

SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER SEPTEMBER 30, 1998.
 AMOUNT DUE ON OR BEFORE 09/30/98: \$550 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$750).

FILED
 Jul 15 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 # 809653 (9)
 1. Corporation Name
MASSACHUSETTS CASUALTY INSURANCE COMPANY



Principal Place of Business: 711 ATLANTIC AVENUE, BOSTON MA 02111
 Mailing Address: P.O. BOX 9099, BOSTON MA 02205-9099

DO NOT WRITE IN THIS SPACE

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

3. Date Incorporated or Qualified: 01/25/1954
 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 owes or has paid the current year Intangible Personal Property Tax due June 30. Yes No

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

10. Name and Address of New Registered Agent (81-84)
 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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS

TITLE	VS	<input checked="" type="checkbox"/> DELETE
NAME	LYONS, JAMES R	
STREET ADDRESS	711 ATLANTIC AVENUE	
CITY-ST-ZIP	BOSTON MA	
TITLE	D	<input type="checkbox"/> DELETE
NAME	MCGINNESS, ROBERT E.	
STREET ADDRESS	ONE SUN LIFE EXECUTIVE PARK	
CITY-ST-ZIP	WELLESLEY HILLS MA	
TITLE	DC	<input checked="" type="checkbox"/> DELETE
NAME	HORN, DAVID D.	
STREET ADDRESS	ONE SUN LIFE EXEC PARK	
CITY-ST-ZIP	WELLESLEY HILLS MA	
TITLE	D	<input checked="" type="checkbox"/> DELETE
NAME	BENTLEY, H. ROY	
STREET ADDRESS	ONE SUN LIFE EXEC PK	
CITY-ST-ZIP	WELLESLEY HILLS MA	
TITLE	V	<input checked="" type="checkbox"/> DELETE
NAME	MERTZ, DOUGLAS M.	
STREET ADDRESS	711 ATLANTIC AVENUE	
CITY-ST-ZIP	BOSTON MA	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	V, S	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	GATTO, MICHELE S.	
1.3 STREET ADDRESS	711 ATLANTIC AVENUE	
1.4 CITY-ST-ZIP	BOSTON, MA 02111	
2.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME		
2.3 STREET ADDRESS		
2.4 CITY-ST-ZIP		
3.1 TITLE	P	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
3.2 NAME	MCNULTY, JAMES A. 111	
3.3 STREET ADDRESS	ONE SUN LIFE EXECUTIVE PARK	
3.4 CITY-ST-ZIP	WELLESLEY HILLS, MA 02181	
4.1 TITLE	D	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
4.2 NAME	VROLYK, ROBERT P.	
4.3 STREET ADDRESS	ONE SUN LIFE EXECUTIVE PARK	
4.4 CITY-ST-ZIP	WELLESLEY HILLS, MA 02181	
5.1 TITLE	V	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
5.2 NAME	KINBACK, MARK A.	
5.3 STREET ADDRESS	711 ATLANTIC AVENUE	
5.4 CITY-ST-ZIP	BOSTON, MA 02111	
6.1 TITLE	T	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
6.2 NAME	VANESIAN, CHARLES F.	
6.3 STREET ADDRESS	711 ATLANTIC AVENUE	
6.4 CITY-ST-ZIP	BOSTON, MA 02111	

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: *Charles Vanesian* 7/2/98 (617) 729-8051

CR2E034 (5/98)

Massachusetts Casualty Insurance Company
 Profit Corporation Annual Report
 Continuation of item 13:

D,C	V
Prieur, C. James	Conner, Debra A.
One Sun Life Executive Park	711 Atlantic Avenue
Wellesley Hills, MA 02181	Boston, MA 02111
D	V
McMurrich, Arthur R.	Lyons, Kathleen A.
One Sun Life Executive Park	711 Atlantic Avenue
Wellesley Hills, MA 02181	Boston, MA 02111
D	V
Stewart, Donald A.	Marinelli, Frances T.
One Sun Life Executive Park	711 Atlantic Avenue
Wellesley Hills, MA 02181	Boston, MA 02111
V	V
DeTora, Mark W.	Bell, Thomas S.
711 Atlantic Avenue	711 Atlantic Avenue
Boston, MA 02111	Boston, MA 02111
V	
Camara, Robin L.	
One Sun Life Executive Park	
Wellesley Hills, MA 02181	