



PROPERTY AND CASUALTY COMPANIES - ASSOCIATION EDITION

QUARTERLY STATEMENT

AS OF SEPTEMBER 30, 2019  
OF THE CONDITION AND AFFAIRS OF THE

Republic-Franklin Insurance Company

NAIC Group Code	<u>0201</u> (Current)	<u>0201</u> (Prior)	NAIC Company Code	<u>12475</u>	Employer's ID Number	<u>31-4290270</u>
Organized under the Laws of	<u>Ohio</u>		, State of Domicile or Port of Entry		<u>OH</u>	
Country of Domicile	<u>United States of America</u>					
Incorporated/Organized	<u>02/10/1949</u>			Commenced Business	<u>02/10/1949</u>	
Statutory Home Office	<u>2 Easton Oval, Suite 225</u> (Street and Number)			<u>Columbus, OH, US 43219</u> (City or Town, State, Country and Zip Code)		
Main Administrative Office	<u>180 Genesee Street</u> (Street and Number)					
	<u>New Hartford, NY, US 13413</u> (City or Town, State, Country and Zip Code)			<u>800-598-8422</u> (Area Code) (Telephone Number)		
Mail Address	<u>Post Office Box 530</u> (Street and Number or P.O. Box)			<u>Utica, NY, US 13503-0530</u> (City or Town, State, Country and Zip Code)		
Primary Location of Books and Records	<u>180 Genesee Street</u> (Street and Number)					
	<u>New Hartford, NY, US 13413</u> (City or Town, State, Country and Zip Code)			<u>800-598-8422</u> (Area Code) (Telephone Number)		
Internet Website Address	<u>www.uticanational.com</u>					
Statutory Statement Contact	<u>Sandra Jean Giehl</u> (Name)			<u>315-734-2192</u> (Area Code) (Telephone Number)		
	<u>sandy.giehl@uticanational.com</u> (E-mail Address)			<u>315-734-2994</u> (FAX Number)		

OFFICERS

Chairman# & CEO	<u>Richard Patrick Creedon</u>	VP, CFO & Treasurer	<u>Brian Wade Miller Jr.</u>
President# & COO	<u>Kristen Holly Martin</u>	Secretary	<u>Louisa Suzanne Ruffine</u>

OTHER

<u>Steven Paul Guzski, Executive Vice President</u>		
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DIRECTORS OR TRUSTEES

<u>Clarence William Bachman</u>	<u>Richard Patrick Creedon</u>	<u>Paul Alan Hagstrom, Ph.D.</u>
<u>Gregory Miller Harden</u>	<u>Zelda Jean Holcomb, Ph.D. #</u>	<u>Kristen Holly Martin #</u>
<u>Linda Ellen Romano</u>	<u>Eric Keith Scholl</u>	

State of	<u>New York</u>	SS:
County of	<u>Oneida</u>	

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.

<u>Kristen Holly Martin</u> President & COO	<u>Brian Wade Miller, Jr.</u> VP, CFO & Treasurer	<u>Louisa Suzanne Ruffine</u> Secretary
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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.....	

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 .....	100,654,446		100,654,446	96,321,134
2. Stocks:				
2.1 Preferred stocks .....				
2.2 Common stocks .....	5,260,404		5,260,404	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 (\$ .....177,852 ), cash equivalents (\$ .....100,002 ) and short-term investments (\$ ..... ) .....	277,854		277,854	835,427
6. Contract loans (including \$ ..... premium notes) .....				
7. Derivatives .....				
8. Other invested assets .....				
9. Receivables for securities .....	300,838		300,838	
10. Securities lending reinvested collateral assets .....				
11. Aggregate write-ins for invested assets .....				
12. Subtotals, cash and invested assets (Lines 1 to 11) .....	106,493,543		106,493,543	101,588,713
13. Title plants less \$ ..... charged off (for Title insurers only) .....				
14. Investment income due and accrued .....	825,566		825,566	713,580
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection .....	11,384,188	230,878	11,153,310	9,892,521
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$ .....56,762 earned but unbilled premiums) .....	801,326	6,307	795,019	638,254
15.3 Accrued retrospective premiums (\$ ..... ) and contracts subject to redetermination (\$ ..... ) .....				
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers .....	200,343		200,343	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 .....	1,295,971		1,295,971	1,323,078
19. Guaranty funds receivable or on deposit .....	1,234,840		1,234,840	1,250,270
20. Electronic data processing equipment and software .....	37,097		37,097	38,356
21. Furniture and equipment, including health care delivery assets (\$ ..... ) .....	6,766	6,766		
22. Net adjustment in assets and liabilities due to foreign exchange rates .....				
23. Receivables from parent, subsidiaries and affiliates .....	1,724,662		1,724,662	1,113,490
24. Health care (\$ ..... ) and other amounts receivable .....				
25. Aggregate write-ins for other than invested assets .....	2,373,262	1,673,817	699,445	911,894
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25) .....	126,377,564	1,917,769	124,459,796	117,694,440
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts .....				
28. Total (Lines 26 and 27)	126,377,564	1,917,769	124,459,796	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 .....	511,706	5,512	506,194	714,477
2502. Equities and Deposits in Pools and Associations .....	195,687	2,436	193,251	197,417
2503. Prepaid Expenses .....	576,757	576,757		
2598. Summary of remaining write-ins for Line 25 from overflow page .....	1,089,112	1,089,112		
2599. Totals (Lines 2501 through 2503 plus 2598)(Line 25 above)	2,373,262	1,673,817	699,445	911,894

STATEMENT AS OF SEPTEMBER 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 \$ .....10,820,170 ) .....	33,791,316	32,406,684
2. Reinsurance payable on paid losses and loss adjustment expenses .....		
3. Loss adjustment expenses .....	8,196,384	7,904,375
4. Commissions payable, contingent commissions and other similar charges .....	972,807	937,463
5. Other expenses (excluding taxes, licenses and fees) .....	1,068,908	1,276,353
6. Taxes, licenses and fees (excluding federal and foreign income taxes) .....	678,909	781,025
7.1 Current federal and foreign income taxes (including \$ .....3,193 on realized capital gains (losses)) .....	1,369,887	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 \$ .....136,981,757 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) .....	17,172,953	15,164,259
10. Advance premium .....	97,394	117,221
11. Dividends declared and unpaid:		
11.1 Stockholders .....		
11.2 Policyholders .....	280,023	194,950
12. Ceded reinsurance premiums payable (net of ceding commissions) .....	217,362	182,957
13. Funds held by company under reinsurance treaties .....		
14. Amounts withheld or retained by company for account of others .....	1,592,262	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 .....		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 .....	(233,429)	(253,802)
26. Total liabilities excluding protected cell liabilities (Lines 1 through 25) .....	65,263,476	60,898,249
27. Protected cell liabilities .....		
28. Total liabilities (Lines 26 and 27) .....	65,263,476	60,898,249
29. Aggregate write-ins for special surplus funds .....	185,585	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) .....	50,370,932	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) .....	59,196,319	56,796,191
38. Totals (Page 2, Line 28, Col. 3)	124,459,796	117,694,440
<b>DETAILS OF WRITE-INS</b>		
2501. Contingent Balance in Safety Groups .....	42,060	44,550
2502. Liability for Pension Benefits .....	(275,585)	(298,352)
2503. Clearing account .....	96	
2598. Summary of remaining write-ins for Line 25 from overflow page .....		
2599. Totals (Lines 2501 through 2503 plus 2598)(Line 25 above)	(233,429)	(253,802)
2901. Reserve for Undeclared Dividends .....	185,585	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)	185,585	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 \$ .....207,299,791 ) .....	190,647,548	175,987,075	238,310,812
1.2 Assumed (written \$ .....25,867,571 ) .....	23,858,667	22,332,383	30,144,008
1.3 Ceded (written \$ .....207,301,660 ) .....	190,649,207	175,988,602	238,312,376
1.4 Net (written \$ .....25,865,702 ) .....	23,857,008	22,330,857	30,142,445
DEDUCTIONS:			
2. Losses incurred (current accident year \$ .....15,833,923 ): .....			
2.1 Direct .....	83,302,474	90,711,420	126,479,660
2.2 Assumed .....	11,969,304	11,338,153	15,307,370
2.3 Ceded .....	83,298,553	90,705,291	126,473,156
2.4 Net .....	11,973,225	11,344,282	15,313,874
3. Loss adjustment expenses incurred .....	2,955,718	2,625,690	3,576,976
4. Other underwriting expenses incurred .....	8,510,777	7,811,188	10,367,161
5. Aggregate write-ins for underwriting deductions .....			
6. Total underwriting deductions (Lines 2 through 5) .....	23,439,720	21,781,160	29,258,011
7. Net income of protected cells .....			
8. Net underwriting gain or (loss) (Line 1 minus Line 6 + Line 7) .....	417,288	549,697	884,434
INVESTMENT INCOME			
9. Net investment income earned .....	2,453,485	2,326,012	3,146,182
10. Net realized capital gains (losses) less capital gains tax of \$ .....3,193 .....	6,539	172,757	96,796
11. Net investment gain (loss) (Lines 9 + 10) .....	2,460,024	2,498,769	3,242,977
OTHER INCOME			
12. Net gain or (loss) from agents' or premium balances charged off (amount recovered \$ .....7,863 amount charged off \$ .....63,898 ) .....	(56,035)	(74,795)	(97,932)
13. Finance and service charges not included in premiums .....	236,531	250,157	329,997
14. Aggregate write-ins for miscellaneous income .....	(187,513)	(164,165)	(233,164)
15. Total other income (Lines 12 through 14) .....	(7,017)	11,196	(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) .....	2,870,295	3,059,663	4,126,312
17. Dividends to policyholders .....	370,894	327,967	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) .....	2,499,401	2,731,695	3,745,247
19. Federal and foreign income taxes incurred .....	629,408	554,287	584,806
20. Net income (Line 18 minus Line 19)(to Line 22) .....	1,869,993	2,177,408	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) .....	1,869,993	2,177,408	3,160,441
23. Net transfers (to) from Protected Cell accounts .....			
24. Change in net unrealized capital gains (losses) less capital gains tax of \$ .....173,933 .....	654,319	51,900	(517,698)
25. Change in net unrealized foreign exchange capital gain (loss) .....			
26. Change in net deferred income tax .....	146,826	128,725	102,158
27. Change in nonadmitted assets .....	(246,031)	(199,289)	(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 .....	(24,978)	(185,545)	(243,748)
38. Change in surplus as regards policyholders (Lines 22 through 37) .....	2,400,128	1,973,199	2,292,803
39. Surplus as regards policyholders, as of statement date (Lines 21 plus 38) .....	59,196,319	56,476,587	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 .....	836	253	342
1402. Miscellaneous Income .....	(188,349)	(164,418)	(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) .....	(187,513)	(164,165)	(233,164)
3701. Contingent Balance in Safety Groups .....	2,490	(15,420)	(15,270)
3702. Pension Benefit Obligation .....	(22,767)	(6,054)	(9,716)
3703. Pension Expense .....	(4,701)	(164,071)	(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) .....	(24,978)	(185,545)	(243,748)

STATEMENT AS OF SEPTEMBER 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
<b>Cash from Operations</b>			
1. Premiums collected net of reinsurance .....	24,469,832	22,672,683	30,272,333
2. Net investment income .....	2,538,931	2,499,984	3,421,452
3. Miscellaneous income .....	(7,017)	11,196	(1,099)
4. Total (Lines 1 to 3) .....	27,001,746	25,183,864	33,692,686
5. Benefit and loss related payments .....	10,564,652	10,597,410	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 .....	11,438,125	10,230,492	13,286,777
8. Dividends paid to policyholders .....	285,821	245,159	316,625
9. Federal and foreign income taxes paid (recovered) net of \$ .....3,193 tax on capital gains (losses) .....			864,865
10. Total (Lines 5 through 9) .....	22,288,599	21,073,061	28,677,238
11. Net cash from operations (Line 4 minus Line 10) .....	4,713,148	4,110,803	5,015,448
<b>Cash from Investments</b>			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds .....	14,802,857	14,723,918	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) .....	14,802,857	15,823,918	19,405,286
13. Cost of investments acquired (long-term only):			
13.1 Bonds .....	19,623,634	18,336,128	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) .....	19,623,634	18,336,128	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) .....	(4,820,777)	(2,512,210)	(3,914,671)
<b>Cash from Financing and Miscellaneous Sources</b>			
16. Cash provided (applied):			
16.1 Surplus notes, capital notes .....			
16.2 Capital and paid in surplus, less treasury stock .....			
16.3 Borrowed funds .....			
16.4 Net deposits on deposit-type contracts and other insurance liabilities .....			
16.5 Dividends to stockholders .....			
16.6 Other cash provided (applied) .....	(449,944)	(1,065,724)	(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) .....	(449,944)	(1,065,724)	(800,117)
<b>RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS</b>			
18. Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17) ..	(557,573)	532,868	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) .....	277,854	1,067,636	835,427

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

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STATEMENT AS OF SEPTEMBER 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	\$ 1,869,993	\$ 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>\$ 1,869,993</u>	<u>\$ 3,160,441</u>
<u>Surplus</u>					
(5) Statutory surplus, state basis (Page 3, Line 37, Columns 1 & 2)	XXX	XXX	XXX	\$ 59,196,319	\$ 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>\$ 59,196,319</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 SEPTEMBER 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
5,539	62,895	68,434

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

Less than 12 months	Greater than 12 months	Total
3,039,802	5,762,833	8,802,635

(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 SEPTEMBER 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	\$5,260,404	0	0		\$5,260,404
Total Assets at Fair Value / NAV	\$5,360,406	0	0		\$5,360,406

(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	105,435,309	100,754,448	100,002	105,335,307	0		0
Common Stock	5,260,404	5,260,404	5,260,404	0	0		0

- D. Not applicable.

**Note 21 – Other Items**

No change.

**Note 22 – Events Subsequent**

No change.

**Property & Casualty Specific Notes**

**Note 23 – Reinsurance**

No change.

**Note 24 – Retrospectively Rated Contracts and Contracts Subject to Redetermination**

No change.



STATEMENT AS OF SEPTEMBER 30, 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 September 30, 2019, \$8.2 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 \$31.2 million as a result of re-estimation of unpaid claims and claim adjustment expenses. Therefore, there has been a \$900 thousand favorable prior-year development since December 31, 2018 to September 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.

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 [ 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: .....

\$ 1,724,662

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<br>Book/Adjusted<br>Carrying Value | Current Quarter<br>Book/Adjusted<br>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 SEPTEMBER 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	2	3	4	5
Central Registration Depository Number	Name of Firm or Individual	Legal Entity Identifier (LEI)	Registered With	Investment Management Agreement (IMA) Filed
107423 .....	Conning, Inc. ....	549300Z0G14KK37BDV40 .....	SEC .....	NO.....

- 18.1 Have all the filing requirements of the Purposes and Procedures Manual of the NAIC Investment Analysis Office been followed? 

Yes [ 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 ]
- 7.2

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 SEPTEMBER 30, 2019 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

## SCHEDULE F - CEDED REINSURANCE

Showing All New Reinsurers - Current Year to Date

[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	22,331,956	21,140,723	9,372,600	13,370,739	23,841,122	24,835,904
8. Delaware.....DE	L	967,749	1,241,457	402,713	254,107	2,206,613	2,475,976
9. District of Columbia.....DC	L	162,578	88,766		4,909	42,398	24,131
10. Florida.....FL	N						
11. Georgia.....GA	L	9,929,145	8,860,294	4,162,890	3,430,846	13,458,607	11,301,250
12. Hawaii.....HI	N						
13. Idaho.....ID	N						
14. Illinois.....IL	L	7,155,798	5,846,387	2,541,673	2,441,947	4,693,187	3,558,007
15. Indiana.....IN	L	1,046,716	791,415	64,401	158,705	259,705	391,057
16. Iowa.....IA	N						
17. Kansas.....KS	L	131,393	121,985	9,552		820,617	308,776
18. Kentucky.....KY	N						
19. Louisiana.....LA	N						
20. Maine.....ME	N						
21. Maryland.....MD	L	4,203,234	4,273,023	2,873,206	1,517,889	7,934,512	8,273,074
22. Massachusetts.....MA	L	13,341,884	11,413,533	3,682,599	7,290,053	11,720,715	11,987,876
23. Michigan.....MI	L	2,387,899	2,446,585	153,501	457,219	2,686,252	1,061,736
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	1,044,552	893,767	465,747	1,003,256	631,706	487,036
31. New Jersey.....NJ	L	43,490,182	41,556,970	19,817,573	14,039,733	56,115,555	59,907,957
32. New Mexico.....NM	N						
33. New York.....NY	L	61,111,550	57,263,436	18,075,881	22,077,822	77,164,796	67,911,489
34. North Carolina.....NC	L	6,254,127	6,204,125	4,021,072	3,578,464	4,160,867	4,984,782
35. North Dakota.....ND	N						
36. Ohio.....OH	L	6,101,010	5,570,037	2,461,098	1,443,622	5,169,535	3,106,530
37. Oklahoma.....OK	N						
38. Oregon.....OR	N						
39. Pennsylvania.....PA	L	9,533,860	9,529,379	4,876,463	3,632,067	13,876,935	11,086,902
40. Rhode Island.....RI	L	268,376	350,378	162,966	297,395	480,614	500,978
41. South Carolina.....SC	L	511,153	33,079	6,378		52,408	403
42. South Dakota.....SD	N						
43. Tennessee.....TN	L	1,598,142	1,404,057	566,764	537,452	1,987,374	1,939,455
44. Texas.....TX	L	10,955,933	8,306,044	3,582,425	3,379,415	9,024,627	6,678,630
45. Utah.....UT	N						
46. Vermont.....VT	N						
47. Virginia.....VA	L	4,143,295	4,033,968	1,755,982	2,409,503	3,375,347	3,304,342
48. Washington.....WA	N						
49. West Virginia.....WV	N						
50. Wisconsin.....WI	L	629,257	719,826	122,600	1,156,196	1,226,528	3,068,229
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	207,299,791	192,089,232	79,178,083	82,481,337	240,930,021	227,194,523
DETAILS OF WRITE-INS							
58001.	XXX						
58002.	XXX						
58003.	XXX						
58998. Summary of remaining write-ins for Line 58 from overflow page	XXX						
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.....

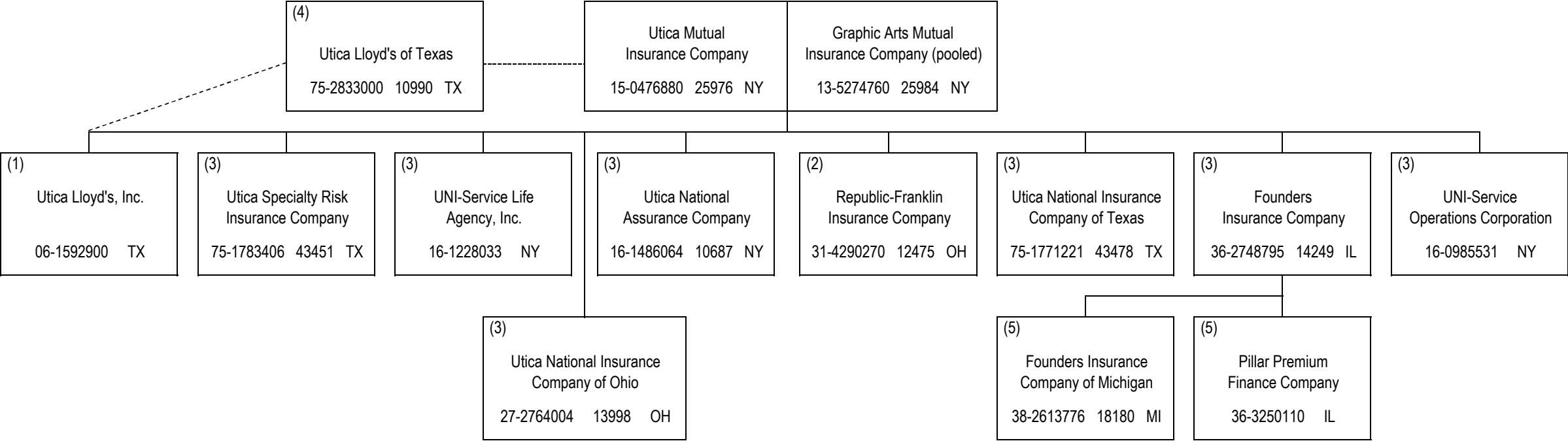
N - None of the above - Not allowed to write business in the state .....35

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

PART 1 - ORGANIZATIONAL CHART

UTICA NATIONAL INSURANCE GROUP ORGANIZATION STRUCTURE SEPTEMBER 30, 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.

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

PART 1 - LOSS EXPERIENCE

Line of Business		Current Year to Date			4 Prior Year to Date Direct Loss Percentage
		1 Direct Premiums Earned	2 Direct Losses Incurred	3 Direct Loss Percentage	
1.	Fire .....	26,048	(39)	(0.1)	(2.0)
2.	Allied Lines .....	46,309	7,738	16.7	(25.7)
3.	Farmowners multiple peril .....				
4.	Homeowners multiple peril .....	10,274,479	7,620,156	74.2	77.5
5.	Commercial multiple peril .....	70,059,727	31,591,699	45.1	50.6
6.	Mortgage guaranty .....				
8.	Ocean marine .....				
9.	Inland marine .....	216,603	13,931	6.4	7.9
10.	Financial guaranty .....				
11.1	Medical professional liability - occurrence .....				
11.2	Medical professional liability - claims-made .....				
12.	Earthquake .....	7,894			
13.	Group accident and health .....				
14.	Credit accident and health .....				
15.	Other accident and health .....				
16.	Workers' compensation .....	34,224,601	15,753,631	46.0	56.9
17.1	Other liability - occurrence .....	5,647,684	233,019	4.1	11.1
17.2	Other liability - claims-made .....	16,107,405	(1,244,623)	(7.7)	28.8
17.3	Excess workers' compensation .....				
18.1	Products liability - occurrence .....	104,479	12,117	11.6	1.7
18.2	Products liability - claims-made .....				
19.1,19.2	Private passenger auto liability .....	3,510,043	1,848,921	52.7	48.5
19.3,19.4	Commercial auto liability .....	38,216,366	20,518,976	53.7	54.3
21.	Auto physical damage .....	12,200,681	6,947,110	56.9	57.5
22.	Aircraft (all perils) .....				
23.	Fidelity .....				
24.	Surety .....	3,526	(160)	(4.5)	6.2
26.	Burglary and theft .....	1,703	(1)	(0.1)	(0.2)
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 .....	190,647,548	83,302,474	43.7	51.5
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 .....	4,695	25,546	65,715
2.	Allied Lines .....	28,563	62,749	60,419
3.	Farmowners multiple peril .....			
4.	Homeowners multiple peril .....	3,573,483	9,946,022	10,920,034
5.	Commercial multiple peril .....	38,469,782	78,504,085	69,020,297
6.	Mortgage guaranty .....			
8.	Ocean marine .....			
9.	Inland marine .....	66,122	207,790	235,656
10.	Financial guaranty .....			
11.1	Medical professional liability - occurrence .....			
11.2	Medical professional liability - claims-made .....			
12.	Earthquake .....	3,130	7,991	8,390
13.	Group accident and health .....			
14.	Credit accident and health .....			
15.	Other accident and health .....			
16.	Workers' compensation .....	10,920,565	35,934,413	36,305,471
17.1	Other liability - occurrence .....	4,514,212	6,850,146	6,250,088
17.2	Other liability - claims-made .....	5,098,396	16,198,166	15,795,997
17.3	Excess workers' compensation .....			
18.1	Products liability - occurrence .....	33,844	180,490	84,207
18.2	Products liability - claims-made .....			
19.1,19.2	Private passenger auto liability .....	1,125,014	3,401,625	3,745,011
19.3,19.4	Commercial auto liability .....	17,712,966	42,460,782	37,994,263
21.	Auto physical damage .....	5,350,969	13,513,341	11,598,383
22.	Aircraft (all perils) .....			
23.	Fidelity .....			
24.	Surety .....	4,556	4,556	4,556
26.	Burglary and theft .....	621	2,089	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 .....	86,906,919	207,299,791	192,089,232
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 SEPTEMBER 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	3,206	80	3,285	8,208	190	8,023	16,421	1,079	(1,359)	(281)										
2. 2017 .....	3,328	4,197	7,525	1,456	125	1,580	2,561	239	3,002	5,801	689	(832)	(143)										
3. Subtotals 2017 + Prior .....	13,664	13,849	27,512	4,661	204	4,866	10,770	429	11,024	22,223	1,767	(2,191)	(424)										
4. 2018 .....	4,697	8,102	12,799	2,795	577	3,372	3,124	575	5,245	8,945	1,223	(1,704)	(481)										
5. Subtotals 2018 + Prior .....	18,361	21,950	40,311	7,457	781	8,238	13,894	1,003	16,270	31,168	2,990	(3,895)	(905)										
6. 2019 .....	XXX	XXX	XXX	XXX	5,014	5,014	XXX	4,023	6,797	10,820	XXX	XXX	XXX										
7. Totals .....	18,361	21,950	40,311	7,457	5,795	13,252	13,894	5,027	23,067	41,988	2,990	(3,895)	(905)										
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. 16.3	2. (17.7)	3. (2.2)									
													Col. 13, Line 7 As a % of Col. 1 Line 8		4. (1.6)								

STATEMENT AS OF SEPTEMBER 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.

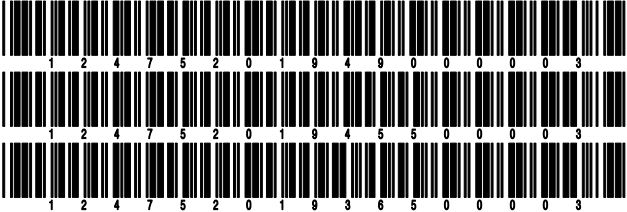
	Response
1. Will the Trusteed Surplus Statement be filed with the state of domicile and the NAIC with this statement? .....	NO
2. Will Supplement A to Schedule T (Medical Professional Liability Supplement) be filed with this statement? .....	NO
3. Will the Medicare Part D Coverage Supplement be filed 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 SEPTEMBER 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 .....	991,101	991,101		
2505.	Clearing Accounts .....	98,011	98,011		
2597.	Summary of remaining write-ins for Line 25 from overflow page	1,089,112	1,089,112		

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 points 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	19,322,045	23,319,957
3. Accrual of discount	42,408	27,272
4. Unrealized valuation increase (decrease)	828,252	(655,314)
5. Total gain (loss) on disposals	9,732	124,592
6. Deduct consideration for bonds and stocks disposed of	14,802,857	19,447,875
7. Deduct amortization of premium	238,015	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)	105,914,844	100,753,280
12. Deduct total nonadmitted amounts		
13. Statement value at end of current period (Line 11 minus Line 12)	105,914,844	100,753,280

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) .....	78,942,403	3,844,903	1,861,738	(75,584)	80,056,531	78,942,403	80,849,984	78,119,542
2. NAIC 2 (a) .....	19,766,466	632,874	595,461	584	18,623,897	19,766,466	19,804,463	18,201,592
3. NAIC 3 (a) .....								
4. NAIC 4 (a) .....								
5. NAIC 5 (a) .....								
6. NAIC 6 (a) .....								
7. Total Bonds	98,708,868	4,477,777	2,457,199	(75,000)	98,680,428	98,708,868	100,654,446	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	98,708,868	4,477,777	2,457,199	(75,000)	98,680,428	98,708,868	100,654,446	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	Premium	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

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

NONE

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

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

Replication (Synthetic Asset) Transactions Open

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

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 .....	7,732	209,323
3. Accrual of discount .....		
4. Unrealized valuation increase (decrease) .....		
5. Total gain (loss) on disposals .....		
6. Deduct consideration received on disposals .....	7,732	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 SEPTEMBER 30, 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  Description of Property	Location		4  Disposal Date	5  Name of Purchaser	6  Actual Cost	7 Expended for Additions, Permanent Improvements and Changes in Encumbrances	8 Book/ Adjusted Carrying Value Less Encumbrances Prior Year	Change in Book/Adjusted Carrying Value Less Encumbrances					14 Book/ Adjusted Carrying Value Less Encumbrances on Disposal	15 Amounts Received During Year	16 Foreign Exchange Gain (Loss) on Disposal	17 Realized Gain (Loss) on Disposal	18 Total Gain (Loss) on Disposal	19 Gross Income Earned Less Interest Incurred on Encumbrances	20 Taxes, Repairs and Expenses Incurred												
	2  City	3  State						9  Current Year's Depreciation	10  Current Year's Other Than Temporary Impairment Recognized	11  Current Year's Change in Encumbrances	12  Total Change in Book/ Adjusted Carrying Value (11-9-10)	13  Total Foreign Exchange Change in Book/ Adjusted Carrying Value																			
						NONE																									
0399999 - Totals																															

## STATEMENT AS OF SEPTEMBER 30, 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]

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

SCHEDULE BA - PART 2

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

1	2	Location		5	6	7	8	9	10	11	12	13
CUSIP Identification	Name or Description	3	4	Name of Vendor or General Partner	NAIC Designation and Admini- strative Symbol/ Market Indicator	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
		City	State									
				NONE								
4699999 - Totals												XXX

SCHEDULE BA - PART 3

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

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



STATEMENT AS OF SEPTEMBER 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)
3132A5-KA-2	FH ZS4789 - RMBS		.08/26/2019	CITIGROUP GLOBAL MARKETS INC.		258,218	251,097	684	1
3132AD-6N-3	FH ZT1777 - RMBS		.07/15/2019	NOMURA SECURITIES/FIXED INCOME		256,457	247,972	441	1
31418C-4G-6	FN MA3522 - RMBS		.09/23/2019	JP MORGAN SECURITIES LLC		789,186	748,044	2,244	1
3199999. Subtotal - Bonds - U.S. Special Revenues						1,303,861	1,247,113	3,369	XXX
06051G-GA-1	BANK OF AMERICA CORP		.08/19/2019	WELLS FARGO SECURITIES LLC		287,573	275,000	2,977	1FE
097023-CM-5	BOEING CO		.08/14/2019	GOLDMAN		508,470	500,000	600	1FE
126408-HM-8	CSX CORP		.08/22/2019	JP MORGAN SECURITIES LLC		285,360	250,000	4,752	2FE
172967-KY-6	CITIGROUP INC		.08/19/2019	Amherst Pierpont Securities		260,195	250,000	2,667	1FE
43789V-AA-6	HOF 192 A1 - CMO/RMBS		.08/19/2019	CREDIT SUISSE SECURITIES (USA)		389,994	390,000	615	1FE
49326E-EJ-8	KEYCORP		.09/04/2019	PERSHING DIV OF DLJ SEC LNDING		124,900	125,000		2FE
62854A-AM-6	MYLAN NV	C	.08/21/2019	WELLS FARGO SECURITIES LLC		222,614	220,000	1,309	2FE
693475-AW-5	PNC FINANCIAL SERVICES GROUP INC		.08/19/2019	US BANCORP INVESTMENTS INC.		537,340	500,000	5,702	1FE
95000U-2D-4	WELLS FARGO & CO		.08/19/2019	BANC OF AMERICA/FIXED INCOME		557,470	500,000	1,556	1FE
3899999. Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)						3,173,915	3,010,000	20,178	XXX
8399997. Total - Bonds - Part 3						4,477,777	4,257,113	23,546	XXX
8399998. Total - Bonds - Part 5						XXX	XXX	XXX	XXX
8399999. Total - Bonds						4,477,777	4,257,113	23,546	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						4,477,777	XXX	23,546	XXX

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

STATEMENT AS OF SEPTEMBER 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 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		09/01/2019	Paydown		25,631	25,631	25,761	25,761		(130)		(130)		25,631				593	03/20/2043	1
36202E-RS-0	G2 004097 - RMBS		09/01/2019	Paydown		1,916	1,916	1,880	1,879		38		38		1,916		0	0	62	03/20/2038	1
36205B-4L-3	GN 386127 - RMBS		09/01/2019	Paydown		414	414	415	414		0		0		414		0	0	22	01/15/2030	1
36209D-B2-9	GN 468157 - RMBS		09/01/2019	Paydown		186	186	186	186		0		0		186		0	0	8	08/15/2028	1
36209U-PA-8	GN 492017 - RMBS		09/01/2019	Paydown		86	86	86	86		0		0		86		0	0	4	08/15/2028	1
36209W-4J-8	GN 484225 - RMBS		09/01/2019	Paydown		30	30	34	30		0		0		30				1	08/15/2028	1
36211C-QY-1	GN 509071 - RMBS		09/01/2019	Paydown		431	431	410	414		17		17		431				19	05/15/2029	1
36220U-Z2-0	GN 288861 - RMBS		09/01/2019	Paydown		135	135	134	134		1		1		135		0	0	7	12/15/2022	1
36224J-HS-4	GN 329741 - RMBS		09/01/2019	Paydown		24	24	25	24		0		0		24				1	01/15/2023	1
36225A-KU-3	GN 780307 - RMBS		09/01/2019	Paydown		172	172	184	175		(3)		(3)		172		0	0	10	12/15/2021	1
36225A-NY-2	GN 780407 - RMBS		09/01/2019	Paydown		472	472	475	472		0		0		472				22	08/15/2024	1
36290S-ZC-8	GN 616439 - RMBS		09/01/2019	Paydown		1,885	1,885	1,878	1,878		6		6		1,885		0	0	63	06/15/2024	1
38378B-7C-7	GNR 1333 A - CMBS		09/01/2019	Paydown		4,814	4,814	4,792	4,807		7		7		4,814				32	07/16/2038	1
0599999. Subtotal - Bonds - U.S. Governments						36,197	36,197	36,258	36,261		(64)		(64)		36,197		0	0	845	XXX	XXX
31283G-K8-9	FH 600319 - RMBS		09/01/2019	Paydown		21	21	22	21		(1)		(1)		21				1	04/01/2025	1
31283H-HN-8	FH 601137 - RMBS		09/01/2019	Paydown		38	38	38	38		0		0		38				2	09/01/2030	1
31287Q-ND-9	FH 064888 - RMBS		09/01/2019	Paydown		51	52	52	52		0		0		52		0	0	2	03/01/2032	1
31288E-B5-5	FH 075460 - RMBS		09/01/2019	Paydown		3,451	3,451	3,501	3,499		(48)		(48)		3,451		0		128	01/01/2033	1
3128M9-2M-3	FH 607680 - RMBS		09/01/2019	Paydown		5,897	5,897	6,227	6,215		(318)		(318)		5,897				158	04/01/2044	1
3128M9-XG-2	FH 607579 - RMBS		09/01/2019	Paydown		4,117	4,117	4,265	4,266		(150)		(150)		4,117				111	08/01/2043	1
3128MC-UJ-3	FH 613997 - RMBS		09/01/2019	Paydown		2,608	2,608	2,673	2,657		(49)		(49)		2,608				69	12/01/2025	1
3128ME-4A-6	FH 616017 - RMBS		09/01/2019	Paydown		10,671	10,671	10,958	10,923		(252)		(252)		10,671				216	12/01/2031	1
3128ME-6K-2	FH 616074 - RMBS		09/01/2019	Paydown		7,470	7,470	7,675	7,653		(182)		(182)		7,470				150	02/01/2032	1
3128MJ-2G-4	FH 608774 - RMBS		09/01/2019	Paydown		12,258	12,258	12,660	12,637		(379)		(379)		12,258				289	08/01/2047	1
3128MJ-UH-1	FH 608583 - RMBS		09/01/2019	Paydown		4,752	4,752	5,105	5,113		(361)		(361)		4,752		0	0	146	04/01/2044	1
3128MJ-YM-6	FH 608715 - RMBS		09/01/2019	Paydown		7,390	7,390	7,688	7,665		(275)		(275)		7,390				149	08/01/2046	1
3128MJ-YT-1	FH 608721 - RMBS		09/01/2019	Paydown		6,543	6,543	6,795	6,774		(230)		(230)		6,543				132	09/01/2046	1
3128MJ-Z9-4	FH 608767 - RMBS		09/01/2019	Paydown		15,200	15,200	16,058	16,041		(841)		(841)		15,200				411	06/01/2047	1
3128MJ-ZH-6	FH 608743 - RMBS		09/01/2019	Paydown		15,433	15,433	16,245	16,231		(798)		(798)		15,433		0	0	426	01/01/2047	1
3128MJ-ZP-8	FH 608749 - RMBS		09/01/2019	Paydown		13,080	13,080	13,729	13,735		(655)		(655)		13,080				350	02/01/2047	1
3128MI-WS-8	FH 618656 - RMBS		09/01/2019	Paydown		14,209	14,209	14,547	14,537		(328)		(328)		14,209				321	08/01/2032	1
3128P8-CA-1	FH 091891 - RMBS		09/01/2019	Paydown		6,303	6,303	6,619	6,579		(276)		(276)		6,303				125	09/01/2036	1
31292H-D6-8	FH 001025 - RMBS		09/01/2019	Paydown		27	27	28	28		0		0		27				1	07/01/2030	1
31292K-7G-6	FH 003595 - RMBS		09/01/2019	Paydown		10,190	10,190	10,618	10,595		(405)		(405)		10,190				276	10/01/2040	1
31293R-ME-8	FH 027557 - RMBS		09/01/2019	Paydown		71	71	68	69		3		3		71		0	0	3	06/01/2029	1
312942-NF-8	FH A93990 - RMBS		09/01/2019	Paydown		2,983	2,983	3,086	3,084		(101)		(101)		2,983		0	0	81	09/01/2040	1
31298U-CF-4	FH C57270 - RMBS		09/01/2019	Paydown		184	184	181	181		2		2		184		0	0	7	09/01/2031	1
31298W-CR-4	FH C59080 - RMBS		09/01/2019	Paydown		141	141	140	140		1		1		141		0	0	6	10/01/2031	1
31307A-EK-4	FH J21938 - RMBS		09/01/2019	Paydown		20,008	20,008	20,881	20,550		(542)		(542)		20,008				332	01/01/2028	1
3132A5-KA-2	FH Z54789 - RMBS		09/01/2019	Paydown		8,278	8,278	8,513			(235)		(235)		8,278				24	09/01/2048	1
3132AD-6N-3	FH Z17777 - RMBS		09/01/2019	Paydown		30,149	30,149	31,181			(1,032)		(1,032)		30,149		0	0	149	03/01/2049	1
3132GD-H5-4	FH 000252 - RMBS		09/01/2019	Paydown		8,459	8,459	8,675	8,655		(196)		(196)		8,459				251	04/01/2041	1
3132GK-5A-0	FH 004741 - RMBS		09/01/2019	Paydown		5,321	5,321	5,687	5,700		(379)		(379)		5,321				169	11/01/2041	1
3132GK-V9-4	FH 004540 - RMBS		09/01/2019	Paydown		17,091	17,091	17,419	17,395		(304)		(304)		17,091				418	11/01/2041	1
3132GK-ZN-9	FH 004649 - RMBS		09/01/2019	Paydown		21,842	21,842	22,197	22,160		(318)		(318)		21,842				501	11/01/2041	1
3132GL-FM-1	FH 004972 - RMBS		09/01/2019	Paydown		10,626	10,626	10,858	10,820		(194)		(194)		10,626				244	12/01/2041	1
3132J4-GX-1	FH G30913 - RMBS		09/01/2019	Paydown		6,472	6,472	6,898	6,878		(406)		(406)		6,472		0	0	154	04/01/2036	1
3132J6-US-1	FH 015592 - RMBS		09/01/2019	Paydown		12,292	12,292	12,578	12,531		(239)		(239)		12,292				245	02/01/2043	1
3132L8-CS-4	FH V82781 - RMBS		09/01/2019	Paydown		7,162	7,162	7,073	7,076		87		87		7,162				144	12/01/2046	1
3132M8-3G-9	FH 028299 - RMBS		09/01/2019	Paydown		4,022	4,022	4,235	4,223		(201)		(201)		4,022		0	0	112	09/01/2044	1
3132M9-2R-4	FH 029184 - RMBS		09/01/2019	Paydown		12,425	12,425	13,273	13,296		(870)		(870)		12,425				324	10/01/2044	1
3132OW-MS-5	FH 039368 - RMBS		09/01/2019	Paydown		13,682	13,682	14,481	14,498		(816)		(816)		13,682				339	03/01/2046	1
3132WD-VQ-1	FH 040718 - RMBS		09/01/2019	Paydown		8,862	8,862	9,364	9,350		(488)		(488)		8,862				208	05/01/2046	1
3132WG-Q2-6	FH 043172 - RMBS		09/01/2019	Paydown		7,205	7,205	7,459	7,444		(239)		(239)		7,205				144	09/01/2046	1
3132WH-PT-6	FH 044033 - RMBS		09/01/2019	Paydown		9,430	9,430	9,492	9,489		(59)		(59)		9,430				185	11/01/2046	1
31335A-QK-7	FH G60458 - RMBS		09/01/2019	Paydown		5,801	5,801	6,103	6,104		(303)		(303)		5,801				137	01/01/2044	1

STATEMENT AS OF SEPTEMBER 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 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-S7-4	FH G60542 - RMBS		09/01/2019	Paydown		8,797	8,797	9,407	9,398		(601)		(601)		8,797				235	09/01/2045	1
31335A-YT-9	FH G60722 - RMBS		09/01/2019	Paydown		3,454	3,454	3,398	3,400				54		3,454				70	10/01/2046	1
313615-LF-1	FN 050726 - RMBS		09/01/2019	Paydown		148	148	149	148				0		148				7	05/01/2023	1
31365D-UL-7	FN 124887 - RMBS		09/01/2019	Paydown		164	164	165	164				0		164		0	0	8	06/01/2023	1
31369T-N7-7	FN 220114 - RMBS		09/01/2019	Paydown		14	14	14	14				0		14		0	0	1	06/01/2023	1
31371K-HH-4	FN 254145 - RMBS		09/01/2019	Paydown		648	648	653	653		(5)		(5)		648				24	01/01/2032	1
31380S-5J-8	FN 449149 - RMBS		09/01/2019	Paydown		27	27	26	26				0		27		0	0	1	12/01/2028	1
31386T-FU-4	FN 572679 - RMBS		09/01/2019	Paydown		67	67	69	68		(1)		(1)		67				3	04/01/2031	1
3138AW-RQ-8	FN AJ4994 - RMBS		09/01/2019	Paydown		7,367	7,367	7,930	7,926		(559)		(559)		7,367				228	11/01/2041	1
3138E7-TV-6	FN AK3263 - RMBS		09/01/2019	Paydown		13,531	13,531	13,962	13,885		(354)		(354)		13,531				272	02/01/2027	1
3138EJ-3Y-2	FN AL2614 - RMBS		09/01/2019	Paydown		12,426	12,426	12,849	12,861		(436)		(436)		12,426				301	11/01/2042	1
3138EK-QD-0	FN AL3151 - RMBS		09/01/2019	Paydown		17,123	17,123	18,381	18,329		(1,205)		(1,205)		17,123				514	06/01/2042	1
3138EN-4H-9	FN AL6223 - RMBS		09/01/2019	Paydown		9,617	9,617	10,464	10,471		(855)		(855)		9,617				289	08/01/2044	1
3138EQ-7K-2	FN AL8097 - RMBS		09/01/2019	Paydown		7,262	7,262	7,795	7,840		(578)		(578)		7,262				175	01/01/2046	1
3138ER-7D-6	FN AL9891 - RMBS		09/01/2019	Paydown		5,969	5,969	6,213	6,236		(267)		(267)		5,969		0	0	165	02/01/2046	1
3138ER-J7-6	FN AL9285 - RMBS		09/01/2019	Paydown		25,526	25,526	25,927	25,908		(382)		(382)		25,526				582	10/01/2046	1
3138ER-NP-1	FN AL9397 - RMBS		09/01/2019	Paydown		8,630	8,630	8,716	8,711		(82)		(82)		8,630				172	10/01/2046	1
3138ET-YK-6	FN AL8813 - RMBS		09/01/2019	Paydown		3,054	3,054	3,201	3,198		(144)		(144)		3,054		0	0	77	04/01/2046	1
3138M5-EA-3	FN AP1928 - RMBS		09/01/2019	Paydown		14,391	14,391	15,330	15,315		(925)		(925)		14,391				376	08/01/2042	1
3138M5-LP-2	FN AP2133 - RMBS		09/01/2019	Paydown		6,664	6,664	6,914	6,894		(230)		(230)		6,664				157	08/01/2042	1
3138MP-YV-1	FN AQ7923 - RMBS		09/01/2019	Paydown		20,036	20,036	20,919	20,746		(710)		(710)		20,036				400	12/01/2042	1
3138W6-SU-1	FN AR8630 - RMBS		09/01/2019	Paydown		5,931	5,931	6,044	6,044		(113)		(113)		5,931		0	0	118	04/01/2043	1
3138W9-HL-7	FN ASO234 - RMBS		09/01/2019	Paydown		8,788	8,788	9,215	9,220		(431)		(431)		8,788				222	08/01/2043	1
3138WB-AR-6	FN AS1815 - RMBS		09/01/2019	Paydown		8,075	8,075	8,410	8,371		(295)		(295)		8,075		0	0	231	02/01/2044	1
3138WB-GU-3	FN AS2010 - RMBS		09/01/2019	Paydown		8,336	8,336	8,701	8,684		(348)		(348)		8,336				220	03/01/2044	1
3138WB-LK-9	FN AS2385 - RMBS		09/01/2019	Paydown		8,987	8,987	9,489	9,465		(478)		(478)		8,987		0	0	239	05/01/2044	1
3138WE-6G-9	FN ASS370 - RMBS		09/01/2019	Paydown		11,464	11,464	11,937	11,909		(445)		(445)		11,464				269	07/01/2045	1
3138WE-EV-7	FN AS4647 - RMBS		09/01/2019	Paydown		7,826	7,826	8,082	8,085		(258)		(258)		7,826		0	0	187	03/01/2045	1
3138WE-KB-4	FN AS4789 - RMBS		09/01/2019	Paydown		5,658	5,658	5,886	5,876		(218)		(218)		5,658				113	04/01/2045	1
3138WE-ZJ-1	FN ASS244 - RMBS		09/01/2019	Paydown		9,824	9,824	10,216	10,183		(359)		(359)		9,824				223	06/01/2045	1
3138WF-B6-2	FN ASS460 - RMBS		09/01/2019	Paydown		5,264	5,264	5,515	5,497		(233)		(233)		5,264		0	0	122	07/01/2045	1
3138WF-GE-0	FN ASS596 - RMBS		09/01/2019	Paydown		10,053	10,053	10,510	10,525		(472)		(472)		10,053				239	08/01/2045	1
3138WJ-3C-0	FN AS8894 - RMBS		09/01/2019	Paydown		12,826	12,826	13,065	13,035		(209)		(209)		12,826				258	03/01/2032	1
3138WJ-PC-6	FN AS8518 - RMBS		09/01/2019	Paydown		10,184	10,184	10,133	10,133		51		51		10,184				203	12/01/2046	1
3138WJ-QE-1	FN AS8552 - RMBS		09/01/2019	Paydown		8,686	8,686	8,886	8,870		(184)		(184)		8,686				185	12/01/2036	1
3138WK-4X-0	FN AS9837 - RMBS		09/01/2019	Paydown		14,325	14,325	14,308	14,304		21		21		14,325				289	06/01/2032	1
3138X4-V9-8	FN AU5139 - RMBS		09/01/2019	Paydown		11,604	11,604	12,094	12,110		(505)		(505)		11,604		0	0	278	08/01/2043	1
3138Y6-3S-1	FN AX5308 - RMBS		09/01/2019	Paydown		4,542	4,542	4,764	4,763		(222)		(222)		4,542				103	01/01/2042	1
3138YV-KG-1	FN AZ4794 - RMBS		09/01/2019	Paydown		7,677	7,677	8,048	8,000		(323)		(323)		7,677		0	0	154	10/01/2030	1
31390E-SX-1	FN 644134 - RMBS		09/01/2019	Paydown		641	641	645	643		(2)		(2)		641		0	0	25	05/01/2032	1
31403A-XD-2	FN 743276 - RMBS		09/01/2019	Paydown		165	165	169	166		(2)		(2)		165		0	0	7	10/01/2033	1
31403C-6L-0	FN 745275 - RMBS		09/01/2019	Paydown		803	803	782	781		21		21		803			0	27	02/01/2036	1
31403C-6U-0	FN 745283 - RMBS		09/01/2019	Paydown		1,868	1,868	1,805	1,802		66		66		1,868				69	01/01/2036	1
31408J-DS-7	FN 852513 - RMBS		09/01/2019	Paydown		125	125	124	124		1		1		125				5	01/01/2036	1
31409W-D9-9	FN 880428 - RMBS		09/01/2019	Paydown		130	130	131	130		0		0		130		0	0	6	04/01/2036	1
3140E0-EJ-0	FN AZ7336 - RMBS		09/01/2019	Paydown		3,757	3,757	3,825	3,823		(66)		(66)		3,757				87	11/01/2045	1
3140EV-JC-2	FN BC1158 - RMBS		09/01/2019	Paydown		9,734	9,734	10,042	10,039		(305)		(305)		9,734		0	0	229	02/01/2046	1
3140FM-BD-7	FN BE1835 - RMBS		09/01/2019	Paydown		6,191	6,191	6,278	6,268		(78)		(78)		6,191				126	11/01/2036	1
3140FM-DF-0	FN BE1901 - RMBS		09/01/2019	Paydown		6,366	6,366	6,370	6,368		(1)		(1)		6,366		0	0	123	12/01/2046	1
3140GQ-4C-7	FN BH2618 - RMBS		09/01/2019	Paydown		8,519	8,519	8,463	8,462		57		57		8,519				194	08/01/2047	1
3140GS-KW-1	FN BH3908 - RMBS		09/01/2019	Paydown		29,206	29,206	30,922	30,841		(1,636)		(1,636)		29,206		0	0	786	08/01/2047	1
3140GS-PD-8	FN BH4019 - RMBS		09/01/2019	Paydown		13,282	13,282	13,868	13,843		(561)		(561)		13,282				358	09/01/2047	1
3140GU-MA-2	FN BH5752 - RMBS		09/01/2019	Paydown		5,758	5,758	5,911	5,904		(145)		(145)		5,758		0	0	136	11/01/2047	1
3140J7-UL-7	FN BM3286 - RMBS		09/01/2019	Paydown		15,436	15,436	16,205	16,204		(768)		(768)		15,436				465	11/01/2047	1
3140JB-HC-0	FN BM3826 - RMBS		09/01/2019	Paydown		23,121	23,121	23,850	23,848		(727)		(727)		23,121				693	04/01/2048	1
3140JB-EB-3	FN BM4629 - RMBS		09/01/2019	Paydown		10,405	10,405	10,435	10,434		(29)		(29)		10,405		0	0	293	10/01/2048	1
3140OB-3U-7	FN CA1710 - RMBS		09/01/2019	Paydown		17,986	17,986	18,723	18,703		(717)		(717)		17,986				548	05/01/2048	1

STATEMENT AS OF SEPTEMBER 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-K8-7	FN CA1218 - RMBS		09/01/2019	Paydown		29,296	29,296	30,390	30,363		(1,067)		(1,067)		29,296				882	02/01/2048	1
31410X-ZR-0	FN 900852 - RMBS		09/01/2019	Paydown		1,538	1,544	1,546	1,544		(6)		(6)		1,538				62	01/01/2037	1
31416X-QU-7	FN AB2266 - RMBS		09/01/2019	Paydown		6,652	6,652	6,927	6,910		(257)		(257)		6,652		0	0	173	02/01/2041	1
31417D-TR-4	FN AB6859 - RMBS		09/01/2019	Paydown		9,016	9,016	9,371	9,368		(352)		(352)		9,016				221	11/01/2042	1
31417E-CG-4	FN AB7270 - RMBS		09/01/2019	Paydown		9,344	9,344	9,768	9,690		(345)		(345)		9,344		0	0	188	12/01/2042	1
31417E-H2-0	FN AB7448 - RMBS		09/01/2019	Paydown		33,519	33,519	34,758	34,267		(748)		(748)		33,519				564	01/01/2028	1
31417E-ZK-0	FN AB7945 - RMBS		09/01/2019	Paydown		9,610	9,610	9,922	9,868		(258)		(258)		9,610		0	0	179	02/01/2043	1
31417G-5A-0	FN AB9840 - RMBS		09/01/2019	Paydown		4,764	4,764	5,001	4,994		(230)		(230)		4,764				111	07/01/2043	1
31418C-EE-0	FN MA2832 - RMBS		09/01/2019	Paydown		6,195	6,195	6,206	6,202		(7)		(7)		6,195		0	0	125	12/01/2036	1
31418C-FD-1	FN MA2863 - RMBS		09/01/2019	Paydown		10,928	10,928	10,943	10,940		(12)		(12)		10,928		0	0	220	01/01/2047	1
31418C-ND-2	FN MA3087 - RMBS		09/01/2019	Paydown		17,135	17,135	17,586	17,564		(429)		(429)		17,135		0	0	406	08/01/2047	1
31418C-OB-3	FN MA3149 - RMBS		09/01/2019	Paydown		20,832	20,832	21,629	21,627		(795)		(795)		20,832				561	10/01/2047	1
31418C-UB-5	FN MA3306 - RMBS		09/01/2019	Paydown		13,274	13,274	13,533	13,524		(250)		(250)		13,274		0	0	360	03/01/2048	1
31419F-FW-1	FN AE4680 - RMBS		09/01/2019	Paydown		4,913	4,913	5,095	5,082		(169)		(169)		4,913		0	0	135	11/01/2040	1
3199999	Subtotal - Bonds - U.S. Special Revenues					1,007,690	1,007,690	1,044,347	1,002,492		(34,496)		(34,496)		1,007,690		0	0	23,722	XXX	XXX
009158-AP-1	AIR PRODUCTS AND CHEMICALS INC		08/21/2019	Maturity @ 100.00		250,000		249,820	249,991		9		9		250,000				10,938	08/21/2019	1FE
17275R-AH-5	CISCO SYSTEMS INC		09/30/2019	MORGAN STANLEY CO JP MORGAN SECURITIES LLC		301,977	300,000	299,556	299,946		39		39		299,985		1,992	1,992	16,205	01/15/2020	1FE
21036P-AU-2	CONSTELLATION BRANDS INC		08/23/2019			269,684	270,000	269,622	269,839		123		123		269,962		(278)	(278)	4,335	11/07/2019	2FE
285512-AC-3	ELECTRONIC ARTS INC		09/09/2019	MORGAN STANLEY CO		127,519	125,000	124,813	124,919		25		25		124,944		2,575	2,575	4,753	03/01/2021	2FE
36252A-AA-4	GSMS 156S1 A1 - CMBS		09/01/2019	Paydown		16,749	16,749	16,749	16,744		5		5		16,749				215	11/13/2048	1FE
43789V-AA-6	HOF 192 A1 - CMO/RMBS		09/25/2019	Paydown		11,383	11,383	11,383			0		0		11,383				26	09/25/2059	1FE
440452-AE-0	HORMEL FOODS CORP		09/09/2019	INC.		205,396	200,000	199,430	199,856		42		42		199,898		5,498	5,498	7,471	04/15/2021	1FE
682134-AC-5	OMNICO GROUP INC		08/01/2019	VARIOUS		200,000	200,000	204,352	200,856		(301)		(301)		200,554		(554)	(554)	6,092	08/15/2020	2FE
78410T-AA-4	SCFET 171 A - ABS		09/20/2019	Paydown		23,668	23,668	23,663	24,037		(369)		(369)		23,668		0	0	605	01/20/2023	1FE
90931L-AA-6	UNITED AIRLINES INC - ABS		08/01/2019	Paydown		4,353	4,353	4,353	4,353						4,353				135	01/07/2030	1FE
918286-AA-3	VSTNA 18A A - ABS		09/20/2019	Paydown		11,641	11,641	11,640	11,640		1		1		11,641				284	02/20/2036	1FE
92211M-AC-7	VDC 181 A2 - ABS		09/15/2019	Paydown		175	175	175	175						175		0	0	5	02/16/2043	1FE
3899999	Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)					1,422,544	1,412,969	1,415,555	1,402,356		(426)		(426)		1,413,313		9,232	9,232	51,062	XXX	XXX
8399997	Total - Bonds - Part 4					2,466,431	2,456,855	2,496,160	2,441,108		(34,986)		(34,986)		2,457,199		9,232	9,232	75,630	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					2,466,431	2,456,855	2,496,160	2,441,108		(34,986)		(34,986)		2,457,199		9,232	9,232	75,630	XXX	XXX
8999997	Total - Preferred Stocks - Part 4					XXX	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	XXX
9799997	Total - Common Stocks - Part 4					XXX	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	XXX
9899999	Total - Preferred and Common Stocks					XXX	XXX													XXX	XXX
9999999	Totals					2,466,431	XXX	2,496,160	2,441,108		(34,986)		(34,986)		2,457,199		9,232	9,232	75,630	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)	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

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

## SCHEDULE DB - PART D - SECTION 1

## Counterparty Exposure for Derivative Instruments Open as of Current Statement Date

[illegible]

STATEMENT AS OF SEPTEMBER 30, 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)

1	2	3	4	5	6	7
CUSIP Identification	Description	Code	NAIC Designation and Administrative Symbol/Market Indicator	Fair Value	Book/Adjusted Carrying Value	Maturity Date
<b>NONE</b>						
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 \$ .....
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
<b>NONE</b>						
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 SEPTEMBER 30, 2019 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

DIRECTOR AND OFFICER INSURANCE COVERAGE SUPPLEMENT

Year To Date For The Period Ended SEPTEMBER 30, 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
\$	\$	\$

2. Commercial Multiple Peril (CMP) Packaged Policies

- 2.1 Does the reporting entity provide D&O liability coverage as part of a CMP packaged policy?

Yes [ ] No [ ]
- 2.2 Can the direct premium earned for D&O liability coverage provided as part of a CMP packaged policy be quantified or estimated?

Yes [ ] No [ ]
- 2.3 If the answer to question 2.2 is yes, provide the quantified or estimated direct premium earned amount for D&O liability coverage in CMP packaged policies

2.31 Amount quantified:

\$

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.

\$