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Feb 10 1997 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # **804753** (2)
1. Corporation Name
AMERICAN POLICYHOLDERS INSURANCE COMPANY



Principal Place of Business
**11 NORTH AVE.
P.O. BOX 1620
BURLINGTON MA 01803-0920
US**

Mailing Address
**11 NORTH AVE.
P.O. BOX 1620
BURLINGTON MA 01803-0920
US**

3. Date Incorporated or Qualified
06/01/1937

3a. Date of Last Report
04/23/1996

2. Principal Place of Business	2a. Mailing Address	4. FEI Number	Applied For
21	26	04-1029440	<input type="checkbox"/> Not Applicable
Suite, Apt. #, etc.	Suite, Apt. #, etc.	5. Certificate of Status Desired	<input type="checkbox"/> \$8.75 Additional Fee Required
22	27	6. Election Campaign Financing Trust Fund Contribution	<input type="checkbox"/> \$5.00 May Be Added to Fees
City & State	City & State	8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
Zip	Country		
23	28		
Zip	Country		
24	29		

9. Name and Address of Current Registered Agent

**STATE INSURANCE COMMISSIONER
CAPITOL BLDG.
TALLAHASSEE FL 32304**

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	DS	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	OBRIEN MACGREGOR, SANDRA	1.2 NAME	
STREET ADDRESS	75 BOW RIDGE ROAD	1.3 STREET ADDRESS	
CITY-ST-ZIP	LYNN, A	1.4 CITY-ST-ZIP	
TITLE	TD	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SPUNZO, RALPH	2.2 NAME	
STREET ADDRESS	71 AGRICULTURAL AVENUE	2.3 STREET ADDRESS	
CITY-ST-ZIP	REHOBETH MA	2.4 CITY-ST-ZIP	
TITLE	PD	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MYERS, JOHN	3.2 NAME	
STREET ADDRESS	114 KRISTEN DR.	3.3 STREET ADDRESS	
CITY-ST-ZIP	CHELMSFORD MA	3.4 CITY-ST-ZIP	
TITLE	V	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MOOSA, WALTER E	4.2 NAME	
STREET ADDRESS	30 PLEASANT STREET	4.3 STREET ADDRESS	
CITY-ST-ZIP	ANDOVER MA	4.4 CITY-ST-ZIP	
TITLE	D	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MCKINNEY, ROBERT	5.2 NAME	
STREET ADDRESS	127 LOW ST.	5.3 STREET ADDRESS	
CITY-ST-ZIP	NEWBURYPORT MA	5.4 CITY-ST-ZIP	
TITLE	D	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	LEMIEUX, EDWARD B	6.2 NAME	
STREET ADDRESS	1 DREW CIRCLE	6.3 STREET ADDRESS	
CITY-ST-ZIP	CHELMSFORD MA	6.4 CITY-ST-ZIP	

14. I do 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.

SIGNATURE: *Sandra MacGregor O'Brien*
Sandra MacGregor O'Brien, Secretary

1/13/97

Date Daytime Phone # 0000891

CR2E034 (9/96)