



PROPERTY AND CASUALTY COMPANIES - ASSOCIATION EDITION

QUARTERLY STATEMENT

AS OF JUNE 30, 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	Zelda Jean Holcomb, Ph.D. #	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 JUNE 30, 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	98,708,868		98,708,868	96,321,134
2. Stocks:				
2.1 Preferred stocks				
2.2 Common stocks	5,197,399		5,197,399	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 (\$	492,390			
) , cash equivalents				
(\$	100,002			
) and short-term				
investments (\$				
)	592,392		592,392	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)	104,498,659		104,498,659	101,588,713
13. Title plants less \$				
charged off (for Title insurers				
only)				
14. Investment income due and accrued	736,354		736,354	713,580
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	10,892,886	129,133	10,763,753	9,892,521
15.2 Deferred premiums, agents' balances and installments booked but				
deferred and not yet due (including \$	53,624			
earned but unbilled premiums)	509,124	5,958	503,166	638,254
15.3 Accrued retrospective premiums (\$				
) and				
contracts subject to redetermination (\$				
)				
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers	226,479		226,479	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				
18.2 Net deferred tax asset	1,188,454		1,188,454	1,323,078
19. Guaranty funds receivable or on deposit	950,327		950,327	1,250,270
20. Electronic data processing equipment and software	31,206		31,206	38,356
21. Furniture and equipment, including health care delivery assets				
(\$				
)	7,144	7,144		
22. Net adjustment in assets and liabilities due to foreign exchange rates				
23. Receivables from parent, subsidiaries and affiliates	1,415,432		1,415,432	1,113,490
24. Health care (\$				
) and other amounts receivable				
25. Aggregate write-ins for other than invested assets	2,324,266	1,620,787	703,479	911,894
26. Total assets excluding Separate Accounts, Segregated Accounts and				
Protected Cell Accounts (Lines 12 to 25)	122,780,333	1,763,023	121,017,310	117,694,440
27. From Separate Accounts, Segregated Accounts and Protected Cell				
Accounts				
28. Total (Lines 26 and 27)	122,780,333	1,763,023	121,017,310	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	638,216	103,524	534,693	714,477
2502. Equities and Deposits in Pools and Associations	171,225	2,439	168,786	197,417
2503. Prepaid Expenses	545,662	545,662		
2598. Summary of remaining write-ins for Line 25 from overflow page	969,163	969,163		
2599. Totals (Lines 2501 through 2503 plus 2598)(Line 25 above)	2,324,266	1,620,787	703,479	911,894

STATEMENT AS OF JUNE 30, 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 \$7,849,291)	33,336,509	32,406,684
2. Reinsurance payable on paid losses and loss adjustment expenses		
3. Loss adjustment expenses	8,081,317	7,904,375
4. Commissions payable, contingent commissions and other similar charges	731,988	937,463
5. Other expenses (excluding taxes, licenses and fees)	1,005,336	1,276,353
6. Taxes, licenses and fees (excluding federal and foreign income taxes)	630,906	781,025
7.1 Current federal and foreign income taxes (including \$929 on realized capital gains (losses))	1,103,392	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 \$115,559,708 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)	15,191,949	15,164,259
10. Advance premium	87,454	117,221
11. Dividends declared and unpaid:		
11.1 Stockholders		
11.2 Policyholders	170,799	194,950
12. Ceded reinsurance premiums payable (net of ceding commissions)	156,993	182,957
13. Funds held by company under reinsurance treaties		
14. Amounts withheld or retained by company for account of others	1,864,538	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		
20. Derivatives		
21. Payable for securities	249,428	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	(225,529)	(253,802)
26. Total liabilities excluding protected cell liabilities (Lines 1 through 25)	62,443,779	60,898,249
27. Protected cell liabilities		
28. Total liabilities (Lines 26 and 27)	62,443,779	60,898,249
29. Aggregate write-ins for special surplus funds	330,082	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)	49,603,647	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)	58,573,531	56,796,191
38. Totals (Page 2, Line 28, Col. 3)	121,017,310	117,694,440
DETAILS OF WRITE-INS		
2501. Contingent Balances in Safety Groups	59,220	44,550
2502. Liability for Pension Benefits	(284,749)	(298,352)
2503.		
2598. Summary of remaining write-ins for Line 25 from overflow page		
2599. Totals (Lines 2501 through 2503 plus 2598)(Line 25 above)	(225,529)	(253,802)
2901. Reserve for Undeclared Dividends	330,082	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)	330,082	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 \$ 120,392,872)	125,162,678	115,512,362	238,310,812
1.2 Assumed (written \$ 15,647,093)	15,619,193	14,674,030	30,144,008
1.3 Ceded (written \$ 120,394,716)	125,164,312	115,513,692	238,312,376
1.4 Net (written \$ 15,645,249)	15,617,559	14,672,700	30,142,445
DEDUCTIONS:			
2. Losses incurred (current accident year \$ 10,671,045):			
2.1 Direct	54,561,091	66,814,758	126,479,660
2.2 Assumed	8,032,574	7,787,593	15,307,370
2.3 Ceded	54,556,815	66,809,251	126,473,156
2.4 Net	8,036,851	7,793,099	15,313,874
3. Loss adjustment expenses incurred	1,962,920	1,697,159	3,576,976
4. Other underwriting expenses incurred	5,411,199	5,010,969	10,367,161
5. Aggregate write-ins for underwriting deductions			
6. Total underwriting deductions (Lines 2 through 5)	15,410,970	14,501,227	29,258,011
7. Net income of protected cells			
8. Net underwriting gain or (loss) (Line 1 minus Line 6 + Line 7)	206,589	171,472	884,434
INVESTMENT INCOME			
9. Net investment income earned	1,645,450	1,543,488	3,146,182
10. Net realized capital gains (losses) less capital gains tax of \$ 929	(429)	273,947	96,796
11. Net investment gain (loss) (Lines 9 + 10)	1,645,021	1,817,435	3,242,977
OTHER INCOME			
12. Net gain or (loss) from agents' or premium balances charged off (amount recovered \$ 5,342 amount charged off \$ 41,526)	(36,185)	(41,580)	(97,932)
13. Finance and service charges not included in premiums	155,495	170,219	329,997
14. Aggregate write-ins for miscellaneous income	(120,194)	(108,475)	(233,164)
15. Total other income (Lines 12 through 14)	(884)	20,164	(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)	1,850,726	2,009,071	4,126,312
17. Dividends to policyholders	152,393	135,486	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)	1,698,333	1,873,585	3,745,247
19. Federal and foreign income taxes incurred	365,177	297,871	584,806
20. Net income (Line 18 minus Line 19)(to Line 22)	1,333,156	1,575,714	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)	1,333,156	1,575,714	3,160,441
23. Net transfers (to) from Protected Cell accounts			
24. Change in net unrealized capital gains (losses) less capital gains tax of \$ 160,702	604,545	(222,082)	(517,698)
25. Change in net unrealized foreign exchange capital gain (loss)			
26. Change in net deferred income tax	26,078	15,801	102,158
27. Change in nonadmitted assets	(143,037)	47,219	(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	(43,402)	(131,338)	(243,748)
38. Change in surplus as regards policyholders (Lines 22 through 37)	1,777,340	1,285,313	2,292,803
39. Surplus as regards policyholders, as of statement date (Lines 21 plus 38)	58,573,531	55,788,701	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	399	237	342
1402. Miscellaneous Income	(120,593)	(108,712)	(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)	(120,194)	(108,475)	(233,164)
3701. Contingent Balance in Safety Groups	(14,670)	(15,510)	(15,270)
3702. Pension Benefit Obligation	(13,603)	3,976	(9,716)
3703. Pension Expense	(15,129)	(119,804)	(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)	(43,402)	(131,338)	(243,748)

STATEMENT AS OF JUNE 30, 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	14,853,032	14,016,619	30,272,333
2. Net investment income	1,735,741	1,688,232	3,421,452
3. Miscellaneous income	(884)	20,164	(1,099)
4. Total (Lines 1 to 3)	16,587,889	15,725,015	33,692,686
5. Benefit and loss related payments	7,109,221	7,286,641	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	7,513,187	7,021,021	13,286,777
8. Dividends paid to policyholders	176,543	151,425	316,625
9. Federal and foreign income taxes paid (recovered) net of \$929 tax on capital gains (losses)			864,865
10. Total (Lines 5 through 9)	14,798,952	14,459,088	28,677,238
11. Net cash from operations (Line 4 minus Line 10)	1,788,937	1,265,927	5,015,448
Cash from Investments			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds	12,336,426	9,556,963	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)	12,336,426	10,656,963	19,405,286
13. Cost of investments acquired (long-term only):			
13.1 Bonds	14,595,591	12,586,804	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)	14,595,591	12,586,804	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)	(2,259,165)	(1,929,841)	(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)	227,192	474,995	(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)	227,192	474,995	(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) ..	(243,035)	(188,918)	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)	592,392	345,850	835,427

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

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STATEMENT AS OF JUNE 30, 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	\$ 1,333,156	\$ 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>\$ 1,333,156</u>	<u>\$ 3,160,441</u>
<u>Surplus</u>					
(5) Statutory surplus, state basis (Page 3, Line 37, Columns 1 & 2)	XXX	XXX	XXX	\$ 58,573,631	\$ 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>\$ 58,573,631</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 JUNE 30, 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
982	144,483	145,465

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

Less than 12 months	Greater than 12 months	Total
396,104	10,270,801	10,666,905

(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 JUNE 30, 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	\$5,197,399	0	0		\$5,197,399
Total Assets at Fair Value / NAV	\$5,297,401	0	0		\$5,297,401

- (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	102,452,864	98,808,870	100,002	102,352,862	0		0
Common Stock	5,197,399	5,197,399	5,197,399	0	0		0

- D. Not applicable.

Note 21 – Other Items

No change.

Note 22 – Events Subsequent

No change.

Property & Casualty Specific Notes

Note 23 – Reinsurance

No change.

Note 24 – Retrospectively Rated Contracts and Contracts Subject to Redetermination

No change.

STATEMENT AS OF JUNE 30, 2019 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

NOTES TO FINANCIAL STATEMENTS

Note 25 – Change in Incurred Losses and Loss Adjustment Expenses

Reserves as of December 31, 2018 were \$40.3 million. As of June 30, 2019, \$6.1 million has been paid for incurred claims and claim adjustment expenses attributable to insured events of prior years. Reserves remaining for prior years are now \$33.5 million as a result of re-estimation of unpaid claims and claim adjustment expenses. Therefore, there has been a \$700 thousand favorable prior-year development since December 31, 2018 to June 30, 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.

STATEMENT AS OF JUNE 30, 2019 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES

GENERAL

- 1.1

Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act?

Yes [] No [X]
- 1.2

If yes, has the report been filed with the domiciliary state?

Yes [] No []
- 2.1

Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity?

Yes [] No [X]
- 2.2

If yes, date of change:
- 3.1

Is the reporting entity a member of an Insurance Holding Company System consisting of two or more affiliated persons, one or more of which is an insurer?

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

STATEMENT AS OF JUNE 30, 2019 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

GENERAL INTERROGATORIES

- 9.1

Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards?
(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 [X] No []
- 9.21

If the response to 9.2 is Yes, provide information related to amendment(s).
The Code of Conduct was amended in April 2019 to require all employees and directors to notify the Company within thirty days after they have been subject to an injunction, judgment or decree involving a violation of antifraud, antitrust or insurance laws, or if a company they served as an officer, director or owner has been placed in bankruptcy or receivership or had its charter revoked.
- 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 [X] No []
- 10.2

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

\$ 1,415,432

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 JUNE 30, 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 [X]

GENERAL INTERROGATORIES

PART 2 - PROPERTY & CASUALTY INTERROGATORIES

1.

If the reporting entity is a member of a pooling arrangement, did the agreement or the reporting entity's participation change?
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 []

SCHEDULE F - CEDED REINSURANCE

[illegible]

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	13,447,921	13,649,755	7,047,305	9,319,334	22,631,586	26,455,941
8. Delaware.....DE	L	721,557	982,786	281,404	173,649	2,459,037	2,526,921
9. District of Columbia.....DC	L	81,242	20,503		209	38,853	19,103
10. Florida.....FL	N						
11. Georgia.....GA	L	6,399,518	5,720,367	3,185,077	2,352,662	13,514,554	8,641,050
12. Hawaii.....HI	N						
13. Idaho.....ID	N						
14. Illinois.....IL	L	4,166,484	3,766,117	1,495,827	1,991,521	4,377,419	3,231,222
15. Indiana.....IN	L	725,849	504,944	(9,698)	115,272	243,337	464,488
16. Iowa.....IA	N						
17. Kansas.....KS	L	72,978	64,587			814,515	249,745
18. Kentucky.....KY	N						
19. Louisiana.....LA	N						
20. Maine.....ME	N						
21. Maryland.....MD	L	2,202,184	2,288,386	2,582,386	1,094,712	7,700,414	8,583,079
22. Massachusetts.....MA	L	6,366,806	6,210,079	2,678,999	3,118,014	12,170,509	19,332,840
23. Michigan.....MI	L	1,609,841	1,687,655	46,487	345,200	2,479,914	1,313,571
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	508,097	458,656	162,097	425,979	708,575	1,085,349
31. New Jersey.....NJ	L	25,168,794	24,443,026	15,510,529	10,253,360	54,584,940	57,076,696
32. New Mexico.....NM	N						
33. New York.....NY	L	34,225,658	31,736,466	10,696,196	15,908,759	77,411,213	67,675,359
34. North Carolina.....NC	L	3,803,769	3,850,366	2,722,911	2,050,116	4,483,855	4,930,222
35. North Dakota.....ND	N						
36. Ohio.....OH	L	3,981,394	3,529,052	1,891,674	1,236,219	3,853,333	2,376,909
37. Oklahoma.....OK	N						
38. Oregon.....OR	N						
39. Pennsylvania.....PA	L	5,022,544	5,135,048	3,932,652	2,300,671	12,734,069	10,265,476
40. Rhode Island.....RI	L	112,659	182,192	146,138	248,395	464,917	598,410
41. South Carolina.....SC	L	316,459		5,000		18,880	
42. South Dakota.....SD	N						
43. Tennessee.....TN	L	1,144,498	982,597	479,823	243,818	1,813,113	1,821,692
44. Texas.....TX	L	7,139,399	5,149,385	2,283,622	2,492,910	7,716,243	6,551,009
45. Utah.....UT	N						
46. Vermont.....VT	N						
47. Virginia.....VA	L	2,692,952	2,511,612	1,246,712	1,856,297	3,244,941	3,197,093
48. Washington.....WA	N						
49. West Virginia.....WV	N						
50. Wisconsin.....WI	L	482,269	596,798	44,830	1,146,409	1,472,534	2,709,518
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	120,392,872	113,470,378	56,429,971	56,673,506	234,936,750	229,105,692
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.....

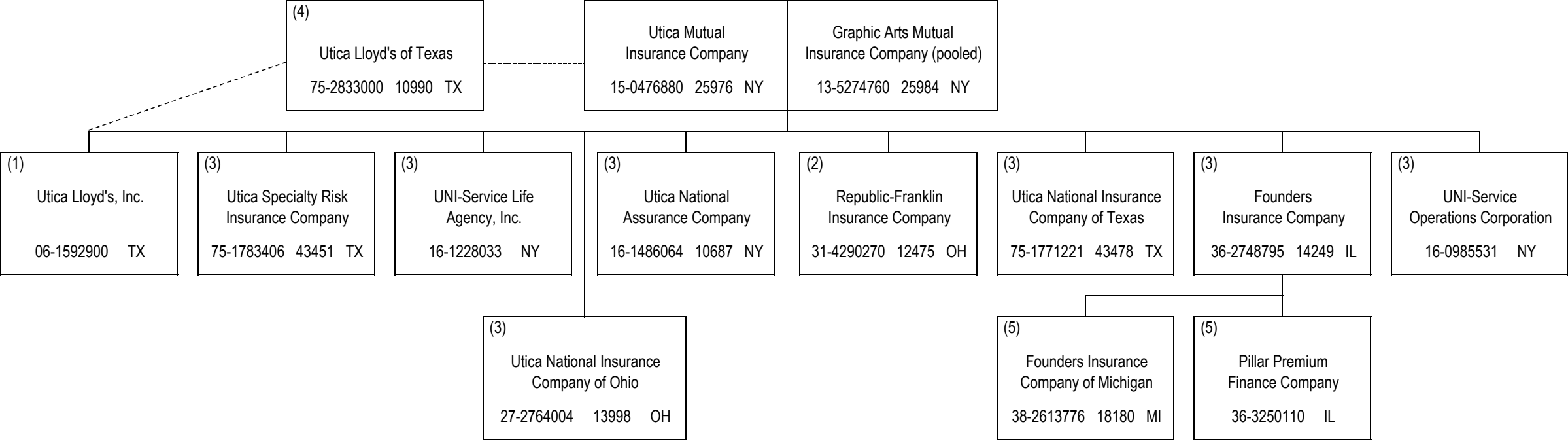
N - None of the above - Not allowed to write business in the state35

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

PART 1 - ORGANIZATIONAL CHART

UTICA NATIONAL INSURANCE GROUP ORGANIZATION STRUCTURE JUNE 30, 2019

⇒



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	17,855	(30)	(0.2)	(3.2)
2.	Allied Lines	28,871			(39.3)
3.	Farmowners multiple peril				
4.	Homeowners multiple peril	6,883,437	4,736,652	68.8	86.3
5.	Commercial multiple peril	45,929,969	21,889,451	47.7	58.2
6.	Mortgage guaranty				
8.	Ocean marine				
9.	Inland marine	145,956	5,736	3.9	10.2
10.	Financial guaranty				
11.1	Medical professional liability - occurrence				
11.2	Medical professional liability - claims-made				
12.	Earthquake	5,253			
13.	Group accident and health				
14.	Credit accident and health				
15.	Other accident and health				
16.	Workers' compensation	22,531,475	12,010,483	53.3	63.7
17.1	Other liability - occurrence	3,627,428	(434,793)	(12.0)	6.5
17.2	Other liability - claims-made	10,699,334	(2,391,607)	(22.4)	74.5
17.3	Excess workers' compensation				
18.1	Products liability - occurrence	53,424	11,826	22.1	3.0
18.2	Products liability - claims-made				
19.1,19.2	Private passenger auto liability	2,353,467	1,385,724	58.9	53.3
19.3,19.4	Commercial auto liability	24,881,421	12,562,382	50.5	41.6
21.	Auto physical damage	8,001,427	4,785,436	59.8	62.2
22.	Aircraft (all perils)				
23.	Fidelity				
24.	Surety	2,338	(167)	(7.1)	8.5
26.	Burglary and theft	1,024	(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	125,162,678	54,561,091	43.6	57.8
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	4,075	20,851	12,062
2.	Allied Lines	5,821	34,186	11,986
3.	Farmowners multiple peril			
4.	Homeowners multiple peril	3,450,386	6,372,539	7,064,546
5.	Commercial multiple peril	21,304,455	40,034,304	34,762,667
6.	Mortgage guaranty			
8.	Ocean marine			
9.	Inland marine	74,405	141,668	158,173
10.	Financial guaranty			
11.1	Medical professional liability - occurrence			
11.2	Medical professional liability - claims-made			
12.	Earthquake	3,067	4,861	4,861
13.	Group accident and health			
14.	Credit accident and health			
15.	Other accident and health			
16.	Workers' compensation	12,268,980	25,013,847	25,915,473
17.1	Other liability - occurrence	1,260,223	2,335,934	1,953,992
17.2	Other liability - claims-made	5,446,350	11,099,770	10,613,176
17.3	Excess workers' compensation			
18.1	Products liability - occurrence	124,087	146,646	52,950
18.2	Products liability - claims-made			
19.1,19.2	Private passenger auto liability	1,219,089	2,276,611	2,486,382
19.3,19.4	Commercial auto liability	13,028,385	24,747,816	23,575,883
21.	Auto physical damage	4,101,693	8,162,372	6,857,482
22.	Aircraft (all perils)			
23.	Fidelity			
24.	Surety			
26.	Burglary and theft	784	1,468	746
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	62,291,800	120,392,872	113,470,378
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 JUNE 30, 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	2,302	58	2,359	8,704	124	8,453	17,281	670	(1,018)	(348)
2. 2017	3,328	4,197	7,525	1,005	71	1,076	2,842	226	3,319	6,387	519	(581)	(62)
3. Subtotals 2017 + Prior	13,664	13,849	27,512	3,307	128	3,435	11,546	350	11,772	23,667	1,189	(1,599)	(410)
4. 2018	4,697	8,102	12,799	2,197	439	2,636	3,381	516	6,004	9,901	881	(1,142)	(261)
5. Subtotals 2018 + Prior	18,361	21,950	40,311	5,504	568	6,071	14,927	866	17,776	33,569	2,070	(2,741)	(671)
6. 2019	XXX	XXX	XXX	XXX	2,822	2,822	XXX	2,827	5,023	7,849	XXX	XXX	XXX
7. Totals	18,361	21,950	40,311	5,504	3,389	8,893	14,927	3,692	22,799	41,418	2,070	(2,741)	(671)
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. 11.3	2. (12.5)	3. (1.7)
											Col. 13, Line 7 As a % of Col. 1 Line 8		
											4. (1.2)		

STATEMENT AS OF JUNE 30, 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.

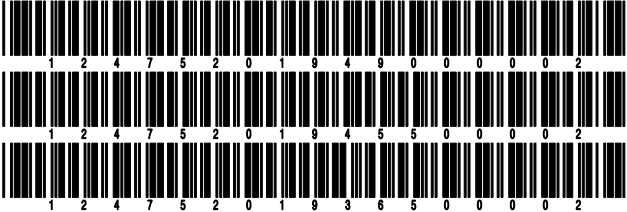
	Response
1. Will the Trusteed Surplus Statement be filed with the state of domicile and the NAIC with this statement?	NO
2. Will Supplement A to Schedule T (Medical Professional Liability Supplement) be filed with this statement?	NO
3. Will the Medicare Part D Coverage Supplement be filed with the state 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 JUNE 30, 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	969,163	969,163		
2597.	Summary of remaining write-ins for Line 25 from overflow page	969,163	969,163		

SCHEDULE A - VERIFICATION

Real Estate

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

SCHEDULE B - VERIFICATION

Mortgage Loans

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

SCHEDULE D - VERIFICATION

Bonds and Stocks

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year	100,753,280	97,661,613
2. Cost of bonds and stocks acquired	14,844,269	23,319,957
3. Accrual of discount	26,610	27,272
4. Unrealized valuation increase (decrease)	765,247	(655,314)
5. Total gain (loss) on disposals	500	124,592
6. Deduct consideration for bonds and stocks disposed of	12,336,426	19,447,875
7. Deduct amortization of premium	147,217	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)	103,906,262	100,753,280
12. Deduct total nonadmitted amounts		
13. Statement value at end of current period (Line 11 minus Line 12)	103,906,262	100,753,280

STATEMENT AS OF JUNE 30, 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)	80,056,531	2,308,689	2,640,580	(782,237)	80,056,531	78,942,403		78,119,542
2. NAIC 2 (a)	18,623,897	1,534,408	1,104,942	713,103	18,623,897	19,766,466		18,201,592
3. NAIC 3 (a)								
4. NAIC 4 (a)								
5. NAIC 5 (a)								
6. NAIC 6 (a)								
7. Total Bonds	98,680,428	3,843,097	3,745,522	(69,135)	98,680,428	98,708,868		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	98,680,428	3,843,097	3,745,522	(69,135)	98,680,428	98,708,868		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

N O N E

Schedule DA - Verification - Short-Term Investments

N O N E

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

N O N E

Schedule DB - Part B - Verification - Futures Contracts

N O N E

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

N O N E

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

N O N E

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

N O N E

SCHEDULE E - PART 2 - VERIFICATION

(Cash Equivalents)

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	100,002	
2. Cost of cash equivalents acquired	7,196	209,323
3. Accrual of discount		
4. Unrealized valuation increase (decrease)		
5. Total gain (loss) on disposals		
6. Deduct consideration received on disposals	7,196	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

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

N O N E

Schedule A - Part 3 - Real Estate Disposed

N O N E

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

N O N E

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

N O N E

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

N O N E

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

N O N E

STATEMENT AS OF JUNE 30, 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)
00138C-AK-4	AIG GLOBAL FUNDING		.06/25/2019	JP MORGAN SECURITIES LLC		249,928	250,000		1FE
024836-AE-8	AMERICAN CAMPUS COMMUNITIES OPERATING PA		.06/12/2019	WELLS FARGO SECURITIES LLC		498,520	500,000		2FE
06738E-BD-6	BARCLAYS PLC	C	.06/19/2019	BARCLAYS CAPITAL INC		263,423	250,000	1,208	2FE
404280-AW-9	HSBC HOLDINGS PLC	C	.05/06/2019	MERRILL LYNCH PIERCE FENNER		416,120	400,000	2,867	1FE
459200-JY-8	INTERNATIONAL BUSINESS MACHINES CORP		.05/14/2019	Citigroup (SSB)		249,200	250,000	21	1FE
594918-BY-9	MICROSOFT CORP		.04/05/2019	US BANCORP INVESTMENTS INC		255,490	250,000	1,444	1FE
693475-AV-7	PNC FINANCIAL SERVICES GROUP INC		.04/08/2019	MERRILL LYNCH PIERCE FENNER		358,327	350,000	2,620	1FE
780097-BK-6	ROYAL BANK OF SCOTLAND GROUP PLC	C	.06/20/2019	VARIOUS		772,465	750,000	6,878	2FE
822582-CB-6	SHELL INTERNATIONAL FINANCE BV	C	.05/06/2019	WELLS FARGO SECURITIES LLC		263,485	250,000	4,709	1FE
87612E-BH-8	TARGET CORP		.05/31/2019	RBC CAPITAL MARKETS		516,140	500,000	3,141	1FE
3899999. Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)						3,843,097	3,750,000	22,888	XXX
8399997. Total - Bonds - Part 3						3,843,097	3,750,000	22,888	XXX
8399998. Total - Bonds - Part 5						XXX	XXX	XXX	XXX
8399999. Total - Bonds						3,843,097	3,750,000	22,888	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						3,843,097	XXX	22,888	XXX

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

STATEMENT AS OF JUNE 30, 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 Identification	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 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		06/01/2019	Paydown		30,893	30,893	31,050	31,050		(157)		(157)		30,893				670	03/20/2043	1
36202E-RS-0	G2 004097 - RMBS		06/01/2019	Paydown		1,678	1,645	1,645	1,645		33		33		1,678		0	0	66	03/20/2038	1
36205B-4L-3	GN 386127 - RMBS		06/01/2019	Paydown		404	404	405	404		0		0		404		0	0	26	01/15/2030	1
36209D-B2-9	GN 468157 - RMBS		06/01/2019	Paydown		187	187	187	187		0		0		187		0	0	19	08/15/2028	1
36209U-PA-8	GN 492017 - RMBS		06/01/2019	Paydown		85	85	85	85		0		0		85				4	08/15/2028	1
36209W-4J-8	GN 484225 - RMBS		06/01/2019	Paydown		29	29	33	29		0		0		29				2	08/15/2028	1
36211C-QY-1	GN 509071 - RMBS		06/01/2019	Paydown		443	443	420	425		18		18		443				22	05/15/2029	1
36220U-Z2-0	GN 288861 - RMBS		06/01/2019	Paydown		338	338	335	336		2		2		338				17	12/15/2022	1
36224J-HS-4	GN 329741 - RMBS		06/01/2019	Paydown		24	24	24	24		0		0		24		0	0	3	01/15/2023	1
36225A-KU-3	GN 780307 - RMBS		06/01/2019	Paydown		169	169	181	172		(3)		(3)		169				17	12/15/2021	1
36225A-NY-2	GN 780407 - RMBS		06/01/2019	Paydown		671	671	675	672		0		0		671				33	08/15/2024	1
36290S-ZC-8	GN 616439 - RMBS		06/01/2019	Paydown		1,865	1,865	1,858	1,859		6		6		1,865		0	0	113	06/15/2024	1
38378B-7C-7	GNR 1333 A - CMBS		06/01/2019	Paydown		5,639	5,639	5,613	5,631		8		8		5,639				39	07/16/2038	1
0599999. Subtotal - Bonds - U.S. Governments						42,425	42,425	42,513	42,518		(93)		(93)		42,425		0	0	1,031	XXX	XXX
419791-SZ-7	HAWAII ST		04/08/2019	PERSHING DIV OF DLJ SEC LINDING		212,944	185,000	219,682	206,727		(986)		(986)		205,741		7,203	7,203	6,398	08/01/2029	1FE
1799999. Subtotal - Bonds - U.S. States, Territories and Possessions						212,944	185,000	219,682	206,727		(986)		(986)		205,741		7,203	7,203	6,398	XXX	XXX
31283G-K8-9	FH 600319 - RMBS		06/01/2019	Paydown		19	19	19	19		0		0		19				2	04/01/2025	1
31283H-HN-8	FH 601137 - RMBS		06/01/2019	Paydown		22	22	22	22		0		0		22				2	09/01/2030	1
31287Q-ND-9	FH C64888 - RMBS		06/01/2019	Paydown		50	50	51	50		0		0		50		0	0	5	03/01/2032	1
31288E-B5-5	FH C75460 - RMBS		06/01/2019	Paydown		521	521	528	528		(7)		(7)		521		0	0	24	01/01/2033	1
3128M9-2M-3	FH 607680 - RMBS		06/01/2019	Paydown		5,614	5,614	5,929	5,917		(303)		(303)		5,614				178	04/01/2044	1
3128M9-XG-2	FH 607579 - RMBS		06/01/2019	Paydown		13,736	13,736	14,230	14,235		(499)		(499)		13,736				324	08/01/2043	1
3128MC-UII-3	FH G13997 - RMBS		06/01/2019	Paydown		2,798	2,798	2,867	2,850		(53)		(53)		2,798				85	12/01/2025	1
3128ME-4A-6	FH G16017 - RMBS		06/01/2019	Paydown		7,808	7,808	8,018	7,992		(184)		(184)		7,808				173	12/01/2031	1
3128ME-6K-2	FH G16074 - RMBS		06/01/2019	Paydown		7,141	7,141	7,337	7,316		(174)		(174)		7,141				169	02/01/2032	1
3128MJ-2G-4	FH G08774 - RMBS		06/01/2019	Paydown		7,035	7,035	7,266	7,252		(217)		(217)		7,035				178	08/01/2047	1
3128MJ-UH-1	FH G08583 - RMBS		06/01/2019	Paydown		4,877	4,877	5,239	5,248		(371)		(371)		4,877		0	0	178	04/01/2044	1
3128MJ-YM-6	FH G08715 - RMBS		06/01/2019	Paydown		5,897	5,897	6,134	6,116		(220)		(220)		5,897				134	08/01/2046	1
3128MJ-YT-1	FH G08721 - RMBS		06/01/2019	Paydown		4,797	4,797	4,981	4,965		(169)		(169)		4,797		0	0	110	09/01/2046	1
3128MJ-Z9-4	FH G08767 - RMBS		06/01/2019	Paydown		9,495	9,495	10,030	10,020		(525)		(525)		9,495		0	0	278	06/01/2047	1
3128MJ-ZH-6	FH G08743 - RMBS		06/01/2019	Paydown		13,988	13,988	14,724	14,711		(723)		(723)		13,988				411	01/01/2047	1
3128MJ-ZP-8	FH G08749 - RMBS		06/01/2019	Paydown		11,784	11,784	12,370	12,375		(591)		(591)		11,784				345	02/01/2047	1
3128MM-WS-8	FH G18656 - RMBS		06/01/2019	Paydown		11,978	11,978	12,263	12,255		(277)		(277)		11,978				316	08/01/2032	1
3128P8-C4-1	FH C91891 - RMBS		06/01/2019	Paydown		5,386	5,386	5,656	5,621		(236)		(236)		5,386				123	09/01/2036	1
31292H-D6-8	FH C01025 - RMBS		06/01/2019	Paydown		27	27	27	27		0		0		27				5	07/01/2030	1
31292K-7G-6	FH C03595 - RMBS		06/01/2019	Paydown		7,099	7,099	7,397	7,381		(282)		(282)		7,099				231	10/01/2040	1
31293R-ME-8	FH C27557 - RMBS		06/01/2019	Paydown		70	70	67	68		3		3		70		0	0	4	06/01/2029	1
31294Z-NF-8	FH A93990 - RMBS		06/01/2019	Paydown		2,362	2,362	2,443	2,442		(80)		(80)		2,362		0	0	78	09/01/2040	1
31298U-CF-4	FH C57270 - RMBS		06/01/2019	Paydown		181	181	178	178		2		2		181		0	0	8	09/01/2031	1
31298W-CR-4	FH C59080 - RMBS		06/01/2019	Paydown		137	137	137	137		1		1		137				7	10/01/2031	1
31307A-EK-4	FH J21938 - RMBS		06/01/2019	Paydown		20,747	20,747	21,651	21,308		(562)		(562)		20,747				439	01/01/2028	1
31320D-H5-4	FH Q00252 - RMBS		06/01/2019	Paydown		16,880	16,880	17,313	17,272		(392)		(392)		16,880				488	04/01/2041	1
3132GK-5A-0	FH Q04741 - RMBS		06/01/2019	Paydown		4,923	4,923	5,262	5,274		(350)		(350)		4,923				197	11/01/2041	1
3132GK-V9-4	FH Q04540 - RMBS		06/01/2019	Paydown		15,082	15,082	15,371	15,350		(268)		(268)		15,082				443	11/01/2041	1
3132GK-ZN-9	FH Q04649 - RMBS		06/01/2019	Paydown		16,163	16,163	16,425	16,398		(235)		(235)		16,163				474	11/01/2041	1
3132GL-FM-1	FH Q04972 - RMBS		06/01/2019	Paydown		12,353	12,353	12,622	12,578		(225)		(225)		12,353				331	12/01/2041	1
3132J4-GX-1	FH G30913 - RMBS		06/01/2019	Paydown		5,147	5,147	5,485	5,469		(323)		(323)		5,147				157	04/01/2036	1
3132J6-US-1	FH 015592 - RMBS		06/01/2019	Paydown		6,608	6,608	6,762	6,736		(128)		(128)		6,608		0	0	193	02/01/2043	1
3132L8-CS-4	FH V82791 - RMBS		06/01/2019	Paydown		7,482	7,482	7,388	7,391		91		91		7,482				159	12/01/2046	1
3132M8-3G-9	FH Q28299 - RMBS		06/01/2019	Paydown		6,982	6,982	7,351	7,331		(350)		(350)		6,982		0	0	180	09/01/2044	1
3132M9-2R-4	FH Q29184 - RMBS		06/01/2019	Paydown		6,414	6,414	6,852	6,863		(449)		(449)		6,414		0	0	204	10/01/2044	1
3132OW-MS-5	FH Q39368 - RMBS		06/01/2019	Paydown		9,906	9,906	10,485	10,497		(591)		(591)		9,906				270	03/01/2046	1
3132WD-YQ-1	FH Q40718 - RMBS		06/01/2019	Paydown		6,525	6,525	6,884	6,884		(359)		(359)		6,525		0	0	185	05/01/2046	1
3132WG-Q2-6	FH Q43172 - RMBS		06/01/2019	Paydown		5,901	5,901	6,109	6,097		(196)		(196)		5,901				142	09/01/2046	1
3132WH-PT-6	FH Q44033 - RMBS		06/01/2019	Paydown		9,154	9,154	9,215	9,212		(57)		(57)		9,154				206	11/01/2046	1

STATEMENT AS OF JUNE 30, 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)
31335A-QK-7	FH G60458 - RMBS		06/01/2019	Paydown		4,685	4,685		4,930		(245)		(245)		4,685				143	01/01/2044	1
31335A-S7-4	FH G60542 - RMBS		06/01/2019	Paydown		4,723	4,723	5,050			(322)		(322)		4,723		0		123	09/01/2045	1
31335A-YT-9	FH G60722 - RMBS		06/01/2019	Paydown		3,207	3,207	3,155	3,157		50		50		3,207				76	10/01/2046	1
313615-LF-1	FN 050726 - RMBS		06/01/2019	Paydown		100	100	100	99		0		0		100				6	05/01/2023	1
31365D-UL-7	FN 124887 - RMBS		06/01/2019	Paydown		213	213	215	213		0		0		213				13	06/01/2023	1
31369T-N7-7	FN 220114 - RMBS		06/01/2019	Paydown		13	13	13	13		0		0		13				1	06/01/2023	1
31371K-HW-4	FN 254145 - RMBS		06/01/2019	Paydown		456	456	459	459		(3)		(3)		456				21	01/01/2032	1
31380S-5J-8	FN 449149 - RMBS		06/01/2019	Paydown		26	26	26	26		0		0		26				1	12/01/2028	1
31386T-FU-4	FN 572679 - RMBS		06/01/2019	Paydown		66	66	67	67		(1)		(1)		66				7	04/01/2031	1
3138AW-RQ-8	FN AJ4994 - RMBS		06/01/2019	Paydown		2,887	2,887	3,108	3,106		(219)		(219)		2,887				148	11/01/2041	1
3138E7-TV-6	FN AK3263 - RMBS		06/01/2019	Paydown		12,892	12,892	13,303	13,229		(337)		(337)		12,892	0		0	307	02/01/2027	1
3138EJ-3Y-2	FN AL2614 - RMBS		06/01/2019	Paydown		7,820	7,820	8,086	8,094		(274)		(274)		7,820				233	11/01/2042	1
3138EK-QD-0	FN AL3151 - RMBS		06/01/2019	Paydown		14,778	14,778	15,863	15,818		(1,040)		(1,040)		14,778	0		0	385	06/01/2042	1
3138EN-4H-9	FN AL6223 - RMBS		06/01/2019	Paydown		7,898	7,898	8,594	8,600		(702)		(702)		7,898				288	08/01/2044	1
3138EQ-7K-2	FN AL8097 - RMBS		06/01/2019	Paydown		11,736	11,736	12,598	12,670		(934)		(934)		11,736				381	01/01/2046	1
3138ER-7D-6	FN AL9891 - RMBS		06/01/2019	Paydown		7,728	7,728	8,045	8,075		(346)		(346)		7,728				304	02/01/2046	1
3138ER-J7-6	FN AL9285 - RMBS		06/01/2019	Paydown		13,989	13,989	14,209	14,198		(209)		(209)		13,989	0		0	369	10/01/2046	1
3138ER-NP-1	FN AL9397 - RMBS		06/01/2019	Paydown		8,973	8,973	9,063	9,058		(85)		(85)		8,973				195	10/01/2046	1
3138ET-YK-6	FN AL8813 - RMBS		06/01/2019	Paydown		8,239	8,239	8,636	8,627		(387)		(387)		8,239	0		0	237	04/01/2046	1
3138M5-EA-3	FN AP1928 - RMBS		06/01/2019	Paydown		7,461	7,461	7,949	7,941		(479)		(479)		7,461				259	08/01/2042	1
3138M5-LP-2	FN AP2133 - RMBS		06/01/2019	Paydown		7,748	7,748	8,038	8,015		(268)		(268)		7,748				207	08/01/2042	1
3138MP-YV-1	FN A07923 - RMBS		06/01/2019	Paydown		12,859	12,859	13,426	13,315		(456)		(456)		12,859				366	12/01/2042	1
3138W6-SU-1	FN AR8630 - RMBS		06/01/2019	Paydown		6,313	6,313	6,433	6,433		(120)		(120)		6,313				190	04/01/2043	1
3138W9-HL-7	FN AS0234 - RMBS		06/01/2019	Paydown		7,066	7,066	7,409	7,412		(347)		(347)		7,066	0		0	212	08/01/2043	1
3138WB-AR-6	FN AS1815 - RMBS		06/01/2019	Paydown		8,619	8,619	8,976	8,934		(315)		(315)		8,619				272	02/01/2044	1
3138WB-GU-3	FN AS2010 - RMBS		06/01/2019	Paydown		4,329	4,329	4,519	4,510		(181)		(181)		4,329				176	03/01/2044	1
3138WB-LK-9	FN AS2385 - RMBS		06/01/2019	Paydown		4,053	4,053	4,279	4,269		(215)		(215)		4,053				172	05/01/2044	1
3138WE-GG-9	FN AS5370 - RMBS		06/01/2019	Paydown		7,689	7,689	8,006	7,988		(299)		(299)		7,689				204	07/01/2045	1
3138WE-EV-7	FN AS4647 - RMBS		06/01/2019	Paydown		5,709	5,709	5,896	5,898		(189)		(189)		5,709				180	03/01/2045	1
3138WE-KB-4	FN AS4789 - RMBS		06/01/2019	Paydown		8,720	8,720	9,071	9,056		(335)		(335)		8,720				170	04/01/2045	1
3138WE-ZJ-1	FN AS5244 - RMBS		06/01/2019	Paydown		8,846	8,846	9,198	9,169		(323)		(323)		8,846	0		0	232	06/01/2045	1
3138WF-B6-2	FN AS5460 - RMBS		06/01/2019	Paydown		4,536	4,536	4,752	4,736		(201)		(201)		4,536				144	07/01/2045	1
3138WF-GE-0	FN AS5596 - RMBS		06/01/2019	Paydown		4,860	4,860	5,081	5,088		(228)		(228)		4,860				175	08/01/2045	1
3138WJ-3C-0	FN AS8894 - RMBS		06/01/2019	Paydown		8,181	8,181	8,333	8,314		(133)		(133)		8,181				199	03/01/2032	1
3138WJ-PC-6	FN AS8518 - RMBS		06/01/2019	Paydown		7,923	7,923	7,883	7,884		40		40		7,923	0		0	175	12/01/2046	1
3138WJ-QE-1	FN AS8552 - RMBS		06/01/2019	Paydown		4,966	4,966	5,081	5,072		(105)		(105)		4,966				134	12/01/2036	1
3138WK-4X-0	FN AS9837 - RMBS		06/01/2019	Paydown		14,792	14,792	14,775	14,770		21		21		14,792				348	06/01/2032	1
3138X4-V9-8	FN AU5139 - RMBS		06/01/2019	Paydown		7,597	7,597	7,918	7,928		(331)		(331)		7,597				239	08/01/2043	1
3138Y6-3S-1	FN AX5308 - RMBS		06/01/2019	Paydown		2,142	2,142	2,247	2,247		(105)		(105)		2,142	0		0	113	01/01/2042	1
3138YW-KG-1	FN AZ4794 - RMBS		06/01/2019	Paydown		6,772	6,772	7,099	7,058		(285)		(285)		6,772				158	10/01/2030	1
31390E-SX-1	FN 644134 - RMBS		06/01/2019	Paydown		72	72	73	72		0		0		72	0		0	4	05/01/2032	1
31403A-XD-2	FN 743276 - RMBS		06/01/2019	Paydown		162	162	166	163		(2)		(2)		162	0		0	7	10/01/2033	1
31403C-6L-0	FN 745275 - RMBS		06/01/2019	Paydown		735	735	716	715		20		20		735	0		0	34	02/01/2036	1
31403C-6U-0	FN 745283 - RMBS		06/01/2019	Paydown		1,658	1,658	1,601	1,599		59		59		1,658				100	01/01/2036	1
31408J-DS-7	FN 852513 - RMBS		06/01/2019	Paydown		108	108	107	107		1		1		108				5	01/01/2036	1
31409W-D9-9	FN 880428 - RMBS		06/01/2019	Paydown		122	122	122	122		0		0		122	0		0	21	04/01/2036	1
3140EO-EJ-0	FN AZ7336 - RMBS		06/01/2019	Paydown		4,168	4,168	4,244	4,242		(74)		(74)		4,168				110	11/01/2045	1
3140EV-JC-2	FN BC1158 - RMBS		06/01/2019	Paydown		6,032	6,032	6,223	6,221		(189)		(189)		6,032				171	02/01/2046	1
3140FM-BD-7	FN BE1835 - RMBS		06/01/2019	Paydown		7,488	7,488	7,594	7,582		(94)		(94)		7,488				165	11/01/2036	1
3140FM-DF-0	FN BE1901 - RMBS		06/01/2019	Paydown		2,993	2,993	2,995	2,994		(1)		(1)		2,993				82	12/01/2046	1
3140QJ-4C-7	FN BH2618 - RMBS		06/01/2019	Paydown		7,358	7,358	7,310	7,309		50		50		7,358	0		0	155	08/01/2047	1
3140GS-KW-1	FN BH3908 - RMBS		06/01/2019	Paydown		1,623	1,623	1,718	1,713		(91)		(91)		1,623				157	08/01/2047	1
3140GS-PD-8	FN BH4019 - RMBS		06/01/2019	Paydown		7,168	7,168	7,484	7,471		(303)		(303)		7,168	0		0	209	09/01/2047	1
3140GU-MA-2	FN BH5752 - RMBS		06/01/2019	Paydown		3,985	3,985	4,090	4,085		(100)		(100)		3,985				101	11/01/2047	1
3140J7-UL-7	FN BM3286 - RMBS		06/01/2019	Paydown		11,269	11,269	11,831	11,830		(560)		(560)		11,269	0		0	343	11/01/2047	1
3140JB-HC-0	FN BM3826 - RMBS		06/01/2019	Paydown		12,707	12,707	13,108	13,107		(400)		(400)		12,707	0		0	294	04/01/2048	1
3140JB-EB-3	FN BM4629 - RMBS		06/01/2019	Paydown		8,315	8,315	8,338	8,338		(23)		(23)		8,315				161	10/01/2048	1

STATEMENT AS OF JUNE 30, 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)
314008-3U-7	FN CA1710 - RMBS		06/01/2019	Paydown		12,639	12,639	13,157	13,143		(504)		(504)		12,639		0	0	304	05/01/2048	1
314008-K8-7	FN CA1218 - RMBS		06/01/2019	Paydown		21,747	21,747	22,559	22,539		(792)		(792)		21,747		0	0	553	02/01/2048	1
31410X-ZR-0	FN 900852 - RMBS		06/01/2019	Paydown		262	262	263	263		(1)		(1)		262		0	0	51	01/01/2037	1
31416X-QU-7	FN AB2266 - RMBS		06/01/2019	Paydown		5,121	5,121	5,332	5,319		(198)		(198)		5,121		0	0	170	02/01/2041	1
31417D-TR-4	FN AB6859 - RMBS		06/01/2019	Paydown		5,362	5,362	5,573	5,571		(210)		(210)		5,362		0	0	156	11/01/2042	1
31417E-CG-4	FN AB7270 - RMBS		06/01/2019	Paydown		7,913	7,913	8,272	8,206		(293)		(293)		7,913		0	0	181	12/01/2042	1
31417E-H2-0	FN AB7448 - RMBS		06/01/2019	Paydown		30,581	30,581	31,711	31,264		(683)		(683)		30,581		0	0	627	01/01/2028	1
31417E-ZK-0	FN AB7945 - RMBS		06/01/2019	Paydown		16,075	16,075	16,597	16,507		(432)		(432)		16,075		0	0	337	02/01/2043	1
31417G-5A-0	FN AB9840 - RMBS		06/01/2019	Paydown		3,538	3,538	3,714	3,709		(171)		(171)		3,538		0	0	97	07/01/2043	1
31418C-EE-0	FN MA2832 - RMBS		06/01/2019	Paydown		4,954	4,954	4,963	4,960		(5)		(5)		4,954		0	0	118	12/01/2036	1
31418C-FD-1	FN MA2863 - RMBS		06/01/2019	Paydown		9,351	9,351	9,364	9,351		(11)		(11)		9,351		0	0	210	01/01/2047	1
31418C-ND-2	FN MA3087 - RMBS		06/01/2019	Paydown		9,000	9,000	9,237	9,225		(225)		(225)		9,000		0	0	230	08/01/2047	1
31418C-QB-3	FN MA3149 - RMBS		06/01/2019	Paydown		15,388	15,388	15,977	15,975		(587)		(587)		15,388		0	0	424	10/01/2047	1
31418C-UB-5	FN MA3306 - RMBS		06/01/2019	Paydown		8,548	8,548	8,715	8,709		(161)		(161)		8,548		0	0	211	03/01/2048	1
31419F-FW-1	FN AE4680 - RMBS		06/01/2019	Paydown		4,843	4,843	5,022	5,009		(167)		(167)		4,843		0	0	160	11/01/2040	1
31999999	Subtotal - Bonds - U.S. Special Revenues					765,981	765,981	793,162	791,338		(25,357)		(25,357)		765,981		0	0	20,940	XXX	XXX
02376A-AA-7	AMERICAN AIRLINES INC - ABS		05/01/2019	Paydown		13,531	13,531	13,531	13,531						13,531				453	04/15/2031	1FE
06406H-CU-1	BANK OF NEW YORK MELLON CORP		05/15/2019	Maturity @ 100.00		100,000	100,000	99,806	99,985		15		15		100,000				1,100	05/15/2019	1FE
084670-BL-1	BERKSHIRE HATHAWAY INC		06/14/2019	USA INC		399,748	400,000	399,964	399,997		2		2		399,999		(251)	(251)	7,093	08/14/2019	1FE
096630-AB-4	BOARDWALK PIPELINES LP		06/19/2019	WELLS FARGO SECURITIES LLC		352,027	350,000	392,882	355,694		(3,788)		(3,788)		351,906		121	121	15,429	09/15/2019	2FE
200340-AP-2	COMERICA INC		05/23/2019	Maturity @ 100.00		110,000	110,000	110,000	110,000						110,000				1,169	05/23/2019	1FE
22546Q-AN-7	CREDIT SUISSE AG (NEW YORK BRANCH)	C	04/29/2019	JP MORGAN SECURITIES LLC		249,945	250,000	249,485	249,957		35		35		249,992		(47)	(47)	2,444	05/28/2019	1FE
36252A-AA-4	GSM 15G51 A1 - CMBS		06/01/2019	Paydown		16,554	16,554	16,553	16,549		5		5		16,554				235	11/13/2048	1FE
40414L-AH-2	HCP INC		05/07/2019	WELLS FARGO SECURITIES LLC		498,790	500,000	498,645	499,781		70		70		499,851		(1,061)	(1,061)	10,099	02/01/2020	2FE
404201-AE-7	HSBC BANK USA	C	05/06/2019	Amherst Pierpont Securities		410,724	400,000	440,312	412,445		(2,586)		(2,586)		409,859		865	865	13,758	08/24/2020	1FE
78410T-AA-4	SOFET 171 A - ABS		06/20/2019	Paydown		11,899	11,899	11,896	12,085		(186)		(186)		11,899		0	0	356	01/20/2023	1FE
89352L-AC-4	TRANSCANADA PIPELINES LIMITED	C	04/04/2019	PERSHING DIV OF DLJ SEC LNDING		293,300	250,000	257,490	253,288		(102)		(102)		253,185		40,115	40,115	8,531	10/14/2025	2FE
90261X-HE-5	UBS AG (STAMFORD BRANCH)	C	06/20/2019	WELLS FARGO SECURITIES LLC		299,964	300,000	299,508	299,937		48		48		299,985		(21)	(21)	6,076	08/14/2019	1FE
90931L-AA-6	UNITED AIRLINES INC - ABS		04/01/2019	Paydown															201	01/07/2030	1FE
918286-AA-3	VSTNA 18A A - ABS		06/20/2019	Paydown		14,440	14,440	14,439	14,439		1		1		14,440				302	02/20/2036	1FE
92211M-AC-7	VDC 181 A2 - ABS		06/15/2019	Paydown		175	175	175	175						175		0	0	5	02/16/2043	1FE
89999999	Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)					2,771,095	2,716,597	2,804,686	2,737,861		(6,486)		(6,486)		2,731,375		39,720	39,720	67,252	XXX	XXX
83999997	Total - Bonds - Part 4					3,792,446	3,710,004	3,860,042	3,778,443		(32,922)		(32,922)		3,745,522		46,924	46,924	95,621	XXX	XXX
83999998	Total - Bonds - Part 5					XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
83999999	Total - Bonds					3,792,446	3,710,004	3,860,042	3,778,443		(32,922)		(32,922)		3,745,522		46,924	46,924	95,621	XXX	XXX
89999997	Total - Preferred Stocks - Part 4						XXX													XXX	XXX
89999998	Total - Preferred Stocks - Part 5					XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
89999999	Total - Preferred Stocks						XXX													XXX	XXX
97999997	Total - Common Stocks - Part 4						XXX													XXX	XXX
97999998	Total - Common Stocks - Part 5					XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
97999999	Total - Common Stocks						XXX													XXX	XXX
98999999	Total - Preferred and Common Stocks						XXX													XXX	XXX
99999999	Totals					3,792,446	XXX	3,860,042	3,778,443		(32,922)		(32,922)		3,745,522		46,924	46,924	95,621	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 - Options, Caps, Floors, Collars, Swaps and Forwards Open
N O N E

Schedule DB - Part B - Section 1 - Futures Contracts Open
N O N E

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

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

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

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

Schedule DL - Part 1 - Reinvested Collateral Assets Owned
N O N E

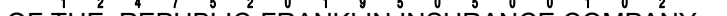
Schedule DL - Part 2 - Reinvested Collateral Assets Owned
N O N E

SCHEDULE E - PART 1 - CASH

[illegible]

SCHEDULE E - PART 2 - CASH EQUIVALENTS

[illegible]



DIRECTOR AND OFFICER INSURANCE COVERAGE SUPPLEMENT

NAIC Company Code 12475

1 Direct Written Premium	2 Direct Earned Premium	3 Direct Losses Incurred
\$ 95	\$ 49	\$

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. \$