

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

FILED

Feb 17 1998 8:00am  
Secretary of State

|                                                       |                                                                                   |                                                                                                           |
|-------------------------------------------------------|-----------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------|
| PROFIT<br>CORPORATION<br>ANNUAL REPORT<br><b>1998</b> |  | FLORIDA DEPARTMENT OF STATE<br><b>Sandra B. Mortham</b><br>Secretary of State<br>DIVISION OF CORPORATIONS |
|-------------------------------------------------------|-----------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------|

DOCUMENT # **P04270** (5)  
1. Corporation Name  
**CLIPPER FUND, INC.**

|                                                                                                  |                                                                                      |
|--------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------|
| Principal Place of Business<br><b>9801 WILSHIRE BLVD.<br/>STE 800<br/>BEVERLY HILLS CA 90210</b> | Mailing Address<br><b>9801 WILSHIRE BLVD.<br/>STE 800<br/>BEVERLY HILLS CA 90210</b> |
|--------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------|



DO NOT WRITE IN THIS SPACE

|                                                                                                     |  |                                                                                          |  |                                                                                                                                                                 |  |
|-----------------------------------------------------------------------------------------------------|--|------------------------------------------------------------------------------------------|--|-----------------------------------------------------------------------------------------------------------------------------------------------------------------|--|
| 2. Principal Place of Business<br>21 Suite, Apt. #, etc.<br>22 City & State<br>23 Zip<br>24 Country |  | 2a. Mailing Address<br>26 Suite, Apt. #, etc.<br>27 City & State<br>28 Zip<br>29 Country |  | 3. Date Incorporated or Qualified<br><b>12/06/1984 12/01/83</b>                                                                                                 |  |
| 25                                                                                                  |  | 30                                                                                       |  | 4. FEI Number<br><b>95-3893011</b><br>Applied For<br>Not Applicable                                                                                             |  |
| 25                                                                                                  |  | 30                                                                                       |  | 5. Certificate of Status Desired <input type="checkbox"/> <b>\$8.75 Additional Fee Required</b>                                                                 |  |
| 25                                                                                                  |  | 30                                                                                       |  | 6. Election Campaign Financing<br>Trust Fund Contribution <input type="checkbox"/> <b>\$5.00 May Be Added to Fees</b>                                           |  |
| 25                                                                                                  |  | 30                                                                                       |  | 8. This corporation owes or has paid the current year Intangible<br>Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No |  |

|                                                                                                                                                 |  |                                                                                                                                                                                               |  |
|-------------------------------------------------------------------------------------------------------------------------------------------------|--|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|
| 9. Name and Address of Current Registered Agent<br><b>CORPORATION INFORMATION SERVICES, INC.<br/>1201 HAYES STREET<br/>TALLAHASSEE FL 32301</b> |  | 10. Name and Address of New Registered Agent<br>81 Name<br><b>Corporation Services Co.</b><br>82 Street Address (P.O. Box Number is Not Acceptable)<br>83<br>84 City<br><b>FL</b> 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                      | <b>PDC</b>                     | 11 TITLE                                              | <input type="checkbox"/> Change <input type="checkbox"/> Addition            |
| NAME                       | <b>GIPSON, JAMES H.</b>        | 12 NAME                                               |                                                                              |
| STREET ADDRESS             | <b>9801 WILSHIRE BLVD.</b>     | 13 STREET ADDRESS                                     |                                                                              |
| CITY-ST-ZIP                | <b>BEVERLY HILLS CA</b>        | 14 CITY-ST-ZIP                                        |                                                                              |
| TITLE                      | <b>D</b>                       | 21 TITLE                                              | <input type="checkbox"/> Change <input type="checkbox"/> Addition            |
| NAME                       | <b>WILLIAMSON, NORMAN B.</b>   | 22 NAME                                               |                                                                              |
| STREET ADDRESS             | <b>9801 WILSHIRE BLVD.</b>     | 23 STREET ADDRESS                                     |                                                                              |
| CITY-ST-ZIP                | <b>BEVERLY HILLS CA</b>        | 24 CITY-ST-ZIP                                        |                                                                              |
| TITLE                      | <b>D</b>                       | 31 TITLE                                              | <input type="checkbox"/> Change <input type="checkbox"/> Addition            |
| NAME                       | <b>MCNAMEE, LAWRENCE P.</b>    | 32 NAME                                               |                                                                              |
| STREET ADDRESS             | <b>9801 WILSHIRE BLVD.</b>     | 33 STREET ADDRESS                                     |                                                                              |
| CITY-ST-ZIP                | <b>BEVERLY HILLS CA</b>        | 34 CITY-ST-ZIP                                        |                                                                              |
| TITLE                      | <b>D</b>                       | 41 TITLE                                              | <input type="checkbox"/> Change <input type="checkbox"/> Addition            |
| NAME                       | <b>BOOTH, FRANKLIN OTIS JR</b> | 42 NAME                                               |                                                                              |
| STREET ADDRESS             | <b>9801 WILSHIRE BLVD.</b>     | 43 STREET ADDRESS                                     |                                                                              |
| CITY-ST-ZIP                | <b>BEVERLY HILLS CA</b>        | 44 CITY-ST-ZIP                                        |                                                                              |
| TITLE                      | <b>ST</b>                      | 51 TITLE                                              | <input type="checkbox"/> Change <input type="checkbox"/> Addition            |
| NAME                       | <b>KROMM, MICHAEL</b>          | 52 NAME                                               |                                                                              |
| STREET ADDRESS             | <b>9801 WILSHIRE BLVD.</b>     | 53 STREET ADDRESS                                     |                                                                              |
| CITY-ST-ZIP                | <b>BEVERLY HILLS CA</b>        | 54 CITY-ST-ZIP                                        |                                                                              |
| TITLE                      | <b>VD</b>                      | 61 TITLE                                              | <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME                       | <b>SANDLER, MICHAEL C</b>      | 62 NAME                                               |                                                                              |
| STREET ADDRESS             | <b>9801 WILSHIRE BLVD</b>      | 63 STREET ADDRESS                                     |                                                                              |
| CITY-ST-ZIP                | <b>BEVERLY HILLS CA</b>        | 64 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.

SIGNATURE: *Michael Kromm* **Michael Kromm**

02/09/98

310/247-3940

CR2E034 (10/97)