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Jan 28 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 # 826248 (7)
1. Corporation Name
STONEBRIDGE INSURANCE COMPANY



Principal Place of Business: 2700 W. PLANO PARKWAY PLANO TX 75075 US
Mailing Address: 2700 WEST PLANO PKWY PLANO TX 75075-8205 US

3. Date Incorporated or Qualified: 05/26/1971
3a. Date of Last Report: 02/05/1996
4. FEI Number: 74-2648800 Applied For: Not Applicable
5. Certificate of Status Desired: \$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution: \$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes: Yes No

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

9. Name and Address of Current Registered Agent
THE INSURANCE COMMISSIONER
CAPITOL BUILDING
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
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: _____ DATE: _____
(NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS
D SPURLOCK, TED L 6501 LEGACY DR PLANO TX
PD WILLIAMS, FRED A 2700 W. PLANO PARKWAY PLANO TX
VS NABOURS, LARRY A. 2700 W. PLANO PARKWAY PLANO TX
D NORTHAM, ROBERT E 6501 LEGACY DR PLANO TX
VT FESPERMEN, JOHN E 2700 W. PLANO PARKWAY PLANO TX
D LOTTER, CHARLES R 6501 LEGACY DR PLANO TX

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12
1.1 TITLE
1.2 NAME
1.3 STREET ADDRESS
1.4 CITY - ST - ZIP
2.1 TITLE
2.2 NAME
2.3 STREET ADDRESS
2.4 CITY - ST - ZIP
3.1 TITLE: Vice President & Secretary
3.2 NAME: Morris, Lynn Keith
3.3 STREET ADDRESS: 2700 W. Plano Parkway
3.4 CITY - ST - ZIP: Plano, TX 75075-8200
4.1 TITLE: Director
4.2 NAME: McKay, Donald A.
4.3 STREET ADDRESS: 6501 Legacy Dr.
4.4 CITY - ST - ZIP: Plano, TX 75075-8200
5.1 TITLE: Sr. Vice Pres. & Treasurer
5.2 NAME: Carter, Rodney (NMI)
5.3 STREET ADDRESS: 2700 W. Plano Parkway
5.4 CITY - ST - ZIP: Plano, TX 75075-8200
6.1 TITLE
6.2 NAME
6.3 STREET ADDRESS
6.4 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: _____ DATE: 1/20/97 (972) 881-6460
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

CR2E034 (9/96)