



QUARTERLY STATEMENT  
AS OF SEPTEMBER 30, 2002  
OF THE CONDITION AND AFFAIRS OF THE

Republic-Franklin Insurance Company

NAIC Group Code	0201 <small>(Current Period)</small>	0201 <small>(Prior Period)</small>	NAIC Company Code	12475	Employer's ID Number	31-4290270
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 <small>(Street and Number)</small>			Columbus, OH 43229-7506 <small>(City or Town, State and Zip Code)</small>		
Main Administrative Office	180 Genesee Street <small>(Street and Number)</small>			315-734-2000 <small>(Area Code) (Telephone Number) (Extension)</small>		
	New Hartford, NY 13413 <small>(City or Town, State and Zip Code)</small>					
Mail Address	Post Office Box 530 <small>(Street and Number or P.O. Box)</small>			Utica, NY 13503-0530 <small>(City or Town, State and Zip Code)</small>		
Primary Location of Books and Records	180 Genesee Street <small>(Street and Number)</small>			315-734-2000 <small>(Area Code) (Telephone Number)</small>		
	New Hartford, NY 13413 <small>(City or Town, State and Zip Code)</small>					
Internet Website Address	www.uticanational.com					
Statement Contact	Anthony C. Paolozzi <small>(Name)</small>			315-734-2385 <small>(Area Code) (Telephone Number) (Extension)</small>		
	anthony.paolozzi@uticanational.com <small>(E-mail Address)</small>			315-734-2662 <small>(FAX Number)</small>		
Policyowner Relations Contact	Michael C. Austin <small>(Street and Number)</small>			180 Genesee Street <small>(Area Code) (Telephone Number) (Extension)</small>		
	New Hartford, NY 13413, <small>(City or Town, State and Zip Code)</small>			315-734-2413 <small>(Area Code) (Telephone Number) (Extension)</small>		

OFFICERS

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

EXECUTIVE VICE PRESIDENT

Brian Patrick Lytwynec #

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.....

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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 President & CEO	George Paul Wardley, III Secretary	Anthony Cosmo Paolozzi CFO & Treasurer
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Subscribed and sworn to before me this  
\_\_\_\_\_ day of \_\_\_\_\_ October, 2002  
  
\_\_\_\_\_

STATEMENT AS OF SEPTEMBER 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 .....	54,018,919		54,018,919	53,036,431
2. Stocks:				
2.1 Preferred stocks .....				
2.2 Common stocks .....	5,068,914		5,068,914	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 (\$ .....4,300,855 and short-term investments \$ .....100,000 ) .....	4,400,855		4,400,855	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) .....	63,488,688		63,488,688	60,139,812
10. Agents' balances or uncollected premiums				
10.1 Premiums and agents' balances in course of collection .....	3,617,172	290,333	3,326,839	4,622,983
10.2 Premiums, agents' balances and installments booked but deferred and not yet due (including \$ .....172,184 earned but unbilled premiums) .....	1,759,923	62,600	1,697,323	1,593,082
10.3 Accrued retrospective premiums .....	18,320	1,832	16,488	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 .....	544,577		544,577	728,761
15. Federal and foreign income tax recoverable and interest thereon (including \$ .....538,000 net deferred tax asset).....	538,000		538,000	972,786
16. Guaranty funds receivable or on deposit.....	936,387		936,387	893,165
17. Electronic data processing equipment and software.....	51,602		51,602	78,749
18. Interest, dividends and real estate income due and accrued .....	768,047		768,047	806,923
19. Net adjustments in assets and liabilities due to foreign exchange rates .....				
20. Receivable from parent, subsidiaries and affiliates .....	1,714,304		1,714,304	2,085,133
21. Amounts due from /to protected cells .....				
22. Equities and deposits in pools and associations .....	185,559	1,629	183,930	126,097
23. Amounts receivable relating to uninsured accident and health plans.....				
24. Other assets nonadmitted .....	469,691	469,691	0	
25. Aggregate write-ins for other than invested assets .....	333,554	66,645	266,909	231,329
26. Total assets excluding protected cell assets (Lines 9 through 25) .....	74,425,825	892,730	73,533,095	72,311,085
27. Protected cell assets .....				
28. TOTALS (Lines 26 and 27)	74,425,825	892,730	73,533,095	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.....	66,245	66,245	0	0
2502. Accounts Receivable - Other.....	72,136	400	71,736	45,810
2503. Deposits-IRS Audit.....	185,518		185,518	185,518
2598. Summary of remaining write-ins for Line 25 from overflow page .....	9,655	0	9,655	0
2599. Totals (Lines 2501 thru 2503 plus 2598) (Line 25 above)	333,554	66,645	266,909	231,329

LIABILITIES, SURPLUS AND OTHER FUNDS

	1 Current Statement Date	2 December 31, Prior Year
1. Losses (current accident year \$ .....7,989,000 ) .....	27,734,927	26,785,631
2. Reinsurance payable on paid losses and loss adjustment expenses .....		
3. Loss adjustment expenses .....	7,197,869	6,996,548
4. Commissions payable, contingent commissions and other similar charges .....	204,063	326,762
5. Other expenses (excluding taxes, licenses and fees) .....	2,861,649	1,375,226
6. Taxes, licenses and fees (excluding federal and foreign income taxes) .....	1,491,503	3,392,691
7. Federal and foreign income taxes [including \$ ..... on realized capital gains (losses)] (including \$ ..... net deferred tax liability) .....	260,304	
8. Borrowed money \$ ..... and interest thereon \$ .....		
9. Unearned premiums (after deducting unearned premiums for ceded reinsurance of \$ .....71,931,559 and including warranty reserves of \$ ..... ) .....	9,762,238	8,969,347
10. Advance premium .....		
11. Dividends declared and unpaid:		
11.1 Stockholders .....		
11.2 Policyholders .....	186,766	243,675
12. Ceded reinsurance premiums payable (net of ceding commissions) .....	91,777	348,677
13. Funds held by company under reinsurance treaties .....		
14. Amounts withheld or retained by company for account of others .....	956,594	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 .....		1,481
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 .....	1,348,350	583,163
24. Total liabilities excluding protected cell liabilities (Lines 1 through 23) .....	52,172,652	49,948,714
25. Protected cell liabilities .....		
26. Total liabilities (Lines 24 and 25) .....	52,172,652	49,948,714
27. Aggregate write-ins for special surplus funds .....	87,070	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) .....	15,633,570	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) .....	21,360,443	22,362,371
36. TOTALS	73,533,095	72,311,085
DETAILS OF WRITE-INS		
2301. Contingent Balances in Safety Groups.....	171,810	188,880
2302. Reserve for Reinsurance Insolvencies.....	103,270	104,983
2303. Miscellaneous Accounts Payable.....	1,023,063	243,324
2398. Summary of remaining write-ins for Line 23 from overflow page .....	50,207	45,976
2399. Totals (Lines 2301 thru 2303 plus 2398) (Line 23 above)	1,348,350	583,163
2701. Reserve for Undeclared Dividends.....	87,070	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)	87,070	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	2	3
	Current Year	Prior Year	Prior Year Ended
	to Date	to Date	December 31
UNDERWRITING INCOME			
1. Premiums earned:			
1.1 Direct (written \$ 112,408,894 )	112,920,844	118,998,620	159,537,262
1.2 Assumed (written \$ 15,268,039 )	14,457,618	14,698,328	19,734,152
1.3 Ceded (written \$ 112,408,894 )	112,920,844	118,998,620	159,537,262
1.4 Net (written \$ 15,268,039 )	14,457,618	14,698,328	19,734,152
DEDUCTIONS:			
2. Losses incurred (current accident year \$ 11,001,000 ):			
2.1 Direct	71,018,936	100,608,062	144,582,457
2.2 Assumed	9,484,806	11,878,721	17,403,675
2.3 Ceded	71,019,935	100,608,029	144,582,425
2.4 Net	9,483,807	11,878,754	17,403,708
3. Loss expenses incurred	2,445,442	2,295,911	3,375,093
4. Other underwriting expenses incurred	4,676,264	4,553,142	5,986,926
5. Aggregate write-ins for underwriting deductions			
6. Total underwriting deductions (Lines 2.4 thru 5)	16,605,513	18,727,807	26,765,726
7. Net income of protected cells			
8. Net underwriting gain or (loss) (Line 1.4 minus Line 6 + Line 7)	(2,147,895)	(4,029,479)	(7,031,575)
INVESTMENT INCOME			
9. Net investment income earned	2,722,490	2,892,823	3,859,912
10. Net realized capital gains or (losses)	246,757	25,616	(82,652)
11. Net investment gain (loss) (Lines 9 + 10)	2,969,246	2,918,439	3,777,260
OTHER INCOME			
12. Net gain or (loss) from agents' or premium balances charged off (amount recovered \$ amount charged off \$ 40,176 )	(40,176)	(29,433)	(44,493)
13. Finance and service charges not included in premiums	56,525	25,883	84,020
14. Aggregate write-ins for miscellaneous income	(10,717)	10,435	(34,686)
15. Total other income (Lines 12 through 14)	5,632	6,885	4,841
16. Net income before dividends to policyholders and before federal and foreign income taxes (Lines 8 + 11 + 15)	826,983	(1,104,155)	(3,249,474)
17. Dividends to policyholders	247,929	268,632	353,443
18. Net income, after dividends to policyholders but before federal and foreign income taxes (Line 16 minus Line 17)	579,054	(1,372,787)	(3,602,918)
19. Federal and foreign income taxes incurred	126,849	(282,408)	(564,430)
20. Net income (Line 18 minus Line 19)(to Line 22)	452,206	(1,090,379)	(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)	452,206	(1,090,379)	(3,038,487)
23. Net unrealized capital gains or losses	(1,551,886)	(1,427,705)	(693,023)
24. Change in net unrealized foreign exchange capital gain (loss)			
25. Change in net deferred income tax	15,259	1,449,715	(269,916)
26. Change in nonadmitted assets	32,950	(53,750)	(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			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	49,543	(118,613)	59,130
37. Change in surplus as regards policyholders (Lines 22 through 36)	(1,001,928)	(1,240,732)	(3,621,664)
38. Surplus as regards policyholders, as of statement date (Lines 21 plus 37)	21,360,443	24,743,303	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	(5,947)	11,375	15,052
1402. Miscellaneous Income	(4,122)	325	(49,738)
1403. Gain/Loss on Sale of Assets	(648)	(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)	(10,717)	10,435	(34,686)
3601. Contingent Balance in Safety Groups	17,070	37,380	59,130
3602. Prior Year Adjustment	32,473	(155,993)	0
3603.			
3698. Summary of remaining write-ins for Line 36 from overflow page			
3699. Totals (Lines 3601 thru 3603 plus 3698) (Line 36 above)	49,543	(118,613)	59,130

CASH FLOW

	1 Current Year to Date	2 Prior Year Ended December 31
<b>Cash from Operations</b>		
1. Premiums collected net of reinsurance .....	16,467,275	20,180,949
2. Loss and loss adjustment expenses paid (net of salvage and subrogation) .....	10,004,041	16,701,836
3. Underwriting expenses paid .....	4,746,601	5,962,262
4. Other underwriting income (expenses) .....		
5. Cash from underwriting (Line 1 minus Line 2 minus Line 3 plus Line 4) .....	1,716,633	(2,483,150)
6. Net investment income .....	2,837,373	3,843,179
7. Other income (expenses):		
7.1 Agents' balances charged off .....	(40,176)	(44,493)
7.2 Net funds held under reinsurance treaties .....		
7.3 Net amount withheld or retained for account of others .....	107,693	(213,832)
7.4 Aggregate write-ins for miscellaneous items .....	(14,356)	(188,680)
7.5 Total other income (Lines 7.1 to 7.4) .....	53,160	(447,005)
8. Dividends to policyholders on direct business , less \$                   1,280,346   dividends on reinsurance assumed or ceded (net) .....	304,838	389,149
9. Federal and foreign income taxes (paid) recovered .....	583,490	149,323
10. Net cash from operations (Line 5 plus Line 6 plus Line 7.5 minus Line 8 plus Line 9) .....	4,885,819	673,198
<b>Cash from Investments</b>		
11. Proceeds from investments sold, matured or repaid:		
11.1 Bonds .....	36,304,571	11,126,954
11.2 Stocks .....	1,570,814	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) .....	37,875,385	14,017,068
12. Cost of investments acquired (long-term only):		
12.1 Bonds .....	36,925,325	12,390,388
12.2 Stocks .....	2,296,624	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) .....	39,221,949	14,690,148
13. Net Cash from investments (Line 11.8 minus Line 12.7) .....	(1,346,564)	(673,080)
<b>Cash from Financing and Miscellaneous Sources</b>		
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 .....	370,829	
14.4 Borrowed funds received .....		
14.5 Other cash provided .....	27,146	2,379,792
14.6 Total (Lines 14.1 to 14.5) .....	397,975	2,379,792
15. Cash applied:		
15.1 Dividends to stockholders paid .....		
15.2 Net transfers to affiliates .....		2,781,749
15.3 Borrowed funds repaid .....		
15.4 Other applications .....	560,326	60,806
15.5 Total (Lines 15.1 to 15.4) .....	560,326	2,842,555
16. Net cash from financing and miscellaneous sources (Line 14.6 minus Line 15.5) .....	(162,351)	(462,763)
<b>RECONCILIATION OF CASH AND SHORT-TERM INVESTMENTS</b>		
17. Net change in cash and short-term investments (Line 10, plus Line 13, plus Line 16) .....	3,376,904	(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) .....	4,400,855	1,023,950
<b>DETAILS OF WRITE-INS</b>		
07.401 Finance & Service Charges Not Included In Premiums .....	51,554	31,837
07.402 Insolvent Reinsurance Companies .....	(7,660)	(41,534)
07.403 Miscellaneous Income .....	849	2,445
07.498 Summary of remaining write-ins for Line 7.4 from overflow page .....	(59,099)	(181,427)
07.499 Totals (Lines 07.401 thru 07.403 plus 07.498) (Line 7.4 above) .....	(14,356)	(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 SEPTEMBER 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
<b>BONDS</b>								
1. Class 1 .....	47,462,281	23,570,627	21,737,230	(35,664)	44,689,240	47,462,281	49,260,014	44,568,687
2. Class 2 .....	5,712,044		1,648,688	(5,010)	6,597,445	5,712,044	4,058,346	7,619,159
3. Class 3 .....	623,503			(52,945)	858,662	623,503	570,558	948,585
4. Class 4 .....								
5. Class 5 .....	280,000			(50,000)		280,000	230,000	
6. Class 6 .....								
7. Total Bonds	54,077,828	23,570,627	23,385,918	(143,619)	52,145,347	54,077,828	54,118,918	53,136,431
<b>PREFERRED STOCK</b>								
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	54,077,828	23,570,627	23,385,918	(143,619)	52,145,347	54,077,828	54,118,918	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	305	

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	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	100,000
8. Total valuation allowance .....				
9. Subtotal (Lines 7 plus 8) .....	100,000	100,000	100,000	100,000
10. Total nonadmitted amounts .....				
11. Statement value (Lines 9 minus 10) .....	100,000	100,000	100,000	100,000
12. Income collected during period .....	572	448	305	4,947
13. Income earned during period .....	572	765	305	4,072

Schedule DB - Part F - Section 1

NONE

Schedule DB - Part F - Section 2

NONE



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					
2. Alaska	AK	No					
3. Arizona	AZ	No					
4. Arkansas	AR	No					
5. California	CA	No					
6. Colorado	CO	No					
7. Connecticut	CT	Yes	8,513,846	8,741,057	6,118,352	7,294,337	13,592,290
8. Delaware	DE	Yes	37,193	21,209	1,138	42,781	1,000
9. District of Columbia	DC	Yes	324,607	341,097	134,042	128,583	343,601
10. Florida	FL	No					203,588
11. Georgia	GA	Yes	4,284,346	5,706,825	2,034,662	2,847,745	5,430,651
12. Hawaii	HI	No					5,274,132
13. Idaho	ID	No					
14. Illinois	IL	Yes	2,524,136	3,560,466	2,503,702	4,616,380	4,109,072
15. Indiana	IN	Yes	537,455	2,361,670	1,210,583	1,267,177	4,561,021
16. Iowa	IA	No					1,955,851
17. Kansas	KS	Yes	20,818	397,678	814,661	967,153	539,103
18. Kentucky	KY	No					1,831,599
19. Louisiana	LA	No					
20. Maine	ME	No					
21. Maryland	MD	Yes	3,243,021	4,019,838	2,261,517	3,508,631	5,728,652
22. Massachusetts	MA	Yes	3,363,191	4,822,754	2,567,995	2,751,100	5,031,909
23. Michigan	MI	Yes	100,503	12,328	16,906	1,496	6,159,625
24. Minnesota	MN	No					2,000
25. Mississippi	MS	No					
26. Missouri	MO	No					
27. Montana	MT	No					
28. Nebraska	NE	No					
29. Nevada	NV	No					
30. New Hampshire	NH	No					
31. New Jersey	NJ	Yes	6,200,697	6,141,110	2,696,330	2,130,015	14,535,935
32. New Mexico	NM	No					10,378,160
33. New York	NY	Yes	54,043,739	58,588,922	26,009,037	26,270,928	76,775,177
34. North Carolina	NC	Yes	3,202,008	3,732,705	2,848,233	3,462,324	62,031,876
35. North Dakota	ND	No					7,802,807
36. Ohio	OH	Yes	14,928,318	15,048,985	7,788,152	12,799,642	16,232,465
37. Oklahoma	OK	No					13,350,946
38. Oregon	OR	No					
39. Pennsylvania	PA	Yes	1,651,261	2,198,242	1,439,256	1,712,246	9,184,086
40. Rhode Island	RI	Yes					4,451,342
41. South Carolina	SC	No					
42. South Dakota	SD	No					
43. Tennessee	TN	Yes	2,128,419	2,771,467	1,893,594	1,769,558	3,065,908
44. Texas	TX	Yes	2,343,798	2,640,218	1,873,649	3,258,987	3,095,517
45. Utah	UT	No					3,477,615
46. Vermont	VT	No					
47. Virginia	VA	Yes	2,959,626	4,213,294	2,476,274	2,966,199	3,135,685
48. Washington	WA	No					3,159,423
49. West Virginia	WV	No					
50. Wisconsin	WI	Yes	2,001,912	614,837	624,052	95,769	1,680,276
51. Wyoming	WY	No					410,112
52. American Samoa	AS	No					
53. Guam	GU	No					
54. Puerto Rico	PR	No					
55. U.S. Virgin Islands	VI	No					
56. Canada	CN	No					
57. Aggregate Other Aliens	OT	XXX					
58. Totals	(a) 20	112,408,894	125,934,703	65,312,134	77,848,271	172,822,245	147,814,718
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**



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 .....	41,566	40,000	96.2	46.1
2.	Allied Lines .....	46,583	39,234	84.2	34.4
3.	Farmowners multiple peril .....				
4.	Homeowners multiple peril .....	3,541,714	2,755,501	77.8	60.3
5.	Commercial multiple peril .....	38,258,764	23,169,205	60.6	89.9
6.	Mortgage guaranty .....				
8.	Ocean marine .....				
9.	Inland marine .....	321,823	74,413	23.1	37.7
10.	Financial guaranty .....				
11.1	Medical malpractice - occurrence .....				
11.2	Medical malpractice - claims-made .....				
12.	Earthquake .....	24,853			
13.	Group accident and health .....				
14.	Credit accident and health .....				
15.	Other accident and health .....				
16.	Workers' compensation .....	23,265,837	15,285,900	65.7	81.7
17.1	Other liability - occurrence .....	3,660,669	(6,883)	(0.2)	87.8
17.2	Other liability - claims-made .....	164,670	(5,000)	(3.0)	2.8
18.1	Products liability - occurrence .....	20,414			0.0
18.2	Products liability - claims-made .....	70			
19.1,19.2	Private passenger auto liability .....	12,606,962	10,046,262	79.7	75.7
19.3,19.4	Commercial auto liability .....	14,766,679	12,729,527	86.2	112.1
21.	Auto physical damage .....	16,192,841	6,890,777	42.6	53.4
22.	Aircraft (all perils) .....				
23.	Fidelity .....	540			
24.	Surety .....	5,920			
26.	Burglary and theft .....	939			738.7
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 .....	112,920,844	71,018,936	62.9	84.5
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 .....	11,555	31,785	55,380
2.	Allied Lines .....	14,086	30,919	67,236
3.	Farmowners multiple peril .....			
4.	Homeowners multiple peril .....	1,495,722	3,878,272	3,526,037
5.	Commercial multiple peril .....	20,297,865	39,453,379	43,491,102
6.	Mortgage guaranty .....			
8.	Ocean marine .....			
9.	Inland marine .....	119,480	291,170	336,520
10.	Financial guaranty .....			
11.1	Medical malpractice - occurrence .....			
11.2	Medical malpractice - claims-made .....			
12.	Earthquake .....	15,319	30,240	24,939
13.	Group accident and health .....			
14.	Credit accident and health .....			
15.	Other accident and health .....			
16.	Workers' compensation .....	7,019,700	22,790,171	21,630,951
17.1	Other liability - occurrence .....	2,312,365	4,751,733	2,771,691
17.2	Other liability - claims-made .....	218,329	226,317	213,888
18.1	Products liability - occurrence .....	15,260	24,622	4,725
18.2	Products liability - claims-made .....			393
19.1,19.2	Private passenger auto liability .....	4,844,150	13,334,811	13,017,832
19.3,19.4	Commercial auto liability .....	5,900,038	11,989,237	22,112,875
21.	Auto physical damage .....	5,637,896	15,567,365	18,672,247
22.	Aircraft (all perils) .....			
23.	Fidelity .....	243	838	827
24.	Surety .....	4,620	7,515	6,818
26.	Burglary and theft .....	71	520	1,241
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 .....	47,906,700	112,408,894	125,934,703
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 SEPTEMBER 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	9,423	6,369	15,792	3,122	73	3,195	7,831	375	5,167	13,373	1,530	(754)	776
2. 2000	3,906	3,747	7,653	1,678	53	1,731	3,257	346	2,803	6,406	1,029	(545)	484
3. Subtotals 2000 + Prior	13,329	10,116	23,445	4,800	126	4,926	11,088	721	7,970	19,779	2,559	(1,299)	1,260
4. 2001	4,428	5,910	10,338	2,049	351	2,400	3,561	695	3,349	7,605	1,182	(1,515)	(333)
5. Subtotals 2001 + Prior	17,757	16,026	33,783	6,849	477	7,326	14,649	1,416	11,319	27,384	3,741	(2,814)	927
6. 2002	XXX	XXX	XXX	XXX	3,012	3,012	XXX	3,504	4,485	7,989	XXX	XXX	XXX
7. Totals	17,757	16,026	33,783	6,849	3,489	10,338	14,649	4,920	15,804	35,373	3,741	(2,814)	927
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. 21.1	2. (17.6)	3. 2.7
											Col. 13, Line 7 As a % of Col. 1 Line 8		
											4. 4.1		

(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. State Taxes Recoverable .....	9,655		9,655	0
2597. Summary of remaining write-ins for Line 25 from Page 02	9,655	0	9,655	0

PQ003 Additional Aggregate Lines for Page 03 Line 23.  
\*LIAB

2304. Future Effectives.....	50,207	45,976
2397. Summary of remaining write-ins for Line 23 from Page 03	50,207	45,976

PQ005 Additional Aggregate Lines for Page 05 Line 07.4.  
\*CASH

07.404. Change in Equities & Deposits in Pools & Associations.....	(58,451)	(10,212)
07.405. Change For Codification.....	0	(171,216)
07.406. Gain or Loss on Sale.....	(648)	0
07.497. Summary of remaining write-ins for Line 07.4 from Page 05	(59,099)	(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 SEPTEMBER 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 <sup>(a)</sup>
SPECIAL REVENUE AND ASSESSMENTS - U.S. U.S. GOVERNMENT								
01F060-6A-8	FNMA TBA 30 YR	09/27/2002	LEHMAN BROTHERS INC.		718,047	700,000		1
31359M-JX-2	FNMA GLOBAL NOTE	08/09/2002	UBS WARBURG LLC		6,467,874	6,050,000	50,291	1
31359M-MP-5	FNMA NOTE	08/01/2002	MORGAN STANLEY & CO.		1,273,404	1,200,000	22,750	1
31392E-AF-7	FNR 2002-55 QD	08/25/2002	UBS WARBURG LLC		513,594	500,000	2,215	1
31392T-4E-4	FHR 2483 DC	08/23/2002	BEAR STEARNS & CO., INC.		518,750	500,000	2,215	1
STATE TOTAL					9,491,668	8,950,000	77,471	XXX
COUNTRY TOTAL					9,491,668	8,950,000	77,471	XXX
3199999 - Total - Bonds - Special Revenue					9,491,668	8,950,000	77,471	XXX
PUBLIC UTILITIES - U.S.								
637432-CV-5	NATIONAL RURAL UTILITIES	08/23/2002	BANC AMERICA SECURITIES		248,398	250,000		1
COUNTRY TOTAL					248,398	250,000	0	XXX
3899999 - Total - Bonds - Public Utilities					248,398	250,000		XXX
INDUSTRIAL & MISCELLANEOUS - U.S.								
013817-AG-6	ALCOA INCORPORATED	08/16/2002	BANC AMERICA SECURITIES		251,168	250,000	236	1
066050-CQ-6	BANKAMERICA CORP SUB NT	08/28/2002	BANC AMERICA SECURITIES		276,198	250,000	1,472	1
134429-AQ-2	CAMPBELL SOUP COMPANY	09/04/2002	UBS WARBURG LLC		268,418	250,000	6,493	1
166760-AA-6	CHEVRON CAPITAL CORPORATION	09/05/2002	LEHMAN BROTHERS INC.		249,542	250,000		1
17303M-GW-3	CITICORP SUB NT NC	08/28/2002	BEAR STEARNS & CO., INC.		276,932	250,000	3,014	1PE
22540A-J7-4	CSFB 2001-CF2 A4	08/23/2002	CR SUISSE FIRST BOSTON		547,520	500,000	2,439	1
263534-BJ-7	DU PONT E I DE NEMOURS & CO.	09/30/2002	CR SUISSE FIRST BOSTON		295,242	250,000	8,021	1PE
36962G-YZ-1	GENERAL ELECTRIC CAPITAL CORP.	09/16/2002	BANC AMERICA SECURITIES		262,108	250,000	3,542	1
501773-BB-0	LECOMT 1998-C1 A3	08/28/2002	LEHMAN BROTHERS INC.		548,750	500,000	180	1
5525V0-AE-6	M&I MARSHALL & ILSLEY BANK	08/20/2002	VARIOUS		250,419	250,000	17	1
61746W-ET-3	MSDWC 2001-PPM A3	08/16/2002	BEAR STEARNS & CO., INC.		545,156	500,000	1,817	1
61746W-GB-0	MSDWC 2001-TOP 1 A4	08/15/2002	BEAR STEARNS & CO., INC.		554,277	500,000	1,758	1
655356-JF-1	NASC 1998-D6 A1B	08/16/2002	BEAR STEARNS & CO., INC.		549,883	500,000	915	1
69350E-AH-3	PP&L TRANSITION BD 1999-1 A8	08/27/2002	BANC ONE CAPITAL MARKETS		570,098	500,000	6,455	1
86358R-SU-2	SASC 2001-19 1A4	08/16/2002	LEHMAN BROTHERS INC.		513,301	500,000	1,806	1
91159H-GD-6	US BANCORP	08/26/2002	CR SUISSE FIRST BOSTON		249,372	250,000	82	1
931142-BR-3	WAL-MART STORES	09/16/2002	LEHMAN BROTHERS INC.		260,268	250,000	2,036	1
939335-4P-7	WAMMS 2002-MS5 4A4	08/19/2002	CR SUISSE FIRST BOSTON		513,672	500,000	1,896	1
94977T-AP-3	WFMBS 200126 A14	08/16/2002	SALOMON, SMITH BARNEY INC.		514,062	500,000	1,806	1
COUNTRY TOTAL					7,496,385	7,000,000	43,983	XXX
4599999 - Total - Bonds - Industrial, Misc.					7,496,385	7,000,000	43,983	XXX
6099997 - Total - Bonds - Part 3					17,236,451	16,200,000	121,455	XXX
6099998 - Total - Bonds - Part 5					6,334,177	6,300,000	7,756	XXX
6099999 - Total - Bonds					23,570,627	22,500,000	129,211	XXX
6599999 - Total - Preferred Stocks						XXX		XXX
PUBLIC UTILITIES - U.S.								
285512-10-9	ELECTRONIC ARTS INCORPORATED	08/29/2002	KNIGHT SECURITIES	50,000	3,160			L
842587-10-7	SOUTHERN COMPANY	08/29/2002	SPEAR LEED & KELLOGG	100,000	2,844			L
COUNTRY TOTAL					6,005	XXX	0	XXX
6699999 - Total - Common Stocks - Public Utilities					6,005	XXX		XXX
BANKS, TRUST AND INSURANCE COMPANIES - U								
032165-10-2	AMSouth BANCORPORATION	08/29/2002	SPEAR LEED & KELLOGG	100,000	2,248			L
054937-10-7	BB&T CORPORATION	08/29/2002	SPEAR LEED & KELLOGG	150,000	5,635			L
55262L-10-0	MBNA CORPORATION	07/18/2002	STOCK SPLIT	150,000				L
571748-10-2	MARSH & MCLENNAN CO INC.	07/05/2002	STOCK SPLIT	100,000				L
659424-10-5	NORTH FORK BANCORPORATION	08/29/2002	SPEAR LEED & KELLOGG	200,000	8,287			L
74251V-10-2	PRINCIPAL FINANCIAL GROUP INC.	08/29/2002	SPEAR LEED & KELLOGG	150,000	4,412			L
744320-10-2	PRUDENTIAL FINANCIAL INC.	08/29/2002	SPEAR LEED & KELLOGG	250,000	7,576			L
89420G-10-9	TRAVELERS PPTY CAS CL A	08/26/2002	DISTRIBUTION OF SHARES	78,000	1,536			L
89420G-40-6	TRAVELERS PPTY CAS CL B	08/26/2002	DISTRIBUTION OF SHARES	160,000	3,429			L
939322-10-3	WASHINGTON MUTUAL INC.	08/29/2002	SPEAR LEED & KELLOGG	100,000	3,704			L
COUNTRY TOTAL					36,828	XXX	0	XXX
6799999 - Total - Common Stocks - Banks, Trusts, Insurance					36,828	XXX		XXX
INDUSTRIAL & MISCELLANEOUS - U.S.								
013104-10-4	ALBERTSONS INCORPORATED	08/29/2002	SPEAR LEED & KELLOGG	100,000	2,574			L
023608-10-2	AMEREN CORPORATION	08/29/2002	SPEAR LEED & KELLOGG	100,000	4,390			L

STATEMENT AS OF SEPTEMBER 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 <sup>(a)</sup>
031162-10-0	AMGEN INCORPORATED	07/17/2002	MERGER	88,000	3,528			L
053611-10-9	AVERY DENNISON CORPORATION	08/29/2002	SPEAR LEED & KELLOGG	50,000	3,077			L
093671-10-5	H & R BLOCK INCORPORATED	08/29/2002	SPEAR LEED & KELLOGG	100,000	5,002			L
170040-10-9	CHIRON CORPORATION	08/29/2002	KNIGHT SECURITIES	50,000	1,952			L
171232-10-1	CHUBB CORPORATION	08/29/2002	SPEAR LEED & KELLOGG	50,000	3,066			L
20825C-10-4	CONOCOPHILLIPS COMPANY	09/05/2002	MERGER	46,000	2,676			L
233203-81-9	U S SMALL CAP VALUE PORTFOLIO	09/12/2002	DIMENSIONAL FUND ADVISORS	43,782,840	750,000			L
278642-10-3	EBAY INCORPORATED	08/29/2002	KNIGHT SECURITIES	100,000	5,686			L
278865-10-0	ECOLAB INCORPORATED	08/29/2002	SPEAR LEED & KELLOGG	100,000	4,474			L
307000-10-9	FAMILY DOLLAR STORES INC	08/29/2002	SPEAR LEED & KELLOGG	100,000	2,828			L
349631-10-1	FORTUNE BRANDS INCORPORATED	08/29/2002	SPEAR LEED & KELLOGG	100,000	5,190			L
427866-10-8	HERSHEY FOODS CORPORTION	08/29/2002	SPEAR LEED & KELLOGG	50,000	3,796			L
478160-10-4	JOHNSON & JOHNSON	08/29/2002	SPEAR LEED & KELLOGG	200,000	10,777			L
585055-10-6	MEDTRONIC INCORPORATED	08/29/2002	SPEAR LEED & KELLOGG	50,000	2,044			L
61166W-10-1	MONSANTO COMPANY NEW	08/19/2002	DISTRIBUTION OF SHARES	64,000	1,031			L
615369-10-5	MOODY'S CORPORATION	08/29/2002	SPEAR LEED & KELLOGG	100,000	4,920			L
64120L-10-4	NETWORK APPLIANCE INC	08/29/2002	KNIGHT SECURITIES	100,000	984			L
651229-10-6	NEWELL RUBBERMAID	08/29/2002	SPEAR LEED & KELLOGG	100,000	3,470			L
717081-10-3	PFIZER INCORPORATED	08/29/2002	SPEAR LEED & KELLOGG	50,000	1,650			L
755111-50-7	RAYTHEON CO COM NEW	08/29/2002	SPEAR LEED & KELLOGG	50,000	1,691			L
774341-10-1	ROCKWELL COLL INS INCORPORATED	08/29/2002	SPEAR LEED & KELLOGG	100,000	2,064			L
790849-10-3	ST JUDE MED INC	07/05/2002	STOCK SPLIT	50,000				L
808513-10-5	SCHWAB CHARLES CORP NEW	08/29/2002	SPEAR LEED & KELLOGG	400,000	3,650			L
828806-10-9	SIMON PPTY GROUP INC NE	08/29/2002	SPEAR LEED & KELLOGG	150,000	5,322			L
872649-10-8	TRW INCORPORATED	08/29/2002	SPEAR LEED & KELLOGG	50,000	2,863			L
880336-10-0	TENET HEALTHCARE CORPORATION	07/05/2002	STOCK SPLIT	50,000				L
902124-10-6	TYCO INTL LTD	08/29/2002	SPEAR LEED & KELLOGG	750,000	11,726			L
911312-10-6	UNITED PARCEL SERVICE CL B	08/29/2002	SPEAR LEED & KELLOGG	400,000	25,545			L
925524-30-8	VIACOM INC CL B	08/29/2002	SPEAR LEED & KELLOGG	150,000	6,044			L
988498-10-1	YUM BRANDS INCORPORATED	08/29/2002	SPEAR LEED & KELLOGG	100,000	3,042			L
COUNTRY TOTAL					885,063	XXX	0	XXX
6899999 - Total - Common Stocks - Industrial, Misc.					885,063	XXX		XXX
7099997 - Total - Common Stocks - Part 3					927,896	XXX		XXX
7099999 - Total - Common Stocks					927,896	XXX		XXX
7199999 - Total - Preferred and Common Stocks					927,896	XXX		XXX
7299999 - Totals					24,498,523	XXX	129,211	XXX

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

STATEMENT AS OF SEPTEMBER 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 Identi- fication	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 Design- ation (a)
US GOVERNMENT OBLIGATIONS - U.S.																
912827-G5-5	UNITED STATES TREAS NOTES	08/15/2002	MATURITY		100,000	100,000	102,938	100,000	(252)				.0	6,382		1PE
COUNTRY TOTAL					100,000	100,000	102,938	100,000	(252)	0	0	0	0	6,382	XXX	XXX
0399999 - Bonds - U.S. Governments					100,000	100,000	102,938	100,000	(252)					6,382	XXX	XXX
SPECIAL REVENUE AND ASSESSMENTS - U.S. CALIFORNIA																
010869-CD-5	ALAMEDA CORRIDOR TRANSN AUTH REV	07/30/2002	DAIN RAUSCHER WESSEL INC		504,180	500,000	498,635	498,690	10			5,490	5,490	27,592		1PE
STATE TOTAL					504,180	500,000	498,635	498,690	10	0	0	5,490	5,490	27,592	XXX	XXX
U.S. GOVERNMENT																
31283G-K8-9	FHLMC GOLD POOL #G00319	09/15/2002	PRIN RCPT		7,366	7,366	7,724	7,732	52			(366)	(366)	1,300		1
31283H-HN-8	FHLMC GOLD POOL #G01137	09/15/2002	PRIN RCPT		54,639	54,639	54,502	54,514	3			125	125	6,177		1
31287Q-ND-9	FHLMC GOLD POOL #C64888	09/15/2002	PRIN RCPT		54,250	54,250	54,916	54,911	(5)			(661)	(661)	670		1
31292H-D6-8	FHLMC GOLD POOL #C01025	09/15/2002	PRIN RCPT		39,038	39,038	39,440	39,707	24			(669)	(669)	5,870		1
31293R-ME-8	FHLMC GOLD POOL #C27557	09/15/2002	PRIN RCPT		115,944	115,944	110,618	110,154	(410)			5,791	5,791	7,150		1
31297Y-AD-4	FHLMC GOLD POOL #C40904	09/15/2002	PRIN RCPT		22,078	22,078	21,064	20,623	(62)			1,455	1,455	2,163		1
31298U-CF-4	FHLMC GOLD POOL #C57270	09/15/2002	PRIN RCPT		5,812	5,812	5,726	5,727				84	84	625		1
31298W-CR-4	FHLMC GOLD POOL #C59080	09/15/2002	PRIN RCPT		28,982	28,982	28,826	28,828	1			154	154	2,235		1
31359M-JX-2	FNMA GLOBAL NOTE	08/23/2002	VARIOUS		5,591,402	5,250,000	5,612,618	5,610,424	(2,193)			(19,022)	(19,022)	52,522		1
31359R-MA-1	FNMA 1998-M2 B	09/25/2002	PRIN RCPT		1,327	1,327	1,329	1,328				0	0	805		1
313615-LF-1	FNMA POOL #50726	09/25/2002	PRIN RCPT		28,056	28,056	28,117	28,111	10			(55)	(55)	2,440		1
31365D-UL-7	FNMA POOL #124887	09/25/2002	PRIN RCPT		50,555	50,555	50,871	50,853	40			(299)	(299)	4,848		1
31369S-LS-5	FNMA POOL #219137	09/25/2002	PRIN RCPT		1,325	1,325	1,320	1,320				5	5	2,176		1
31369T-N7-7	FNMA POOL #220114	09/25/2002	PRIN RCPT		42,840	42,840	42,800	42,823	18			17	17	3,965		1
31371J-PQ-1	FNMA POOL #253431	09/25/2002	PRIN RCPT		24,112	24,112	24,171	24,214	16			(102)	(102)	2,928		1
31380S-SJ-8	FNMA POOL #449149	09/25/2002	PRIN RCPT		23,652	23,652	23,349	23,341	6			311	311	1,510		1
31384P-J6-3	FNMA POOL #529585	09/25/2002	PRIN RCPT		36,507	36,507	35,189	34,774	(146)			1,733	1,733	3,324		1
31385C-YQ-0	FNMA POOL #540819	09/25/2002	PRIN RCPT		64,382	64,382	63,607	63,521	(30)			860	860	5,925		1
31386T-FU-4	FNMA POOL #572679	09/25/2002	PRIN RCPT		81,391	81,391	82,657	82,713	56			(1,322)	(1,322)	4,763		1
31390E-SX-1	FNMA POOL #644134	09/25/2002	PRIN RCPT		26,657	26,657	26,805	26,801	(4)			(144)	(144)	528		1
36205B-AL-3	GNMA POOL #386127	09/15/2002	PRIN RCPT		63,540	63,540	63,699	63,724	(11)			(184)	(184)	4,685		1
36209D-BZ-9	GNMA POOL #468157	09/15/2002	PRIN RCPT		42,293	42,293	42,306	42,306	3			(14)	(14)	2,907		1
36209M-4A-9	GNMA POOL #476117	09/15/2002	PRIN RCPT		15,850	15,850	15,978	16,003	11			(153)	(153)	1,830		1
36209U-PA-8	GNMA POOL #482017	09/15/2002	PRIN RCPT		15,811	15,811	15,796	15,798				13	13	1,449		1
36209W-4J-8	GNMA POOL #484225	09/15/2002	PRIN RCPT		17,939	17,939	17,922	17,924	2			15	15	2,120		1
36210Y-D9-3	GNMA POOL #506028	09/15/2002	PRIN RCPT		45,744	45,744	45,709	45,729	9			15	15	4,324		1
36211C-QY-1	GNMA POOL #509071	09/15/2002	PRIN RCPT		29,099	29,099	27,626	27,608	77			1,491	1,491	2,212		1
36213E-L3-8	GNMA POOL #552146	09/15/2002	PRIN RCPT		48,711	48,711	49,000	48,983	(14)			(273)	(273)	2,483		1
36220U-ZZ-0	GNMA POOL #288861	09/15/2002	PRIN RCPT		28,440	28,440	28,226	28,207	(8)			232	232	2,790		1
36224J-HS-4	GNMA POOL #329741	09/15/2002	PRIN RCPT		5,161	5,161	5,280	5,286	14			(125)	(125)	973		1
36224U-JL-2	GNMA POOL #338767	09/15/2002	PRIN RCPT		420	420	438	446	(1)			(26)	(26)	39		1
36225A-KU-3	GNMA POOL #780307	09/15/2002	PRIN RCPT		11,955	11,955	12,780	12,774	11			(819)	(819)	1,340		1
36225A-NY-2	GNMA POOL #780407	09/15/2002	PRIN RCPT		43,416	43,416	43,681	43,707	13			(291)	(291)	3,752		1
36225A-XC-9	GNMA POOL #780675	09/15/2002	PRIN RCPT		41,336	41,336	41,588	41,610	13			(274)	(274)	3,632		1
STATE TOTAL					6,710,028	6,368,626	6,725,676	6,722,525	(2,505)	0	0	(12,497)	(12,497)	146,465	XXX	XXX
COUNTRY TOTAL					7,214,208	6,868,626	7,224,311	7,221,215	(2,495)	0	0	(7,007)	(7,007)	174,056	XXX	XXX
3199999 - Bonds - Special Revenues					7,214,208	6,868,626	7,224,311	7,221,215	(2,495)			(7,007)	(7,007)	174,056	XXX	XXX
PUBLIC UTILITIES - U.S.																
001957-AV-1	AT & T CORPORATION	08/19/2002	BEAR STEARNS & CO., INC.		318,716	375,000	355,286	358,067	1,275			(39,351)	(39,351)	21,000		2
001957-AW-9	AT & T CORPORATION	08/19/2002	CR SUISSE FIRST BOSTON		93,676	125,000	123,670	123,725	11			(30,049)	(30,049)	7,583		2
COUNTRY TOTAL					412,392	500,000	478,956	481,792	1,286	0	0	(69,400)	(69,400)	28,583	XXX	XXX
3899999 - Bonds - Public Utilities					412,392	500,000	478,956	481,792	1,286			(69,400)	(69,400)	28,583	XXX	XXX
INDUSTRIAL & MISCELLANEOUS - U.S.																
00077T-AA-2	ABN AMRO BANK	07/30/2002	UBS WARBURG LLC		556,560	500,000	494,062	494,737	58			61,823	61,823	27,663		1PE
013817-AB-7	ALCOA INCORPORATED	07/30/2002	BEAR STEARNS & CO., INC.		1,123,650	1,000,000	1,013,010	1,011,107	(590)			112,543	112,543	73,955		1PE
149123-BJ-9	CATERPILLAR INCORPORATED	07/30/2002	CR SUISSE FIRST BOSTON		1,096,540	1,000,000	1,033,860	1,033,455	(210)			63,085	63,085	54,953		1PE
191219-AY-0	COCA COLA ENTERPRISES	07/30/2002	SALOMON, SMITH BARNEY INC.		1,033,310	1,000,000	981,970	983,049	152			50,261	50,261	49,615		1PE
22237L-LQ-3	COUNTRYWIDE HOME LOANS INC.	08/27/2002	LEHMAN BROTHERS INC.		1,022,300	1,000,000	1,008,780	1,007,485	(1,111)			14,815	14,815	58,361		1
260543-BJ-1	DOW CHEMICAL COMPANY	07/31/2002	MORGAN STANLEY & CO.		996,340	1,000,000	992,370	992,529	49			3,811	3,811	56,132		1
31410H-AH-4	FEDERATED DEPARTMENT STORES	08/19/2002	SPEAR LEED & KELLOGG		269,440	250,000	243,015	243,616	143			25,824	25,824	20,488		2PE



STATEMENT AS OF SEPTEMBER 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 Identi- fication	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 Desig- nation (a)
423328-BP-7...	HELLER FINANCIAL INCORPORATED	07/30/2002	MORGAN STANLEY & CO.		1,112,000	1,000,000	1,101,320	1,098,464	(2,856)			13,536	13,536	10,444		1
539830-AL-3	LOCKHEED MARTIN CORPORATION	08/01/2002	MORGAN STANLEY & CO.		584,560	500,000	574,715	573,970	(745)			10,590	10,590	7,403		2
577778-BK-8	MAY DEPARTMENT STORES	08/01/2002	LEHMAN BROTHERS INC.		557,250	500,000	499,120	499,136	5			58,114	58,114	36,641		1PE
76110F-J3-8	RSDNTL ACCR LN 99-QS3 A-1	09/25/2002	PRIN RCPT		15,170	15,170	15,124	15,123				47	47	1,245		1
76110F-X8-1	RALI 1999-QS11 NB1	09/25/2002	PRIN RCPT		34,897	34,897	34,673	34,676	1			220	220	5,655		1PE
814138-AK-9	SECURITY CAP INDUSTRIAL	08/19/2002	CR SUISSE FIRST BOSTON		356,220	350,000	349,202	349,309	16			6,910	6,910	30,394		2W
87612E-AB-2	TARGET CORPORATION	08/01/2002	BARCLAYS CAPITAL SEC		573,635	500,000	503,255	502,788	(146)			70,847	70,847	36,562		1
931142-BE-2	WAL-MART STORES INCORPORATED	08/01/2002	BANC AMERICA SECURITIES		168,580	150,000	149,412	149,548	29			19,033	19,033	10,198		1PE
COUNTRY TOTAL					9,500,452	8,800,067	8,993,888	8,988,993	(5,205)	0	0	511,458	511,458	479,709	XXX	XXX
INDUSTRIAL & MISCELLANEOUS - OTHER																
002920-AC-0	ABBEEY NATIONAL PLC.	07/30/2002	MERRILL LYNCH		274,250	250,000	260,170	259,896	(64)			14,354	14,354	15,238		1
COUNTRY TOTAL					274,250	250,000	260,170	259,896	(64)	0	0	14,354	14,354	15,238	XXX	XXX
4599999 - Bonds - Industrial and Miscellaneous					9,774,702	9,050,067	9,254,058	9,248,889	(5,269)			525,813	525,813	494,947	XXX	XXX
6099997 - Bonds - Part 4					17,501,303	16,518,693	17,060,263	17,051,897	(6,731)			449,406	449,406	703,968	XXX	XXX
6099998 - Bonds - Part 5					6,449,184	6,300,000	6,334,177	6,334,021	(156)			115,163	115,163	14,875	XXX	XXX
6099999 - Total - Bonds					23,950,487	22,818,693	23,394,440	23,385,917	(6,886)			564,569	564,569	718,843	XXX	XXX
6599999 - Total - Preferred Stocks						XXX								XXX		XXX
PUBLIC UTILITIES - U.S.																
001957-10-9...	AT&T CORPORATION	08/29/2002	SPEAR LEED & KELLOGG	200,000	2,459		1,940	1,940				519	519		8	L
25179M-10-3	DEVON ENERGY CORP NEW	08/29/2002	SPEAR LEED & KELLOGG	50,000	2,288		2,352	2,352				(64)	(64)			L
30161N-10-1	EXELON CORPORATION	08/29/2002	SPEAR LEED & KELLOGG	137,000	6,848		5,226	5,226	(1,333)			1,622	1,622		621	L
COUNTRY TOTAL					11,595	XXX	9,518	9,518	(1,333)	0	0	2,077	2,077	XXX	628	XXX
6699999 - Common Stocks - Public Utilities					11,595	XXX	9,518	9,518	(1,333)			2,077	2,077	XXX	628	XXX
BANKS, TRUST AND INSURANCE COMPANIES - U																
060505-10-4	BANK AMERICA CORP	08/29/2002	SPEAR LEED & KELLOGG	100,000	7,007		4,199	4,199	(2,096)			2,809	2,809		120	L
172967-10-1	CITIGROUP INCORPORATED	08/26/2002	VARIOUS	0,000	4,966		4,966	4,966					0			L
222372-10-4	COUNTRYWIDE CR INDS INC.	08/29/2002	SPEAR LEED & KELLOGG	50,000	2,649		2,362	2,362				287	287		6	L
59156R-10-8	METLIFE	08/29/2002	SPEAR LEED & KELLOGG	202,000	5,437		2,878	2,878	(3,521)			2,558	2,558			L
701094-10-4	PARKER HANNIFIN CORPORATION	08/29/2002	SPEAR LEED & KELLOGG	100,000	4,041		3,580	3,580	(1,011)			461	461		90	L
COUNTRY TOTAL					24,100	XXX	17,986	17,986	(1,662)	0	0	6,115	6,115	XXX	216	XXX
6799999 - Common Stocks - Banks, Trust and Insurance Companies					24,100	XXX	17,986	17,986	(1,662)			6,115	6,115	XXX	216	XXX
INDUSTRIAL & MISCELLANEOUS - U.S.																
00130H-10-5...	AES CORPORATION	08/29/2002	SPEAR LEED & KELLOGG	200,000	599		966	966				(367)	(367)			L
057224-10-7	BAKER HUGHES INCORPORATED	08/29/2002	SPEAR LEED & KELLOGG	100,000	2,697		3,219	3,219	(428)			(521)	(521)		34	L
067901-10-8	BARRICK GOLD CORPORATION	08/29/2002	SPEAR LEED & KELLOGG	250,000	3,961		5,109	5,109				(1,148)	(1,148)			L
075887-10-9	BECTON DICKISON & COMPANY	08/29/2002	SPEAR LEED & KELLOGG	200,000	6,117		5,285	5,285	(1,345)			832	832		88	L
102183-10-0	BOWATER INCORPORATED	08/29/2002	SPEAR LEED & KELLOGG	50,000	2,001		2,218	2,218	(167)			(217)	(217)		86	L
17275R-10-2	CISCO SYSTEMS INC	08/29/2002	KNIGHT SECURITIES	50,000	702		515	515	(390)			187	187			L
208251-50-4	CONOCO INCORPORATED	09/05/2002	MERGER	100,000	2,676		2,676	2,676					0		19	L
20825C-10-4	CONOCOPHILLIPS COMPANY	08/29/2002	SPEAR LEED & KELLOGG	100,000	5,056		6,417	6,417	391			(1,361)	(1,361)		270	L
28336L-10-9	EL PASO CORP DEL	08/29/2002	SPEAR LEED & KELLOGG	200,000	3,367		4,095	4,095				(728)	(728)			L
31428X-10-6	FEDEX CORPORATION	08/29/2002	SPEAR LEED & KELLOGG	100,000	4,689		4,076	4,076	(1,112)			613	613		30	L
401698-10-5	GUIDANT CORPORATION	08/29/2002	SPEAR LEED & KELLOGG	100,000	3,668		3,102	3,102				566	566			L
413619-10-7	HARRAHS ENTERTAINMENT INC.	08/29/2002	SPEAR LEED & KELLOGG	50,000	2,343		2,318	2,318				25	25			L
418056-10-7	HASBRO INCORPORATED	08/29/2002	SPEAR LEED & KELLOGG	50,000	654		744	744				(90)	(90)		2	L
438516-10-6	HONEYWELL INTERNATIONAL INC	08/29/2002	SPEAR LEED & KELLOGG	100,000	2,911		3,650	3,650	268			(739)	(739)		112	L
452528-10-2	IMMUNEX CORPORATION	07/17/2002	MERGER	200,000	4,428		4,428	4,428					0			L
453258-40-2	INCO LTD.	08/29/2002	SPEAR LEED & KELLOGG	50,000	893		1,078	1,078				(185)	(185)			L
478366-10-7	JOHNSON CTLS INCORPORATED	08/29/2002	SPEAR LEED & KELLOGG	50,000	4,244		4,136	4,136				107	107			L
494368-10-3	KIMBERLY-CLARK CORPORATION	08/29/2002	SPEAR LEED & KELLOGG	100,000	5,845		6,501	6,501	521			(655)	(655)		102	L
565849-10-6	MARATHAN OIL CORPORATION	08/29/2002	SPEAR LEED & KELLOGG	100,000	2,424		2,676	2,676				(252)	(252)		23	L
577081-10-2	MATTEL INCORPORATED	08/29/2002	SPEAR LEED & KELLOGG	100,000	1,952		1,570	1,570	(150)			382	382			L
577778-10-3	MAY DEPARTMENT STORES	08/29/2002	SPEAR LEED & KELLOGG	100,000	2,902		3,280	3,280	(418)			(377)	(377)		59	L
635405-10-3	NATIONAL CITY CORPORATION	08/29/2002	SPEAR LEED & KELLOGG	275,000	8,394		7,386	7,386	(655)			1,008	1,008		305	L
650111-10-7	NEW YORK TIMES A	08/29/2002	SPEAR LEED & KELLOGG	50,000	2,373		2,082	2,082	(80)			290	290		13	L
651639-10-6	NEWMONT MINING CORPORATION	08/29/2002	SPEAR LEED & KELLOGG	50,000	1,390		1,450	1,450				(60)	(60)			L
681919-10-6	OMNICOM GROUP INCORPORATED	08/29/2002	SPEAR LEED & KELLOGG	50,000	2,982		3,870	3,870	(597)			(888)	(888)		24	L
68389X-10-5	ORACLE CORPORATION	08/29/2002	KNIGHT SECURITIES	400,000	3,984		1,142	1,142	(4,382)			2,842	2,842			L
69351T-10-6...	P P & L RES INC.	08/29/2002	SPEAR LEED & KELLOGG	100,000	3,641		3,143	3,143				498	498			L

## SCHEDULE D - PART 4

[illegible]

## 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

