



QUARTERLY STATEMENT

AS OF JUNE 30, 2002
OF THE CONDITION AND AFFAIRS OF THE

Republic-Franklin Insurance Company

NAIC Group Code 0201 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
(Street and Number)
New Hartford, NY 13413 315-734-2000
(City or Town, State and Zip Code) (Area Code) (Telephone Number) (Extension)

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
(Street and Number)
New Hartford, NY 13413 315-734-2385
(City or Town, State and Zip Code) (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
(Street and Number)
New Hartford, NY 13413 315-734-2413
(City or Town, State and Zip Code) (Area Code) (Telephone Number) (Extension)

OFFICERS

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

DIRECTORS

Alfred Elliott Calligaris Jerry John Hartman William Craig Heston
Herbert Preston Ladds Jr. Anthony Cosmo Paolozzi # James Douglas Robinson
George Paul Wardley, III Henry Westphalen, Jr. John Ralph Zapisek

State of New York }
County of Oneida } ss

The officers of this reporting entity, being duly sworn, each depose and say that they are the described officers of said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any liens or claims thereon, except as herein stated, and that this statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to is a full and true statement of all the assets and liabilities and of the condition and affairs of the said reporting entity as of the reporting period stated above, and of its income and deductions therefrom for the period ended, and have been completed in accordance with the NAIC Annual Statement Instructions and Accounting Practices and Procedures Manual except to the extent that: (1) state law may differ; or, (2) that state rules or regulations require differences in reporting not related to accounting practices and procedures, according to the best of their information, knowledge and belief, respectively.

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

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

STATEMENT AS OF JUNE 30, 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	53,977,828		53,977,828	53,036,431
2. Stocks:				
2.1 Preferred stocks				
2.2 Common stocks	5,269,185		5,269,185	6,079,431
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 (\$1,989,648 and short-term investments \$100,000)	2,089,648		2,089,648	1,023,950
6. Other invested assets				
7. Receivable for securities				
8. Aggregate write-ins for invested assets				
9. Subtotals, cash and invested assets (Lines 1 to 8)	61,336,661		61,336,661	60,139,812
10. Agents' balances or uncollected premiums				
10.1 Premiums and agents' balances in course of collection	3,478,271	259,652	3,218,619	4,622,983
10.2 Premiums, agents' balances and installments booked but deferred and not yet due (including \$167,463 earned but unbilled premiums)	1,464,745	52,634	1,412,111	1,593,082
10.3 Accrued retrospective premiums	22,511	2,251	20,260	32,265
11. Funds held by or deposited with reinsured companies				
12. Bills receivable, taken for premiums				
13. Amounts billed and receivable under high deductible policies				
14. Reinsurance recoverables on loss and loss adjustment expense payments	481,762		481,762	728,761
15. Federal and foreign income tax recoverable and interest thereon (including \$560,248 net deferred tax asset)	1,089,249		1,089,249	972,786
16. Guaranty funds receivable or on deposit	951,187		951,187	893,165
17. Electronic data processing equipment and software	63,429		63,429	78,749
18. Interest, dividends and real estate income due and accrued	825,517		825,517	806,923
19. Net adjustments in assets and liabilities due to foreign exchange rates				
20. Receivable from parent, subsidiaries and affiliates	2,218,645		2,218,645	2,085,133
21. Amounts due from /to protected cells				
22. Equities and deposits in pools and associations	174,755	1,386	173,369	126,097
23. Amounts receivable relating to uninsured accident and health plans				
24. Other assets nonadmitted	506,690	506,690	0	
25. Aggregate write-ins for other than invested assets	500,566	89,752	410,813	231,329
26. Total assets excluding protected cell assets (Lines 9 through 25)	73,113,987	912,365	72,201,622	72,311,085
27. Protected cell assets				
28. TOTALS (Lines 26 and 27)	73,113,987	912,365	72,201,622	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	89,352	89,352	0	0
2502. Accounts Receivable - Other	72,203		72,203	45,810
2503. Clearing Accounts	153,092		153,092	0
2598. Summary of remaining write-ins for Line 25 from overflow page	185,918	400	185,518	185,518
2599. Totals (Lines 2501 thru 2503 plus 2598) (Line 25 above)	500,566	89,752	410,813	231,329

STATEMENT AS OF JUNE 30, 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 \$5,839,000)	27,602,797	26,785,631
2. Reinsurance payable on paid losses and loss adjustment expenses		
3. Loss adjustment expenses	7,175,881	6,996,548
4. Commissions payable, contingent commissions and other similar charges	155,616	326,762
5. Other expenses (excluding taxes, licenses and fees)	1,673,058	1,375,226
6. Taxes, licenses and fees (excluding federal and foreign income taxes)	3,390,664	3,392,691
7. Federal and foreign income taxes [including \$ on realized capital gains (losses)] (including \$ net deferred tax liability)		
8. Borrowed money \$ and interest thereon \$		
9. Unearned premiums (after deducting unearned premiums for ceded reinsurance of \$61,193,358 and including warranty reserves of \$)	8,517,991	8,969,347
10. Advance premium		
11. Dividends declared and unpaid:		
11.1 Stockholders		
11.2 Policyholders	222,534	243,675
12. Ceded reinsurance premiums payable (net of ceding commissions)	187,656	348,677
13. Funds held by company under reinsurance treaties		
14. Amounts withheld or retained by company for account of others	806,745	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	1,155	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	318,924	583,163
24. Total liabilities excluding protected cell liabilities (Lines 1 through 23)	50,129,634	49,948,714
25. Protected cell liabilities		
26. Total liabilities (Lines 24 and 25)	50,129,634	49,948,714
27. Aggregate write-ins for special surplus funds	52,517	61,495
28. Common capital stock	3,500,000	3,500,000
29. Preferred capital stock		
30. Aggregate write-ins for other than special surplus funds		
31. Surplus notes		
32. Gross paid in and contributed surplus	2,139,802	2,139,802
33. Unassigned funds (surplus)	16,379,669	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)	22,071,988	22,362,371
36. TOTALS	72,201,622	72,311,085
DETAILS OF WRITE-INS		
2301. Contingent Balances in Safety Groups.....	154,770	188,880
2302. Reserve for Reinsurance Insolvencies.....	100,673	104,983
2303. Miscellaneous Accounts Payable.....	17,455	243,324
2398. Summary of remaining write-ins for Line 23 from overflow page	46,026	45,976
2399. Totals (Lines 2301 thru 2303 plus 2398) (Line 23 above)	318,924	583,163
2701. Reserve for Undeclared Dividends.....	52,517	61,495
2702.		
2703.		
2798. Summary of remaining write-ins for Line 27 from overflow page		
2799. Totals (Lines 2701 thru 2703 plus 2798) (Line 27 above)	52,517	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 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 \$ 64,502,194)	75,752,345	79,602,794	159,537,262
1.2 Assumed (written \$ 9,274,789)	9,712,806	9,852,884	19,734,152
1.3 Ceded (written \$ 64,502,194)	75,752,345	79,602,794	159,537,262
1.4 Net (written \$ 9,274,789)	9,712,806	9,852,884	19,734,152
DEDUCTIONS:			
2. Losses incurred (current accident year \$ 7,424,000):			
2.1 Direct	50,226,445	66,588,525	144,582,457
2.2 Assumed	6,500,019	8,037,154	17,403,675
2.3 Ceded	50,226,749	66,588,492	144,582,425
2.4 Net	6,499,716	8,037,186	17,403,708
3. Loss expenses incurred	1,613,072	1,540,507	3,375,093
4. Other underwriting expenses incurred	2,992,674	2,946,453	5,986,926
5. Aggregate write-ins for underwriting deductions			
6. Total underwriting deductions (Lines 2.4 thru 5)	11,105,462	12,524,146	26,765,726
7. Net income of protected cells			
8. Net underwriting gain or (loss) (Line 1.4 minus Line 6 + Line 7)	(1,392,656)	(2,671,262)	(7,031,575)
INVESTMENT INCOME			
9. Net investment income earned	1,860,331	1,934,060	3,859,912
10. Net realized capital gains or (losses)	(152,218)	60,762	(82,652)
11. Net investment gain (loss) (Lines 9 + 10)	1,708,114	1,994,822	3,777,260
OTHER INCOME			
12. Net gain or (loss) from agents' or premium balances charged off (amount recovered \$ amount charged off \$ 26,879)	(26,879)	(17,195)	(44,493)
13. Finance and service charges not included in premiums	37,760	19,154	84,020
14. Aggregate write-ins for miscellaneous income	(9,967)	11,173	(34,686)
15. Total other income (Lines 12 through 14)	914	13,132	4,841
16. Net income before dividends to policyholders and before federal and foreign income taxes (Lines 8 + 11 + 15)	316,371	(663,309)	(3,249,474)
17. Dividends to policyholders	152,461	181,886	353,443
18. Net income, after dividends to policyholders but before federal and foreign income taxes (Line 16 minus Line 17)	163,910	(845,195)	(3,602,918)
19. Federal and foreign income taxes incurred	(78,531)	(194,957)	(564,430)
20. Net income (Line 18 minus Line 19)(to Line 22)	242,441	(650,238)	(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)	242,441	(650,238)	(3,038,487)
23. Net unrealized capital gains or losses	(650,268)	(480,496)	(693,023)
24. Change in net unrealized foreign exchange capital gain (loss)			
25. Change in net deferred income tax	37,507	(13,205)	(269,916)
26. Change in nonadmitted assets	45,828	(123,651)	(111,650)
27. Change in provision for reinsurance			(28,951)
28. Change in surplus notes			
29. Surplus (contributed to) withdrawn from protected cells			
30. Cumulative effect of changes in accounting principles		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	34,110	(3,120)	59,130
37. Change in surplus as regards policyholders (Lines 22 through 36)	(290,383)	(12,085)	(3,621,664)
38. Surplus as regards policyholders, as of statement date (Lines 21 plus 37)	22,071,988	25,971,951	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	(10,553)	12,224	15,052
1402. Miscellaneous Income	1,134	215	(49,738)
1403. Gain/Loss on Sale of Assets	(548)	(1,265)	0
1498. Summary of remaining write-ins for Line 14 from overflow page			
1499. Totals (Lines 1401 thru 1403 plus 1498) (Line 14 above)	(9,967)	11,173	(34,686)
3601. Contingent Balance in Safety Groups	34,110	(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)	34,110	(3,120)	59,130

STATEMENT AS OF JUNE 30, 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	10,927,885	20,180,949
2. Loss and loss adjustment expenses paid (net of salvage and subrogation)	6,800,072	16,701,836
3. Underwriting expenses paid	2,945,646	5,962,262
4. Other underwriting income (expenses)		
5. Cash from underwriting (Line 1 minus Line 2 minus Line 3 plus Line 4)	1,182,166	(2,483,150)
6. Net investment income	1,887,163	3,843,179
7. Other income (expenses):		
7.1 Agents' balances charged off	(26,879)	(44,493)
7.2 Net funds held under reinsurance treaties		
7.3 Net amount withheld or retained for account of others	(42,156)	(213,832)
7.4 Aggregate write-ins for miscellaneous items	(24,164)	(188,680)
7.5 Total other income (Lines 7.1 to 7.4)	(93,199)	(447,005)
8. Dividends to policyholders on direct business, less \$ 1,097,185 dividends on reinsurance assumed or ceded (net)	173,602	389,149
9. Federal and foreign income taxes (paid) recovered	(425)	149,323
10. Net cash from operations (Line 5 plus Line 6 plus Line 7.5 minus Line 8 plus Line 9)	2,802,102	673,198
Cash from Investments		
11. Proceeds from investments sold, matured or repaid:		
11.1 Bonds	12,354,084	11,126,954
11.2 Stocks	1,404,978	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)	13,759,062	14,017,068
12. Cost of investments acquired (long-term only):		
12.1 Bonds	13,354,698	12,390,388
12.2 Stocks	1,368,728	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)	14,723,426	14,690,148
13. Net Cash from investments (Line 11.8 minus Line 12.7)	(964,364)	(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	133,512	2,781,749
15.3 Borrowed funds repaid		
15.4 Other applications	638,529	60,806
15.5 Total (Lines 15.1 to 15.4)	772,041	2,842,555
16. Net cash from financing and miscellaneous sources (Line 14.6 minus Line 15.5)	(772,041)	(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)	1,065,698	(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)	2,089,648	1,023,950
DETAILS OF WRITE-INS		
07.401 Finance & Service Charges Not Included In Premiums	38,106	31,837
07.402 Insolvent Reinsurance Companies	(14,863)	(41,534)
07.403 Miscellaneous Income	788	2,445
07.498 Summary of remaining write-ins for Line 7.4 from overflow page	(48,195)	(181,427)
07.499 Totals (Lines 07.401 thru 07.403 plus 07.498) (Line 7.4 above)	(24,164)	(188,680)

NOTES TO FINANCIAL STATEMENTS

Note 1 – Other Items

In 2002 Republic-Franklin Insurance Company statements reflect a significant change in net premiums written resulting from a change in our reinsurance contract for Errors & Omissions business. Previously, the company had a 10% retention on this business. Effective January 1, 2002 the contract has been changed to an excess of loss basis (\$4 million excess \$1 million). For the year 2002 this change will amount to an approximately \$1.05 million increase in net written premium.

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:
.....

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: \$

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

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	\$ 28,107	\$ 28,107
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).....	\$ 28,107	\$ 28,107
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.....

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:

			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		

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	NONE			
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)				

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	NONE			
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	NONE			
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 JUNE 30, 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	44,689,240	9,134,670	6,355,122	(6,507)	44,689,240	47,462,281		44,568,687
2. Class 2	6,597,445	2,175,250	3,057,858	(2,793)	6,597,445	5,712,044		7,619,159
3. Class 3	858,662			(235,159)	858,662	623,503		948,585
4. Class 4								
5. Class 5				280,000		280,000		
6. Class 6								
7. Total Bonds	52,145,347	11,309,920	9,412,980	35,541	52,145,347	54,077,828		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	52,145,347	11,309,920	9,412,980	35,541	52,145,347	54,077,828		53,136,431

SCHEDULE DA - PART 1**Short-Term Investments Owned End of Current Quarter**

	1	2	3	4	5
	Book/Adjusted Carrying Value	Par Value	Actual Cost	Amount of Interest Received Current Quarter	Paid for Accrued Interest
8099999 Totals	100,000	XXX	100,000	448	

SCHEDULE DA - PART 2- Verification**Short-Term Investments Owned**

	1	2	3	4
	First Quarter Current Year	Second Quarter Current Year	Third Quarter Current Year	Prior Year Ended December 31
1. Book/adjusted carrying value, beginning of period	100,000	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		100,000
8. Total valuation allowance				
9. Subtotal (Lines 7 plus 8)	100,000	100,000		100,000
10. Total nonadmitted amounts				
11. Statement value (Lines 9 minus 10)	100,000	100,000		100,000
12. Income collected during period	572	448		4,947
13. Income earned during period	572	765		4,072

Schedule DB - Part F - Section 1

NONE

Schedule DB - Part F - Section 2

NONE

STATEMENT AS OF JUNE 30, 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
2. Alaska	AK	No			0		0
3. Arizona	AZ	No			0		0
4. Arkansas	AR	No			0		0
5. California	CA	No			0		0
6. Colorado	CO	No			0		0
7. Connecticut	CT	Yes	2,721,431	3,787,075	3,697,088	4,759,935	14,694,906
8. Delaware	DE	Yes	29,034	16,157	1,138		42,722
9. District of Columbia	DC	Yes	159,703	157,841	39,892	38,803	426,766
10. Florida	FL	No			0		0
11. Georgia	GA	Yes	2,515,442	3,486,628	1,496,800	1,815,888	5,232,248
12. Hawaii	HI	No			0		0
13. Idaho	ID	No			0		0
14. Illinois	IL	Yes	1,687,516	2,341,731	1,900,175	3,513,293	4,229,433
15. Indiana	IN	Yes	486,136	1,744,387	723,618	896,517	1,680,598
16. Iowa	IA	No			0		0
17. Kansas	KS	Yes	(2,486)	338,868	567,045	763,556	899,628
18. Kentucky	KY	No			0		0
19. Louisiana	LA	No			0		0
20. Maine	ME	No			0		0
21. Maryland	MD	Yes	2,398,192	2,985,336	1,427,465	2,948,685	5,346,223
22. Massachusetts	MA	Yes	1,407,345	3,119,581	1,523,391	1,583,225	6,230,648
23. Michigan	MI	Yes	56,275	6,306	0	1,118	4,547
24. Minnesota	MN	No			0		0
25. Mississippi	MS	No			0		0
26. Missouri	MO	No			0		0
27. Montana	MT	No			0		0
28. Nebraska	NE	No			0		0
29. Nevada	NV	No			0		0
30. New Hampshire	NH	No			0		0
31. New Jersey	NJ	Yes	2,525,006	2,371,703	1,885,347	1,494,756	14,110,580
32. New Mexico	NM	No			0		0
33. New York	NY	Yes	33,077,978	35,982,971	17,632,260	17,019,401	78,728,840
34. North Carolina	NC	Yes	1,635,468	2,268,570	2,201,987	2,223,853	7,495,269
35. North Dakota	ND	No			0		0
36. Ohio	OH	Yes	9,383,086	9,718,347	5,417,051	7,018,945	15,866,004
37. Oklahoma	OK	No			0		0
38. Oregon	OR	No			0		0
39. Pennsylvania	PA	Yes	875,147	1,440,427	861,764	1,331,930	7,875,105
40. Rhode Island	RI	Yes			0		0
41. South Carolina	SC	No			0		0
42. South Dakota	SD	No			0		0
43. Tennessee	TN	Yes	1,103,037	1,674,877	1,055,942	1,556,782	3,394,971
44. Texas	TX	Yes	1,470,885	1,920,213	907,572	2,740,020	3,846,497
45. Utah	UT	No			0		0
46. Vermont	VT	No			0		0
47. Virginia	VA	Yes	1,894,784	2,723,233	1,669,358	2,118,470	3,259,634
48. Washington	WA	No			0		0
49. West Virginia	WV	No			0		0
50. Wisconsin	WI	Yes	1,078,215	275,850	66,865	69,140	902,513
51. Wyoming	WY	No			0		0
52. American Samoa	AS	No					
53. Guam	GU	No					
54. Puerto Rico	PR	No					0
55. U.S. Virgin Islands	VI	No					
56. Canada	CN	No					0
57. Aggregate Other Aliens	OT	XXX					
58. Totals	(a) 20		64,502,194	76,360,102	43,074,757	51,894,317	174,267,131
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.

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

STATEMENT AS OF JUNE 30, 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	28,539	75,000	262.8	56.1
2. Allied Lines	32,557	62,800	192.9	48.6
3. Farmowners multiple peril				
4. Homeowners multiple peril	2,311,681	2,320,635	100.4	62.0
5. Commercial multiple peril	25,510,891	15,429,536	60.5	87.9
6. Mortgage guaranty				
8. Ocean marine				
9. Inland marine	220,816	63,757	28.9	49.9
10. Financial guaranty				
11.1 Medical malpractice - occurrence				
11.2 Medical malpractice - claims-made				
12. Earthquake	15,589			
13. Group accident and health				
14. Credit accident and health				
15. Other accident and health				
16. Workers' compensation	15,462,963	10,322,063	66.8	88.6
17.1 Other liability - occurrence	2,275,455	(19,883)	(0.9)	2.6
17.2 Other liability - claims-made	107,932	1	0.0	4.2
18.1 Products liability - occurrence	8,444			0.0
18.2 Products liability - claims-made	70			
19.1,19.2 Private passenger auto liability	8,309,912	7,638,754	91.9	72.7
19.3,19.4 Commercial auto liability	10,534,587	9,791,387	92.9	110.5
21. Auto physical damage	10,927,919	4,542,394	41.6	56.8
22. Aircraft (all perils)				
23. Fidelity	331			
24. Surety	3,951			
26. Burglary and theft	709			
27. Boiler and machinery				
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	75,752,345	50,226,445	66.3	83.7
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

Lines of Business	1	2	3
	Current Quarter	Current Year to Date	Prior Year Year to Date
1. Fire	10,119	20,230	41,094
2. Allied Lines	10,207	16,833	51,119
3. Farmowners multiple peril			
4. Homeowners multiple peril	1,392,869	2,382,550	2,223,232
5. Commercial multiple peril	9,144,835	19,155,514	23,740,252
6. Mortgage guaranty			
8. Ocean marine			
9. Inland marine	90,176	171,690	204,600
10. Financial guaranty			
11.1 Medical malpractice - occurrence			
11.2 Medical malpractice - claims-made			
12. Earthquake	8,553	14,921	15,440
13. Group accident and health			
14. Credit accident and health			
15. Other accident and health			
16. Workers' compensation	7,403,491	15,770,471	13,206,059
17.1 Other liability - occurrence	1,209,912	2,439,368	1,034,713
17.2 Other liability - claims-made	2,991	7,988	5,177
18.1 Products liability - occurrence	1,170	9,362	5,081
18.2 Products liability - claims-made			393
19.1,19.2 Private passenger auto liability	4,473,906	8,490,661	8,660,090
19.3,19.4 Commercial auto liability	3,147,168	6,089,199	14,716,459
21. Auto physical damage	5,193,808	9,929,469	12,452,219
22. Aircraft (all perils)			
23. Fidelity	0	595	470
24. Surety	1,227	2,895	2,700
26. Burglary and theft	152	449	1,004
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	32,090,584	64,502,194	76,360,102
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 JUNE 30, 2002 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 (a) (Cols. 1 + 2)	2002 Loss and LAE Payments on Claims Reported as of Prior Year-End	2002 Loss and LAE Payments on Claims Unreported as of Prior Year-End	Total 2002 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 (b) (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 (c) (Cols. 11 + 12)
1. 1999 + Prior	9,472	6,369	15,841	2,141	34	2,175	8,387	264	5,438	14,089	1,056	(633)	423
2. 2000	3,947	3,747	7,694	1,197	21	1,218	3,543	283	3,061	6,887	793	(382)	411
3. Subtotals 2000 + Prior	13,419	10,116	23,535	3,338	55	3,393	11,930	547	8,499	20,976	1,849	(1,015)	834
4. 2001	4,649	5,910	10,559	1,778	293	2,071	3,765	631	3,944	8,340	894	(1,042)	(148)
5. Subtotals 2001 + Prior	18,068	16,026	34,094	5,116	348	5,464	15,695	1,178	12,443	29,316	2,743	(2,057)	686
6. 2002	XXX	XXX	XXX	XXX	1,585	1,585	XXX	2,435	3,404	5,839	XXX	XXX	XXX
7. Totals	18,068	16,026	34,094	5,116	1,933	7,049	15,695	3,613	15,847	35,155	2,743	(2,057)	686
8. Prior Year-End's Surplus As Regards Policyholders	22,362										Col. 11, Line 7 As % of Col. 1 Line 7	Col. 12, Line 7 As % of Col. 2 Line 7	Col. 13, Line 7 As % of Col. 3 Line 7
											1. 15.2	2. (12.8)	3. 2.0
													Col. 13, Line 7 As a % of Col. 1 Line 8
													4. 3.1

(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:

Trusteed Surplus Statement (Document Identifier 490) here:



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



OVERFLOW PAGE FOR WRITE-INS

PQ002 Additional Aggregate Lines for Page 02 Line 25.

*ASSETS				
2504. Deposits-IRS Audit.....	185,918	400	185,518	185,518
2597. Summary of remaining write-ins for Line 25 from Page 02	185,918	400	185,518	185,518

PQ003 Additional Aggregate Lines for Page 03 Line 23.

*LIAB				
2304. Future Effectives.....			46,026	45,976
2397. Summary of remaining write-ins for Line 23 from Page 03			46,026	45,976

PQ005 Additional Aggregate Lines for Page 05 Line 07.4.

*CASH				
07.404. Change in Equities & Deposits In Pools & Associations.....			(47,646)	(10,212)
07.405. Change For Codification.....			0	(171,216)
07.406. Gain or Loss on Sale.....			(548)	0
07.497. Summary of remaining write-ins for Line 07.4 from Page 05			(48,195)	(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 JUNE 30, 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)
US GOVERNMENT OBLIGATIONS - U.S.								
912827-3E-0	UNITED STATES TREAS NOTES	05/13/2002	MORGAN STANLEY & CO.		106,898	100,000	1,523	1PE
COUNTRY TOTAL					106,898	100,000	1,523	XXX
0399999 - Total - Bonds - U.S. Government								
					106,898	100,000	1,523	XXX
SPECIAL REVENUE AND ASSESSMENTS - U.S.								
U.S. GOVERNMENT								
312870-ND-9	FHLMC GOLD POOL #C64888	06/01/2002	CR SUISSE FIRST BOSTON		1,012,265	1,000,000	2,167	1
31390E-SX-1	FNMA POOL #644134	05/01/2002	GOLDMAN SACHS		502,773	500,000	1,264	1
STATE TOTAL					1,515,039	1,500,000	3,431	XXX
COUNTRY TOTAL					1,515,039	1,500,000	3,431	XXX
3199999 - Total - Bonds - Special Revenue								
					1,515,039	1,500,000	3,431	XXX
PUBLIC UTILITIES - OTHER								
656531-AJ-9	NORSK HYDRO	06/28/2002	UBS WARBURG LLC		1,041,730	1,000,000	33,367	1PE
COUNTRY TOTAL					1,041,730	1,000,000	33,367	XXX
3899999 - Total - Bonds - Public Utilities								
					1,041,730	1,000,000	33,367	XXX
INDUSTRIAL & MISCELLANEOUS - U.S.								
059438-AL-5	BANC ONE CORPORATION	06/28/2002	UBS WARBURG LLC		1,218,740	1,000,000	33,465	1PE
239753-BK-1	DAYTON HUDSON CORPORATION	06/28/2002	UBS WARBURG LLC		596,180	500,000	20,067	1
370425-RP-7	GENERAL MOTORS ACCEPTANCE CORP	06/28/2002	UBS WARBURG LLC		1,056,600	1,000,000	35,306	2
423328-BP-7	HELLER FINANCIAL INCORPORATED	06/28/2002	UBS WARBURG LLC		1,101,320	1,000,000	4,000	1
46625H-AM-2	JP MORGAN CHASE & COMPANY	05/23/2002	JP MORGAN/CHASE SEC		501,560	500,000	6,167	1
539830-AL-3	LOCKHEED MARTIN CORPORATION	06/28/2002	UBS WARBURG LLC		574,715	500,000	3,644	2
585907-AL-2	MELLON BANK NA SUB NOTES	04/03/2002	LEHMAN BROTHERS INC		546,915	500,000	2,436	1PE
617446-HB-8	MORGAN STANLEY DEAN WITTER	04/22/2002	BEAR STEARNS & CO., INC		759,382	750,000	2,658	1
693476-AP-8	PNC FUNDING CORPORATION	06/28/2002	UBS WARBURG LLC		543,935	500,000	6,458	2W
760719-AL-8	REPUBLIC NY CORP	06/28/2002	UBS WARBURG LLC		1,244,210	1,000,000	20,583	1PE
949746-CH-2	WELLS FARGO & COMPANY SR NT	05/23/2002	BANC ONE CAPITAL MARKETS		502,695	500,000	8,115	1
COUNTRY TOTAL					8,646,252	7,750,000	142,900	XXX
4599999 - Total - Bonds - Industrial, Misc.								
					8,646,252	7,750,000	142,900	XXX
6099997 - Total - Bonds - Part 3								
					11,309,920	10,350,000	181,220	XXX
6099999 - Total - Bonds								
					11,309,920	10,350,000	181,220	XXX
6599999 - Total - Preferred Stocks								
						XXX		XXX
PUBLIC UTILITIES - U.S.								
001957-10-9	AT&T CORPORATION	06/21/2002	VARIOUS	1,350,000	13,199			L
025537-10-1	AMERICAN ELECTRIC POWER INC	06/21/2002	STATE ST BROKERAGE SERV	100,000	4,059			L
029066-10-7	AMERICAN POWER CONV	06/20/2002	STATE ST BROKERAGE SERV	100,000	1,340			L
210371-10-0	CONSTELLATION ENERGY GROUP	06/21/2002	STATE ST BROKERAGE SERV	50,000	1,407			L
233331-10-7	DTE ENERGY COMPANY	06/20/2002	STATE ST BROKERAGE SERV	100,000	4,429			L
25179M-10-3	DEVON ENERGY CORP NEW	06/21/2002	STATE ST BROKERAGE SERV	50,000	2,352			L
264399-10-6	DUKE ENERGY CORPORATION	06/21/2002	VARIOUS	300,000	9,472			L
268160-10-1	DYNEGY INCORPORATED	06/21/2002	STATE ST BROKERAGE SERV	150,000	1,146			L
281020-10-7	EDISON INTERNATIONAL	06/20/2002	STATE ST BROKERAGE SERV	100,000	1,877			L
291011-10-4	EMERSON ELECTRIC COMPANY	06/21/2002	STATE ST BROKERAGE SERV	150,000	8,382			L
293646-10-3	ENTERGY CORP NEW	06/20/2002	STATE ST BROKERAGE SERV	100,000	4,321			L
337932-10-7	FIRSTENERGY CORPORATION	06/20/2002	STATE ST BROKERAGE SERV	100,000	3,439			L
49337W-10-0	KEYSPAN ENERGY	06/20/2002	STATE ST BROKERAGE SERV	100,000	3,668			L
656568-10-2	NORTEL NETWORKS CORPORATION	06/21/2002	VARIOUS	1,350,000	2,298			L
674599-10-5	OCCIDENTAL PETE CORP DE	06/20/2002	STATE ST BROKERAGE SERV	100,000	3,034			L
69331C-10-8	PG&E CORPORATION	06/21/2002	STATE ST BROKERAGE SERV	150,000	3,152			L
711030-10-6	PEOPLES ENERGY CORPORATION	06/20/2002	STATE ST BROKERAGE SERV	100,000	3,831			L
743263-10-5	PROGRESS ENERGY INCORPORATED	06/20/2002	STATE ST BROKERAGE SERV	100,000	5,073			L
749121-10-9	QWEST COMMUNICATIONS INC	06/21/2002	STATE ST BROKERAGE SERV	600,000	2,788			L
75952J-10-8	REL IANT ENERGY	06/20/2002	SSGA CROSS	100,000	1,700			L
816851-10-9	SEMPRA ENERGY	06/20/2002	STATE ST BROKERAGE SERV	100,000	2,356			L
852061-10-0	SPRINT CORPORATION	06/20/2002	SSGA CROSS	100,000	1,090			L
873168-10-8	TXU CORPORATION	06/20/2002	SSGA CROSS	100,000	5,135			L
98389B-10-0	XCEL ENERGY INCORPORATED	06/21/2002	VARIOUS	150,000	2,455			L
COUNTRY TOTAL					92,002	XXX	0	XXX
6699999 - Total - Common Stocks - Public Utilities								
					92,002	XXX		XXX
BANKS, TRUST AND INSURANCE COMPANIES - U								
001055-10-2	AFLAC INCORPORATED	06/20/2002	STATE ST BROKERAGE SERV	200,000	6,142			L

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STATEMENT AS OF JUNE 30, 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)
00817Y-10-8	AETNA INCORPORATED NEW	06/21/2002	STATE ST BROKERAGE SERV	50.000	2.494			L
020002-10-1	ALLSTATE CORPORATION	06/21/2002	VARIOUS	250.000	9.454			L
032165-10-2	AM SOUTH BANCORPORATION	06/20/2002	STATE ST BROKERAGE SERV	100.000	2.192			L
06423A-10-3	BANK ONE CORPORATION	06/21/2002	STATE ST BROKERAGE SERV	450.000	17.249			L
14040H-10-5	CAPITAL ONE FINANCIAL	06/20/2002	STATE ST BROKERAGE SERV	100.000	5.823			L
172062-10-1	CINCINNATI FINANCIAL CORP	06/20/2002	STATE ST BROKERAGE SERV	100.000	4.582			L
222372-10-4	COUNTRYWIDE CR INDS INC	06/21/2002	STATE ST BROKERAGE SERV	50.000	2.362			L
316773-10-0	FIFTH THIRD BANCORP	06/20/2002	STATE ST BROKERAGE SERV	100.000	6.545			L
381317-10-6	GOLDEN WEST FINANCIAL CORP DEL	06/21/2002	STATE ST BROKERAGE SERV	50.000	3.452			L
416515-10-4	HARTFORD FINANCIAL SERV GROUP	06/20/2002	STATE ST BROKERAGE SERV	100.000	6.135			L
55262C-10-0	MBIA INCORPORATION	06/21/2002	STATE ST BROKERAGE SERV	50.000	2.814			L
55262L-10-0	MBIA CORPORATION	06/21/2002	STATE ST BROKERAGE SERV	300.000	9.777			L
723484-10-1	PINNACLE WEST CAPITAL CORP	06/20/2002	STATE ST BROKERAGE SERV	100.000	3.796			L
785905-10-0	SABRE GROUP HLDGS INC	06/21/2002	STATE ST BROKERAGE SERV	50.000	1.752			L
902973-30-4	US BANCORP	06/21/2002	VARIOUS	700.000	15.952			L
939322-10-3	WASHINGTON MUTUAL INC	06/21/2002	STATE ST BROKERAGE SERV	350.000	13.412			L
998255-10-5	XL CAPITAL LTD	06/21/2002	STATE ST BROKERAGE SERV	50.000	4.400			L
COUNTRY TOTAL					118,333	XXX	0	XXX
6799999 - Total - Common Stocks - Banks, Trusts, Insurance					118,333	XXX		XXX
INDUSTRIAL & MISCELLANEOUS - U.S.								
00130H-10-5	AES CORPORATION	06/20/2002	STATE ST BROKERAGE SERV	200.000	966			L
00184A-10-5	AOL TIME WARNER INCORPORATED	06/20/2002	SSGA CROSS	600.000	9,600			L
00724F-10-1	ADOBE SYSTEMS INCORPORATED	06/20/2002	STATE ST BROKERAGE SERV	100.000	2,798			L
00846U-10-1	AGILENT TECHNOLOGIES INC	06/21/2002	STATE ST BROKERAGE SERV	150.000	3,585			L
009158-10-6	AIR PRODUCTS & CHEMICALS INC	06/20/2002	STATE ST BROKERAGE SERV	100.000	4,860			L
017361-10-6	ALLEGHENY ENERGY INCORPORATED	06/20/2002	STATE ST BROKERAGE SERV	100.000	3,288			L
019589-30-8	ALLIED WASTE INDS INC	06/20/2002	STATE ST BROKERAGE SERV	100.000	1,139			L
03073E-10-5	AMERSOURCEBERGEN CORP	06/21/2002	STATE ST BROKERAGE SERV	50.000	3,986			L
031162-10-0	AMGEN INCORPORATED	06/21/2002	STATE ST BROKERAGE SERV	400.000	16,504			L
032654-10-5	ANALOG DEVICES INCORPORATED	06/20/2002	STATE ST BROKERAGE SERV	100.000	3,049			L
034425-10-8	ANDREW CORPORATION	06/20/2002	STATE ST BROKERAGE SERV	100.000	1,443			L
035229-10-3	ANHEUSER BUSCH COS INC	06/21/2002	VARIOUS	300.000	15,237			L
037604-10-5	APOLLO GROUP INCORPORATED	06/20/2002	STATE ST BROKERAGE SERV	100.000	3,662			L
037833-10-0	APPLE COMPUTER INCORPORATED	06/21/2002	STATE ST BROKERAGE SERV	150.000	2,564			L
038222-10-5	APPLIED MATERIALS	04/22/2002	STOCK SPLIT	1,275.000				L
039483-10-2	ARCHER DANIELS MIDLAND	06/21/2002	STATE ST BROKERAGE SERV	250.000	3,326			L
053015-10-3	AUTOMATIC DATA PROCESSING	06/21/2002	STATE ST BROKERAGE SERV	150.000	6,800			L
053332-10-2	AUTOZONE INCORPORATED	06/21/2002	STATE ST BROKERAGE SERV	50.000	4,070			L
053499-10-9	AVAYA INCORPORATED	06/20/2002	STATE ST BROKERAGE SERV	100.000	517			L
067901-10-8	BARRICK GOLD CORPORATION	06/21/2002	VARIOUS	250.000	5,109			L
075896-10-0	BED BATH & BEYOND INC	06/20/2002	STATE ST BROKERAGE SERV	100.000	3,462			L
081437-10-5	BEMIS INCORPORATED	06/20/2002	STATE ST BROKERAGE SERV	100.000	4,992			L
086516-10-1	BEST BUY INCORPORATED	06/20/2002	STATE ST BROKERAGE SERV	100.000	3,852			L
089302-10-3	BIG LOTS INCORPORATED	06/20/2002	STATE ST BROKERAGE SERV	100.000	1,905			L
090613-10-0	BIOMET INCORPORATED	06/20/2002	STATE ST BROKERAGE SERV	100.000	2,682			L
093671-10-5	H & R BLOCK INCORPORATED	06/21/2002	STATE ST BROKERAGE SERV	50.000	2,282			L
097023-10-5	BOEING COMPANY	06/21/2002	STATE ST BROKERAGE SERV	300.000	13,077			L
101137-10-7	BOSTON SCIENTIFIC CORPORATION	06/21/2002	STATE ST BROKERAGE SERV	150.000	4,710			L
111320-10-7	BROADCOM CORPORATION	06/20/2002	SSGA CROSS	100.000	1,961			L
12189T-10-4	BURLINGTON NORTHN SANTA	06/21/2002	STATE ST BROKERAGE SERV	150.000	4,478			L
126650-10-0	CVS CORP DELAWARE	06/20/2002	STATE ST BROKERAGE SERV	100.000	3,320			L
131347-10-6	CALPINE CORPORATION	06/21/2002	STATE ST BROKERAGE SERV	150.000	1,253			L
134429-10-9	CAMPBELL SOUP COMPANY	06/21/2002	STATE ST BROKERAGE SERV	150.000	4,176			L
14149Y-10-8	CARDINAL HEALTH INCORPORATED	06/21/2002	STATE ST BROKERAGE SERV	150.000	9,754			L
143658-10-2	CARNIVAL CORPORATION	06/21/2002	STATE ST BROKERAGE SERV	200.000	5,863			L
149123-10-1	CATERPILLAR INCORPORATED DEL	06/20/2002	SSGA CROSS	100.000	4,775			L
151313-10-3	CENDANT CORPORATION	06/21/2002	STATE ST BROKERAGE SERV	400.000	6,249			L
166764-10-0	CHEVRON TEXACO CORPORATION	06/21/2002	VARIOUS	300.000	26,351			L
172474-10-8	CINERGY CORPORATION	06/20/2002	STATE ST BROKERAGE SERV	100.000	3,591			L
172737-10-8	CIRCUIT CITY STORE/GRP	06/20/2002	STATE ST BROKERAGE SERV	100.000	2,028			L
17275R-10-2	CISCO SYSTEMS INC	06/21/2002	STATE ST BROKERAGE SERV	800.000	11,192			L
172908-10-5	CINTAS CORPORATION	06/21/2002	STATE ST BROKERAGE SERV	50.000	2,353			L

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STATEMENT AS OF JUNE 30, 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)
17453B-10-1	CITIZEN COMMUNICATIONS COMPANY	06/20/2002	STATE ST BROKERAGE SERV	100.000	914			L
184502-10-2	CLEAR CHANNEL COMMUNICATION	06/20/2002	SSGA CROSS	200.000	7,940			L
189054-10-9	CLOROX COMPANY DEL	06/20/2002	STATE ST BROKERAGE SERV	100.000	4,462			L
191216-10-0	COCA COLA COMPANY	06/21/2002	STATE ST BROKERAGE SERV	500.000	27,861			L
191219-10-4	COCA COLA ENTERPRISES	06/21/2002	STATE ST BROKERAGE SERV	150.000	3,554			L
204912-10-9	COMPUTER ASSOC INTL INC	06/21/2002	STATE ST BROKERAGE SERV	200.000	3,110			L
205638-10-9	COMPUWARE CORPORATION	06/21/2002	VARIOUS	150.000	976			L
205887-10-2	CONAGRA INCORPORATED	06/21/2002	STATE ST BROKERAGE SERV	200.000	5,139			L
206197-10-5	CONCORD EFS INCORPORATED	06/21/2002	VARIOUS	200.000	6,259			L
208251-50-4	CONOCO INCORPORATED	06/20/2002	STATE ST BROKERAGE SERV	100.000	2,676			L
216831-10-7	COOPER TIRE & RUBBER COMPANY	06/20/2002	STATE ST BROKERAGE SERV	100.000	2,220			L
219350-10-5	CORNING INCORPORATED	06/21/2002	VARIOUS	250.000	972			L
22160K-10-5	COSTCO COMPANIES INC	06/20/2002	STATE ST BROKERAGE SERV	100.000	4,061			L
235851-10-2	DANAHER CORP DEL	06/21/2002	STATE ST BROKERAGE SERV	50.000	3,180			L
237194-10-5	DARDEN RESTAURANTS INC	06/20/2002	STATE ST BROKERAGE SERV	100.000	2,723			L
244199-10-5	DEERE & COMPANY	06/20/2002	STATE ST BROKERAGE SERV	100.000	4,477			L
247025-10-9	DELL COMPUTER CORPORATION	06/21/2002	STATE ST BROKERAGE SERV	950.000	23,130			L
247126-10-5	DELPHI AUTOMOTIVE SYSTEM CORP	06/21/2002	VARIOUS	200.000	2,733			L
248019-10-1	DELUXE CORPORATION	06/20/2002	STATE ST BROKERAGE SERV	100.000	3,988			L
254067-10-1	DILLARDS INCORPORATED	06/21/2002	STATE ST BROKERAGE SERV	50.000	1,370			L
256669-10-2	DOLLAR GENERAL CORPORATION	06/20/2002	STATE ST BROKERAGE SERV	100.000	1,878			L
25746U-10-9	DOMINION RES INC VA NEW	06/20/2002	STATE ST BROKERAGE SERV	100.000	6,454			L
257867-10-1	DONNELLEY R R & SONS COMPANY	06/21/2002	STATE ST BROKERAGE SERV	50.000	1,372			L
260561-10-5	DOW JONES & COMPANY INC	06/21/2002	STATE ST BROKERAGE SERV	50.000	2,432			L
28336L-10-9	EL PASO CORP DEL	06/21/2002	STATE ST BROKERAGE SERV	200.000	4,095		3	L
294429-10-5	EQUIFAX INCORPORATED	06/21/2002	STATE ST BROKERAGE SERV	50.000	1,301			L
294741-10-3	EQUITY OFFICE PROP	06/21/2002	STATE ST BROKERAGE SERV	150.000	4,502			L
29476L-10-7	EQUITY RESIDENTIAL PPTY	06/20/2002	STATE ST BROKERAGE SERV	100.000	2,834			L
30231G-10-2	EXXON MOBIL CORPORATION	06/20/2002	STATE ST BROKERAGE SERV	100.000	3,994			L
313400-30-1	FEDERAL HOME LOAN MTG COR	06/21/2002	VARIOUS	250.000	15,734			L
31410H-10-1	FEDERATED DEPT STORES	06/21/2002	STATE ST BROKERAGE SERV	50.000	1,999			L
319963-10-4	FIRST DATA CORPORATION	06/21/2002	VARIOUS	300.000	11,677			L
337738-10-8	FISERV INCORPORATED	06/21/2002	STATE ST BROKERAGE SERV	50.000	1,815			L
345370-86-0	FORD MOTOR COMPANY DEL	06/21/2002	STATE ST BROKERAGE SERV	650.000	10,111			L
345838-10-6	FOREST LABS INCORPORATED	06/21/2002	STATE ST BROKERAGE SERV	50.000	3,507			L
35671D-85-7	FREEPORT-MCM CORP GOLD	06/20/2002	STATE ST BROKERAGE SERV	100.000	1,909			L
364730-10-1	GANNETT INCORPORATED	06/20/2002	STATE ST BROKERAGE SERV	100.000	7,701			L
364760-10-8	GAP INCORPORATED DEL	06/21/2002	STATE ST BROKERAGE SERV	300.000	4,354			L
369550-10-8	GENERAL DYNAMICS CORPORATION	06/20/2002	STATE ST BROKERAGE SERV	100.000	10,907			L
369604-10-3	GENERAL ELECTRIC COMPANY	06/21/2002	VARIOUS	1,300.000	37,879			L
370334-10-4	GENERAL MILLS INCORPORATED	06/21/2002	STATE ST BROKERAGE SERV	150.000	6,516			L
370442-10-5	GENERAL MOTORS CORPORATION	06/21/2002	STATE ST BROKERAGE SERV	200.000	10,847			L
372460-10-5	GENUINE PARTS COMPANY	06/20/2002	STATE ST BROKERAGE SERV	100.000	3,617			L
375766-10-2	GILLETTE COMPANY	06/21/2002	STATE ST BROKERAGE SERV	200.000	7,067			L
382388-10-6	GOODRICH CORPORATION	06/21/2002	STATE ST BROKERAGE SERV	50.000	1,383			L
384802-10-4	GRANGER W W INC	06/21/2002	STATE ST BROKERAGE SERV	50.000	2,418			L
401698-10-5	GUIDANT CORPORATION	06/20/2002	STATE ST BROKERAGE SERV	100.000	3,102			L
404119-10-9	HCA	06/21/2002	STATE ST BROKERAGE SERV	200.000	10,124			L
413619-10-7	HARRAHS ENTERTAINMENT INC	06/21/2002	STATE ST BROKERAGE SERV	50.000	2,318			L
418056-10-7	HASBRO INCORPORATED	06/21/2002	STATE ST BROKERAGE SERV	50.000	744			L
421924-10-1	HEALTHSOUTH CORPORATION	06/21/2002	STATE ST BROKERAGE SERV	150.000	2,010			L
421933-10-2	HEALTH MGMT ASSOC INC	06/20/2002	STATE ST BROKERAGE SERV	100.000	2,183			L
423074-10-3	H J HEINZ COMPANY	06/20/2002	STATE ST BROKERAGE SERV	100.000	4,107			L
427056-10-6	HERCULES INCORPORATED	06/20/2002	STATE ST BROKERAGE SERV	100.000	1,215			L
428236-10-3	HEWLETT PACKARD COMPANY	05/07/2002	MERGER W/ COMPAQ	1,075.000	23,413			L
432848-10-9	HILTON HOTELS CORPORATION	06/21/2002	STATE ST BROKERAGE SERV	150.000	2,070			L
441815-10-7	HOUSEHOLD INTL INC	06/21/2002	STATE ST BROKERAGE SERV	150.000	7,557			L
444859-10-2	HUMANA INCORPORATED	06/20/2002	STATE ST BROKERAGE SERV	100.000	1,688			L
452308-10-9	ILLINOIS TOOL WORKS	06/20/2002	STATE ST BROKERAGE SERV	100.000	6,916			L
452528-10-2	IMMUNEX CORPORATION	06/21/2002	STATE ST BROKERAGE SERV	200.000	4,428			L
453258-40-2	INCO LTD	06/21/2002	STATE ST BROKERAGE SERV	50.000	1,078			L
459200-10-1	INTL BUSINESS MACHINES	06/20/2002	STATE ST BROKERAGE SERV	100.000	7,217			L

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STATEMENT AS OF JUNE 30, 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)
460690-10-0	INTERPUBLIC GROUP COMPANIES INC.	06/21/2002	STATE ST BROKERAGE SERV.	150.000	3,814			L
461202-10-3	INTUIT	06/20/2002	STATE ST BROKERAGE SERV.	100.000	4,765			L
466313-10-3	JABIL CIRCUIT INCORPORATED	06/20/2002	STATE ST BROKERAGE SERV.	100.000	2,018			L
478160-10-4	JOHNSON & JOHNSON	06/20/2002	STATE ST BROKERAGE SERV.	100.000	5,540			L
478366-10-7	JOHNSON CTLS INCORPORATED	06/21/2002	STATE ST BROKERAGE SERV.	50.000	4,136			L
480074-10-3	JONES APPAREL GROUP INC.	06/21/2002	STATE ST BROKERAGE SERV.	50.000	1,906			L
48666K-10-9	KAUFMAN & BROAD HOME COMPANY	06/20/2002	STATE ST BROKERAGE SERV.	100.000	5,199			L
487836-10-8	KELLOGG COMPANY	06/21/2002	STATE ST BROKERAGE SERV.	150.000	5,452			L
49455P-10-1	KINDER MORGAN INCORPORATED	06/21/2002	STATE ST BROKERAGE SERV.	50.000	2,016			L
495582-10-8	KING PHARMACEUTICALS INC.	06/20/2002	STATE ST BROKERAGE SERV.	100.000	2,488			L
500255-10-4	KOHL'S CORPORATION	06/20/2002	STATE ST BROKERAGE SERV.	100.000	7,292			L
501044-10-1	KROGER COMPANY	06/21/2002	STATE ST BROKERAGE SERV.	250.000	4,754			L
50540R-40-9	LABORATORY CORP OF AMERICA	05/16/2002	STOCK SPLIT	200.000				L
524660-10-7	LEGGETT & PLATT INCORPORATED	06/20/2002	STATE ST BROKERAGE SERV.	100.000	2,509			L
529771-10-7	LEXMARK INTERNATIONAL INC.	06/21/2002	STATE ST BROKERAGE SERV.	50.000	2,796			L
532716-10-7	LIMITED BRANDS INCORPORATED	06/21/2002	STATE ST BROKERAGE SERV.	200.000	4,155			L
534187-10-9	LINCOLN NATIONAL CORP IND.	06/21/2002	STATE ST BROKERAGE SERV.	50.000	2,124			L
539320-10-1	LIZ CLAIRORNE INCORPORATED	06/21/2002	STATE ST BROKERAGE SERV.	50.000	1,555			L
539830-10-9	LOCKHEED MARTIN CORPORATION	06/21/2002	STATE ST BROKERAGE SERV.	150.000	10,486			L
540424-10-8	LOEWS CORPORATION	06/20/2002	STATE ST BROKERAGE SERV.	100.000	5,620			L
546347-10-5	LOUISIANA PAC CORPORATION	06/21/2002	STATE ST BROKERAGE SERV.	50.000	506			L
548661-10-7	LOWES COMPANIES INCORPORATED	06/21/2002	VARIOUS	300.000	13,404			L
549463-10-7	LUCENT TECHNOLOGIES INC.	06/21/2002	VARIOUS	1,250.000	3,022			L
552848-10-3	M&C INVNT CORP WIS.	06/21/2002	STATE ST BROKERAGE SERV.	50.000	3,429			L
564055-10-1	M&R MANOR CARE INC.	06/20/2002	STATE ST BROKERAGE SERV.	100.000	2,495			L
565849-10-6	MARATHAN OIL CORPORATION	06/20/2002	STATE ST BROKERAGE SERV.	100.000	2,676			L
571903-20-2	MARRIOTT INTERNATIONAL INC NEW	06/20/2002	STATE ST BROKERAGE SERV.	100.000	3,957			L
574599-10-6	MASCO CORPORATION	06/21/2002	STATE ST BROKERAGE SERV.	150.000	4,075			L
57772K-10-1	MAXIM INTEGRATED PRODUCTS	06/20/2002	STATE ST BROKERAGE SERV.	100.000	4,008			L
580645-10-9	MCGRAW HILL COMPANIES INC.	06/21/2002	STATE ST BROKERAGE SERV.	50.000	2,914			L
581550-10-3	MCKESSON HBCO INC.	06/20/2002	SSGA CROSS	100.000	3,625			L
589405-10-9	MERCURY INTERACTIVE CP	06/21/2002	STATE ST BROKERAGE SERV.	50.000	1,234			L
594918-10-4	MICROSOFT CORPORATION	06/21/2002	VARIOUS	750.000	39,493			L
604675-10-8	MIRANT CORPORATION	06/20/2002	SSGA CROSS	100.000	826			L
608554-10-1	MOLEX INCORPORATED	06/20/2002	STATE ST BROKERAGE SERV.	100.000	3,413			L
615369-10-5	MOODY'S CORPORATION	06/21/2002	STATE ST BROKERAGE SERV.	50.000	2,534			L
617446-44-8	MORGAN STANLEY DEAN WITTER	06/21/2002	VARIOUS	400.000	16,943			L
620076-10-9	MOTOROLA INCORPORATED	06/21/2002	STATE ST BROKERAGE SERV.	800.000	12,000			L
64120L-10-4	NETWORK APPLIANCE INC.	06/20/2002	STATE ST BROKERAGE SERV.	100.000	1,294			L
651639-10-6	NEWMONT MINING CORPORATION	06/21/2002	STATE ST BROKERAGE SERV.	150.000	4,355			L
654086-10-7	NICOR INCORPORATED	06/20/2002	STATE ST BROKERAGE SERV.	100.000	4,832			L
654106-10-3	NIKE INC CL B	06/20/2002	STATE ST BROKERAGE SERV.	100.000	5,271			L
65473P-10-5	NISOURCE INCORPORATED	06/20/2002	STATE ST BROKERAGE SERV.	100.000	2,330			L
655844-10-8	NORFOLK SOUTHERN CORPORATION	06/21/2002	STATE ST BROKERAGE SERV.	150.000	3,415			L
676220-10-6	OFFICE DEPOT INCORPORATION	06/20/2002	STATE ST BROKERAGE SERV.	100.000	1,710			L
68389X-10-5	ORACLE CORPORATION	06/20/2002	SSGA CROSS	200.000	1,692			L
69351T-10-6	P P & L RES INC.	06/20/2002	STATE ST BROKERAGE SERV.	100.000	3,143			L
693718-10-8	PACCAR INCORPORATION	06/20/2002	STATE ST BROKERAGE SERV.	100.000	4,272			L
695257-10-5	PACTIV CORP COM.	06/20/2002	STATE ST BROKERAGE SERV.	100.000	2,424			L
696429-30-7	PALL CORPORATION	06/20/2002	STATE ST BROKERAGE SERV.	100.000	2,196			L
696642-10-7	PALM INCORPORATED COM.	06/20/2002	SSGA CROSS	200.000	292			L
699173-10-0	PARAMETRIC TECHNOLOGY	06/20/2002	STATE ST BROKERAGE SERV.	100.000	339			L
704326-10-7	PAYCHECK INCORPORATED	06/20/2002	STATE ST BROKERAGE SERV.	100.000	3,295			L
713409-10-0	PEPSI BOTTLING GROUP INC.	06/20/2002	STATE ST BROKERAGE SERV.	100.000	3,318			L
717081-10-3	PFIZER INCORPORATED	06/20/2002	STATE ST BROKERAGE SERV.	100.000	3,639			L
718154-10-7	PHILLIP MORRIS COMPANIES	06/21/2002	VARIOUS	800.000	42,353			L
725906-10-1	PLACER DOME INCORPORATED	06/20/2002	STATE ST BROKERAGE SERV.	100.000	1,269			L
729251-10-8	PLUM GREEK TIMBER CO INC.	06/20/2002	STATE ST BROKERAGE SERV.	100.000	3,092			L
739308-10-4	POWER-ONE INCORPORATED	06/21/2002	STATE ST BROKERAGE SERV.	50.000	318			L
74005P-10-4	PRAXAIR INCORPORATED	06/21/2002	STATE ST BROKERAGE SERV.	50.000	2,716			L
743315-10-3	PROGRESSIVE CORP OHIO	06/20/2002	STATE ST BROKERAGE SERV.	100.000	5,888			L
747277-10-1	QLOGIC CORPORATION	06/21/2002	STATE ST BROKERAGE SERV.	50.000	2,123			L

E04.3

STATEMENT AS OF JUNE 30, 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)	
747525-10-3	QUALCOMM INCORPORATED	06/21/2002	STATE ST BROKERAGE SERV	300.000	8.022			L	
750438-10-3	RADIOSHACK CORPORATION	06/20/2002	STATE ST BROKERAGE SERV	100.000	2.986			L	
75409P-20-2	RATIONAL SOFTWARE CORPORATION	06/20/2002	STATE ST BROKERAGE SERV	100.000	1.067			L	
755111-50-7	RAYTHEON CO COM NEW	06/20/2002	STATE ST BROKERAGE SERV	100.000	4.493			L	
770323-10-3	ROBERT HALF INTL INC	06/20/2002	STATE ST BROKERAGE SERV	100.000	2.421			L	
773903-10-9	ROCKWELL INTL CORP NEW	06/20/2002	STATE ST BROKERAGE SERV	100.000	2.041			L	
774341-10-1	ROCKWELL COLL INS INCORPORATED	06/20/2002	STATE ST BROKERAGE SERV	100.000	2.728			L	
775371-10-7	ROHM & HAAS COMPANY	06/20/2002	STATE ST BROKERAGE SERV	100.000	3.957			L	
78442P-10-6	SLM CORP - USA ED INC	06/21/2002	STATE ST BROKERAGE SERV	50.000	4.698			L	
786429-10-0	SAFECO CORPORATION	06/21/2002	STATE ST BROKERAGE SERV	50.000	1.552			L	
790849-10-3	ST JUDE MED INC	06/21/2002	STATE ST BROKERAGE SERV	50.000	3.879			L	
800907-10-7	SANMINA CORPORATION	06/20/2002	SSGA CROSS	200.000	1.400			L	
803111-10-3	SARA LEE CORPORATION	06/21/2002	VARIOUS	300.000	6.183			L	
808513-10-5	SCHWAB CHARLES CORP NEW	06/20/2002	STATE ST BROKERAGE SERV	100.000	1.206			L	
812387-10-8	SEARS ROEBUCK & COMPANY	06/20/2002	STATE ST BROKERAGE SERV	100.000	5.541			L	
824348-10-6	SHERWIN WILLIAMS COMPANY	06/20/2002	STATE ST BROKERAGE SERV	100.000	3.053			L	
826170-10-2	SIEBEL SYSTEMS INCORPORATED	06/21/2002	STATE ST BROKERAGE SERV	150.000	2.139			L	
826552-10-1	SIGMA ALDRICH CORPORATION	06/21/2002	STATE ST BROKERAGE SERV	50.000	2.430			L	
832696-40-5	JM SMUCKER COMPANY	06/06/2002	DISTRIBUTION OF SHARES	17.000	.487			L	
833034-10-1	SNAP ON INCORPORATED	06/20/2002	STATE ST BROKERAGE SERV	100.000	3.012			L	
834182-10-7	SOLETRON CORPORATION	06/20/2002	SSGA CROSS	300.000	1.605			L	
844741-10-8	SOUTHWEST AIRLINES COMPANY	06/21/2002	STATE ST BROKERAGE SERV	300.000	4.790			L	
854616-10-9	STANLEY WORKS	06/21/2002	STATE ST BROKERAGE SERV	50.000	2.076			L	
855030-10-2	STAPLES INCORPORATED	06/21/2002	STATE ST BROKERAGE SERV	150.000	2.991			L	
855244-10-9	STARBUCKS CORPORATION	06/21/2002	STATE ST BROKERAGE SERV	150.000	3.733			L	
863667-10-1	STRYKER CORPORATION	06/20/2002	STATE ST BROKERAGE SERV	100.000	5.433			L	
866810-10-4	SUN MICROSYSTEMS INC	06/21/2002	STATE ST BROKERAGE SERV	1,200.000	6.770			L	
86764P-10-9	SUNOCO INCORPORATED	06/20/2002	STATE ST BROKERAGE SERV	100.000	3.666			L	
868536-10-3	SUPERVALU INCORPORATION	06/20/2002	STATE ST BROKERAGE SERV	100.000	2.810			L	
871829-10-7	SYSCO CORPORATION	06/21/2002	STATE ST BROKERAGE SERV	250.000	6.898			L	
872540-10-9	TJX COMPANIES INC NEW	06/21/2002	STATE ST BROKERAGE SERV	200.000	4.022			L	
872941-10-9	TMP WORLDWIDE INCORPORATED	06/21/2002	STATE ST BROKERAGE SERV	50.000	1.187			L	
879131-10-0	TEKTRONIX INCORPORATED	06/21/2002	STATE ST BROKERAGE SERV	50.000	.888			L	
883556-10-2	THERMO ELECTRON CORPORATION	06/20/2002	STATE ST BROKERAGE SERV	100.000	1.649			L	
88579Y-10-1	3M COMPANY	06/20/2002	STATE ST BROKERAGE SERV	100.000	12.783			L	
886547-10-8	TIFFANY & COMPANY NEW	06/20/2002	STATE ST BROKERAGE SERV	100.000	3.619			L	
891027-10-4	TORCHMARK CORPORATION	06/21/2002	STATE ST BROKERAGE SERV	50.000	1.935			L	
896047-10-7	TRIBUNE COMPANY NEW	06/20/2002	STATE ST BROKERAGE SERV	100.000	4.337			L	
902911-10-6	U S T INCORPORATED	06/21/2002	STATE ST BROKERAGE SERV	150.000	5.553			L	
904784-10-9	UNILVER N V	06/21/2002	STATE ST BROKERAGE SERV	200.000	12.511			L	
907818-10-8	UNION PAC CORPORATION	06/20/2002	STATE ST BROKERAGE SERV	100.000	6.461			L	
909214-10-8	UNISYS CORPORATION	06/20/2002	SSGA CROSS	100.000	.980			L	
91324P-10-2	UNITEDHEALTH GROUP INC	06/20/2002	STATE ST BROKERAGE SERV	100.000	9.622			L	
91529Y-10-6	UNUMPROVIDENT	06/20/2002	STATE ST BROKERAGE SERV	100.000	2.517			L	
918204-10-8	V F CORPORATION	06/21/2002	STATE ST BROKERAGE SERV	50.000	1.966			L	
92839U-10-7	VISTEON CORPORATION	06/20/2002	STATE ST BROKERAGE SERV	100.000	1.524			L	
929160-10-9	VULCAN MATERIALS COMPANY	06/20/2002	STATE ST BROKERAGE SERV	100.000	4.741			L	
931142-10-3	WAL-MART STORES INCORPORATED	06/21/2002	VARIOUS	650.000	35.998			L	
931422-10-9	WALGREEN COMPANY	06/21/2002	STATE ST BROKERAGE SERV	350.000	13.540			L	
94106L-10-9	WASTE MGMT INC DEL	06/21/2002	STATE ST BROKERAGE SERV	250.000	7.104			L	
94973H-10-8	WELLPOINT HEALTH NETWORK	06/20/2002	STATE ST BROKERAGE SERV	100.000	8.447			L	
969457-10-0	WILLIAMS COS INC DEL	06/20/2002	SSGA CROSS	100.000	.735			L	
982526-10-5	WRIGLEY WM JR COMPANY	06/20/2002	STATE ST BROKERAGE SERV	100.000	5.711			L	
984121-10-3	XEROX CORPORATION	06/21/2002	STATE ST BROKERAGE SERV	250.000	2.011			L	
984332-10-6	YAHOO INCORPORATED	06/21/2002	STATE ST BROKERAGE SERV	200.000	3.118			L	
00070K-10-3	ACE LIMITED	06/20/2002	STATE ST BROKERAGE SERV	100.000	3.334			L	
024182-10-0	COOPER INDUSTRIES LTD	06/21/2002	STATE ST BROKERAGE SERV	50.000	2.024			L	
047766-10-1	INGERSOLL RAND COMPANY	06/20/2002	STATE ST BROKERAGE SERV	100.000	4.703			L	
COUNTRY TOTAL						1,148,875	XXX	3	XXX
689999 - Total - Common Stocks - Industrial, Misc.						1,148,875	XXX	3	XXX

EO4.4

STATEMENT AS OF JUNE 30, 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	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17
CUSIP Identification	Description	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Book/Adjusted Carrying Value at Disposal Date	Increase (Decrease) by Adjustment	Increase (Decrease) by Foreign Exchange Adjustment	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Interest on Bonds Received During Year	Dividends on Stocks Received During Year	NAIC Designation (a)
SPECIAL REVENUE AND ASSESSMENTS - U.S. GOVERNMENT																
312836-K8-9	FHLMC GOLD POOL #G00319	06/15/2002	PRIN RCPT		18,633	18,633	19,538	19,480	53			(848)	(848)	853		1
31283H-HN-8	FHLMC GOLD POOL #G01137	06/15/2002	PRIN RCPT		70,645	70,645	70,468	70,485	6			160	160	3,362		1
31292H-D6-8	FHLMC GOLD POOL #C01025	06/15/2002	PRIN RCPT		67,832	67,832	68,532	69,074	122			(1,242)	(1,242)	3,783		1
31293R-ME-8	FHLMC GOLD POOL #C27557	06/15/2002	PRIN RCPT		40,925	40,925	39,045	38,892	(134)			2,033	2,033	2,072		1
31297Y-AD-4	FHLMC GOLD POOL #C40904	06/15/2002	PRIN RCPT		1,391	1,391	1,327	1,287	(17)			105	105	1,308		1
31298U-CF-4	FHLMC GOLD POOL #C57270	06/15/2002	PRIN RCPT		13,499	13,499	13,298	13,305	3			194	194	413		1
31298W-CR-4	FHLMC GOLD POOL #C59080	06/15/2002	PRIN RCPT		28,658	28,658	28,503	28,505	1			152	152	1,043		1
31359R-M4-1	FNMA 1998-M2 B	06/25/2002	PRIN RCPT		24,746	24,746	24,769	24,753	(2)			(7)	(7)	749		1
313615-LF-1	FNMA POOL #50726	06/25/2002	PRIN RCPT		23,603	23,603	23,654	23,650	10			(48)	(48)	1,098		1
31365D-UL-7	FNMA POOL #124887	06/25/2002	PRIN RCPT		51,883	51,883	52,208	52,196	46			(312)	(312)	2,435		1
31369S-LS-5	FNMA POOL #219137	06/25/2002	PRIN RCPT		69,938	69,938	69,675	69,684	6			253	253	2,119		1
31369T-N7-7	FNMA POOL #220114	06/25/2002	PRIN RCPT		35,379	35,379	35,346	35,379	20			8	8	1,888		1
31371J-P0-1	FNMA POOL #253431	06/25/2002	PRIN RCPT		32,866	32,866	32,946	33,013	30			(147)	(147)	1,688		1
31380S-5J-8	FNMA POOL #449149	06/25/2002	PRIN RCPT		12,338	12,338	12,180	12,175	3			163	163	533		1
31384P-J6-3	FNMA POOL #529585	06/25/2002	PRIN RCPT		36,407	36,407	35,093	34,668	(156)			1,739	1,739	1,652		1
31385C-Y0-0	FNMA POOL #540819	06/25/2002	PRIN RCPT		51,462	51,462	50,843	50,757	(41)			705	705	2,738		1
31386T-FU-4	FNMA POOL #572679	06/25/2002	PRIN RCPT		62,173	62,173	63,140	63,159	20			(986)	(986)	1,573		1
31390E-SX-1	FNMA POOL #644134	06/25/2002	PRIN RCPT		459	459	461	461				(3)	(3)	2		1
36205B-4L-3	GNMA POOL #386127	06/15/2002	PRIN RCPT		46,550	46,550	46,666	46,694	2			(144)	(144)	1,704		1
36209D-B2-9	GNMA POOL #468157	06/15/2002	PRIN RCPT		29,923	29,923	29,933	29,932	1			(9)	(9)	1,110		1
36209M-4A-9	GNMA POOL #476117	06/15/2002	PRIN RCPT		15,986	15,986	16,116	16,148	17			(161)	(161)	1,123		1
36209U-PA-8	GNMA POOL #482017	06/15/2002	PRIN RCPT		12,451	12,451	12,439	12,441	1			10	10	724		1
36209W-4J-8	GNMA POOL #484225	06/15/2002	PRIN RCPT		38,053	38,053	38,017	38,019	2			34	34	1,300		1
36210Y-D9-3	GNMA POOL #506028	06/15/2002	PRIN RCPT		43,885	43,885	43,851	43,874	11			12	12	2,133		1
36211C-QY-1	GNMA POOL #509071	06/15/2002	PRIN RCPT		35,462	35,462	33,666	33,682	131			1,779	1,779	1,014		1
36213E-L3-8	GNMA POOL #552146	06/15/2002	PRIN RCPT		13,154	13,154	13,233	13,230	(2)			(76)	(76)	544		1
36220U-Z2-0	GNMA POOL #288861	06/15/2002	PRIN RCPT		22,886	22,886	22,714	22,886	(9)			189	189	1,351		1
36224J-HS-4	GNMA POOL #329741	06/15/2002	PRIN RCPT		14,913	14,913	15,257	15,259	25			(347)	(347)	718		1
36224U-JL-2	GNMA POOL #338767	06/15/2002	PRIN RCPT		412	412	430	437				(26)	(26)	18		1
36225A-KU-3	GNMA POOL #780307	06/15/2002	PRIN RCPT		13,064	13,064	13,966	13,956	9			(892)	(892)	612		1
36225A-NY-2	GNMA POOL #780407	06/15/2002	PRIN RCPT		38,568	38,568	38,803	38,829	14			(261)	(261)	1,715		1
36225A-XC-9	GNMA POOL #780675	06/15/2002	PRIN RCPT		38,335	38,335	38,568	38,590	13			(255)	(255)	1,687		1
STATE TOTAL					1,006,478	1,006,478	1,004,687	1,004,704	183	0	0	1,773	1,773	45,062	XXX	XXX
COUNTRY TOTAL					1,006,478	1,006,478	1,004,687	1,004,704	183	0	0	1,773	1,773	45,062	XXX	XXX
3199999 - Bonds - Special Revenues					1,006,478	1,006,478	1,004,687	1,004,704	183	0	0	1,773	1,773	45,062	XXX	XXX
PUBLIC UTILITIES - OTHER																
656531-AJ-9	NORSK HYDRO	06/28/2002	UBS WARBURG LLC		1,041,570	1,000,000	932,463	933,819	375			107,751	107,751	69,117		1PE
COUNTRY TOTAL					1,041,570	1,000,000	932,463	933,819	375	0	0	107,751	107,751	69,117	XXX	XXX
3899999 - Bonds - Public Utilities					1,041,570	1,000,000	932,463	933,819	375			107,751	107,751	69,117	XXX	XXX
INDUSTRIAL & MISCELLANEOUS - U.S.																
059438-AL-5	BANC ONE CORPORATION	06/28/2002	UBS WARBURG LLC		1,218,580	1,000,000	1,016,330	1,013,040	(155)			205,540	205,540	82,840		1PE
239753-BK-1	DAYTON HUDSON CORPORATION	06/28/2002	UBS WARBURG LLC		596,100	500,000	494,375	496,168	126			99,932	99,932	41,567		1
370425-RP-7	GENERAL MOTORS ACCEPTANCE CORP	06/28/2002	UBS WARBURG LLC		1,056,440	1,000,000	1,013,370	1,011,391	(546)			45,049	45,049	74,056		2
423328-BP-7	HELLER FINANCIAL INCORPORATED	06/28/2002	UBS WARBURG LLC		1,101,160	1,000,000	1,011,540	1,007,569	(1,106)			93,591	93,591	44,000		1
539830-AL-3	LOCKHEED MARTIN CORPORATION	06/28/2002	UBS WARBURG LLC		574,635	500,000	516,090	513,677	(666)			60,958	60,958	24,144		2
638585-AA-7	NATIONSBANK CORPORATION	06/15/2002	MATURITY		750,000	750,000	766,065	750,000	(4,437)					30,469		1PE
693476-AP-8	PNC FUNDING CORPORATION	06/28/2002	UBS WARBURG LLC		543,855	500,000	495,440	496,134	192			47,721	47,721	25,208		2W
760719-AL-8	REPUBLIC NY CORP	06/28/2002	UBS WARBURG LLC		1,244,050	1,000,000	1,071,980	1,053,629	(1,272)			190,421	190,421	68,083		1PE
76110F-J3-8	RSDNTL ACCR LN 99-QS3 A-1	06/25/2002	PRIN RCPT		15,368	15,368	15,321	15,321				48	48	589		1
76110F-X8-1	RALI 1999-QS11 NB1	06/25/2002	PRIN RCPT		81,387	81,387	80,866	80,872	1			515	515	3,833		1PE
98157D-AD-8	WORLDCOM INCORPORATED	06/27/2002	CR SUISSE FIRST BOSTON		145,000	1,000,000	1,042,650	1,036,655	(1,647)			(891,655)	(891,655)	41,250		2PE
COUNTRY TOTAL					7,326,575	7,346,755	7,524,027	7,474,456	(9,510)	0	0	(147,881)	(147,881)	436,039	XXX	XXX
4599999 - Bonds - Industrial and Miscellaneous					7,326,575	7,346,755	7,524,027	7,474,456	(9,510)			(147,881)	(147,881)	436,039	XXX	XXX
6099997 - Bonds - Part 4					9,374,623	9,353,233	9,461,177	9,412,980	(8,953)			(38,357)	(38,357)	550,218	XXX	XXX
6099999 - Total - Bonds					9,374,623	9,353,233	9,461,177	9,412,980	(8,953)			(38,357)	(38,357)	550,218	XXX	XXX

STATEMENT AS OF JUNE 30, 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	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17
CUSIP Identification	Description	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Book/Adjusted Carrying Value at Disposal Date	Increase (Decrease) by Adjustment	Increase (Decrease) by Foreign Exchange Adjustment	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Interest on Bonds Received During Year	Dividends on Stocks Received During Year	NAIC Designation (a)
6599999 - Total - Preferred Stocks																
PUBLIC UTILITIES - U.S.																
26875P-10-1	EOG RESOURCES INCORPORATED	06/20/2002	STATE ST BROKERAGE SERV	100.000	3,920		4,836	4,836	925			(916)	(916)		4	L
30161N-10-1	EXELON CORPORATION	06/21/2002	STATE ST BROKERAGE SERV	500.000	26,505		19,073	19,073	(4,867)			7,432	7,432		440	L
302571-10-4	FPL GROUP INCORPORATED	06/20/2002	STATE ST BROKERAGE SERV	100.000	6,029		4,992	4,992	(648)			1,036	1,036		116	L
530718-10-5	LIBERTY MEDIA CORP A	06/21/2002	STATE ST BROKERAGE SERV	950.000	8,943		18,247	18,247	(479)			(9,304)	(9,304)			L
COUNTRY TOTAL					45,397		47,148	47,148	(5,068)	0	0	(1,751)	(1,751)	XXX	560	XXX
6699999 - Common Stocks - Public Utilities																
BANKS, TRUST AND INSURANCE COMPANIES - U																
026874-10-7	AMERICAN INTL GROUP INC	06/20/2002	STATE ST BROKERAGE SERV	325.000	22,003		19,497	19,497	(6,308)			2,507	2,507		27	L
060505-10-4	BANK AMERICA CORP	06/21/2002	STATE ST BROKERAGE SERV	950.000	68,114		61,367	61,367	1,565			6,747	6,747		1,140	L
313586-10-9	FEDERAL NATL MORTGAGE ASSN	06/21/2002	STATE ST BROKERAGE SERV	550.000	42,073		33,161	33,161	(10,564)			8,912	8,912		363	L
339030-10-8	FLEETBOSTON FINL CORP	06/21/2002	STATE ST BROKERAGE SERV	850.000	27,123		34,496	34,496	3,471			(7,373)	(7,373)		928	L
46625H-10-0	JP MORGAN CHASE & COMPANY	06/21/2002	STATE ST BROKERAGE SERV	150.000	5,052		7,356	7,356	1,903			(2,304)	(2,304)		51	L
524908-10-0	LEHMAN BROS HLDGS INC	06/20/2002	STATE ST BROKERAGE SERV	100.000	5,960		6,455	6,455	(225)			(495)	(495)		18	L
571748-10-2	MARSH & MCLENNAN CO INC	06/21/2002	STATE ST BROKERAGE SERV	400.000	38,640		37,228	37,228	(5,752)			1,411	1,411		424	L
693475-10-5	PNC BANK CORPORATION	06/21/2002	STATE ST BROKERAGE SERV	125.000	6,662		6,508	6,508	(517)			154	154		138	L
701094-10-4	PARKER HANNIFIN CORPORATION	06/21/2002	STATE ST BROKERAGE SERV	500.000	23,533		17,201	17,201	(5,754)			6,332	6,332		180	L
929903-10-2	WACHOVIA CORP 2ND NEW	06/20/2002	STATE ST BROKERAGE SERV	100.000	3,856		3,530	3,530	394			326	326		48	L
949746-10-1	WELLS FARGO & COMPANY	06/21/2002	STATE ST BROKERAGE SERV	450.000	22,970		20,816	20,816	1,254			2,154	2,154		243	L
98956P-10-2	ZIMMER HOLDINGS INC	06/21/2002	STATE ST BROKERAGE SERV	510.000	17,339		14,157	14,157	(1,419)			3,182	3,182			L
COUNTRY TOTAL					283,325		261,771	261,771	(21,952)	0	0	21,554	21,554	XXX	3,560	XXX
6799999 - Common Stocks - Banks, Trust and Insurance Companies																
INDUSTRIAL & MISCELLANEOUS - U.S.																
013817-10-1	ALCOA INCORPORATED	06/20/2002	STATE ST BROKERAGE SERV	100.000	3,140		3,430	3,430	(125)			(290)	(290)		30	L
032511-10-7	ANADARKO PETROLEUM CORP	06/20/2002	STATE ST BROKERAGE SERV	200.000	9,887		13,263	13,263	1,893			(3,376)	(3,376)		15	L
038222-10-5	APPLIED MATERIALS	06/21/2002	STATE ST BROKERAGE SERV	1,950.000	37,156		46,014	46,014	6,916			(8,858)	(8,858)			L
042735-10-0	ARROW ELECTRONICS INCORPORATED	06/21/2002	STATE ST BROKERAGE SERV	300.000	5,890		8,286	8,286	(684)			(2,396)	(2,396)			L
053807-10-3	AVNET INCORPORATED	06/21/2002	STATE ST BROKERAGE SERV	500.000	9,680		12,724	12,724	(11)			(3,044)	(3,044)		38	L
057224-10-7	BAKER HUGHES INCORPORATED	06/21/2002	STATE ST BROKERAGE SERV	1,000.000	34,888		33,223	33,223	(3,247)			1,665	1,665		230	L
071813-10-9	BAXTER INTERNATIONAL INC	06/21/2002	STATE ST BROKERAGE SERV	300.000	14,274		9,117	9,117	(6,972)			5,157	5,157		175	L
075887-10-9	BECTON DICKINSON & COMPANY	06/21/2002	STATE ST BROKERAGE SERV	450.000	15,798		12,183	12,183	(2,735)			3,615	3,615		132	L
102183-10-0	BOWATER INCORPORATED	06/21/2002	STATE ST BROKERAGE SERV	450.000	23,607		21,478	21,478	13			2,130	2,130		180	L
194162-10-3	COLGATE PALMOLIVE COMPANY	06/21/2002	STATE ST BROKERAGE SERV	300.000	15,472		16,900	16,900	(425)			(1,429)	(1,429)		108	L
200300-20-0	COMCAST CORP SPECIAL A	06/21/2002	STATE ST BROKERAGE SERV	950.000	23,496		34,918	34,918	718			(11,422)	(11,422)			L
204493-10-0	COMPAQ COMPUTER	05/07/2002	MERGER W/HUEWLETT PACKARD	1,700.000	23,413		23,413	23,413	6,821			0	0		85	L
205363-10-4	COMPUTER SCIENCE CORPORATION	06/21/2002	VARIOUS	450.000	21,097		17,969	17,969	(4,072)			3,128	3,128			L
235811-10-6	DANA CORPORATION	06/21/2002	STATE ST BROKERAGE SERV	1,300.000	23,089		23,010	23,010	4,966			79	79		26	L
254687-10-6	WALT DISNEY COMPANY	06/21/2002	STATE ST BROKERAGE SERV	150.000	2,920		2,996	2,996	(112)			(76)	(76)			L
260543-10-3	DOW CHEMICAL COMPANY	06/21/2002	STATE ST BROKERAGE SERV	400.000	13,021		11,242	11,242	(2,270)			1,779	1,779		268	L
268648-10-2	EMC CORP/MASS	06/20/2002	SSGA CROSS	200.000	1,284		1,313	1,313	(1,375)			(29)	(29)			L
285661-10-4	ELECTRONIC DATA SYSTEMS CORP	06/20/2002	STATE ST BROKERAGE SERV	100.000	4,842		6,614	6,614	(241)			(1,772)	(1,772)		30	L
31428X-10-6	FEDEX CORPORATION	06/21/2002	STATE ST BROKERAGE SERV	500.000	27,880		20,380	20,380	(5,560)			7,500	7,500			L
354613-10-1	FRANKLIN RESOURCES INC	06/21/2002	STATE ST BROKERAGE SERV	150.000	6,214		7,016	7,016	1,726			(802)	(802)		21	L
412822-10-8	HARLEY DAVIDSON INCORPORATED	06/21/2002	STATE ST BROKERAGE SERV	300.000	15,260		15,056	15,056	(1,237)			204	204		20	L
437076-10-2	HOME DEPOT INCORPORATED	06/20/2002	STATE ST BROKERAGE SERV	100.000	3,725		4,146	4,146	(955)			(421)	(421)		5	L
438516-10-6	HONEYWELL INTERNATIONAL INC	06/21/2002	STATE ST BROKERAGE SERV	500.000	17,944		18,445	18,445	1,535			(501)	(501)		188	L
458140-10-0	INTEL CORPORATION	06/21/2002	STATE ST BROKERAGE SERV	700.000	13,646		21,011	21,011	(1,004)			(7,365)	(7,365)		28	L
460146-10-3	INTERNATIONAL PAPER	06/21/2002	STATE ST BROKERAGE SERV	950.000	41,090		34,131	34,131	(4,202)			6,959	6,959		475	L
494368-10-3	KIMBERLY-CLARK CORPORATION	06/20/2002	STATE ST BROKERAGE SERV	200.000	12,887		13,385	13,385	1,425			(499)	(499)		116	L
50540R-40-9	LABORATORY CORP OF AMERICA	06/21/2002	STATE ST BROKERAGE SERV	400.000	18,985		16,004	16,004	(166)			2,982	2,982			L
532457-10-8	ELI LILLY	06/20/2002	SSGA CROSS	100.000	6,015		7,542	7,542	(312)			(1,528)	(1,528)		62	L
535678-10-6	LINTEAR TECHNOLOGY CORP	06/21/2002	STATE ST BROKERAGE SERV	350.000	10,492		13,496	13,496	(168)			(3,004)	(3,004)		32	L
577081-10-2	MATTEL INCORPORATED	06/21/2002	STATE ST BROKERAGE SERV	875.000	19,357		15,672	15,672	622			3,685	3,685			L
577778-10-3	MAY DEPARTMENT STORES	06/21/2002	STATE ST BROKERAGE SERV	300.000	10,017		9,862	9,862	(1,232)			154	154		142	L
580135-10-1	MCDONALDS CORPORATION	06/21/2002	STATE ST BROKERAGE SERV	1,450.000	42,690		41,531	41,531	3,149			1,159	1,159			L
589331-10-7	MERCK & COMPANY & INC	06/20/2002	SSGA CROSS	300.000	15,660		20,637	20,637	2,997			(4,977)	(4,977)		210	L
590188-10-8	MERRILL LYNCH & COMPANY INC	06/21/2002	STATE ST BROKERAGE SERV	175.000	6,808		11,404	11,404	2,283			(4,596)	(4,596)		56	L
595112-10-3	MI CRON TECHNOLOGY INCORPORATED	06/21/2002	STATE ST BROKERAGE SERV	425.000	7,866		16,696	16,696	3,521			(8,830)	(8,830)			L
629568-10-6	NABORS INDS INCORPORATED	06/21/2002	STATE ST BROKERAGE SERV	600.000	22,294		25,892	25,892	5,294			(3,598)	(3,598)			L

EO5.1

STATEMENT AS OF JUNE 30, 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	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17
CUSIP Identification	Description	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Book/Adjusted Carrying Value at Disposal Date	Increase (Decrease) by Adjustment	Increase (Decrease) by Foreign Exchange Adjustment	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Interest on Bonds Received During Year	Dividends on Stocks Received During Year	NAIC Designation (a)
635405-10-3	NATIONAL CITY CORPORATION	06/21/2002	STATE ST BROKERAGE SERV	1,000.000	32,569		28,505	28,505	(735)			4,064	4,064		590	L
637640-10-3	NATIONAL SEMICONDUCTOR CORP	06/21/2002	STATE ST BROKERAGE SERV	900.000	26,325		25,514	25,514	(2,197)			811	811			L
650111-10-7	NEW YORK TIMES A	06/21/2002	STATE ST BROKERAGE SERV	500.000	26,084		21,222	21,222	(403)			4,862	4,862		130	L
655664-10-0	NORDSTROM INCORPORATED	06/21/2002	STATE ST BROKERAGE SERV	450.000	9,438		9,406	9,406	303			1,032	1,032		81	L
681919-10-6	OMNICOM GROUP INCORPORATED	06/20/2002	STATE ST BROKERAGE SERV	100.000	5,482		8,003	8,003	(932)			(2,521)	(2,521)		90	L
713448-10-8	PEPSICO INCORPORATED	06/21/2002	STATE ST BROKERAGE SERV	525.000	26,894		17,642	17,642	(7,921)			9,253	9,253		231	L
718507-10-6	PHILLIPS PETROLEUM COMPANY	06/20/2002	STATE ST BROKERAGE SERV	100.000	5,716		6,417	6,417	391			(701)	(701)		135	L
742718-10-9	PROCTOR & GAMBLE COMPANY	06/21/2002	VARIOUS	400.000	37,974		28,819	28,819	(2,833)			9,155	9,155		304	L
806857-10-8	SCHLUMBERGER LTD	06/21/2002	STATE ST BROKERAGE SERV	400.000	19,744		24,120	24,120	2,140			(4,376)	(4,376)		150	L
87612E-10-6	TARGET CORPORATION	06/21/2002	STATE ST BROKERAGE SERV	700.000	26,583		19,758	19,758	(8,977)			6,826	6,826		84	L
880336-10-0	TENET HEALTHCARE CORPORATION	06/21/2002	STATE ST BROKERAGE SERV	600.000	44,985		27,958	27,958	(7,274)			17,027	17,027			L
880770-10-2	TERADYNE INCORPORATED	06/21/2002	VARIOUS	600.000	14,695		22,674	22,674	4,590			(7,979)	(7,979)			L
882508-10-4	TEXAS INSTRUMENTS	06/21/2002	STATE ST BROKERAGE SERV	300.000	7,199		10,052	10,052	1,652			(2,853)	(2,853)		13	L
902124-10-6	TYCO INTL LTD	06/21/2002	STATE ST BROKERAGE SERV	800.000	12,037		46,583	46,583	(537)			(34,546)	(34,546)		20	L
912909-10-8	UNITED STATES STEEL CORP NEW	06/21/2002	STATE ST BROKERAGE SERV	1,100.000	21,995		22,646	22,646	2,725			(650)	(650)		110	L
913017-10-9	UNITED TECHNOLOGIES CORP	06/21/2002	STATE ST BROKERAGE SERV	150.000	9,293		9,717	9,717	22			576	576		74	L
923436-10-9	VERITAS SOFTWARE CORP	06/21/2002	VARIOUS	300.000	6,443		16,999	16,999	3,550			(10,556)	(10,556)			L
98157D-10-6	WORLDCOM INC - WORLDCOM GRP	06/20/2002	SSGA CROSS	2,200.000	3,014		30,858	30,858	(118)			(27,844)	(27,844)			L
983024-10-0	WYETH	06/21/2002	STATE ST BROKERAGE SERV	125.000	6,612		7,280	7,280	(390)			(668)	(668)		58	L
COUNTRY TOTAL					926,863	XXX	994,571	994,571	(10,169)	0	0	(67,708)	(67,708)	XXX	4,739	XXX
INDUSTRIAL & MISCELLANEOUS - CANADA																
136375-10-2	CANADIAN NATL RAILWAY COMPANY	06/21/2002	STATE ST BROKERAGE SERV	600.000	30,513		18,358	18,358	(10,610)			12,156	12,156		81	L
COUNTRY TOTAL					30,513	XXX	18,358	18,358	(10,610)	0	0	12,156	12,156	XXX	81	XXX
INDUSTRIAL & MISCELLANEOUS - OTHER																
055622-10-4	BP AMOCO PLC SPON ADR	06/21/2002	STATE ST BROKERAGE SERV	875.000	42,022		42,679	42,679	1,983			(657)	(657)		667	L
89151E-10-9	TOTAL FINA SA - SPON ADR	06/21/2002	STATE ST BROKERAGE SERV	588.000	43,892		34,918	34,918	(6,384)			8,975	8,975		1,021	L
COUNTRY TOTAL					85,915	XXX	77,597	77,597	(4,401)	0	0	8,318	8,318	XXX	1,688	XXX
6899999 - Common Stocks - Industrial and Miscellaneous					1,043,291	XXX	1,090,525	1,090,525	(25,180)			(47,234)	(47,234)	XXX	6,507	XXX
7099997 - Common Stocks - Part 4					1,372,013	XXX	1,399,445	1,399,445	(52,200)			(27,432)	(27,432)	XXX	10,627	XXX
7099999 - Total - Common Stocks					1,372,013	XXX	1,399,445	1,399,445	(52,200)			(27,432)	(27,432)	XXX	10,627	XXX
7199999 - Total - Preferred and Common Stocks					1,372,013	XXX	1,399,445	1,399,445	(52,200)			(27,432)	(27,432)	XXX	10,627	XXX
7299999 Totals					10,746,635	XXX	10,860,621	10,812,424	(61,153)			(65,789)	(65,789)	550,218	10,627	XXX

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

E05.2

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

