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Mar 16, 1999 8:00 am
Secretary of State

03-16-1999 90074 009 ***150.00

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PROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # 848713
 1. Corporation Name
SEVEN HILLS INSURANCE COMPANY

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

2. Principal Place of Business 21	2a. Mailing Address 26
Suite, Apt. #, etc. 22	Suite, Apt. #, etc. 27
City & State 23	City & State 28
Zip 24	Country 25
Zip 29	Country 30

3. Date Incorporated or Qualified 04/02/1981	
4. FEI Number 06-1022232	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. This corporation owes the current year Intangible Personal Property Tax.	<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	85 Zip Code

FL

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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	SVDT <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	AMORY, ROBERT F.	1.2 NAME	See attached for complete O&D listing
STREET ADDRESS	580 WALNUT ST	1.3 STREET ADDRESS	
CITY-ST-ZIP	CINCINNATI OH 45202	1.4 CITY-ST-ZIP	
TITLE	PD <input type="checkbox"/> DELETE	2.1 TITLE	
NAME	LINDNER, CARL H. III	2.2 NAME	
STREET ADDRESS	580 WALNUT ST	2.3 STREET ADDRESS	
CITY-ST-ZIP	CINCINNATI OH	2.4 CITY-ST-ZIP	
TITLE	AVPS <input type="checkbox"/> DELETE	3.1 TITLE	
NAME	HAYES, RONALD C.	3.2 NAME	
STREET ADDRESS	580 WALNUT ST	3.3 STREET ADDRESS	
CITY-ST-ZIP	CINCINNATI OH	3.4 CITY-ST-ZIP	
TITLE	D <input type="checkbox"/> DELETE	4.1 TITLE	
NAME	ABLETT, ROGER F.	4.2 NAME	
STREET ADDRESS	125 MAIDEN LANE	4.3 STREET ADDRESS	
CITY-ST-ZIP	NEW YORK NY 10038	4.4 CITY-ST-ZIP	
TITLE	D <input type="checkbox"/> DELETE	5.1 TITLE	
NAME	FRANKLIN, LINDLEY M.	5.2 NAME	
STREET ADDRESS	125 MAIDEN LANE	5.3 STREET ADDRESS	
CITY-ST-ZIP	NEW YORK NY 10038	5.4 CITY-ST-ZIP	
TITLE	D <input type="checkbox"/> DELETE	6.1 TITLE	
NAME	HANSON, JOHN A.	6.2 NAME	
STREET ADDRESS	40 RECTOR STREET	6.3 STREET ADDRESS	
CITY-ST-ZIP	NEW YORK NY 10006	6.4 CITY-ST-ZIP	

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, with all other like empowered.

Eve Cutler Rosen, Vice President
 SIGNATURE: *Eve Cutler Rosen* DATE: 2/4/99 DAYTIME PHONE #: 513-369-5853

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SEVEN HILLS INSURANCE COMPANY

OFFICERS AND DIRECTORS

NAME	TITLE	ADDRESS
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	40 Rector Street New York, NY 10006
Gary Gruber	Director & Sr. Vice President	580 Walnut Street Cincinnati, OH 45202
John A. Hanson	Director	40 Rector Street New York, NY 10006
Karen Holley Horrell	Director, Sr. Vice President, General Counsel & Secretary	580 Walnut Street Cincinnati, Ohio 45202
Philip J. Lally	Director	40 Rector Street New York, NY 10006
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 th Street Cincinnati, OH 45202
Carol McEvoy	Director	40 Rector Street New York, NY 10006
John A. Rowney	Director, Vice President	125 Maiden Lane New York, NY 10038
Frank A. Skelly, Jr.	Director	125 Maiden Lane New York, NY 10038
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
Roger Smith	Vice President & Controller	580 Walnut Street Cincinnati, OH 45202
Kathleen Brown	Assistant Vice President	One East 4 th Street Cincinnati, OH 45202
Paul G. Friedmann	Asst. Vice President & Asst. Treasurer	580 Walnut 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

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SEVEN HILLS INSURANCE COMPANY

OFFICERS AND DIRECTORS

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

February 4, 1999