



QUARTERLY STATEMENT

AS OF MARCH 31, 2002
OF THE CONDITION AND AFFAIRS OF THE
Republic-Franklin Insurance Company

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

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

Country of Domicile United States of America

Incorporated February 10, 1949 Commenced Business February 10, 1949

Statutory Home Office 2500 Corporate Exchange Drive, Columbus, OH 43229-7506
(Street and Number) (City or Town, State and Zip Code)

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

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

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

Internet Website Address www.uticanational.com

Statement Contact Anthony C. Paolozzi 315-734-2385
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Policyowner Relations Contact Michael C. Austin 180 Genesee Street
New Hartford, NY 13413 (Street and Number)
(City or Town, State and Zip Code) 315-734-2413 (Area Code) (Telephone Number)

OFFICERS

President & CEO James Douglas Robinson Secretary George Paul Wardley III
CFO & Treasurer Anthony Cosmo Paolozzi

DIRECTORS

<u>Alfred Elliott Calligaris</u>	<u>Jerry John Hartman</u>	<u>William Craig Heston</u>
<u>Herbert Preston Ladds, Jr.</u>	<u>James Douglas Robinson</u>	<u>George Paul Wardley, III</u>
<u>Henry Westphalen, Jr.</u>	<u>Jacob Eugene Worner</u>	<u>John Ralph Zapisek</u>

State of New York } ss
County of Oneida

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.

James Douglas Robinson George Paul Wardley, III Anthony Cosmo Paolozzi
President & CEO Secretary CFO & Treasurer

Subscribed and sworn to before me this
day of April, 2002

STATEMENT AS OF MARCH 31, 2002 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

ASSETS

	Current Statement Date			4 December 31, Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
1. Bonds	52,045,348		52,045,348	53,036,431
2. Stocks:				
2.1 Preferred stocks	0		0	
2.2 Common stocks	6,117,653		6,117,653	6,079,431
3. Mortgage loans on real estate:				
3.1 First liens	0		0	
3.2 Other than first liens	0		0	
4. Real estate:				
4.1 Properties occupied by the company (less \$ encumbrances)	0		0	
4.2 Properties held for the production of income (less \$ encumbrances)	0		0	
4.3 Properties held for sale (less \$ encumbrances)	0		0	
5. Cash (\$ 1,104,131 and short-term investments \$ 100,000)	1,204,131		1,204,131	1,023,950
6. Other invested assets	0		0	
7. Receivable for securities	0		0	
8. Aggregate write-ins for invested assets				
9. Subtotals, cash and invested assets (Lines 1 to 8)	59,367,131		59,367,131	60,139,812
10. Agents' balances or uncollected premiums				
10.1 Premiums and agents' balances in course of collection	3,536,908	15,012	3,521,896	4,622,983
10.2 Premiums, agents' balances and installments booked but deferred and not yet due (including \$ 191,894 earned but unbilled premiums)	1,539,971	2,957	1,537,014	1,593,082
10.3 Accrued retrospective premiums	30,965	.162	30,803	.32,265
11. Funds held by or deposited with reinsured companies	0		0	
12. Bills receivable, taken for premiums	0		0	
13. Amounts billed and receivable under high deductible policies	0		0	
14. Reinsurance recoverables on loss and loss adjustment expense payments	578,911		578,911	728,761
15. Federal and foreign income tax recoverable and interest thereon (including \$ 522,741 net deferred tax asset)	1,154,537		1,154,537	972,786
16. Guaranty funds receivable or on deposit	941,236		941,236	893,165
17. Electronic data processing equipment and software	69,081		69,081	.78,749
18. Interest, dividends and real estate income due and accrued	898,704		898,704	806,923
19. Net adjustments in assets and liabilities due to foreign exchange rates				
20. Receivable from parent, subsidiaries and affiliates	4,007,405		4,007,405	2,085,133
21. Amounts due from /to protected cells				
22. Equities and deposits in pools and associations	171,716	13	171,703	126,097
23. Amounts receivable relating to uninsured accident and health plans				
24. Other assets nonadmitted	20,089	20,089	0	
25. Aggregate write-ins for other than invested assets	257,593	8,297	249,297	231,329
26. Total assets excluding protected cell assets (Lines 9 through 25)	72,574,249	.46,530	.72,527,719	.72,311,085
27. Protected cell assets				
28. TOTALS (Lines 26 and 27)	72,574,249	.46,530	.72,527,719	.72,311,085
DETAILS OF WRITE-INS				
0801.				
0802.				
0803.				
0898. Summary of remaining write-ins for Line 8 from overflow page				
0899. Totals (Lines 0801 thru 0803 plus 0898) (Line 8 above)				
2501. Prepaid Expenses .....	.9,125	9,125	0	0
2502. Accounts Receivable - Other .....	.64,924	0	.64,924	.45,810
2503. Clearing Accounts	-(1,974)	-(829)	-(1,145)	0
2598. Summary of remaining write-ins for Line 25 from overflow page	185,518		185,518	185,518
2599. Totals (Lines 2501 thru 2503 plus 2598) (Line 25 above)	257,593	8,297	249,297	231,329

STATEMENT AS OF MARCH 31, 2002 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 \$ 3,569,000)	27,290,516	26,785,631
2. Reinsurance payable on paid losses and loss adjustment expenses	0	
3. Loss adjustment expenses	7,357,110	6,996,548
4. Commissions payable, contingent commissions and other similar charges	69,494	326,762
5. Other expenses (excluding taxes, licenses and fees)	1,026,145	1,375,226
6. Taxes, licenses and fees (excluding federal and foreign income taxes)	3,371,960	3,392,691
7. Federal and foreign income taxes [including \$ on realized capital gains (losses)] (including \$ net deferred tax liability)	0	
8. Borrowed money \$ and interest thereon \$	0	
9. Unearned premiums (after deducting unearned premiums for ceded reinsurance of \$ 66,707,040 and including warranty reserves of \$).	9,141,555	8,969,347
10. Advance premium		
11. Dividends declared and unpaid:		
11.1 Stockholders		
11.2 Policyholders	214,401	243,675
12. Ceded reinsurance premiums payable (net of ceding commissions)	221,869	348,677
13. Funds held by company under reinsurance treaties		
14. Amounts withheld or retained by company for account of others	796,356	848,901
15. Remittances and items not allocated		
16. Provision for reinsurance	76,613	76,613
17. Net adjustments in assets and liabilities due to foreign exchange rates		
18. Drafts outstanding	0	1,481
19. Payable to parent, subsidiaries and affiliates		
20. Payable for securities		
21. Liability for amounts held under uninsured accident and health plans		
22. Capital notes \$ and interest thereon \$		
23. Aggregate write-ins for liabilities	383,172	583,163
24. Total liabilities excluding protected cell liabilities (Lines 1 through 23)	49,949,190	49,948,714
25. Protected cell liabilities		
26. Total liabilities (Lines 24 and 25)	49,949,190	49,948,714
27. Aggregate write-ins for special surplus funds	44,654	61,495
28. Common capital stock	3,500,000	3,500,000
29. Preferred capital stock	0	
30. Aggregate write-ins for other than special surplus funds		
31. Surplus notes	0	
32. Gross paid in and contributed surplus	2,139,802	2,139,802
33. Unassigned funds (surplus)	16,894,073	16,661,074
34. Less treasury stock, at cost		
34.1 shares common (value included in Line 28 \$)		
34.2 shares preferred (value included in Line 29 \$)		
35. Surplus as regards policyholders (Lines 27 to 33, less 34)	22,578,529	22,362,371
36. TOTALS	72,527,719	72,311,085
DETAILS OF WRITE-INS		
2301. Contingent Balances in Safety Groups	186,690	188,880
2302. Reserve for Reinsurance Insolvencies	107,095	104,983
2303. Miscellaneous Accounts Payable	43,151	243,324
2398. Summary of remaining write-ins for Line 23 from overflow page	46,236	45,976
2399. Totals (Lines 2301 thru 2303 plus 2398) (Line 23 above)	383,172	583,163
2701. Reserve for Undeclared Dividends	44,654	61,495
2702.		
2703.		
2798. Summary of remaining write-ins for Line 27 from overflow page	44,654	61,495
2799. Totals (Lines 2701 thru 2703 plus 2798) (Line 27 above)	44,654	61,495
3001.		
3002.		
3003.		
3098. Summary of remaining write-ins for Line 30 from overflow page		
3099. Totals (Lines 3001 thru 3003 plus 3098) (Line 30 above)		

STATEMENT AS OF MARCH 31, 2002 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

STATEMENT OF INCOME

	1 Current Year to Date	2 Prior Year to Date	3 Prior Year Ended December 31
UNDERWRITING INCOME			
1. Premiums earned:			
1.1 Direct (written \$ 32,411,610)	38,148,079	39,260,171	159,537,262
1.2 Assumed (written \$ 4,910,201)	4,736,369	4,856,688	19,734,152
1.3 Ceded (written \$ 32,411,610)	38,148,079	39,260,171	159,537,262
1.4 Net (written \$ 4,910,201)	4,736,369	4,856,688	19,734,152
DEDUCTIONS:			
2. Losses incurred (current accident year \$ 4,042,000):			
2.1 Direct	23,463,544	32,365,882	144,582,457
2.2 Assumed	3,253,767	4,042,916	17,403,675
2.3 Ceded	23,463,498	32,365,849	144,582,425
2.4 Net	3,253,812	4,042,948	17,403,708
3. Loss expenses incurred	803,677	735,812	3,375,093
4. Other underwriting expenses incurred	1,550,422	1,515,147	5,986,926
5. Aggregate write-ins for underwriting deductions			
6. Total underwriting deductions (Lines 2.4 thru 5)	5,607,912	6,293,907	26,765,726
7. Net income of protected cells			
8. Net underwriting gain or (loss) (Line 1.4 minus Line 6 + Line 7)	(871,542)	(1,437,219)	(7,031,575)
INVESTMENT INCOME			
9. Net investment income earned	929,133	976,763	3,859,912
10. Net realized capital gains or (losses)	17,247	(41,127)	(82,652)
11. Net investment gain (loss) (Lines 9 + 10)	946,380	935,636	3,777,260
OTHER INCOME			
12. Net gain or (loss) from agents' or premium balances charged off (amount recovered \$ amount charged off \$ 14,123)	(14,123)	(9,052)	(44,493)
13. Finance and service charges not included in premiums	19,234	7,153	84,020
14. Aggregate write-ins for miscellaneous income	(10,079)	(2,247)	(34,686)
15. Total other income (Lines 12 through 14)	(4,967)	(4,147)	4,841
16. Net income before dividends to policyholders and before federal and foreign income taxes (Lines 8 + 11 + 15)	69,871	(505,730)	(3,249,474)
17. Dividends to policyholders	93,580	104,640	353,443
18. Net income, after dividends to policyholders but before federal and foreign income taxes (Line 16 minus Line 17)	(23,710)	(610,370)	(3,602,918)
19. Federal and foreign income taxes incurred	(181,700)	(120,790)	(564,430)
20. Net income (Line 18 minus Line 19)(to Line 22)	157,990	(489,580)	(3,038,487)
CAPITAL AND SURPLUS ACCOUNT			
21. Surplus as regards policyholders, December 31 prior year	22,362,371	25,984,035	25,984,035
GAINS AND (LOSSES) IN SURPLUS			
22. Net income (from Line 20)	157,990	(489,580)	(3,038,487)
23. Net unrealized capital gains or losses	9,448	(783,928)	(693,023)
24. Change in net unrealized foreign exchange capital gain (loss)	0	53,238	(269,916)
25. Change in net deferred income tax	46,530	(19,317)	(111,650)
26. Change in nonadmitted assets			
27. Change in provision for reinsurance			
28. Change in surplus notes			
29. Surplus (contributed to) withdrawn from protected cells			
30. Cumulative effect of changes in accounting principles	0	1,258,626	461,233
31. Capital changes:			
31.1 Paid in			
31.2 Transferred from surplus (Stock Dividend)			
31.3 Transferred to surplus			
32. Surplus adjustments:			
32.1 Paid in			
32.2 Transferred to capital (Stock Dividend)			
32.3 Transferred from capital			
33. Net remittances from or (to) Home Office			
34. Dividends to stockholders			
35. Change in treasury stock			
36. Aggregate write-ins for gains and losses in surplus	2,190	(3,120)	59,130
37. Change in surplus as regards policyholders (Lines 22 through 36)	216,158	15,919	(3,621,664)
38. Surplus as regards policyholders, as of statement date (Lines 21 plus 37)	22,578,529	25,999,954	22,362,371
DETAILS OF WRITE-INS			
0501.			
0502.			
0503.			
0598. Summary of remaining write-ins for Line 5 from overflow page			
0599. Totals (Lines 0501 thru 0503 plus 0598) (Line 5 above)			
1401. Insolvent Reinsurance Companies	(2,759)	(2,355)	15,052
1402. Miscellaneous Income	(7,320)	108	(49,738)
1403.			
1498. Summary of remaining write-ins for Line 14 from overflow page			
1499. Totals (Lines 1401 thru 1403 plus 1498) (Line 14 above)	(10,079)	(2,247)	(34,686)
3601. Contingent Balance in Safety Groups	2,190	(3,120)	59,130
3602.			
3603.			
3698. Summary of remaining write-ins for Line 36 from overflow page			
3699. Totals (Lines 3601 thru 3603 plus 3698) (Line 36 above)	2,190	(3,120)	59,130

STATEMENT AS OF MARCH 31, 2002 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

CASH FLOW

	1 Current Year to Date	2 Prior Year Ended December 31
Cash from Operations		
1. Premiums collected net of reinsurance	6,088,430	20,180,949
2. Loss and loss adjustment expenses paid (net of salvage and subrogation)	3,312,573	16,701,836
3. Underwriting expenses paid	1,828,271	5,962,262
4. Other underwriting income (expenses)		
5. Cash from underwriting (Line 1 minus Line 2 minus Line 3 plus Line 4)	947,586	(2,483,150)
6. Net investment income	844,624	3,843,179
7. Other income (expenses):		
7.1 Agents' balances charged off	(14,123)	(44,493)
7.2 Net funds held under reinsurance treaties		
7.3 Net amount withheld or retained for account of others	(52,545)	(213,832)
7.4 Aggregate write-ins for miscellaneous items	(36,450)	(188,680)
7.5 Total other income (Lines 7.1 to 7.4)	(103,119)	(447,005)
8. Dividends to policyholders on direct business, less \$ dividends on reinsurance assumed or ceded (net)	122,854	389,149
9. Federal and foreign income taxes (paid) recovered	(51)	149,323
10. Net cash from operations (Line 5 plus Line 6 plus Line 7.5 minus Line 8 plus Line 9)	1,566,186	673,198
Cash from Investments		
11. Proceeds from investments sold, matured or repaid:		
11.1 Bonds	2,979,461	11,126,954
11.2 Stocks	32,965	2,747,154
11.3 Mortgage loans		
11.4 Real estate		
11.5 Other invested assets		
11.6 Net gains or (losses) on cash and short-term investments		
11.7 Miscellaneous proceeds		142,960
11.8 Total investment proceeds (Lines 11.1 to 11.7)	3,012,426	14,017,068
12. Cost of investments acquired (long-term only):		
12.1 Bonds	2,044,778	12,390,388
12.2 Stocks	9,518	2,299,760
12.3 Mortgage loans		
12.4 Real estate		
12.5 Other invested assets		
12.6 Miscellaneous applications		
12.7 Total investments acquired (Lines 12.1 to 12.6)	2,054,296	14,690,148
13. Net Cash from investments (Line 11.8 minus Line 12.7)	958,130	(673,080)
Cash from Financing and Miscellaneous Sources		
14. Cash provided:		
14.1 Surplus notes, capital and surplus paid in		
14.2 Capital notes \$ less amounts repaid \$		
14.3 Net transfers from affiliates	0	
14.4 Borrowed funds received		
14.5 Other cash provided	0	2,379,792
14.6 Total (Lines 14.1 to 14.5)	0	2,379,792
15. Cash applied:		
15.1 Dividends to stockholders paid		
15.2 Net transfers to affiliates	1,922,272	2,781,749
15.3 Borrowed funds repaid		
15.4 Other applications	421,864	60,806
15.5 Total (Lines 15.1 to 15.4)	2,344,135	2,842,555
16. Net cash from financing and miscellaneous sources (Line 14.6 minus Line 15.5)	(2,344,135)	(462,763)
RECONCILIATION OF CASH AND SHORT-TERM INVESTMENTS		
17. Net change in cash and short-term investments (Line 10, plus Line 13, plus Line 16)	180,181	(462,645)
18. Cash and short-term investments:		
18.1 Beginning of year	1,023,950	1,486,596
18.2 End of year (Line 17 plus Line 18.1)	1,204,131	1,023,950
DETAILS OF WRITE-INS		
07.401 Finance & Service Charges Not Included In Premiums	11,465	31,837
07.402 Insolvent Reinsurance Companies	(2,759)	(41,534)
07.403 Miscellaneous Income	449	2,445
07.498 Summary of remaining write-ins for Line 7.4 from overflow page	(45,606)	(181,427)
07.499 Totals (Lines 07.401 thru 07.403 plus 07.498) (Line 7.4 above)	(36,450)	(188,680)

STATEMENT AS OF MARCH 31, 2002 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

NOTES TO FINANCIAL STATEMENTS

STATEMENT AS OF MARCH 31, 2002 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY**GENERAL INTERROGATORIES**

(Responses to these interrogatories should be based on changes that have occurred since the prior year end unless otherwise noted.)

**PART 1 - COMMON INTERROGATORIES
GENERAL**

1.1 Did the reporting entity implement any significant accounting policy changes which would require disclosure in the Notes to the Financial Statements? Yes [] No [X]

1.2 If yes, explain:

.....

2.1 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]

2.2 If yes, has the report been filed with the domiciliary state? Yes [] No []

3.1 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]

3.2 If yes, date of change: If not previously filed, furnish herewith a certified copy of the instrument as amended.

4. Have there been any substantial changes in the organizational chart since the prior quarter end? Yes [] No [X]

If yes, attach an organizational chart.

5.1 Has the reporting entity been a party to a merger or consolidation during the period covered by this statement? Yes [] No [X]

5.2 If yes, provide the name of entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

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

6. If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved? Yes [] No [] NA [X]

If yes, attach an explanation.

7.1 State as of what date the latest financial examination of the reporting entity was made or is being made. 12/31/1999

7.2 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. 12/31/1999

7.3 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). 10/01/2001

7.4 By what department or departments?

Ohio.....

8.1 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? (You need not report an action, either formal or informal, if a confidentiality clause is part of the agreement.) Yes [] No [X]

8.2 If yes, give full information:

.....

STATEMENT AS OF MARCH 31, 2002 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

GENERAL INTERROGATORIES

(Responses to these interrogatories should be based on changes that have occurred since the prior year end unless otherwise noted.)

INVESTMENT

9.1 Has there been any change in the reporting entity's own preferred or common stock? Yes [] No [X]

9.2 If yes, explain:

.....

10.1 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]

10.2 If yes, give full and complete information relating thereto:

.....

11. Amount of real estate and mortgages held in other invested assets in Schedule BA: \$ 0

12. Amount of real estate and mortgages held in short-term investments: \$ 0

13.1 Does the reporting entity have any investments in parent, subsidiaries and affiliates? Yes [X] No []

13.2 If yes, please complete the following:

	1 Prior Year-End Statement Value	2 Current Quarter Statement Value
13.21 Bonds	\$	\$
13.22 Preferred Stock	\$	\$
13.23 Common Stock	\$	\$
13.24 Short-term Investments	\$	\$
13.25 Mortgages, Loans or Real Estate	\$	\$
13.26 All Other	\$	\$
13.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 13.21 to 13.26)	\$	\$
13.28 Total Investment in Parent included in Lines 13.21 to 13.26 above	\$	\$
13.29 Receivable from Parent not included in Lines 13.21 to 13.26 above	\$	\$

14.1 Does the reporting entity have any hedging transactions reported on Schedule DB? Yes [] No [X]

14.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state? Yes [] No []

If no, attach a description with this statement.

15. Excluding items in Schedule E, 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 Part 1 - General, Section IV.H - Custodial or Safekeeping Agreements of the NAIC Financial Condition Examiners Handbook? Yes [X] No []

15.1 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	One Wall Street New York, NY 10277

15.2 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)
.....

15.3 Have there been any changes, including name changes in the custodian(s) identified in 15.1 during the current year? Yes [] No [X]

15.4 If yes, give full and complete information relating thereto:

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

15.5 Identify all investment advisors, brokers/dealers or individuals acting on behalf of broker/dealers that have access to the investment accounts, handle securities and have authority to make investments on behalf of the reporting entity:

1 Central Registration Depository	2 Name(s)	3 Address
Bank of New York	Zurich Scudder Investments	2 International Place, Boston, MA 02110-4103

STATEMENT AS OF MARCH 31, 2002 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY**GENERAL INTERROGATORIES**

(continued)

**PART 2
PROPERTY & CASUALTY INTERROGATORIES**

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

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

3.1 Have any of the reporting entity's primary reinsurance contracts been canceled? Yes [] No [X]
3.2 If yes, give full and complete information thereto.
.....

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

4.2 If yes, complete the following schedule:

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

SCHEDULE A - VERIFICATION

	1 First Quarter Current Year	2 Second Quarter Current Year	3 Third Quarter Current Year	4 Prior Year Ended December 31
1. Book/adjusted carrying value, beginning of period				
2. Increase (decrease) by adjustment				
3. Cost of acquired				
4. Cost of additions to and permanent improvements				
5. Total profit (loss) on sales				
6. Increase (decrease) by foreign exchange adjustment				
7. Amount received on sales				
8. Book/adjusted carrying value at end of current period				
9. Total valuation allowance				
10. Subtotal (Lines 8 plus 9)				
11. Total nonadmitted amounts				
12. Statement value, current period (Page 2, real estate lines, current period)				

NONE**SCHEDULE B - VERIFICATION**

	1 First Quarter Current Year	2 Second Quarter Current Year	3 Third Quarter Current Year	4 Prior Year Ended December 31
1. Book/recorded investment excluding accrued interest on mortgages owned, beginning of period				
2. Amount loaned during period:				
2.1. Actual cost at time of acquisitions				
2.2. Additional investment made after acquisitions				
3. Accrual of discount and mortgage interest points and commitment fees				
4. Increase (decrease) by adjustment				
5. Total profit (loss) on sale				
6. Amounts paid on account or in full during the period				
7. Amortization of premium				
8. Increase (decrease) by foreign exchange adjustment				
9. Book value/recorded investment excluding accrued interest on mortgages owned at end of current period				
10. Total valuation allowance				
11. Subtotal (Lines 9 plus 10)				
12. Total nonadmitted amounts				
13. Statement value of mortgages owned at end of current period				

SCHEDULE BA - VERIFICATION

Other Invested Assets Included in Schedule BA

	1 First Quarter Current Year	2 Second Quarter Current Year	3 Third Quarter Current Year	4 Prior Year Ended December 31
1. Book/adjusted carrying value of long-term invested assets owned, beginning of period				
2. Cost of acquisitions during period:				
2.1. Actual cost at time of acquisitions				
2.2. Additional investment made after acquisitions				
3. Accrual of discount				
4. Increase (decrease) by adjustment				
5. Total profit (loss) on sale				
6. Amounts paid on account or in full during the period				
7. Amortization of premium				
8. Increase (decrease) by foreign exchange adjustment				
9. Book/adjusted carrying value of long-term invested assets at end of current period				
10. Total valuation allowance				
11. Subtotal (Lines 9 plus 10)				
12. Total nonadmitted amounts				
13. Statement value of long-term invested assets at end of current period				

STATEMENT AS OF MARCH 31, 2002 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

SCHEDULE D - PART 1B

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

	1 Statement Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Statement Value End of First Quarter	6 Statement Value End of Second Quarter	7 Statement Value End of Third Quarter	8 Statement Value December 31 Prior Year
BONDS								
1. Class 1	44,568,688	2,044,778	1,905,322	(18,903)	44,689,240			44,568,688
2. Class 2	7,619,158		1,019,189	(2,524)	6,597,445			7,619,158
3. Class 3	948,585		35,239	(54,683)	858,662			948,585
4. Class 4								
5. Class 5								
6. Class 6								
7. Total Bonds	53,136,431	2,044,778	2,959,750	(76,110)	52,145,347			53,136,431
PREFERRED STOCK								
8. Class 1								
9. Class 2								
10. Class 3								
11. Class 4								
12. Class 5								
13. Class 6								
14. Total Preferred Stock								
15. Total Bonds and Preferred Stock	53,136,431	2,044,778	2,959,750	(76,110)	52,145,347			53,136,431

SCHEDULE DA - PART 1

Short-Term Investments Owned End of Current Quarter					
	1 Book/Adjusted Carrying Value	2 Par Value	3 Actual Cost	4 Amount of Interest Received Current Quarter	5 Paid for Accrued Interest
80999999 Totals	100,000	XXX	100,000	572	

SCHEDULE DA - PART 2- Verification

Short-Term Investments Owned		1 First Quarter Current Year	2 Second Quarter Current Year	3 Third Quarter Current Year	4 Prior Year Ended December 31
1. Book/adjusted carrying value, beginning of period		100,000			100,000
2. Cost of short-term investments acquired					1,499,838
3. Increase (decrease) by adjustment					
4. Increase (decrease) by foreign exchange adjustment					
5. Total profit (loss) on disposal of short-term investments					
6. Consideration received on disposal of short-term investments					1,499,838
7. Book/adjusted carrying value, current period		100,000			100,000
8. Total valuation allowance					
9. Subtotal (Lines 7 plus 8)		100,000			100,000
10. Total nonadmitted amounts					
11. Statement value (Lines 9 minus 10)		100,000			100,000
12. Income collected during period .....		.572			4,947
13. Income earned during period		572			4,072

Schedule DB - Part F - Section 1

NONE

Schedule DB - Part F - Section 2

NONE

STATEMENT AS OF MARCH 31, 2002 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

SCHEDULE F Ceded Reinsurance

Showing all new reinsurers - Current Year to Date

STATEMENT AS OF MARCH 31, 2002 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

SCHEDULE T - EXHIBIT OF PREMIUMS WRITTEN

Current Year to Date - Allocated by States and Territories

States, etc.	1 Is Insurer Licensed? (Yes or No)	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	No	.0	.0	.0	.0	.0
2. Alaska	AK	No	.0	.0	.0	.0	.0
3. Arizona	AZ	No	.0	.0	.0	.0	.0
4. Arkansas	AR	No	.0	.0	.0	.0	.0
5. California	CA	No	.0	.0	.0	.0	.0
6. Colorado	CO	No	.0	.0	.0	.0	.0
7. Connecticut	CT	Yes	1,368,226	1,885,850	1,703,683	2,739,620	14,535,929
8. Delaware	DE	Yes	17,805	8,642	.0	.0	43,159
9. District of Columbia	DC	Yes	73,995	73,697	25,796	16,519	421,557
10. Florida	FL	No	.0	.0	.0	.0	.0
11. Georgia	GA	Yes	1,517,395	2,311,118	517,613	799,112	5,427,170
12. Hawaii	HI	No	.0	.0	.0	.0	.0
13. Idaho	ID	No	.0	.0	.0	.0	.0
14. Illinois	IL	Yes	.819,483	1,273,274	1,142,639	1,080,987	4,500,292
15. Indiana	IN	Yes	64,822	746,420	.426,326	.457,841	1,598,491
16. Iowa	IA	No	.0	.0	.0	.0	.0
17. Kansas	KS	Yes	(1,591)	157,272	77,821	351,911	1,234,939
18. Kentucky	KY	No	.0	.0	.0	.0	.0
19. Louisiana	LA	No	.0	.0	.0	.0	.0
20. Maine	ME	No	.0	.697,388	.0	.0	.0
21. Maryland	MD	Yes	1,267,259	1,540,645	773,421	2,192,471	4,583,255
22. Massachusetts	MA	Yes	.773,208	2,259,291	.0	.650,230	6,173,291
23. Michigan	MI	Yes	3,748	.731	.0	1,621	2,041
24. Minnesota	MN	No	.0	.0	.0	.0	.0
25. Mississippi	MS	No	.0	.0	.0	.0	.0
26. Missouri	MO	No	.0	.0	.0	.0	.0
27. Montana	MT	No	.0	.0	.0	.0	.0
28. Nebraska	NE	No	.0	.0	.0	.0	.0
29. Nevada	NV	No	.0	.0	.0	.0	.0
30. New Hampshire	NH	No	.0	.903,139	.0	.0	.0
31. New Jersey	NJ	Yes	1,007,926	1,192,476	.0	.779,092	13,460,768
32. New Mexico	NM	No	.0	.8,744,081	.0	.0	.0
33. New York	NY	Yes	16,901,423	17,032,621	.608,138	.8,076,473	78,070,013
34. North Carolina	NC	Yes	.668,972	1,045,753	.0	.872,177	6,856,124
35. North Dakota	ND	No	.0	.2,466,523	.0	.0	.0
36. Ohio	OH	Yes	4,357,393	4,091,547	.0	.4,113,781	16,132,962
37. Oklahoma	OK	No	.0	.0	.0	.0	.0
38. Oregon	OR	No	.0	.415,426	.0	.0	.0
39. Pennsylvania	PA	Yes	.569,306	858,785	.0	.666,680	5,884,743
40. Rhode Island	RI	Yes	.0	.0	.0	.0	.0
41. South Carolina	SC	No	.0	.0	.0	.0	.0
42. South Dakota	SD	No	.0	.729,153	.0	.0	.0
43. Tennessee	TN	Yes	.325,756	1,015,351	.421,928	1,148,274	3,132,199
44. Texas	TX	Yes	.736,205	1,024,241	.0	.1,902,182	3,605,242
45. Utah	UT	No	.0	.0	.0	.0	.0
46. Vermont	VT	No	.0	.763,202	.0	.0	.0
47. Virginia	VA	Yes	1,028,738	1,549,095	.0	.1,148,090	3,684,413
48. Washington	WA	No	.0	.0	.0	.0	.0
49. West Virginia	WV	No	.0	.29,780	.0	.0	.0
50. Wisconsin	WI	Yes	.911,540	188,729	.0	.35,281	786,340
51. Wyoming	WY	No	.0	.0	.0	.0	.0
52. American Samoa	AS	No	.0	.0	.0	.0	.0
53. Guam	GU	No	.0	.0	.0	.0	.0
54. Puerto Rico	PR	No	.0	.0	.0	.0	.0
55. U.S. Virgin Islands	VI	No	.0	.0	.0	.0	.0
56. Canada	CN	No	.0	.0	.0	.0	.0
57. Aggregate Other Aliens	OT	XXX					
58. Totals	(a)	20	32,411,610	38,255,537	20,446,059	27,032,342	170,132,928
DETAILS OF WRITE-INS							
5701.			XXX				
5702.			XXX				
5703.			XXX				
5798. Summary of remaining write-ins for Line 57 from overflow page.			XXX				
5799. Totals (Lines 5701 thru 5703 plus 5798) (Line 57 above)			XXX				

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

STATEMENT AS OF MARCH 31, 2002 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP
PART 1 - ORGANIZATIONAL CHART

STATEMENT AS OF MARCH 31, 2002 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

PART 1 - LOSS EXPERIENCE

Lines 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	16,000	0		(11.0)
2. Allied Lines	18,799	61,000	324.5	96.2
3. Farmowners multiple peril				
4. Homeowners multiple peril	1,137,641	792,787	69.7	66.3
5. Commercial multiple peril	13,166,470	5,821,213	44.2	89.0
6. Mortgage guaranty				
8. Ocean marine	0	0		
9. Inland marine	111,896	16,088	14.4	36.4
10. Financial guaranty				
11.1 Medical malpractice - occurrence	0	0		
11.2 Medical malpractice - claims-made	0	0		
12. Earthquake	7,768	0		
13. Group accident and health	0	0		
14. Credit accident and health				
15. Other accident and health				
16. Workers' compensation	7,250,782	5,363,993	74.0	95.3
17.1 Other liability - occurrence	1,081,687	(17,387)	(1.6)	4.3
17.2 Other liability - claims-made	53,645	1	0.0	9.0
18.1 Products liability - occurrence	6,801	0		(0.1)
18.2 Products liability - claims-made	70	0		
19.1,19.2 Private passenger auto liability	4,121,190	4,032,550	97.8	64.2
19.3,19.4 Commercial auto liability	5,628,638	5,109,371	90.8	89.0
21. Auto physical damage	5,544,162	2,283,928	41.2	72.0
22. Aircraft (all perils)	0	0		
23. Fidelity	128	0		
24. Surety	.1,989	0		
26. Burglary and theft	413	0		
27. Boiler and machinery	0	0		
28. Credit				
29. International				
30. Reinsurance - Nonproportional Assumed Property	XXX	XXX	XXX	XXX
31. Reinsurance - Nonproportional Assumed Liability	XXX	XXX	XXX	XXX
32. Reinsurance - Nonproportional Assumed Financial Lines	XXX	XXX	XXX	XXX
33. Aggregate write-ins for other lines of business				
34. Totals	38,148,079	23,463,544	61.5	82.4
DETAILS OF WRITE-INS				
3301.				
3302.				
3303.				
3398. Summary of remaining write-ins for Line 33 from overflow page				
3399. Totals (Lines 3301 thru 3303 plus 3398) (Line 33 above)				

PART 2 - DIRECT PREMIUMS WRITTEN

	1 Current Quarter	2 Current Year to Date	3 Prior Year Year to Date
1. Fire	10,111	10,111	.21,858
2. Allied Lines	6,626	.6,626	.21,649
3. Farmowners multiple peril			
4. Homeowners multiple peril	.989,681	.989,681	.942,025
5. Commercial multiple peril	10,010,678	.10,010,678	.11,469,941
6. Mortgage guaranty			
8. Ocean marine		0	
9. Inland marine	81,514	81,514	.96,819
10. Financial guaranty			
11.1 Medical malpractice - occurrence		0	
11.2 Medical malpractice - claims-made		0	
12. Earthquake	6,368	.6,368	.6,903
13. Group accident and health			
14. Credit accident and health			
15. Other accident and health			
16. Workers' compensation	8,366,980	8,366,980	.7,360,631
17.1 Other liability - occurrence	1,229,456	1,229,456	.403,409
17.2 Other liability - claims-made	4,997	.4,997	.3,673
18.1 Products liability - occurrence	8,192	.8,192	
18.2 Products liability - claims-made		0	.393
19.1,19.2 Private passenger auto liability	4,016,755	4,016,755	.4,175,422
19.3,19.4 Commercial auto liability	2,942,031	2,942,031	.7,656,453
21. Auto physical damage	4,735,661	4,735,661	.6,094,046
22. Aircraft (all perils)		0	
23. Fidelity	.595	.595	.245
24. Surety	1,668	.1,668	.2,008
26. Burglary and theft	297	.297	.62
27. Boiler and machinery			
28. Credit			
29. International			
30. Reinsurance - Nonproportional Assumed Property	XXX	XXX	XXX
31. Reinsurance - Nonproportional Assumed Liability	XXX	XXX	XXX
32. Reinsurance - Nonproportional Assumed Financial Lines	XXX	XXX	XXX
33. Aggregate write-ins for other lines of business			
34. Totals	32,411,610	32,411,610	38,255,537
DETAILS OF WRITE-INS			
3301.			
3302.			
3303.			
3398. Summary of remaining write-ins for Line 33 from overflow page			
3399. Totals (Lines 3301 thru 3303 plus 3398) (Line 33 above)			

STATEMENT AS OF MARCH 31, 2002 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

PART 3 (000 omitted)

LOSS AND LOSS ADJUSTMENT EXPENSE RESERVES SCHEDULE

Years in Which Losses Occurred	1 Prior Year-End Known Case Loss and LAE Reserves	2 Prior Year-End IBNR Loss and LAE Reserves	3 Total Prior Year-End Loss and LAE Reserves (a) (Cols. 1 + 2)	4 2002 Loss and LAE Payments on Claims Reported as of Prior Year-End	5 2002 Loss and LAE Payments on Claims Unreported as of Prior Year-End	6 Total 2002 Loss and LAE Payments (Cols. 4 + 5)	7 Q.S. Date Known Case Loss and LAE Reserves on Claims Reported or reopened and open as of Prior Year-End	8 Q.S. Date Known Case Loss and LAE Reserves on Claims Reported or reopened Subsequent to Prior Year-End	9 Q.S. Date IBNR Loss and LAE Reserves	10 Total Q.S. Loss and LAE Reserves (b) (Cols. 7 + 8 + 9)	11 Prior Year-End Known Case Loss and LAE Reserves Developed (Savings)/ Deficiency (Cols. 4 + 7 minus Col. 1)	12 Prior Year-End IBNR Loss and LAE Reserves Developed (Savings)/ Deficiency (Cols. 5 + 8 + 9 minus Col. 2)	13 Prior Year-End Total Loss and LAE Reserve Developed (Savings)/ Deficiency (c) (Cols. 11 + 12)
1. 1999 + Prior	.9,423	6,369	15,792	1,160	15	1,175	.8,692	.123	.5,699	.14,514	.429	(532)	(103)
2. 2000	3,906	3,747	7,653	471	6	.477	3,828	.145	3,501	.7,474	.393	(95)	298
3. Subtotals 2000 + Prior	13,329	10,116	23,445	1,631	21	1,652	12,520	.268	.9,200	21,988	.822	(627)	195
4. 2001	4,428	5,910	10,338	1,160	169	1,329	4,045	.505	4,541	.9,091	.777	(695)	82
5. Subtotals 2001 + Prior	17,757	16,026	33,783	2,791	190	2,981	16,565	.773	13,741	31,079	.1,599	(1,322)	277
6. 2002	XXX	XXX	XXX	XXX	473	.473	XXX	.1,180	.2,389	.3,569	XXX	XXX	XXX
7. Totals	17,757	16,026	33,783	2,791	663	3,454	16,565	1,953	16,130	34,648	1,599	(1,322)	277
8. Prior Year-End's Surplus As Regards Policyholders											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
			22,362								1. 9.0	2. (8.2)	3. 0.8
													Col. 13, Line 7 As a % of Col. 1 Line 8
													4. 1.2

(a) Should Equal Prior Year-End Annual Statement; Page 3, Col. 1, Lines 1 + 3

(b) Should Equal Q.S. Page 3, Col. 1, Lines 1 and 3.

(c) Should Also Equal Cols. 6 + 10 less Col. 3 for Lines 1 through 5 only.

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

RESPONSES

1. Will the SVO Compliance Certification be filed with this statement? Yes
2. Will the Trusteed Surplus Statement be filed with the state of domicile and the NAIC with this statement? No
3. Will Supplement A to Schedule T (Medical Malpractice Supplement) be filed with this statement? No

Explanations:

Bar Codes:

Trusted Surplus Statement (Document Identifier 490) here:



Supplement A to Schedule T (Document Identifier 450) here:



STATEMENT AS OF MARCH 31, 2002 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

OVERFLOW PAGE FOR WRITE-INS

PQ002 Additional Aggregate Lines for Page 02 Line 25.

*ASSETS

2504. Deposits-IRS Audit.....	185,518	0	185,518	185,518
2597. Summary of remaining write-ins for Line 25 from Page 02	185,518		185,518	185,518

PQ003 Additional Aggregate Lines for Page 03 Line 23.

*LIAB

2304. Future Effectives.....	46,236		45,976	
2397. Summary of remaining write-ins for Line 23 from Page 03	46,236		45,976	

PQ005 Additional Aggregate Lines for Page 05 Line 07.4.

*CASH

07.404. Change in Equities & Deposits in Pools & Associations.....	(45,606)		(10,212)	
07.405. Change For Codification.....	0		(171,216)	
07.497. Summary of remaining write-ins for Line 07.4 from Page 05	(45,606)		(181,427)	

Schedule A - Part 2

NONE

Schedule A - Part 3

NONE

Schedule B - Part 1

NONE

Schedule B - Part 2

NONE

Schedule BA - Part 1

NONE

Schedule BA - Part 2

NONE

STATEMENT AS OF MARCH 31, 2002 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

SCHEDULE D - PART 3

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

1 CUSIP Identification	2 Description	3 Date Acquired	4 Name of Vendor	5 Number of Shares of Stock	6 Actual Cost	7 Par Value	8 Paid for Accrued Interest and Dividends	9 NAIC Designation (a)
SPECIAL REVENUE AND ASSESSMENTS - U.S.								
U.S. GOVERNMENT								
31386T-FU-4.....	FNMA POOL #572679.....	01/14/2002.....	LEHMAN BROTHERS INC.....	1,015,548	1,000,001	2,889	1.....	
STATE TOTAL				1,015,548	1,000,001	2,889	XXX	
COUNTRY TOTAL				1,015,548	1,000,001	2,889	XXX	
3199999 - Total - Bonds - Special Revenue				1,015,548	1,000,001	2,889	XXX	
INDUSTRIAL & MISCELLANEOUS - U.S.								
337358-BK-0.....	FIRST UNION CORPORATION.....	03/05/2002.....	FIRST UNION SECURITIES.....	1,029,230	1,000,000	27,911	1.....	
COUNTRY TOTAL				1,029,230	1,000,000	27,911	XXX	
4599999 - Total - Bonds - Industrial, Misc.				1,029,230	1,000,000	27,911	XXX	
6099997 - Total - Bonds - Part 3				2,044,778	2,000,001	30,800	XXX	
6099999 - Total - Bonds				2,044,778	2,000,001	30,800	XXX	
6599999 - Total - Preferred Stocks				XXX			XXX	
INDUSTRIAL & MISCELLANEOUS - U.S.								
654106-10-3.....	NIKE INC CL B.....	01/02/2002.....	PRIOR YEAR INCOME.....	.010			L.....	
712713-10-6.....	PEOPLESOFt INCORPORATED.....	02/20/2002.....	VARIOUS.....	300.000	9,518		L.....	
COUNTRY TOTAL					9,518	XXX	0	XXX
6899999 - Total - Common Stocks - Industrial, Misc.					9,518	XXX		XXX
7099997 - Total - Common Stocks - Part 3					9,518	XXX		XXX
7099999 - Total - Common Stocks					9,518	XXX		XXX
7199999 - Total - Preferred and Common Stocks					9,518	XXX		XXX
7299999 - Totals					2,054,296	XXX	30,800	XXX

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

STATEMENT AS OF MARCH 31, 2002 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

SCHEDULE D - PART 4

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

1 CUSIP Identifi- cation	2 Description	3 Disposal Date	4 Name of Purchaser	5 Number of Shares of Stock	6 Consideration	7 Par Value	8 Actual Cost	9 Book/Adjusted Carrying Value at Disposal Date	10 Increase (Decrease) by Adjustment	11 Increase (Decrease) by Foreign Exchange Adjustment	12 Foreign Exchange Gain (Loss) on Disposal	13 Realized Gain (Loss) on Disposal	14 Total Gain (Loss) on Disposal	15 Interest on Bonds Received During Year	16 Dividends on Stocks Received During Year	17 NAIC Designa- tion (a)	
SPECIAL REVENUE AND ASSESSMENTS - U.S. U.S. GOVERNMENT																	
31283G-K8-9	FHLMC GOLD POOL #000319	03/15/2002	PRIN RCPT			8,486	8,486	8,899	8,854	.6		(367)	(367)	136		1	
31283H-HN-8	FHLMC GOLD POOL #001137	03/15/2002	PRIN RCPT			117,239	117,239	116,946	116,970	.5		269	269	1,268		1	
31292H-D6-8	FHLMC GOLD POOL #01025	03/15/2002	PRIN RCPT			129,346	129,346	130,680	131,648	.165		(2,302)	(2,302)	1,621		1	
31293R-ME-8	FHLMC GOLD POOL #027557	03/15/2002	PRIN RCPT			84,149	84,149	80,283	80,153	(.90)		3,995	3,995	.896		1	
31297Y-AD-4	FHLMC GOLD POOL #40904	03/15/2002	PRIN RCPT			233,005	233,005	222,301	217,973	(331)		15,032	15,032	1,269		1	
31298U-CF-4	FHLMC GOLD POOL #57270	03/15/2002	PRIN RCPT			3,679	3,679	3,624	3,625			.53	.53	.37		1	
31298W-CR-4	FHLMC GOLD POOL #C59080	03/15/2002	PRIN RCPT			18,246	18,246	18,147	18,149	.1		.97	.97	.251		1	
31359R-M4-1	FNMA 1998-M2 B	03/25/2002	PRIN RCPT			6,532	6,532	6,538	6,535			(2)	(2)	.49		1	
313615-LF-1	FNMA POOL #50726	03/25/2002	PRIN RCPT			38,067	38,067	38,150	38,134	.6		(67)	(67)	.423		1	
31365D-UL-7	FNMA POOL #124887	03/25/2002	PRIN RCPT			92,918	92,918	93,499	93,424	.30		(506)	(506)	.959		1	
31368S-LS-5	FNMA POOL #219137	03/25/2002	PRIN RCPT			39,966	39,966	39,817	39,818			.148	.148	.432		1	
31369T-N7-7	FNMA POOL #220114	03/25/2002	PRIN RCPT			94,685	94,685	94,596	94,626	.18		.59	.59	.931		1	
31371J-PQ-1	FNMA POOL #253431	03/25/2002	PRIN RCPT			61,104	61,104	61,252	61,345	.23		(240)	(240)	.692		1	
31380S-J5-8	FNMA POOL #449149	03/25/2002	PRIN RCPT			19,643	19,643	19,391	19,381	.1		.262	.262	.205		1	
31384P-J6-3	FNMA POOL #529585	03/25/2002	PRIN RCPT			66,738	66,738	64,329	63,717	(119)		3,021	3,021	.603		1	
31385C-YQ-0	FNMA POOL #540819	03/25/2002	PRIN RCPT			138,757	138,757	137,088	136,921	(46)		1,836	1,836	1,283		1	
31386T-FU-4	FNMA POOL #572679	03/25/2002	PRIN RCPT			26,287	26,287	26,696	26,696			(408)	(408)	.206		1	
36205B-4L-3	GNMA POOL #386127	03/15/2002	PRIN RCPT			64,667	64,667	64,829	64,871	.5		(204)	(204)	.447		1	
36209D-B2-9	GNMA POOL #468157	03/15/2002	PRIN RCPT			24,624	24,624	24,632	24,631	.1		(7)	(7)	.253		1	
36209M-4A-9	GNMA POOL #476117	03/15/2002	PRIN RCPT			57,588	57,588	58,055	58,134	.29		(547)	(547)	.644		1	
36209U-PA-8	GNMA POOL #482017	03/15/2002	PRIN RCPT			38,517	38,517	38,481	38,486	.2		.31	.31	.400		1	
36209W-JJ-8	GNMA POOL #484225	03/15/2002	PRIN RCPT			24,982	24,982	24,959	24,959	.1		.23	.23	.262		1	
36210Y-09-3	GNMA POOL #506028	03/15/2002	PRIN RCPT			88,466	88,466	88,397	88,433	.13		.32	.32	.780		1	
36211C-QY-1	GNMA POOL #509071	03/15/2002	PRIN RCPT			1,952	1,952	1,853	1,848	.1		.104	.104	.21		1	
36213E-L3-8	GNMA POOL #521426	03/15/2002	PRIN RCPT			21,602	21,602	21,730	21,729	(1)		(127)	(127)	.215		1	
36220U-ZZ-0	GNMA POOL #288861	03/15/2002	PRIN RCPT			51,186	51,186	50,802	50,774	(9)		.412	.412	.637		1	
36224J-HS-4	GNMA POOL #329741	03/15/2002	PRIN RCPT			17,787	17,787	18,198	18,184	.14		(398)	(398)	.212		1	
36224U-JL-2	GNMA POOL #338767	03/15/2002	PRIN RCPT			404	404	421	429			(25)	(25)	.5		1	
36225A-KU-3	GNMA POOL #780307	03/15/2002	PRIN RCPT			10,199	10,199	10,904	10,886	(2)		(687)	(687)	.174		1	
36225A-NY-2	GNMA POOL #780407	03/15/2002	PRIN RCPT			54,982	54,982	55,317	55,345	.11		(363)	(363)	.606		1	
36225A-XC-9	GNMA POOL #780675	03/15/2002	PRIN RCPT			52,183	52,183	52,501	52,523	.10		(340)	(340)	.563		1	
STATE TOTAL						1,687,986	1,687,986	1,673,316	1,669,201	(259)	0	0	18,786	18,786	16,481	XXX	XXX
COUNTRY TOTAL						1,687,986	1,687,986	1,673,316	1,669,201	(259)	0	0	18,786	18,786	16,481	XXX	XXX
319999 - Bonds - Special Revenues						1,687,986	1,687,986	1,673,316	1,669,201	(259)			18,786	18,786	16,481	XXX	XXX
INDUSTRIAL & MISCELLANEOUS - U.S.																	
210805-BV-8	CONTINENTAL AIRLINES	01/02/2002	CALLED@100.000000			19,189	19,189	19,189	19,189					.662		2	
247361-KN-3	DELTA AIRLINES INCORPORATED	01/02/2002	CALLED@100.000000			35,239	35,239	35,239	35,239	.4,732				1,505		3W	
345397-RP-0	FORD MOTOR CREDIT CO.	02/28/2002	MATURITY			1,000,000	1,000,000	997,980	1,000,000	.155				.32,500		2W	
438116-AD-7	HONDA AUTO LEASE TRUST	01/15/2002	PRIN RCPT			82,788	82,788	82,775	82,785			.3	.3	.445		1PE	
76110F-J3-8	RSNTL ACCR LN 99-QS3 A-1	03/25/2002	PRIN RCPT			16,919	16,919	16,867	16,866			.52	.52	.177		1	
76110F-X8-1	RALI 1999-QS11 NB1	03/25/2002	PRIN RCPT			137,340	137,340	136,460	136,470	.1		.870	.870	.1,484		1Z	
COUNTRY TOTAL						1,291,475	1,291,475	1,288,510	1,290,550	4,889	0	0	925	925	36,772	XXX	XXX
459999 - Bonds - Industrial and Miscellaneous						1,291,475	1,291,475	1,288,510	1,290,550	4,889			925	925	36,772	XXX	XXX
609997 - Bonds - Part 4						2,979,461	2,979,461	2,961,826	2,959,750	4,629			19,711	19,711	53,253	XXX	XXX
609999 - Total - Bonds						2,979,461	2,979,461	2,961,826	2,959,750	4,629			19,711	19,711	53,253	XXX	XXX
659999 - Total - Preferred Stocks						XXX	XXX	XXX	XXX						XXX	XXX	
INDUSTRIAL & MISCELLANEOUS - U.S.																	
31428X-10-6	FEDEX CORPORATION	01/03/2002	LEHMAN BROTHERS INC.			300,000	15,564		12,115	(3,449)			3,449	3,449			1
826170-10-2	SIEBEL SYSTEMS INCORPORATED	01/23/2002	CR SUISSE FIRST BOSTON			500,000	17,401		23,313	9,323			(5,912)	(5,912)			1
COUNTRY TOTAL						32,965	XXX		35,428	5,874	0	0	(2,463)	(2,463)		0	XXX
689999 - Common Stocks - Industrial and Miscellaneous						32,965	XXX		35,428	5,874			(2,463)	(2,463)			XXX
709997 - Common Stocks - Part 4						32,965	XXX		35,428	5,874			(2,463)	(2,463)			XXX
709999 - Total - Common Stocks						32,965	XXX		35,428	5,874			(2,463)	(2,463)			XXX
719999 - Total - Preferred and Common Stocks						32,965	XXX		35,428	5,874			(2,463)	(2,463)			XXX
729999 Totals						3,012,425	XXX		2,997,254	2,995,178	10,503		17,247	17,247	53,253		XXX

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

Schedule DB - Part A - Section 1

NONE

Schedule DB - Part B - Section 1

NONE

Schedule DB - Part C - Section 1

NONE

Schedule DB - Part D - Section 1

NONE

STATEMENT AS OF MARCH 31, 2002 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

SCHEDULE E - PART 1 - CASH