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Secretary of State

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PROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F96000004118

1. Corporation Name
PLANET INDEMNITY COMPANY



Principal Place of Business 216 SIXTEENTH ST., STE. 1300 DENVER CO 80202	Mailing Address 218 SIXTEENTH ST., STE. 1300 DENVER CO 80202
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 08/12/1996	
21	22	26	27	4. FEI Number 76-0227154	Applied For Not Applicable
Suite, Apt. #, etc.		Suite, Apt. #, etc.		5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
City & State		City & State		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
23	24	28	29	8. This corporation owes the current year Intangible Personal Property Tax. <input type="checkbox"/> Yes <input type="checkbox"/> No	
Zip	Country	Zip	Country		
25	30				

9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent			
INSURANCE COMMISSIONER CAPITOL TALLAHASSEE FL 32399-0300				81	Name		
				82	Street Address (P.O. Box Number is Not Acceptable)		
				83			
				84	City	FL	85

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 _____
Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	DP <input type="checkbox"/> DELETE	1.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	FRANK, EDWIN H III	1.2 NAME	
STREET ADDRESS	216 SIXTEENTH ST., STE. 1300	1.3 STREET ADDRESS	8 Greenway Plaza/Suite 400
CITY-ST-ZIP	DENVER CO 80202	1.4 CITY-ST-ZIP	Houston, Texas 77046
TITLE	DSV <input type="checkbox"/> DELETE	2.1 TITLE	V <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	DIE, ROY C	2.2 NAME	
STREET ADDRESS	216 SIXTEENTH ST., STE. 1300	2.3 STREET ADDRESS	8 Greenway Plaza, Suite 400
CITY-ST-ZIP	DENVER CO 80202	2.4 CITY-ST-ZIP	Houston, Texas 77046
TITLE	DT <input checked="" type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	GARNER, JOHN L	3.2 NAME	
STREET ADDRESS	216 SIXTEENTH ST., STE. 1300	3.3 STREET ADDRESS	See attached sheet.
CITY-ST-ZIP	DENVER CO 80202	3.4 CITY-ST-ZIP	
TITLE	V <input checked="" type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MARKS, LEONARD D	4.2 NAME	
STREET ADDRESS	216 SIXTEENTH ST., STE. 1300	4.3 STREET ADDRESS	
CITY-ST-ZIP	DENVER CO 80202	4.4 CITY-ST-ZIP	
TITLE	SV/D <input type="checkbox"/> DELETE	5.1 TITLE	<input checked="" type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	Hensey, Kim J.	5.2 NAME	
STREET ADDRESS	216 Sixteenth, Ste 1300	5.3 STREET ADDRESS	9025 N. Lindbergh Drive
CITY-ST-ZIP	Denver, CO 80202	5.4 CITY-ST-ZIP	Peoria, IL 61615
TITLE	V/D <input type="checkbox"/> DELETE	6.1 TITLE	<input checked="" type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	Dondanville, J. E.	6.2 NAME	
STREET ADDRESS	216 Sixteenth, Ste 1300	6.3 STREET ADDRESS	9025 N. Lindbergh Drive
CITY-ST-ZIP	Denver, CO 80202	6.4 CITY-ST-ZIP	Peoria, IL 61615

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, with all other like empowered.

SIGNATURE: *Kim J. Hensey* 6/4/99 (309) 692-1000
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (11/98)

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Planet Indemnity Company
1999 Annual Report

Continuation of Question 13:

Title	Name	Street Address	City/State
Director	Jonathan E. Michael	9025 N. Lindbergh Dr.	Peoria, IL 61615
Director/ Treasurer	Michael A. Price	9025 N. Lindbergh Dr.	Peoria, IL 61615
Director	Gerald D. Stephens	9025 N. Lindbergh Dr.	Peoria, IL 61615
Director	Michael J. Stone	9025 N. Lindbergh Dr.	Peoria, IL 61615
Director/ VP Actuarial	Thomas V. Warthen	9025 N. Lindbergh Dr.	Peoria, IL 61615
VP/General Counsel	Mary Beth Nebel	9025 N. Lindbergh Dr.	Peoria, IL 61615
Asst Sec.	Jean M. Stephenson	9025 N. Lindbergh Dr.	Peoria, IL 61615
Asst. Sec.	Greg E. Chilson	8 Greenway Plaza Suite 400	Houston, TX 77046