

FORM 10-K

SECURITIES AND EXCHANGE COMMISSION  
Washington D. C. 20549

☒ Annual Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934  
Exchange Act of 1934

☐ Transition Report Pursuant to Section 13 or 15(d) of the Securities  
Exchange Act of 1934

For the Fiscal year ended December 31, 2004  
Commission file number 0-11578

**AMERICAN REPUBLIC REALTY FUND I**  
(Exact name of registrant as specified in its charter)

Wisconsin  
(State or Other Jurisdiction of  
Incorporation or Organization)

39-1421936  
(I.R.S. Employer  
Identification Number)

2800 N Dallas Pkwy #100, Plano, Texas  
(Address of Principal Executive Offices)

75093-5994  
(Zip Code)

Registrant's Telephone Number, Including area code (972) 836-8000

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of Each Class</u>	<u>Name of Each Exchange on which Registered</u>
None	None

Securities registered pursuant to Section 12 (g) of the Act:

Limited Partnership Interests  
(Title of Class)

Indicated by check mark whether the 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 (or for such shorter period that the Registrant was required to file such reports), 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, to the best of Registrant's knowledge in definitive proxy on information to statements incorporated by reference in Part III of the Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Act).

Yes\_\_\_\_ No X.

Documents Incorporated by Reference

The Definitive Prospectus of American Republic Realty Fund I dated May 2, 1983 filed pursuant to Rule 424(b) is incorporated by reference as is the Supplement to that Prospectus filed pursuant to Rule 424(b) on May 25, 1984.

## PART I

### **Item 1. Business**

The Registrant, American Republic Realty Fund I, (the "Partnership"), is a limited partnership organized under the Wisconsin Uniform Limited Partnership Act pursuant to a Certificate of Limited Partnership dated December 22, 1982. As of December 31, 2003, the Partnership consisted of an individual general partner, Mr. Robert J. Werra, (the "General Partner") and 698 limited partners owning 11,000 limited partnership interests at \$1,000 per interest. The distribution of limited partnership interests commenced May 2, 1983 and ended April 17, 1984, pursuant to a Registration Statement on Form S-11 under the Securities Act of 1933 (Registration #0-11578) as amended.

The Partnership was organized to acquire a diversified portfolio of income-producing real properties, primarily apartments, as well as office buildings, industrial buildings, and other similar properties.

During 1983 and 1984, the Partnership acquired four properties: Kenwood Gardens Apartments, a 104 unit apartment community located in Fort Myers, Florida (acquired on September 1, 1983, subsequently disposed of by sale during 1988), Jupiter Plaza Office/Showroom, a 131,440 rentable square foot commercial building located in Garland, Texas (acquired on September 29, 1983, subsequently disposed of in foreclosure during 1988), Four Winds Apartments, a 154 unit apartment community located in Orange Park, Florida (Phase I acquired September 12, 1983 and Phase II acquired May 1, 1984) and Forestwood Apartments (formerly Oak Creek) a 263 unit apartment community located in Bedford, Texas (acquired December 20, 1983). No additional properties were purchased by the Partnership and the Partnership will not acquire additional properties in the future. The properties remaining are described more fully in this report at "Item 2. Properties".

Univesco, Inc. ("Univesco"), a Texas corporation, eighty three percent owned by Robert J. Werra ("Univesco") manages the affairs of the Partnership. Univesco acts as the managing agent with respect to the Partnership's properties. Univesco may also engage other on-site property managers and other agents to the extent the management considers appropriate. The General Partner has ultimate authority regarding property management decisions.

The Partnership competes in the residential rental markets. Univesco prepared marketing analyses for all property areas and determined that these areas contain other like properties which are considered competitive on the basis of location, amenities and rental rates. It is realistic to assume that additional properties similar to the foregoing will be constructed within their various market areas.

No material expenditure has been made or is anticipated for either Partnership-sponsored or consumer research and development activities relating to the development or improvement of facilities or services provided by the Partnership. There neither has been, nor are any anticipated, material expenditures required to comply with any federal, state, or local environmental provisions which would materially affect the earnings or competitive position of the Partnership.

The Partnership is engaged solely in the business of real estate investments. Its business is believed by management to fall entirely within a single industry segment. Management does not anticipate that there will be any material seasonal effects upon the operation of the Partnership.

## **Competition and Other Factors**

The majority of the Properties' leases are six to twelve month terms. Accordingly, operating income is highly susceptible to changing market conditions. Occupancy and local market rents are driven by general market conditions which include job creation, new construction of single and multi-family projects, and demolition and other reduction in net supply of apartment units.

Rents have generally been increasing in recent years due to the generally positive relationship between apartment unit supply and demand in the Partnership's markets. However, the properties are subject to substantial competition from similar and often newer properties in the vicinity in which they are located. In addition, operating expenses and capitalized expenditures have increased as units are updated and made more competitive in the market place. (See Item 7 "Management's Discussion and Analysis of Financial Condition and Results of Operations".)

## **Item 2. Properties**

At December 31, 2004 the Partnership owned two properties with approximately 416,623 net rentable square feet. Both properties are apartment communities.

<b><u>Name and Location</u></b>	<b><u>General Description of the Property</u></b>
Forestwood Apartments	A fee simple interest in a 263-unit apartment community located in Bedford, Texas, purchased in 1983 containing 244,407 net rentable square feet on approximately 14 acres of land.
Four Winds Apartments Phase I	A fee simple interest in a 100-unit community, located in Orange Park, Florida, purchased in 1983, containing approximately 110,716 net rentable square feet on 10 acres of land.
Four Winds Apartments Phase II	A fee simple interest in a 54-unit apartment community located in Orange Park, Florida, adjacent to four Winds Apartments I, purchased in 1984 and containing approximately 61,500 net rentable square feet on 3.73 acres of land.

**Occupancy Rates**  
**December 31,**  
**Percent**

	1999	2000	2001	2002	2003	2004
Four Winds I & II	94.0%	95.0%	95.2%	89.6%	94.2%	81.8%
Forestwood	96.9%	94.8%	95.9%	93.2%	84.4%	90.9%

The Properties are encumbered by non-recourse mortgages payable. For information regarding the encumbrances to which the properties are subject and the status of the related mortgage loans, see "Management's Discussion and Analysis of Financial Condition and Results of Operating – Liquidity and Capital Resources" contained in Item 7 hereof and Note B to the Financial Statements contained in Item 8.

**Item 3. Legal Proceedings**

None.

**Item 4. Submission of Matters to a Vote of Security Holders**

No matters were submitted to a vote of the unit holders of the Partnership during the fourth quarter of 2004.

By virtue of its organization as a limited partnership, the Partnership has outstanding no securities possessing traditional voting rights. However, as provided and qualified in the Limited Partnership Agreement, limited partners have voting rights for, among other things, the removal of the General Partner and dissolution of the Partnership.

## PART II

### **Item 5. Market for the Partnership's Securities and Related Unit Holder Matters**

The Partnership's outstanding securities are in the form of Limited Partnership Interests ("Interests"). The distribution period for the sale of the Interests began May 2, 1983, and closed April 17, 1984. As of December 31, 2004 there were approximately 659 limited partners owning 11,000 limited partnership interests at \$1,000 per interest. A public market for trading Interests has not developed and none is expected to develop. In addition, transfer of an Interest is restricted pursuant to the Limited Partnership Agreement.

Although a public market for trading Interests has not developed, MP Value Fund 5, LLC acquired 1,444.5 units, approximately 13.1%, of the outstanding Interests of the partnership during 1999. During 2003 MP Value Fund 5, LLC transferred these units to Branzan Alternative Investment Fund LLLC. On October 25, 2004 these units were transferred to Everest Management who now own 2,762 units or 25.1% of the outstanding Interests of the partnership. During 2002 and 2003 Equity Resources acquired 617.5 units or 5.6% of the fund. The registrant knows of no other activity involving the sale or acquisition of Interest.

The General Partner continues to review the Partnership's ability to make distributions on a quarter-by-quarter basis, however, no such distributions have been made and none are anticipated in the immediate future due to the debt service requirements of the Partnership.

An analysis of taxable income or (loss) allocated, and cash distributed to Investors per \$1,000 unit is as follows:

YEARS	INCOME	GAIN	LOSS	CASH DISTRIBUTED
1984	\$0	\$0	\$342	\$0
1985	0	0	\$291	0
1986	0	0	\$271	0
1987	0	0	\$279	0
1988	0	\$43	\$63	0
1989	0	\$38	\$127	0
1990	0	0	\$126	0
1991	0	0	\$122	0
1992	\$121	0	0	0
1993	\$2	\$1,071	0	0
1994	\$17	0	0	0
1995	0 (a)	0	0	0
1996	\$45	0	0	0
1997	\$0	0	\$70	0
1998	\$0	0	\$48	0
1999	0	0	39	0
2000	\$46			0
2001	\$47			\$50
2002	\$29			\$25
2003	\$15			\$0
2004	\$1			\$0

(a) For Federal Income Tax purposes income only was reallocated in accordance with the regulations promulgated thereunder of the Internal Revenue code of 1986 as amended.

**Item 6: Selected Financial Data**

The following table sets forth selected financial data regarding the Partnership's results of operations and financial position as of the dates indicated. This information should be read in conjunction with "Management's Discussion and Analysis of Financial Condition and Results of Operations" contained in Item 7 hereof and Financial Statements and notes thereto contained in Item 8.

	<u>2004</u>	<u>2003</u>	<u>2002</u>	<u>2001</u>	<u>2000</u>
Limited Partner Units Outstanding	<u>11,000</u>	<u>11,000</u>	<u>11,000</u>	<u>11,000</u>	<u>11,000</u>
Statement of Operations					
Total Revenues	\$2,490	\$2,710	\$2,760	\$2,896	\$2,797
Net Income (Loss)	(485)	(337)	(217)	(42)	(65)
Limited Partner Net Income (Loss) per Unit – Basic	(43.73)	(30.30)	(19.54)	(3.45)	(5.33)
Cash Distributions to Limited Partners per Unit - Basic	0	0	25	50	0
Balance Sheet:					
Real Estate, net	\$4,248	\$4,825	\$5,382	\$5,943	\$6,499
Total Assets	5,160	5,812	6,305	6,941	7,613
Mortgages Payable	9,919	10,071	10,211	10,341	10,461
Partner's Deficit	(5,139)	(4,653)	(4,316)	(3,824)	(3,231)

**Item 7. Management's Discussion and Analysis of Financial Conditions and Results of Operations**

This discussion should be read in conjunction with Item 6 – "Selected Financial Data" and Item 8 – "Financial Statements and Supplemental Information."

**Results of Operations: 2004 VERSUS 2003 -**

**Revenue from Property Operations** decreased \$219,185 or 8.2% as compared to 2003. This decrease is primarily attributed to a \$217,205 decrease in rental revenue, which was principally due to an decrease in occupancy. Interest income decreased \$882 due to a decrease in available funds for investment during 2004. The decrease in other revenues of \$1,098 were principally caused by a decrease in fees from tenants. The following table illustrates the increases:

	<u>Increase/ (Decrease)</u>
Rental income	\$(217,205)
Interest	(882)
Fees & Other	(1,098)
<b>Net Decrease</b>	<u><u>\$(219,185)</u></u>

**Property operating expenses** for 2004 decreased \$69,976 or 2.30%. General and administrative expenses increased \$18,912 or 3.46% primarily due to increased insurance costs. Maintenance and repairs decreased \$46,087 or 13.77% due primarily to the decreased deferred maintenance projects performed. Interest expense on mortgage payable decreased \$11,551 or 1.45% due to normal amortization. Utilities increased \$7,177 or 3.34% primarily due to higher gas rates. Administrative service fees are paid to an affiliate of the general partner and represent reimbursements for accounting and bookkeeping costs. Property management fees are paid to an affiliated entity and represent approximately 5% of gross revenues (see Note C to the Financial Statements and Schedule Index contained in Item 8). The following table illustrates the increases or (decreases):

	<b>Increase (Decrease)</b>
General and administrative	18,912
Real estate taxes	(19,475)
Maintenance and repairs	(46,087)
Depreciation and amortization	(9,178)
Property management fee to affiliate	(10,957)
Advertising and marketing	1,183
Interest expense on mortgages payable	(11,551)
Utilities	7,177
Total operating expenses	<u>(69,976)</u>

#### **Results of Operations: 2003 VERSUS 2002 -**

**Revenue from Property Operations** decreased \$50,372 or 1.8% as compared to 2002. This decrease is primarily attributed to a \$51,258 decrease in rental revenue, which was principally due to an decrease in occupancy. Interest income decreased \$2,722 due to a decrease in available funds for investment during 2003. The increase in other revenues of \$3,608 were principally caused by a increase in fees from tenants. The following table illustrates the increases:

	<b>Increase/ (Decrease)</b>
Rental income	\$(51,258)
Interest	(2,722)
Fees & Other	3,608
<b>Net Decrease</b>	<u><u>\$(50,372)</u></u>



**Property operating expenses** for 2003 increased \$69,184 or 2.32%. Maintenance and repairs increased \$62,427 or 22.93% due primarily to the increased deferred maintenance projects performed. General and administrative expenses increased \$50,389 or 10.15% primarily due to increased insurance costs. Interest expense on mortgage payable decreased \$10,681 or 1.32% due to normal amortization. Utilities increased \$12,218 or 6.03% primarily due to higher gas rates. Administrative service fees are paid to an affiliate of the general partner and represent reimbursements for accounting and bookkeeping costs. Property management fees are paid to an affiliated entity and represent approximately 5% of gross revenues (see Note C to the Financial Statements and Schedule Index contained in Item 8). The following table illustrates the increases or (decreases):

	<b>Increase (Decrease)</b>
General and administrative	50,389
Real estate taxes	(11,872)
Maintenance and repairs	62,427
Depreciation and amortization	(29,125)
Property management fee to affiliate	(2,406)
Advertising and marketing	(1,766)
Interest expense on mortgages payable	(10,681)
Utilities	12,218
Total operating expenses	<u>69,184</u>

## **Liquidity and Capital Resources**

While it is the General Partner's primary intention to operate and manage the existing real estate investments, the General Partner also continually evaluates this investment in light of current economic conditions and trends to determine if these assets should be considered for disposal. At this time, there is no plan to dispose of either Property.

As of December 31, 2004, the Partnership had \$353,871 in cash and cash equivalents as compared to \$435,304 as of December 31, 2003. The decrease \$81,433 of cash on hand reflects the cash flow from operations. See Note C to the Financial Statements contained in Item 8 for information regarding related party transactions.

The properties are encumbered by two non-recourse mortgage notes as of December 31, 2004. These mortgages payable have a carrying value of \$9,918,658 at December 31, 2004. The mortgage notes were entered into during 1997 to refinance certain mortgage notes.

For the foreseeable future, the Partnership anticipates that mortgage principal payments (excluding any balloon mortgage payments), improvements and capital expenditures will be funded by net cash from operations. The primary source of capital to fund balloon mortgage payments will be proceeds from the sale, financing or refinancing of the Properties.

The Partnership's required principal payments due under the stated terms of the Partnership's mortgage notes payable and notes payable to affiliates are \$164,442, \$177,870, and 9,576,346 for each of the next three years.

### **Item 7a – Quantitative and Qualitative Disclosure about Market Risk** **Market Risk**

The Partnership is exposed to interest rate changes primarily as a result of its real estate mortgages. The Partnerships interest rate risk management objective is to limit the impact of interest rate changes on earnings and cash flows and to lower its overall borrowing costs. To achieve its objectives, the partnership borrows primarily at fixed rates. The partnership does not enter into derivative or interest rate transactions for any purpose.

The Partnerships' activities do not contain material risk due to changes in general market conditions. The partnership invests only in fully insured bank certificates of deposits, and mutual funds investing in United States treasury obligations.

### **Risk Associated with Forward-Looking Statements Included in this Form 10-K**

This Form 10-K contains certain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934, which are intended to be covered by the safe harbors created thereby. These statements include the plans and objectives of management for future operations, including plans and objectives relating to capital expenditures and rehabilitation costs on the Properties. The forward-looking statements included herein are based on current expectations that involve numerous risks and uncertainties. Assumptions relating to the foregoing involve judgments with respect to, among other things, future economic, competitive and market conditions and future business decisions, all of which are difficult or impossible to predict accurately and many of which are beyond the control of the Company. Although the Company believes that the assumptions underlying the forward-looking statements are reasonable, any of the assumptions could be inaccurate and, therefore, there can be no assurance that the forward-looking statements included in this Form 10-K will prove to be accurate. In light of the significant uncertainties inherent in the forward-looking statements included herein, the inclusion of such information should not be regarded as a representation by the Company or any other person that the objectives and plans of the Company will be achieved.

**AMERICAN REPUBLIC REALTY FUND I**  
**COMBINED FINANCIAL STATEMENTS**  
**AND INDEPENDENT AUDITORS' REPORTS**

December 31, 2004 and 2003

## INDEX TO FINANCIAL STATEMENTS

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All other schedules have been omitted because they are not applicable, not required or the information has been supplied in the financial statements or notes thereto.

## **Report of Independent Registered Public Accounting Firm**

To the General Partner and Limited Partners of  
American Republic Realty Fund I

We have audited the accompanying combined balance sheets of American Republic Realty Fund I and subsidiary, a Wisconsin limited partnership (the "Partnership") as of December 31, 2004 and 2003, and the related combined statements of operations, partners' equity (deficit), and cash flows for the years ended December 31, 2004, 2003 and 2002. These financial statements are the responsibility of the Partnership's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the public company accounting oversight board (United States). 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 presentation of the financial statements. 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 American Republic Realty Fund I as of December 31, 2004 and 2003, and the results of its operations and its cash flows for the years ended December 31, 2004, 2003 and 2002 in conformity with U.S. generally accepted accounting principles.

Our audits were made for the purpose of forming an opinion on the basic financial statements taken as a whole. Schedule III for the year ended December 31, 2004 is presented for the purpose of complying with the Securities and Exchange Commission's rules and is not a required part of the basic financial statements. This schedule has been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, fairly states, in all material respects, the financial data required to be set forth therein in relation to the basic financial statements taken as a whole.

January 17, 2005  
Plano, Texas

**AMERICAN REPUBLIC REALTY FUND I**  
**COMBINED BALANCE SHEETS**  
December 31,

<b>ASSETS</b>		
	<u>2004</u>	<u>2003</u>
Investments in real estate at cost		
Land	\$ 1,822,718	\$ 1,822,718
Buildings, improvements and furniture and fixtures	<u>16,164,861</u>	<u>16,099,903</u>
	17,987,579	17,922,621
Accumulated depreciation	<u>(13,739,447)</u>	<u>(13,097,432)</u>
	4,248,132	4,825,189
Cash and cash equivalents	353,871	435,304
Escrow deposits	452,842	427,384
Deferred financing costs, net of accumulated amortization of \$172,075 and \$149,132, respectively	57,357	80,300
Prepaid expenses	<u>48,020</u>	<u>43,377</u>
<b>TOTAL ASSETS</b>	<u><u>5,160,222</u></u>	<u><u>5,811,554</u></u>
 <b>LIABILITIES AND PARTNERS' DEFICIT</b>		
Mortgages payable	9,918,658	10,070,686
Amounts due affiliates	1,256	2,452
Accounts payable and accrued expenses	312,974	319,414
Security deposits	<u>66,196</u>	<u>71,944</u>
<b>TOTAL LIABILITIES</b>	10,299,084	10,464,496
<b>PARTNERS' DEFICIT</b>	<u>(5,138,862)</u>	<u>(4,652,942)</u>
<b>TOTAL LIABILITIES AND PARTNERS' DEFICIT</b>	<u><u>\$ 5,160,222</u></u>	<u><u>\$ 5,811,554</u></u>

The accompanying notes are an integral part of these financial statements.

**AMERICAN REPUBLIC REALTY FUND I**  
**COMBINED STATEMENTS OF OPERATIONS**  
For the Years Ended December 31,

	<u>2004</u>	<u>2003</u>	<u>2002</u>
<b>INCOME</b>			
Rentals	\$ 2,418,446	\$ 2,635,651	\$ 2,686,909
Fees and other	71,570	72,668	69,060
Interest	<u>652</u>	<u>1,534</u>	<u>4,256</u>
Total income	2,490,668	2,709,853	2,760,225
<b>OPERATING EXPENSES</b>			
Interest expense on mortgages payable	786,720	798,271	808,952
Depreciation and amortization	664,958	674,136	703,261
General and administrative	565,805	546,893	496,504
Real estate taxes	276,501	295,976	307,848
Maintenance and repairs	288,622	334,709	272,282
Utilities	222,198	215,021	202,803
Property management fee to affiliate	124,520	135,477	137,883
Advertising and marketing	34,856	33,673	35,439
Administrative service fee to general partner	<u>12,408</u>	<u>12,408</u>	<u>12,408</u>
Total operating expenses	<u>2,976,588</u>	<u>3,046,564</u>	<u>2,977,380</u>
<b>NET LOSS</b>	<u>\$ (485,920)</u>	<u>\$ (336,711)</u>	<u>\$ (217,155)</u>
<b>NET LOSS PER LIMITED PARTNERSHIP UNIT – BASIC</b>			
Net loss per unit – basic	<u>\$ (43.73)</u>	<u>\$ (30.30)</u>	<u>\$ (19.54)</u>
<b>LIMITED PARTNERSHIP UNITS OUTSTANDING – BASIC</b>	<u>11,000</u>	<u>11,000</u>	<u>11,000</u>

The accompanying notes are an integral part of these financial statements.

**AMERICAN REPUBLIC REALTY FUND I**  
**COMBINED STATEMENTS OF PARTNERS' EQUITY (DEFICIT)**  
For the Years Ended December 31, 2004, 2003 and 2002

	<u>General Partner</u>	<u>Limited Partners</u>	<u>Total</u>
Balance, January 1, 2002	43,298	(3,867,374)	(3,824,076)
Distributions	---	(275,000)	(275,000)
Net loss	<u>(2,172)</u>	<u>(214,983)</u>	<u>(217,155)</u>
Balance, December 31, 2002	41,126	(4,357,357)	(4,316,231)
Net loss	<u>(3,367)</u>	<u>(333,344)</u>	<u>(336,711)</u>
Balance, December 31, 2003	\$ <u>37,759</u>	\$ <u>(4,690,701)</u>	\$ <u>(4,652,942)</u>
Net loss	<u>(4,859)</u>	<u>(481,061)</u>	<u>(485,920)</u>
Balance, December 31, 2004	\$ <u><u>32,900</u></u>	\$ <u><u>(5,171,762)</u></u>	\$ <u><u>(5,138,862)</u></u>

The accompanying notes are an integral part of these financial statements.



**AMERICAN REPUBLIC REALTY FUND I**  
**COMBINED STATEMENTS OF CASH FLOWS**  
For the Years Ended December 31,

	<u>2004</u>	<u>2003</u>	<u>2002</u>
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>			
Net loss	\$ (485,920)	\$ (336,711)	\$ (217,155)
Adjustments to reconcile net loss to net cash provided by operations:			
Depreciation and amortization	664,958	674,136	703,261
Change in assets and liabilities:			
Prepaid expenses	(4,643)	(11,183)	(8,155)
Escrow deposits	(55,144)	(63,512)	(2,095)
Accounts payable and accrued expenses	(6,440)	(13,587)	(9,519)
Security deposits	<u>(5,748)</u>	<u>(3,084)</u>	<u>(4,473)</u>
Net cash provided by operating activities	107,063	246,059	461,864
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>			
Investments in real estate	(64,958)	(93,896)	(119,424)
Net proceeds from (payments to) reserve for replacement	<u>29,686</u>	<u>208,729</u>	<u>(17,514)</u>
Net cash provided by (used for) investing activities	(35,272)	114,833	(136,938)
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>			
Payments on mortgages payable	(152,028)	(140,552)	(129,940)
Distributions	---	---	(275,000)
Proceeds from (payments on) amounts due affiliates	<u>(1,196)</u>	<u>727</u>	<u>(186)</u>
Net cash used for financing activities	<u>(153,224)</u>	<u>(139,825)</u>	<u>(405,126)</u>
Net increase (decrease) in cash and cash equivalents	(81,433)	221,067	(80,200)
Cash and cash equivalents at beginning of period	<u>435,304</u>	<u>214,237</u>	<u>294,437</u>
Cash and cash equivalents at end of period	<u>\$ 353,871</u>	<u>\$ 435,304</u>	<u>\$ 214,237</u>
Supplemental disclosure of cash flow information:			
Cash paid during the year for interest	<u>\$ 787,717</u>	<u>\$ 799,193</u>	<u>\$ 809,805</u>

The accompanying notes are an integral part of these financial statements.

**AMERICAN REPUBLIC REALTY FUND I**  
**NOTES TO COMBINED FINANCIAL STATEMENTS**  
December 31, 2004 and 2003

**NOTE A – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

Nature of Operations

American Republic Realty Fund I (the “Partnership”), a Wisconsin limited partnership, was formed on December 22, 1982, under the laws of the state of Wisconsin, for the purpose of acquiring, maintaining, developing, operating, and selling buildings and improvements. The Partnership operates rental apartments in Texas and Florida. The Partnership will be terminated by December 31, 2012, although this date can be extended if certain events occur. The general partner is Mr. Robert J. Werra.

An aggregate of 20,000 units is authorized, of which 11,000 were outstanding for each of the three years ended December 31, 2004. Under the terms of the offering, no additional units will be offered.

Allocation of Net Income (Loss) and Cash

Net operating income and loss are allocated 1% to general partners and 99% to limited partners. Net operating cash flow, as defined in the partnership agreement, shall be distributed to the limited and general partners first to the limited partners in an amount equal to a variable distribution preference on capital contributions for the current year and then to the extent the preference has not been satisfied for all preceding years, and, thereafter, 10% to the general partner and 90% to the limited partners.

Net income from the sale of property is allocated first, to the extent there are cumulative net losses, 1% to the general partner and 99% to the limited partners; second, to the limited partners in an amount equal to their distribution preference; and, thereafter, 15% to the general partner and 85% to the limited partners.

Cash proceeds from the sale of property or refinancing are allocated first to the limited partners to the extent of their capital contributions and their distribution preference and, thereafter, 15% to the general partner and 85% to the limited partners.

Basis of Accounting

The Partnership maintains its books on the basis of accounting used for federal income tax reporting purposes. Memorandum entries have been made to present the accompanying financial statements in accordance with U.S. generally accepted accounting principles.

Investments in Real Estate and Depreciation

Buildings, improvements, and furniture and fixtures are recorded at cost and depreciated using the straight-line method over the estimated useful lives of the assets ranging from 5 to 27.5 years.

**AMERICAN REPUBLIC REALTY FUND I**  
**NOTES TO COMBINED FINANCIAL STATEMENTS**  
December 31, 2004 and 2003

**NOTE A – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - CONTINUED**

Income Taxes

No provision for income taxes has been made since the partners report their respective share of the results of operations on their individual income tax return.

Revenue Recognition

The Partnership has leased substantially all of its rental apartments under cancelable leases for periods generally less than one year. Rental revenue is recognized on a monthly basis as earned.

Deferred Financing Costs

Costs incurred to obtain mortgage financing are being amortized over the life of the mortgage using the straight-line method.

Combination

The financial statements include the accounts of the Partnership and a wholly owned entity. All intercompany amounts have been eliminated.

Cash and Cash Equivalents

The Partnership considers all highly liquid instruments with a maturity of three months or less to be cash equivalents.

Long-Lived Assets

In accordance with Statement of Financial Accounting Standards (“SFAS”) No. 121, “Accounting For the Impairment of Long-Lived Assets and For Long-Lived Assets to be Disposed Of”, the Partnership records impairment losses on long-lived assets used in operations when indicators of impairment are present and the undiscounted cash flows estimated to be generated by those assets are less than the assets’ carrying amount. SFAS No. 121 also addresses the accounting for long-lived assets that are expected to be disposed of. Based on current estimates, management does not believe impairment of operating properties is present.

**AMERICAN REPUBLIC REALTY FUND I**  
**NOTES TO COMBINED FINANCIAL STATEMENTS**  
December 31, 2004 and 2003

**NOTE A – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - CONTINUED**

Computation of Earnings Per Unit

The Partnership has adopted Statement of Financial Accounting Standards (“SFAS”) No.128, “Earnings per Share”. Basic earnings per unit is computed by dividing net income (loss) attributable to the limited partners’ interests by the weighted average number of units outstanding. Earnings per unit assuming dilution would be computed by dividing net income (loss) attributable to the limited partners’ interests by the weighted average number of units and equivalent units outstanding. The Partnership has no equivalent units outstanding for any period presented.

Concentration of Credit Risk

Financial instruments which potentially subject the Partnership to concentrations of credit risk consist primarily of cash. The Partnership places its cash with various financial institutions. The Partnership’s exposure to loss should any of these financial institutions fail would be limited to any amount in excess of the amount insured by the Federal Deposit Insurance Corporation or Securities Investor Protection Corporation, where applicable. Management does not believe significant credit risk exists at December 31, 2004.

Use of Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during that reporting period. Actual results could differ from those estimates.

Environmental Remediation Costs

The Partnership accrues for losses associated with environmental remediation obligations when such losses are probable and reasonably estimable. Accruals for estimated losses from environmental remediation obligations generally are recognized no later than completion of the remedial feasibility study. Such accruals are adjusted as further information develops or circumstances change. Costs of future expenditures for environmental remediation obligations are not discounted to their present value. Recoveries of environmental remediation costs from other parties are recorded as assets when their receipt is deemed probable. Project management is not aware of any environmental remediation obligations that would materially affect the operations, financial position or cash flows of the Project.

**AMERICAN REPUBLIC REALTY FUND I**  
**NOTES TO COMBINED FINANCIAL STATEMENTS**  
December 31, 2004 and 2003

**NOTE A – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - CONTINUED**

Comprehensive Income

Statement of Financial Accounting Standards No. 130, Reporting Comprehensive Income, (SFAS 130), requires that total comprehensive income be reported in the financial statements. For the years ended December 31, 2004, December 31, 2003, and December 31, 2002, the Partnership's comprehensive income (loss) was equal to its net income (loss) and the Partnership does not have income meeting the definition of other comprehensive income.

Segment Information

The Partnership is in one business segment, the real estate investment business, and follows the requirements of FAS 131, "Disclosures about Segments of an Enterprise and Related Information."

**NOTE B - MORTGAGES PAYABLE**

Mortgages payable at December 31, 2004 and 2003, consisted of the following:

	<u>2004</u>	<u>2003</u>
Mortgage note, original face value of \$6,800,000, payable in monthly installments of principal and interest of \$49,517, bears interest at a rate of 7.92% and matures August 1, 2007, at which time a lump-sum payment of approximately \$5,965,548 is due. This mortgage note is secured by real estate assets with a net book value of approximately \$1,300,811.	\$6,249,105	\$6,344,252
Mortgage note, original face value of \$4,000,000, payable in monthly installments of principal and interest of \$28,795 bears interest at a rate of 7.8% and matures August 1, 2007, at which time a lump-sum payment of approximately \$3,500,406 is due. This mortgage note is secured by real estate assets with a net book value of approximately \$815,333.	<u>3,669,553</u>	<u>3,726,434</u>
	<u>\$9,918,658</u>	<u>\$10,070,686</u>

**AMERICAN REPUBLIC REALTY FUND I**  
**NOTES TO COMBINED FINANCIAL STATEMENTS**  
December 31, 2004 and 2003

**NOTE B - MORTGAGES PAYABLE - CONTINUED**

At December 31, 2004, required principal payments due under the stated terms of the Partnership's mortgage notes payable and notes payable to affiliates are as follows:

2005	164,443
2006	177,870
2007	9,576,345
2008	---
2009	---
Thereafter	---
	<u>\$ 9,918,658</u>

**NOTE C – RELATED PARTY TRANSACTIONS**

The Partnership agreement specifies that certain fees be paid to the general partner or his designee. An affiliate of the general partner receives a property management fee that is 5% of the Partnership's gross receipts. Additionally, the Partnership reimburses the affiliate for administrative expenditures. The following fees and reimbursements earned by an affiliate of the general partner in 2004, 2003 and 2002:

	<u>2004</u>	<u>2003</u>	<u>2002</u>
Property management fee	\$ 124,520	\$ 135,477	\$ 137,883
Administrative service fee	12,408	12,408	12,408

**NOTE D – ACCUMULATED AMORTIZATION**

At December 31, 2004, amortization expense for deferred financing costs over the next five years is as follows:

2005	22,943
2006	22,943
2007	11,471
2008	---
2009	---
Thereafter	---
	<u>\$ 57,357</u>

**AMERICAN REPUBLIC REALTY FUND I**  
**NOTES TO COMBINED FINANCIAL STATEMENTS**  
December 31, 2004 and 2003

**NOTE E – COMMITMENTS**

The Partnership will pay a real estate commission to the general partner or his affiliates in an amount not exceeding the lesser of 50% of the amounts customarily charged by others rendering similar services or 3% of the gross sales price of a property sold by the Partnership, provided that the limited partners have received their original capital plus preferential interest, as defined.

**NOTE F – RECONCILIATION OF BOOK TO TAX LOSS (UNAUDITED)**

If the accompanying financial statements had been prepared in accordance with the accrual income tax basis of accounting rather than generally accepted accounting principals (“GAAP”), the excess of revenues over expenses for 2004 would have been as follows:

Net loss per accompanying financial statements	\$ (485,920)
Add – book basis depreciation using straight-line method	642,015
Deduct – income tax basis depreciation expense using ACRS method	(125,692)
	<hr/>
Excess of revenues over expenses, accrual income tax basis	\$ 30,403
	<hr/> <hr/>

**NOTE G – ESTIMATED FAIR VALUE OF FINANCIAL INSTRUMENTS**

The following estimated fair value amounts have been determined using available market information or other appropriate valuation methodologies that require considerable judgement in interpreting market data and developing estimates. Accordingly, the estimates presented herein are not necessarily indicative of the amounts that the Partnership could realize in a current market exchange. The use of different market assumptions and/or estimation methodologies may have a material effect on the estimated fair value amounts.

The fair value of financial instruments that are short-term or reprice frequently and have a history of negligible credit losses is considered to approximate their carrying value. These include cash and cash equivalents, accounts payable and other liabilities.

Management has reviewed the carrying values of its mortgages payable in connection with interest rates currently available to the Partnership for borrowings with similar characteristics and maturities and has determined that their estimated fair value would approximate their carrying value as of December 31, 2004 and 2003.

**AMERICAN REPUBLIC REALTY FUND I**  
**NOTES TO COMBINED FINANCIAL STATEMENTS**  
December 31, 2004 and 2003

**NOTE G – ESTIMATED FAIR VALUE OF FINANCIAL INSTRUMENTS**

(CONTINUED)

The fair value information presented herein is based on pertinent information available to management. Although management is not aware of any factors that would significantly affect the estimated fair value amounts, such amounts have not been comprehensively revalued for purposes of these financial statements since that date, and therefore, current estimates of fair value may differ significantly from the amounts presented herein.

**NOTE H - COMMITMENTS AND CONTINGENCIES**

The Company is a party to various claims, legal actions and complaints arising in the ordinary course of business. In the opinion of management, all such matters are adequately covered by insurance or involve such amounts that unfavorable disposition would not have a material effect on the Company's consolidated financial position.



**AMERICAN REPUBLIC REALTY FUND I**  
**Schedule III – Real Estate and Accumulated Depreciation**  
**December 31, 2004**

Description	Initial Cost to Partnership			Total Cost Subsequent to Acquisition	Gross Amounts at Which Carried at Close of Year			Accumulated Depreciation (c)	Date of Construction	Date Acquired	Life on Which Depreciation Is Computed
	Encumbrances	Land	Building And Improvements		Land	Buildings And Improvements	Total (c)(d)				
26 two-story apartment buildings of concrete block construction with stucco and cedar exterior and gabled roofs located in Jacksonville, Florida	(b)	\$ 583,000	\$ 5,686,771	\$ 523,872	\$ 583,000	\$ 6,210,643	\$ 6,793,643	\$ 5,291,226	Phase I complete at date acquired; Phase II complete at date acquired	9/12/83 05/01/84	(a) (a)
37 two-story apartment buildings of concrete block construction with brick veneer, stucco and wood siding exterior, and composition, shingled roofs located in Bedford, Texas	(b)	<u>1,239,718</u>	<u>8,679,421</u>	<u>1,274,797</u>	<u>1,239,718</u>	<u>9,954,218</u>	<u>11,193,936</u>	<u>8,448,221</u>	Complete at Date acquired	12/20/83	(a)
		<u>\$ 1,822,718</u>	<u>\$ 14,366,192</u>	<u>\$ 1,798,669</u>	<u>\$ 1,822,718</u>	<u>\$ 16,164,861</u>	<u>\$ 17,987,579</u>	<u>\$ 13,739,447</u>			

See notes to Schedule III.

**AMERICAN REPUBLIC REALTY FUND I****Schedule III – Real Estate and Accumulated Depreciation (Continued)**

December 31, 2004

**NOTES TO SCHEDULE III:**

- (a) See Note A to financial statements outlining depreciation methods and lives.
- (b) See description of mortgages and notes payable in Note B to the financial statements.
- (c) The reconciliation of investments in real estate and accumulated depreciation for the years ended December 31, 2004, 2003 and 2002 is as follows:

	<u>Investments in Real Estate</u>	<u>Accumulated Depreciation</u>
Balance, January 1, 2002	<u>\$ 17,709,301</u>	<u>\$ 11,765,922</u>
Acquisitions	119,424	---
Depreciation expense	<u>---</u>	<u>680,317</u>
Balance, December 31, 2002	<u>\$ 17,828,725</u>	<u>\$ 12,446,239</u>
Acquisitions	93,896	---
Depreciation expense	<u>---</u>	<u>651,193</u>
Balance, December 31, 2003	<u>\$ 17,922,621</u>	<u>\$ 13,097,432</u>
Acquisitions	64,958	---
Depreciation expense	<u>---</u>	<u>642,015</u>
Balance, December 31, 2004	<u>17,987,579</u>	<u>13,739,447</u>

- (d) Aggregate cost for federal income tax purposes is \$ 17,467,252.

## **Item 9. Changes in and Disagreements on Accounting and Financial Disclosure**

On November 6, 1998, an 8-K was filed to disclose the change in auditors. No financial statements were issued in conjunction with this filing. The Registrant has not been involved in any disagreements on accounting and financial disclosure.

### **Item 9a. Controls and Procedures**

Based on their most recent evaluation, which was completed within 90 days of the filing of this Form 10-K, our Principal Financial Officer and Principal Executive Officer, believe our disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) are effective. There were not any significant changes in internal controls or in other factors that could significantly affect these controls subsequent to the date of their evaluation, and there has not been any corrective action with regard to significant deficiencies and material weaknesses.

## **PART III**

### **Item 10. Directors and Executive Officer of the Partnership**

The Partnership itself has no officers or directors. Robert J. Werra is the General Partner of the Partnership.

Robert J. Werra, 65, the General Partner, Mr. Werra joined Loewi & Co., Incorporated ("Loewi") in 1967 as a Registered Representative. In 1971, he formed the Loewi real estate department, and was responsible for its first sales of privately placed real estate programs. Loewi Realty was incorporated in 1974, as a wholly owned subsidiary of Loewi & Co., with Mr. Werra as President. In 1980, Mr. Werra, along with three other individuals, formed Amrecorp Inc. to purchase the stock of Loewi Real Estate Inc., and Loewi Realty. In 1991 Univesco, Inc. became the management agent for the Partnership. Limited Partners have no right to participate in management of the Partnership.

### **Item 11. Management Remuneration and Transactions**

As stated above, the Partnership has no officers or directors. Pursuant to the terms of the Limited Partnership Agreement, the General Partner receives 1% of Partnership income and loss and up to 15% of Net Proceeds received from sale or refinancing of Partnership properties (after return of Limited Partner capital contributions and payment of a 6% Current Distribution Preference thereon).

Univesco, Inc., an affiliate of the General Partner, is entitled to receive a management fee with respect to properties actually managed of 5% of the actual gross receipts from a property or an amount competitive in price or terms for comparable services available from non-affiliated persons. The Partnership is also permitted to engage in various transactions involving affiliates of the General Partner as described under the caption "Compensation and Fees" at pages 6-8, "Management" at page 17 and "Allocation of Net Income and Losses and Cash Distributions" at pages 34-36 of the Prospectus as supplemented, incorporated in the Form S-11 Registration Statement which was filed with the Securities and Exchange Commission and made effective on May 2, 1983.

For the years ended December 31, 2004, 2003, and 2002, property management fees earned totaled \$124,520; \$135,477, and \$137,883, respectively. An additional administration service fee was paid to the General Partner of \$12,408, \$12,408 and \$12,408 for the years ended December 31, 2004, 2003, and 2002, respectively.

**Item 12. Security Ownership of Certain Beneficial Owners and Management**

(a) No one except as listed in item (b) below, owns of record, and the General Partner knows of no one who owns beneficially, more than five percent of the Interests in the Partnership, the only class of securities outstanding.

<u>Title of Class</u>	<u>Name of Beneficial Owner</u>	<u>Amount and Nature of Beneficial Ownership</u>	<u>Percent of Interest</u>
Limited Partnership Interests	Everest Management	2,762	25.1%
	Equity Resources	617.5	5.6%

(b) By virtue of its organization as a limited partnership, the Partnership has no officers or directors. Persons performing functions similar to those of officers and directors of the Partnership, beneficially own, the following Units of the Partnership as of December 31, 2003.

<u>Title of Class</u>	<u>Name of Beneficial Owner</u>	<u>Amount and Nature of Beneficial Ownership</u>	<u>Percent of Interest</u>
Limited Partnership Interests	Robert J. Werra	591	5.37%

No Selling Commissions were paid in connection with the purchase of these Units.

(c) There is no arrangement, known to the Partnership, which may, at a subsequent date, result in a change in control of the Partnership.

**Item 13. Certain Relationships and Related Transactions**

None other than discussed in Item 11 and Note C to the financial statements at Item 8 elsewhere in this 10-K.

**Item 14. Principal Accounting Fees and Services**

The following table sets forth the aggregate fees for professional services rendered to the Partnership for the years 2004 and 2003 by the Partnership's principal accounting firm, Farmer, Fuqua, & Huff, P.C.

<u>Type of Fees</u>	<u>2004</u>	<u>2003</u>
Audit Fees	\$11,500	\$8,500
Audit related fees	---	---
Tax fees	---	---
All other fees	---	---

## PART IV

### **Item 15. Exhibits, Financial Statements, Schedules and Reports on Form 8-K**

- (A) 1. See accompanying Financial Statements Index
2. Additional financial information required to be furnished:

Schedule III - Real Estate and Accumulate Depreciation.

3. Exhibits

None.

- (B) Reports on Form 8-K for the quarter ended December 31, 2004.

None

- (C) Exhibits

3. Certificate of Limited Partnership, incorporated by reference to Registration Statement No. 0-11578 effective May 2, 1983.

4. Limited Partnership Agreement, incorporated by reference to Registration Statement No. 0-11578 effective May 2, 1983.

9. Not Applicable

10. Not Applicable

11. Not Applicable

12. Not Applicable

13. Reports to security holders, incorporated by reference from Registrant's Quarterly Reports on Form 10-Q, dated September 30, 2004.

14. Code of Ethics for Senior Financial Officers

18. Not Applicable

19. Not Applicable

22. Not Applicable

23. Not Applicable

24. Not Applicable

25. Power of Attorney, incorporated by reference to Registration Statement No. 0-11578 effective May 2, 1983.

28. None

31. Certification

32. Officers' Section 1350 Certification

- (d) Financial Statement Schedules excluded from the annual report
- None

## **EXHIBIT 14**

### **Code of Ethics for Senior Financial Officers**

The principal executive officer, president, principal financial officer, chief financial officer, principal accounting officer and controller (all, the partnership's "Senior Financial Officers") hold an important and elevated role in corporate governance, vested with both the responsibility and authority to protect, balance, and preserve the interests of all of the enterprise stakeholders, including shareholders, customers, employees, suppliers, and citizens of the communities in which business is conducted. Senior Financial Officers fulfill this responsibility by prescribing and enforcing the policies and procedures employed in the operation of the enterprise's financial organization and by acting in good faith and in the company's best interests in accordance with the partnership's Code of Business Conduct and Ethics.

#### **1 Honest and Ethical Conduct**

Senior Financial Officers will exhibit and promote honest and ethical conduct through the establishment and operation of policies and procedures that:

- Encourage and reward professional integrity in all aspects of the financial organization, by eliminating inhibitions and barriers to responsible behavior, such as coercion, fear of reprisal, or alienation from the financial organization or the enterprise itself.
- Promote the ethical handling of actual or apparent conflicts of interest between personal and professional relationships.
- Provide a mechanism for members of the finance organization to inform senior Management of deviations in the practice from policies and procedures governing honest and ethical behavior.
- Respect the confidentiality of information acquired in the course of work, except when authorized or otherwise legally obligated to disclose such information, and restrict the use of confidential information acquired in the course of work for personal advantage.
- Demonstrate their personal support for such policies and procedures through periodic communication reinforcing these ethical standards throughout the finance organization.

## **2 Financial Records and Periodic Reports**

Senior Financial Officers will establish and manage the enterprise transaction and reporting systems and procedures to provide that:

- Business transactions are properly authorized and accurately and timely recorded on the company's books and records in accordance with Generally Accepted Accounting Principles ("GAAP") and established company financial policy.
- No false or artificial statements or entries for any purpose are made in the partnership's books and records, financial statements and related communications.
- The retention or proper disposal of company records shall be in accordance with established records retention policies and applicable legal and regulatory requirements.
- Periodic financial communications and reports will include full, fair, accurate, timely and understandable disclosure.

## **3 Compliance with Applicable Laws, Rules and Regulations.**

Senior Financial Officers will establish and maintain mechanisms to:

- Educate members of the finance organization about any federal, state or local statute, regulation or administrative procedure that affects the operation of the finance organization and the enterprise generally.
- Monitor the compliance of the finance organization with any applicable federal, state or local statute, regulation or administrative rule.
- Identify, report and correct in a swift and certain manner, any detected deviations from applicable federal, state or local statute or regulation.

## **4 Reporting of Non-Compliance**

Senior Financial Officers will promptly bring to the attention of the Audit Committee:

- Material information that affects the disclosures made by the company in its public filings.



- Information concerning significant deficiencies in the design or operation of internal controls that could adversely affect the company's ability to record, process, summarize and report financial data.

Senior Financial Officers will promptly bring to the attention of the General Counsel and to the Audit Committee:

- Fraud, whether or not material, that involves management or other employees who have a significant role in the partnership's financial reporting, disclosures or internal controls.
- Information concerning a violation of this Code or the company's Code of Business and Ethics Conduct, including any actual or apparent conflicts of interest between personal and professional relationships, involving management or other employees who have a significant role in the partnership's financial reporting, disclosures or internal controls.
- Evidence of a material violation by the company or its employees or agents of applicable laws, rules or regulations.

## **5 Disciplinary Action**

In the event of violation by Senior Financial Officers of this Code or the company's Code of Business Conduct and Ethics, the Audit Committee of the Board of Directors shall recommend appropriate disciplinary and remedial actions.

**CERTIFICATION**

I, Robert J. Werra, certify that:

1 . I have reviewed this annual report on Form 10-K of American Republic Realty Fund;

2 . Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this annual report;

3 . Based on my knowledge, the financial statements, and other financial information included in this annual report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this annual report;

4 . The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13-15(e) and 15d-15e) and have internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f) for the registrant and have:

(a)(a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this annual report is being prepared;

(b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principals; and

(c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the controls and procedures as of the end of the period covered by this report based on such evaluation; and

(d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

e) presented in this annual report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;

(b)5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):

(a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls.

Dated: March 30, 2005.

/s/ Robert J. Werra

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**Officers' Section 1350 Certifications**

The undersigned officer of American Republic Realty Fund, a Wisconsin limited partnership (the "Partnership"), hereby certifies that (i) the Partnership's Annual Report on Form 10-K for the year ended December 31, 2004 fully complies with the requirements of Section 13(a) of the Securities Exchange Act of 1934, and (ii) the information contained in the Partnership's Annual Report on Form 10-K for the year ended December 31, 2004 fairly presents, in all material respects, the financial condition and results of operations of the Partnership, at and for the periods indicated.

Dated: March 30, 2005.

/s/ Robert J. Werra

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