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**Jun 02 1998 8:00am
Secretary of State**

PROFIT CORPORATION ANNUAL REPORT 1998

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



DOCUMENT # **804753** (2)

1. Corporation Name
~~AMERICAN POLICYHOLDERS INSURANCE COMPANY~~
NEW NAME
VILLANOVA INSURANCE COMPANY 12-2297



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

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business: 21 One Lgan Square Suite, Apt. #, etc. 22 Suite 1400 City & State 23 Phila., PA Zip 24 19103 Country 25 USA

2a. Mailing Address: 26 One Logan Square Suite, Apt. #, etc. 27 Suite 1400 City & State 28 Phila., PA Zip 29 19103 Country 30 USA

3. Date Incorporated or Qualified: 06/01/1937

4. FEI Number: 04-1029440 Applied For Not Applicable

5. Certificate of Status Desired: \$8.75 Additional Fee Required

6. Election Campaign Financing Trust Fund Contribution: \$5.00 May Be Added to Fees

8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. Yes No

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 000002545400 84 City 06/03/98 01010 013 Zip Code ***300.00 FL 85

11. Pursuant to the provisions of Sections 607.01-02 and 607.1503, 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 _____ (Type for printer name of registered agent or the applicable Registered Agent signature required when re-stating) (Date)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	DS	1.1 TITLE	PD
NAME	OBRIEN MACGREGOR, SANDRA	1.2 NAME	Kessock, John
STREET ADDRESS	75 BOW RIDGE ROAD	1.3 STREET ADDRESS	One Logan Square, Suite 1400
CITY-ST-ZIP	LYNN, A	1.4 CITY-ST-ZIP	Philadelphia, PA 19103
TITLE	TD	2.1 TITLE	SVPTD
NAME	SPUNZO, RALPH	2.2 NAME	Frederick, Gregg
STREET ADDRESS	71 AGRICULTURAL AVENUE	2.3 STREET ADDRESS	One Logan Square, Suite 1400
CITY-ST-ZIP	REHOBETH MA	2.4 CITY-ST-ZIP	Philadelphia, PA 19103
TITLE	PD	3.1 TITLE	SVPD
NAME	MYERS, JOHN	3.2 NAME	Partridge, Glenn
STREET ADDRESS	114 KRISTEN DR.	3.3 STREET ADDRESS	One Logan Square, Suite 1400
CITY-ST-ZIP	CHELMSFORD MA	3.4 CITY-ST-ZIP	Philadelphia, PA 19103
TITLE	V	4.1 TITLE	V
NAME	MOOSA, WALTER E	4.2 NAME	Bone, Roger
STREET ADDRESS	30 PLEASANT STREET	4.3 STREET ADDRESS	One Logan Square, Suite 1400
CITY-ST-ZIP	ANDOVER MA	4.4 CITY-ST-ZIP	Philadelphia, PA 19103
TITLE	D	5.1 TITLE	SVPSD
NAME	MCKINNEY, ROBERT	5.2 NAME	Walsh, Andrew
STREET ADDRESS	127 LOW ST.	5.3 STREET ADDRESS	One Logan Square, Suite 1400
CITY-ST-ZIP	NEWBURYPORT MA	5.4 CITY-ST-ZIP	Philadelphia, PA 19103
TITLE	D	6.1 TITLE	SVPD
NAME	LEMIEUX, EDWARD B	6.2 NAME	Abel, Sharon
STREET ADDRESS	1 DREW CIRCLE	6.3 STREET ADDRESS	111 E. Kilbourn Avenue, Suite 1150
CITY-ST-ZIP	CHELMSFORD MA	6.4 CITY-ST-ZIP	Milwaukee, WI 53202

1.1 TITLE	PD	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	Kessock, John	
1.3 STREET ADDRESS	One Logan Square, Suite 1400	
1.4 CITY-ST-ZIP	Philadelphia, PA 19103	
2.1 TITLE	SVPTD	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
2.2 NAME	Frederick, Gregg	
2.3 STREET ADDRESS	One Logan Square, Suite 1400	
2.4 CITY-ST-ZIP	Philadelphia, PA 19103	
3.1 TITLE	SVPD	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
3.2 NAME	Partridge, Glenn	
3.3 STREET ADDRESS	One Logan Square, Suite 1400	
3.4 CITY-ST-ZIP	Philadelphia, PA 19103	
4.1 TITLE	V	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
4.2 NAME	Bone, Roger	
4.3 STREET ADDRESS	One Logan Square, Suite 1400	
4.4 CITY-ST-ZIP	Philadelphia, PA 19103	
5.1 TITLE	SVPSD	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
5.2 NAME	Walsh, Andrew	
5.3 STREET ADDRESS	One Logan Square, Suite 1400	
5.4 CITY-ST-ZIP	Philadelphia, PA 19103	
6.1 TITLE	SVPD	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
6.2 NAME	Abel, Sharon	
6.3 STREET ADDRESS	111 E. Kilbourn Avenue, Suite 1150	
6.4 CITY-ST-ZIP	Milwaukee, WI 53202	

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.

SIGNATURE _____

CR2E034 (10/97)