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**Feb 09 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 # 814791 (0)

1. Corporation Name
INDUSTRIAL INDEMNITY COMPANY

Principal Place of Business 255 CALIFORNIA ST CN0561 TAX DEPT. SAN FRANCISCO CA 94111 US	Mailing Address P O BOX 7468 N/A CN0561 TAX DEPT. SAN FRANCISCO CA 94120 US
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 500 North Brand Blvd. Suite, Apt. #, etc.	2a. Mailing Address 26 500 North Brand Blvd. Suite, Apt. #, etc.
22 City & State 23 Glendale, CA	27 City & State 28 Glendale, CA
24 Zip 91203-3392 25 Country USA	29 Zip 91203-3392 30 Country USA

3. Date Incorporated or Qualified 10/13/1960	
4. FEI Number 54-1032958	Applied For Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent

**ARDEN JR, HAMILTON G
2911 CARDINAL DR
VERO BEACH FL 32963**

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	
TITLE	<input checked="" type="checkbox"/> DELETE
NAME	D PUCCINELLI, R A
STREET ADDRESS	116 SILVERWOOD DR
CITY-ST-ZIP	LAFAYETT CA
TITLE	<input checked="" type="checkbox"/> DELETE
NAME	DPC MILLER, J.D.
STREET ADDRESS	6 MERRILL DRIVE
CITY-ST-ZIP	MORAGA CA
TITLE	<input checked="" type="checkbox"/> DELETE
NAME	TDVP QUICK, C.A.
STREET ADDRESS	66 PASEO MIRASOL
CITY-ST-ZIP	TIBURON CA
TITLE	<input checked="" type="checkbox"/> DELETE
NAME	DVPS CASSANEGO, M J
STREET ADDRESS	838 CAPAUCHINO
CITY-ST-ZIP	MILLBRAE CA
TITLE	<input checked="" type="checkbox"/> DELETE
NAME	VPD MUDGE, W J
STREET ADDRESS	727 ULLOA STREET
CITY-ST-ZIP	SAN FRANCISCO CA
TITLE	<input checked="" type="checkbox"/> DELETE
NAME	VPD MEYER, R E
STREET ADDRESS	25 BANBRIDGE PLACE
CITY-ST-ZIP	PLEASANT HILL CA

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
1.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	D/C J. A. McIntyre
1.3 STREET ADDRESS	2020 Santa Monica Blvd.
1.4 CITY-ST-ZIP	Santa Monica, CA 90404
2.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	D/P/CEO J. E. Little
2.3 STREET ADDRESS	500 North Brand Blvd.
2.4 CITY-ST-ZIP	Glendale, CA 91203-3392
3.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	D/ExVP/CFO/AT R. A. Groden
3.3 STREET ADDRESS	500 North Brand Blvd.
3.4 CITY-ST-ZIP	Glendale, CA 91203-3392
4.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	D/VP L. J. Rampino
4.3 STREET ADDRESS	2020 Santa Monica Blvd.
4.4 CITY-ST-ZIP	Santa Monica, CA 90404
5.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	D/VP/T W. R. Bailey
5.3 STREET ADDRESS	2020 Santa Monica Blvd.
5.4 CITY-ST-ZIP	Santa Monica, CA 90404
6.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	S/SnVP A. B. Simpson
6.3 STREET ADDRESS	500 North Brand Blvd.
6.4 CITY-ST-ZIP	Glendale, CA 91203-3392

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 *Allen B. Simpson* **Allen B. Simpson** January 30, 1998 (818) 549-4732

CR2E034 (10/97)