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Colonial Penn Insurance Company
A GE Financial Assurance Company

Nancy M. Liu
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Executive Offices
500 Virginia Drive, Ft. Washington, PA 19034

August 12, 2002

PERSONAL AND CONFIDENTIAL

Florida Department of State
Registration Section
Division of Corporations
Attention: Susan Payne, Senior Section Administrator
409 E. Gaines St.
Tallahassee, Florida 32399

700007084567--5

RE: Colonial Penn Insurance Company (name change to GE Property & Casualty Insurance Company)
Colonial Penn Franklin Insurance Company (name change to GE Casualty Insurance Company)
Colonial Penn Madison Insurance Company (name change to GE Indemnity Insurance Company)

Dear Ms. Payne:

We are in receipt of your letter of July 9, 2002.

As per our phone conversations of July 30, July 31 and August 1, 2002, attached please find withdrawal forms and amendment forms for the above referenced companies. As per our phone conversation of August 1, 2002, you agreed to waive the withdrawal fees for the above referenced companies. For the amendment, we have included copies of the previously submitted certifications and filing fees of \$43.75 for each company.

Thank you for your assistance in this matter. Please do not hesitate to call me if you have any questions regarding these matters or require any additional information.

Very truly yours,

Nancy M. Liu
Nancy M. Liu

withdrawal
sp
8/13/02

02 AUG 13 PM 4:06
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: GE Casualty Insurance Company
(Name of corporation)

DOCUMENT NUMBER: _____

The enclosed **withdrawal application** and fee are submitted for filing.

Please return all correspondence concerning this
matter to the following:

Nancy M. Liu

(Name of Person)

GE Casualty Insurance Company

(Firm/Company)

500 Virginia Drive

(Address)

Fort Washington, PA 19034

(City/State and Zip code)

For further information concerning this matter, please call:

Nancy M. Liu

(Name of Person)

at (267) 468-3017

(Area Code & Daytime Telephone Number)

STREET ADDRESS:

Amendment Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL. 32399

MAILING ADDRESS:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL. 32314

**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL
OF AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS
IN FLORIDA**

GE Casualty Insurance Company
(Name of Corporation)

Pennsylvania
(Incorporated Under Laws Of)

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address for the corporation:

500 Virginia Drive
(Mailing Address)

Fort Washington, PA 19034

(City/ State /Zip)

The corporation agrees to notify the Department of State in the future of any change in its mailing address.

Nancy M. Liu Assistant Secretary
Signature of the chairman or vice chairman of the board, Title
president, or any officer, or if the corporation is in the hands of a
receiver, trustee, or other court-appointed fiduciary, by that fiduciary.

Nancy M. Liu
Typed or printed name

8/12/02
Date

FILED
02 AUG 13 PM 4:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA