



ANNUAL STATEMENT

FOR THE YEAR ENDED DECEMBER 31, 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)

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 315-734-2000
(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
(Name) (Area Code) (Telephone Number) (Extension)
anthony.paolozzi@uticanational.com 315-734-2662
(E-mail Address) (Fax Number)

Policyowner Relations Contact 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

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 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
February day of February, 2003

a. Is this an original filing? Yes [X] No []
b. If no,
1. State the amendment number _____
2. Date filed 02/21/2002
3. Number of pages attached _____

Schedule A - Part 1

NONE

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

ANNUAL STATEMENT FOR THE YEAR 2002 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

SCHEDULE D - PART 1

Showing all Long-Term BONDS Owned December 31 of Current Year

1	2	3	Interest		6	7	8	9	10	11	12	13	Interest		16	17	18	19	20	21	
			4	5									14	15							
CUSIP Identification	Description	*	Rate of	How Paid	Maturity Date	Option Date	Option Call Price	Book/Adjusted Carrying Value	Par Value	Rate Used to Obtain Fair Value	Fair Value	Actual Cost	Amount Due and Accrued Dec. 31 of Current Year on Bonds not in Default	Gross Amount Received During Year	Increase (Decrease) by Adjustment	Increase (Decrease) by Foreign Exchange Adjustment	Amount of Interest Due and Accrued Dec. 31 Current Year, on Bonds in Default as to Principal or Interest	NAIC Designation	Date Acquired	Effective Rate of Interest	
US GOVERNMENT OBLIGATIONS																					
ISSUER OBLIGATIONS																					
912810-DX-3	UNITED STATES TREAS BONDS		7.500	MN	11/15/2016			1,136,515	1,150,000	130.7810	1,503,982	1,132,688	11,198	86,250	520					7.787	
912810-FB-9	UNITED STATES TREAS BONDS		6.125	MN	11/15/2027			642,898	605,000	116.8440	706,906	645,750	4,811	37,056	(738)					5.755	
912827-3E-0	UNITED STATES TREAS NOTES		6.125	FA	08/15/2007			106,148	100,000	115.0000	115,000	106,898	2,314	3,063	(750)					4.686	
912827-4F-6	UNITED STATES TREAS NOTES		5.625	MN	05/15/2008			1,007,338	1,000,000	113.4690	1,134,690	1,011,250	7,303	56,250	(1,151)					5.540	
912827-5M-0	UNITED STATES TREAS NOTES		6.000	FA	08/15/2004			1,343,606	1,350,000	107.3750	1,449,563	1,334,918	30,595	81,000	3,639					6.411	
912827-5Z-1	UNITED STATES TREAS NOTES		6.500	FA	02/15/2010			322,579	300,000	119.5310	358,593	327,551	7,365	19,500	(2,563)					5.289	
912827-X8-0	UNITED STATES TREAS NOTES		6.875	MN	05/15/2006			527,476	500,000	115.0630	575,315	539,063	4,463	34,375	(7,325)					5.145	
COUNTRY TOTAL - U.S.								5,086,560	5,005,000	XXX	5,844,048	5,098,117	68,050	317,494	(8,368)	0	0	XXX	XXX	XXX	
0199999 - Total Bonds - U.S. Government - Issuer Obligations								5,086,560	5,005,000	XXX	5,844,048	5,098,117	68,050	317,494	(8,368)				XXX	XXX	XXX
0399999 - Total - U.S. Government Bonds								5,086,560	5,005,000	XXX	5,844,048	5,098,117	68,050	317,494	(8,368)				XXX	XXX	XXX
STATES, TERRITORIES, POSSESSIONS																					
ISSUER OBLIGATIONS																					
CANADIAN (ALL PROV)																					
614852-BQ-3	CITY OF MONTREAL QUEBEC		6.000	MN	11/01/2006			13,886	14,000	100.9550	14,134	13,300	140	840	26			1PE	11/21/1966	6.339	
STATE TOTAL								13,886	14,000	XXX	14,134	13,300	140	840	26	0	0	XXX	XXX	XXX	
COUNTRY TOTAL - CANADA								13,886	14,000	XXX	14,134	13,300	140	840	26	0	0	XXX	XXX	XXX	
1199999 - Total Bonds - States, Territories and Possessions - Issuer Obligations								13,886	14,000	XXX	14,134	13,300	140	840	26				XXX	XXX	XXX
1799999 - Total - States, Territories and Possessions								13,886	14,000	XXX	14,134	13,300	140	840	26				XXX	XXX	XXX
SPECIAL REVENUE AND ASSESSMENTS																					
ISSUER OBLIGATIONS																					
MASSACHUSETTS																					
575765-MU-3	MASS MUNI WHSL ELEC SYS REV		5.000	JJ	07/01/2010			96,177	100,000	103.7210	103,721	93,720	2,500	5,000	401					5.711	
STATE TOTAL								96,177	100,000	XXX	103,721	93,720	2,500	5,000	401	0	0	XXX	XXX	XXX	
COUNTRY TOTAL - U.S.								96,177	100,000	XXX	103,721	93,720	2,500	5,000	401	0	0	XXX	XXX	XXX	
2599999 - Total Bonds - Special Revenue - Issuer Obligations								96,177	100,000	XXX	103,721	93,720	2,500	5,000	401				XXX	XXX	XXX
SINGLE CLASS MORTGAGE-BACKED/ASSET-BACKED SECURITIES																					
U.S. GOVERNMENT																					
312836-K8-9	FHLMC GOLD POOL #G00319		9.500	MTLY	04/01/2025	01/31/2024	100.000	53,234	50,787		53,234	53,255	402	4,825	282					6.971	
31283H-HN-8	FHLMC GOLD POOL #G01137		7.500	MTLY	09/01/2030	09/30/2029	100.000	151,592	151,945		151,592	151,565	950	11,526	3					7.700	
312870-ND-9	FHLMC GOLD POOL #C64888		6.500	MTLY	03/01/2032			814,602	804,879		814,602	814,752	4,360	26,411	(149)					6.107	
3128GW-ZZ-0	FHLMC GOLD POOL #E92592		5.500	MTLY	11/01/2017			770,108	747,367		770,108	770,488	3,425	3,425	(381)					4.978	
31292H-D6-8	FHLMC GOLD POOL #C01025		8.000	MTLY	07/01/2030	07/31/2029	100.000	182,088	179,191		182,088	181,039	1,195	14,335	(63)					6.674	
31292H-SZ-8	FHLMC GOLD POOL #C01436		5.500	MTLY	12/01/2032			757,315	750,000		757,315	757,324	3,438	(9)						5.468	
31293R-ME-8	FHLMC GOLD POOL #C27557		6.500	MTLY	06/01/2029			496,687	522,481		496,687	498,480	2,830	34,029	(1,546)					10.958	
31297Y-AD-4	FHLMC GOLD POOL #C40904		6.500	MTLY	08/01/2030	06/30/2029	100.000	232,822	248,427		232,822	237,015	1,346	16,148	69					16.292	
31298U-CF-4	FHLMC GOLD POOL #C57270		6.000	MTLY	09/01/2031			436,764	443,161		436,764	436,583	2,216	26,660	52					6.439	
31298W-CR-4	FHLMC GOLD POOL #C59080		6.000	MTLY	10/01/2031			1,193,338	1,199,705		1,193,338	1,193,237	5,999	71,982	49					6.281	
313615-LF-1	FNMA POOL #50726		7.000	MTLY	05/01/2023			185,958	185,605		185,958	186,011	1,083	13,070	55					6.816	
31365D-UL-7	FNMA POOL #124887		7.000	MTLY	06/01/2023			408,835	406,468		408,835	409,009	2,371	28,453	284					6.591	
31369S-LS-5	FNMA POOL #219137		6.500	MTLY	08/01/2023			126,986	127,439		126,986	126,961	690	8,284	19					6.687	
31369T-N7-7	FNMA POOL #220114		7.000	MTLY	06/01/2023			286,601	286,725		286,601	286,456	1,673	20,291	108					6.993	
31371J-PQ-1	FNMA POOL #253431		7.500	MTLY	08/01/2015			131,349	130,814		131,349	131,131	818	9,811	70					7.259	
31371K-HW-4	FNMA POOL #254145		5.500	MTLY	01/01/2032			741,114	735,324		741,114	741,184	3,370	3,370	(70)					5.462	
31380S-SJ-8	FNMA POOL #449149		6.000	MTLY	12/01/2028			229,087	232,129		229,087	229,155	1,161	13,928	72					6.812	
31384P-J6-3	FNMA POOL #529585		7.000	MTLY	05/01/2015			97,877	102,686		97,877	98,980	599	7,192	(345)					11.272	
31385C-YQ-0	FNMA POOL #540819		7.000	MTLY	08/01/2015			372,571	372,571		372,571	368,088	2,173	26,310	(134)					7.962	
31386T-FU-4	FNMA POOL #572679		6.500	MTLY	04/01/2031			661,070	650,562		661,070	660,676	3,524	39,401	394					5.482	
31390E-SX-1	FNMA POOL #644134		6.500	MTLY	05/01/2032			431,680	429,382		431,680	431,763	2,326	16,319	(83)					6.361	
31390U-SZ-7	FNMA POOL #657016		5.500	MTLY	11/01/2032			556,770	549,476		556,770	556,773	2,518	(4)						5.395	
31391A-WP-0	FNMA POOL #661354		6.066	MTLY	09/01/2032			703,670	685,932		703,670	703,616	3,467	6,859	54					5.794	
36205B-4L-3	GNMA POOL #386127		8.000	MTLY	01/15/2030	12/31/2029	100.000	873,552	871,123		873,552	873,301	5,807	69,788	(247)					8.157	
36209D-B2-9	GNMA POOL #468157		6.500	MTLY	08/15/2028			441,086	440,958		441,086	441,096	2,389	28,662	20					6.569	
36209M-4A-9	GNMA POOL #476117		7.000	MTLY	07/01/2028	05/31/2027	100.000	189,765	188,005		189,765	189,532	1,097	13,196	70					6.592	

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SCHEDULE D - PART 1

Showing all Long-Term BONDS Owned December 31 of Current Year

1	2	3	Interest		6	7	8	9	10	11	12	13	Interest		16	17	18	19	20	21	
			4	5									14	15							
CUSIP Identification	Description	*	Rate of	How Paid	Maturity Date	Option Date	Option Call Price	Book/Adjusted Carrying Value	Par Value	Rate Used to Obtain Fair Value	Fair Value	Actual Cost	Amount Due and Accrued Dec. 31 of Current Year on Bonds not in Default	Gross Amount Received During Year	Increase (Decrease) by Adjustment	Increase (Decrease) by Foreign Exchange Adjustment	Amount of Interest Due and Accrued Dec. 31 Current Year, on Bonds in Default as to Principal or Interest	NAIC Designation	Date Acquired	Effective Rate of Interest	
36209U-PA-8	GNMA POOL #482017		.6 500	MTLY	08/15/2028			233,792	233,994		233,792	233,774	1,267	15,273	(2)				07/22/1998	6.621	
36209W-4J-8	GNMA POOL #484225		.6 500	MTLY	08/15/2028			303,678	303,940		303,678	303,655	1,646	19,882	.24				07/22/1998	6.641	
36210Y-D9-3	GNMA POOL #506028		.7 500	MTLY	10/15/2029	08/31/2028	100.000	211,331	211,418		211,331	211,253	1,321	15,856	.21				10/06/1999	7.571	
36211C-QY-1	GNMA POOL #509071		.6 500	MTLY	05/15/2029			423,103	445,776		423,103	423,209	2,415	29,279	1,348				12/01/1999	8.107	
36213E-L3-8	GNMA POOL #552146		.6 000	MTLY	11/15/2016			883,558	878,786		883,558	884,004	4,394	52,727	(410)				12/18/2001	5.965	
36220U-Z2-0	GNMA POOL #288861		.7 500	MTLY	12/15/2022			204,975	206,639		204,975	205,090	1,292	15,568	(36)				12/03/1992	8.059	
36224J-HS-4	GNMA POOL #329741		.7 500	MTLY	01/15/2023	12/31/2022	100.000	100,368	98,056		100,368	100,324	613	7,383	195				02/04/1993	6.424	
36224U-JL-2	GNMA POOL #338767		.7 500	MTLY	06/15/2023			77,108	72,696		77,108	75,854	454	5,454	(151)				06/23/1993	5.702	
36225A-KU-3	GNMA POOL #780307		.9 000	MTLY	12/15/2021			118,654	111,166		118,654	118,843	834	10,010	(24)				01/12/1996	6.518	
36225A-NY-2	GNMA POOL #780407		.7 000	MTLY	08/15/2024			428,456	425,670		428,456	428,264	2,485	29,931	.61				11/12/1997	6.806	
36225A-XC-9	GNMA POOL #780675		.7 000	MTLY	09/15/2024			440,791	437,951		440,791	440,619	2,555	30,781	.70				11/12/1997	6.812	
STATE TOTAL								14,947,396	14,919,233	XXX	14,947,396	14,952,359	80,499	748,942	(336)	0	0	XXX	XXX	XXX	
COUNTRY TOTAL - U.S.								14,947,396	14,919,233	XXX	14,947,396	14,952,359	80,499	748,942	(336)	0	0	XXX	XXX	XXX	XXX
2699999 - Total Bonds - Special Revenue - Single Class Mortgage-Backed/Asset-Backed Securities								14,947,396	14,919,233	XXX	14,947,396	14,952,359	80,499	748,942	(336)	0	0	XXX	XXX	XXX	XXX
DEFINED MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES																					
U.S. GOVERNMENT																					
31359R-M4-1	FNMA REMIC TR 1998-M2 B		.6 247	MTLY	03/17/2021	05/17/2004	100.000	93,277	93,299		93,277	93,386	486	6,149	(56)				02/25/1998	6.156	
31392E-AF-7	FNR 2002-55 QD		.5 500	MTLY	09/25/2017	07/25/2011	100.000	513,029	500,000		513,029	513,594	2,292	9,167	(564)				08/25/2002	5.140	
31392T-4E-4	FHR 2483 DC		.5 500	MTLY	09/15/2017	10/15/2008	100.000	517,610	500,000		517,610	518,750	2,292	9,167	(1,140)				08/23/2002	4.774	
STATE TOTAL								1,123,916	1,093,299	XXX	1,123,916	1,125,730	5,069	24,482	(1,761)	0	0	XXX	XXX	XXX	
COUNTRY TOTAL - U.S.								1,123,916	1,093,299	XXX	1,123,916	1,125,730	5,069	24,482	(1,761)	0	0	XXX	XXX	XXX	
2799999 - Total Bonds - Special Revenue - Defined Multi-Class Residential Mortgage-Backed Securities								1,123,916	1,093,299	XXX	1,123,916	1,125,730	5,069	24,482	(1,761)	0	0	XXX	XXX	XXX	
3199999 - Total - Special Revenue Bonds								16,167,489	16,112,532	XXX	16,175,033	16,171,809	88,068	778,424	(1,695)			XXX	XXX	XXX	
PUBLIC UTILITIES																					
ISSUER OBLIGATIONS																					
001957-AV-1	AT & T CORPORATION		.6 000	MS	03/15/2009			32,533	34,000	98.8750	33,618	32,213	601	2,040	184				03/16/2001	6.983	
001957-BJ-7	AT & T CORPORATION		.6 500	MS	03/15/2013			124,249	125,000	98.0000	122,500	123,670	2,392	8,125	535				03/23/1999	6.727	
00209T-AA-3	AT&T BROADBAND CORPORATION		.8 279	MS	03/15/2013			325,661	339,000	113.0000	383,070	325,661	8,264						11/19/2002	9.065	
100599-BU-2	BOSTON EDISON COMPANY		.4 875	AO	10/15/2012			248,273	250,000	100.7770	251,943	248,243	2,573					1PE	10/09/2002	5.027	
291011-AR-5	EMERSON ELECTRIC		.4 625	AO	10/15/2012			248,211	250,000	99.1780	247,945	248,178	2,698						10/02/2002	4.773	
637432-CV-5	NATIONAL RURAL UTILITIES		.5 750	FA	08/28/2009			248,436	250,000	106.7620	266,905	248,398	4,911						08/23/2002	5.952	
COUNTRY TOTAL - U.S.								1,227,364	1,248,000	XXX	1,305,980	1,226,361	21,439	10,165	822	0	0	XXX	XXX	XXX	
89352L-AC-4	TRANS-CANADA PIPELINES MTN		.7 060	AO	10/14/2025			1,027,837	1,000,000		1,027,837	1,029,960	15,101	70,600	(501)			1PE	03/13/1998	6.934	
COUNTRY TOTAL - CANADA								1,027,837	1,000,000	XXX	1,027,837	1,029,960	15,101	70,600	(501)	0	0	XXX	XXX	XXX	
25156P-AC-7	DEUTSCHE TELECOM		.8 250	JD	06/15/2030			1,028,703	1,000,000	115.5150	1,155,150	1,029,350	3,667	82,500	(286)				08/09/2000	8.150	
656531-AJ-9	NORSK HYDRO		.7 150	JJ	01/15/2029			1,041,436	1,000,000	114.4980	1,144,980	1,041,730	32,969	35,750	(294)			1PE	06/28/2002	6.924	
COUNTRY TOTAL - OTHER								2,070,139	2,000,000	XXX	2,300,130	2,071,080	36,636	118,250	(580)	0	0	XXX	XXX	XXX	
3299999 - Total Bonds - Public Utilities - Issuer Obligations								4,325,340	4,248,000	XXX	4,633,947	4,327,401	73,176	199,015	(259)			XXX	XXX	XXX	
3899999 - Total - Public Utilities Bonds								4,325,340	4,248,000	XXX	4,633,947	4,327,401	73,176	199,015	(259)			XXX	XXX	XXX	
INDUSTRIAL & MISCELLANEOUS																					
ISSUER OBLIGATIONS																					
002824-AM-2	ABBOTT LABS		.5 625	JJ	07/01/2006			272,284	250,000	109.3230	273,308	273,110	7,031		(826)				11/12/2002	2.948	
013817-AG-6	ALCOA INCORPORATED		.4 250	FA	08/15/2007			251,088	250,000	104.1140	260,285	251,168	4,073		(79)				08/16/2002	4.189	
026609-AE-7	AMERICAN HOME PRODUCTS CORP		.7 900	FA	02/15/2005			272,001	250,000	110.5920	276,480	274,403	7,461		(2,402)			1PE	10/04/2002	3.591	
035229-CP-6	ANHEUSER-BUSCH COS INCORPORATED		.4 375	JJ	01/15/2013			249,272	250,000	99.5590	248,898	249,260	2,279		12			1PE	10/10/2002	4.460	
039483-AG-7	ARCHER DANIELS MIDLAND COMPANY		.8 875	AO	04/15/2011			316,883	250,000	127.6260	319,065	317,660	4,684		(77)			1PE	11/18/2002	4.968	
046003-JU-4	ASSOC CORP OF NORTH AMERICA		.6 950	MN	11/01/2018			532,765	500,000	113.3130	566,565	537,045	5,792	34,750	(1,184)				01/14/1999	6.389	
059438-AL-5	BANC ONE CORPORATION		.9 875	MS	03/01/2019			1,215,299	1,000,000	130.7620	1,307,620	1,218,740	32,917	49,375	(3,441)			1PE	06/28/2002	7.690	
066050-CQ-6	BANKAMERICA CORP SUB NT		.6 625	FA	08/01/2009			274,550	250,000	113.0760	282,690	276,198	6,901		(1,647)			1PE	08/28/2002	4.290	
097014-AE-4	BOEING CAPITAL CORPORATION		.5 650	MN	05/15/2006			1,012,500	1,000,000	104.7820	1,047,820	1,016,400	7,219	56,500	(3,312)			1PE	10/24/2001	5.310	
134429-AQ-2	CAMPBELL SOUP COMPANY		.5 500	MS	03/15/2007			267,200	250,000	108.1340	270,335	268,418	4,049		(1,218)			1PE	09/04/2002	3.753	
14911R-AE-9	CATERPILLAR FINANCIAL SERVICE		.4 875	JD	06/15/2007			263,685	250,000	106.3710	265,928	264,055	542	5,688	(370)			1PE	11/14/2002	3.568	
166760-AA-6	CHEVRON CAPITAL CORPORATION		.3 500	MS	09/17/2007			249,568	250,000	101.7950	254,488	249,543	2,698		.26				09/05/2002	3.571	
173039-GW-3	CITICORP SUB NT NC		.7 000	JJ	07/01/2007			275,211	250,000		275,211	276,933	8,750		(1,722)			1PE	08/28/2002	4.550	

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ANNUAL STATEMENT FOR THE YEAR 2002 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

SCHEDULE D - PART 1

Showing all Long-Term BONDS Owned December 31 of Current Year

1	2	3	Interest		6	7	8	9	10	11	12	13	Interest		16	17	18	19	20	21		
			4	5									14	15								
CUSIP Identification	Description	*	Rate of	How Paid	Maturity Date	Option Date	Option Call Price	Book/Adjusted Carrying Value	Par Value	Rate Used to Obtain Fair Value	Fair Value	Actual Cost	Amount Due and Accrued Dec. 31 of Current Year on Bonds not in Default	Gross Amount Received During Year	Increase (Decrease) by Adjustment	Increase (Decrease) by Foreign Exchange Adjustment	Amount of Interest Due and Accrued Dec. 31 Current Year, on Bonds in Default as to Principal or Interest	NAIC Designation	Date Acquired	Effective Rate of Interest		
210805-BV-8	CONTINENTAL AIRLINES		6.900	JJ	01/02/2018			952,540	952,540		952,540	952,540	32,680	65,725				2	10/16/1997	7.019		
22237L-MQ-2	COUNTRYWIDE HOME LOAN COMPANY		5.625	MN	05/15/2007			260,428	250,000		260,428	260,923	1,797	6,953	(494)			1PE	10/08/2002	4.614		
232928-AB-7	DR STRUCTURED 1993-K1		7.430	FA	08/15/2018			230,000	230,000	46,0000	230,000	500,000	14,034	37,150	(130,000)			6	10/29/1993	7.568		
239753-BK-1	DAYTON HUDSON CORPORATION		8.600	JJ	01/15/2012			592,298	500,000	127.7360	638,680	596,180	19,828	21,500	(3,882)			1	06/28/2002	6.020		
244217-BG-9	JOHN DEERE CAPITAL CORPORATION		7.000	MS	03/15/2012			289,646	250,000	115.9430	289,858	290,420	5,153	(774)				1	10/09/2002	4.903		
247361-XN-3	DELTA AIRLINES INCORPORATED		8.540	JJ	01/02/2007			470,818	644,647	73.0350	470,818	644,647	27,374	55,053	(87,259)			3	02/05/1992	8.722		
260543-BP-7	DOW CHEMICALS		5.750	JD	12/15/2008			260,673	250,000	104.3490	260,873	261,033	639	7,188	(360)			1	10/07/2002	4.975		
263534-BJ-7	DU PONT E I DE NEMOURS & CO		6.875	AO	10/15/2009			293,828	250,000	117.6470	294,118	295,243	3,628	8,594	(1,415)			1PE	09/30/2002	3.948		
337358-BK-0	FIRST UNION CORPORATION		6.400	AO	04/01/2008			1,025,847	1,000,000	112.1030	1,121,030	1,029,230	16,000	64,000	(3,383)			1	03/05/2002	5.906		
338915-AH-4	FLEET FINANCIAL GROUP SUB DEB		6.875	JJ	01/15/2028			904,760	1,000,000	106.0090	1,060,090	901,980	31,701	68,750	1,226			1PE	08/09/2000	7.892		
362320-BA-0	GTE CORPORATION		6.940	AO	04/15/2028			902,500	1,000,000	104.9250	1,049,250	899,760	14,651	69,400	1,209			1PE	08/09/2000	7.985		
36962G-YZ-1	GENERAL ELECTRIC CAPITAL CORP		5.000	JD	06/15/2007			261,424	250,000		261,424	262,108	556	6,528	(684)			2	09/16/2002	3.911		
370425-RP-7	GENERAL MOTORS ACCEPTANCE CORP		7.750	JJ	01/03/2010			1,053,622	1,000,000	104.6890	1,046,890	1,056,600	34,875	38,750	(2,978)			1	06/28/2002	6.896		
381317-AP-1	GOLDEN WEST FINANCIAL		4.125	FA	08/15/2007			256,679	250,000	103.0510	257,628	256,985	4,068		(306)			1	10/08/2002	3.525		
438516-AM-8	HONEYWELL INTERNATIONAL		5.125	MN	11/01/2006			261,795	250,000	105.7390	264,348	262,450	2,135	6,406	(655)			1	10/08/2002	3.827		
441812-FL-3	HOUSEHOLD FINANCE NT NC		7.650	MN	05/15/2010			758,395	750,000	111.1400	833,550	765,893	7,331	57,375	(1,577)			1PE	06/02/1997	7.481		
459200-AM-3	IBM CORPORATION DEB NC		7.000	AO	10/30/2025			993,014	1,000,000	111.3750	1,113,750	992,470	11,861	70,000	121			1PE	10/24/1997	7.187		
46625H-AM-2	JP MORGAN CHASE & COMPANY		5.350	MS	03/01/2007			501,383	500,000	105.7800	528,900	501,560	8,917	13,003	(177)			1	05/23/2002	5.345		
49337W-AB-6	KEYSPAN CORPORATION		7.625	MN	11/15/2010			804,590	750,000	118.4760	888,570	814,585	7,307	57,188	(5,196)			1	01/05/2001	6.536		
50075N-AG-9	KRAFT FOODS INCORPORATED		5.250	JD	06/01/2007			532,985	500,000	108.0120	540,060	532,985	2,188					1	12/06/2002	3.676		
524908-CM-0	LEHMAN BROS HOLDINGS NT		7.875	AO	08/15/2010			1,052,677	1,000,000	118.3200	1,183,200	1,060,110	29,750	78,750	(5,097)			1	07/06/2001	7.094		
532457-AU-2	ELI LILLY & COMPANY		6.000	MS	03/15/2012			280,300	250,000	111.7410	279,353	280,905	4,417		(605)			1PE	10/09/2002	4.434		
5525V0-AE-6	M&I MARSHALL & ILSLEY BANK		4.125	MS	09/04/2007			250,392	250,000		250,392	250,419	3,695		(27)			1PE	08/20/2002	4.130		
585907-AL-2	MELLON BANK NA SUB NOTES		7.625	MS	09/15/2007			541,318	500,000	117.6450	588,225	546,915	11,226	19,063	(5,597)			1PE	04/03/2002	5.682		
617446-HB-8	MORGAN STANLEY DEAN WITTER		5.800	AO	04/01/2007			758,218	750,000	108.4740	813,555	759,383	10,875	21,508	(1,165)			1	04/22/2002	5.583		
628862-J#-2	NCR CORPORATION		9.400	MN	03/30/2010			998,588	1,000,000		998,588	997,560	12,011	94,000	131			1	03/26/1990	9.650		
634906-CB-5	NATIONAL CITY BANK OF INDIANA		4.875	JJ	07/20/2007			264,906	250,000		264,906	265,603	6,940		(697)			1PE	10/08/2002	3.479		
652478-AJ-7	NEWS AMERICA HOLDINGS INC		8.500	FA	02/15/2005			1,023,414	1,000,000	108.1290	1,081,290	1,074,790	32,111	85,000	(9,866)			2	10/04/1996	7.423		
693476-AP-8	PNC FUNDING CORPORATION		7.500	MN	11/01/2009			541,470	500,000	115.3830	576,915	543,935	6,250	18,750	(2,465)			2PE	06/28/2002	6.093		
760719-AL-8	REPUBLIC NY CORP		9.500	AO	04/15/2014			1,237,051	1,000,000	134.4610	1,344,610	1,244,210	20,056	47,500	(7,159)			1PE	06/28/2002	6.609		
803111-AK-9	SARA LEE CORPORATION		6.250	MS	09/15/2011			280,144	250,000	112.1550	280,388	280,790	4,601		(646)			1	10/08/2002	4.609		
812404-AT-8	SEARS ROEBUCK & COMPANY		6.700	MN	11/15/2006			99,947	100,000	102.1400	102,140	99,887	856	6,700	12			2PE	11/27/1996	6.828		
867914-AU-7	SUNTRUST BANKS INC SR NT		5.050	JJ	07/01/2007			266,604	250,000	107.2640	268,160	267,070	7,400		(466)			1	11/12/2002	3.474		
91159H-GD-6	US BANCORP		3.950	FA	08/23/2007			249,412	250,000		249,412	249,373	3,429	40				1PE	08/26/2002	4.046		
925524-AJ-9	VIACOM INCORPORATED		7.700	JJ	07/30/2010			804,462	750,000	118.8040	891,030	813,608	24,223	57,750	(5,431)			1	04/09/2001	6.578		
931142-BR-3	WAL-MART STORES		4.375	JJ	07/12/2007			259,692	250,000	105.4210	263,553	260,268	5,135		(575)			1	09/16/2002	3.473		
949746-CH-2	WELLS FARGO & COMPANY SR NT		5.125	FA	02/15/2007			502,384	500,000	107.4010	537,005	502,695	9,681	13,524	(311)			1	05/23/2002	5.058		
COUNTRY TOTAL - U.S.								26,470,505	25,697,187	XXX	27,984,213	27,048,038	533,772	1,249,142	(293,452)	0	0	XXX	XXX	XXX		
3999999 - Total Bonds - Industrial, Misc. - Issuer Obligations								26,470,505	25,697,187	XXX	27,984,213	27,048,038	533,772	1,249,142	(293,452)					XXX	XXX	XXX
DEFINED MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES																						
393505-J7-8	GREENTREE FIN CORP 1998-6 A5		6.060	MTLY	06/01/2030			231,601	231,661		231,601	231,588	1,170	14,039	3			1	07/22/1998	6.234		
69350E-AH-3	PP&L TRANSITION BD 1999-1 A8		7.150	MJSD	06/25/2009	12/25/2008	100.000	566,362	500,000		566,362	570,098	596	17,875	(3,735)			1PE	08/27/2002	4.424		
76110F-J3-8	RSDNTL ACCR LN 99-QS3 A-1		6.500	MTLY	03/25/2029	02/25/2004	100.000	37,441	37,565		37,441	37,450	203	2,464	(8)			1	03/25/1999	6.526		
86358R-SU-2	SASC 2001-19 1A4		6.500	MTLY	01/01/2032	09/25/2007	100.000	511,915	500,000		511,915	513,301	2,708	10,833	(1,386)			1PE	08/16/2002	5.736		
939335-4P-7	WAMMS 2002-MS5 4A4		6.500	MTLY	08/01/2032			513,267	500,000		513,267	513,672	2,708	10,833	(405)			1PE	08/19/2002	6.261		
94977T-AP-3	WFMSB 200126 A14		6.500	MTLY	11/01/2031	03/25/2007	100.000	511,739	500,000		511,739	514,063	2,708	10,833	(2,323)			1PE	08/16/2002	5.218		
COUNTRY TOTAL - U.S.								2,372,326	2,269,225	XXX	2,372,326	2,380,171	10,094	66,878	(7,854)	0	0	XXX	XXX	XXX		
4199999 - Total Bonds - Industrial, Misc. - Defined Multi-Class Residential Mortgage-Backed Securities								2,372,326	2,269,225	XXX	2,372,326	2,380,171	10,094	66,878	(7,854)					XXX	XXX	XXX
DEFINED MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES																						
22540A-J7-4	CSFB 2001-CF2 A4		6.505	MTLY	02/01/2034	01/15/2011	100.000	545,791	500,000		545,791	547,520	2,710	10,842	(1,729)			1	08/23/2002	5.158		
501773-BB-0	LBCMT 1998-C1 A3		6.480	MTLY	02/18/2030	01/18/2008	100.000	545,821	500,000		545,821	548,750	2,700	8,100	(2,929)			1	08/28/2002	4.413		
61746W-ET-3	MSDWC 2001-PPM A3		6.540	MTLY	10/15/2011			542,486	500,000		542,486	545,156	2,725	10,900	(2,670)			1	08/16/2002	4.783		
655356-JF-1	NASC 1998-D6 A1B		6.590	MTLY	03/17/2030	01/15/2010	100.000	546,875	500,000		546,875	549,883	1,831	10,983	(3,008)			1	08/16/2002	4.625		
COUNTRY TOTAL - U.S.								2,180,972	2,000,000	XXX	2,180,972	2,191,309	9,966	40,825	(10,336)	0	0	XXX	XXX	XXX		

ANNUAL STATEMENT FOR THE YEAR 2002 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

SCHEDULE D - PART 2 - SECTION 1

Showing all PREFERRED STOCKS Owned December 31 of Current Year

1 CUSIP Identification	2 Description	3 Number of Shares	4 Par Value Per Share	5 Rate Per Share	6 Book/Adjusted Carrying Value	7 Rate Per Share Used to Obtain Fair Value	8 Fair Value	9 Actual Cost	Dividends		12 Increase (Decrease) by Adjustment	13 Increase (Decrease) by Foreign Exchange Adjustment	14 NAIC Designation	15 Date Acquired
									10 Declared but Unpaid	11 Amount Received During Year				
NONE														
6599999 Total - Preferred Stocks														
													XXX	XXX

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ANNUAL STATEMENT FOR THE YEAR 2002 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

SCHEDULE D - PART 2 - SECTION 2

Showing all COMMON STOCKS Owned December 31 of Current Year

1 CUSIP Identification	2 Description	3 Number of Shares	4 Book/Adjusted Carrying Value	5 Rate Per Share Used to Obtain Fair Value	6 Fair Value	7 Actual Cost	Dividends		10 Increase (Decrease) by Adjustment	11 Increase (Decrease) by Foreign Exchange Adjustment	12 NAIC Designation (a)	13 Date Acquired
							8 Declared but Unpaid	9 Amount Received During Year				
PUBLIC UTILITIES - U.S.												
001957-50-5	AT&T CORP NEW	270,000	7,050	26,110	7,050	5,234	51		1,816		L	11/27/2002
00209A-10-6	AT & T WIRELESS SVCS INC	1,314,000	7,424	5,650	7,424	41,148			(11,458)		L	07/27/2001
025537-10-1	AMERICAN ELECTRIC POWER INC	100,000	2,733	27,330	2,733	4,059		120	(1,326)		L	06/21/2002
079860-10-2	BELLSOUTH CORPORATION	825,000	21,343	25,870	21,343	34,169		644	(10,131)		L	11/17/2000
15189T-10-7	CENTERPOINT ENERGY INCORPORATED	100,000	850	8,500	850	1,444		32	(594)		L	06/20/2002
210371-10-0	CONSTELLATION ENERGY GROUP	50,000	1,391	27,820	1,391	1,407	12		(16)		L	06/21/2002
233331-10-7	DTE ENERGY COMPANY	100,000	4,640	46,400	4,640	4,429	52	103	211		L	06/20/2002
264399-10-6	DUKE ENERGY CORPORATION	300,000	5,862	19,540	5,862	9,472		165	(3,610)		L	06/21/2002
26816Q-10-1	DYNEGY INCORPORATED	150,000	177	1,180	177	1,146			(969)		L	06/21/2002
26875P-10-1	EOG RESOURCES INCORPORATED	300,000	11,976	39,920	11,976	14,141		36	243		L	03/13/2001
281020-10-7	EDISON INTERNATIONAL	100,000	1,185	11,850	1,185	1,877			(692)		L	06/20/2002
285512-10-9	ELECTRONIC ARTS INCORPORATED	50,000	2,489	49,770	2,489	3,161			(672)		L	08/29/2002
291011-10-4	EMERSON ELECTRIC COMPANY	150,000	7,628	50,850	7,628	8,382		117	(755)		L	06/21/2002
29364G-10-3	ENTERGY CORP NEW	100,000	4,559	45,590	4,559	4,321		68	238		L	06/20/2002
30161N-10-1	EXELON CORPORATION	150,000	7,916	52,770	7,916	7,512			404		L	11/14/2002
337932-10-7	FIRSTENERGY CORPORATION	100,000	3,297	32,970	3,297	3,439		75	(142)		L	06/20/2002
49337W-10-0	KEYSPAN ENERGY	100,000	3,524	35,240	3,524	3,668		89	(144)		L	06/20/2002
530718-10-5	LIBERTY MEDIA CORP A	988,000	8,833	8,940	8,833	18,475			(10,121)		L	11/21/2002
674599-10-5	OCCIDENTAL PETE CORP DE	100,000	2,845	28,450	2,845	3,034	25	25	(189)		L	06/20/2002
69331C-10-8	PG&E CORPORATION	150,000	2,085	13,900	2,085	3,152			(1,067)		L	06/21/2002
711030-10-6	PEOPLES ENERGY CORPORATION	100,000	3,865	38,650	3,865	3,831		52	34		L	06/20/2002
743263-10-5	PROGRESS ENERGY INCORPORATED	100,000	4,335	43,350	4,335	5,073		109	(738)		L	06/20/2002
749121-10-9	QWEST COMMUNICATIONS INC	600,000	3,000	5,000	3,000	2,788			212		L	06/21/2002
78387G-10-3	SBC COMMUNICATIONS INC	1,121,000	30,390	27,110	30,390	54,647		1,195	(13,519)		L	10/02/2000
816851-10-9	SEMPRA ENERGY	100,000	2,365	23,650	2,365	2,356	25	25	9		L	06/20/2002
842587-10-7	SOUTHERN COMPANY	300,000	8,517	28,390	8,517	8,263		34	255		L	12/23/2002
852061-10-0	SPRINT CORPORATION	100,000	1,448	14,480	1,448	1,090		25	358		L	06/20/2002
873168-10-8	TXU CORPORATION	100,000	1,868	18,680	1,868	5,135	13	60	(3,267)		L	06/20/2002
92343V-10-4	VERIZON COMMUNICATIONS INC	1,034,000	40,068	38,750	40,068	55,169		1,592	(9,006)		L	11/14/2000
98389B-10-0	XCEL ENERGY INCORPORATED	150,000	1,650	11,000	1,650	2,455		28	(805)		L	06/21/2002
COUNTRY TOTAL - U.S.			205,311	XXX	205,311	314,475	205	4,663	(65,441)	0	XXX	XXX
6699999 - Total - Common Stock - Public Utility			205,311	XXX	205,311	314,475	205	4,663	(65,441)		XXX	XXX
BANKS, TRUST AND INSURANCE COMPANIES - U.S.												
001055-10-2	AFLAC INCORPORATED	200,000	6,024	30,120	6,024	6,142		24	(118)		L	06/20/2002
00817Y-10-8	AETNA INCORPORATED NEW	50,000	2,056	41,120	2,056	2,495		2	(439)		L	06/21/2002
020002-10-1	ALLSTATE CORPORATION	250,000	9,248	36,990	9,248	9,454	53	53	(207)		L	06/21/2002
025816-10-9	AMERICAN EXPRESS COMPANY	400,000	14,140	35,350	14,140	20,990	32	128	(136)		L	01/12/2000
026874-10-7	AMERICAN INTL GROUP INC	900,000	52,065	57,850	52,065	50,681		158	(19,395)		L	03/08/2000
032165-10-2	AMISOUTH BANCORPORATION	200,000	3,840	19,200	3,840	4,441	46	44	(601)		L	08/29/2002
054937-10-7	BB&T CORPORATION	150,000	5,549	36,990	5,549	5,635		44	(86)		L	08/29/2002
060505-10-4	BANK AMERICA CORP	450,000	31,307	69,570	31,307	31,559			(252)		L	12/23/2002
06423A-10-3	BANK ONE CORPORATION	450,000	16,448	36,550	16,448	17,249	95	95	(802)		L	06/21/2002
14040H-10-5	CAPITAL ONE FINANCIAL	100,000	2,972	29,720	2,972	5,823		5	(2,851)		L	06/20/2002
172062-10-1	CINCINNATI FINANCIAL CORP	100,000	3,755	37,550	3,755	4,582	22	45	(827)		L	06/20/2002
172967-10-1	CITIGROUP INCORPORATED	1,808,000	63,624	35,190	63,624	68,815		1,266	(22,679)		L	01/18/2000
30303#-10-7	FACILITY INSURANCE HLDG CORP	16,456,000	10,186	0,619	10,186	1			2,929		A	12/15/1997
313586-10-9	FEDERAL NATL MORTGAGE ASSN	375,000	24,124	64,330	24,124	29,907		495	(5,689)		L	12/05/2001
316773-10-0	FIFTH THIRD BANCORP	200,000	11,710	58,550	11,710	12,766	52	49	(1,056)		L	11/14/2002
339030-10-8	FLEETBOSTON FINL CORP	800,000	19,440	24,300	19,440	31,418	280	840	(9,760)		L	10/03/2000
381317-10-6	GOLDEN WEST FINANCIAL CORP DEL	50,000	3,591	71,810	3,591	3,453		8	138		L	06/21/2002
416515-10-4	HARTFORD FINANCIAL SERV GROUP	100,000	4,543	45,430	4,543	6,135	27	26	(1,592)		L	06/20/2002
45806@-10-9	INSURANCE SERVICES OFFICE INC	2,080,000	67,704	32,550	67,704	52,000			17,846		A	01/31/1997
46625H-10-0	JP MORGAN CHASE & COMPANY	1,250,000	30,000	24,000	30,000	63,083		1,751	(15,438)		L	04/20/2001
524908-10-0	LEHMAN BROS HLDGS INC	125,000	6,661	53,290	6,661	8,574		45	(1,689)		L	12/29/2000
55262C-10-0	MBIA INCORPORATION	50,000	2,193	43,860	2,193	2,814	9	17	(621)		L	06/21/2002
55262L-10-0	MBNA CORPORATION	450,000	8,559	19,020	8,559	9,777	32	32	(1,218)		L	06/21/2002
571748-10-2	MARSH & MCLENNAN CO INC	200,000	9,242	46,210	9,242	10,122		218	(1,503)		L	04/18/2001
59156R-10-8	METLIFE	250,000	6,760	27,040	6,760	6,706			54		L	11/14/2002
659424-10-5	NORTH FORK BANCORPORATION	200,000	6,748	33,740	6,748	8,287		50	(1,539)		L	08/29/2002

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ANNUAL STATEMENT FOR THE YEAR 2002 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

SCHEDULE D - PART 2 - SECTION 2

Showing all COMMON STOCKS Owned December 31 of Current Year

1 CUSIP Identification	2 Description	3 Number of Shares	4 Book/Adjusted Carrying Value	5 Rate Per Share Used to Obtain Fair Value	6 Fair Value	7 Actual Cost	Dividends		10 Increase (Decrease) by Adjustment	11 Increase (Decrease) by Foreign Exchange Adjustment	12 NAIC Designation (a)	13 Date Acquired	
							8 Declared but Unpaid	9 Amount Received During Year					
693475-10-5	PNC BANK CORPORATION	200.000	8.380	41.900	8.380	11.605		366	(2.860)		L	08/25/2000	
723484-10-1	PINNACLE WEST CAPITAL CORP.	100.000	3.409	34.090	3.409	3.796		83	(387)		L	06/20/2002	
74251V-10-2	PRINCIPAL FINANCIAL GROUP INC	150.000	4.520	30.130	4.520	4.412		38	107		L	08/29/2002	
744320-10-2	PRUDENTIAL FINANCIAL INC.	250.000	7.935	31.740	7.935	7.576		100	359		L	08/29/2002	
785905-10-0	SABRE GROUP HLDGS INC	50.000	906	18.110	906	1.752			(847)		L	06/21/2002	
857477-10-3	STATE STREET CORPORATION	400.000	15.600	39.000	15.600	20.799		52	184	(5.300)	L	01/24/2001	
89420G-10-9	TRAVELERS PPTY CAS CL A	78.000	1.143	14.650	1.143	1.536			2	(394)	L	08/26/2002	
89420G-40-6	TRAVELERS PPTY CAS CL B	160.000	2.344	14.650	2.344	3.429			7	(1.085)	L	08/26/2002	
902973-30-4	US BANCORP	700.000	14.854	21.220	14.854	15.952		137	273	(1.098)	L	06/21/2002	
929903-10-2	WACHOVIA CORP 2ND NEW	500.000	18.220	36.440	18.220	17.650			500	2.540	L	07/24/2001	
939322-10-3	WASHINGTON MUTUAL INC	450.000	15.539	34.530	15.539	17.115			221	(1.577)	L	08/29/2002	
949746-10-1	WELLS FARGO & COMPANY	700.000	32.809	46.870	32.809	33.361			770	2.380	L	03/22/2001	
698255-10-5	XL CAPITAL LTD	50.000	3.863	77.250	3.863	4.400			47	(537)	L	06/21/2002	
COUNTRY TOTAL - U.S.			552.006	XXX	552.006	616.289		835	7.982	(76.225)	0	XXX	XXX
6799999 - Total - Common Stock - Banks, Trust, Insurance			552.006	XXX	552.006	616.289		835	7.982	(76.225)		XXX	XXX
INDUSTRIAL & MISCELLANEOUS - U.S.													
00184A-10-5	AOL TIME WARNER INCORPORATED	1,600.000	20.960	13.100	20,960	35.097		864	(20,740)		L	06/20/2002	
002824-10-0	ABBOTT LABORATORIES	650.000	26.000	40.000	26,000	65,041			595	(10,238)	L	12/01/2000	
00724F-10-1	ADOBE SYSTEMS INCORPORATED	100.000	2.480	24.801	2,480	2,798			3	(318)	L	06/20/2002	
00846U-10-1	AGILENT TECHNOLOGIES INC.	150.000	2.694	17.960	2,694	3,585				(891)	L	06/21/2002	
009158-10-6	AIR PRODUCTS & CHEMICALS INC.	100.000	4.275	42.750	4,275	4,860		21	42	(585)	L	06/20/2002	
013104-10-4	ALBERTSONS INCORPORATED	100.000	2.226	22.260	2,226	2,575			19	(349)	L	08/29/2002	
013817-10-1	ALCOA INCORPORATED	500.000	11.390	22.780	11,390	14,502			300	(6,385)	L	09/21/2000	
017361-10-6	ALLEGHENY ENERGY INCORPORATED	100.000	7.56	7.560	7,56	3,288			43	(2,532)	L	06/20/2002	
019589-30-8	ALLIED WASTE INDS INC	100.000	1.000	10.000	1,000	1,139				(139)	L	06/20/2002	
023139-10-8	AMBAC INCORPORATED	50.000	2.812	56.240	2,812	2,809				3	L	11/14/2002	
023608-10-2	AMEREN CORPORATION	100.000	4.157	41.570	4,157	4,390			127	(233)	L	08/29/2002	
03073E-10-5	AMERSOURCEBERGEN CORP	50.000	2.716	54.310	2,716	3,986			3	(1,271)	L	06/21/2002	
031162-10-0	AMGEN INCORPORATED	488.000	23.590	48.340	23,590	20,032				3,558	L	07/17/2002	
032511-10-7	ANADARKO PETROLEUM CORP	300.000	14.370	47.900	14,370	18,396			113	(2,685)	L	05/02/2001	
032654-10-5	ANALOG DEVICES INCORPORATED	150.000	3.581	23.870	3,581	4,342				(761)	L	12/23/2002	
034425-10-8	ANDREW CORPORATION	100.000	1.028	10.280	1,028	1,443				(415)	L	06/20/2002	
035229-10-3	ANHEUSER BUSCH COS INC.	300.000	14.520	48.400	14,520	15,237			117	(717)	L	06/21/2002	
03674B-10-4	ANTHEM INC.	50.000	3.145	62.900	3,145	3,215				(70)	L	11/14/2002	
037604-10-5	APOLLO GROUP INCORPORATED	100.000	4.400	44.000	4,400	3,662				738	L	06/20/2002	
037833-10-0	APPLE COMPUTER INCORPORATED	150.000	2.150	14.330	2,150	2,564				(415)	L	06/21/2002	
038222-10-5	APPLIED MATERIALS	600.000	7.818	13.030	7,818	13,200				(4,212)	L	07/23/2001	
039483-10-2	ARCHER DANIELS MIDLAND	250.000	3.100	12.400	3,100	3,326			30	(226)	L	06/21/2002	
042735-10-0	ARROW ELECTRONICS INCORPORATED	250.000	3.198	12.790	3,198	6,874				(4,278)	L	05/15/2001	
053015-10-3	AUTOMATIC DATA PROCESSING	150.000	5.888	39.250	5,888	6,800		18	17	(913)	L	06/21/2002	
053332-10-2	AUTOZONE INCORPORATED	50.000	3.533	70.650	3,533	4,071				(538)	L	06/21/2002	
053499-10-9	AVAYA INCORPORATED	100.000	2.45	2.450	2,45	517				(272)	L	06/20/2002	
053611-10-9	AVERY DENNSION CORPORATION	50.000	3.054	61.080	3,054	3,077			35	(23)	L	08/29/2002	
053807-10-3	AVNET INCORPORATED	100.000	1.083	10.830	1,083	2,503			8	(1,464)	L	05/15/2001	
054303-10-2	AVON PRODUCTS INCORPORATED	150.000	8.081	53.870	8,081	7,938				143	L	12/23/2002	
071813-10-9	BAXTER INTERNATIONAL INC	200.000	5.600	28.000	5,600	6,008		116	116	(5,126)	L	03/24/2000	
075896-10-0	BED BATH & BEYOND INC	100.000	3.453	34.530	3,453	3,462				(9)	L	06/20/2002	
086516-10-1	BEST BUY INCORPORATED	100.000	2.415	24.150	2,415	3,852				(1,437)	L	06/20/2002	
089302-10-3	BIG LOTS INCORPORATED	100.000	1.323	13.230	1,323	1,905				(582)	L	06/20/2002	
090613-10-0	BIOMET INCORPORATED	100.000	2.866	28.660	2,866	10			10	184	L	06/20/2002	
093671-10-5	H & R BLOCK INCORPORATED	150.000	6.030	40.200	6,030	7,285			27	(1,255)	L	08/29/2002	
097023-10-5	BOEING COMPANY	300.000	9.897	32.990	9,897	13,077			102	(3,180)	L	06/21/2002	
101137-10-7	BOSTON SCIENTIFIC CORPORATION	150.000	6.378	42.520	6,378	4,710				1,669	L	06/21/2002	
102183-10-0	BOWATER INCORPORATED	75.000	3.146	41.950	3,146	3,327		15	114	(431)	L	06/21/2001	
110122-10-8	BRISTOL MYERS SQUIBB COMPANY	1,100.000	25.465	23.150	25,465	61,696		308	1,232	(30,635)	L	02/13/2001	
111320-10-7	BROADCOM CORPORATION	100.000	1.506	15.060	1,506	1,961				(455)	L	06/20/2002	
121897-10-4	BURLINGTON NORTH SANTA	150.000	3.902	26.010	3,902	4,478		18	18	(577)	L	06/21/2002	
126650-10-0	CVS CORP DELAWARE	100.000	2.497	24.970	2,497	3,320				(823)	L	06/20/2002	
131347-10-6	CALPINE CORPORATION	150.000	489	3.260	489	1,253				(764)	L	06/21/2002	
134429-10-9	CAMPBELL SOUP COMPANY	150.000	3.521	23.470	3,521	4,176		24	47	(656)	L	06/21/2002	
14149Y-10-8	CARDINAL HEALTH INCORPORATED	150.000	8.879	59.190	8,879	9,754		4	8	(876)	L	06/21/2002	

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							8 Declared but Unpaid	9 Amount Received During Year				
143130-10-2	CARMAX INCORPORATED	31,000	554	17,880	554	673		5	(119)		L	10/04/2002
143658-10-2	CARNIVAL CORPORATION	200,000	4,990	24,950	4,990	5,863		42	(873)		L	06/21/2002
149123-10-1	CATERPILLAR INCORPORATED DEL	100,000	4,572	45,720	4,572	4,775		70	(203)		L	06/20/2002
151313-10-3	CENDANT CORPORATION	400,000	4,192	10,480	4,192	6,249			(2,057)		L	06/21/2002
166764-10-0	CHEVRON TEXACO CORPORATION	300,000	19,944	66,480	19,944	26,351		420	(6,407)		L	06/21/2002
170040-10-9	CHIRON CORPORATION	50,000	1,880	37,600	1,880	1,953			(73)		L	08/29/2002
171232-10-1	CHUBB CORPORATION	50,000	2,610	52,200	2,610	3,066	18	18	(456)		L	08/29/2002
172474-10-8	CINERGY CORPORATION	100,000	3,372	33,720	3,372	3,591		90	(219)		L	06/20/2002
172737-10-8	CIRCUIT CITY STORE/GRP	100,000	742	7,420	742	1,355	2	4	(613)		L	06/20/2002
17275R-10-2	CISCO SYSTEMS INC	2,650,000	34,715	13,100	34,715	45,086			(9,981)		L	06/21/2002
172908-10-5	CINTAS CORPORATION	50,000	2,288	45,750	2,288	2,353			(66)		L	06/21/2002
17453B-10-1	CITIZEN COMMUNICATIONS COMPANY	100,000	1,055	10,550	1,055	914			141		L	06/20/2002
184502-10-2	CLEAR CHANNEL COMMUNICATION	200,000	7,458	37,290	7,458	7,940			(482)		L	06/20/2002
189054-10-9	CLOROX COMPANY DEL	100,000	4,125	41,250	4,125	4,462		44	(337)		L	06/20/2002
191216-10-0	COCA COLA COMPANY	900,000	39,456	43,840	39,456	47,306		520	(7,265)		L	06/21/2002
191219-10-4	COCA COLA ENTERPRISES	150,000	3,258	21,720	3,258	3,554		12	(296)		L	06/21/2002
194162-10-3	COLGATE PALMOLIVE COMPANY	300,000	15,729	52,430	15,729	17,645		216	(1,596)		L	06/22/2000
20030N-10-1	COMCAST CORP NEW CL A	436,000	10,277	23,570	10,277	8,761		18	1,516		L	11/22/2002
20030N-20-0	COMCAST CORP SPECIAL A	500,000	11,295	22,590	11,295	21,000			(6,705)		L	04/18/2001
204912-10-9	COMPUTER ASSOC INTL INC	200,000	2,700	13,500	2,700	3,110	8		(410)		L	06/21/2002
205363-10-4	COMPUTER SCIENCE CORPORATION	50,000	1,723	34,450	1,723	1,669			(727)		L	03/20/2001
205638-10-9	COMPUWARE CORPORATION	150,000	720	4,800	720	976			(256)		L	06/21/2002
205887-10-2	CONAGRA INCORPORATED	200,000	5,002	25,010	5,002	5,139		97	(137)		L	06/21/2002
206197-10-5	CONCORD EFS INCORPORATED	200,000	3,148	15,740	3,148	6,259			(3,111)		L	06/21/2002
20825C-10-4	CONOCOPHILLIPS COMPANY	396,000	19,162	48,390	19,162	24,498		486	(4,605)		L	09/05/2002
216831-10-7	COOPER TIRE & RUBBER COMPANY	100,000	1,534	15,340	1,534	2,220		21	(686)		L	06/20/2002
219350-10-5	CORNING INCORPORATED	250,000	828	3,310	828	972			(144)		L	06/21/2002
22160K-10-5	COSTCO COMPANIES INC	150,000	4,209	28,060	4,209	5,711			(1,502)		L	11/14/2002
233203-81-9	U S SMALL CAP VALUE PORTFOLIO	48,409,477	744,054	15,370	744,054	822,592		3,240	(78,538)		L	12/16/2002
235811-10-6	DANA CORPORATION	100,000	1,176	11,760	1,176	1,997		4	(212)		L	04/18/2001
235851-10-2	DANAHER CORP DEL	50,000	3,285	65,700	3,285	3,181	1	2	105		L	06/21/2002
237194-10-5	DARDEN RESTAURANTS INC	100,000	2,045	20,450	2,045	2,723		4	(678)		L	06/20/2002
244199-10-5	DEERE & COMPANY	100,000	4,585	45,850	4,585	4,477	22	44	108		L	06/20/2002
24522P-10-3	DEL MONTE FOODS COMPANY	44,000	339	7,700	339	401			(62)		L	12/27/2002
247025-10-9	DELL COMPUTER CORPORATION	950,000	25,403	26,740	25,403	23,130			2,273		L	06/21/2002
247126-10-5	DELPHI AUTOMOTIVE SYSTEM CORP	200,000	1,610	8,050	1,610	2,733	14	28	(1,123)		L	06/21/2002
254067-10-1	DILLARDS INCORPORATED	50,000	793	15,860	793	1,370	2	4	(577)		L	06/21/2002
254687-10-6	WALT DISNEY COMPANY	750,000	12,233	16,310	12,233	15,652	158		(3,308)		L	09/07/2000
256669-10-2	DOLLAR GENERAL CORPORATION	100,000	1,195	11,950	1,195	1,878	3	3	(683)		L	06/20/2002
25746U-10-9	DOMINION RES INC VA NEW	100,000	5,490	54,900	5,490	6,454		129	(964)		L	06/20/2002
257867-10-1	DONNELLEY R R & SONS COMPANY	50,000	1,089	21,770	1,089	1,373		25	(284)		L	06/21/2002
260543-10-3	DOW CHEMICAL COMPANY	400,000	11,880	29,700	11,880	12,534	134	536	(1,632)		L	11/14/2000
260561-10-5	DOW JONES & COMPANY INC	50,000	2,162	43,230	2,162	2,432		25	(271)		L	06/21/2002
263534-10-9	DUPONT EI DE NEMOURS & COMPANY	600,000	25,440	42,400	25,440	28,575		840	(66)		L	08/22/2001
268648-10-2	EMC CORP/MASS	1,200,000	7,368	6,140	7,368	11,483		16	(8,760)		L	04/11/2001
278642-10-3	EBAY INCORPORATED	100,000	6,782	67,820	6,782	5,686			1,096		L	08/29/2002
278865-10-0	ECOLAB INCORPORATED	100,000	4,950	49,500	4,950	4,474	15	14	477		L	08/29/2002
285661-10-4	ELECTRONIC DATA SYSTEMS CORP	300,000	5,529	18,430	5,529	19,505		180	(15,036)		L	07/24/2001
294429-10-5	EQUIFAX INCORPORATED	50,000	1,157	23,140	1,157	1,301		2	(144)		L	06/21/2002
294741-10-3	EQUITY OFFICE PROP	150,000	3,747	24,980	3,747	4,502		225	(755)		L	06/21/2002
29476L-10-7	EQUITY RESIDENTIAL PPTY	100,000	2,458	24,580	2,458	2,834	43	43	(376)		L	06/20/2002
30231G-10-2	EXXON MOBIL CORPORATION	2,220,000	77,567	34,940	77,567	90,435		1,996	(9,743)		L	06/20/2002
307000-10-9	FAMILY DOLLAR STORES INC	100,000	3,121	31,210	3,121	2,828	7	7	294		L	08/29/2002
313400-30-1	FEDERAL HOME LOAN MTG COR	250,000	14,763	59,050	14,763	15,734		110	(971)		L	06/21/2002
31410H-10-1	FEDERATED DEPT STORES	50,000	1,438	28,760	1,438	1,999			(561)		L	06/21/2002
31428X-10-6	FEDEX CORPORATION	100,000	5,422	54,220	5,422	5,562	5		(140)		L	11/14/2002
319963-10-4	FIRST DATA CORPORATION	300,000	10,623	35,410	10,623	11,677	6	12	(1,054)		L	06/21/2002
337738-10-8	FISERV INCORPORATED	50,000	1,698	33,950	1,698	1,815			(117)		L	06/21/2002
345370-86-0	FORD MOTOR COMPANY DEL	650,000	6,045	9,300	6,045	10,111		130	(4,066)		L	06/21/2002
345838-10-6	FOREST LABS INCORPORATED	50,000	4,911	98,220	4,911	3,507			1,404		L	06/21/2002
349631-10-1	FORTUNE BRANDS INCORPORATED	100,000	4,651	46,510	4,651	5,191		27	(540)		L	08/29/2002
354613-10-1	FRANKLIN RESOURCES INC	250,000	8,520	34,080	8,520	11,881	19	70	(298)		L	02/02/2001

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							8 Declared but Unpaid	9 Amount Received During Year				
35671D-85-7	FREEPORT-MCM CORP GOLD	100.000	1.678	16.780	1.678	1.909			(231)		L	06/20/2002
364730-10-1	GANNETT INCORPORATED	100.000	7.180	71.800	7.180	7.701	24	24	(521)		L	06/20/2002
364760-10-8	GAP INCORPORATED DEL	300.000	4.656	15.520	4.656	4.354		13	302		L	06/21/2002
369550-10-8	GENERAL DYNAMICS CORPORATION	100.000	7.937	79.370	7.937	10.907		60	(2,970)		L	06/20/2002
369604-10-3	GENERAL ELECTRIC COMPANY	3,500.000	85.225	24.350	85.225	135.771	665	1,836	(36,225)		L	11/14/2002
370334-10-4	GENERAL MILLS INCORPORATED	150.000	7.043	46.950	7.043	6.516		83	527		L	06/21/2002
370442-10-5	GENERAL MOTORS CORPORATION	200.000	7.372	36.860	7.372	10.847		200	(3,475)		L	06/21/2002
372460-10-5	GENUINE PARTS COMPANY	100.000	3.080	30.800	3.080	3.617	29	29	(537)		L	06/20/2002
375766-10-2	GILLETTE COMPANY	300.000	9.108	30.360	9.108	10.095		65	(987)		L	11/14/2002
381416-10-4	GOLDMAN SACHS GROUP INCORPORATED	150.000	10.215	68.100	10.215	13.723		48	(2,808)		L	11/14/2002
382388-10-6	GOODRICH CORPORATION	50.000	916	18.320	916	1.383		10	(467)		L	06/21/2002
401698-10-5	GUIDANT CORPORATION	100.000	3.085	30.850	3.085	2.959		126			L	11/14/2002
404119-10-9	HCA	200.000	8.300	41.500	8.300	10.124		8	(1,824)		L	06/21/2002
412822-10-8	HARLEY DAVIDSON INCORPORATED	100.000	4.620	46.200	4.620	4.731		14	(811)		L	08/30/2001
421924-10-1	HEALTHSOUTH CORPORATION	150.000	630	4.200	630	2.011		2	(1,381)		L	06/21/2002
421933-10-2	HEALTH MGMT ASSOC INC	100.000	1.790	17.900	1.790	2.183		2	(393)		L	06/20/2002
423074-10-3	H J HEINZ COMPANY	100.000	3.287	32.870	3.287	3.706	41	41	(419)		L	06/20/2002
427056-10-6	HERCULES INCORPORATED	100.000	880	8.800	880	1.215			(335)		L	06/20/2002
427866-10-8	HERSHEY FOODS CORPORTION	50.000	3.372	67.440	3.372	3.796		16	(424)		L	08/29/2002
428236-10-3	HEWLETT PACKARD COMPANY	1,075.000	18.662	17.360	18.662	23.413	86	177	(4,751)		L	05/07/2002
432848-10-9	HILTON HOTELS CORPORATION	200.000	2.542	12.710	2.542	2.714		6	(172)		L	12/23/2002
437076-10-2	HOME DEPOT INCORPORATED	950.000	22.819	24.020	22.819	49.181		205	(25,641)		L	01/12/2000
438516-10-6	HONEYWELL INTERNATIONAL INC	400.000	9.600	24.000	9.600	14.913		319	(3,928)		L	08/22/2001
441815-10-7	HOUSEHOLD INTL INC	150.000	4.172	27.810	4.172	7.557	38	75	(3,386)		L	06/21/2002
444859-10-2	HUMANA INCORPORATED	100.000	1.000	10.000	1.000	1.688			(688)		L	06/20/2002
452308-10-9	ILLINOIS TOOL WORKS	100.000	6.486	64.860	6.486	6.916	23	45	(430)		L	06/20/2002
458140-10-0	INTEL CORPORATION	2,750.000	42.818	15.570	42.818	95.914		220	(43,670)		L	08/06/2001
459200-10-1	INTL BUSINESS MACHINES	600.000	46.500	77.500	46.500	60.298		325	(21,197)		L	06/20/2002
460146-10-3	INTERNATIONAL PAPER	200.000	6.994	34.970	6.994	7.624		200	(1,076)		L	05/07/2001
460690-10-0	INTERPUBLIC GROUP COMPANIES INC	150.000	2.112	14.080	2.112	3.814		29	(1,702)		L	06/21/2002
461202-10-3	INTUIT	100.000	4.692	46.920	4.692	4.765			(73)		L	06/20/2002
466313-10-3	JABIL CIRCUIT INCORPORATED	100.000	1.792	17.920	1.792	2.018			(226)		L	06/20/2002
478160-10-4	JOHNSON & JOHNSON	950.000	51.025	53.710	51.025	46.852		599	(3,708)		L	08/29/2002
480074-10-3	JONES APPAREL GROUP INC	50.000	1.772	35.440	1.772	1.907			(135)		L	06/21/2002
48666K-10-9	KAUFMAN & BROAD HOME COMPANY	100.000	4.285	42.850	4.285	5.199		15	(914)		L	06/20/2002
487836-10-8	KELLOGG COMPANY	150.000	5.141	34.270	5.141	5.453		76	(312)		L	06/21/2002
494368-10-3	KIMBERLY-CLARK CORPORATION	325.000	15.428	47.470	15.428	20.331	98	429	(4,007)		L	06/06/2001
49455P-10-1	KINDER MORGAN INCORPORATED	50.000	2.114	42.270	2.114	2.017		10	97		L	06/21/2002
495582-10-8	KING PHARMACEUTICALS INC	100.000	1.719	17.190	1.719	2.488			(769)		L	06/20/2002
500255-10-4	KOHL'S CORPORATION	100.000	5.595	55.950	5.595	7.292			(1,697)		L	06/20/2002
501044-10-1	KROGER COMPANY	250.000	3.863	15.450	3.863	4.754			(891)		L	06/21/2002
524660-10-7	LEGGETT & PLATT INCORPORATED	100.000	2.244	22.440	2.244	2.509	13	13	(265)		L	06/20/2002
529771-10-7	LEXMARK INTERNATIONAL INC	100.000	6.050	60.500	6.050	5.926			124		L	12/23/2002
532457-10-8	ELI LILLY	500.000	31.750	63.500	31.750	40.154		620	(7,520)		L	02/12/2001
532716-10-7	LIMITED BRANDS INCORPORATED	200.000	2.786	13.930	2.786	4.155		30	(1,369)		L	06/21/2002
534187-10-9	LINCOLN NATIONAL CORP IND	50.000	1.579	31.580	1.579	2.124		32	(545)		L	06/21/2002
535678-10-6	LINEAR TECHNOLOGY CORP	150.000	3.858	25.720	3.858	5.952		29	(1,998)		L	04/16/2001
539320-10-1	LIZ CLAIRORNE INCORPORATED	50.000	1.483	29.650	1.483	1.555		6	(73)		L	06/21/2002
539830-10-9	LOCKHEED MARTIN CORPORATION	150.000	8.663	57.750	8.663	10.486		33	(1,824)		L	06/21/2002
540424-10-8	LOEWS CORPORATION	100.000	4.446	44.460	4.446	5.620		30	(1,174)		L	06/20/2002
546347-10-5	LOUISIANA PAC CORPORATION	50.000	403	8.060	403	506			(103)		L	06/21/2002
548661-10-7	LOWES COMPANIES INCORPORATED	300.000	11.250	37.500	11.250	13.404		12	(2,154)		L	06/21/2002
549463-10-7	LUCENT TECHNOLOGIES INC	1,250.000	1.575	1.260	1.575	3.023			(1,448)		L	06/21/2002
552848-10-3	MGIC INVT CORP W/IS	50.000	2.065	41.300	2.065	3.429		3	(1,364)		L	06/21/2002
564055-10-1	HCR MANOR CARE INC	100.000	1.861	18.610	1.861	2.495			(634)		L	06/20/2002
571903-20-2	MARRIOTT INTERNATIONAL INC NEW	100.000	3.287	32.870	3.287	3.957	7	14	(670)		L	06/20/2002
574599-10-6	MASCO CORPORATION	150.000	3.158	21.050	3.158	4.075		41	(918)		L	06/21/2002
57772K-10-1	MAXIM INTEGRATED PRODUCTS	100.000	3.304	33.040	3.304	4.008		2	(704)		L	06/20/2002
577778-10-3	MAY DEPARTMENT STORES	350.000	8.043	22.980	8.043	11.576		344	(4,900)		L	08/07/2001
580135-10-1	MCDONALDS CORPORATION	700.000	11.256	16.080	11.256	19.856			(7,273)		L	08/07/2001
580645-10-9	MCGRAW HILL COMPANIES INC	100.000	6.044	60.440	6.044	6.090		38	(46)		L	11/14/2002
58155Q-10-3	MCKESSON HBOC INC	100.000	2.703	27.030	2.703	3.625	6	6	(922)		L	06/20/2002

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SCHEDULE D - PART 2 - SECTION 2

Showing all COMMON STOCKS Owned December 31 of Current Year

1 CUSIP Identification	2 Description	3 Number of Shares	4 Book/Adjusted Carrying Value	5 Rate Per Share Used to Obtain Fair Value	6 Fair Value	7 Actual Cost	Dividends		10 Increase (Decrease) by Adjustment	11 Increase (Decrease) by Foreign Exchange Adjustment	12 NAIC Designation (a)	13 Date Acquired
							8 Declared but Unpaid	9 Amount Received During Year				
584699-10-2	MEDIMMUNE INCORPORATED	400.000	10.868	27.170	10.868	18.127			(7.672)		L	02/16/2001
585055-10-6	MEDTRONIC INCORPORATED	450.000	20.520	45.600	20.520	21.604	281	99	(2.008)		L	08/29/2002
589331-10-7	MERCK & COMPANY INCORPORATED	975.000	55.195	56.610	55.195	65.599	351	1.480	(2.135)		L	08/06/2001
590188-10-8	MERRILL LYNCH & COMPANY INC	500.000	18.975	37.950	18.975	33.679		320	(7.085)		L	05/15/2001
594918-10-4	MICROSOFT CORPORATION	1,650.000	85.305	51.700	85.305	89.100			(3.795)		L	12/23/2002
595112-10-3	MICRON TECHNOLOGY INCORPORATED	500.000	4.870	9.740	4.870	20.228			(10.630)		L	05/22/2001
604675-10-8	MIRANT CORPORATION	100.000	.187	1.870	.187	.826			(.639)		L	06/20/2002
608554-10-1	MOLEX INCORPORATED	100.000	2.304	23.040	2.304	3.413	3	.5	(1.109)		L	06/20/2002
61166W-10-1	MONSANTO COMPANY NEW	64.000	1.232	19.250	1.232	1.031		10	.201		L	08/19/2002
615369-10-5	WOODY'S CORPORATION	150.000	6.194	41.290	6.194	7.454		9	(1.260)		L	08/29/2002
617446-44-8	MORGAN STANLEY DEAN WITTER	400.000	15.968	39.920	15.968	16.943		184	(975)		L	06/21/2002
620076-10-9	MOTOROLA INCORPORATED	800.000	6.920	8.650	6.920	12.000	32	32	(5.080)		L	06/21/2002
635405-10-3	NATIONAL CITY CORPORATION	150.000	4.098	27.320	4.098	3.945		180	(288)		L	03/15/2001
64120L-10-4	NETWORK APPLIANCE INC	200.000	2.000	10.000	2.000	2.278			(278)		L	08/29/2002
650111-10-7	NEW YORK TIMES A	100.000	4.573	45.730	4.573	4.219		53	248		L	04/23/2001
651229-10-6	NEWELL RUBBERMAID	100.000	3.033	30.330	3.033	3.471		21	(438)		L	08/29/2002
651639-10-6	NEWMONT MINING CORPORATION	100.000	2.903	29.030	2.903	2.903		.6	(.2)		L	08/29/2002
65332V-10-3	NEXTEL COMMUNICATIONS	700.000	8.085	11.550	8.085	9.195			(1.110)		L	12/23/2002
654086-10-7	NICOR INCORPORATED	100.000	3.403	34.030	3.403	4.832	46	92	(1.429)		L	06/20/2002
654106-10-3	NIKE INC CL B	100.010	4.447	44.470	4.447	5.271	14	72	(824)		L	06/20/2002
65473P-10-5	NISOURCE INCORPORATED	100.000	2.000	20.000	2.000	2.330		58	(330)		L	06/20/2002
655664-10-0	NORDSTROM INCORPORATED	100.000	1.897	18.970	1.897	2.062		38	(126)		L	08/21/2001
655844-10-8	NORFOLK SOUTHERN CORPORATION	150.000	2.999	19.990	2.999	3.415		21	(417)		L	06/21/2002
666807-10-2	NORTHROP GRUMMAN CORPORATION	76.000	7.372	97.000	7.372	7.376		95	(.4)		L	12/16/2002
676220-10-6	OFFICE DEPOT INCORPORATION	100.000	1.476	14.760	1.476	1.710			(234)		L	06/20/2002
681919-10-6	OMNICO GROUP INCORPORATED	100.000	6.460	64.600	6.460	8.228	20	68	(2.475)		L	09/12/2000
68389X-10-5	ORACLE CORPORATION	1,950.000	21.060	10.800	21.060	22.119			(3.463)		L	11/14/2002
693718-10-8	PACCAR INCORPORATION	100.000	4.613	46.130	4.613	4.272	70	40	341		L	06/20/2002
695257-10-5	PACTIV CORP COM	100.000	2.186	21.860	2.186	2.424			(238)		L	06/20/2002
696429-30-7	PALL CORPORATION	100.000	1.668	16.680	1.668	2.196		18	(528)		L	06/20/2002
699173-10-0	PARAMETRIC TECHNOLOGY	100.000	252	2.520	252	339			(87)		L	06/20/2002
704326-10-7	PAYCHECK INCORPORATED	100.000	2.790	27.900	2.790	3.299		22	(505)		L	06/20/2002
712713-10-6	PEOPLESOFT INCORPORATED	300.000	5.490	18.300	5.490	9.518			(4.028)		L	02/20/2002
713409-10-0	PEPSI BOTTLING GROUP INC	100.000	2.570	25.700	2.570	3.318		.1	(748)		L	06/20/2002
713448-10-8	PEPSICO INCORPORATED	550.000	23.221	42.220	23.221	22.700	83	325	(3.559)		L	12/05/2000
717081-10-3	PFIZER INCORPORATED	2,150.000	65.726	30.570	65.726	61.377		1,021	(18.603)		L	11/14/2002
71713U-10-2	PHARMACIA CORPORATION	476.000	19.897	41.800	19.897	20.678		203	372		L	11/14/2002
718154-10-7	PHILLIP MORRIS COMPANIES	700.000	28.371	40.530	28.371	36.855	448	912	(8.484)		L	06/21/2002
729251-10-8	PLUM GREEK TIMBER CO INC	100.000	2.360	23.600	2.360	3.092			(732)		L	06/20/2002
74005P-10-4	PRAXAIR INCORPORATED	50.000	2.889	57.770	2.889	2.716		19	.173		L	06/21/2002
742718-10-9	PROCTOR & GAMBLE COMPANY	300.000	25.782	85.940	25.782	26.313			(531)		L	12/23/2002
743315-10-3	PROGRESSIVE CORP OHIO	100.000	4.963	49.630	4.963	5.888		.5	(925)		L	06/20/2002
747277-10-1	QLOGIC CORPORATION	150.000	5.177	34.510	5.177	5.974			(798)		L	12/23/2002
747525-10-3	QUALCOMM INCORPORATED	300.000	10.917	36.390	10.917	8.022			2.895		L	06/21/2002
750438-10-3	RADIOSHACK CORPORATION	100.000	1.874	18.740	1.874	2.986		22	(1.112)		L	06/20/2002
75409P-20-2	RATIONAL SOFTWARE CORPORATION	100.000	1.039	10.390	1.039	1.067			(.28)		L	06/20/2002
755111-50-7	RAYTHEON CO COM NEW	150.000	4.613	30.750	4.613	6.184	30	50	(1.571)		L	08/29/2002
770323-10-3	ROBERT HALF INTL INC	100.000	1.611	16.110	1.611	2.421			(810)		L	06/20/2002
773903-10-9	ROCKWELL INTL CORP NEW	200.000	4.142	20.710	4.142	4.093		33	.49		L	12/23/2002
774341-10-1	ROCKWELL COLLINS INCORPORATED	200.000	4.652	23.260	4.652	4.793		27	(141)		L	08/29/2002
775371-10-7	ROHM & HAAS COMPANY	100.000	3.248	32.480	3.248	3.957		42	(709)		L	06/20/2002
78442P-10-6	SLM CORP - USA ED INC	50.000	5.193	103.860	5.193	4.699		23	495		L	06/21/2002
786514-20-8	SAFEWAY INCORPORATED	475.000	11.096	23.360	11.096	24.443			(8.735)		L	04/09/2001
790849-10-3	ST JUDE MED INC	100.000	3.972	39.720	3.972	3.879			.93		L	06/21/2002
800907-10-7	SANMINA CORPORATION	200.000	.898	4.490	.898	1.400			(502)		L	06/20/2002
803111-10-3	SARA LEE CORPORATION	300.000	6.753	22.510	6.753	6.183	47	45	570		L	06/21/2002
806605-10-1	SCHERING-PLOUGH CORPORATION	600.000	13.320	22.200	13.320	23.672		402	(8.166)		L	05/18/2001
806857-10-8	SCHLUMBERGER LTD	400.000	16.836	42.090	16.836	28.239	75	300	(5.144)		L	12/15/2000
808513-10-5	SCHWAB CHARLES CORP NEW	500.000	5.425	10.850	5.425	4.856		.7	569		L	08/29/2002
81123@-10-0	STOCK INDEX INVESTMENT TRUST	115,809.640	1,663.026	14.360	1,663.026	2,450.000			(480.610)		U	01/12/2000
812387-10-8	SEARS ROEBUCK & COMPANY	100.000	2.395	23.950	2.395	5.541	23	23	(3.146)		L	06/20/2002
824348-10-6	SHERWIN WILLIAMS COMPANY	100.000	2.825	28.250	2.825	3.053		30	(228)		L	06/20/2002

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							8 Declared but Unpaid	9 Amount Received During Year				
826170-10-2	STIEBEL SYSTEMS INCORPORATED	150,000	1,110	7.400	1,110	2,139			(1,029)		L	06/21/2002
826552-10-1	SIGMA ALDRICH CORPORATION	50,000	2,435	48.700	2,435	2,430	5	4	6		L	06/21/2002
828806-10-9	SIMON PTY GROUP INC NE	150,000	5,111	34.070	5,111	5,322		83	(212)		L	08/29/2002
833034-10-1	SNAP ON INCORPORATED	100,000	2,811	28.110	2,811	3,012		49	(201)		L	06/20/2002
834182-10-7	SOLETRON CORPORATION	300,000	1,065	3.550	1,065	1,605			(540)		L	06/20/2002
844741-10-8	SOUTHWEST AIRLINES COMPANY	300,000	4,170	13.900	4,170	4,790	1	1	(620)		L	06/21/2002
854616-10-9	STANLEY WORKS	50,000	1,729	34.580	1,729	2,077		26	(348)		L	06/21/2002
855030-10-2	STAPLES INCORPORATED	150,000	2,745	18.300	2,745	2,991			(246)		L	06/21/2002
855244-10-9	STARBUCKS CORPORATION	150,000	3,057	20.380	3,057	3,733			(676)		L	06/21/2002
863667-10-1	STRYKER CORPORATION	100,000	6,712	67.120	6,712	5,433	12		1,279		L	06/20/2002
866810-10-4	SUN MICROSYSTEMS INC	1,200,000	3,732	3.110	3,732	6,770			(3,038)		L	06/21/2002
86764P-10-9	SUNOCO INCORPORATED	100,000	3,318	33.180	3,318	3,666		50	(348)		L	06/20/2002
868536-10-3	SUPERVALU INCORPORATION	100,000	1,651	16.510	1,651	2,810		29	(1,159)		L	06/20/2002
871829-10-7	SYSCO CORPORATION	250,000	7,448	29.790	7,448	6,899	28	45	549		L	06/21/2002
872540-10-9	TJX COMPANIES INC NEW	200,000	3,904	19.520	3,904	4,022		12	(118)		L	06/21/2002
872941-10-9	TMP WORLDWIDE INCORPORATED	50,000	566	11.310	566	1,187			(621)		L	06/21/2002
87612E-10-6	TARGET CORPORATION	300,000	9,000	30.000	9,000	8,405		72	(3,315)		L	11/03/2000
879131-10-0	TEKTRONIX INCORPORATED	50,000	910	18.190	910	889			21		L	06/21/2002
880336-10-0	TENET HEALTHCARE CORPORATION	150,000	2,460	16.400	2,460	5,573			(3,412)		L	07/12/2001
880770-10-2	TERADYNE INCORPORATED	100,000	1,301	13.010	1,301	3,560			(1,713)		L	02/09/2001
882508-10-4	TEXAS INSTRUMENTS	700,000	10,507	15.010	10,507	27,036		60	(9,093)		L	05/02/2001
88579Y-10-1	3M COMPANY	150,000	18,495	123.300	18,495	19,294		155	(799)		L	11/14/2002
886547-10-8	TIFFANY & COMPANY NEW	100,000	2,391	23.910	2,391	3,619	4	4	(1,228)		L	06/20/2002
891027-10-4	TORCHMARK CORPORATION	50,000	1,827	36.530	1,827	1,935		9	(109)		L	06/21/2002
896047-10-7	TRIBUNE COMPANY NEW	100,000	4,546	45.460	4,546	4,337		22	209		L	06/20/2002
902124-10-6	TYCO INTL LTD	750,000	12,810	17.080	12,810	11,726	9	9	1,084		L	08/29/2002
902911-10-6	U S T INCORPORATED	150,000	5,015	33.430	5,015	5,553		144	(539)		L	06/21/2002
907818-10-8	UNION PAC CORPORATION	100,000	5,987	59.870	5,987	6,461	23	20	(474)		L	06/20/2002
909214-10-8	UNISYS CORPORATION	100,000	990	9.900	990	980			10		L	06/20/2002
911312-10-6	UNITED PARCEL SERVICE CL B	400,000	25,232	63.080	25,232	25,545	76		(313)		L	08/29/2002
912909-10-8	UNITED STATES STEEL CORP NEW	150,000	1,968	13.120	1,968	3,156		30	(749)		L	06/12/2001
913017-10-9	UNITED TECHNOLOGIES CORP	200,000	12,388	61.940	12,388	12,489		208	(538)		L	10/20/2000
91324P-10-2	UNITEDHEALTH GROUP INC	100,000	8,350	83.500	8,350	9,622			(1,272)		L	06/20/2002
91529Y-10-6	UNUMPROVIDENT	100,000	1,754	17.540	1,754	2,517			(763)		L	06/20/2002
918204-10-8	V F CORPORATION	50,000	1,803	36.050	1,803	1,966		25	(163)		L	06/21/2002
923436-10-9	VERITAS SOFTWARE CORP	150,000	2,343	15.620	2,343	2,661			(318)		L	11/14/2002
925524-30-8	VIACOM INC CL B	650,000	26,494	40.760	26,494	33,448			(1,625)		L	08/29/2002
92839U-10-7	VISTEON CORPORATION	100,000	696	6.960	696	1,524		12	(828)		L	06/20/2002
929160-10-9	VULCAN MATERIALS COMPANY	100,000	3,750	37.500	3,750	4,741		47	(991)		L	06/20/2002
931142-10-3	WAL-MART STORES INCORPORATED	1,600,000	80,816	50.510	80,816	90,614	120	329	(9,855)		L	06/21/2002
931422-10-9	WALGREEN COMPANY	350,000	10,217	29.190	10,217	13,541		26	(3,324)		L	06/21/2002
94106L-10-9	WASTE MGMT INC DEL	250,000	5,730	22.920	5,730	7,104		3	(1,374)		L	06/21/2002
94973H-10-8	WELLPOINT HEALTH NETWORK	100,000	7,116	71.160	7,116	8,447			(1,331)		L	06/20/2002
969457-10-0	WILLIAMS COS INC DEL	100,000	270	2.700	270	735			(465)		L	06/20/2002
982526-10-5	WRIGLEY WM JR COMPANY	100,000	5,488	54.880	5,488	5,711		41	(223)		L	06/20/2002
983024-10-0	WYETH	500,000	18,700	37.400	18,700	27,212		460	(11,980)		L	09/18/2000
984121-10-3	XEROX CORPORATION	250,000	2,013	8.050	2,013	2,011			2		L	06/21/2002
984332-10-6	YAHOO INCORPORATED	200,000	3,270	16.350	3,270	3,118			152		L	06/21/2002
988498-10-1	YUM BRANDS INCORPORATED	100,000	2,422	24.220	2,422	3,042			(620)		L	08/29/2002
G0070K-10-3	ACE LIMITED	100,000	2,934	29.340	2,934	3,331	17	34	(397)		L	06/22/2002
G24182-10-0	COOPER INDUSTRIES LTD	50,000	1,823	36.450	1,823	2,025	18	18	(202)		L	06/21/2002
G4776G-10-1	INGERSOLL RAND COMPANY	100,000	4,306	43.060	4,306	4,703		34	(397)		L	06/20/2002
G6359F-10-3	NABORS INDUSTRIES LTD COM	100,000	3,527	35.270	3,527	5,091			94		L	06/01/2001
COUNTRY TOTAL - U.S.			4,673,322	XXX	4,673,322	6,145,257	4,706	27,935	(1,144,573)	0	XXX	XXX
INDUSTRIAL & MISCELLANEOUS - OTHER												
055622-10-4	BP AMOCO PLC SPON ADR	100,000	4,065	40.650	4,065	4,962		179	(586)		L	08/07/2001
780257-80-4	ROYAL DUTCH PETE COMPANY	300,000	13,206	44.020	13,206	18,726			683	(1,500)	L	10/16/2000
COUNTRY TOTAL - OTHER			17,271	XXX	17,271	23,686	0	862	(2,086)	0	XXX	XXX
6899999 - Total - Common Stock - Industrial, Misc.			4,690,593	XXX	4,690,593	6,168,945	4,706	28,798	(1,146,659)		XXX	XXX
PARENTS, SUBSIDIARIES AND AFFILIATES - U.S.												
91862#-10-2	UTICA (BERMUDA) LTD	120,000,050	7,365	0.061	7,365	254,791			(20,742)		A	09/13/1999

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ANNUAL STATEMENT FOR THE YEAR 2002 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

SCHEDULE D - PART 2 - SECTION 2

Showing all COMMON STOCKS Owned December 31 of Current Year

1 CUSIP Identification	2 Description	3 Number of Shares	4 Book/Adjusted Carrying Value	5 Rate Per Share Used to Obtain Fair Value	6 Fair Value	7 Actual Cost	Dividends		10 Increase (Decrease) by Adjustment	11 Increase (Decrease) by Foreign Exchange Adjustment	12 NAIC Desig- nation (a)	13 Date Acquired	
							8 Declared but Unpaid	9 Amount Received During Year					
6999999	Total - Common Stock - Parent, Subsidiaries, Affiliates		7,365	XXX	7,365	254,791			(20,742)	0	XXX	XXX	
7099999	Total - Common Stocks		5,455,275	XXX	5,455,275	7,354,500	5,746		41,442	(1,309,068)	0	XXX	XXX
7199999	Total - Preferred and Common Stocks		5,455,275	XXX	5,455,275	7,354,500	5,746		41,442	(1,309,068)	0	XXX	XXX

(a) For all common stocks bearing the NAIC designation "U" provide: the number of such issues1, the total \$ value (included in Column 6) of all such issues \$1,663,026

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ANNUAL STATEMENT FOR THE YEAR 2002 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

SCHEDULE D - PART 3

Showing All Long-Term Bonds and Stocks ACQUIRED During Current Year

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
US GOVERNMENT OBLIGATIONS - U.S.							
912827-3E-0	UNITED STATES TREAS NOTES	05/13/2002	MORGAN STANLEY & CO		106,898	100,000	1,523
COUNTRY TOTAL - U.S.					106,898	100,000	1,523
0399999 - Total - Bonds - U.S. Government					106,898	100,000	1,523
SPECIAL REVENUE AND ASSESSMENTS - U.S.							
U.S. GOVERNMENT							
312870-ND-9	FHLMC GOLD POOL #G64888	06/01/2002	CR SUISSE FIRST BOSTON		1,012,265	1,000,000	2,167
31286W-2Z-0	FHLMC GOLD POOL #E92592	11/01/2002	CR SUISSE FIRST BOSTON		773,203	750,000	2,063
31292H-SZ-8	FHLMC GOLD POOL #C01436	12/01/2002	COUNTRYWIDE SECURITIES		757,324	750,000	1,260
31371K-HW-4	FNMA POOL #254145	11/01/2002	JP MORGAN/CHASE SEC		746,342	740,441	1,471
31386T-FU-4	FNMA POOL #572679	01/14/2002	LEHMAN BROTHERS INC		1,015,548	1,000,001	2,889
31390E-SX-1	FNMA POOL #644134	05/01/2002	GOLDMAN SACHS		502,773	500,000	1,264
31390U-3Z-7	FNMA POOL #657016	11/07/2002	JP MORGAN/CHASE SEC		557,305	550,000	1,092
31391A-WP-0	FNMA POOL #661354	09/27/2002	LEHMAN BROTHERS INC		718,047	700,000	1,633
31392E-AF-7	FNR 2002-55 QD	08/25/2002	UBS WARBURG LLC		513,594	500,000	2,215
31392T-4E-4	FHR 2483 DC	08/23/2002	BEAR STEARNS & CO., INC		518,750	500,000	2,215
STATE TOTAL					7,115,151	6,990,442	18,269
COUNTRY TOTAL - U.S.					7,115,151	6,990,442	18,269
3199999 - Total - Bonds - Special Revenue					7,115,151	6,990,442	18,269
PUBLIC UTILITIES - U.S.							
00209T-AA-3	AT&T BROADBAND CORPORATION	11/19/2002	EXCHANGE		326,088	339,445	
100599-BU-2	BOSTON EDISON COMPANY	10/09/2002	CR SUISSE FIRST BOSTON		248,243	250,000	
291011-AR-5	EMERSON ELECTRIC	10/02/2002	BANC AMERICA SECURITIES		248,178	250,000	
637432-CV-5	NATIONAL RURAL UTILITIES	08/23/2002	BANC AMERICA SECURITIES		248,398	250,000	
COUNTRY TOTAL - U.S.					1,070,906	1,089,445	0
PUBLIC UTILITIES - OTHER							
656531-AJ-9	NORSK HYDRO	06/28/2002	UBS WARBURG LLC		1,041,730	1,000,000	33,367
COUNTRY TOTAL - OTHER					1,041,730	1,000,000	33,367
3899999 - Total - Bonds - Public Utilities					2,112,636	2,089,445	33,367
INDUSTRIAL & MISCELLANEOUS - U.S.							
002824-AM-2	ABBOTT LABS	11/12/2002	SPEAR LEED & KELLOGG		273,110	250,000	5,234
013817-AG-6	ALCOA INCORPORATED	08/16/2002	BANC AMERICA SECURITIES		251,168	250,000	236
026609-AE-7	AMERICAN HOME PRODUCTS CORP	10/04/2002	MORGAN STANLEY & CO		274,403	250,000	2,963
035229-CP-6	ANHEUSER-BUSCH COS INCORPORATED	10/10/2002	BANC ONE CAPITAL MARKETS		249,260	250,000	
039483-AG-7	ARCHER DANIELS MIDLAND COMPANY	11/18/2002	LEHMAN BROTHERS INC		317,660	250,000	2,219
059438-AL-5	BANC ONE CORPORATION	06/28/2002	UBS WARBURG LLC		1,218,740	1,000,000	33,465
066050-CQ-6	BANKAMERICA CORP SUB NT	08/28/2002	BANC AMERICA SECURITIES		276,198	250,000	1,472
134429-AQ-2	CAMPBELL SOUP COMPANY	09/04/2002	UBS WARBURG LLC		268,418	250,000	6,493
14911R-AE-9	CATERPILLAR FINANCIAL SERVICE	11/14/2002	GOLDMAN SACHS		264,055	250,000	4,807
166760-AA-6	CHEVRON CAPITAL CORPORATION	09/05/2002	LEHMAN BROTHERS INC		249,543	250,000	
17303M-GW-3	CITICORP SUB NT NC	08/28/2002	BEAR STEARNS & CO., INC		276,933	250,000	3,014
22237L-MQ-2	COUNTRYWIDE HOME LOAN COMPANY	10/08/2002	BEAR STEARNS & CO., INC		260,923	250,000	5,625
22540A-J7-4	CSFB 2001-CF2 A4	08/23/2002	CR SUISSE FIRST BOSTON		547,520	500,000	2,439
239753-BK-1	DAYTON HUDSON CORPORATION	06/28/2002	UBS WARBURG LLC		596,180	500,000	20,067
244217-BG-9	JOHN DEERE CAPITAL CORPORATION	10/09/2002	BARCLAYS CAPITAL SEC		290,420	250,000	1,458
260543-BP-7	DOW CHEMICALS	10/07/2002	BANC AMERICA SECURITIES		261,033	250,000	4,592
263534-BJ-7	DU PONT E I DE NEMOURS & CO	09/30/2002	CR SUISSE FIRST BOSTON		295,243	250,000	8,021
337358-BK-0	FIRST UNION CORPORATION	03/05/2002	FIRST UNION SECURITIES		1,029,230	1,000,000	27,911
369626-YZ-1	GENERAL ELECTRIC CAPITAL CORP	09/16/2002	BANC AMERICA SECURITIES		262,108	250,000	3,542
370425-RP-7	GENERAL MOTORS ACCEPTANCE CORP	06/28/2002	UBS WARBURG LLC		1,056,600	1,000,000	35,306
381317-AP-1	GOLDEN WEST FINANCIAL	10/08/2002	LEHMAN BROTHERS INC		256,985	250,000	1,776
438516-AM-8	HONEYWELL INTERNATIONAL	10/08/2002	BANC AMERICA SECURITIES		262,450	250,000	5,694
46625H-AM-2	JP MORGAN CHASE & COMPANY	05/23/2002	JP MORGAN/CHASE SEC		501,560	500,000	6,167
50075N-AG-9	KRAFT FOODS INCORPORATED	12/06/2002	LEHMAN BROTHERS INC		532,985	500,000	729
501773-BB-0	LBCMT 1998-C1 A3	08/28/2002	LEHMAN BROTHERS INC		548,750	500,000	180
532457-AU-2	ELI LILLY & COMPANY	10/09/2002	MERRILL LYNCH		280,905	250,000	1,250
5525V0-AE-6	M&I MARSHALL & ILSLEY BANK	08/20/2002	VARIOUS		250,419	250,000	17
585907-AL-2	MELLON BANK NA SUB NOTES	04/03/2002	LEHMAN BROTHERS INC		546,915	500,000	2,436
617446-HB-8	MORGAN STANLEY DEAN WITTER	04/22/2002	BEAR STEARNS & CO., INC		759,383	750,000	2,658
61746W-ET-3	MSDWC 2001-PPM A3	08/16/2002	BEAR STEARNS & CO., INC		545,156	500,000	1,817
61746W-GB-0	MSDWC 2001-TOP 1 A4	08/15/2002	BEAR STEARNS & CO., INC		554,277	500,000	1,758

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ANNUAL STATEMENT FOR THE YEAR 2002 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

SCHEDULE D - PART 3

Showing All Long-Term Bonds and Stocks ACQUIRED During Current Year

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
634906-CB-5	NATIONAL CITY BANK OF INDIANA	10/08/2002	LEHMAN BROTHERS INC		265,603	250,000	4,232
655356-JF-1	NASC 1998-D6 A1B	08/16/2002	BEAR STEARNS & CO., INC		549,883	500,000	915
693476-AP-8	PNC FUNDING CORPORATION	06/28/2002	UBS WARBURG LLC		543,935	500,000	6,458
69350E-AH-3	PP&L TRANSITION BD 1999-1 A8	08/27/2002	BANC ONE CAPITAL MARKETS		570,098	500,000	6,455
760719-AL-8	REPUBLIC NY CORP	06/28/2002	UBS WARBURG LLC		1,244,210	1,000,000	20,583
803111-AK-9	SARA LEE CORPORATION	10/08/2002	BNP PARIBAS		280,790	250,000	1,128
86358R-SU-2	SASC 2001-19 1A4	08/16/2002	LEHMAN BROTHERS INC		513,301	500,000	1,806
867914-AU-7	SUNTRUST BANKS INC SR NT	11/12/2002	BANC AMERICA SECURITIES		267,070	250,000	5,786
91159H-GD-6	US BANCORP	08/26/2002	CR SUISSE FIRST BOSTON		249,373	250,000	82
931142-BR-3	WAL-MART STORES	09/16/2002	LEHMAN BROTHERS INC		260,268	250,000	2,036
939335-4P-7	WAMMS 2002-MS5 4A4	08/19/2002	CR SUISSE FIRST BOSTON		513,672	500,000	1,896
949746-CH-2	WELLS FARGO & COMPANY SR NT	05/23/2002	BANC ONE CAPITAL MARKETS		502,695	500,000	8,115
94977T-AP-3	WFMB 200126 A14	08/16/2002	SALOMON, SMITH BARNEY INC		514,063	500,000	1,806
COUNTRY TOTAL - U.S.					19,833,483	18,250,000	254,644
4599999 - Total - Bonds - Industrial, Misc.					19,833,483	18,250,000	254,644
6099997 - Total - Bonds - Part 3					29,168,168	27,429,887	307,803
6099998 - Total - Bonds - Part 5					16,834,902	16,141,000	92,022
6099999 - Total - Bonds					46,003,070	43,570,887	399,825
6599998 - Total - Preferred Stocks - Part 5					0	XXX	0
6599999 - Total - Preferred Stocks					0	XXX	0
PUBLIC UTILITIES - U.S.							
001957-50-5	AT&T CORP NEW	11/27/2002	EXCHANGE	270,000	5,234		
025537-10-1	AMERICAN ELECTRIC POWER INC	06/21/2002	STATE ST BROKERAGE SERV	100,000	4,059		
15189T-10-7	CENTERPOINT ENERGY INCORPORATED	06/20/2002	SSGA CROSS	100,000	1,700		
210371-10-0	CONSTELLATION ENERGY GROUP	06/21/2002	STATE ST BROKERAGE SERV	50,000	1,407		
233331-10-7	DTE ENERGY COMPANY	06/20/2002	STATE ST BROKERAGE SERV	100,000	4,429		
264399-10-6	DUKE ENERGY CORPORATION	06/21/2002	VARIOUS	300,000	9,472		
268160-10-1	DYNEGY INCORPORATED	06/21/2002	STATE ST BROKERAGE SERV	150,000	1,146		
281020-10-7	EDISON INTERNATIONAL	06/20/2002	STATE ST BROKERAGE SERV	100,000	1,877		
285512-10-9	ELECTRONIC ARTS INCORPORATED	08/29/2002	KNIGHT SECURITIES	50,000	3,161		
291011-10-4	EMERSON ELECTRIC COMPANY	06/21/2002	STATE ST BROKERAGE SERV	150,000	8,382		
29364G-10-3	ENTERGY CORP NEW	06/20/2002	STATE ST BROKERAGE SERV	100,000	4,321		
30161N-10-1	EXELON CORPORATION	11/14/2002	INVESTMENT TECH INC	150,000	7,512		
337932-10-7	FIRSTENERGY CORPORATION	06/20/2002	STATE ST BROKERAGE SERV	100,000	3,439		
49337W-10-0	KEYSPAN ENERGY	06/20/2002	STATE ST BROKERAGE SERV	100,000	3,668		
530718-10-5	LIBERTY MEDIA CORP A	11/21/2002	RIGHTS SUBSCRIPTION	38,000	228		
674599-10-5	OCCIDENTAL PETE CORP DE	06/20/2002	STATE ST BROKERAGE SERV	100,000	3,034		
69331C-10-8	PG&E CORPORATION	06/21/2002	STATE ST BROKERAGE SERV	150,000	3,152		
711030-10-6	PEOPLES ENERGY CORPORATION	06/20/2002	STATE ST BROKERAGE SERV	100,000	3,831		
743263-10-5	PROGRESS ENERGY INCORPORATED	06/20/2002	STATE ST BROKERAGE SERV	100,000	5,073		
749121-10-9	QWEST COMMUNICATIONS INC	06/21/2002	STATE ST BROKERAGE SERV	600,000	2,788		
816851-10-9	SEMPRA ENERGY	06/20/2002	STATE ST BROKERAGE SERV	100,000	2,356		
842587-10-7	SOUTHERN COMPANY	12/23/2002	VARIOUS	300,000	8,263		
852061-10-0	SPRINT CORPORATION	06/20/2002	SSGA CROSS	100,000	1,090		
873168-10-8	TXU CORPORATION	06/20/2002	SSGA CROSS	100,000	5,135		
98389B-10-0	XCEL ENERGY INCORPORATED	06/21/2002	VARIOUS	150,000	2,455		
COUNTRY TOTAL - U.S.					97,210	XXX	0
6699999 - Total - Common Stocks - Public Utilities					97,210	XXX	
BANKS, TRUST AND INSURANCE COMPANIES - U.S.							
001055-10-2	AFLAC INCORPORATED	06/20/2002	STATE ST BROKERAGE SERV	200,000	6,142		
00817Y-10-8	AETNA INCORPORATED NEW	06/21/2002	STATE ST BROKERAGE SERV	50,000	2,495		
020002-10-1	ALLSTATE CORPORATION	06/21/2002	VARIOUS	250,000	9,454		
032165-10-2	AMSOUTH BANCORPORATION	08/29/2002	VARIOUS	200,000	4,441		
054937-10-7	BB&T CORPORATION	08/29/2002	SPEAR LEED & KELLOGG	150,000	5,635		
060505-10-4	BANK AMERICA CORP	12/23/2002	ALEX BROWN & SONS	450,000	31,559		
06423A-10-3	BANK ONE CORPORATION	06/21/2002	STATE ST BROKERAGE SERV	450,000	17,249		
14040H-10-5	CAPITAL ONE FINANCIAL	06/20/2002	STATE ST BROKERAGE SERV	100,000	5,823		
172062-10-1	CINCINNATI FINANCIAL CORP	06/20/2002	STATE ST BROKERAGE SERV	100,000	4,582		
316773-10-0	FIFTH THIRD BANCORP	11/14/2002	VARIOUS	200,000	12,766		
381317-10-6	GOLDEN WEST FINANCIAL CORP DEL	06/21/2002	STATE ST BROKERAGE SERV	50,000	3,453		
416515-10-4	HARTFORD FINANCIAL SERV GROUP	06/20/2002	STATE ST BROKERAGE SERV	100,000	6,135		

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ANNUAL STATEMENT FOR THE YEAR 2002 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

SCHEDULE D - PART 3

Showing All Long-Term Bonds and Stocks ACQUIRED During Current Year

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
55262C-10-0	MBIA INCORPORATION	06/21/2002	STATE ST BROKERAGE SERV	50.000	2,814		
55262L-10-0	MBNA CORPORATION	07/18/2002	VARIOUS	450.000	9,777		
571748-10-2	MARSH & MCLENNAN CO INC.	07/05/2002	STOCK SPLIT	100.000			
59156R-10-8	METLIFE	11/14/2002	INVESTMENT TECH INC.	250.000	6,706		
659424-10-5	NORTH FORK BANCORPORATION	08/29/2002	SPEAR LEED & KELLOGG	200.000	8,287		
723484-10-1	PINNACLE WEST CAPITAL CORP	06/20/2002	STATE ST BROKERAGE SERV	100.000	3,796		
74251V-10-2	PRINCIPAL FINANCIAL GROUP INC.	08/29/2002	SPEAR LEED & KELLOGG	150.000	4,412		
744320-10-2	PRUDENTIAL FINANCIAL INC.	08/29/2002	SPEAR LEED & KELLOGG	250.000	7,576		
785905-10-0	SABRE GROUP HLDGS INC.	06/21/2002	STATE ST BROKERAGE SERV	50.000	1,752		
89420G-10-9	TRAVELERS PPTY CAS CL A	08/26/2002	DISTRIBUTION OF SHARES	78.000	1,536		
89420G-40-6	TRAVELERS PPTY CAS CL B	08/26/2002	DISTRIBUTION OF SHARES	160.000	3,429		
902973-30-4	US BANCORP	06/21/2002	VARIOUS	700.000	15,952		
939322-10-3	WASHINGTON MUTUAL INC.	08/29/2002	VARIOUS	450.000	17,115		
698255-10-5	XL CAPITAL LTD	06/21/2002	STATE ST BROKERAGE SERV	50.000	4,400		
COUNTRY TOTAL - U.S.					197,284	XXX	0
6799999 - Total - Common Stocks - Banks, Trusts, Insurance					197,284	XXX	
INDUSTRIAL & MISCELLANEOUS - U.S.							
00184A-10-5	AOL TIME WARNER INCORPORATED	06/20/2002	SSGA CROSS	600.000	9,600		
00724F-10-1	ADOBE SYSTEMS INCORPORATED	06/20/2002	STATE ST BROKERAGE SERV	100.000	2,798		
00846U-10-1	AGILENT TECHNOLOGIES INC.	06/21/2002	STATE ST BROKERAGE SERV	150.000	3,585		
009158-10-6	AIR PRODUCTS & CHEMICALS INC.	06/20/2002	STATE ST BROKERAGE SERV	100.000	4,860		
013104-10-4	ALBERTSONS INCORPORATED	08/29/2002	SPEAR LEED & KELLOGG	100.000	2,575		
017361-10-6	ALLEGHENY ENERGY INCORPORATED	06/20/2002	STATE ST BROKERAGE SERV	100.000	3,288		
019589-30-8	ALLIED WASTE INDS INC.	06/20/2002	STATE ST BROKERAGE SERV	100.000	1,139		
023139-10-8	AMBAC INCORPORATED	11/14/2002	INVESTMENT TECH INC.	50.000	2,809		
023608-10-2	AMEREN CORPORATION	08/29/2002	SPEAR LEED & KELLOGG	100.000	4,390		
03073E-10-5	AMERSOURCEBERGEN CORP	06/21/2002	STATE ST BROKERAGE SERV	50.000	3,986		
031162-10-0	AMGEN INCORPORATED	07/17/2002	VARIOUS	488.000	20,032		
032654-10-5	ANALOG DEVICES INCORPORATED	12/23/2002	VARIOUS	150.000	4,342		
034425-10-8	ANDREW CORPORATION	06/20/2002	STATE ST BROKERAGE SERV	100.000	1,443		
035229-10-3	ANHEUSER BUSCH COS INC.	06/21/2002	VARIOUS	300.000	15,237		
03674B-10-4	ANTHEM INC.	11/14/2002	INVESTMENT TECH INC.	50.000	3,215		
037604-10-5	APOLLO GROUP INCORPRATED	06/20/2002	STATE ST BROKERAGE SERV	100.000	3,662		
037833-10-0	APPLE COMPUTER INCORPORATED	06/21/2002	STATE ST BROKERAGE SERV	150.000	2,564		
038222-10-5	APPLIED MATERIALS	04/22/2002	STOCK SPLIT	1,275.000			
039483-10-2	ARCHER DANIELS MIDLAND	06/21/2002	STATE ST BROKERAGE SERV	250.000	3,326		
053015-10-3	AUTOMATIC DATA PROCESSING	06/21/2002	STATE ST BROKERAGE SERV	150.000	6,800		
053332-10-2	AUTOZONE INCORPORATED	06/21/2002	STATE ST BROKERAGE SERV	50.000	4,071		
053499-10-9	AVAYA INCORPORATED	06/20/2002	STATE ST BROKERAGE SERV	100.000	517		
053611-10-9	AVERY DENNISON CORPORATION	08/29/2002	SPEAR LEED & KELLOGG	50.000	3,077		
054303-10-2	AVON PRODUCTS INCORPORATED	12/23/2002	VARIOUS	150.000	7,938		
075896-10-0	BED BATH & BEYOND INC.	06/20/2002	STATE ST BROKERAGE SERV	100.000	3,462		
086516-10-1	BEST BUY INCORPORATED	06/20/2002	STATE ST BROKERAGE SERV	100.000	3,852		
089302-10-3	BIG LOTS INCORPORATED	06/20/2002	STATE ST BROKERAGE SERV	100.000	1,905		
090613-10-0	BIOMET INCORPORATED	06/20/2002	STATE ST BROKERAGE SERV	100.000	2,682		
093671-10-5	H & R BLOCK INCORPOATED	08/29/2002	VARIOUS	150.000	7,285		
097023-10-5	BOEING COMPANY	06/21/2002	STATE ST BROKERAGE SERV	300.000	13,077		
101137-10-7	BOSTON SCIENTIFIC CORPORATION	06/21/2002	STATE ST BROKERAGE SERV	150.000	4,710		
111320-10-7	BROADCOM CORPORATION	06/20/2002	SSGA CROSS	100.000	1,961		
12189T-10-4	BURLINGTON NORTHN SANTA	06/21/2002	STATE ST BROKERAGE SERV	150.000	4,478		
126650-10-0	CYS CORP DELAWARE	06/20/2002	STATE ST BROKERAGE SERV	100.000	3,320		
131347-10-6	CALPINE CORPORATION	06/21/2002	STATE ST BROKERAGE SERV	150.000	1,253		
134429-10-9	CAMPBELL SOUP COMPANY	06/21/2002	STATE ST BROKERAGE SERV	150.000	4,176		
14149Y-10-8	CARDINAL HEALTH INCORPORATED	06/21/2002	STATE ST BROKERAGE SERV	150.000	9,754		
143130-10-2	CARMAX INCORPORATED	10/04/2002	REC AS DISTRIBUTION	31.000	673		
143658-10-2	CARNIVAL CORPORATION	06/21/2002	STATE ST BROKERAGE SERV	200.000	5,863		
149123-10-1	CATERPILLAR INCORPORATED DEL	06/20/2002	SSGA CROSS	100.000	4,775		
151313-10-3	CENDANT CORPORATION	06/21/2002	STATE ST BROKERAGE SERV	400.000	6,249		
166764-10-0	CHEVRON TEXACO CORPORATION	06/21/2002	VARIOUS	300.000	26,351		
170040-10-9	CHIRON CORPORATION	08/29/2002	KNIGHT SECURITIES	50.000	1,953		
171232-10-1	CHUBB CORPORATION	08/29/2002	SPEAR LEED & KELLOGG	50.000	3,066		
172474-10-8	CINERGY CORPORATION	06/20/2002	STATE ST BROKERAGE SERV	100.000	3,591		

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SCHEDULE D - PART 3

Showing All Long-Term Bonds and Stocks ACQUIRED During Current Year

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
172737-10-8	CIRCUIT CITY STORE/GRP	06/20/2002	STATE ST BROKERAGE SERV	100.000	2,028		
17275R-10-2	CISCO SYSTEMS INC.	06/21/2002	STATE ST BROKERAGE SERV	800.000	11,192		
172908-10-5	CINTAS CORPORATION	06/21/2002	STATE ST BROKERAGE SERV	50.000	2,353		
17453B-10-1	CITIZEN COMMUNICATIONS COMPANY	06/20/2002	STATE ST BROKERAGE SERV	100.000	914		
184502-10-2	CLEAR CHANNEL COMMUNICATION	06/20/2002	SSGA CROSS	200.000	7,940		
189054-10-9	CLOROX COMPANY DEL	06/20/2002	STATE ST BROKERAGE SERV	100.000	4,462		
191216-10-0	COCA COLA COMPANY	06/21/2002	STATE ST BROKERAGE SERV	500.000	27,861		
191219-10-4	COCA COLA ENTERPRISES	06/21/2002	STATE ST BROKERAGE SERV	150.000	3,554		
20030N-10-1	COMCAST CORP NEW CL A	11/22/2002	REC AS DISTRIBUTION	436.000	8,761		
204912-10-9	COMPUTER ASSOC INTL INC.	06/21/2002	STATE ST BROKERAGE SERV	200.000	3,110		
205638-10-9	COMPUWARE CORPORATION	06/21/2002	VARIOUS	150.000	976		
205887-10-2	CONAGRA INCORPORATED	06/21/2002	STATE ST BROKERAGE SERV	200.000	5,139		
206197-10-5	CONCORD EFS INCORPORATED	06/21/2002	VARIOUS	200.000	6,259		
20825C-10-4	CONOCOPHILLIPS COMPANY	09/05/2002	MERGER	46.000	2,676		
216831-10-7	COOPER TIRE & RUBBER COMPANY	06/20/2002	STATE ST BROKERAGE SERV	100.000	2,220		
219350-10-5	CORNING INCORPORATED	06/21/2002	VARIOUS	250.000	972		
22160K-10-5	COSTCO COMPANIES INC.	11/14/2002	VARIOUS	150.000	5,711		
233203-81-9	U S SMALL CAP VALUE PORTFOLIO	12/16/2002	DIMENSIONAL FUND ADVISORS	48,409.477	822,592		
235851-10-2	DANAHER CORP DEL	06/21/2002	STATE ST BROKERAGE SERV	50.000	3,181		
237194-10-5	DARDEN RESTAURANTS INC.	06/20/2002	STATE ST BROKERAGE SERV	100.000	2,723		
244199-10-5	DEERE & COMPANY	06/20/2002	STATE ST BROKERAGE SERV	100.000	4,477		
24522P-10-3	DEL MONTE FOODS COMPANY	12/27/2002	REC AS DISTRIBUTION	44.000	401		
247025-10-9	DELL COMPUTER CORPORATION	06/21/2002	STATE ST BROKERAGE SERV	950.000	23,130		
247126-10-5	DELPHI AUTOMOTIVE SYSTEM CORP.	06/21/2002	VARIOUS	200.000	2,733		
254067-10-1	DILLARDS INCORPORATED	06/21/2002	STATE ST BROKERAGE SERV	50.000	1,370		
256669-10-2	DOLLAR GENERAL CORPORATION	06/20/2002	STATE ST BROKERAGE SERV	100.000	1,878		
25746U-10-9	DOMINION RES INC VA NEW	06/20/2002	STATE ST BROKERAGE SERV	100.000	6,454		
257867-10-1	DONNELLEY R R & SONS COMPANY	06/21/2002	STATE ST BROKERAGE SERV	50.000	1,373		
260561-10-5	DOW JONES & COMPANY INC.	06/21/2002	STATE ST BROKERAGE SERV	50.000	2,432		
278642-10-3	EBAY INCORPORATED	08/29/2002	KNIGHT SECURITIES	100.000	5,686		
278865-10-0	ECOLAB INCORPORATED	08/29/2002	SPEAR LEED & KELLOGG	100.000	4,474		
294429-10-5	EQUIFAX INCORPORATED	06/21/2002	STATE ST BROKERAGE SERV	50.000	1,301		
294741-10-3	EQUITY OFFICE PROP	06/21/2002	STATE ST BROKERAGE SERV	150.000	4,502		
29476L-10-7	EQUITY RESIDENTIAL PPTY	06/20/2002	STATE ST BROKERAGE SERV	100.000	2,834		
30231G-10-2	EXXON MOBIL CORPORATION	06/20/2002	STATE ST BROKERAGE SERV	100.000	3,994		
307000-10-9	FAMILY DOLLAR STORES INC.	08/29/2002	SPEAR LEED & KELLOGG	100.000	2,828		
313400-30-1	FEDERAL HOME LOAN MTG COR.	06/21/2002	VARIOUS	250.000	15,734		
31410H-10-1	FEDERATED DEPT STORES	06/21/2002	STATE ST BROKERAGE SERV	50.000	1,999		
31428X-10-6	FEDEX CORPORATION	11/14/2002	INVESTMENT TECH INC.	100.000	5,562		
319963-10-4	FIRST DATA CORPORATION	06/21/2002	VARIOUS	300.000	11,677		
337738-10-8	FISERV INCORPORATED	06/21/2002	STATE ST BROKERAGE SERV	50.000	1,815		
345370-86-0	FORD MOTOR COMPANY DEL	06/21/2002	STATE ST BROKERAGE SERV	650.000	10,111		
345838-10-6	FOREST LABS INCORPORATED	06/21/2002	STATE ST BROKERAGE SERV	50.000	3,507		
349631-10-1	FORTUNE BRANDS INCORPORATED	08/29/2002	SPEAR LEED & KELLOGG	100.000	5,191		
35671D-85-7	FREEMONT-MCM CORP GOLD	06/20/2002	STATE ST BROKERAGE SERV	100.000	1,909		
364730-10-1	GANNETT INCORPORATED	06/20/2002	STATE ST BROKERAGE SERV	100.000	7,701		
364760-10-8	GAP INCORPORATED DEL	06/21/2002	STATE ST BROKERAGE SERV	300.000	4,354		
369550-10-8	GENERAL DYNAMICS CORPORATION	06/20/2002	STATE ST BROKERAGE SERV	100.000	10,907		
369604-10-3	GENERAL ELECTRIC COMPANY	11/14/2002	VARIOUS	1,600.000	45,298		
370334-10-4	GENERAL MILLS INCORPORATED	06/21/2002	STATE ST BROKERAGE SERV	150.000	6,516		
370442-10-5	GENERAL MOTORS CORPORATION	06/21/2002	STATE ST BROKERAGE SERV	200.000	10,847		
372460-10-5	GENUINE PARTS COMPANY	06/20/2002	STATE ST BROKERAGE SERV	100.000	3,617		
375766-10-2	GILLETTE COMPANY	11/14/2002	VARIOUS	300.000	10,095		
38141G-10-4	GOLDMAN SACHS GROUP INCORPORATED	11/14/2002	INVESTMENT TECH INC.	50.000	3,748		
382388-10-6	GOODRICH CORPORATION	06/21/2002	STATE ST BROKERAGE SERV	50.000	1,383		
401698-10-5	GUIDANT CORPORATION	11/14/2002	INVESTMENT TECH INC.	100.000	2,959		
404119-10-9	HCA	06/21/2002	STATE ST BROKERAGE SERV	200.000	10,124		
421924-10-1	HEALTHSOUTH CORPORATION	06/21/2002	STATE ST BROKERAGE SERV	150.000	2,011		
421933-10-2	HEALTH MGMT ASSOC INC.	06/20/2002	STATE ST BROKERAGE SERV	100.000	2,183		
423074-10-3	H J HEINZ COMPANY	06/20/2002	STATE ST BROKERAGE SERV	100.000	4,107		
427056-10-6	HERCULES INCORPORATED	06/20/2002	STATE ST BROKERAGE SERV	100.000	1,215		
427866-10-8	HERSHEY FOODS CORPORATION	08/29/2002	SPEAR LEED & KELLOGG	50.000	3,796		
428236-10-3	HEWLETT PACKARD COMPANY	05/07/2002	MERGER W/ COMPAQ	1,075.000	23,413		

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SCHEDULE D - PART 3

Showing All Long-Term Bonds and Stocks ACQUIRED During Current Year

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
432848-10-9	HILTON HOTELS CORPORATION	12/23/2002	VARIOUS	200.000	2,714		
441815-10-7	HOUSEHOLD INTL INC	06/21/2002	STATE ST BROKERAGE SERV	150.000	7,557		
444859-10-2	HUMANA INCORPORATED	06/20/2002	STATE ST BROKERAGE SERV	100.000	1,688		
452308-10-9	ILLINOIS TOOL WORKS	06/20/2002	STATE ST BROKERAGE SERV	100.000	6,916		
459200-10-1	INTL BUSINESS MACHINES	06/20/2002	STATE ST BROKERAGE SERV	100.000	7,217		
460690-10-0	INTERPUBLIC GROUP COMPANIES INC	06/21/2002	STATE ST BROKERAGE SERV	150.000	3,814		
461202-10-3	INTUIT	06/20/2002	STATE ST BROKERAGE SERV	100.000	4,765		
466313-10-3	JABIL CIRCUIT INCORPORATED	06/20/2002	STATE ST BROKERAGE SERV	100.000	2,018		
478160-10-4	JOHNSON & JOHNSON	08/29/2002	VARIOUS	300.000	16,317		
480074-10-3	JONES APPAREL GROUP INC	06/21/2002	STATE ST BROKERAGE SERV	50.000	1,907		
48666K-10-9	KAUFMAN & BROAD HOME COMPANY	06/20/2002	STATE ST BROKERAGE SERV	100.000	5,199		
487836-10-8	KELLOGG COMPANY	06/21/2002	STATE ST BROKERAGE SERV	150.000	5,453		
49455P-10-1	KINDER MORGAN INCORPORATED	06/21/2002	STATE ST BROKERAGE SERV	50.000	2,017		
495582-10-8	KING PHARMACEUTICALS INC	06/20/2002	STATE ST BROKERAGE SERV	100.000	2,488		
500255-10-4	KOHL'S CORPORATION	06/20/2002	STATE ST BROKERAGE SERV	100.000	7,292		
501044-10-1	KROGER COMPANY	06/21/2002	STATE ST BROKERAGE SERV	250.000	4,754		
50540R-40-9	LABORATORY CORP OF AMERICA	05/16/2002	STOCK SPLIT	200.000			
524660-10-7	LEGGETT & PLATT INCORPORATED	06/20/2002	STATE ST BROKERAGE SERV	100.000	2,509		
529771-10-7	LEXMARK INTERNATIONAL INC	12/23/2002	VARIOUS	100.000	5,926		
532716-10-7	LIMITED BRANDS INCORPORATED	06/21/2002	STATE ST BROKERAGE SERV	200.000	4,155		
534187-10-9	LINCOLN NATIONAL CORP IND	06/21/2002	STATE ST BROKERAGE SERV	50.000	2,124		
539320-10-1	LIZ CLAIRORNE INCORPORATED	06/21/2002	STATE ST BROKERAGE SERV	50.000	1,555		
539830-10-9	LOCKHEED MARTIN CORPORATION	06/21/2002	STATE ST BROKERAGE SERV	150.000	10,486		
540424-10-8	LOEWS CORPORATION	06/20/2002	STATE ST BROKERAGE SERV	100.000	5,620		
546347-10-5	LOUISIANA PAC CORPORATION	06/21/2002	STATE ST BROKERAGE SERV	50.000	506		
548661-10-7	LOWES COMPANIES INCORPORATED	06/21/2002	VARIOUS	300.000	13,404		
549463-10-7	LUCENT TECHNOLOGIES INC	06/21/2002	VARIOUS	1,250.000	3,023		
552848-10-3	MGIC INVT CORP WIS	06/21/2002	STATE ST BROKERAGE SERV	50.000	3,429		
564055-10-1	HCR MANOR CARE INC	06/20/2002	STATE ST BROKERAGE SERV	100.000	2,495		
571903-20-2	MARRIOTT INTERNATIONAL INC NEW	06/20/2002	STATE ST BROKERAGE SERV	100.000	3,957		
574599-10-6	MASCO CORPORATION	06/21/2002	STATE ST BROKERAGE SERV	150.000	4,075		
57772K-10-1	MAXIM INTEGRATED PRODUCTS	06/20/2002	STATE ST BROKERAGE SERV	100.000	4,008		
580645-10-9	MCGRAW HILL COMPANIES INC	11/14/2002	VARIOUS	100.000	6,090		
581550-10-3	MCKESSON HB0C INC	06/20/2002	SSGA CROSS	100.000	3,625		
585055-10-6	MEDTRONIC INCORPORATED	08/29/2002	SPEAR LEED & KELLOGG	50.000	2,044		
594918-10-4	MICROSOFT CORPORATION	12/23/2002	ALEX BROWN & SONS	1,650.000	89,100		
604675-10-8	MIRANT CORPORATION	06/20/2002	SSGA CROSS	100.000	826		
608554-10-1	MOLEX INCORPORATED	06/20/2002	STATE ST BROKERAGE SERV	100.000	3,413		
61166W-10-1	MONSANTO COMPANY NEW	08/19/2002	DISTRIBUTION OF SHARES	64.000	1,031		
615369-10-5	MOODY'S CORPORATION	08/29/2002	VARIOUS	150.000	7,454		
617446-44-8	MORGAN STANLEY DEAN WITTER	06/21/2002	VARIOUS	400.000	16,943		
620076-10-9	MOTOROLA INCORPORATED	06/21/2002	STATE ST BROKERAGE SERV	800.000	12,000		
64120L-10-4	NETWORK APPLIANCE INC	08/29/2002	VARIOUS	200.000	2,278		
651229-10-6	NEWELL RUBBERMAID	08/29/2002	SPEAR LEED & KELLOGG	100.000	3,471		
651639-10-6	NEWMONT MINING CORPORATION	06/21/2002	STATE ST BROKERAGE SERV	150.000	4,355		
65332V-10-3	NEXTEL COMMUNICATIONS	12/23/2002	VARIOUS	700.000	9,195		
654086-10-7	NICOR INCORPORATED	06/20/2002	STATE ST BROKERAGE SERV	100.000	4,832		
654106-10-3	NIKE INC CL B	06/20/2002	VARIOUS	100.010	5,271		
65473P-10-5	NISOURCE INCORPORATED	06/20/2002	STATE ST BROKERAGE SERV	100.000	2,330		
655844-10-8	NORFOLK SOUTHERN CORPORATION	06/21/2002	STATE ST BROKERAGE SERV	150.000	3,415		
666807-10-2	NORTHROP GRUMMAN CORPORATION	12/16/2002	VARIOUS	76.000	7,376		
676220-10-6	OFFICE DEPOT INCORPORATION	06/20/2002	STATE ST BROKERAGE SERV	100.000	1,710		
68389X-10-5	ORACLE CORPORATION	11/14/2002	VARIOUS	550.000	5,189		
693718-10-8	PACCAR INCORPORATION	06/20/2002	STATE ST BROKERAGE SERV	100.000	4,272		
695257-10-5	PACTIV CORP COM	06/20/2002	STATE ST BROKERAGE SERV	100.000	2,424		
696429-30-7	PALL CORPORATION	06/20/2002	STATE ST BROKERAGE SERV	100.000	2,196		
699173-10-0	PARAMETRIC TECHNOLOGY	06/20/2002	STATE ST BROKERAGE SERV	100.000	339		
704326-10-7	PAYCHECK INCORPORATED	06/20/2002	STATE ST BROKERAGE SERV	100.000	3,295		
712713-10-6	PEOPLESOFT INCORPORATED	02/20/2002	VARIOUS	300.000	9,518		
713409-10-0	PEPSI BOTTLING GROUP INC	06/20/2002	STATE ST BROKERAGE SERV	100.000	3,318		
717081-10-3	PFIZER INCORPORATED	11/14/2002	VARIOUS	250.000	8,614		
71713U-10-2	PHARMACIA CORPORATION	11/14/2002	INVESTMENT TECH INC	100.000	4,520		
718154-10-7	PHILLIP MORRIS COMPANIES	06/21/2002	SSGA CROSS	700.000	36,855		

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SCHEDULE D - PART 3

Showing All Long-Term Bonds and Stocks ACQUIRED During Current Year

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
729251-10-8	PLUM GREEK TIMBER CO INC	06/20/2002	STATE ST BROKERAGE SERV	100.000	3,092		
74005P-10-4	PRAXAIR INCORPORATED	06/21/2002	STATE ST BROKERAGE SERV	50.000	2,716		
742718-10-9	PROCTOR & GAMBLE COMPANY	12/23/2002	ALEX BROWN & SONS	300.000	26,313		
743315-10-3	PROGRESSIVE CORP OHIO	06/20/2002	STATE ST BROKERAGE SERV	100.000	5,888		
747277-10-1	QLOGIC CORPORATION	12/23/2002	VARIOUS	150.000	5,974		
747525-10-3	QUALCOMM INCORPORATED	06/21/2002	STATE ST BROKERAGE SERV	300.000	8,022		
750438-10-3	RADIOSHACK CORPORATION	06/20/2002	STATE ST BROKERAGE SERV	100.000	2,986		
75409P-20-2	RATIONAL SOFTWARE CORPORATION	06/20/2002	STATE ST BROKERAGE SERV	100.000	1,067		
755111-50-7	RAYTHEON CO COM NEW	08/29/2002	VARIOUS	150.000	6,184		
770323-10-3	ROBERT HALF INTL INC	06/20/2002	STATE ST BROKERAGE SERV	100.000	2,421		
773903-10-9	ROCKWELL INTL CORP NEW	12/23/2002	VARIOUS	200.000	4,093		
774341-10-1	ROCKWELL COLLINS INCORPORATED	08/29/2002	VARIOUS	200.000	4,793		
775371-10-7	ROHM & HAAS COMPANY	06/20/2002	STATE ST BROKERAGE SERV	100.000	3,957		
78442P-10-6	SLM CORP - USA ED INC	06/21/2002	STATE ST BROKERAGE SERV	50.000	4,699		
790849-10-3	ST JUDE MED INC	07/05/2002	VARIOUS	100.000	3,879		
800907-10-7	SANMINA CORPORATION	06/20/2002	SSGA CROSS	200.000	1,400		
803111-10-3	SARA LEE CORPORATION	06/21/2002	VARIOUS	300.000	6,183		
808513-10-5	SCHWAB CHARLES CORP NEW	08/29/2002	VARIOUS	500.000	4,856		
812387-10-8	SEARS ROEBUCK & COMPANY	06/20/2002	STATE ST BROKERAGE SERV	100.000	5,541		
824348-10-6	SHERWIN WILLIAMS COMPANY	06/20/2002	STATE ST BROKERAGE SERV	100.000	3,053		
826170-10-2	SIEBEL SYSTEMS INCORPORATED	06/21/2002	STATE ST BROKERAGE SERV	150.000	2,139		
826552-10-1	SIGMA ALDRICH CORPORATION	06/21/2002	STATE ST BROKERAGE SERV	50.000	2,430		
828806-10-9	SIMON PPTY GROUP INC NE	08/29/2002	SPEAR LEED & KELLOGG	150.000	5,322		
833034-10-1	SNAP ON INCORPORATED	06/20/2002	STATE ST BROKERAGE SERV	100.000	3,012		
834182-10-7	SOLETRON CORPORATION	06/20/2002	SSGA CROSS	300.000	1,605		
844741-10-8	SOUTHWEST AIRLINES COMPANY	06/21/2002	STATE ST BROKERAGE SERV	300.000	4,790		
854616-10-9	STANLEY WORKS	06/21/2002	STATE ST BROKERAGE SERV	50.000	2,077		
855030-10-2	STAPLES INCORPORATED	06/21/2002	STATE ST BROKERAGE SERV	150.000	2,991		
855244-10-9	STARBUCKS CORPORATION	06/21/2002	STATE ST BROKERAGE SERV	150.000	3,733		
863667-10-1	STRYKER CORPORATION	06/20/2002	STATE ST BROKERAGE SERV	100.000	5,433		
866810-10-4	SUN MICROSYSTEMS INC	06/21/2002	STATE ST BROKERAGE SERV	1,200.000	6,770		
86764P-10-9	SUNOCO INCORPORATED	06/20/2002	STATE ST BROKERAGE SERV	100.000	3,666		
868536-10-3	SUPERVALU INCORPORATED	06/20/2002	STATE ST BROKERAGE SERV	100.000	2,810		
871829-10-7	SYSCO CORPORATION	06/21/2002	STATE ST BROKERAGE SERV	250.000	6,899		
872540-10-9	TJX COMPANIES INC NEW	06/21/2002	STATE ST BROKERAGE SERV	200.000	4,022		
872941-10-9	TMP WORLDWIDE INCORPORATED	06/21/2002	STATE ST BROKERAGE SERV	50.000	1,187		
879131-10-0	TEKTRONIX INCORPORATED	06/21/2002	STATE ST BROKERAGE SERV	50.000	889		
88033G-10-0	TENET HEALTHCARE CORPORATION	07/05/2002	STOCK SPLIT	50.000			
88579Y-10-1	3M COMPANY	11/14/2002	VARIOUS	150.000	19,294		
886547-10-8	TIFFANY & COMPANY NEW	06/20/2002	STATE ST BROKERAGE SERV	100.000	3,619		
891027-10-4	TORCHMARK CORPORATION	06/21/2002	STATE ST BROKERAGE SERV	50.000	1,935		
896047-10-7	TRIBUNE COMPANY NEW	06/20/2002	STATE ST BROKERAGE SERV	100.000	4,337		
902124-10-6	TYCO INTL LTD	08/29/2002	SPEAR LEED & KELLOGG	750.000	11,726		
902911-10-6	U S T INCORPORATED	06/21/2002	STATE ST BROKERAGE SERV	150.000	5,553		
907818-10-8	UNION PAC CORPORATION	06/20/2002	STATE ST BROKERAGE SERV	100.000	6,461		
909214-10-8	UNISYS CORPORATION	06/20/2002	SSGA CROSS	100.000	980		
911312-10-6	UNITED PARCEL SERVICE CL B	08/29/2002	SPEAR LEED & KELLOGG	400.000	25,545		
91324P-10-2	UNITEDHEALTH GROUP INC	06/20/2002	STATE ST BROKERAGE SERV	100.000	9,622		
91529Y-10-6	UNUMPROVIDENT	06/20/2002	STATE ST BROKERAGE SERV	100.000	2,517		
918204-10-8	V F CORPORATION	06/21/2002	STATE ST BROKERAGE SERV	50.000	1,966		
923436-10-9	VERITAS SOFTWARE CORP	11/14/2002	KNIGHT SECURITIES	150.000	2,661		
925524-30-8	VIACOM INC CL B	08/29/2002	SPEAR LEED & KELLOGG	150.000	6,044		
92839U-10-7	VISTEON CORPORATION	06/20/2002	STATE ST BROKERAGE SERV	100.000	1,524		
929160-10-9	VULCAN MATERIALS COMPANY	06/20/2002	STATE ST BROKERAGE SERV	100.000	4,741		
931142-10-3	WAL-MART STORES INCORPORATED	06/21/2002	VARIOUS	650.000	35,998		
931422-10-9	WALGREEN COMPANY	06/21/2002	STATE ST BROKERAGE SERV	350.000	13,541		
94106L-10-9	WASTE MGMT INC DEL	06/21/2002	STATE ST BROKERAGE SERV	250.000	7,104		
94973H-10-8	WELLPOINT HEALTH NETWORK	06/20/2002	STATE ST BROKERAGE SERV	100.000	8,447		
969457-10-0	WILLIAMS COS INC DEL	06/20/2002	SSGA CROSS	100.000	735		
982526-10-5	WRIGLEY WM JR COMPANY	06/20/2002	STATE ST BROKERAGE SERV	100.000	5,711		
984121-10-3	XEROX CORPORATION	06/21/2002	STATE ST BROKERAGE SERV	250.000	2,011		
984332-10-6	YAHOO INCORPORATED	06/21/2002	STATE ST BROKERAGE SERV	200.000	3,118		

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ANNUAL STATEMENT FOR THE YEAR 2002 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

SCHEDULE D - PART 4

Showing all Long-Term Bonds and Stocks SOLD, REDEEMED or Otherwise DISPOSED OF During Current Year

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16
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
U.S. 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	
COUNTRY TOTAL - U.S.					100,000	100,000	102,938	100,000	(252)	0	0	0	0	6,382	XXX
0399999 - Bonds - U.S. Governments															
STATES, TERRITORIES, POSSESSIONS - CANADA															
CANADIAN (ALL PROV)															
614852-B0-3	CITY OF MONTREAL QUEBEC	11/01/2002	PAYDOWN		4,000	4,000	3,800	3,966	6			34	34	240	
STATE TOTAL					4,000	4,000	3,800	3,966	6	0	0	34	34	240	XXX
COUNTRY TOTAL - CANADA					4,000	4,000	3,800	3,966	6	0	0	34	34	240	XXX
1799999 - Bonds - States, Territories and Possessions															
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	
STATE TOTAL					504,180	500,000	498,635	498,690	10	0	0	5,490	5,490	27,592	XXX
U.S. GOVERNMENT															
312836-K8-9	FHLMC GOLD POOL #G00319	12/15/2002	PRINCIPAL RECEIPT		37,866	37,866	39,706	39,606	125			(1,740)	(1,740)	1,593	
31283H-HN-8	FHLMC GOLD POOL #G01137	12/15/2002	PRINCIPAL RECEIPT		309,856	309,856	309,082	309,145	13			712	712	10,667	
312870-ND-9	FHLMC GOLD POOL #C64888	12/15/2002	PRINCIPAL RECEIPT		195,121	195,121	197,514	197,471	(43)			(2,350)	(2,350)	4,323	
31286W-Z2-0	FHLMC GOLD POOL #E92592	12/16/2002	PAYDOWN		2,633	2,633	2,715	2,713	(2)			(80)	(80)	12	
31292H-D6-8	FHLMC GOLD POOL #C01025	12/15/2002	PRINCIPAL RECEIPT		289,092	289,092	292,073	294,120	253			(5,028)	(5,028)	9,747	
31293R-ME-8	FHLMC GOLD POOL #C27557	12/15/2002	PRINCIPAL RECEIPT		372,955	372,955	355,822	354,691	(955)			18,264	18,264	14,540	
31297Y-AD-4	FHLMC GOLD POOL #C40904	12/15/2002	PRINCIPAL RECEIPT		498,565	498,565	475,662	467,386	278			31,179	31,179	15,279	
31298U-CF-4	FHLMC GOLD POOL #C57270	12/15/2002	PRINCIPAL RECEIPT		55,047	55,047	54,230	54,253	7			794	794	2,365	
31298W-CR-4	FHLMC GOLD POOL #C59080	12/15/2002	PRINCIPAL RECEIPT		296,509	296,509	294,910	294,935	12			1,574	1,574	14,520	
31359R-M4-1	FNMA REMIC TR 1998-M2 B	12/17/2002	VARIOUS		91,926	91,926	92,012	91,917	(42)			9	9	4,705	
313615-LF-1	FNMA POOL #50726	12/25/2002	PRINCIPAL RECEIPT		132,155	132,155	132,444	132,395	28			(241)	(241)	5,085	
31365D-UL-7	FNMA POOL #124887	12/25/2002	PRINCIPAL RECEIPT		290,396	290,396	292,211	292,033	149			(1,636)	(1,636)	10,921	
31369S-LS-5	FNMA POOL #219137	12/25/2002	PRINCIPAL RECEIPT		146,167	146,167	145,619	145,635	10			531	531	4,440	
31369T-N7-7	FNMA POOL #220114	12/25/2002	PRINCIPAL RECEIPT		249,840	249,840	249,606	249,710	72			130	130	8,793	
31371J-PQ-1	FNMA POOL #253431	12/15/2002	PRINCIPAL RECEIPT		146,771	146,771	147,127	147,371	78			(600)	(600)	4,916	
31371K-HW-4	FNMA POOL #254145	12/26/2002	PAYDOWN		5,117	5,117	5,158	5,157	(1)			(40)	(40)	23	
31380S-SJ-8	FNMA POOL #449149	12/25/2002	PRINCIPAL RECEIPT		132,345	132,345	130,649	130,615	45			1,730	1,730	5,624	
31384P-J6-3	FNMA POOL #529585	12/25/2002	PRINCIPAL RECEIPT		146,747	146,747	141,451	139,939	(429)			6,808	6,808	3,774	
31385C-Y0-0	FNMA POOL #540819	12/15/2002	PRINCIPAL RECEIPT		351,773	351,773	347,541	347,105	(131)			4,668	4,668	11,974	
31386T-FU-4	FNMA POOL #572679	12/25/2002	PRINCIPAL RECEIPT		349,439	349,439	354,871	354,980	108			(5,541)	(5,541)	13,874	
31390E-SX-1	FNMA POOL #644134	12/25/2002	PRINCIPAL RECEIPT		70,618	70,618	71,010	70,994	(16)			(376)	(376)	1,853	
31390U-Z2-7	FNMA POOL #657016	12/25/2002	PRINCIPAL RECEIPT		524	524	531	524	(7)			0	0	0	
31391A-WP-0	FNMA POOL #661354	12/25/2002	PRINCIPAL RECEIPT		14,068	14,068	14,431	14,068	(363)			0	0	118	
36205B-4L-3	GNMA POOL #386127	12/15/2002	PRINCIPAL RECEIPT		205,873	205,873	206,387	206,490	(15)			(618)	(618)	7,058	
36209D-B2-9	GNMA POOL #468157	12/15/2002	PRINCIPAL RECEIPT		149,829	149,829	149,875	149,871	6			(43)	(43)	6,083	
36209M-4A-9	GNMA POOL #476117	12/15/2002	PRINCIPAL RECEIPT		122,839	122,839	123,837	124,005	61			(1,166)	(1,166)	3,893	
36209U-PA-8	GNMA POOL #482017	12/15/2002	PRINCIPAL RECEIPT		111,381	111,381	111,277	111,287	1			94	94	3,971	
36209W-4J-8	GNMA POOL #484225	12/15/2002	PRINCIPAL RECEIPT		121,889	121,889	121,775	121,781	7			108	108	4,539	
36210Y-D9-3	GNMA POOL #506028	12/15/2002	PRINCIPAL RECEIPT		220,466	220,466	220,294	220,386	33			80	80	7,239	
36211C-QY-1	GNMA POOL #509071	12/15/2002	PRINCIPAL RECEIPT		123,682	123,682	117,421	117,419	401			6,264	6,264	5,615	
36213E-L3-8	GNMA POOL #552146	12/15/2002	PRINCIPAL RECEIPT		121,215	121,215	121,934	121,895	(35)			(680)	(680)	4,599	
36220U-Z2-0	GNMA POOL #288861	12/15/2002	PRINCIPAL RECEIPT		136,989	136,989	135,962	135,881	(29)			1,109	1,109	5,060	
36224J-HS-4	GNMA POOL #329741	12/15/2002	PRINCIPAL RECEIPT		52,535	52,535	53,750	53,746	77			(1,211)	(1,211)	1,956	
36224U-JL-2	GNMA POOL #338767	12/15/2002	PRINCIPAL RECEIPT		10,331	10,331	10,780	10,961	(19)			(629)	(629)	663	
36225A-KU-3	GNMA POOL #780307	12/15/2002	PRINCIPAL RECEIPT		40,860	40,860	43,682	43,634	13			(2,774)	(2,774)	1,790	
36225A-NY-2	GNMA POOL #780407	12/15/2002	PRINCIPAL RECEIPT		195,631	195,631	196,823	196,922	39			(1,291)	(1,291)	7,431	
36225A-XC-9	GNMA POOL #780675	12/15/2002	PRINCIPAL RECEIPT		191,223	191,223	192,388	192,469	37			(1,247)	(1,247)	7,343	
STATE TOTAL					5,990,273	5,990,273	5,952,559	5,943,509	(235)	0	0	46,764	46,764	216,390	XXX
COUNTRY TOTAL - U.S.					6,494,453	6,490,273	6,451,194	6,442,199	(225)	0	0	52,254	52,254	243,981	XXX
3199999 - Bonds - Special Revenues															
PUBLIC UTILITIES - U.S.															
001957-AV-1	AT & T CORPORATION	11/18/2002	VARIOUS		644,805	716,000	678,360	684,130	2,894			(39,326)	(39,326)	45,041	
001957-BJ-7	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	
00209T-AA-3	AT&T BROADBAND CORPORATION	11/29/2002	EXCHANGE		445	445	427	427				18	18		

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ANNUAL STATEMENT FOR THE YEAR 2002 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

SCHEDULE D - PART 4

Showing all Long-Term Bonds and Stocks SOLD, REDEEMED or Otherwise DISPOSED OF During Current Year

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	
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	
COUNTRY TOTAL - U.S.					738,926	841,445	802,457	808,283	2,905	0	0	(69,357)	(69,357)	52,624	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	0	0	107,751	107,751	69,117	XXX	
COUNTRY TOTAL - OTHER					1,041,570	1,000,000	932,463	933,819	375	0	0	107,751	107,751	69,117	XXX	
3899999 - Bonds - Public Utilities					1,780,496	1,841,445	1,734,920	1,742,102	3,280			38,393	38,393	121,741	XXX	
INDUSTRIAL & MISCELLANEOUS - U.S.																
000777-AA-2	ABN AMRO BANK	07/30/2002	UBS WARBURG LLC		556,560	500,000	494,063	494,737	58			61,823	61,823	27,663		
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		
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		
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		
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		
210805-BV-8	CONTINENTAL AIRLINES	01/02/2002	CALLED @ 100.0000000		19,189		19,189	19,189				0	0	662		
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		
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		
247361-XN-3	DELTA AIRLINES INCORPORATED	01/02/2002	CALLED @ 100.0000000		35,239		35,239	35,239	4,732			0	0	1,505		
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		
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		
345397-RP-0	FORD MOTOR CREDIT CO.	02/28/2002	MATURITY		1,000,000	1,000,000	997,980	1,000,000	155			0	0	32,500		
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		
393505-J7-8	GREENTREE FIN CORP 1998-6 A5	12/01/2002	VARIOUS		18,339		18,334	18,335				5	5	1,079		
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		
438116-AD-7	HONDA AUTO LEASE TRUST	01/15/2002	PRINCIPAL RECEIPT		82,788		82,775	82,788				3	3	445		
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		
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		
638585-AA-7	NATIONSBANK CORPORATION	06/15/2002	MATURITY		750,000	750,000	766,065	750,000	(4,437)			0	0	30,469		
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		
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		
76110F-J3-8	RSDNTL ACCR LN 99-QS3 A-1	12/25/2002	PRINCIPAL RECEIPT		66,007		65,806	65,799	(4)			208	208	2,319		
76110F-X8-1	RALI 1999-QS11 NB1	12/25/2002	VARIOUS		295,155	295,155	293,265	293,309	25			1,846	1,846	8,305		
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		
87612E-AB-2	TARGET CORPORATION	08/01/2002	BARCLAYS CAPITAL SEC.		573,635	500,000	503,255	502,788	(146)			70,847	70,847	36,563		
931142-BE-2	WAL-MART STORES INCORPORATED	08/01/2002	BANC AMERICA SECURITIES		168,581	150,000	149,412	149,333	29			19,033	19,033	10,198		
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		
COUNTRY TOTAL - U.S.					16,500,363	16,016,718	16,208,483	16,159,679	(6,208)	0	0	340,684	340,684	933,394	XXX	
INDUSTRIAL & MISCELLANEOUS - OTHER																
002920-AC-0	ABBEY NATIONAL PLC	07/30/2002	MERRILL LYNCH		274,250	250,000	260,170	259,896	(64)			14,354	14,354	15,238		
COUNTRY TOTAL - OTHER					274,250	250,000	260,170	259,896	(64)	0	0	14,354	14,354	15,238	XXX	
4599999 - Bonds - Industrial and Miscellaneous					16,774,613	16,266,718	16,468,653	16,419,575	(6,271)			355,038	355,038	948,632	XXX	
6099997 - Bonds - Part 4					25,153,561	24,702,436	24,761,505	24,707,842	(3,462)			445,719	445,719	1,320,976	XXX	
6099998 - Bonds - Part 5					16,992,211	16,141,000	16,834,902	16,823,779	(11,122)	0	0	168,432	168,432	138,196	XXX	
6099999 - Total - Bonds					42,145,773	40,843,436	41,596,407	41,531,622	(14,585)	0	0	614,151	614,151	1,459,172	XXX	
6599998 - Preferred Stocks - Part 5					0	XXX	0	0	0	0	0	0	0	0	XXX	0
6599999 - Total - Preferred Stocks					0	XXX	0	0	0	0	0	0	0	0	XXX	0
PUBLIC UTILITIES - U.S.																
00209A-10-6	AT & T WIRELESS SVCS INC	12/23/2002	LEHMAN BROTHERS INC		1,314,000	8,843	44,022	44,022	25,140			(35,179)	(35,179)			
15189T-10-7	CENTERPOINT ENERGY INCORPORATED	10/04/2002	ROC		100,000	256	256	256				0	0			
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	
30161N-10-1	EXELON CORPORATION	08/29/2002	VARIOUS		637,000	33,353	24,299	24,299	(6,200)			9,053	9,053		621	
302571-10-4	FPL GROUP INCORPORATED	11/14/2002	VARIOUS		300,000	17,142	15,353	15,353	(1,567)			1,790	1,790		464	
530718-10-5	LIBERTY MEDIA CORP A	06/21/2002	STATE ST BROKERAGE SERV		950,000	8,943	18,247	18,247	(478)			(9,304)	(9,304)			
COUNTRY TOTAL - U.S.					72,457	XXX	107,012	107,012	17,818	0	0	(34,555)	(34,555)	XXX	1,089	
6699999 - Common Stocks - Public Utilities					72,457	XXX	107,012	107,012	17,818			(34,555)	(34,555)	XXX	1,089	
BANKS, TRUST AND INSURANCE COMPANIES - U.S.																
026874-10-7	AMERICAN INTL GROUP INC	11/14/2002	VARIOUS		375,000	25,264	22,321	22,321	(7,454)			2,942	2,942		36	
060505-10-4	BANK AMERICA CORP	12/23/2002	VARIOUS		1,450,000	103,157	87,101	87,101	(4,176)			16,056	16,056		2,300	
172967-10-1	CITIGROUP INCORPORATED	08/26/2002	ROC		1,808,000	4,966	4,966	4,966				0	0			
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	
339030-10-8	FLEETBOSTON FINL CORP	11/14/2002	VARIOUS		1,000,000	30,773	40,124	40,124	3,624			(9,351)	(9,351)		1,383	
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	

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ANNUAL STATEMENT FOR THE YEAR 2002 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

SCHEDULE D - PART 4

Showing all Long-Term Bonds and Stocks SOLD, REDEEMED or Otherwise DISPOSED OF During Current Year

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16
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
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
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
59156R-10-8	METLIFE	08/29/2002	SPEAR LEED & KELLOGG	202.000	5.437		2.879	2,879	(3,521)			2,558	2,558		
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
701094-10-4	PARKER HANNIFIN CORPORATION	08/29/2002	VARIOUS	600.000	27.575		20.781	20,781	(6,765)			6,793	6,793		234
929903-10-2	WACHOVIA CORP 2ND NEW	11/14/2002	VARIOUS	300.000	10.852		10.590	10,590	1,182			262	262		196
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
98956P-10-2	ZIMMER HOLDINGS INC	11/14/2002	VARIOUS	610.000	21.323		16.923	16,923	(1,707)			4,400	4,400		
COUNTRY TOTAL - U.S.							350,700	317,208	(32,717)		0	33,493	33,493	XXX	5,386
6799999 - Common Stocks - Banks, Trust and Insurance Companies							350,700	317,208	(32,717)			33,493	33,493	XXX	5,386
INDUSTRIAL & MISCELLANEOUS - U.S.															
002824-10-0	ABBOTT LABORATORIES	11/14/2002	INVESTMENT TECH INC	50.000	2.192		2.753	2,753	(34)			(561)	(561)		46
013817-10-1	ALCOA INCORPORATED	06/20/2002	STATE ST BROKERAGE SERV	100.000	3.140		3.430	3,430	(125)			(290)	(290)		30
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
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)		
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)		
053807-10-3	AVNET INCORPORATED	06/21/2002	STATE ST BROKERAGE SERV	500.000	9.680		12.724	12,724	(11)			(3,045)	(3,045)		38
057224-10-7	BAKER HUGHES INCORPORATED	08/29/2002	VARIOUS	1,100.000	37.585		36.441	36,441	(3,676)			1,144	1,144		265
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
075887-10-9	BECTON DICKISON & COMPANY	08/29/2002	VARIOUS	650.000	21.914		17.468	17,468	(4,080)			4,446	4,446		190
102183-10-0	BOWATER INCORPORATED	08/29/2002	VARIOUS	500.000	25.608		23.696	23,696	(154)			1,912	1,912		246
172737-10-8	CIRCUIT CITY STORE/GRP	10/04/2002	ROC	100.000	673		673								
17275R-10-2	CISCO SYSTEMS INC	08/29/2002	KNIGHT SECURITIES	50.000	702		515	515	(390)			187	187		
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
20030N-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)		
204493-10-0	COMPAQ COMPUTER	05/07/2002	MERGER W/HEWLETT PACKARD	1,700.000	23.413		23.413	23,413	6,821						85
205363-10-4	COMPUTER SCIENCE CORPORATION	06/21/2002	VARIOUS	450.000	21.097		17.969	17,969	(4,072)			3,128	3,128		
20825C-10-4	CONOCOPHILLIPS COMPANY	08/29/2002	VARIOUS	200.000	10.772		12.834	12,834	782			(2,062)	(2,062)		270
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
254687-10-6	WALT DISNEY COMPANY	06/21/2002	STATE ST BROKERAGE SERV	150.000	2.920		2.996	2,996	(112)			(76)	(76)		
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
268648-10-2	EMC CORP/MASS	06/20/2002	SSGA CROSS	200.000	1.284		1.313	1,313	(1,375)			(29)	(29)		
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
31428X-10-6	FEDEX CORPORATION	08/29/2002	VARIOUS	900.000	48.133		36.571	36,571	(10,121)			11,563	11,563		30
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
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
423074-10-3	H J HEINZ COMPANY	12/27/2002	ROC	100.000	401		401								
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
438516-10-6	HONEYWELL INTERNATIONAL INC	08/29/2002	VARIOUS	600.000	20.856		22.096	22,096	1,804			(1,240)	(1,240)		225
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
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
478160-10-4	JOHNSON & JOHNSON	11/14/2002	INVESTMENT TECH INC	150.000	9.087		6.236	6,236	(2,629)			2,851	2,851		89
494368-10-3	KIMBERLY-CLARK CORPORATION	08/29/2002	VARIOUS	300.000	18.732		19.886	19,886	1,946			(1,154)	(1,154)		218
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		
532457-10-8	ELI LILLY	06/20/2002	SSGA CROSS	100.000	6.015		7.543	7,543	(312)			(1,528)	(1,528)		62
535678-10-6	LINEAR TECHNOLOGY CORP	06/21/2002	STATE ST BROKERAGE SERV	350.000	10.492		13.496	13,496	(168)			(3,004)	(3,004)		32
577081-10-2	MATTEL INCORPORATED	08/29/2002	VARIOUS	975.000	21.309		17.242	17,242	472			4,067	4,067		
577778-10-3	MAY DEPARTMENT STORES	08/29/2002	VARIOUS	400.000	12.919		13.142	13,142	(1,650)			(223)	(223)		202
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		165
589331-10-7	MERCK & COMPANY INCORPORATED	06/20/2002	SSGA CROSS	300.000	15.660		20.637	20,637	2,997			(4,977)	(4,977)		210
590188-10-8	MERRILL LYNCH & COMPANY INC	11/14/2002	VARIOUS	275.000	10.677		17.885	17,885	3,552			(7,209)	(7,209)		120
594918-10-4	MICROSOFT CORPORATION	12/23/2002	VARIOUS	1,250.000	67.597		56.840	56,840	(25,973)			10,758	10,758		
595112-10-3	MICRON TECHNOLOGY INCORPORATED	06/21/2002	STATE ST BROKERAGE SERV	425.000	7.866		16.696	16,696	3,521			(8,830)	(8,830)		
635405-10-3	NATIONAL CITY CORPORATION	08/29/2002	VARIOUS	1,275.000	40.963		35.891	35,891	(1,390)			5,072	5,072		836
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		
650111-10-7	NEW YORK TIMES A	08/29/2002	VARIOUS	550.000	28.457		23.304	23,304	(483)			5,153	5,153		143
651639-10-6	NEWMONT MINING CORPORATION	08/29/2002	SPEAR LEED & KELLOGG	50.000	1.390		1.450	1,450				(60)	(60)		
655664-10-0	NORDSTROM INCORPORATED	06/21/2002	STATE ST BROKERAGE SERV	450.000	10.438		9.406	9,406	303			1,032	1,032		81
681919-10-6	OMNICOM GROUP INCORPORATED	11/14/2002	VARIOUS	250.000	14.910		21.643	21,643	(694)			(6,733)	(6,733)		182
68389X-10-5	ORACLE CORPORATION	08/29/2002	KNIGHT SECURITIES	400.000	3.984		1.142	1,142	(4,382)			2,842	2,842		
713448-10-8	PEPSICO INCORPORATED	11/14/2002	VARIOUS	625.000	31.307		20.826	20,826	(9,605)			10,481	10,481		290

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ANNUAL STATEMENT FOR THE YEAR 2002 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

SCHEDULE D - PART 4

Showing all Long-Term Bonds and Stocks SOLD, REDEEMED or Otherwise DISPOSED OF During Current Year

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16
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
71713U-10-2	PHARMACIA CORPORATION	.08/19/2002	ROC	376,000	1,031		1,031	1,031					0		
742718-10-9	PROCTOR & GAMBLE COMPANY	12/23/2002	VARIOUS	875,000	79,536		63,003	63,003	(6,236)			16,533	16,533		1,055
806857-10-8	SCHLUMBERGER LTD	.08/29/2002	VARIOUS	500,000	23,978		30,331	30,331	2,856			(6,353)	(6,353)		281
826170-10-2	SIEBEL SYSTEMS INCORPORATED	.01/23/2002	CR SUISSE FIRST BOSTON	500,000	17,401		23,313	23,313	9,323			(5,912)	(5,912)		
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
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		
880770-10-2	TERADYNE INCORPORATED	.06/21/2002	VARIOUS	600,000	14,695		22,674	22,674	4,590			(7,979)	(7,979)		
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
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
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
913017-10-9	UNITED TECHNOLOGIES CORP	.11/14/2002	VARIOUS	200,000	13,389		12,956	12,956	30			433	433		110
923436-10-9	VERITAS SOFTWARE CORP	.06/21/2002	VARIOUS	300,000	6,443		16,999	16,999	3,550			(10,556)	(10,556)		
931142-10-3	WAL-MART STORES INCORPORATED	.08/29/2002	SPEAR LEED & KELLOGG	50,000	2,639		2,313	2,313	(564)			326	326		11
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)		
983024-10-0	WYETH	.06/21/2002	STATE ST BROKERAGE SERV	125,000	6,612		7,280	7,280	(390)			(668)	(668)		58
G6359F-10-3	NABORS INDUSTRIES LTD COM	.06/21/2002	STATE ST BROKERAGE SERV	600,000	22,294		25,893	25,893	5,295			(3,598)	(3,598)		
COUNTRY TOTAL - U.S.					1,161,064	XXX	1,215,977	1,215,977	(44,300)	0	0	(54,913)	(54,913)	XXX	6,964
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		166
COUNTRY TOTAL - CANADA					30,513	XXX	18,358	18,358	(10,610)	0	0	12,156	12,156	XXX	166
INDUSTRIAL & MISCELLANEOUS - OTHER															
055622-10-4	BP AMOCO PLC SPON ADR	.08/29/2002	VARIOUS	925,000	44,330		45,160	45,160	2,138			(829)	(829)		707
780257-80-4	ROYAL DUTCH PETE COMPANY	.08/29/2002	SPEAR LEED & KELLOGG	300,000	13,264		18,440	18,440	3,734			(5,176)	(5,176)		265
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
COUNTRY TOTAL - OTHER					101,487	XXX	98,517	98,517	(512)	0	0	2,969	2,969	XXX	1,992
6899999 - Common Stocks - Industrial and Miscellaneous					1,293,064	XXX	1,332,852	1,332,852	(55,422)			(39,788)	(39,788)	XXX	9,122
7099997 - Common Stocks - Part 4					1,716,221	XXX	1,757,072	1,757,072	(70,321)			(40,851)	(40,851)	XXX	15,596
7099998 - Common Stocks - Part 5					144,349	XXX	144,749	144,749	0	0	0	(400)	(400)	XXX	332
7099999 - Total - Common Stocks					1,860,571	XXX	1,901,821	1,901,821	(70,321)	0	0	(41,251)	(41,251)	XXX	15,928
7199999 - Total - Preferred and Common Stocks					1,860,571	XXX	1,901,821	1,901,821	(70,321)	0	0	(41,251)	(41,251)	XXX	15,928
7299999 Totals					44,006,343	XXX	43,498,228	43,433,443	(84,906)	0	0	572,900	572,900	1,459,172	15,928

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ANNUAL STATEMENT FOR THE YEAR 2002 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

SCHEDULE D - PART 5

Showing all Long-Term Bonds and Stocks ACQUIRED During Current Year and Fully DISPOSED OF During Current Year

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17
CUSIP Identification	Description	Date Acquired	Name of Vendor	Disposal Date	Name of Purchaser	Par Value (Bonds) or Number of Shares (Stock)	Actual Cost	Consideration	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 and Dividends Received During Year	Paid for Accrued Interest and Dividends
SPECIAL REVENUE AND ASSESSMENTS - U.S. GOVERNMENT																
02R052-6C-6...	FHLMC GOLD TBA	11/19/2002	COUNTY NAT WEST	12/01/2002	COUNTY NAT WEST	750,000	757,324	757,324	757,324					0		
31359M-JX-2...	FNMA GLOBAL NOTE	08/09/2002	UBS WARBURG LLC	10/08/2002	VARIOUS	6,050,000	6,467,874	6,458,808	6,463,553	(4,321)			(4,744)	(4,744)	65,873	50,291
31359M-MP-5...	FNMA NOTE	08/01/2002	MORGAN STANLEY & CO	11/18/2002	VARIOUS	1,200,000	1,273,404	1,304,247	1,270,359	(3,045)			33,888	33,888	36,021	22,750
31359M-NP-4...	FNMA NOTE	07/31/2002	VARIOUS	08/09/2002	UBS WARBURG LLC	6,300,000	6,334,177	6,449,184	6,334,021	(156)			115,163	115,163	14,875	7,756
STATE TOTAL						14,300,000	14,832,778	14,969,563	14,825,257	(7,522)	0	0	144,306	144,306	116,769	80,797
COUNTRY TOTAL - U.S.						14,300,000	14,832,778	14,969,563	14,825,257	(7,522)	0	0	144,306	144,306	116,769	80,797
3199999 - Bonds - Special Revenue						14,300,000	14,832,778	14,969,563	14,825,257	(7,522)			144,306	144,306	116,769	80,797
PUBLIC UTILITIES - U.S.																
00209U-AD-4...	AT&T CORP / AT&T BROADBAND	11/15/2002	EXCHANGE	11/19/2002	EXCHANGE	341,000	326,088	326,088	326,088					0	3,581	3,581
COUNTRY TOTAL - U.S.						341,000	326,088	326,088	326,088	0	0	0	0	0	3,581	3,581
3899999 - Bonds - Public Utilities						341,000	326,088	326,088	326,088						3,581	3,581
INDUSTRIAL & MISCELLANEOUS - U.S.																
423328-BP-7...	HELLER FINANCIAL INCORPORATED	06/28/2002	UBS WARBURG LLC	07/30/2002	MORGAN STANLEY & CO	1,000,000	1,101,320	1,112,000	1,098,464	(2,856)			13,536	13,536	10,444	4,000
539830-AL-3...	LOCKHEED MARTIN CORPORATION	06/28/2002	UBS WARBURG LLC	08/01/2002	MORGAN STANLEY & CO	500,000	574,715	584,560	573,970	(745)			10,590	10,590	7,403	3,644
COUNTRY TOTAL - U.S.						1,500,000	1,676,035	1,696,560	1,672,434	(3,601)	0	0	24,126	24,126	17,847	7,644
4599999 - Bonds - Industrial and Miscellaneous						1,500,000	1,676,035	1,696,560	1,672,434	(3,601)			24,126	24,126	17,847	7,644
6099998 - Total - Bonds						16,141,000	16,834,902	16,992,211	16,823,779	(11,122)			168,432	168,432	138,196	92,022
PUBLIC UTILITIES - U.S.																
001957-10-9...	AT&T CORPORATION	11/14/2002	VARIOUS	11/27/2002	VARIOUS	1,550,000	15,935	16,454	15,935				519	519	94	
029066-10-7...	AMERICAN POWER CONV	06/20/2002	STATE ST BROKERAGE SERV	11/14/2002	KNIGHT SECURITIES	100,000	1,340	1,500	1,340				160	160		
25179M-10-3...	DEVON ENERGY CORP NEW	06/21/2002	STATE ST BROKERAGE SERV	08/29/2002	SPEAR LEED & KELLOGG	50,000	2,352	2,288	2,352				(64)	(64)		
656568-10-2...	NORTEL NETWORKS CORPORATION	06/21/2002	VARIOUS	11/14/2002	INVESTMENT TECH INC	1,350,000	2,298	1,918	2,298				(380)	(380)		
COUNTRY TOTAL - U.S.						XXX	21,925	22,160	21,925	0	0	0	236	236	94	0
6699999 - Common Stocks - Public Utilities						XXX	21,925	22,160	21,925				236	236	94	
BANKS, TRUST AND INSURANCE COMPANIES - U.S.																
060505-10-4...	BANK AMERICA CORP	11/14/2002	INVESTMENT TECH INC	12/23/2002	LEHMAN BROTHERS INC	100,000	6,877	7,009	6,877				132	132		
222372-10-4...	COUNTRYWIDE CR INDS INC	06/21/2002	STATE ST BROKERAGE SERV	08/29/2002	SPEAR LEED & KELLOGG	50,000	2,363	2,649	2,363				287	287	6	
COUNTRY TOTAL - U.S.						XXX	9,239	9,658	9,239	0	0	0	419	419	6	0
6799999 - Common Stocks - Banks, Trust and Insurance Companies						XXX	9,239	9,658	9,239				419	419	6	
INDUSTRIAL & MISCELLANEOUS - U.S.																
00130H-10-5...	AES CORPORATION	06/20/2002	STATE ST BROKERAGE SERV	08/29/2002	SPEAR LEED & KELLOGG	200,000	966	599	966				(367)	(367)		
067901-10-8...	BARRICK GOLD CORPORATION	06/21/2002	VARIOUS	08/29/2002	SPEAR LEED & KELLOGG	250,000	5,109	3,961	5,109				(1,148)	(1,148)		
081437-10-5...	BEMIS INCORPORATED	06/20/2002	STATE ST BROKERAGE SERV	11/14/2002	INVESTMENT TECH INC	100,000	4,992	5,189	4,992				197	197	52	
208251-50-4...	CONOCO INCORPORATED	06/20/2002	STATE ST BROKERAGE SERV	09/05/2002	MERGER	100,000	2,676	2,676	2,676				0	0	19	
248019-10-1...	DELUXE CORPORATION	06/20/2002	STATE ST BROKERAGE SERV	11/14/2002	INVESTMENT TECH INC	100,000	3,988	4,484	3,988				496	496	74	
28336L-10-9...	EL PASO CORP DEL	06/21/2002	STATE ST BROKERAGE SERV	08/29/2002	SPEAR LEED & KELLOGG	200,000	4,095	3,367	4,095				(728)	(728)		
384802-10-4...	GRAINGER W W INC	06/21/2002	STATE ST BROKERAGE SERV	11/14/2002	INVESTMENT TECH INC	50,000	2,419	2,567	2,419				149	149	18	
401698-10-5...	GUIDANT CORPORATION	06/20/2002	STATE ST BROKERAGE SERV	08/29/2002	SPEAR LEED & KELLOGG	100,000	3,102	3,668	3,102				566	566		
413619-10-7...	HARRAHS ENTERTAINMENT INC	06/21/2002	STATE ST BROKERAGE SERV	08/29/2002	SPEAR LEED & KELLOGG	50,000	2,318	2,343	2,318				25	25		
418056-10-7...	HASBRO INCORPORATED	06/21/2002	STATE ST BROKERAGE SERV	08/29/2002	SPEAR LEED & KELLOGG	50,000	745	654	745				(90)	(90)	2	
452528-10-2...	IMMUNEX CORPORATION	06/21/2002	STATE ST BROKERAGE SERV	07/17/2002	VARIOUS	200,000	4,428	4,428	4,428				0	0		
453258-40-2...	INCO LTD	06/21/2002	STATE ST BROKERAGE SERV	08/29/2002	SPEAR LEED & KELLOGG	50,000	1,079	893	1,079				(185)	(185)		
478366-10-7...	JOHNSON CTLS INCORPORATED	06/21/2002	STATE ST BROKERAGE SERV	08/29/2002	SPEAR LEED & KELLOGG	50,000	4,137	4,244	4,137				107	107		
565849-10-6...	MARATHAN OIL CORPORATION	06/20/2002	STATE ST BROKERAGE SERV	08/29/2002	SPEAR LEED & KELLOGG	100,000	2,676	2,424	2,676				(252)	(252)	23	
589405-10-9...	MERCURY INTERACTIVE CP	06/21/2002	STATE ST BROKERAGE SERV	11/14/2002	KNIGHT SECURITIES	50,000	1,234	1,448	1,234				214	214		
594918-10-4...	MICROSOFT CORPORATION	06/21/2002	VARIOUS	12/23/2002	LEHMAN BROTHERS INC	750,000	39,493	40,484	39,493				990	990		
693517-10-6...	P P & L RES INC	06/20/2002	STATE ST BROKERAGE SERV	08/29/2002	SPEAR LEED & KELLOGG	100,000	3,143	3,641	3,143				498	498		
696642-10-7...	PALM INCORPORATED COM	06/20/2002	SSGA CROSS	10/18/2002	SSGA CROSS	200,000	292	292	292				0	0		
696642-20-6...	PALM INCORPORATED	10/18/2002	EXCHANGE	11/14/2002	KNIGHT SECURITIES	10,000	292	149	292				(143)	(143)		
718154-10-7...	PHILLIP MORRIS COMPANIES	06/20/2002	STATE ST BROKERAGE SERV	08/29/2002	SPEAR LEED & KELLOGG	100,000	5,498	4,933	5,498				(565)	(565)		
725906-10-1...	PLACER DOME INCORPORATED	06/20/2002	STATE ST BROKERAGE SERV	08/29/2002	SPEAR LEED & KELLOGG	100,000	1,269	1,001	1,269				(268)	(268)	5	
739308-10-4...	POWER-ONE INCORPORATED	06/21/2002	STATE ST BROKERAGE SERV	11/14/2002	KNIGHT SECURITIES	50,000	277	318	277				(41)	(41)		
75952B-10-5...	RELIAANT RESOURCES	10/04/2002	REC AS DISTRIBUTION	11/14/2002	INVESTMENT TECH INC	78,000	256	156	256				(100)	(100)	1	
786429-10-0...	SAFECO CORPORATION	06/21/2002	STATE ST BROKERAGE SERV	08/29/2002	KNIGHT SECURITIES	50,000	1,552	1,657	1,552				105	105	9	
832696-40-5...	JM SMUCKER COMPANY	06/06/2002	DISTRIBUTION OF SHARES	08/29/2002	SPEAR LEED & KELLOGG	17,000	487	628	487				141	141	21	
872649-10-8...	TRW INCORPORATED	08/29/2002	SPEAR LEED & KELLOGG	12/16/2002	EXCHANGE	50,000	2,863	2,863	2,863				0	0	9	

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SCHEDULE D - PART 6 - SECTION 1

Valuation of Shares of Subsidiary, Controlled or Affiliated Companies

1 CUSIP Identification	2 Description Name of Subsidiary, Controlled or Affiliated Company	3 NAIC Company Code or Alien Insurer Identification Number	4 NAIC Valuation Method (See SVO Purposes and Procedures manual)	5 Do Insurer's Assets Include Intangible Assets Connected with Holding of Such Company's Stock?	6 Total Amount of Such Intangible Assets	7 Book/Adjusted Carrying Value	8 Stock of Such Company Owned by Insurer on Statement Date	
							8 Number of Shares	9 % of Outstanding
91862#-10-2	UTICA (BERMUDA) LTD	00000	(ii)	No		7,365	120,000.000	100.0
1599999	- Common Stock - Other Affiliates					7,365	XXX	XXX
1699999	- Total Common Stocks					7,365	XXX	XXX
1799999 Totals						7,365	XXX	XXX

- Amount of insurer's capital and surplus from the prior period's statutory statement reduced by any admitted EDP, goodwill and net deferred tax assets included therein: \$ 22,362,371
- Total amount of intangible assets nonadmitted: \$

SCHEDULE D - PART 6 - SECTION 2

1 CUSIP Identification	2 Name of Lower-tier Company	3 Name of Company Listed in Section 1 Which Controls Lower-tier Company	4 Total Amount of Intangible Assets Included in Amount Shown in Column 6, Section 1	5 Stock in Lower-tier Company Owned Indirectly by Insurer on Statement Date	
				5 Number of Shares	6 % of Outstanding
NONE					
0399999 Total				XXX	XXX

Schedule DB - Part A - Section 1

NONE

Schedule DB - Part A - Section 2

NONE

Schedule DB - Part A - Section 3

NONE

Schedule DB - Part B - Section 1

NONE

Schedule DB - Part B - Section 2

NONE

Schedule DB - Part B - Section 3

NONE

Schedule DB - Part C - Section 1

NONE

Schedule DB - Part C - Section 2

NONE

Schedule DB - Part C - Section 3

NONE

Schedule DB - Part D - Section 1

NONE

Schedule DB - Part D - Section 2

NONE

Schedule DB - Part D - Section 3

NONE

Schedule DB - Part E - Section 1

NONE

SCHEDULE DM

For bonds and preferred stocks owned as of December 31, state the aggregate statement (admitted) value, the aggregate fair value, and the aggregate difference, if any, between them.

	1	2	3
	Statement (Admitted) Value	Fair Value (a)	Excess of Statement over Fair Value(-), or Fair Value over Statement (+)
1. Bonds	57,269,267	60,794,769	3,525,502
2. Preferred Stocks	0		0
3. Totals	57,269,267	60,794,769	3,525,502

(a) Amortized or book values shall not be substituted for fair values. Describe the sources or methods utilized in determining the fair values.

Deutsche Asset Management utilizes various pricing sources to obtain market values of investments. The pricing sources used by asset class are as follows: Municipal Bonds, Standard & Poor's / JJ Kenney; Corporate Bonds and MTNs, Merrill Lynch; Mortgage Backed Securities, Merrill Lynch; Asset-Backed Securities, Merrill Lynch; Government/Agency Issues, Merrill Lynch.....

ANNUAL STATEMENT FOR THE YEAR 2002 OF THE REPUBLIC-FRANKLIN INSURANCE COMPANY

SCHEDULE E - PART 2 - SPECIAL DEPOSITS

1 Line Number	2 Type	3 Description of Deposit			4 Where Deposited and Purpose of Deposit		5 Par or Book Value	6 Statement Value (a)	7 Fair Value
DE00001	B	United States Treasury Bond	6.125%	11/15/2027	Delaware Ins. Dept.	DE RSD for WC by Ins. Code Title 18, Ch. 5, Sec. 513	105,000	99,665	122,686
DE99999 - DELAWARE							105,000	99,665	122,686
GA00001	O	Evergreen Inst. Treasury Fund	1.90%	16/16/2003	Georgia Ins. Dept.	GA RSD Rules & Reg. Ch. 120-2-18.01	100,000	100,000	100,000
GA99999 - GEORGIA							100,000	100,000	100,000
MA00001	B	Mass. Muni. Whsl. Elec. Sys. Rev.	5.00%	07/01/2010	Mass. Ins. Dept.	MA RSD for WC by Gen. Law Ch. 152, Sec. 61 & 62	100,000	96,177	103,721
MA00002	B	United States Treasury Bond	7.50%	11/15/2016	Mass. Ins. Dept.	MA RSD by Gen. Laws Ch. 175, Sec. 151	400,000	392,607	523,124
MA00003	B	United States Treasury Bond	7.50%	11/15/2016	Mass. Ins. Dept.	MA RSD by Gen. Laws Ch. 175, Sec. 151	150,000	154,996	196,172
MA00004	B	United States Treasury Notes	5.625%	05/15/2008	Mass. Ins. Dept.	MA RSD for WC by Gen. Law 152, Sec. 61 & 62	1,000,000	1,007,338	1,134,690
MA00005	B	United States Treasury Notes	6.00%	08/15/2004	Mass. Ins. Dept.	MA RSD for WC by Gen. Law 152, Sec. 61 & 62	1,350,000	1,343,606	1,449,563
MA99999 - MASSACHUSETTS							3,000,000	2,994,725	3,407,269
NC00001	B	United States Treasury Notes	6.125%	08/15/2007	North Carolina Ins. Dept.	NC RSD by Gen. Stat. 58-5-5 & 58-5-10	100,000	106,148	115,000
NC00002	B	United States Treasury Notes	6.875%	05/15/2006	North Carolina Ins. Dept.	NC RSD by Gen. Stat. 58-5-5 & 58-5-10	10,000	10,550	11,506
NC99999 - NORTH CAROLINA							110,000	116,698	126,506
VA00001	B	United States Treasury Notes	6.875%	05/15/2006	Virginia Ins. Dept.	VA RSD by Ins. Code Sec. 38.2, Ch. 10, Art. 7	210,000	221,540	241,632
VA99999 - VIRGINIA							210,000	221,540	241,632
XX99999 - Total - Not All Policyholders							3,525,000	3,532,627	3,998,094
OH00001							1,650,000	1,718,461	2,015,157
OH99999 - OHIO							1,650,000	1,718,461	2,015,157
ZZ99999 - Total - All Policyholders							1,650,000	1,718,461	2,015,157
9999999 Totals							5,175,000	5,251,088	6,013,250

(a) Including \$ cash and short-term investments as defined in SSAP No. 2 of the NAIC Accounting Practices and Procedures Manual.

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