

FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

FILED
Apr 24 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # 811952 (1)
1. Corporation Name
SAFEGUARD INSURANCE COMPANY

Principal Place of Business 9300 ARROWPOINT BLVD. P. O. BOX 1000 CHARLOTTE NC 28201 US	Mailing Address 9300 ARROWPOINT BLVD. P. O. BOX 1000 CHARLOTTE NC 28201 US
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 05/24/1957	
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.	4. FEI Number 06-0480695		Applied For Not Applicable	
22 City & State	27 City & State	5. Certificate of Status Desired <input type="checkbox"/>		\$8.75 Additional Fee Required	
23 Zip	28 Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>		\$5.00 May Be Added to Fees	
24 Country	29 Country	8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		NA	

9. Name and Address of Current Registered Agent INSURANCE COMMISSIONER THE CAPITOL 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	
		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

Signature, typed or printed name of registered agent and title if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	C PRESTOPINO, FRANK J. 9300 ARROWPOINT BLVD. CHARLOTTE NC	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		1.2 NAME	
STREET ADDRESS		1.3 STREET ADDRESS	
CITY-ST-ZIP		1.4 CITY-ST-ZIP	
TITLE	SVP BRODERICK, TERRY 9300 ARROWPOINT BLVD. CHARLOTTE NC	2.1 TITLE	PD Broderick, Terry
NAME		2.2 NAME	9300 Arrowpoint Boulevard
STREET ADDRESS		2.3 STREET ADDRESS	Charlotte, NC 28273
CITY-ST-ZIP		2.4 CITY-ST-ZIP	
TITLE	VP KLINE, PHILIP E. 9300 ARROWPOINT BLVD. CHARLOTTE NC	3.1 TITLE	V Kline, Philip E.
NAME		3.2 NAME	9300 Arrowpoint Boulevard
STREET ADDRESS		3.3 STREET ADDRESS	Charlotte, NC 28273
CITY-ST-ZIP		3.4 CITY-ST-ZIP	
TITLE	V AARON, NEAL C 9300 ARROWPOINT BLVD. CHARLOTTE NC	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE	PD MENDELSON, ROBERT V 9300 ARROWPOINT BLVD. CHARLOTTE NC	5.1 TITLE	C Mendelson, Robert V.
NAME		5.2 NAME	9300 Arrowpoint Boulevard
STREET ADDRESS		5.3 STREET ADDRESS	Charlotte, NC 28273
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	SEE ATTACHED FOR COMPLETE LISTING OF
STREET ADDRESS		6.3 STREET ADDRESS	OFFICERS AND DIRECTORS
CITY-ST-ZIP		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.

SIGNATURE: *John W. Drees*

4/16/98

CR2E034 (10/97)

**Safeguard Insurance Company
Directors and Officers
As of December 31, 1997**

Title Code:	C
Name:	Robert Victor Mendelsohn
Street Address:	9300 Arrowpoint Boulevard
City, State, Zip:	Charlotte, NC 28273
Title Code:	D,P
Name:	Terry Broderick
Street Address:	9300 Arrowpoint Boulevard
City, State, Zip:	Charlotte, NC 28273
Title Code:	D,V
Name:	James F. Noonan
Street Address:	9300 Arrowpoint Boulevard
City, State, Zip:	Charlotte, NC 28273
Title Code:	D,V
Name:	Joseph F. Fisher
Street Address:	9300 Arrowpoint Boulevard
City, State, Zip:	Charlotte, NC 28273
Title Code:	D,V
Name:	Larry Gene Simmons
Street Address:	9300 Arrowpoint Boulevard
City, State, Zip:	Charlotte, NC 28273
Title Code:	D,V
Name:	Paul H. Stewman
Street Address:	9300 Arrowpoint Boulevard
City, State, Zip:	Charlotte, NC 28273
Title Code:	D,V,S
Name:	Joyce Wethington Wheeler
Street Address:	9300 Arrowpoint Boulevard
City, State, Zip:	Charlotte, NC 28273
Title Code:	V
Name:	James David McDonald
Street Address:	9300 Arrowpoint Boulevard
City, State, Zip:	Charlotte, NC 28273
Title Code:	V
Name:	Neal Clarence Aaron
Street Address:	9300 Arrowpoint Boulevard
City, State, Zip:	Charlotte, NC 28273
Title Code:	V
Name:	Larry Eugene Agler
Street Address:	9300 Arrowpoint Boulevard
City, State, Zip:	Charlotte, NC 28273

Title Code: V
Name: Sean Antony Beatty
Street Address: 9300 Arrowpoint Boulevard
City, State, Zip: Charlotte, NC 28273

Title Code: V
Name: Christopher Alan Benson
Street Address: 9300 Arrowpoint Boulevard
City, State, Zip: Charlotte, NC 28273

Title Code: V
Name: Gerald Blair Bushey
Street Address: 11111 Carmel Commons Boulevard
City, State, Zip: Charlotte, NC 28226-3919

Title Code: V
Name: Frederick Elmer Dabney, II
Street Address: 9300 Arrowpoint Boulevard
City, State, Zip: Charlotte, NC 28273

Title Code: V
Name: Lawrence W. Gowen
Street Address: 9300 Arrowpoint Boulevard
City, State, Zip: Charlotte, NC 28273

Title Code: V
Name: David K. Graham
Street Address: 9300 Arrowpoint Boulevard
City, State, Zip: Charlotte, NC 28273

Title Code: V
Name: Wendy Harrigan
Street Address: 9300 Arrowpoint Boulevard
City, State, Zip: Charlotte, NC 28273

Title Code: V
Name: Richard D. Harris
Street Address: 9300 Arrowpoint Boulevard
City, State, Zip: Charlotte, NC 28273

Title Code: V
Name: William James Hibberd
Street Address: 9300 Arrowpoint Boulevard
City, State, Zip: Charlotte, NC 28273

Title Code: V
Name: Roderick Pressley Hoover, Jr.
Street Address: 9300 Arrowpoint Boulevard
City, State, Zip: Charlotte, NC 28273

Title Code:	V
Name:	Harold Clark Jackson
Street Address:	1240 E. Diehl Road, Suite 500
City, State, Zip:	Naperville, IL 60563-1437
Title Code:	V
Name:	Barry Mack Jorve
Street Address:	9300 Arrowpoint Boulevard
City, State, Zip:	Charlotte, NC 28273
Title Code:	V
Name:	Alan Edward Kaliski
Street Address:	9300 Arrowpoint Boulevard
City, State, Zip:	Charlotte, NC 28273
Title Code:	V
Name:	Philip Eldon Kline
Street Address:	9300 Arrowpoint Boulevard
City, State, Zip:	Charlotte, NC 28273
Title Code:	V
Name:	David Henry Martin
Street Address:	945 East Paces Ferry Road, Suite 1890
City, State, Zip:	Atlanta, GA 30326-1125
Title Code:	V
Name:	Michael James McGinley
Street Address:	9300 Arrowpoint Boulevard
City, State, Zip:	Charlotte, NC 28273
Title Code:	V
Name:	Elizabeth Jane McLaughlin
Street Address:	9300 Arrowpoint Boulevard
City, State, Zip:	Charlotte, NC 28273
Title Code:	V
Name:	William Edward Moore
Street Address:	9300 Arrowpoint Boulevard
City, State, Zip:	Charlotte, NC 28273
Title Code:	V
Name:	Daniel A. Reppert
Street Address:	9300 Arrowpoint Boulevard
City, State, Zip:	Charlotte, NC 28273
Title Code:	V
Name:	Benjamin J. Rood
Street Address:	11111 Carmel Commons Boulevard
City, State, Zip:	Charlotte, NC 28226-3919

Title Code: V
Name: John Stephan Szczepek
Street Address: 9300 Arrowpoint Boulevard
City, State, Zip: Charlotte, NC 28273

Title Code: V
Name: Gregory M. Vezzosi
Street Address: 9300 Arrowpoint Boulevard
City, State, Zip: Charlotte, NC 28273

Title Code: V
Name: James Gracen Williams, III
Street Address: 9300 Arrowpoint Boulevard
City, State, Zip: Charlotte, NC 28273

Title Code: V
Name: Vernon W. Willis
Street Address: 9300 Arrowpoint Boulevard
City, State, Zip: Charlotte, NC 28273

Title Code: Assistant Corporate Secretary
Name: Linda Y. Pettigrew
Street Address: 9300 Arrowpoint Boulevard
City, State, Zip: Charlotte, NC 28273