

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

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Mar 02 1998 8:00am
Secretary of State

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PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # 819534 (9)
1. Corporation Name
UNITED GUARANTY RESIDENTIAL INSURANCE COMPANY OF NORTH CAROLINA

Principal Place of Business
**230 N. ELM ST.
P. O. BOX 20327
GREENSBORO NC 27420-0327**

Mailing Address
**230 N. ELM ST.
P. O. BOX 20327
GREENSBORO NC 27420-0327**

2. Principal Place of Business	2a. Mailing Address
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.
22 City & State	27 City & State
23 Zip	28 Zip
24 Country	29 Country
25	30

3. Date Incorporated or Qualified 04/26/1966	
4. FEI Number 56-0789396	Applied For <input type="checkbox"/> 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 checked="" type="checkbox"/> No	

9. Name and Address of Current Registered Agent INSURANCE COMMISSIONER THE CAPITOL BUILDING TALLAHASSEE FL 32301	81 Name
	82 Street Address (P.O. Box Number is Not Acceptable)
	83
	84 City
	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	AS <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	RIDENOUR, WILLIAM E.	1.2 NAME	
STREET ADDRESS	230 N. ELM ST.	1.3 STREET ADDRESS	
CITY-ST-ZIP	GREENSBORO N.	1.4 CITY-ST-ZIP	
TITLE	VC <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	CLARKE, GERALD S.	2.2 NAME	
STREET ADDRESS	230 N. ELM ST.	2.3 STREET ADDRESS	
CITY-ST-ZIP	GREENSBORO FL	2.4 CITY-ST-ZIP	
TITLE	V <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	WALKER, DANIEL T.	3.2 NAME	
STREET ADDRESS	230 N. ELM ST.	3.3 STREET ADDRESS	
CITY-ST-ZIP	GREENSBORO N.	3.4 CITY-ST-ZIP	
TITLE	V <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	WADDELL III, HAL G	4.2 NAME	
STREET ADDRESS	230 NORTH ELM ST	4.3 STREET ADDRESS	
CITY-ST-ZIP	GREENSBORO NC	4.4 CITY-ST-ZIP	
TITLE	S <input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	TUCK, ELIZABETH MARGARET	5.2 NAME	
STREET ADDRESS	70 PINE ST	5.3 STREET ADDRESS	
CITY-ST-ZIP	NEW YORK NY	5.4 CITY-ST-ZIP	
TITLE	V <input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	WILLIAMS, FLOYD L.	6.2 NAME	
STREET ADDRESS	230 N. ELM ST.	6.3 STREET ADDRESS	
CITY-ST-ZIP	GREENSBORO N.	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.

CR2E034 (10/97)

UNITED GUARANTY RESIDENTIAL INSURANCE COMPANY OF NC OFFICERS & DIRECTORS

as of 12/31/97

NAME & ADDRESS	TITLE	TERM EXPIRES
ALAN DUDLEY ATKINS 230 NORTH ELM STREET GREENSBORO, NC 27401	PRESIDENT	03/31/98
LUTHER GARY LEONARD 230 NORTH ELM STREET GREENSBORO, NC 27401	EXECUTIVE VP, TREASURER & DIRECTOR	03/31/98
MARK ALAN AMACHER 230 NORTH ELM STREET GREENSBORO, NC 27401	SENIOR VICE PRESIDENT STRATEGIC PLANNING & MARKETING	03/31/98
MARGARET DUBOSE AVERY 230 NORTH ELM STREET GREENSBORO, NC 27401	VICE PRESIDENT & ASSOCIATE GENERAL COUNSEL	03/31/98
GERALD STEPHEN CLARKE 230 NORTH ELM STREET GREENSBORO, NC 27401	VICE PRESIDENT & CONTROLLER	03/31/98
RICHARD LYNN GRAY 230 NORTH ELM STREET GREENSBORO, NC 27401	SENIOR VICE PRESIDENT LEGAL & GENERAL COUNSEL	03/31/98
MARK DOUGLAS HUNTER 230 NORTH ELM STREET GREENSBORO NC 27401	VICE PRESIDENT	03/31/98
THOMAS MILTON MCELHANNON 230 NORTH ELM STREET GREENSBORO, NC 27401	VP HUMAN RESOURCES	03/31/98
HAL GORDON WADDELL, III 230 NORTH ELM STREET GREENSBORO, NC 27401	SENIOR VICE PRESIDENT CHIEF INFORMATION OFFICER	03/31/98
DANIEL THOMAS WALKER, JR. 230 NORTH ELM STREET GREENSBORO, NC 27401	SENIOR VP - ACTUARIAL & ECONOMIC RESEARCH	03/31/98
WILLIAM DONALD WHICKER, JR. 230 NORTH ELM STREET GREENSBORO, NC 27401	VP - INFORMATION SERVICES	03/31/98
FLOYD LEE WILLIAMS 230 NORTH ELM STREET GREENSBORO, NC 27401	VICE PRESIDENT & ASST. CONTROLLER	03/31/98
ELIZABETH MARGARET TUCK 70 PINE STREET NEW YORK, NEW YORK 10270	SECRETARY	03/31/98
JEFFREY LAWRENCE COLLINS 230 NORTH ELM STREET GREENSBORO, NC 27401	ASSISTANT VICE PRESIDENT	03/31/98

UNITED GUARANTY RESIDENTIAL INSURANCE COMPANY OF NC OFFICERS & DIRECTORS

as of 12/31/97

NAME & ADDRESS	TITLE	TERM EXPIRES
MICHAEL D. DENNY 230 NORTH ELM STREET GREENSBORO, NC 27401	ASSISTANT VICE PRESIDENT	03/31/98
CLYDE RICKEY HUGHES 230 NORTH ELM STREET GREENSBORO, NC 27401	ASSISTANT VICE PRESIDENT	03/31/98
STEPHEN EUGENE HUMBLE 230 NORTH ELM STREET GREENSBORO NC 27401	ASISTANT VICE PRESIDENT	03/31/98
FRANKLIN CLARK RANEY 230 NORTH ELM STREET GREENSBORO, NC 27401	ASSISTANT VICE PRESIDENT	03/31/98
WILLIAM EDWARD RIDENOUR 230 NORTH ELM STREET GREENSBORO, NC 27401	ASST. VICE PRESIDENT ASSISTANT SECRETARY & ASSISTANT CONTROLLER	03/31/98
WILLIAM FREDRICK HALL 230 NORTH ELM STREET GREENSBORO, NC 27401	ASSISTANT GENERAL COUNSEL	03/31/98
MAURICE RAYMOND GREENBERG 70 PINE STREET NEW YORK, NEW YORK 10270	DIRECTOR	03/31/98
EDWARD EASTON MATTHEWS 70 PINE STREET NEW YORK, NEW YORK 10270	DIRECTOR	03/31/98
FLORENCE ANN DAVIS 70 PINE STREET NEW YORK, NEW YORK 10270	DIRECTOR	03/31/98
CHARLES MURRY REID 230 NORTH ELM STREET GREENSBORO, NC 27401	DIRECTOR	03/31/98
PEI-YUAN CHIA 70 PINE STREET NEW YORK, NEW YORK 10270	DIRECTOR	03/31/98
HOWARD IAN SMITH 70 PINE	DIRECTOR	03/31/98