FORM 10-K

Annual report pursuant to section 13 and 15(d)

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FIRST REPUBLIC CORP OF AMERICA

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K

[X] ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 (FEE REQUIRED)

For the fiscal year ended June 30, 1994
Commission File No. 0-1437

THE FIRST REPUBLIC CORPORATION OF AMERICA
(Exact name of Registrant as specified in its charter)

DELAWARE	13-1938454
(State or other jurisdiction of incorporation or organization)	(I.R.S. EmployerIdentification No.)

302 Fifth Avenue New York, New York	10001
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: (212) 279-6100
Securities registered pursuant to Section 12(b) of the Act:
None
Securities registered pursuant to Section 12(g) of the Act:

Common Stock Par Value $1 per share
(Title of Class)

Indicate by check mark whether Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months and (2) has been subject to such filing requirements for the past 90 days. Yes[X] No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. [X]

As of September 16, 1994, 674,107 common shares were outstanding, and the aggregate market value of common shares held by nonaffiliates of Registrant was approximately $2,339,000 (based upon the price paid by Registrant for shares).

Documents Incorporated by Reference

See Item 14(c)

The First Republic Corporation of America

10-K Contents

PART I

ITEM 1. BUSINESS

a. General Development of Business

The First Republic Corporation of America (the "Company") was incorporated in the State of Delaware in February 1961, and is presently engaged, either directly or through its subsidiaries, in the real estate, hotel, seafood, textile, and health care businesses. See Item 1(c) for a description of the business engaged in by the Company and its subsidiaries.

During the 1994 fiscal year, the Company obtained a $3,000,000 mortgage loan on the Greensboro South Shopping Center it owns in Greensboro, North Carolina, which loan bears interest at the rate of 8.5% per annum, is self-liquidating, and provides for 180 payments of $29,543, including interest and principal, commencing April 1, 1994 and expiring March 1, 2009.

b. Financial Information about Industry Segments

The sales and operating profit (loss) from operations and the identifiable assets attributable to each industry segment for the three years ended June 30, 1994 are set forth in Note 13 (Industry Segments) of the Notes to Consolidated Financial Statements, which are incorporated herein by reference to Item 8. hereof.

c. Narrative Description of Business

Real Estate

The Company owns various loft buildings, office buildings, industrial buildings, shopping centers, residential and other properties, situated along the East Coast of the United States in Massachusetts, Rhode Island, New York, New Jersey, Pennsylvania, Virginia, North Carolina and Florida. A general description of these properties is provided in Item 2. below.

Real estate revenues accounted for 31%, 32% and 31% of consolidated revenues from operations for the fiscal years ended June 30, 1994, 1993 and 1992, respectively.

Hotel

The Company owns and operates a 288 room hotel and convention center known as the Sheraton Inn--Syracuse, located in Liverpool, New York. There are approximately 20 facilities in the Liverpool/Syracuse area with which the hotel competes. Currently, the Company believes it is the third largest hotel in terms of revenues in the area.

Hotel revenues accounted for 11% of consolidated revenues from operations for each of the fiscal years ended June 30, 1994, 1993 and 1992.

Seafood

The Company's 80.2% owned subsidiary, Bluepoints Company Inc. ("Bluepoints"), holds title to approximately 13,000 acres of land under the water of the Great South Bay between Fire Island and Long Island's South Shore in New York State. Bluepoints harvests hard-shell clams on this property. Bluepoints competes with others on the basis of quality of product and reliability of delivery. The price of hard-shell clams continued at or near historically high levels during the past fiscal year.

Although once a substantial factor in the market, a significant decrease in clam production at Bluepoints over the past several years, combined with some substantial new production by competitors harvesting clams in other areas along the Eastern Seaboard, has resulted in a diminished role for Bluepoints in the hard-shell clam market. The aggregate number of bushels of clams harvested during the fiscal year ended June 30, 1994 decreased 6% compared with the prior fiscal year. However, due to favorable water conditions for fiscal year ended June 30, 1993, the aggregate number of bushels of clams increased 32% as compared with the fiscal year ended June 30, 1992. For the period July 1, 1994 through August 31, 1994, the aggregate number of clams harvested increased 7% compared with the same period in the prior year.

Bluepoints has expanded its hatchery facilities in an effort to increase inventory. However, climate and other environmental factors beyond the control of Bluepoints affect the propagation and growth of clams. New York State environmental authorities are continually monitoring the harvesting area for pollution. From time to time, and at present, certain small areas of Bluepoints' property exceed the maximum coliform count set by Federal law, and shellfish located in such areas may not be harvested. At the present time, State authorities have closed other portions of the Great South Bay to clamming operations because the coliform count exceeds Federal standards.

Bluepoints, through foreign subsidiaries, operates a shrimp farm and is a 62.5% owner of a shrimp hatchery, which are both located in Ecuador. Sales of shrimp from the foregoing operations approximated $671,000 and $1,198,000 for the fiscal years

ended June 30, 1994 and 1993, respectively. In addition, Bluepoint also owns a 38% interest in another Ecuadorian shrimp farming operation. See Item 12 and 13 below for information relating to shares of stock of Bluepoints and these foreign subsidiaries owned by certain officers and directors of the Company.

The Company also owns a 50% interest in Lambert Seafood Company, a scallop operation in Cape Canaveral, Florida. In the current fiscal year, there was a reduced scallop harvest as compared to last year when there was an excellent scallop harvest; there can be no assurance that extensive beds of scallops will be found in the future. Lambert's revenues for scallop operations decreased from $6,858,000 in the prior year to $3,702,000 in the current fiscal year.

Seafood revenues accounted for 13%, 15% and 13% of consolidated revenues from continuing operations for the fiscal years ended June 30, 1994, 1993 and 1992, respectively.

Textile

Hanora Spinning, Inc. ("Hanora"), a wholly-owned subsidiary of the Company, operates a yarn spinning plant in Woonsocket, Rhode Island. Hanora, which is not a significant factor in the market it serves, competes with a number of other yarn spinning plants on the basis of quality of product and price. During the fiscal year ended June 30, 1994, Hanora purchased approximately $149,000 of additional equipment. The backlog of yarn sales on August 31, 1994 was approximately $5,500,000 as compared to $4,000,000 a year ago. Approximately 80% of the current backlog is expected to be shipped in the fiscal year ending June 30, 1995. One customer accounted for approximately 14% of Hanora's total sales during the 1994 fiscal year. The loss of this customer would not have a material adverse effect on the Company and its subsidiaries taken as a whole.

Hanora South, Inc. ("Hanora South"), a wholly-owned subsidiary of the Company, operates a yarn spinning plant in Lake City, South Carolina which produces craft, sweater, hosiery, upholstery and industrial yarns as a commission spinner for Hanora. J&M, Dyers, Inc. ("J & M"), another wholly-owned subsidiary of the Company, which operates a yarn dyeing plant in Sumter, South Carolina, is a commission dyer for rawstock, package, ombre and skein dyeing. Neither of these subsidiaries is a significant factor in the markets they serve and each competes with a number of other firms that are substantially larger; at the present time, neither has a significant backlog of orders.

Whitlock Combing Co. Inc. ("Whitlock"), a wholly-owned subsidiary owned a wool combing plant in Allendale, South Carolina. In April 1992, Whitlock entered into an agreement pursuant to which, in June 1992, it sold substantially all of the assets of its wool combing business to Wellman, Inc., and ceased all of its remaining operations. Pursuant to a Consent Order entered into in 1985 with the South Carolina Department of Health and Environmental Control ("DHEC"), Whitlock recognized approximately $119,000 and $435,000 of costs during the fiscal years ended June 30, 1994 and 1993, respectively, to clean up the property on which the wool combing plant is located and to implement a groundwater monitoring program. It is estimated that the anticipated remaining cost of completing all remedial action will not be significant.

Textile revenues accounted for 37%, 38% and 40% of consolidated revenues from operations for the fiscal years ended June 30, 1994, 1993 and 1992, respectively.

Health Care

The Company owns a 49.9% partnership interest in two nursing homes located in Jersey City, New Jersey (the "Jersey City Facility") and Rochelle Park, New Jersey (the "Rochelle Park Facility"). The Jersey City and Rochelle Park Facilities (see Item 2--Health Care Segment below) contain 180 beds and 240 beds, respectively, and each facility provides skilled and intermediate nursing care to both private and Medicaid residents. The Rochelle Park Facility also includes a 121-unit senior citizen residence and an adult day care center. Skilled and intermediate care facilities provide nursing services through the use of professional and nonprofessional employees. The nursing homes attempt to obtain residents through referrals from acute care hospitals, physicians, residential care facilities, church groups and other service organizations in the communities in which the facilities are located. There are competing facilities in these communities. In competing for residents, the reputation of the Company's facilities in the community and their physical appearance are important factors, since members of the resident's family generally participate to a greater extent in selecting skilled and intermediate nursing facilities than in selecting an acute care hospital. The Company's facilities also experience competition in employing and retaining high quality professionals and nonprofessional employees, including nurses, technicians, aides and others. The Company also owns a 49.9% partnership interest in a nursing home in Whiting, New Jersey. This facility is net leased to the operator of the facility under a lease which expires on December 31, 2011.

Merrimac

The Company, through Merrimac Corp. and its subsidiaries ("Merrimac"), was engaged in the manufacture, purchase and distribution of upscale and moderately priced giftware and the commercial real estate business. Merrimac was merged into the Company in the 1993 fiscal year. See item 2 below for information relating to the properties formerly owned by Merrimac in Brookhaven, Pennsylvania and Newburyport, Massachusetts, and Note 2 of Notes to Consolidated Financial

Statements for additional information relating to Merrimac.

ITEM 2. PROPERTIES

Location	General Character (1)
Real Estate Segment	
Video Film Center 315-329 W. 44th Street New York, New York	10-story office building square feet; 70% rented
Junior Coat Building 250 W. 39th Street New York, New York	18-story office, showroom and manufacturing facility; 182,000 rentable square feet; 90% rented.
Jefferson National Bank Building 4100 Pinetree Drive Miami Beach, Florida	6-story office building; 39,300 rentable square feet; 100% rented.
First Republic Office Park Thruway and Electronics Parkway Liverpool, New York	Two, two-story office buildings with 35,000 rentable square feet each; 14 acres of land; 96% rented.
Waltham Engineer Waltham, Massachusetts	17 multi-story industrial buildings; in excess of 380,000 rentable square feet;parking facilities; 90% rented.
East Newark Industrial Center East Newark, New Jersey	30 multi-story industrial buildings; in excess of 1,000,000 rentable square feet;parking facilities; 80% rented; second mortgage held by Bluepoints in the amount of $401,772 at September 1, 1994.
Nyanza Building Woonsocket, Rhode Island	Four-story and basement industrial building; 300,000 rentable square feet; used by Company as spinning plant (100,000 sq. ft.) and balance rented to others; 85% rented.
Greensboro North Shopping Center Greensboro, North Carolina	Approximately 13.5 acres of land and 128,000 square feet of space in buildings located thereon; 40% rented.

Greensboro South Shopping Center Greensboro, North Carolina	Approximately 13 acres of land and 141,000 square feet of space in buildings located thereon; 95% rented.

Location	General Character (1)
Shopping Center Richmond, Virginia	Approximately 13.5 acres of land and 130,000 square feet of space in buildings located thereon; 100% rented.
London Bridge Shopping Center Virginia Beach, Virginia	Approximately 10.2 acres of land and 100,000 square feet of space in buildings located thereon; 98% rented.
Vacant land Melbourne, Florida	Approximately 21 acres; suitable for development as a shopping center.
Sunscape Apartments Orlando, Florida	167-unit residential garden apartments located on approximately 12 acres of land; 90% rented. (Company owns 50% of Sunscape Associates, a partnership which owns the apartments).
Shopping Center Brookhaven, Pennsylvania	Approximately 22.7 acres of land and 196,000 square feet of space in buildings located thereon; 90% rented.
Newburyport, Massachusetts	4-story building; 168,000 rentable square feet of space; 10% rented.
	3-story building, 13,800 rentable square feet of space; 100% rented.
	Two-story building and warehouse; 5,000 square feet, presently vacant.
Hotel Segment	
Sheraton Inn-Syracuse	288-room motor hotel and convention

Thruway and Electronics Parkway Liverpool, New York	center; indoor pool; operated under Sheraton franchise.
Seafood Segment (2)	
West Sayville, New York	Approximately 13,000 acres of underwater land in the Great South Bay of Long Island; approximately 5 acres of upland and 22,500 square feet of space in two buildings located thereon; used for unloading product, storage, inspection, shipping, shop maintenance, hatchery and administration.

Location	General Character (1)
Mattituck, New York	Approximately 1 acre of land in Long Island; to be used as a grow out pond for the clam hatchery.
Crisfield, Maryland	Approximately .78 acres of land and 33,625 square feet of space in three buildings located thereon; previously used to receive, process, store and ship soft-shell crabs, presently vacant.
Englishman Island	Approximately 600 acres of land including Guayaquil County, Ecuador 288 acres owned and the balance held under a 10-year concession, expiring April 1995, containing shrimp ponds and drainage canals.
Vacant Land Guayaquil, Ecuador	Bluepoints has a 62.5% interest in a company that owns approximately 100,000 square feet of riverfront land.
Ayangue Guayas Province, Ecuador	Bluepoints has a 62.5% interest in a company that owns approximately 56 acres of land used for a shrimp hatchery.

Cape Canaveral, Florida	Various leaseholds (approximately 11 acres) used by scallop operation for offloading, processing, packaging, warehouse and office. (Company owns 50% of Lambert International Fisheries Inc. and Cape King Associates which hold leaseholds.)
Textile Segment	
Allendale, South Carolina	Approximately 195 acres of land, on which a plant containing one building with approximately 156,000 square feet and comprising approximately 20 acres is located, presently vacant.
Pageland, South Carolina	Approximately 10 acres of land and 36,125 square foot building located thereon; previously used as bulking and twisting plant, warehouse and office, presently being rented.

Location	General Character (1)
Lake City, South Carolina	Approximately 21.5 acres of land and 95,000 square feet of space in two buildings located thereon; used for a yarn spinning plant, warehouse and administration.
Sumter, South Carolina	Approximately 10.5 acres of land and 61,000 square foot building located thereon; used as yarn dyeing plant, warehouse and office.
Health Care Segment	
Rochelle Park, New Jersey	240-bed nursing home; owned by partnership in which the Company has a 49.9% partnership interest.
	121-unit senior citizen residence;

	owned by partnership in which the Company has a 49.9% partnership interest.
Jersey City, New Jersey	180-bed nursing home; owned by partnership in which the Company has a 49.9% partnership interest.
Whiting, New Jersey	180-bed nursing home; leased to tenant by partnership in which the Company has a 49.9% partnership interest.
Corporate Office	
302 Fifth Avenue New York, New York	5,400 square feet of executive offices; month-to-month tenant at a rent of $7,709 per month. See Item 13. below.

(1)-Reference is made to Schedule XI for information with respect to mortgages encumbering certain properties listed in the table.

(2)-Except as otherwise noted, the properties listed in the Seafood Segment are owned by Bluepoints Company, Inc., an 80.2% owned subsidiary of the Coof

ITEM 3. LEGAL PROCEEDINGS

See Item 1(c) for information with respect to environmental matters relating to the property owned by Whitlock Combing Co.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

Not applicable.

PART II

ITEM 5. MARKET FOR THE REGISTRANT'S COMMON STOCK AND RELATED SECURITY HOLDER MATTERS

a. The Company's common stock is traded in the over-the-counter market.

There have not been any quotations for the Company's common stock in the National Daily Quotation Service for the past several years.

During the two most recent fiscal years, the Company has purchased shares at prices ranging from a high of $57.50 in July 1992 to a low of $39.00 in June 1994.

Due to the absence of quotations it may be deemed that there is no established public trading market for the Company's common stock.

b. As of September 16, 1994, there were 857 holders of record of the Company's common stock.

c. No dividends have been paid during the two years ended June 30, 1994. The Company has no intention of paying dividends in the foreseeable future.

ITEM 6.SELECTED FINANCIAL DATA

Fiscal Year Ended June 30

	1994	1993	1992	1991	1990
		(In thousands except per share amounts)			
Revenues	$48,119	$47,036	$49,152	$53,811	$55,850
Income before interest and income taxes	$3,391	$743	$3,062	$1,692	$1,818
Interest costs	$2,248	$2,239	$2,636	$2,929	$2,797
Income (loss) from continuing operations before extraordinary income and cumulative effect of accounting change	$ 88	$(1,369)	$ 84	$(436)	$(1,062)
Net income (loss) per shareof common stock from continuing operations	$ .13	$(2.00)	$ .12	$ (.63)	$(1.54)
Total assets	$80,164	$79,106	$79,705	$84,124	$131,449
Long-term debt	$23,870	$22,234	$21,598	$16,049	$16,728
Stockholders' equity	$42,264	$40,872	$42,732	$42,705	$37,233
Cash dividends per common share	NONE	NONE	NONE	NONE	NONE

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Liquidity and Capital Resources

Working capital at June 30, 1994 decreased by approximately $1,169,000 as compared to the prior year. The Company has initiated foreclosure proceedings on a building in the Bronx, New York and has reclassified a $934,215 mortgage that is past due as a long-term receivable.

Net cash provided by operating activities was approximately $5,712,000 during the 1994 fiscal year. Net cash provided by financing activities was approximately $966,000. Net cash of approximately $6,866,000 was used for investing activities.

During the three years ended June 30, 1994, the Company incurred capital expenditures of approximately $10,456,000. In addition, approximately $1,587,000 was expended for tenants' improvements during this three year period.

Results of Operations

Real Estate

In fiscal 1994 real estate operating profits decreased $85,000 on a revenue increase of $38,000 as compared to the prior year. The decrease in operating profits was primarily attributable to $100,000 of interest expense on a new mortgage obtained on the Greensboro South Shopping Center. The Company's real estate operating profits decreased $1,377,000 in fiscal 1993 as compared with the prior year, while revenues decreased $307,000 over the same period. The decrease in operating profits was primarily attributable to a $287,000 increase in repairs and maintenance, a $250,000 increase in real estate taxes, a $125,000 increase in salaries and fringe costs, and an increase of $285,000 in utility and snow removal costs caused by the colder than normal winter.

Hotel

Operating profits for the Sheraton Inn--Syracuse for fiscal 1994 decreased approximately $244,000 on an approximately $10,000 decrease in revenues from the prior year. This was due primarily to $160,000 of additional fees paid to the management company that oversees the operations of the hotel and other small increases in operating costs. Profits and revenues for the hotel for the year ended June 30, 1993 were approximately the same as in the prior year.

Seafood

Overall, revenues for the seafood division decreased by 13% as compared to the prior year. Losses from operations in fiscal

1994 were $2,170,000 as compared to a loss of $847,000 last year. The reduction in revenues was attributable to declining shrimp sales from Ecuador, which were partially offset by the

importation of shrimp from Costa Rica. Due to the lower revenues, Ecuadorian operations sustained a loss of $1,848,000. Declining shrimp production resulted from poor water quality in the Company's shrimp ponds. Although the Company is taking steps to improve water quality, these problems have continued into the current fiscal year. Although the Company received a $190,000 distribution from its scallop investment, it incurred a $492,000 loss due substantially to write down of leasehold carrying costs and depreciation expense on remaining assets. Bluepoints' Long Island operations had income of $282,000, significantly lower than last year due to reduced profits from sale of shrimp imported from Ecuador and higher operating costs in the clam operations. There was a loss of $112,000 from the discontinued soft shell crab operation, whose assets were put up for sale last year. The fiscal 1993 revenues for the seafood division increased by 14%. Losses from operations in fiscal 1993 were $847,000 as compared to a loss of $1,124,000 in fiscal 1992. The Company received a $250,000 distribution from its scallop investment, but incurred a $850,000 loss due to losses on disposal of nonperforming scallop operation assets. In fiscal 1993, there was a loss of $513,000 from the foreign seafood operations and a $118,000 loss incurred in the discontinued soft-shell crab operation. Bluepoints' Long Island operations had income of approximately $634,000. In fiscal 1992, revenues for the seafood division increased by 2%. Losses from operations in fiscal 1992 were $1,124,000 as compared to a loss of $1,463,000 in fiscal 1991. Losses of $160,000 from the soft-shell crab operation were substantially due to markdowns taken when disposing of the remaining inventory upon termination of operations. The Company incurred a $512,000 loss on the scallop investment, and a net loss of approximately $782,000 from its foreign seafood operations. Bluepoints' Long Island operations in fiscal 1992 had income of approximately $330,000.

Textile

Although revenues for the textile division were approximately the same as last year, earnings increased $1,885,000. Hanora Spinning's earnings increased $494,000 to $1,138,000 due substantially to higher operating margins. Hanora South and J & M incurred combined losses of $490,000 as compared to last years losses of $758,000. Whitlock incurred a loss of $563,000 which included costs to clean up the property on which its wool combing plant was located, and has put up the property for sale. During the three years ended June 30, 1994, the Company purchased approximately $1,331,000 of machinery and equipment for the textile operations. In fiscal 1993, revenues decreased 11% in the textile division as compared to fiscal 1992 due to the cessation of operations at Whitlock. Hanora revenues increased 25% and the revenues of Hanora South and J & M increased 2%. Losses from operations in fiscal 1993 were $1,800,000 as compared to a loss of $1,838,000 in fiscal 1992. Hanora's earnings were $644,000 and Hanora South and J & M incurred a combined loss of $758,000. Whitlock, which as a result of ongoing losses, sold its equipment and substantially ceased operations in June 1992, incurred a loss of $1,686,000, including an $800,000 writedown on its remaining assets which were offered for sale. The loss for the year ended June 30, 1992 was approximately $1,838,000 as compared to fiscal 1991's loss of approximately $3,198,000. Hanora's earnings increased $509,000 due primarily to higher revenues and increased selling margins.

Hanora South and J & M incurred combined losses of $1,308,000 as a result of the loss of their major customer in fiscal 1990. Whitlock incurred a loss of $1,220,000 as a result of lower than anticipated productivity from a new production line set up during the 1990 fiscal year and a 46% decrease in revenues.

Health Care

In fiscal 1994, the Company recognized income of $713,000 from its investment in health care operations. In fiscal 1993, the Company recognized income of $755,000 from this investment. From the date of acquisition through June 30, 1992, the Company recognized income of $345,000.

Merrimac

Merrimac's operations were merged into the Company in June 1993 and are reflected in the Company's real estate and other operations for fiscal 1994. Merrimac's operations for fiscal 1993 (real estate, giftware and other) had revenues of approximately $1,401,000, resulting in a loss of approximately $294,000. In fiscal 1992, revenues were approximately $1,500,000 resulting in a profit of approximately $284,000. The results of operations in fiscal 1993 reflect interest payments on a mortgage on the Brookhaven Shopping Center of approximately $151,000 and a reduction of royalty receipts. Fiscal 1993 and 1992 results were included in the Company's real estate and other operations.

Corporate/Other

Corporate/other expenses which reflect the results of Merrimac's operations decreased from $3,425,000 to $1,496,000. This was due to $1,322,000 of income resulting from the termination of a royalty agreement with the purchaser of the Merrimac Silversmith assets, and a $446,000 reduction in the

Merrimac pension obligation pursuant to curtailment of the plan. Aside from the foregoing, other corporate expenses, which includes interest on the Company's term loan and revolving line of credit, have remained relatively constant for the last three years.

ITEM 8.FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

Report of Independent Auditors

Board of Directors and Stockholders
The First Republic Corporation of America

We have audited the accompanying consolidated balance sheets of the First Republic Corporation of America (the "Company") and subsidiaries as of June 30, 1994 and 1993, and the related consolidated statements of income, retained earnings, and cash flows for each of three years in the period ended June 30, 1994. Our audits also included the financial statement schedules listed in the accompanying index to financial statements (Item 14.a.). These financial statements and schedules are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements and schedules based on our audits. We did not audit the financial statements of (a) Marchelot S.A. and its subsidiaries and the hotel division, which statements reflect total assets constituting 14% in 1994 and 11% in 1993, and total revenues constituting 13% in 1994, 12% in 1993 and 15% in 1992, of the related consolidated totals, (b) the Mondragon Companies, accounted for on the equity method, and (c) certain health care entities (Bristol Manor Health Care Center, Inc., The Whitehall Residence, Inc., Logan Manor Corp., Harbor View Health Care Center, Inc.), accounted for on the equity method. Those statements were audited by other auditors whose reports have been furnished to us, and our opinion, insofar as it relates to the amounts included for such entities, is based solely on the reports of the other auditors.

We conducted our audits in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits and the reports of the other auditors provide a reasonable basis for our opinion.

In our opinion, based on our audits and the reports of the other auditors, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of The First Republic Corporation of America and subsidiaries at June 30, 1994 and 1993, and the consolidated results of their operations and their cash flows for each of the three years in the period ended June 30, 1994, in conformity with generally accepted accounting principles. Also, in our opinion, the related financial statement schedules, when considered in relation to the basic financial statements taken as a whole, present fairly in all material respects the information set forth therein.

New York, New York
September 30, 1994

BDO Stern Cia. Ltda.
Auditores

INDEPENDENT AUDITOR'S REPORT

To the Board of Directors
Marchelot S.A. and Subsidiaries
New York, U.S.A.

We have audited the consolidated balance sheet of Marchelot S.A. (a wholly-owned subsidiary of Bluepoints of Bermuda) and its subsidiaries Emporsa, Empacadora y Exportadora S.A., Larfico, Larvas del Pacifico S.A. and Comercorp S.A. as of June 30, 1994 and 1993, and the related consolidated statements of operations and deficit for each of the three years in the period ended June 30, 1994, and the consolidated statements of cash flows for the years ended June 30, 1994 and 1993. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion of these financial statements based on our audits.

We conducted our audits in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatements. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statements presentation. We believe that our audits provide a reasonable basis for our opinion.

As indicated in Note A to the attached financial statements to June 30, 1994 and 1993 the Government of Ecuador requires that the Sucre financial statements be adjusted for inflation. The principal effects produced for local purposes of the referred monetary correction of 1994 and 1993 were to increase properties by S/.3.672 million, deferred charges by S/.1.320 million, inventories by S/.109 million and anticipated expenses by S/.14 million, reduce investments in shares by S/.1.248 million, and the net difference caused a decrease in equity of S/.4.473 million. Also, the companies eliminated the prior year's losses of S/.906 million with the superavit from revaluation and S/.244 million from the monetary reexpression. All these transactions were reversed in the financial statements for the purpose of presenting them at their cost of purchase, in conformity with accounting principles generally accepted in the United States of America. The financial statements in U.S.A. Dollars will not be modified as a result of this monetary reexpression in Sucres.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Marchelot S.A. and Subsidiaries as of June 30, 1994 and 1993, the consolidated results of their operations for each of the three years in the period ended June 30, 1994, and their cash flows for the years ended June 30, 1994 and 1993, in conformity with generally accepted accounting principles prevailing in the United States of America.

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note Q to the financial statements, the Company incurred in recurring operating losses and has a net capital deficiency, which establishes a significant doubt on its capacity to continue as a going concern. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

As indicated in Notes A and E, on May 23, 1991, Marchelot S.A. acquired 38% of the issued and outstanding shares of the unconsolidated subsidiaries Isca C.A. and Langomorro Cia. Ltda., and 12.5% additional of Larfico S.A. and Comercorp S.A., currently 62.5%-owned subsidiaries, for a total of US $1.3 million (S/.1,457 million). These investments originated an excess of cost over net assets of those Subsidiaries of US $1.0 million (S/.1,131 million), accounted for as intangible assets. Such excess was originated based principally on the accumulated deficit of these four companies, due to be recurring operating losses which were approximately US $2.5 million (S/.2,670 million) at the date of acquisition.

As of June 30, 1994, property, machinery and equipment include S/.1,046 million (US $518,981) for wall repairs and other work in the pools and reservoirs which were executed by individual contractors.

Our examinations included also the translation of the amounts from Ecuadorean Sucres to U.S. Dollars for consolidation purpose with Bluepoints of Bermuda's financial statements. In our opinion, this translation was made in conformity with generally accepted accounting principles, applied to the financial statements in foreign currency and incorporated into the dated financial statements.

August 2, 1994
Guayaquil, Ecuador

Dermody, Burke & Brown
Certified Public Accountants, P.C.

INDEPENDENT AUDITORS' REPORT

To the Board of Directors of
FIRST REPUBLIC CORPORATION OF AMERICAN
SHERATON INN - SYRACUSE

We have audited the balance sheets of FIRST REPUBLIC CORPORATION OF AMERICA, SHERATON INN - SYRACUSE as of June 30, 1994 and 1993, and the related statements of income, division control and cash flows for the years ended June 30, 1994, 1993 and 1992. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

The Sheraton Inn - Syracuse is owned and operated by First Republic Corporation of America and its affiliated company, First Republic Building Corporation. The accounting records maintained in Syracuse relate only to the transactions incurred in the daily operation of the Hotel. Transactions involving debt financing, tax escrow payments, corporate income taxes and property accounts are not reflected on the Hotel's books but are the accounting responsibility of First Republic and its affiliate. These financial statements are issued for inclusion in the financial statements of First Republic Corporation of America and should not be considered separately in determining the financial position and results of operations of the Sheraton Inn - Syracuse.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the operations of FIRST REPUBLIC CORPORATION OF AMERICA, SHERATON INN - SYRACUSE at June 30, 1994 and 1993, and the results of its operations and its cash flows for the three year period ended June 30, 1994, in conformity with generally accepted accounting principles.

DERMODY, BURKE AND BROWN
Certified Public Accountants, P.C.

Syracuse, New York

August 24, 1994

LOEB & TROPER
655 THIRD AVENUE, 12TH FLOOR, NEW YORK, NY 10017

TEL: (212) 867-4000
FAX: (212) 867-9810

Independent Auditor's Report

Board of Directors
Logan Manor Corp.

We have audited the accompanying balance sheet of Logan Manor Corp. as of June 30, 1994 and 1993, and the related statements of operations and cash flows for the six months then ended. These financial statements are the responsibility of the Corporation's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Logan Manor Corp. as of June 30, 1994 and 1993, and the results of its operations and its cash flows for the six months then ended in conformity with generally accepted accounting principles.

Logan Manor Corp. is a member of a group of affiliated entities and, as disclosed in the financial statements, has significant transactions with members of the group, including significant borrowings. Because of these relationships, it is possible that the terms of these transactions are not the same as those which would result from transactions among wholly unrelated parties.

August 8, 1994

LOEB & TROPER

Independent Auditor's Report

Board of Directors
Logan Manor Corp.

We have audited the accompanying balance sheet of Logan Manor Corp. as of December 31, 1993 and 1992, and the related statements of operations and cash flows for the years then ended. These financial statements are the responsibility of the Corporation's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Logan Manor Corp. as of December 31, 1993 and 1992, and the results of its operations and its cash flows for the years then ended in conformity with generally accepted accounting principles.

Logan Manor Corp. is a member of a group of affiliated entities and, as disclosed in the financial statements, has significant transactions with members of the group, including significant borrowings. Because of these relationships, it is possible that the terms of these transactions are not the same as those which would result from transactions among wholly unrelated parties.

February 28,1994

LOEB & TROPER

Independent Auditor's Report

Board of Directors
Bristol Manor Health Care Center, Inc.

We have audited the accompanying balance sheet of Bristol Manor Health Care Center, Inc. as of June 30, 1994 and 1993, and the related statements of operations and cash flows for the six months then ended. These financial statements are the responsibility of the Corporation's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Bristol Manor Health Care Center, Inc. as of June 30, 1994 and 1993, and the results of its operations and its cash flows for the years then ended in conformity with generally accepted accounting principles.

Bristol Manor Health Care Center, Inc. is a member of a group of affiliated entities and, as disclosed in the financial statements, has significant transactions with members of the group, including significant borrowings. Because of these relationships, it is possible that the terms of thesetransactions are not the same as those which would result from transactions among wholly unrelated parties.

August 8, 1994

LOEB & TROPER

Independent Auditor's Report

Board of Directors
Bristol Manor Health Care Center, Inc.

We have audited the accompanying balance sheet of Bristol Manor Health Care Center, Inc. as of December 31, 1993 and 1992, and the related statements of operations and cash flows for the years then ended. These financial statements are the responsibility of the Corporation's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Bristol Manor Health Care Center, Inc. as of December 31, 1993 and 1992, and the results of its operations and its cash flows for the years then ended in conformity with generally accepted accounting principles.

Bristol Manor Health Care Center, Inc. is a member of a group of affiliated entities and, as disclosed in the financial statements, has significant transactions with members of the group, including significant borrowings. Because of these relationships, it is possible that the terms of these transactions are not the same as those which would result from transactions among wholly unrelated parties.

February 28, 1994

LOEB & TROPER

Independent Auditor's Report

Board of Directors
The Whitehall Residence, Inc.

We have audited the accompanying balance sheet of The Whitehall Residence, Inc. as of June 30, 1994 and 1993, and the related statements of operations and cash flows for the six months then ended. These financial statements are the responsibility of the Corporation's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of The Whitehall Residence, Inc. as of June 30, 1994 and 1993, and the results of its operations and its cash flows for the six months then ended in conformity with generally accepted accounting principles.

The Whitehall Residence, Inc. is a member of a group of affiliated entities and, as disclosed in the financial statements, has significant transactions with members of the group, including significant borrowings. Because of these relationships, it is possible that the terms of these transactions are not the same as those which would result from transactions among wholly unrelated parties.

The accompanying financial statements have been prepared assuming that The Whitehall Residence, Inc. will continue as a going concern. As discussed in Note H to the financial statements, the Corporation has suffered recurring losses from operations and has a retained earnings deficit that raise substantial doubt about its ability to continue as a going concern. Management's plans in regard to these matters are also described in Note H. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

August 8, 1994

LOEB & TROPER

Independent Auditor's Report

Board of Directors
The Whitehall Residence, Inc.

We have audited the accompanying balance sheet of The Whitehall Residence, Inc. as of December 31, 1993 and 1992, and the related statements of operations and cash flows for the years then ended. These financial statements are the responsibility of the Corporation's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of The Whitehall Residence, Inc. as of December 31, 1993 and 1992, and the results of its operations and its cash flows for the years then ended in conformity with generally accepted accounting principles.

The Whitehall Residence, Inc. is a member of a group of affiliated entities and, as disclosed in the financial statements, has significant transactions with members of the group, including significant borrowings. Because of these relationships, it is possible that the terms of these transactions are not the same as those which would result from transactions among wholly unrelated parties.

The accompanying financial statements have been prepared assuming that The Whitehall Residence, Inc. will continue as a going concern. As discussed in Note G to the financial statements, the Corporation has suffered recurring losses from operations and has a retained earnings deficit that raise substantial doubt about its ability to continue as a going concern. Management's plans in regard to these matters are also described in Note G. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

February 28, 1994

LOEB & TROPER

Independent Auditor's Report

Board of Directors
Harbor View Health Care Center, Inc.

We have audited the accompanying balance sheet of Harbor View Health Care Center, Inc. as of June 30, 1994 and 1993, and the related statements of operations and cash flows for the six months then ended. These financial statements are the responsibility of the Corporation's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Harbor View Health Care Center, Inc. as of June 30, 1994 and 1993, and the results of its operations and its cash flows for the years then ended in conformity with generally accepted accounting principles.

Harbor View Health Care Center, Inc. is a member of a group of affiliated entities and, as disclosed in the financial statements, has significant transactions with members of the group, including significant borrowings.

Because of these relationships, it is possible that the terms of these transactions are not the same as those which would result from transactions among wholly unrelated parties.

August 8, 1994

LOEB & TROPER

Independent Auditor's Report

Board of Directors
Harbor View Health Care Center, Inc.

We have audited the accompanying balance sheet of Harbor View Health Care Center, Inc. as of December 31, 1993 and 1992, and the related statements of operations and cash flows for the years then ended. These financial statements are the responsibility of the Corporation's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Harbor View Health Care Center, Inc. as of December 31, 1993 and 1992, and the results of its operations and its cash flows for the years then ended in conformity with generally accepted accounting principles.

Harbor View Health Care Center, Inc. is a member of a group of affiliated entities and, as disclosed in the financial statements, has significant transactions with members of the group, including significant borrowings. Because of these relationships, it is possible that the terms of these transactions are not the same as those which would result from transactions among wholly unrelated parties.

February 28, 1994

The First Republic Corporation of America and Subsidiaries

Consolidated Balance Sheets

	June 30 1994	1993
Assets		
Current assets:		
Cash and cash equivalents	$1,316,144	$1,504,799
Accounts and rents receivable, net of allowances of $153,180 and $158,213, respectively	5,493,910	6,220,640
Mortgages receivable--current portion (Note 3)	737,971	1,012,313
Other receivables	426,530	666,348
Inventories (Note 1)	4,731,545	3,781,243
Prepaid expenses and other assets	1,269,255	2,486,473
Total current assets	13,975,355	15,671,816
Property, plant and equipment (Note 5):		
Land	9,889,089	9,598,158
Buildings and improvements	38,389,151	37,346,639
Leaseholds and improvements	5,782,598	6,404,218
Machinery, equipment, parts and vehicles	12,532,328	12,193,128
Furniture and furnishings	933,871	1,049,812
Construction-in-progress	1,904,149	969,522
	69,431,186	67,561,477
Less accumulated depreciation and amortization	29,276,551	27,679,765
	40,154,635	39,881,712
Mortgages receivable--net of current portion (Note 3)	2,902,044	3,244,478
Deferred charges	6,107,863	5,092,889
Other assets:		
Cash and securities in trust for tenants' security deposits	1,529,315	1,484,881
Mortgage escrow funds and security deposits	218,376	82,239

Investments in and advances to affiliated entities (Notes 1 and 4)	11,598,245	10,252,102
Assets held for sale (Note 4)	1,983,300	2,144,229
Due from related parties (Note 12)	745,000	283,000
Other (Note 4)	949,495	968,232
	17,023,731	15,214,683
Total assets	$80,163,628	$79,105,578

See notes to consolidated financial statements.

The First Republic Corporation of America and Subsidiaries

Consolidated Balance Sheets (continued)

	June 30	
	1994	1993
Liabilities and stockholders' equity		
Current liabilities:		
Notes payable banks (Note 5)	$2,568,016	$2,830,964
Notes payable, related party	640,000	640,000
Current portion of long-term debt (Note 5)	1,312,114	1,352,770
Accounts payable	2,111,893	1,698,925
Accrued expenses and taxes payable	1,356,246	2,004,036
Due to related parties (Notes 5 and 12)	1,328,000	755,000
Subordinated debentures payable (Note 6)	-	469,336
Other liabilities	96,005	188,698
Total current liabilities	9,412,274	9,939,729
Long-term debt (Note 5)	23,870,298	22,233,897
Deferred income tax (Note 8)	673,926	1,696,926
Other liabilities:		
Tenants security deposits payable	1,529,315	1,484,881
Accrued pension (and sundry in 1993) (Note 9)	1,235,000	1,791,710
	2,764,315	3,276,591
Minority interests	775,372	664,218
Deferred income (Note 3)	403,727	421,983
Total liabilities	37,899,912	38,233,344

Stockholders' equity:		
Common stock, $1 par value:Authorized, 2,400,000 shares Issued, 1,175,261 shares	1,175,261	1,175,261
Additional paid-in capital	15,000,753	15,000,753
Retained earnings	30,429,660	28,868,990
	46,605,674	45,045,004
Less treasury stock, at cost-501, 154 and 497,498 shares (Note 7)	4,341,958	4,172,770
Total stockholders' equity	42,263,716	40,872,234
Leases, commitments and contingencies(Notes 5, 9, 10 and 11)		
Total liabilities and stockholders' equity	$80,163,628	$79,105,578

See notes to consolidated financial statements.

The First Republic Corporation of America and Subsidiaries

Consolidated Statements of Income

	Year ended June 30		
	1994	1993	1992
Revenues:			
Sales' textiles and seafood	$23,717,207	$24,764,199	$26,009,745
Rents and other revenues' real estate and hotel operations	20,544,116	20,516,437	20,769,349
Other (including interest income of approximately $94,000, $95,000 and $323,000, respectively) (Notes 9 and 13)	3,857,729	1,755,494	2,372,600
Equity in loss of affiliated entities (Note 4)	(1,416,679)	(228,481)	(577,397)
	46,702,373	46,807,649	48,574,297
Costs and expenses:			
Cost of sales	20,704,424	22,272,121	24,384,905
Operating costs-real estate and			

hotel operations	12,323,408	12,074,090	11,098,273
Depreciation and amortization	3,833,184	4,113,181	4,536,731
Interest	2,248,497	2,238,893	2,636,284
Selling, general and administrative	7,072,603	6,953,024	5,826,749
Writedown of property and equipment (Note 4)	--	800,000	--
Minority interests	(622,413)	(147,711)	(334,165)
	45,559,703	48,303,598	48,148,777
Income (loss) before income taxes, extraordinary item and cumulative effect of change in accounting for income taxes	1,142,670	(1,495,949)	425,520
Income tax (expense) benefit (Note 8)	(1,055,000)	127,000	(342,000)
Income (loss) before extraordinary item and cumulative effect of accounting change	87,670	(1,368,949)	83,520
Extraordinary income-share of gain on extinguishment of debt by affiliated entities, net of income taxes of $120,000 (Note 4)	300,000	-	-
Cumulative effect as of July 1, 1993 of change in method of accounting for income taxes (Note 1)	1,173,000	-	-
Net income (loss)	$1,560,670	$(1,368,949)	$83,520
Per share of common stock (Note 1):			
Operations before extraordinary item and cumulative effect of accounting change	$.13	$(2.00)	$0.12
Extraordinary income	.44	--	--
Cumulative effect of accounting change	1.74	--	--
Net income (loss)	$2.31	$(2.00)	$0.12

See notes to consolidated financial statements.

The First Republic Corporation of America and Subsidiaries

Consolidated Statements of Retained Earnings

Year ended June 30

	1994	1993	1992
Balance, beginning of year	$28,868,990	$30,237,939	$30,154,419
Net income (loss) for the year	1,560,670	(1,368,949)	83,520
Balance, end of year	$30,429,660	$28,868,990	$30,237,939

See notes to consolidated financial statements.

The First Republic Corporation of America and Subsidiaries

Consolidated Statements of Cash Flows

	Year ended June 30 1994	1993	1992
Operating activities			
Net income (loss)	$1,560,670	$(1,368,949)	$ 83,520
Adjustments to reconcile net income (loss) to net cash provided by operating activities:			
Depreciation and amortization	3,833,184	4,113,181	4,536,731
Writedown of property and equipment	-	800,000	-
Provision (credit) for deferred income taxes	150,000	-	(100,000)
Cumulative effect of changes in method of accounting for income taxes	(1,173,000)	-	-
Equity in net loss of affiliated entities	996,679	228,481	577,397
Minority interests' share of loss in subsidiaries	(622,413)	(147,711)	(334,165)
Changes in operating assets and liabilities from operations:			
Net accounts, rents and other receivables	966,548	(59,091)	(749,630)
Inventories	(950,302)	(175,477)	1,696,683
Prepaid and other assets	1,217,218	(983,506)	249,327
Due from related parties	-	(709,602)	(20,495)
Accounts payable	412,968	(120,807)	(381,842)
Accrued and other current liabilities	(740,483)	(815,256)	735,555
Due to related parties	573,000	(202,689)	457,255
Other liabilities	(512,276)	(516,365)	236,436
Cash provided by operating activities	5,711,793	42,209	6,986,772

Investing activities			
Purchases of property plant and equipment	(4,106,107)	(4,289,928)	(2,059,938)
Distribution in excess of equity in earnings from (investment in) affiliated entities -net (Note 4)	(2,342,822)	644,000	(5,696,948)
Repayment of notes receivable	-	-	3,000,000
Proceeds from sale of machinery and equipment	-	1,150,000	2,500,000
Payments received on mortgages receivable	616,776	584,182	428,582
Other investing activities	(1,034,135)	(406,305)	(251,379)
Net cash used by investing activities	(6,866,288)	(2,318,051)	(2,079,683)

The First Republic Corporation of America and Subsidiaries

Consolidated Statements of Cash Flows (continued)

	Year ended June 30		
	1994	1993	1992
Financing activities			
Proceeds from mortgage and notes payableto banks	$11,705,000	$19,600,000	$13,600,000
Payments on mortgages and notes payableto banks	(10,372,203)	(17,162,506)	(18,322,100)
Repayment of subordinated debenture	(469,336)	-	-
Minority interests' additional paid-in capital	271,567	342,513	-
Purchases of treasury stock	(169,188)	(490,828)	(56,380)
Payments on notes payable to others	-	-	(190,419)
Net cash provided by (used in) financing activities	965,840	2,289,179	(4,968,899)
Net (decrease) increase in cash and cash equivalents	(188,655)	13,337	(61,810)
Cash and cash equivalents at the beginning of year	1,504,799	1,491,462	1,553,272
Cash and cash equivalents at the end of year	$1,316,144	$1,504,799	$1,491,462

See notes to consolidated financial statements.

Notes to Consolidated Financial Statements

1. Summary of Significant Accounting Policies

Principles of Consolidation

The consolidated financial statements include the accounts of The First Republic Corporation of America and all majority owned or controlled subsidiaries (the "Company"). All significant intercompany accounts and transactions have been eliminated in consolidation. The Company records its investment in partnerships and corporations in which it owns interests ranging from 38% to 50% in accordance with the equity method. Any excess of the purchase price of such investment over the Company's proportionate share of net assets is being amortized over forty years.

Inventories

Inventories are valued at the lower of cost or market with cost being determined by specific identification.

Inventories are summarized as follows:

	June 30	
	1994	1993
Work-in-process and raw materials	$1,978,575	$1,845,245
Finished goods	2,752,970	1,935,998
	$4,731,545	$3,781,243

Property, Plant and Equipment

Property, plant and equipment is carried at cost, and assets that become permanently impaired are written down to their estimated realizable value. Depreciation is provided by annual charges to income at rates which are intended to amortize the cost of depreciable assets over their estimated useful lives as follows:

Classification	Estimated Useful Life
Buildings	15 to 40 years
Building improvements and equipment	2 to 40 years
Leaseholds and improvements	3 to 31.5 years
Machinery, equipment, parts and vehicles	5 to 10 years
Furniture and furnishings	5 years

1. Summary of Significant Accounting Policies (continued)

The straight-line method of depreciation is used for financial statement purposes; the declining-balance, the modified accelerated and accelerated cost recovery system methods as appropriate, are being used for Federal income tax purposes.

Tenants' improvements and leasing commissions are amortized principally over the terms of the respective leases.

Revenues

Sales of textiles and seafood are recognized when shipments are made to customers. Rental revenue is recognized on an accrual basis in accordance with the terms of the lease except that leases with scheduled rent increases are recognized on a straight-line basis over the life of the lease. Hotel revenues are recognized when the related services are rendered.

Per Share Data

Per share amounts are based on the weighted average number of shares of common stock outstanding in 1994, 1993 and 1992 (675,635, 683,625 and 687,855, respectively).

Change in Method of Accounting for Income Taxes

Effective July 1, 1993, the Company adopted FASB Statement No. 109, "Accounting for Income Taxes." Under Statement 109, the liability method is used in accounting for income taxes. Under this method, deferred tax assets and liabilities are determined based on differences between financial reporting and tax bases of assets and liabilities and are measured using the enacted tax rates and laws that will be in effect when the differences are expected to reverse. Prior to the adoption of Statement 109, income tax expense was determined using the deferred method. Deferred tax expense was based on items of income and expense that were reported in different years in the financial statements and tax returns and were measured at the tax rate in effect in the year the difference originated.

As permitted by Statement 109, the Company has elected not to restate the financial statements of any prior years. The change had no effect on pretax income from operations for the year ended June 30, 1994. The cumulative effect of the change increased net income by $1,173,000 or $1.74 per share.

1. Summary of Significant Accounting Policies (continued)

Foreign Operations

The Company has a subsidiary which, together with certain entities in which the subsidiary owns a minority interest, operates in Ecuador which has a hyperinflationary currency. Exchange gain or loss resulting from translation of the foreign entities' financial statements were not material. Financial statements of foreign entities with a hyperinflationary currency are translated using the U.S. dollar as the functional currency. The excess of cost over net assets of foreign entities acquired is being amortized on a straight-line basis over forty years.

Cash Flows

The Company considers all highly liquid investments with maturities of three months or less when purchased to be cash equivalents. The Company paid income taxes of approximately $470,000, $1,350,000 and $520,000 and interest of approximately $2,200,000, $2,200,000 and $2,750,000 for the years ended June 30, 1994, 1993 and 1992, respectively.

Financial Instruments and Concentrations of Credit

Financial instruments which potentially subject the Company to significant concentrations of credit risk consist principally of cash and cash equivalents, mortgages receivable and accounts and rents receivable.

The Company maintains operating cash accounts at financial institutions in many states along the Eastern seaboard and, for its foreign subsidiaries, in Equador. Such accounts are subject to risk to the extent that the balances exceed the institutions' insurable limits and to the extent that the institutions maintain their solvency.

Mortgages receivable are subject to credit risk in that such receivables are within the real estate industry and the mortgages are in either New York or Florida. The Company's management has attempted to mitigate the risk of such mortgages by evaluating the credit worthiness of the prospective borrowers prior to acceptance and requiring collateral to collateralize the value of the mortgage.

1. Summary of Significant Accounting Policies (continued)

Concentrations of credit risk with regard to accounts and rents receivable are limited due to the large number of entities comprising the Company's customer base and such base being dispersed over the industries in which the Company, either directly or indirectly through its subsidiaries, operates.

Based on an analysis of the financial instruments which potentially subject the Company to significant concentrations of credit risk, the Company's management believes that there are no significant concentrations of credit risk at June 30, 1994.

2. Industry Segments

The following table sets forth information about the Company's industry segments for each of the three years ended June 30, 1994:

	Year ended June 30		
	1994	1993	1992
Revenues:			
Real estate	$15,145,026	$15,106,721	$15,413,765
Hotel	5,399,090	5,409,716	5,355,584
Seafood	6,124,693	7,074,736	6,225,927
Textile	17,592,514	17,689,463	19,783,818
Other	3,857,729	1,755,494	2,372,600
	$48,119,052	$47,036,130	$49,151,694
Operating profit (loss) before income taxes:			
Real estate	$ 3,856,999	$ 3,941,723	$ 5,319,106
Hotel	243,369	487,045	475,055
Seafood	(2,169,671)	(847,396)	(1,123,937)
Textile	85,467	(1,800,047)	(1,838,393)
Corporate expenses, interest and other	(1,495,907)	(3,424,985)	(2,740,476)
Minority interests	622,413	147,711	334,165
	$1,142,670	$(1,495,949)	$ 425,520

2. Industry Segments (continued)

	Year ended June 30		
	1994	1993	1992
Identifiable assets:			
Real estate	$34,914,215	$34,133,213	$33,525,319
Hotel	3,301,524	3,754,476	4,373,004
Seafood	15,848,156	12,469,796	12,480,103
Textile	18,766,487	20,017,057	20,629,388
Corporate assets	7,333,246	8,731,036	8,697,362
	$80,163,628	$79,105,578	$79,705,176
Depreciation and amortization:			
Real estate	$1,557,794	$1,598,018	$1,454,134
Hotel	617,744	733,456	769,835
Seafood	263,399	268,348	395,477
Textile	1,184,057	1,273,683	1,506,245
Corporate and other	210,190	239,676	411,040
	$3,833,184	$4,113,181	$4,536,731
Capital expenditures--net:			
Real estate	$2,216,955	$2,092,488	$1,338,650
Hotel	262,763	118,901	193,593
Seafood	1,323,087	473,651	248,985
Textile	240,715	886,166	204,342
Corporate and other	62,587	718,722	74,368
	$4,106,107	$4,289,928	$2,059,938

The Company's operations in the industry segments detailed above reflect continuing operations only and consist of rentals and sales of the following products:

Real Estate--ownership of loft, office and industrial buildings, shopping centers, residential property and vacant land.

Hotel--operation of a motor hotel in Liverpool, New York.

Seafood--harvesting and sale of hard-shell clams on property owned by the Company, sales of shrimp imported from Ecuador, grown in Company owned ponds and sales of shrimp imported from Costa Rica.

2. Industry Segments (continued)

Textile--operations of two yarn spinning plants, a dye house and through June 1992 when operations were substantially terminated a wool combing plant.

Corporate and Other--includes Merrimac's operations other than real estate, income from Health Care investments and other revenues.

For the years ended June 30, 1994, 1993 and 1992, respectively, Emporsa, Comercorp and Larfico (Ecuadorian subsidiaries' see Note 4) had combined sales of approximately $671,000, $1,198,000, and $1,374,000 and combined net losses of $1,687,000, $472,000 and $657,000. As of June 30, 1994 and 1993, respectively, these entities had total assets of approximately $6,125,000 and $4,961,000 and liabilities of $6,521,000 and $5,350,000.

3. Mortgages Receivable

A summary of mortgages receivable is as follows:

Description	Interest Rate	Maturity Date	June 30 1994	June 30 1993
First lien on motel	8.0	December 1, 1996(1)	$688,903	$720,245
First lien on condominiums	7.4-10.5	(2)	2,016,897	2,588,657
First lien on building	11.5	December 1, 1992(3)	934,215	947,889
			3,640,015	4,256,791
Less payment due within one year included in current assets			737,971	1,012,313
			$2,902,044	$3,244,478

(1)-A gain of $786,230, which was realized on the sale of a motel during the fiscal year ended June 30, 1977, has been treated in accordance with the installment method which requires the recognition of gain as cash is collected. The balance of the gain of $403,727 and $421,983 is classified in the accompanying financial statements as deferred income at June 30, 1994 and 1993, respectively.

(2)-Payment terms of mortgages require monthly payments for seven years with the remaining principal balance due at that time. The maturity dates range from December 1, 1994 to December 1, 1998.

3. Mortgages Receivable (continued)

(3)-The note was not paid at maturity and was extended on a month-to-month basis. In August 1994, the Company initiated foreclosure proceedings. The Company believes the value of the collateral exceeds the balance due on the mortgage and does not anticipate any loss on the mortgage. The note has been reclassified as a long-term receivable on the June 30, 1994 balance sheet.

Maturities are as follows:

	Amount
Year ending June 30:	
1993 (past due)	$934,215
1995	737,971
1996	1,296,013
1997	619,226
1998	605
1999	51,985
	$3,640,015

4. Investments in and Advances to Affiliated Entities

The following table summarizes the Company's investments in and advances to affiliates, which are accounted for by the equity method:

	Ownership Percentage	Investments and Advances June 30 1994	Investments and Advances June 30 1993	Equity in Income (Loss) Year ended June 30 1994	Equity in Income (Loss) Year ended June 30 1993	Equity in Income (Loss) Year ended June 30 1992
		(In Thousands)				
Sunscap Associates	50%	$ 466	$ 554	$ (88)	$ (103)	$ (121)
Lambert Seafood Company	50%	1,899	2,495	(492)	(850)	(512)
Mondragon Companies	38%	3,377	1,759	(1,130)	(30)	(278)
Health Care Entities	49.9%	5,843	5,430	293(1)	755	345
Other	Various	13	14	-	-	(11)
		$11,598	$10,252	$(1,417)	$(228)	$(577)

(1)--Excludes the Company's $420,000 proportionate share of extraordinary gain on extinguishment of debt in June 1994 and is net of amortization of the Company's cost of investment which exceeded its underlying share of Partnerships' deficiency at date of acquisition.

4. Investments in and Advances to Affiliated Entities (continued)

Real Estate

Sunscape Associates ("Sunscape") owns a 167 unit garden apartment complex located in Orlando, Florida. The other 50% interest in Sunscape is owned by corporate entities which in turn are owned by officers and directors of the Company.

Seafood

Lambert Seafood Company ("Lambert"):

The Company owns a 50% interest in Lambert which is located in Florida, and is engaged in the business of collecting, processing, and selling scallops.

Condensed financial information of Lambert is as follows:

	June 30	
	1994	1993
Assets		
Cash	$144,000	$259,000
Other current assets	384,000	564,000
Property and equipment, net of accumulated depreciation	2,678,000	3,539,000
Other assets	838,000	817,000
Total assets	$4,044,000	$5,179,000
Liabilities		
Notes payable and other current liabilities	$350,000	$165,000
Loans payable-venturers	3,525,000	3,834,000
Total liabilities	3,875,000	3,999,000
Stockholders' equity	169,000	1,180,000
Total liabilities and equity	$4,044,000	$5,179,000

4. Investments in and Advances to Affiliated Entities (continued)

	Year ended June 30		
	1994	1993	1992
Revenues	$3,702,000	$6,858,000	$338,000
Costs and expenses	(4,232,000)	(5,984,000)	(1,441,000)
Loss on disposal of assets	(481,000)	(2,558,000)	-

Net (loss)	$(1,011,000)	$(1,684,000)	$(1,103,000)

Bluepoints Company Inc. ("Bluepoints"):

Bluepoints, an 80.2% owned subsidiary of the Company, owns Marchelot S.A. which in turn owns a 38% interest in two Ecuadorian corporations, Isca C.A. and Langomorro CIA. Ltda. (collectively, the "Mondragon Companies"), engaged in shrimp farming operations in Ecuador, The remaining 19.8% of Bluepoints is owned by certain stockholders of the Company. For the year ended June 30, 1994, 1993 and 1992 Bluepoints purchased approximately $600,000, $2,105,000 and $2,019,000, respectively, of shrimp from the Mondragon Companies.

Health Care

The Company owns 49.9% partnership interests in three nursing homes located in Rochelle Park, Jersey City and Whiting, New Jersey. The Rochelle Park Facility also includes a senior citizen residence and day care center.

4. Investments in and Advances to Affiliated Entities (continued)

Condensed combined financial information of the 49.9% partnerships is as follows:

	June 30	
	1994	1993
Cash	$1,103,000	$1,260,000
Accounts receivable, net	1,878,000	1,779,000
Other current assets	392,000	570,000
Other assets	905,000	-
Property and equipment, net of accumulated depreciation	25,723,000	26,283,000
Total assets	$30,001,000	$29,892,000
Accounts payable	$1,271,000	$1,789,000
Other current liabilities	1,226,000	1,646,000
Mortgages payable, current	1,230,000	-
Mortgages payable, noncurrent	28,592,000	30,647,000
Total liabilities	32,319,000	34,082,000
Partners' capital deficiency	(2,318,000)	(4,190,000)
Total liabilities and capital deficiency	$30,001,000	$29,892,000

	Year ended June 30	Eleven months ended June 30,

	1994	1993	1992
Revenues	$21,273,000	$20,561,000	$21,666,000
Expenses	20,287,000	18,851,000	20,976,000
Income before extraordinary income	986,000	-	-
Extraordinary income	840,000	-	-
Net income	$1,826,000	$1,710,000	$ 690,000

The First Republic Corporation of America and Subsidiaries

Notes to Consolidated Financial Statements (continued)

5. Long-Term Debt and Credit Facilities

Long-term debt consists of the following:

	June 30 1994	1993
Mortgages payable due 1994-2009 bearing interest at fixed rates of 8.5% to 11% and variable rates (8.25% at June 30, 1994) based on prime (1) (3)(4)	$23,189,684	$21,197,916
Onondaga County Industrial Development Agency Bonds (1)(2)	1,800,000	2,100,000
5.5%-9.85% notes to development authorities due 1994-2000(1)	192,728	288,751
Related party	50,000	50,000
	25,232,412	23,636,667
Less payments due within one year:		
Third parties	1,312,114	1,352,770
Related party	50,000	50,000
	$23,870,298	$22,233,897

(1)--The net book value of real estate assets pledged as collateral is approximately $14,600,000 and $13,300,000 at June 30, 1994 and 1993, respectively.

(2)--The Company entered into an agreement with the Onondaga County Industrial Development Agency (the "Agency") to finance the construction of two office buildings in Liverpool, New York. Under the terms of the agreement, the Agency issued $4,000,000 of industrial development revenue bonds. The financing was structured in the form of a lease whereby the Company committed to pay $74,050 per quarter plus interest (payable monthly) through December 1999. Interest is at a variable rate with a maximum of 9.5% per annum. At the completion of the lease term, the property will be transferred to the Company for a nominal sum. This transaction has been recorded as a purchase of the property.

The Company has provided a letter of credit in the amount of $1,800,000 at June 30, 1994 as collateral for the foregoing financing.

5. Long-Term Debt and Credit Facilities (continued)

(3)--In fiscal 1994, the Company obtained a $3,000,000 mortgage loan collateralized by the Greensboro South Shopping Center in Greensboro, North Carolina. The self-liquidating loan bears interest at a fixed rate of 8.5% per annum and provides for monthly payments of $29,543 including interest and principal commencing April 1, 1994 and expiring March 1, 2009.

(4)--On July 15, 1992, the Company replaced its existing indebtedness with its principal lender with a $10,000,000 term loan and a $3,000,000 revolving line of credit (the "Loan Agreement"), collateralized by a mortgage on the East Newark Industrial Center. At June 30, 1994, $2,100,000 is outstanding under the line of credit and is included in "Notes payable banks." The term loan, which has an outstanding balance of $8,777,790 at June 30, 1994 and $9,444,450 at June 30, 1993, requires monthly principal payments of $55,555 and matures on August 1, 1997 when the remaining unpaid principal balance of $6,666,640 will become due. The revolving line, which is renewable annually, is due in January 1995. The interest rate on both facilities is one percent in excess of the lender's prime rate.

The Loan Agreement, as amended, requires the Company to maintain stockholders' equity of at least $40,000,000 ($42,000,000 effective July 1, 1994), working capital of at least $2,500,000 and a certain debt to equity ratio. In addition, it places restrictions on the Company's ability to incur additional indebtedness and on its capital expenditures.

Aggregate principal payments are as follows:

	Amount
Year ending June 30:	
1995	$1,362,114
1996	1,307,716
1997	7,322,285
1998	8,851,594
1999	554,112
Thereafter	5,834,590

$25,232,411

The First Republic Corporation of America and Subsidiaries

Notes to Consolidated Financial Statements (continued)

6. Subordinated Debentures

The subordinated debentures, which bore interest at an annual rate of 8.5%, were paid April 15, 1994. The balance at June 30, 1993 of $469,336 is net of unamortized discount of $9,864.

7. Treasury Stock

During the years ended June 30, 1994, 1993 and 1992, there were 3,656, 9,644 and 967 shares of stock purchased for treasury at a cost of $169,188, $490,828 and $56,380, respectively.

8. Income Taxes

At June 30, 1994, the Company has net operating loss carryforwards of approximately $71,300,000 for income tax purposes that expire in years 2000 through 2002. Those carryforwards, which resulted from the merger of Merrimac Corporation into the Company on June 30, 1993, are available to reduce future taxable income, if any, of the Company but not the taxable income of any other member of the Company's group. Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. Significant components of the Company's deferred tax liabilities and assets as of June 30, 1994 are as follows:

Deferred tax liabilities:	
Book basis of fixed assets over tax basis	$ 981,000
Book basis of carrying value of investee over tax basis	531,000
Gain not recognized on installment sale for taxpurposes	261,000
	1,773,000
Deferred tax assets:	
Net operating loss carryforwards	24,242,000
Miscellaneous	60,000
	24,302,000
Valuation allowance	23,202,000
	1,100,000
Net deferred tax liability	$ 673,000

8. Income Taxes (continued)

Significant components of the provision (credit) for income taxes for the years ended June 30, 1994, 1993 and 1992 are as follows:

	Liability Method 1994	Deferred Method 1993	1992
Current:			
Federal	$330,000	$(440,000)	$100,000
State	575,000	313,000	342,000
Total current	905,000	(127,000)	442,000
Deferred:			
Federal	133,000	-	(100,000)
State	17,000	-	-
Total deferred	150,000	-	(100,000)
	$1,055,000	$(127,000)	$342,000

The components of the provision (credit) for deferred income taxes for the years ended June 30, 1994, 1993 and 1992 are as follows:

	1994	1993	1992
Depreciation	$(21,000)	$(223,000)	$(27,000)
Accrual for future services	136,000	(136,000)	-
Provision for loss on investments	-	-	(148,000)
Partnership income	-	315,000	-
Other	35,000	44,000	75,000
Provision for deferred income taxes	$150,000	$ -	$(100,000)

8. Income Taxes (continued)

The reconciliation of income tax computed at the U.S. federal statutory tax rates to income tax (credit) expense for the years ended June 30, 1994, 1993 and 1992 follows:

	Liability Method 1994 Amount	Percent	Deferred Method 1993 Amount	Percent	1992 Amount	Percent
Tax at U.S. statutory rates	$ 389,000	34.0%	$(509,000)	(34.0)%	$145,000	34.0%
Increases (reductions) resulting from:						
Alternative minimum tax	130,000	11.4	-	-	-	-
State taxes, net of federal income taxes	391,000	34.2	207,000	13.8	226,000	53.1
Adjustment of prior years under (overaccrual) of income tax	200,000	17.5	(300,000)	(20.1)	(200,000)	(47.0)
Minority interest	(211,000)	(18.5)	(50,000)	(3.3)	(114,000)	(26.8)
Loss from foreign operations not subject to U.S. federal income taxes	628,000	54.9	174,000	11.6	266,000	62.5
Equity in net loss of investees for which no tax benefit is recognized	167,000	14.6	289,000	19.3	-	-
Net operating loss carryforwards	(712,000)	(62.2)	-	-	-	-
Other items	73,000	6.4	62,000	4.2	19,000	4.6
	$1,055,000	92.3%	$(127,000)	(8.5)%	$342,000	80.4%

9. Benefit Plans

The Company and certain subsidiaries have profit-sharing plans covering substantially all nonunion employees. Contributions to one of the plans is discretionary. Total plan costs were approximately $205,000 for each of the years ended June 30, 1994, 1993 and 1992.

The Company's subsidiary Merrimac Corporation ("Merrimac"), had noncontributory pension plans covering certain employees. All covered employees participated in the basic pension plan with benefits based upon years of service. In addition, Merrimac maintained a supplementary plan for salaried employees covered by the basic pension plan. This supplementary plan provided benefits based upon salary and years of credited service, with deductions for employees' primary social security benefits and benefits

9. Benefit Plans (continued)

received under the basic plan. The funding policy is to contribute at least the minimum amounts required by the Employee Retirement Income Security Act of 1974 or additional amounts to assure that plan assets will be adequate to provide retirement benefits.

The following table sets forth the funded status of the Merrimac pension plans at June 30, 1994 and 1993:

	June 30	
	1994 Accumulated Benefits Exceed Assets	1993 Accumulated Benefits Exceed Assets
Actuarial present value of benefit obligations Vested	$5,351,000	$5,547,000
Projected benefit obligation	5,351,000	5,547,000
Plan assets (primarily short-term money funds) at fair market value	4,491,000	4,859,000
Plan assets less than projected benefit obligation	860,000	688,000
Unrecognized net gain	375,000	627,000
Net pension liability recognized in the Consolidated Balance Sheet	$1,235,000	$1,315,000

Since a significant part of Merrimac's operations has been discontinued, substantially all employees included in the Plan have been terminated and no additional service benefits will accrue to such employees. Pursuant to such benefit curtailment, projected benefit obligation was reduced by $446,000 and included in other revenue for the year ended June 30, 1994.

Net periodic pension cost included the following components:

	June 30		
	1994	1993	1992
Interest cost on projected benefit obligation	$372,000	$398,000	$411,000

Actual return on assets	(24,000)	(369,000)	(693,000)
Net amortization and deferral	(342,000)	(62,000)	312,000
Total pension expense (benefit)	$ 6,000	$(33,000)	$30,000

9. Benefit Plans (continued)

The more significant actuarial assumptions used at both June 30, 1994 and 1993 and for the years then ended were:

Measurement of projected benefit obligation:	
Discount rate	7%
Long-term rate of compensation increase	N/A
Long-term rate of return on plan assets	7%

10. Leases

Leases in the financial statements of lessee:

The Company is the lessee under an operating lease involving land which expires in 2065. Rent expense includes real estate taxes, and in certain instances utilities and maintenance costs, and rentals under a month-to-month lease.

Future minimum rental payments on noncancellable operating leases consisted of the following at June 30, 1994:

	Amount
Year ending June 30:	
1995	$ 8,952
1996	8,952
1997	8,952
1998	8,952
1999	8,952
Thereafter	581,826
	$626,586

Total rent expense for all operating leases amounted to approximately $120,000, $122,000 and $118,000, for the years ended June 30, 1994, 1993 and 1992, respectively.

10. Leases (continued)

Leases in the financial statements of the lessor:

The Company owns various office buildings, industrial buildings and shopping centers from which it earns rental income under leases with various tenants. Real estate assets held for rental amount to $34,690,247 with accumulated depreciation of $12,710,993 are included in property, plant and equipment in the accompanying consolidated balance sheet at June 30, 1994. Generally leases provide for tenants to pay additional amounts based on real estate taxes and operating expenses incurred to maintain and operate these properties in excess of base year amounts. Lease terms for these properties range from 1 to 20 years.

Future minimum rentals (excluding operating expenses and other items billable to tenants which aggregated approximately $2,700,000, $3,000,000 and $2,500,000 in 1994, 1993 and 1992, respectively) to be received under the above-mentioned leases all of which are classified and accounted for as operating leases, are as follows:

	Amount
Year ending June 30:	
1995	$12,100,000
1996	10,200,000
1997	7,500,000
1998	5,600,000
1999	4,400,000
Thereafter	19,100,000
	$58,900,000

11. Commitments and Contingencies

a. In 1985, Whitlock entered into a Consent Order with the South Carolina Department of Health and Environmental Control in which it agreed to clean up the property on which its plant is located and implement a groundwater monitoring program. In December 1990, soil borings and groundwater samples collected from the site revealed the presence of certain substances reflecting the need to continue remediation. During the fiscal years ended June 30, 1994, 1993 and 1992, Whitlock incurred approximately $519,000, $35,000 and $34,000 of costs, respectively, to

11. Commitments and Contingencies (continued)

comply with the consent order; $400,000 of costs incurred during June 30, 1994 in connection with the remediation program had been charged to 1993 operations and was included as a liability on the Company's balance sheet at June 30, 1993. Substantially all clean-up costs have been incurred.

b. The Company, together with the other partners of the Health Care Partnerships, have issued joint and several guarantees on approximately $4,700,000 of Health Care Partnerships' loans which are payable in monthly installments through June 1999.

c. The Company is involved in other litigation which arose in the ordinary course of business. Based on management's assessment of all existing litigation, management believes that the ultimate impact on the Company, if any, will not be material.

12. Related Party Transactions

Certain stockholders, directors, officers or their relatives ("related parties") own interests in certain investments of the Company as follows:

	Percent Ownership by	
Investment	The Company	Related Party
Bluepoints Company Inc.	80.2%	19.8% (2)
Sunscape Associates	50.0%	50.0%
The Mondragon Companies	38.0%	50.0%
Larfico	62.5%	25.0%
Comercorp	62.5%	25.0%

12. Related Party Transactions (continued)

Certain transactions were entered into with the above-mentioned related parties and companies in which they have an ownership interest as follows:

Transactions	Amount 1994	1993	1992	Related Party Ownership
Insurance purchased in participation with the Rosen Group Properties:				
Premiums incurred	$ 310,000	$ 385,000	$ 349,000	-
Administrative fee received	75,000	75,000	50,000	-
Payable to Rosen Group Properties for premiums above	310,000	276,000	292,000	-
Home office rent	95,000	96,000	95,000	100%
Loans payable-- Northern Star Textile Corp.	-	-	500,000	100%(1)
Interest on $640,000 Note to A.A. Rosen	56,000	56,000	55,000	-

(1)--On August 29, 1991 the Company obtained a loan of $2,500,000 from Northern Star Textile Corporation, 57% of which is owned by the Rosen family and 43% by the Nimkoff family. The loan bore interest at 1/2% above prime and was payable on demand. The proceeds of the loan were used to pay off a short-term loan to European American Bank which bore interest at the same rate. The Company has repaid the loan.

(2)--At June 30, 1994, the minority share of stockholders' deficiency of Bluepoints Company Inc. amounted to $745,000. Such deficiency results from losses funded by the Company on behalf of the minority shareholders and represents a receivable from the minority shareholders which has been jointly guaranteed by a major stockholder and an officer of the Company.

See Note 4 for other related party information.

13. Other Matters

a. Other revenue for the year ended June 30, 1994 includes $1,321,775 received in full satisfaction of all remaining royalty obligations pursuant to royalty agreement which was terminated.

13. Other Matters (continued)

b. In June 1992, Whitlock Combing Company, Inc. ("Whitlock"), a wholly-owned subsidiary of the Company, sold substantially all of its assets for $3,650,000. A gain of approximately $407,000 on the sale was classified as deferred income, and upon satisfying certain conditions of the sale contract in fiscal 1993, the gain was recognized in income. In the fourth quarter of fiscal 1993 the remaining assets of Whitlock which are being held for sale, were written down by $800,000 to their estimated realizable value of approximately $1,500,000. For the years ended June 30, 1994, 1993 and 1992, respectively, Whitlock had sales of approximately $-0-, $354,000 and $5,271,000 and losses of $563,000, $1,686,000 and $1,220,000.

c. The Company is committed to expend approximately $1.1 million for the construction of space for a new tenant at one of the properties.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None

PART III

ITEM 10. DIRECTORS AND EXECUTIVE OFFICERS OF THE REGISTRANT

a. and b. Identification of directors and executive officers:

Name	Age	All Positions and Offices with Registrant	Served Since
Irving S. Bobrow	80	Director	April 1983
Harry Bergman	52	Director	October 1991
		Treasurer	June 1988
		Secretary	June 1988
Norman A. Halper	75	Director	October 1969
		President	April 1983
A.A. Rosen	82	Chairman of the Board	July 1981
Jonathan P. Rosen	50	Director	February 1972
		Vice President	September 1978
William M. Silverman	52	Director	December 1981
Louis H. Nimkoff	32	Vice President	June 1988

Robert Nimkoff	33	Director	April 1991
		Vice President	June 1988
Jane G. Weiman	50	Director	December 1991

The term of office for all directors and executive officers will expire at the next annual meeting of stockholders, which is anticipated to be held in December 1994, upon the election and qualification of their successors.

c. Not applicable.

d. Family Relationships

Jonathan P. Rosen is the son of A.A. Rosen.
Louis H. Nimkoff and Robert Nimkoff are brothers and are the nephews of A.A. Rosen.
Jane G. Weiman is the sister-in-law of William M. Silverman and the niece of A.A. Rosen.

e. Business Experience

Irving S. Bobrow is a member of the New York Bar. For more than the past five years, Mr. Bobrow has been a member of the law firm of Bobrow & Rosen in New York City and has engaged in real estate investments for his own account.

William M. Silverman is a member of the New York Bar. For more than the past five years, Mr. Silverman has been a member of the law firm of Otterbourg, Steindler, Houston and Rosen P.C. in New York City.

Jane G. Weiman has been a private investor for more than the past five years. For the past several years Mrs. Weiman has also been an officer of the Board of the Washington D.C. Urban League and an advisor to Washington D.C. Counsel-Member-at-Large, John Ray. Mrs. Weiman became a Director of the Company in December 1991.

All other directors and executive officers have served as such for more than the past five years.

f. Not applicable.

g. Not applicable.

The Company believes, based on written representations received by it, that for the year ended June 30, 1994, all filing requirements under Section 16(a) of the Securities Exchange Act of 1934 applicable to beneficial owners of the Company's securities and the Company's officers and directors were complied with.

ITEM 11. EXECUTIVE COMPENSATION

Summary Compensation Table

The chairman of the Company's Board of Directors has annually reviewed and set the compensation of the Chief Executive Officer of the Company who, in turn, has reviewed and set the compensation of the other officers of the Company. All such compensation is reviewed on or about April 1 of each year taking into consideration (i) the Company's financial performance during the preceding year, (ii) the performance of the employee during that year, and (iii) the need to retain competent executive officers dedicated to the enhancement of the Company's performance in future years by paying salaries comparable to those being paid to such executive officers by other companies involved in similar lines of business.

The following table sets forth all compensation paid or accrued by the Company during the last three fiscal years for services in all capacities to the Chief Executive Officer and each executive officer of the Company whose cash compensation exceeds $100,000.

(a) Name and Principal Position	(b) Year	(c) Annual Compensation	(i) Other Compensation (1)
A.A. Rosen	6-30-94	$223,300	$15,810
Chairman	6-30-93	212,504	12,325
	6-30-92	214,038	16,360
Norman A. Halper	6-30-94	223,300	15,810
President and Chief	6-30-93	212,504	12,325
Executive Officer	6-30-92	214,038	16,360
Harry Bergman	6-30-94	137,717	10,359
Secretary--Treasurer	6-30-93	128,693	10,873
	6-30-92	119,443	9,838

(1) The Company and certain of its subsidiaries maintain two profit-sharing plans which cover a significant number of their employees. Vesting begins at 20% after two years of service with 100% vesting being reached after six years service. Company contributions to one such plan is at the discretion of the Board of Directors. The Company is required to make minimum contributions to the second plan and, at the discretion of the Board of Directors, may make additional contributions. The executive officers listed above are covered under the second plan and the amount contributed by the Company to such plan on behalf of each executive officer is set forth under the heading "Other Compensation" in the Executive Compensation Summary.

Compensation of Directors

Each director who is not an officer of the Company is paid $3,000 per quarter.

The following tabular information compares the yearly change in the cumulative stockholder return on the Company's Common Stock against the cumulative return of the Dow Jones Equity Market Index and the Dow Jones Conglomerates Index for the five fiscal years ended June 30, 1994. The stockholder return on the Company's Common Stock has been determined solely based on the price of the Common Stock since there have been no dividends declared on the Common Stock. Since there has been only limited or sporadic quotations for the Common Stock during the five year period, the price of the Common Stock at the relevant dates has been determined by utilizing the price at which the Company purchased shares of Common Stock on the dates closest to each measuring date.

	1990	1991	1992	1993	1994
The First Republic Corporation of America	100	92	88	74	60
Dow Jones Equity Market Index	100	108	123	141	143
Dow Jones Independent - Conglomerates	100	110	121	155	156

The paper copy of the performance graph is being submitted to the Securities Exchange Commission pursuant Item 304(d)(2) of Regulation S-T.

(Insert Chart)

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

a. Security Ownership of Certain Beneficial Owners

The following table sets forth certain information with respect to all persons who are known to the Company to be the beneficial owner of more than 5% of its common stock as of September 16, 1994:

Title of Class	Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership (1)	Percent of Class
Common	Mary Nimkoff 99 Grove Point Westport, Connecticut	108,582 (2)	16.11%
Common	Jonathan P. Rosen 40 East 69th St.	227,726 (3)	33.78

	New York, New York		
Common	Lynn M. Silverman 911 Park Avenue New York, New York	113,350	16.81
Common	Jane G. Weiman 5610 Wisconsin Avenue Chevy Chase, Maryland	113,290	16.81

(1)--Except as noted below in Notes (2) and (3), all shares are owned directly by the parties listed in the table.

(2)--Includes 8,060 shares representing her proportionate interest in 19,188 shares owned by Tranel, Inc. Tranel, Inc. is a corporation of which 42%, 15.2%, 34.8%, 4% and 4% of the shares of which are owned by Mary Nimkoff, Jonathan P. Rosen, Miriam N. Rosen, Louis H. Nimkoff and Robert Nimkoff, respectively.

(3)--Includes 2,917 shares representing his proportionate interest in 19,188 shares owned by Tranel, Inc.

b. Security Ownership of Management

The following table sets forth as of September 16, 1994 certain information with respect to security holdings in the Company and Bluepoints, an 80.2% owned subsidiary of the Company, by directors of the Company and all officers and directors as a group:

	Common Stock		Common Stock of Bluepoints	
Name of Officer or Director	Amount Beneficially Owned (1)	Percent of Class	Amount Beneficially Owned	Percent of Class
Irving S. Bobrow	200	.03%		
Robert Nimkoff	767 (2)	.11		
Norman A. Halper	400	.06		
Jonathan P. Rosen	227,726	33.78	500 (4)	4.95%
A.A. Rosen	(3)		(3)	
William M. Silverman	200 (5)	.03	(5)	
Jane G. Weiman	113,290	16.81	500	4.95%
All officers and directors as a group (8 persons)	344,850	51.16%	1,000	9.90%

(1)--Messrs. Bobrow, Halper, Silverman and Mrs. Weiman own their shares directly. Jonathan P. Rosen owns 224,809 shares directly. See Notes (2) and (3) of the preceding table.

(2)--Robert Nimkoff owns 767 shares representing his proportionate interest in 19,188 shares owned by Tranel, Inc.

(3)--Does not include (a) 6,677 shares representing his wife's (Miriam N. Rosen) proportionate interest in 19,188 shares owned by Tranel, Inc., and (b) 25,082 shares of common stock and 500 shares of Bluepoints owned by his wife directly. A.A. Rosen disclaims beneficial ownership of such shares.

(4)--Owned directly.

(5)--Does not include 113,350 shares of common stock and 500 shares of Bluepoints owned by his wife (Lynn M. Silverman) directly. Mr. Silverman disclaims beneficial ownership of such shares.

c. Changes in Control

The Company knows of no contractual arrangements which may at a subsequent date result in a change in control of the Company.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

a. Transactions with Management and Others

Lynn M. Silverman a principal stockholder of the Company, Jane G. Weiman, a director and principal stockholder of the Company, Jonathan P. Rosen, a director, vice president and principal stockholder of the Company, and Miriam N. Rosen, wife of A.A. Rosen and mother of Jonathan P. Rosen, own in the aggregate 19.8% of the outstanding shares of Bluepoints. The remainder of the shares of Bluepoints is owned by the Company. Lynn M. Silverman is the wife of William M. Silverman, a director of the Company. A.A. Rosen and Jonathan P. Rosen have jointly provided a guarantee to the Company to reimburse it for the minority shareholders proportionate share of losses which have been previously funded by the Company on behalf of the minority shareholders.

Bluepoints holds a second mortgage loan on the industrial center owned by the Company in East Newark, New Jersey. From July 1993 through September 1994, the Company made payments of $149,850 with respect to such loan, $52,430 of which was applied to the payment of interest and $97,420 to amortization of principal. As of September 1, 1994, the outstanding principal balance of the loan was $401,772. The loan bears interest at the rate of 8% per annum, provides for monthly payments of $9,990 and is self-liquidating over a period which expires in July 1998.

The Company's corporate office is located in a building owned by 302 Fifth Ave. Associates, a partnership owned 100% by A.A. Rosen, Miriam Rosen and Jonathan Rosen. The Company is a month-to-month tenant, paying rent of $7,709 per month, which the Company believes is comparable to other rentals in the areas.

A.A. Rosen owns 50% of Isca C.A. and Langomorro CIA, Ltda. (collectively referred to as "Mondragon"), two Ecuadorian Corporations engaged in shrimp farming operations. In the current fiscal year substantially all of Mondragon shrimp production, approximately $600,000 was sold to Bluepoints. A.A. Rosen also holds a $640,000 note payable by Bluepoints which note was originally issued in May 1991 in connection with the acquisition by Bluepoints of a 38% interest in Mondragon and an additional 12-1/2% interest in Larfico Larvas Del Pacifico S.A., an Ecuadorian Corporation which owns and operates a shrimp hatchery and Comercorp S.A. which owns certain real property in Ecuador. From July 1, 1993 through August 21, 1994 A.A. Rosen received $56,000 in interest on the $640,000 note.

b. Certain Business Relationships

The Company and its subsidiaries purchase substantially all of their property, casualty and liability insurance through participation with a group of other entities controlled by A.A. Rosen and Jonathan P. Rosen (the "Rosen Group Properties"). This procedure enables the group to obtain negotiated insurance rates. During the fiscal years ended June 30, 1994, 1993 and 1992, total premiums incurred by the Company and its subsidiaries under this arrangement amounted to approximately $310,000, $385,000 and $349,000, respectively. The Company received fees of $75,000 in fiscal 1994 and 1993 and $50,000 in fiscal 1992, representing charges to the group for administrative services performed by Company personnel in connection with the foregoing. At June 30, 1994 approximately $310,000 was payable to Rosen Group Properties.

Tranel Inc. and Statecourt Enterprises, Inc. each owns a 25% interest in 167-unit garden complex located in Orlando, Florida in which the Company owns the remaining 50%. Tranel Inc. is owned by Mary Nimkoff, Jonathan P. Rosen, Miriam N. Rosen, Robert Nimkoff and Louis H. Nimkoff (see Item 12) and Statecourt Enterprises, Inc. is owned 48% by A.A. Rosen, 20% by Jonathan P. Rosen and 32% by the Miriam N. Rosen Trust.

c. Indebtedness of Management

A.A. Rosen owns 25% of the outstanding stock of Larfico, an Ecuadorian corporation that owns a hatchery that produces post-larval shrimp and 50% of the outstanding stock of Mondragon, an Ecuadorian company engaged in shrimp farming operations. Bluepoints beneficially owns 62.5% of the outstanding stock of Larfico and all of the outstanding stock of Emporsa, an Ecuadorian corporation engaged in shrimp farming operations. As of August 31, 1994, Larfico was indebted to Bluepoints for $196,667 of loans made by Bluepoints to Larfico at various dates between November 8, 1985 and August 5, 1988. Such loans bear interest at 1% over the prime rate in effect at European American Bank and are due August 1995. Since July 1, 1993, the largest aggregate amount of outstanding indebtedness from Larfico to Bluepoints was $196,667.

Since July 1, 1993, the largest amount of outstanding indebtedness from Emporsa and Larfico to Mondragon was $1,010,000 of loans which is the balance at June 30, 1994. Such loans bear no interest and have no fixed maturity. Since July 1, 1993, the largest amount of outstanding indebtedness from Mondragon to Larfico and Emporsa was $208,000. The balance at June 30, 1994 was $157,000. Said indebtedness has no fixed maturity and is noninterest bearing.

As of June 30, 1994, Emporsa and Larfico were indebted to A.A. Rosen for $87,000 of loans. Such loans bear interest at prime plus 1% and have no fixed maturity. Since July 1, 1993, the largest amount of outstanding indebtedness from Emporsa and Larfico to A.A. Rosen was $87,000.

As of August 31, 1994, Bluepoints was indebted to the Company for $11,838,000 of loans made by the Company to Bluepoints at various dates between November 8, 1985 and August 31, 1994. Such loans bear interest at the rate of 1% over the prime rate in effect at European American Bank and are due on demand or at various dates through September 1995. Since July 1, 1993, the largest aggregate amount of outstanding indebtedness from Bluepoints to the Company was $11,838,000. A substantial portion of the foregoing loans was used by Bluepoints to acquire and fund the Ecuadorian shrimp operations.

d. Not applicable.

PART IV

ITEM 14. EXHIBITS, FINANCIAL STATEMENTS, SCHEDULES, AND REPORTS ON FORM 8-K

a. 1. Financial Statements

The following financial statements of The First Republic Corporation of America and Subsidiaries are included in Part II, Item 8:

Reports of Independent Auditors
Consolidated Balance Sheets__June 30, 1994 and 1993
Consolidated Statements of Income__Years Ended June 30, 1994, 1993 and 1992
Consolidated Statements of Retained Earnings__Years Ended June 30, 1994, 1993 and 1992
Consolidated Statements of Cash Flows__Years Ended June 30, 1994, 1993 and 1992
Notes to Consolidated Financial Statements

a. 2. Financial Statement Schedules:

Schedule II__Amounts Receivable from Related Parties and Underwriters, Promotors, and Employees Other Than Related Parties
Schedule VIII__Valuation and Qualifying Accounts
Schedule IX__Short-Term Borrowings
Schedule X__Supplementary Income Statement Information
Schedule XI__Real Estate and Accumulated Depreciation
Schedule XII__Mortgage Loans on Real Estate

All other schedules have been omitted because they arenot applicable or the required information is shown in the financial statements or the notes thereto.

b. Reports on Form 8-K

None

c. Exhibits

3 Articles of Incorporation and bylaws

(i) Articles of Incorporation are incorporated by reference to Form 10-K for the fiscal year ended June 30, 1981.

(ii) Bylaws are incorporated by reference to Form 10-K for the fiscal year ended June 30, 1992.

21 Subsidiaries of the Company

27 Financial Data Schedule

The First Republic Corporation of America and Subsidiaries

Schedule II__Amounts Receivable from Related Parties and Underwriters, Promoters, and Employees Other Than Related Parties

Col. A	Col. B	Col. C	Col. D		Col. E	
			Deductions		Balance at End Period	
Name of Debtor	Balance at Beginning of Period	Additions	(1) Amounts Collected	(2) Amounts Written Off	(1) Current	(2) Not Current
June 30, 1994						
Due from certain sharehol-ders (a)	$283,000	$462,000				$745,000
June 30, 1993						
Due from certain	None	$283,000				$283,000

sharehol-
ders (a)

(a)__Represents receivables from minority shareholders of Bluepoints Company Inc., which has been jointly guaranteed by a major stockholder and an officer of the Company.

The First Republic Corporation of America and Subsidiaries

Schedule VIII__Valuation and Qualifying Accounts

Col. A	Col B	Col. C		Col. D	Col. E
		Additions			
Description	Balance at Beginning of Period	Charges to Cost and Expenses	Charges to Other Accts Describe	Deductions Describe	Balance at End of Period
Year ended June 30, 1994:					
Allowance for doubtful accnts	$158,213	$150,000		$155,033(a)	$153,180
Year ended June 30, 1993:					
Allowance for doubtful accnts	$ 84,297	$ 73,916		$ -	$158,213
Year ended June 30, 1992:					
Allowance for doubtful accnts	$102,797			$ 18,500(a)	$ 84,297

(a) Amounts charged off and credits issued, net of recoveries on accounts previously written off.

The First Republic Corporation of America and Subsidiaries

Schedule IX__Short-Term Borrowings

Col. A	Col. B	Col. C	Col. D	Col. E	Col. F
Category of Aggrete Short-Term Borrowings	Balance at End of Period	Weighted Average Interest Rate	Maximum Amount Outstanding During the Period	Average Amount Outstanding During the Period(d)	Weighted Average Interest During the Period(e)
Year ended June 30, 1994:					
Domestic (a)	$2,100,000	8.25	$2,600,000	$1,565,000	7.25
Foreign (b)	468,016	21.7	630,964	519,000	21.7
Year ended June 30, 1993:					
Domestic (c) (f)	$2,200,000	7.0	$5,250,000	$1,300,000	7.0
Foreign (b)	630,964	15.0	630,964	582,592	14.63
Year ended June 30, 1992:					
Domestic (c) (f)	$ 670,765	6.5	$12,200,000	$8,865,000	7.4
Foreign (b)	550,315	22.0	939,619	642,000	21,27

(a)__The general terms of the notes are unsecured and payable on demand and are issued under lines of credit.
(b)__The general terms of the notes vary from unsecured payment on demand to payable within a year.
(c)__The general terms of the notes are payable on demand and are issued under lines of credit, secured by the real estate of the East Newark Industrial Center.
(d)__The average amount outstanding during the period was computed by dividing the total of month-end principal balances or the total of month-end daily average balances by the number of months in the period.
(e)__The weighted average interest rate during the period was computed by dividing the actual interest expense by average short-term debt outstanding.
(f)__The balance above reflects the impact of the Company's refinancing on its line of credit (see Note 5 to the Consolidated Financial Statements).

The First Republic Corporation of America and Subsidiaries

Schedule X__Supplementary Income Statement Information

Col. A	Col. B
Item	Charged to Costs and Expenses

Year ended June 30, 1994:

1. Maintenance and repairs	$2,627,896
2. Depreciation and amortization of intangible assets	*
3. Taxes, other than payroll and income taxes:	
Real estate taxes	3,028,221
Sundry other taxes	*
4. Royalties	None
5. Advertising costs	*

Year ended June 30, 1993:

1. Maintenance and repairs	$2,597,848
2. Depreciation and amortization of intangible assets	*
3. Taxes, other than payroll and income taxes:	
Real estate taxes	2,913,650
Sundry other taxes	*
4. Royalties	None
5. Advertising costs	*

Year ended June 30, 1992:

1. Maintenance and repairs	$3,035,418
2. Depreciation and amortizationof intangible assets	*
3. Taxes, other than payroll and income taxes:	
Real estate taxes	2,691,468
Sundry other taxes	*
4. Royalties	None
5. Advertising costs	*

* Amounts for depreciation and amortization of intangible assets, advertising and sundry other taxes are not presented as such amounts are less than 1% of total sales and revenues.

The First Republic Corporation of America and Subsidiaries

Schedule XI__Real Estate and Accumulated Depreciation

Year ended June 30, 1994

Column A	Column B	Column C		Column D	
		Initial Cost to Company		Cost Capitalized Subsequent to Acquisition	
Description	Encumberances	Land	Buildings and Related Assets	Additions	Carrying Costs
250 W. 39th St.					

Building, New York, NY- Eighteen Story office building		$ 437,559	$1,155,129	$(603,978)
Waltham Engineeing Center, Waltham, MA- Seventeen multi-story Industrial buildings		188,573	2,163,945	290,169
Sheraton Inn Motor Hotel- Syracuse, Liverpool NY Hotel operations			1,651,923	3,970,445
Video Film Center, New York, NY- Ten Story office building	$ 6,000,000	625,000	3,439,061	721,293
East Newwark, NJ- Thirty multi-stroy indrustrial buildings	10,877,790(b)	605,089	4,068,693	(2,549,279)
Greensboro Plaza, Greensboro, NC- Shopping center		379,947	1,696,953	
Greensboro South, Greensboro, NC- Shopping center	2,975,004	419,739	1,350,376	1,382,866
Nyanza Building Woonsocket, Rhode Island-, Four story industrial building		60,000	1,288,139	(1083,733)
Richmond Shopping Center, Richmond, VA- Shopping center		293,814	758,886	53,830
First Republic Office Park, Liverpool, NY Two, two-story office buildings	1,800,000(c)	351,600	4,124,526	(12,758)
Virginia Beach Shoping Center, Virginia Beach, VA-, Shopping center	2,688,630	250,241	772,113	247,836

The First Republic Building Corp., Liverpool, NY- Motor hotel(c)		413,779	5,681,562	
Jefferson National Bank Building-Mami, FL-, Six story office building		2,044,409	5,643,015	
Brookhaven Shopping Center, Brookhaven, PA, Shopping Center	1,927,185	521,798	3,632,019	(599,153)
260 Merrimac Street Newburyport, MA Three story office building		195,213	377,317	
Melbourne, FL Vacant land		1,439,714		3,150
Totals	$26,268,609	$8,226,475	$37,803,657	$1,820,688

The First Republic Corporation of America and Subsidiaries

Schedule XI__Real Estate and Accumulated Depreciation (continued)

Year ended June 30, 1994

Column E			Column F	Column G	Column H	Column I
Gross Amount at which Carried at Close of Period(a)						Life on which Department in Latest Income Statements is Computed
Land	Buildings and Related Assets	Total	Accumulated Depreciation	Date of Construction	Date Acquire	
$437,559	$551,151	$988,710	$103,245		5/19/67	5--15 years

188,573	2,454,114	2,642,687	654,347	7/1/62	10--20 years
	5,622,368	5,622,368	3,909,369	3/17/69	5--15 years
625,000	4,160,354	4,785,354	3,025,834	10/4/68	33--1/3 years
605,089	1,519,414	2,124,503	675,661	3/11/63	21--1/3 years
379,947	1,696,953	2,076,900	1,550,009	12/1/74	21--1/3 years
706,906	2,446,075	3,152,981	1,432,225	12/1/74	21--1/3 years
60,000	204,406	264,406	56,643	11/1/68	10--20 years
360,507	746,023	1,106,530	561,285	3/15/76	25 years
351,600	4,111,768	4,463,368	917,288	10/1/85	5--40 years
397,338	872,852	1,270,190	544,025	3/30/76	25-31.5 years
413,779	5,681,562	6,095,341	5,349,227	9/21/62	10-25 years
2,044,409	5,643,015	7,687,424	1,104,713	4/27/88	31--1/2 years
149,456	3,405,208	3,554,664	1,881,744	12/16/76	5--33 years
195,213	377,317	572,530	203,974	11/25/87	10--25 years

1,442,864		1,442,864	
$8,358,240	$39,492,580	$47,850,820	$21,969,589

(a) Cost for Federal income tax purposes approximates amounts reflected in Column E.

(b) A mortgage is held by the bank who provides a line of credit to the Company. (See Note 5 to the Consolidated Financial Statements.)

(c) Assets of the First Republic Building Corp. are also pledged as collateral for the Onondaga County Industrial Development Agency Bonds. (See Note 5 to the Consolidated Financial Statements.)

The First Republic Corporation of America and Subsidiaries

Schedule XI--Real Estate and Accumulated Depreciation (continued)

	Year ended June 30			
	1994		1993	
	Real Estate Owned	Accumulated Depreciation	Real Estate Owned	Accumulated Depreciation
The following is a reconciliation of the real estate owned and accumulated depreciation, beginning and end of the year:				
Balance, beginning of year	$47,118,995	$21,230,995	$47,348,779	$20,372,773
Additions including transfers from constructions-in-progress during year	1,590,811	1,597,580	855,696	1,943,702
Deductions:				
Write-offs of fully depreciated assets	(858,986)	(858,986)	(1,085,480)	(1,085,480)
Balance, end of year	$47,850,820	$21,969,589	$47,118,995	$21,230,995

1992	
Real Estate Owned	Accumulated Depreciation
$46,262,669	$18,928,345
1,532,243	1,890,561
(446,133)	(446,133)
$47,348,779	$20,372,773

Note: Includes assets used in the real estate and hotel operations.

The First Republic Corporation of America and Subsidiaries

Schedule XII__Mortgage Loans on Real Estate

Col. A	Col. B	Col. C	Col. D	Col. E	Col. F	Col. G	Col. H
Description	Interest Rate	Final Maturity Date	Periodic Payments Terms	Prior Liens	Face Amount of Mortgages	Carrying Amount of Mortgages (c)	Principal Amount of loans Subject to Delinquent Principal or Interest
First lien on motel-, Miami Beach Florida	8.00%	December 1, 1996	$ 7,338	None	$688,903	$ 688,903	None
First lien on building- Bronx, NY	11.50	December 1, 1992	10,165(a)	None	934,215	934,215	$934,215
35 First lien on condominiums Orlando, FL	7.4-10.5	December					

(approximately all had out-standing balances of between $55,000 to $66,500)	1, 1994 to February 1, 1996	21,000(b)	None	2,016,897	2,016,897	None
Totals				$3,640,015	$3,640,015	

(a) Balloon payment of $954,000 was due December 1, 1992. The note was extended on a month-to-month basis under the same terms and conditions and in August 1994, foreclosure proceedings were commenced by the Company (see Note 3 to the consolidated financial statements).

(b) Payment terms of mortgages are monthly payments for seven years and remaining principal balance due at that time.

(c) Cost for Federal income tax purposes approximates amounts reflected in Column F.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

THE FIRST REPUBLIC CORPORATION OF AMERICA

By /s/ Norman A. Halper

Norman A. Halper, Chief Executive and Chief Operating Officer

By /s/ Harry Bergman

Harry Bergman, Chief Financial and Chief Accounting Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

Date

/s/ Harry Bergman

Harry Bergman, Director

/s/ Irving S. Bobrow
- - ------------------------------------
Irving S. Bobrow, Director

/s/ Norman A. Halper
- - -------------------------------------
Norman A. Halper, Director

/s/ Robert Nimkoff
- - -------------------------------------
Robert Nimkoff, Director

/s/ A.A. Rosen
- - -------------------------------------
A.A. Rosen, Director

/s/ Jonathan P. Rosen
- - -------------------------------------
Jonathan P. Rosen, Director

Exhibit 21

The First Republic Corporation of America

List of Subsidiaries

The First Republic Building Corp.
Bluepoints Company Inc.
Bluepoints Company Inc. of Maryland
Hanora Spinning Inc.
Quality Yarns Inc.

Whitlock Combing Company, Inc.
Hanora South Inc.

J & M Dyers Inc.
FRC of Delaware Inc.
FRCA Sunscape Corp.

Midland Health Care Inc.
Midland at Rochelle Park Inc.
Midland Health Care at Logan Manor Inc.

Exhibit 27

The First Republic Corporation of America
and Subsidiaries

Artile 5 FD5__10-K

At June 30, 1994 and for Year then ended
June 30, 1994

Item Description	
Cash and cash items	$1,316,144
Marketable securities	-
Notes and accounts receivable-trade	5,647,090
Allowances for doubtful accounts	153,180
Inventory	4,731,545
Total current assets	13,975,355
Property, plant and equipment	69,431,186
Accumulated depreciation	29,276,551
Total assets	80,163,628
Total current liabilities	9,412,274
Bonds, mortgages and similar debt	23,870,298
Preferred stock-mandatory redemption	-
Preferred stock-no mandatory redemption	-
Common stock	1,175,261
Other stockholders' equity	41,088,455
Total liabilities and stockholders' equity	80,163,628
Net sales of tangible products	23,717,207
Total revenues	46,702,373
Cost of tangible goods sold	20,704,424
Total costs and expenses applicable to sales and revenues	22,606,782
Other costs and expenses	-
Provision for doubtful accounts and notes	150,000
Interest and amortization of debt discount	2,248,497
Income before taxes and other items	1,142,670
Income tax expense	1,055,000
Income continuing operations	87,670
Discontinued operations	-
Extraordinary items	300,000
Cumulative effect-changes in accounting principles	1,173,000
Net income or loss	1,560,670
Earnings per share-primary	2.31
Earnings per share-fully diluted	2.31