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Jan 22 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 # 809653 (9)
1. Corporation Name
MASSACHUSETTS CASUALTY INSURANCE COMPANY



Principal Place of Business: 711 ATLANTIC AVENUE BOSTON MA 02111
Mailing Address: P.O. BOX 8089 BOSTON MA 02205-8089

3. Date Incorporated or Qualified: 01/25/1954
3a. Date of Last Report: 06/05/1996

2. Principal Place of Business (21-24)
2a. Mailing Address (25-30)

4. FEI Number: 04-1589940
5. Certificate of Status Desired: \$8.75 Additional Fee Required
6. Election Campaign Financing: \$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes: Yes [], No [X]

9. Name and Address of Current Registered Agent
INSURANCE COMMISSIONER
CAPITOL BLDG
TALLAHASSEE FL 32301

10. Name and Address of New Registered Agent (81-85)

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	
TITLE	VS LYONS, JAMES R 711 ATLANTIC AVENUE BOSTON MA
NAME	
STREET ADDRESS	
CITY - ST - ZIP	
TITLE	D MCGINNESS, ROBERT E. ONE SUN LIFE EXECUTIVE PARK WELLESLEY HILLS MA
NAME	
STREET ADDRESS	
CITY - ST - ZIP	
TITLE	DC HORN, DAVID D. ONE SUN LIFE EXEC PARK WELLESLEY HILLS MA
NAME	
STREET ADDRESS	
CITY - ST - ZIP	
TITLE	D GARDNER, JOHN M. 150 KING ST., W TORONTO, ONTARIO
NAME	
STREET ADDRESS	
CITY - ST - ZIP	
TITLE	D BENTLEY, H. ROY ONE SUN LIFE EXEC PK WELLESLEY HILLS MA
NAME	
STREET ADDRESS	
CITY - ST - ZIP	
TITLE	V MERTZ, DOUGLAS M. 711 ATLANTIC AVENUE BOSTON MA
NAME	
STREET ADDRESS	
CITY - ST - ZIP	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
11 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
12 NAME	
13 STREET ADDRESS	
14 CITY - ST - ZIP	
21 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
22 NAME	
23 STREET ADDRESS	
24 CITY - ST - ZIP	
31 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
32 NAME	
33 STREET ADDRESS	
34 CITY - ST - ZIP	
41 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
42 NAME	
43 STREET ADDRESS	
44 CITY - ST - ZIP	
51 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
52 NAME	
53 STREET ADDRESS	
54 CITY - ST - ZIP	
61 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
62 NAME	
63 STREET ADDRESS	
64 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: James R. Lyons (James R. Lyons, VP) 1/13/97 (617) 728-8000
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)

Massachusetts Casualty Insurance Company

711 Atlantic Avenue, Boston MA 02111

PO Box 9099, Boston MA 02205-9099

Telephone: (617) 728-8000

Florida Charter No. 809653

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OFFICERS AND DIRECTORS (continued)

Arthur R. McMurrich	D	One Sun Life Executive Park, Wellesley Hills MA 02181
C. James Prieur	D	One Sun Life Executive Park, Wellesley Hills MA 02181
Robert P. Vrolyk	D	One Sun Life Executive Park, Wellesley Hills MA 02181
Donald A. Stewart	D	One Sun Life Executive Park, Wellesley Hills MA 02181
Robin L. Camara	V	One Sun Life Executive Park, Wellesley Hills MA 02181
Thomas S. Bell	V	711 Atlantic Avenue, Boston MA 02111
Frances T. Marinelli	V	711 Atlantic Avenue, Boston MA 02111
James R. McMullin	V	711 Atlantic Avenue, Boston MA 02111
Robert Scott Park	V	711 Atlantic Avenue, Boston MA 02111
Mark W. DeTora	V	711 Atlantic Avenue, Boston MA 02111
Mark A. Kinback	V	711 Atlantic Avenue, Boston MA 02111
Alexander H. Young	T/V	711 Atlantic Avenue, Boston MA 02111
Raymond N. Laperle	AT	One Sun Life Executive Park, Wellesley Hills MA 02181
George M. Collins	AT	One Sun Life Executive Park, Wellesley Hills MA 02181
Richard Gordon	AT	One Sun Life Executive Park, Wellesley Hills MA 02181
L. Brock Thomson	AT	One Sun Life Executive Park, Wellesley Hills MA 02181
John N. Whelihan	AT	One Sun Life Executive Park, Wellesley Hills MA 02181
Sean Norton	AV	711 Atlantic Avenue, Boston MA 02111
P. David Gilbert	AV	711 Atlantic Avenue, Boston MA 02111
Charles F. Vanesian	AT/AV	711 Atlantic Avenue, Boston MA 02111