prepayment penalties and/or acceleration fees		18,317
11. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9+10)	103,689,382	100,753,280
12. Deduct total nonadmitted amounts		
13. Statement value at end of current period (Line 11 minus Line 12)	103,689,382	100,753,280

STATEMENT AS OF MARCH 31, 2019 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)	78,119,542	9,294,222	8,000,405	643,172	80,056,531			78,119,542
2. NAIC 2 (a)	18,201,592	1,706,950	590,000	(694,645)	18,623,897			18,201,592
3. NAIC 3 (a)								
4. NAIC 4 (a)								
5. NAIC 5 (a)								
6. NAIC 6 (a)								
7. Total Bonds	96,321,134	11,001,172	8,590,405	(51,473)	98,680,428			96,321,134
PREFERRED STOCK								
8. NAIC 1								
9. NAIC 2								
10. NAIC 3								
11. NAIC 4								
12. NAIC 5								
13. NAIC 6								
14. Total Preferred Stock								
15. Total Bonds and Preferred Stock	96,321,134	11,001,172	8,590,405	(51,473)	98,680,428			96,321,134

(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 \$; NAIC 2 \$; NAIC 3 \$ NAIC 4 \$; NAIC 5 \$; NAIC 6 \$

SCHEDULE DA - PART 1

Short-Term Investments

	1	2	3	4	5
	Book/Adjusted Carrying Value	Prior Year Value	Actual Cost	Interest Collected Year-to-Date	Paid for Accrued Interest Year-to-Date
9199999 Totals		XX			

SCHEDULE DA - VERIFICATION

Short-Term Investments

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

SCHEDULE DB - PART A - VERIFICATION

Options, Caps, Floors, Collars, Swaps and Forwards

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

NONE

SCHEDULE DB - PART B - VERIFICATION

Futures Contracts

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

NONE

SCHEDULE DB - PART C - SECTION 1

[illegible]

SCHEDULE DB - PART C - SECTION 2

Replication (Synthetic Asset) Transactions Open

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

SCHEDULE DB - VERIFICATION

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

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

NONE

SCHEDULE E - 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	100,002	
2. Cost of cash equivalents acquired	193	209,323
3. Accrual of discount		
4. Unrealized valuation increase (decrease)		
5. Total gain (loss) on disposals		
6. Deduct consideration received on disposals	193	109,321
7. Deduct amortization of premium		
8. Total foreign exchange change in book/adjusted carrying value		
9. Deduct current year's other than temporary impairment recognized		
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	100,002	100,002
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	100,002	100,002

STATEMENT AS OF MARCH 31, 2019 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

SCHEDULE A - PART 2

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

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

SCHEDULE A - PART 3

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

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

STATEMENT AS OF MARCH 31, 2019 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

SCHEDULE B - PART 2

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

[illegible]

SCHEDULE B - PART 3

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

[illegible]

SCHEDULE BA - PART 2

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

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

SCHEDULE BA - PART 3

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

1 CUSIP Identification	2 Name or Description	Location		5 Name of Purchaser or Nature of Disposal	6 Date Originally Acquired	7 Disposal Date	8 Book/ Adjusted Carrying Value Less Encum- brances, Prior Year	Change in Book/Adjusted Carrying Value						15 Book/ Adjusted Carrying Value Less Encum- brances on Disposal	16 Consid- eration	17 Foreign Exchange Gain (Loss) on Disposal	18 Realized Gain (Loss) on Disposal	19 Total Gain (Loss) on Disposal	20 Invest- ment Income
		3 City	4 State					9 Unrealized Valuation Increase (De- crease)	10 Current Year's (Depre- ciation) or (Amorti- zation)/ Accretion	11 Current Year's Other Than Temporary Impair- ment Recog- nized	12 Capital- ized Deferred Interest and Other	13 Total Change in Book/ Adjusted Carrying Value (9+10- 11+12)	14 Total Foreign Exchange Change in Book/ Adjusted Carrying Value						

STATEMENT AS OF MARCH 31, 2019 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

SCHEDULE D - PART 3

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

1	2	3	4	5	6	7	8	9	10
CUSIP Identification	Description	Foreign	Date Acquired	Name of Vendor	Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends	NAIC Designation and Administrative Symbol/Market Indicator (a)
00182E-BK-4	ANZ NEW ZEALAND (INT'L) LTD	C	.03/12/2019	Citigroup (SSB)		499,955	500,000		1FE
00287Y-AY-5	ABBVIE INC		.01/15/2019	CREDIT SUISSE SECURITIES (USA)		233,300	250,000	1,400	2FE
038222-AF-2	APPLIED MATERIALS INC		.02/26/2019	TORONTO DOMINION SECS USA INC		515,665	500,000	4,360	1FE
05526D-AZ-8	BAT CAPITAL CORP	C	.03/12/2019	Amherst Pierpont Securities		485,050	500,000	1,298	2FE
06367W-HH-9	BANK OF MONTREAL	C	.01/31/2019	BONY MELLON/BMO CAP MKTS		249,485	250,000		1FE
064159-KD-7	BANK OF NOVA SCOTIA	C	.02/01/2019	DEUTSCHE BANK SECURITIES, INC.		488,435	500,000	4,628	1FE
06739F-JJ-1	BARCLAYS BANK PLC	C	.03/06/2019	BARCLAYS CAPITAL INC		495,365	500,000	2,098	1FE
084670-BS-6	BERKSHIRE HATHAWAY FINANCE CORP		.01/10/2019	Stifel Nicolaus & Co.		242,315	250,000	2,582	1FE
097023-CC-7	BOEING CO		.02/13/2019	MERRILL LYNCH PIERCE FENNER		198,166	200,000		1FE
14040H-BG-9	CAPITAL ONE FINANCIAL CORP		.03/12/2019	US BANCORP INVESTMENTS INC		483,415	500,000	1,733	2FE
172967-LW-9	CITIGROUP INC		.01/02/2019	Citigroup (SSB)		244,645	250,000	2,009	2FE
191216-BS-8	COCA-COLA CO		.03/08/2019	RBC CAPITAL MARKETS		248,875	250,000	2,695	1FE
20030N-BR-1	COMCAST CORP		.02/27/2019	GOLDMAN		246,463	250,000		1FE
20030N-CT-6	COMCAST CORP		.02/11/2019	MERRILL LYNCH PIERCE FENNER		517,225	500,000	7,378	1FE
26442U-AH-7	DUKE ENERGY PROGRESS LLC		.03/25/2019	MERRILL LYNCH PIERCE FENNER		256,868	250,000	479	1FE
38141G-VM-3	GOLDMAN SACHS GROUP INC		.03/19/2019	US BANCORP INVESTMENTS INC		510,435	500,000	944	1FE
404280-BX-6	HSBC HOLDINGS PLC	C	.01/23/2019	PERSHING DIV OF DLJ SEC LNDING		251,250	250,000	3,964	1FE
53944Y-AD-5	LLOYDS BANKING GROUP PLC	C	.02/11/2019	MORGAN STANLEY CO		476,755	500,000	1,667	1FE
61746B-EF-9	MORGAN STANLEY		.02/19/2019	PERSHING DIV OF DLJ SEC LNDING		492,410	500,000	1,561	1FE
63254A-AY-4	NATIONAL AUSTRALIA BANK LTD (NEW YORK B	C	.03/13/2019	MITSUBISHI UFJ SECURITIES		494,285	500,000	6,109	1FE
66989H-AJ-7	NOVARTIS CAPITAL CORP	C	.03/12/2019	CREDIT SUISSE SECURITIES (USA)		502,500	500,000	4,750	1FE
67103H-AG-2	O'REILLY AUTOMOTIVE INC		.03/22/2019	WELLS FARGO SECURITIES LLC		260,540	250,000	3,474	2FE
713448-DN-5	PEPSICO INC		.03/12/2019	WELLS FARGO SECURITIES LLC		402,692	425,000	4,430	1FE
717081-EP-4	PFIZER INC		.01/04/2019	Citigroup (SSB)		401,620	400,000	4,840	1FE
717081-ES-8	PFIZER INC		.03/04/2019	BARCLAYS CAPITAL INC		324,834	325,000		1FE
822582-BD-3	SHELL INTERNATIONAL FINANCE BV	C	.02/28/2019	PERSHING DIV OF DLJ SEC LNDING		502,280	500,000	5,101	1FE
83368R-AG-7	SOCIETE GENERALE SA	C	.02/26/2019	TORONTO DOMINION SECS USA INC		493,315	500,000	4,861	1FE
95000U-2A-0	WELLS FARGO & CO		.01/07/2019	PERSHING DIV OF DLJ SEC LNDING		483,030	500,000	2,340	1FE
3899999. Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)						11,001,172	11,100,000	74,701	XXX
8399997. Total - Bonds - Part 3						11,001,172	11,100,000	74,701	XXX
8399998. Total - Bonds - Part 5						XXX	XXX	XXX	XXX
8399999. Total - Bonds						11,001,172	11,100,000	74,701	XXX
8999997. Total - Preferred Stocks - Part 3							XXX		XXX
8999998. Total - Preferred Stocks - Part 5						XXX	XXX	XXX	XXX
8999999. Total - Preferred Stocks							XXX		XXX
9799997. Total - Common Stocks - Part 3							XXX		XXX
9799998. Total - Common Stocks - Part 5						XXX	XXX	XXX	XXX
9799999. Total - Common Stocks							XXX		XXX
9899999. Total - Preferred and Common Stocks							XXX		XXX
9999999 - Totals						11,001,172	XXX	74,701	XXX

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

STATEMENT AS OF MARCH 31, 2019 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Ident-ification	Description	For-foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consid-eration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/(Decrease)	Current Year's (Amor-tization)/ Accretion	Current Year's Temporary Impairment Recog-nized	Total Change in Book/ Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book /Adjusted Carrying Value	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Stated Con-tractual Maturity Date	NAIC Desig-nation and Admini-strative Symbol /Market Indicator (a)
36180M-2R-7	G2 AD8884 - RMBS		03/01/2019	Paydown		25,510	25,510	25,639	25,639		(129)		(129)		25,510				.81	03/20/2043	1
36202E-RS-0	G2 004097 - RMBS		03/01/2019	Paydown		.861	.844	.844	.844		.17		.17		.861		.0	.0	.2	03/20/2038	1
36205B-4L-3	GN 386127 - RMBS		03/01/2019	Paydown		.396	.396	.397	.396		.0		.0		.396		.0	.0	.3	01/15/2030	1
36209D-B2-9	GN 468157 - RMBS		03/01/2019	Paydown		1,841	1,841	1,842	1,840		.1		.1		1,841				.1	08/15/2028	1
36209U-PA-8	GN 492017 - RMBS		03/01/2019	Paydown		.83	.83	.83	.83		.0		.0		.83			.0	.0	08/15/2028	1
36209W-4J-8	GN 484225 - RMBS		03/01/2019	Paydown		.29	.29	.32	.28		.0		.0		.29		.0	.0	.2	08/15/2028	1
36211C-QY-1	GN 509071 - RMBS		03/01/2019	Paydown		.416	.416	.395	.400		.17		.17		.416				.2	05/15/2029	1
36220U-Z2-0	GN 288861 - RMBS		03/01/2019	Paydown		.177	.177	.176	.177		.1		.1		.177			.1	.1	12/15/2023	1
36224J-HS-4	GN 329741 - RMBS		03/01/2019	Paydown		.23	.23	.24	.23		.0		.0		.23			.0	.0	01/15/2023	1
36225A-KU-3	GN 780307 - RMBS		03/01/2019	Paydown		.197	.197	.211	.200		(3)		(3)		.197			.2	.2	12/15/2021	1
36225A-NY-2	GN 780407 - RMBS		03/01/2019	Paydown		.439	.439	.441	.439		.0		.0		.439			.2	.2	08/15/2024	1
36290S-ZC-8	GN 616439 - RMBS		03/01/2019	Paydown		1,824	1,824	1,818	1,818		.6		.6		1,824		.0	.0	.8	06/15/2024	1
38378B-7C-7	GNR 1333 A - CMBS		03/01/2019	Paydown		2,691	2,691	2,679	2,687		.4		.4		2,691		.0	.0	.2	07/16/2038	1
912828-5P-1	UNITED STATES TREASURY		03/07/2019	NOMURA SECURITIES/FIXED INCOME		437,743	430,000	432,620	432,591		(89)		(89)		432,502		5,242	5,242	3,328	11/30/2023	1
912828-F9-6	UNITED STATES TREASURY		01/07/2019	NOMURA SECURITIES/FIXED INCOME		394,359	400,000	399,016	399,423		.4		.4		399,427		(5,067)	(5,067)	1,525	10/31/2021	1
912828-M5-6	UNITED STATES TREASURY		03/19/2019	BARCLAYS CAPITAL INC		383,510	390,000	376,886	378,589		326		326		378,914		4,596	4,596	3,030	11/15/2025	1
0599999. Subtotal - Bonds - U.S. Governments						1,250,100	1,254,487	1,243,103	1,245,177		154		154		1,245,330		4,771	4,771	7,988	XXX	XXX
563469-UQ-6	MANITOBA, PROVINCE OF	C	03/13/2019	NATIONAL BANK OF CANADA NY BRH, NEW YORK		392,880	400,000	390,580	392,552		425		425		392,977		(97)	(97)	3,069	05/04/2022	1FE
71654Q-CK-6	PETROLEOS MEXICANOS	C	02/06/2019	PERSHING DIV OF DLJ SEC LINDING		174,141	190,000	190,000	190,000						190,000		(15,859)	(15,859)	4,970	02/12/2028	2FE
1099999. Subtotal - Bonds - All Other Governments						567,021	590,000	580,580	582,552		425		425		582,977		(15,956)	(15,956)	8,039	XXX	XXX
574193-LF-3	MARYLAND ST		03/11/2019	CITIGROUP GLOBAL MARKETS, INC./CORRESPON		278,845	250,000	290,005	276,572		(879)		(879)		275,693		3,152	3,152	6,167	08/01/2024	1FE
93974D-W7-9	WASHINGTON ST		03/11/2019	PERSHING DIV OF DLJ SEC LINDING		471,929	385,000	475,236	466,200		(1,673)		(1,673)		464,526		7,403	7,403	11,871	08/01/2027	1FE
1799999. Subtotal - Bonds - U.S. States, Territories and Possessions						750,774	635,000	765,241	742,771		(2,552)		(2,552)		740,220		10,555	10,555	18,038	XXX	XXX
31283G-K8-9	FH 600319 - RMBS		03/01/2019	Paydown		.23	.23	.24	.24		(1)		(1)		.23				.0	04/01/2025	1
31283H-HN-8	FH 601137 - RMBS		03/01/2019	Paydown		.21	.21	.21	.21		.0		.0		.21		.0	.0	.0	09/01/2030	1
31287Q-ND-9	FH 064888 - RMBS		03/01/2019	Paydown		.38	.38	.39	.38		.0		.0		.38				.0	03/01/2032	1
31288E-B5-5	FH 075460 - RMBS		03/01/2019	Paydown		.803	.803	.815	.814		(11)		(11)		.803		.0	.0	.6	01/01/2033	1
3128M9-2M-3	FH 607680 - RMBS		03/01/2019	Paydown		2,550	2,550	2,693	2,688		(138)		(138)		2,550		.0	.0	.6	04/01/2044	1
3128M9-XG-2	FH 607579 - RMBS		03/01/2019	Paydown		6,002	6,002	6,218	6,220		(218)		(218)		6,002				.13	08/01/2043	1
3128MC-UW-3	FH 613997 - RMBS		03/01/2019	Paydown		2,085	2,085	2,137	2,124		(39)		(39)		2,085		.0	.0	.6	12/01/2025	1
3128ME-4A-6	FH 616017 - RMBS		03/01/2019	Paydown		3,420	3,420	3,511	3,500		(81)		(81)		3,420				.9	12/01/2031	1
3128ME-6K-2	FH 616074 - RMBS		03/01/2019	Paydown		6,081	6,081	6,248	6,230		(148)		(148)		6,081		.0	.0	.16	02/01/2032	1
3128MJ-2G-4	FH 608774 - RMBS		03/01/2019	Paydown		4,185	4,185	4,322	4,314		(129)		(129)		4,185				.12	08/01/2047	1
3128MJ-UH-1	FH 608583 - RMBS		03/01/2019	Paydown		4,275	4,275	4,593	4,601		(325)		(325)		4,275				.24	04/01/2044	1
3128MJ-YM-6	FH 608715 - RMBS		03/01/2019	Paydown		4,047	4,047	4,211	4,198		(151)		(151)		4,047				.10	08/01/2046	1
3128MJ-YT-1	FH 608721 - RMBS		03/01/2019	Paydown		3,363	3,363	3,492	3,481		(118)		(118)		3,363				.9	09/01/2046	1
3128MJ-Z9-4	FH 608767 - RMBS		03/01/2019	Paydown		5,391	5,391	5,695	5,690		(298)		(298)		5,391				.18	06/01/2047	1
3128MJ-ZH-6	FH 608743 - RMBS		03/01/2019	Paydown		6,938	6,938	7,304	7,297		(359)		(359)		6,938				.20	01/01/2047	1
3128MJ-ZP-8	FH 608749 - RMBS		03/01/2019	Paydown		6,883	6,883	7,225	7,228		(345)		(345)		6,883				.26	02/01/2047	1
3128MJ-W8-8	FH 618656 - RMBS		03/01/2019	Paydown		8,588	8,588	8,792	8,786		(198)		(198)		8,588		.0	.0	.22	08/01/2032	1
3128PB-C4-1	FH 091891 - RMBS		03/01/2019	Paydown		3,775	3,775	3,965	3,941		(165)		(165)		3,775		.0	.0	.9	09/01/2036	1
31292H-D6-8	FH 001025 - RMBS		03/01/2019	Paydown		.99	.99	.100	.100		(1)		(1)		.99				.1	07/01/2030	1
31292K-7G-6	FH 003595 - RMBS		03/01/2019	Paydown		3,311	3,311	3,450	3,442		(132)		(132)		3,311				.15	10/01/2040	1
31293R-ME-8	FH 027557 - RMBS		03/01/2019	Paydown		.69	.69	.66	.66		.3		.3		.69				.0	06/01/2029	1
312942-NF-8	FH 093990 - RMBS		03/01/2019	Paydown		1,546	1,546	1,599	1,598		(52)		(52)		1,546		.0	.0	.5	09/01/2040	1
31298U-CF-4	FH 057270 - RMBS		03/01/2019	Paydown		.170	.170	.167	.167		.2		.2		.170		.0	.0	.1	09/01/2031	1
31298W-OR-4	FH 059080 - RMBS		03/01/2019	Paydown		.135	.135	.134	.134		.1		.1		.135				.1	10/01/2031	1
31307A-EK-4	FH 021938 - RMBS		03/01/2019	Paydown		21,216	21,216	22,140	21,790		(575)		(575)		21,216				.53	01/01/2028	1
3132GD-H5-4	FH 000252 - RMBS		03/01/2019	Paydown		11,974	11,974	12,281	12,252		(278)		(278)		11,974				.28	04/01/2041	1

STATEMENT AS OF MARCH 31, 2019 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Ident-ification	Description	For-foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consid-eration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/(Decrease)	Current Year's (Amor-tization)/ Accretion	Current Year's Temporary Impairment Recogn-ized	Total Change in Book/ Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book /Adjusted Carrying Value	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Stated Con-tractual Maturity Date	NAIC Desig-nation and Admini-strative Symbol /Market Indicator (a)
31320K-5A-0	FH 004741 - RMBS		03/01/2019	Paydown		2,823	2,823	3,017	3,024		(201)		(201)		2,823				.3	11/01/2041	1
31320K-V9-4	FH 004540 - RMBS		03/01/2019	Paydown		7,849	7,849	7,999	7,988		(140)		(140)		7,849				.15	11/01/2041	1
31320K-ZN-9	FH 004649 - RMBS		03/01/2019	Paydown		13,492	13,492	13,711	13,688		(196)		(196)		13,492				.40	11/01/2041	1
31320L-FM-1	FH 004972 - RMBS		03/01/2019	Paydown		7,960	7,960	8,133	8,105		(145)		(145)		7,960				.27	12/01/2041	1
3132J4-GX-1	FH 030913 - RMBS		03/01/2019	Paydown		2,856	2,857	3,044	3,036		(179)		(179)		2,857		.0	.0	.8	04/01/2036	1
3132J6-US-1	FH 015592 - RMBS		03/01/2019	Paydown		9,952	9,952	10,184	10,146		(193)		(193)		9,952		.0	.0	.22	02/01/2043	1
3132L8-CS-4	FH V82781 - RMBS		03/01/2019	Paydown		4,032	4,032	3,982	3,983		.49		.49		4,032				.9	12/01/2046	1
3132M8-3G-9	FH 028299 - RMBS		03/01/2019	Paydown		4,426	4,426	4,660	4,648		(222)		(222)		4,426		.0	.0	.19	09/01/2044	1
3132M9-2R-4	FH 029184 - RMBS		03/01/2019	Paydown		3,475	3,475	3,712	3,719		(243)		(243)		3,475				.10	10/01/2044	1
3132OII-MS-5	FH 039368 - RMBS		03/01/2019	Paydown		7,532	7,532	7,972	7,981		(449)		(449)		7,532				.21	03/01/2046	1
3132WD-Y0-1	FH 040718 - RMBS		03/01/2019	Paydown		4,371	4,371	4,619	4,611		(241)		(241)		4,371		.0	.0	.14	05/01/2046	1
3132WQ-Q2-6	FH 043172 - RMBS		03/01/2019	Paydown		4,327	4,327	4,479	4,470		(144)		(144)		4,327				.11	09/01/2046	1
3132WH-PT-6	FH 044033 - RMBS		03/01/2019	Paydown		5,213	5,213	5,248	5,246		(33)		(33)		5,213				.12	11/01/2046	1
31335A-QK-7	FH 060458 - RMBS		03/01/2019	Paydown		3,053	3,053	3,212	3,213		(160)		(160)		3,053				.8	01/01/2044	1
31335A-S7-4	FH 060542 - RMBS		03/01/2019	Paydown		1,879	1,879	2,009	2,007		(128)		(128)		1,879				.7	09/01/2045	1
31335A-YT-9	FH 060722 - RMBS		03/01/2019	Paydown		2,577	2,577	2,536	2,537		.40		.40		2,577				.7	10/01/2046	1
313615-LF-1	FN 050726 - RMBS		03/01/2019	Paydown		.87	.87	.87	.87		.0		.0		.87		.0	.0	.3	05/01/2023	1
31365D-UL-7	FN 124887 - RMBS		03/01/2019	Paydown		.391	.391	.393	.391		.0		.0		.391				.3	06/01/2023	1
31369T-N7-7	FN 220114 - RMBS		03/01/2019	Paydown		.13	.13	.13	.13		.0		.0		.13				.0	06/01/2023	1
31371K-HII-4	FN 254145 - RMBS		03/01/2019	Paydown		.140	.140	.141	.140		(1)		(1)		.140				.1	01/01/2032	1
31380S-SJ-8	FN 449149 - RMBS		03/01/2019	Paydown		.26	.26	.26	.26		.0		.0		.26				.0	12/01/2028	1
31386T-FU-4	FN 572679 - RMBS		03/01/2019	Paydown		.270	.270	.274	.274		(4)		(4)		.270				.0	04/01/2031	1
3138AI-RQ-8	FN AJ4994 - RMBS		03/01/2019	Paydown		6,516	6,516	7,014	7,011		(495)		(495)		6,516				.14	11/01/2041	1
3138E7-TV-6	FN AK3263 - RMBS		03/01/2019	Paydown		10,567	10,567	10,904	10,843		(277)		(277)		10,567				.28	02/01/2027	1
3138EJ-3Y-2	FN AL2614 - RMBS		03/01/2019	Paydown		8,035	8,035	8,309	8,317		(282)		(282)		8,035				.27	11/01/2042	1
3138EK-Q0-0	FN AL3151 - RMBS		03/01/2019	Paydown		12,060	12,060	12,946	12,909		(849)		(849)		12,060				.85	06/01/2042	1
3138EM-3Y-5	FN AL5314 - RMBS		01/24/2019	VARIOUS		246,284	242,628	247,784	247,428		(114)		(114)		247,314		(1,030)	(1,030)	1,265	03/01/2027	1
3138EN-4H-9	FN AL6223 - RMBS		03/01/2019	Paydown		7,659	7,659	8,334	8,339		(681)		(681)		7,659				.27	08/01/2044	1
3138EQ-7K-2	FN AL8097 - RMBS		03/01/2019	Paydown		4,867	4,867	5,224	5,254		(387)		(387)		4,867		.0	.0	.24	01/01/2046	1
3138ER-7D-6	FN AL9891 - RMBS		03/01/2019	Paydown		7,544	7,544	7,853	7,882		(338)		(338)		7,544		.0	.0	.19	02/01/2046	1
3138ER-J7-6	FN AL9285 - RMBS		03/01/2019	Paydown		9,883	9,883	10,038	10,030		(148)		(148)		9,883				.35	10/01/2046	1
3138ER-NP-1	FN AL9397 - RMBS		03/01/2019	Paydown		5,128	5,128	5,179	5,177		(49)		(49)		5,128				.10	10/01/2046	1
3138ET-YK-6	FN AL8813 - RMBS		03/01/2019	Paydown		4,077	4,077	4,273	4,268		(192)		(192)		4,077		.0	.0	.15	04/01/2046	1
3138M5-EA-3	FN AP1928 - RMBS		03/01/2019	Paydown		1,505	1,505	1,604	1,602		(97)		(97)		1,505				.5	08/01/2042	1
3138M5-LP-2	FN AP2133 - RMBS		03/01/2019	Paydown		4,732	4,732	4,910	4,896		(164)		(164)		4,732		.0	.0	.15	08/01/2042	1
3138MP-YV-1	FN AQ7923 - RMBS		03/01/2019	Paydown		13,982	13,982	14,598	14,478		(496)		(496)		13,982				.34	12/01/2042	1
3138W6-SU-1	FN AR8630 - RMBS		03/01/2019	Paydown		10,393	10,393	10,591	10,590		(198)		(198)		10,393				.24	04/01/2043	1
3138W9-HL-7	FN AS0234 - RMBS		03/01/2019	Paydown		5,270	5,270	5,526	5,529		(259)		(259)		5,270				.22	08/01/2043	1
3138WB-AR-6	FN AS1815 - RMBS		03/01/2019	Paydown		3,601	3,601	3,750	3,733		(132)		(132)		3,601				.12	02/01/2044	1
3138WB-GU-3	FN AS2010 - RMBS		03/01/2019	Paydown		4,549	4,549	4,748	4,738		(190)		(190)		4,549				.14	03/01/2044	1
3138WB-LK-9	FN AS2385 - RMBS		03/01/2019	Paydown		1,134	1,134	1,197	1,194		(60)		(60)		1,134				.4	05/01/2044	1
3138WE-6G-9	FN AS5370 - RMBS		03/01/2019	Paydown		4,475	4,475	4,660	4,649		(174)		(174)		4,475		.0	.0	.8	07/01/2045	1
3138WE-EV-7	FN AS4647 - RMBS		03/01/2019	Paydown		4,550	4,550	4,699	4,701		(150)		(150)		4,550				.16	03/01/2045	1
3138WE-KB-4	FN AS4789 - RMBS		03/01/2019	Paydown		3,932	3,932	4,090	4,084		(151)		(151)		3,932				.9	04/01/2045	1
3138WE-ZJ-1	FN AS5244 - RMBS		03/01/2019	Paydown		5,350	5,350	5,563	5,546		(196)		(196)		5,350				.12	06/01/2045	1
3138WF-B6-2	FN AS5460 - RMBS		03/01/2019	Paydown		4,706	4,706	4,930	4,914		(208)		(208)		4,706		.0	.0	.13	07/01/2045	1
3138WF-GE-0	FN AS5596 - RMBS		03/01/2019	Paydown		4,095	4,095	4,281	4,288		(192)		(192)		4,095		.0	.0	.11	08/01/2045	1
3138WJ-3C-0	FN AS8894 - RMBS		03/01/2019	Paydown		7,573	7,573	7,714	7,696		(123)		(123)		7,573		.0	.0	.19	03/01/2032	1
3138WJ-PC-6	FN AS8518 - RMBS		03/01/2019	Paydown		5,018	5,018	4,993	4,993		.25		.25		5,018				.11	12/01/2046	1
3138WJ-QE-1	FN AS8552 - RMBS		03/01/2019	Paydown		5,382	5,382	5,506	5,496		(114)		(114)		5,382		.0	.0	.12	12/01/2036	1
3138WK-4X-0	FN AS9837 - RMBS		03/01/2019	Paydown		14,333	14,333	14,317	14,312		.21		.21		14,333				.40	06/01/2032	1
3138X4-V9-8	FN AU5139 - RMBS		03/01/2019	Paydown		4,154	4,154	4,329	4,335		(181)		(181)		4,154				.12	08/01/2042	1
3138Y6-3S-1	FN AX5308 - RMBS		03/01/2019	Paydown		5,550	5,550	5,823	5,821		(271)		(271)		5,550				.4	01/01/2043	1
3138YW-KG-1	FN AZ4794 - RMBS		03/01/2019	Paydown		6,229	6,229	6,530	6,491		(262)		(262)		6,229				.18	10/01/2030	1
31390E-SX-1	FN 644134 - RMBS		03/01/2019	Paydown		.71	.71	.71	.71		.0		.0		.71				.0	05/01/2032	1
31403A-XD-2	FN 743276 - RMBS		03/01/2019	Paydown		.160	.160	.165	.162		(2)		(2)		.160		.0	.0	.1	10/01/2033	1
31403C-6L-0	FN 745275 - RMBS		03/01/2019	Paydown		.615	.615	.599	.598		.16		.16		.615		.0	.0	.2	02/01/2036	1

STATEMENT AS OF MARCH 31, 2019 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Ident-ification	Description	For-foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consid-eration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/(Decrease)	Current Year's (Amor-tization)/ Accretion	Current Year's Other Than Temporary Impairment Recog-nized	Total Change in Book/ Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book /Adjusted Carrying Value	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Stated Con-tractual Maturity Date	NAIC Desig-nation and Admini-strative Symbol /Market Indicator (a)
31403C-6U-0	FN 745283 - RMBS		03/01/2019	Paydown		3,078	3,078	2,973	2,969		109		109		3,078				10	01/01/2036	1
31404F-J4-6	FN 767183 - RMBS		01/25/2019	Paydown		224	224	223	224				224		224				1	02/01/2019	1
31408J-DS-7	FN 852513 - RMBS		03/01/2019	Paydown		107	107	106	106		1		1		107				0	01/01/2036	1
31409W-D9-9	FN 880428 - RMBS		03/01/2019	Paydown		120	120	121	120		0		0		120				1	04/01/2036	1
3140EO-EJ-0	FN AZ7336 - RMBS		03/01/2019	Paydown		2,931	2,931	2,984	2,983		(52)		(52)		2,931				9	11/01/2045	1
3140EV-JC-2	FN BC1158 - RMBS		03/01/2019	Paydown		4,346	4,346	4,483	4,482		(136)		(136)		4,346				14	02/01/2046	1
3140FM-BD-7	FN BE1835 - RMBS		03/01/2019	Paydown		4,159	4,159	4,217	4,211		(52)		(52)		4,159				15	11/01/2036	1
3140FM-DF-0	FN BE1901 - RMBS		03/01/2019	Paydown		3,342	3,342	3,344	3,343		(1)		(1)		3,342				6	12/01/2046	1
3140GQ-4C-7	FN BH2618 - RMBS		03/01/2019	Paydown		3,832	3,832	3,807	3,806		26		26		3,832		0	0	10	08/01/2047	1
3140GS-KW-1	FN BH3908 - RMBS		03/01/2019	Paydown		4,212	4,212	4,460	4,448		(236)		(236)		4,212			6	08/01/2047	1	
3140GS-PD-8	FN BH4019 - RMBS		03/01/2019	Paydown		5,610	5,610	5,857	5,847		(237)		(237)		5,610			16	09/01/2047	1	
3140GU-MA-2	FN BH5752 - RMBS		03/01/2019	Paydown		2,790	2,790	2,864	2,860		(70)		(70)		2,790		0	0	9	11/01/2047	1
3140J7-UL-7	FN BM3286 - RMBS		03/01/2019	Paydown		7,377	7,377	7,745	7,744		(367)		(367)		7,377			33	11/01/2047	1	
3140JB-HC-0	FN BM3826 - RMBS		03/01/2019	Paydown		6,881	6,881	7,098	7,097		(216)		(216)		6,881		0	0	41	04/01/2048	1
3140J9-EB-3	FN BM4629 - RMBS		03/01/2019	Paydown		5,118	5,118	5,132	5,132		(14)		(14)		5,118				10	10/01/2048	1
3140OB-SU-7	FN CA1710 - RMBS		03/01/2019	Paydown		8,346	8,346	8,688	8,679		(333)		(333)		8,346		0	0	39	05/01/2048	1
3140OB-K8-7	FN CA1218 - RMBS		03/01/2019	Paydown		16,049	16,049	16,648	16,634		(585)		(585)		16,049			61	02/01/2048	1	
31410X-ZR-0	FN 900852 - RMBS		03/01/2019	Paydown		2,053	2,053	2,063	2,060		(8)		(8)		2,053		0	0	10	01/01/2037	1
31416X-QU-7	FN AB2266 - RMBS		03/01/2019	Paydown		4,251	4,251	4,426	4,415		(164)		(164)		4,251			21	02/01/2041	1	
31417D-TR-4	FN AB6859 - RMBS		03/01/2019	Paydown		3,116	3,116	3,239	3,238		(122)		(122)		3,116			11	11/01/2042	1	
31417E-CG-4	FN AB7270 - RMBS		03/01/2019	Paydown		8,320	8,320	8,697	8,627		(308)		(308)		8,320		0	0	23	12/01/2042	1
31417E-H2-0	FN AB7448 - RMBS		03/01/2019	Paydown		37,585	37,585	38,974	38,424		(839)		(839)		37,585			71	01/01/2028	1	
31417E-ZK-0	FN AB7945 - RMBS		03/01/2019	Paydown		12,892	12,892	13,311	13,239		(347)		(347)		12,892		0	0	33	02/01/2043	1
31417G-5A-0	FN AB9840 - RMBS		03/01/2019	Paydown		2,462	2,462	2,585	2,581		(119)		(119)		2,462		0	0	10	07/01/2043	1
31418C-EE-0	FN MA2832 - RMBS		03/01/2019	Paydown		3,985	3,985	3,992	3,989		(4)		(4)		3,985			10	12/01/2036	1	
31418C-FD-1	FN MA2863 - RMBS		03/01/2019	Paydown		6,479	6,479	6,488	6,487		(7)		(7)		6,479			16	01/01/2047	1	
31418C-ND-2	FN MA3087 - RMBS		03/01/2019	Paydown		5,755	5,755	5,906	5,899		(144)		(144)		5,755		0	0	17	08/01/2047	1
31418C-GB-3	FN MA3149 - RMBS		03/01/2019	Paydown		8,456	8,456	8,778	8,778		(323)		(323)		8,456			28	10/01/2047	1	
31418C-UB-5	FN MA3306 - RMBS		03/01/2019	Paydown		5,216	5,216	5,317	5,314		(98)		(98)		5,216			18	03/01/2048	1	
31419F-FW-1	FN AE4680 - RMBS		03/01/2019	Paydown		5,087	5,087	5,275	5,262		(175)		(175)		5,087		0	0	19	11/01/2040	1
378325-BK-9	GLENDALE ARIZ TRANSN EXCISE TAX REV		03/14/2019	WELLS FARGO BANK, N.A./SIG		407,005	350,000	423,308	398,351		(1,440)		(1,440)		396,910		10,094	10,094	12,493	07/01/2028	1FE
409327-HH-9	HAMPTON ROADS SANTN DIST VA WASTEWATER R		03/11/2019	PERSHING DIV OF DLJ SEC LINDING		414,789	350,000	431,298	411,416		(1,440)		(1,440)		409,976		4,813	4,813	10,792	08/01/2030	1FE
880591-EU-2	TENNESSEE VALLEY AUTHORITY		03/13/2019	MIZUHO SECURITIES USA/FIXED INCOME		204,635	205,000	204,842	204,871		3		3		204,873		(238)	(238)	3,651	02/01/2027	1
3199999. Subtotal - Bonds - U.S. Special Revenues						1,848,317	1,723,232	1,902,994	1,856,088		(21,410)		(21,410)		1,834,678		13,639	13,639	29,918	XXX	XXX
05565Q-CD-8	BP CAPITAL MARKETS PLC	C	02/01/2019	Adjustment															750	05/10/2023	1FE
12594C-BF-6	COMM 16DC2 A5 - CMBS		02/27/2019	WELLS FARGO SECURITIES LLC		397,571	390,000	401,669	398,612		(191)		(191)		398,421		(849)	(849)	3,671	02/12/2049	1FE
345397-YG-2	FORD MOTOR CREDIT COMPANY LLC		02/11/2019	CREDIT SUISSE SECURITIES (USA)		367,976	400,000	400,000	400,000						400,000		(32,024)	(32,024)	9,059	01/09/2024	2FE
36252A-AA-4	GSMS 15GS1 A1 - CMBS		03/01/2019	Paydown		17,315	17,315	17,315	17,310		5		5		17,315				32	11/13/2048	1FE
478160-CF-9	JOHNSON & JOHNSON		01/10/2019	LLC		386,964	400,000	398,984	399,064		1		1		399,065		(12,101)	(12,101)	5,276	03/03/2037	1FE
61764R-BC-1	MSBAM 15C20 A2 - CMBS		03/13/2019	MORGAN STANLEY CO		194,490	195,000	200,845	195,957		(268)		(268)		195,689		(1,200)	(1,200)	1,572	02/18/2048	1FE
66989G-AA-8	NOVARTIS SECURITIES INVESTMENT LTD	C	02/10/2019	Maturity @ 100.00		1,050,000	1,050,000	1,081,586	1,050,443		(443)		(443)		1,050,000				26,906	02/10/2019	1FE
713448-CX-4	PEPSICO INC		03/12/2019	CREDIT SUISSE SECURITIES (USA)		430,665	425,000	424,919	424,960		2		2		424,962		5,703	5,703	8,674	07/17/2022	1FE
74368C-AD-6	PROTECTIVE LIFE GLOBAL FUNDING		03/20/2019	Amherst Pierpont Securities		496,830	500,000	500,000	500,000						500,000		(3,170)	(3,170)	4,060	09/13/2019	1FE
78410T-AA-4	SCFET 171 A - ABS		03/20/2019	Paydown		10,913	10,913	10,910	11,083		(170)		(170)		10,913		0	0	19	01/20/2023	1FE
80285M-AF-6	SDART 184 B - ABS		01/07/2019	JPM/INTL FOSTONE		250,156	250,000	249,958	249,964		0		0		249,965		191	191	522	01/17/2023	1FE
83406E-AC-9	SOFI 18A A2B - ABS		02/28/2019	FINANCIAL INC		98,219	100,000	99,655	99,712		10		10		99,723		(1,504)	(1,504)	565	02/25/2042	1FE
842400-GF-4	SOUTHERN CALIFORNIA EDISON CO		02/25/2019	GOLDMAN		116,413	120,000		120,001		0		0		120,001		(3,587)	(3,587)	1,234	02/01/2022	1FE

STATEMENT AS OF MARCH 31, 2019 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Ident- ification	Description	For- eign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consid- eration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amor- tization)/ Accretion	Current Year's Other Than Temporary Impairment Recog- nized	Total Change in Book/ Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book /Adjusted Carrying Value	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Stated Con- tractual Maturity Date	NAIC Desig- nation and Admini- strative Symbol /Market Indicator (a)
842400-GL-1	SOUTHERN CALIFORNIA EDISON CO		02/07/2019	JP MORGAN SECURITIES LLC		289,158	300,000	300,057	300,050		(1)		(1)		300,049		(10,891)	(10,891)	1,983	06/01/2023	1FE
90931L-AA-6	UNITED AIRLINES INC - ABS		01/07/2019	Paydown		4,353	4,353	4,353	4,353						4,353		0	0	0	01/07/2030	1FE
918286-AA-3	VSTNA 18A A - ABS		03/20/2019	Paydown		16,570	16,570	16,570	16,570		1		1		16,570		0	0	49	02/20/2036	1FE
92211M-AC-7	VDC 181 A2 - ABS		03/15/2019	Paydown		175	175	175	175						175		0	0	1	02/16/2043	1FE
3899999. Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)						4,127,769	4,179,326	4,106,996	4,188,254		(1,053)		(1,053)		4,187,201		(59,432)	(59,432)	64,373	XXX	XXX
8399997. Total - Bonds - Part 4						8,543,981	8,382,046	8,598,914	8,614,842		(24,435)		(24,435)		8,590,405		(46,424)	(46,424)	128,355	XXX	XXX
8399998. Total - Bonds - Part 5						XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
8399999. Total - Bonds						8,543,981	8,382,046	8,598,914	8,614,842		(24,435)		(24,435)		8,590,405		(46,424)	(46,424)	128,355	XXX	XXX
8999997. Total - Preferred Stocks - Part 4							XXX													XXX	XXX
8999998. Total - Preferred Stocks - Part 5						XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
8999999. Total - Preferred Stocks							XXX													XXX	XXX
9799997. Total - Common Stocks - Part 4							XXX													XXX	XXX
9799998. Total - Common Stocks - Part 5						XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
9799999. Total - Common Stocks							XXX													XXX	XXX
9899999. Total - Preferred and Common Stocks							XXX													XXX	XXX
9999999 - Totals						8,543,981	XXX	8,598,914	8,614,842		(24,435)		(24,435)		8,590,405		(46,424)	(46,424)	128,355	XXX	XXX

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

SCHEDULE DB - PART A - SECTION 1

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

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17	18	19	20	21	22	23
Description	Description of Item(s) Hedged, Used for Income Generation or Replicated	Schedule/ Exhibit Identifier	Type(s) of Risk(s) (a)	Exchange, Counterparty or Central Clearinghouse	Trade Date	Date of Maturity or Expiration	Number of Contracts	Notional Amount	Strike Price or Index (Paid)	Cumulative Prior Year's Initial Cost of Hedge (Received) Paid	Current Year's Cost of Hedge (Paid) Premium Paid	Current Year Income	Book/ Adjusted Carrying Value	Code	Fair Value	Unrealized Valuation Increase/ (Decrease)	Total Foreign Exchange Change in B./A.C.V.	Current Year's (Amortization)/ Accretion	Adjustment to Carrying Value of Hedged Item	Potential Exposure	Credit Quality of Reference Entity	Hedge Effectiveness at Inception and at Quarter-end (b)
1449999999 - Totals														XXX							XXX	XXX

(a)	Code	Description of Hedged Risk(s)

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

SCHEDULE DB - PART B - SECTION 1

[illegible]

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

SCHEDULE DB - PART D - SECTION 1

1 Description of Exchange, Counterparty or Central Clearinghouse	2 Master Agreement (Y or N)	3 Credit Support Annex (Y or N)	4 Fair Value of Acceptable Collateral	Book/Adjusted Carrying Value			Fair Value			11 Potential Exposure	12 Off-Balance Sheet Exposure
				5 Contracts With Book/Adjusted Carrying Value >0	6 Contracts With Book/Adjusted Carrying Value <0	7 Exposure Net of Collateral	8 Contracts With Fair Value >0	9 Contracts With Fair Value <0	10 Exposure Net of Collateral		
0199999999 - Aggregate Sum of Exchange Traded Derivatives	XXX	XXX	XXX								
<div style="text-align: center; font-size: 100px; font-weight: bold;">NONE</div>											
0999999999 - Gross Totals											
1. Offset per SSAP No. 64											
2. Net after right of offset per SSAP No. 64											

STATEMENT AS OF MARCH 31, 2019 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

SCHEDULE DB - PART D - SECTION 2

Collateral for Derivative Instruments Open as of Current Statement Date

Collateral Pledged by Reporting Entity

1	2	3	4	5	6	7	8	9
Exchange, Counterparty or Central Clearinghouse	Type of Asset Pledged	CUSIP Identification	Description	Fair Value	Par Value	Book/Adjusted Carrying Value	Maturity Date	Type of Margin (I, V or IV)
NONE								
0199999999 - Total							XXX	XXX

Collateral Pledged to Reporting Entity

1	2	3	4	5	6	7	8	9
Exchange, Counterparty or Central Clearinghouse	Type of Asset Pledged	CUSIP Identification	Description	Fair Value	Par Value	Book/Adjusted Carrying Value	Maturity Date	Type of Margin (I, V or IV)
NONE								
0299999999 - Total						XXX	XXX	XXX

SCHEDULE DL - PART 1
SECURITIES LENDING COLLATERAL ASSETS

(Securities lending collateral assets reported in aggregate on Line 10 of the Assets page and not included on Schedules A, B, BA, D, DB and E)

NONE

XXX

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

SCHEDULE DL - PART 2
SECURITIES LENDING COLLATERAL ASSETS

(Securities lending collateral assets included on Schedules A, B, BA, D, DB and E and not reported in aggregate on Line 10 of the Assets page)

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

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

SCHEDULE E - PART 1 - CASH

[illegible]

SCHEDULE E - PART 2 - CASH EQUIVALENTS

[illegible]



SUPPLEMENT FOR THE QUARTER ENDING MARCH 31, 2019 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

DIRECTOR AND OFFICER INSURANCE COVERAGE SUPPLEMENT

Year To Date For The Period Ended MARCH 31, 2019

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
\$	\$25	\$

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:

\$19,501

2.32 Amount estimated using reasonable assumptions:

\$
- 2.4 If the answer to question 2.1 is yes, provide direct losses incurred (losses paid plus change in case reserves) for the D&O liability coverage provided in CMP packaged policies.

\$