

**FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00**

**FILED**  
**Mar 19 1998 8:00am**  
**Secretary of State**

PROFIT CORPORATION ANNUAL REPORT <b>1998</b>		FLORIDA, DEPARTMENT OF STATE <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS
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**DOCUMENT # 848713 (4)**

1. Corporation Name  
**SEVEN HILLS INSURANCE COMPANY**

Principal Place of Business <b>125 MAIDEN LANE                  5TH FLOOR                  NEW YORK NY 10038                  US</b>	Mailing Address <b>580 WALNUT STREET                  STE 825                  CINCINNATI OH 45202                  US</b>
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified <b>04/02/1981</b>	
21 Suite, Apt. #, etc.	22 City & State	26 Suite, Apt. #, etc.	27 City & State	4. FEI Number <b>06-1022232</b>	Applied For <input type="checkbox"/> Not Applicable
23 Zip	25 Country	28 Zip	29 Country	5. Certificate of Status Desired <input type="checkbox"/>	<b>\$8.75</b> Additional Fee Required
24		30		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	<b>\$5.00</b> May Be Added to Fees
9. Name and Address of Current Registered Agent				8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent

**C T CORPORATION SYSTEM  
 1200 SOUTH PINE ISLAND ROAD  
 PLANTATION FL 33324**

10. Name and Address of New Registered Agent

81 Name  
 82 Street Address (P.O. Box Number is Not Acceptable)  
 83  
 84 City **FL** 85 Zip Code

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE \_\_\_\_\_ DATE \_\_\_\_\_  
Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS	
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<b>VCD WALKER, RONALD F. 580 WALNUT ST CINCINNATI OH</b> <input checked="" type="checkbox"/> DELETE
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<b>PD LINDNER, CARL H. III 580 WALNUT ST CINCINNATI OH</b> <input type="checkbox"/> DELETE
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<b>AVPS HAYES, RONALD C. 580 WALNUT ST CINCINNATI OH</b> <input type="checkbox"/> DELETE
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> DELETE
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> DELETE
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> DELETE

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition <b>(SEE ATTACHED FOR COMPLETE OFFICER &amp; DIRECTOR LIST)</b>
2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address

**EVE CUTLER ROSEN, VICE PRESIDENT**  
 SIGNATURE: *Eve Cutler Rosen* **3/10/98** **513-369-5013**

CFR2034 (10/97)

**SEVEN HILLS INSURANCE COMPANY****OFFICERS AND DIRECTORS**

<b>NAME</b>	<b>TITLE</b>	<b>ADDRESS</b>
Roger F. Ablett	Director	125 Maiden Lane New York, NY 10038
Robert F. Amory	Director, Sr. Vice President & Treasurer	580 Walnut Street Cincinnati, OH 45202
Lindley M. Franklin	Director	125 Maiden Lane New York, NY 10038
John A. Hanson	Director	40 Rector Street New York, NY 10006
Thomas A. Hayes	Director	580 Walnut Street Cincinnati, OH 45202
Karen Holley Horrell	Director, Sr. Vice President, General Counsel & Secretary	580 Walnut Street Cincinnati, Ohio 45202
Donald D. Larson	Director	580 Walnut Street Cincinnati, OH 45202
Carl H. Lindner III	Director, Chairman & President	580 Walnut Street Cincinnati, OH 45202
S. Craig Lindner	Director, Vice Chairman	One East 4 <sup>th</sup> Street Cincinnati, OH 45202
Carol McEvoy	Director	40 Rector Street New York, NY 10006
Gary S. Powers	Director	251 Salinas Meadows Pkwy. Syracuse, NY 13212-4523
John A. Rowney	Director	125 Maiden Lane New York, NY 10038
Frank A. Skelly, Jr.	Director	125 Maiden Lane New York, NY 10038
Gary Gruber	Sr. Vice President	580 Walnut Street Cincinnati, OH 45202
John L. Doellman	Vice President & Actuary	580 Walnut Street Cincinnati, OH 45202
Allen F. Eling	Vice President	580 Walnut Street Cincinnati, OH 45202
Eve Cutler Rosen	Vice President & Assistant Secretary	580 Walnut Street Cincinnati, OH 45202
John A. Rowney	Vice President	125 Maiden Lane New York, NY 10038
Jerry S. Runnels	Vice President	580 Walnut Street Cincinnati, OH 45202
Roger Smith	Vice President & Controller	580 Walnut Street Cincinnati, OH 45202
Kathleen Brown	Assistant Vice President	One East 4 <sup>th</sup> Street Cincinnati, OH 45202
Ronald C. Hayes	Assistant Vice President & Assistant Secretary	580 Walnut Street Cincinnati, OH 45202
Robert H. Schwartz	Assistant Vice President & Assistant Controller	580 Walnut Street Cincinnati, OH 45202

Robert J. Schweikert	Assistant Vice President & Assistant Treasurer	580 Walnut Street Cincinnati, OH 45202
Thomas E. Mischell	Assistant Treasurer	One East 4 <sup>th</sup> Street Cincinnati, OH 45202
Fred J. Runk	Assistant Treasurer	One East 4 <sup>th</sup> Street Cincinnati, OH 45202

March 10, 1998