

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

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May 21 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # **P27516** (4)
1. Corporation Name
GREAT PACIFIC INSURANCE COMPANY

Principal Place of Business 385 OYSTER POINT BLVD SUITE 500 SOUTH SAN FRANCISCO CA 94080-1933 US	Mailing Address 385 OYSTER POINT BLVD SUITE 500 SOUTH SAN FRANCISCO CA 94080-1959 US
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3. Date Incorporated or Qualified 12/29/1989	3a. Date of Last Report 01/30/1996
4. FEI Number 94-2545863	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 has liability for intangible tax under s. 199.032, Florida Statutes <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country	2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country
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9. Name and Address of Current Registered Agent

**STATE INSURANCE COMMISSIONER
THE CAPITOL
TALLAHASSEE FL 32399-0300**

10. Name and Address of New Registered Agent

81 Name	85 Zip Code
82 Street Address (P.O. Box Number is Not Acceptable)	
83	
84 City	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 _____
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 NAME STREET ADDRESS CITY - ST - ZIP	PD CRONER, MELVIN D. 11 LOCKSLY LANE SAN RAFAEL CA <input checked="" type="checkbox"/> DELETE	1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY - ST - ZIP	PD BRUCE A. COLE 828 WHITTIER DRIVE BEVERLY HILL, CA 90210 <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP	S TAYLOR, PAULETTE J. 340 GLENDALE RD. HILLSBOROUGH CA <input checked="" type="checkbox"/> DELETE	2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY - ST - ZIP	S/EVP/GC ROBERT P. BARBAROWICZ 486 TIMBERHEAD LANE FOSTER CITY, CA 94404 <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP	T EICHLER, KEVIN 2515 BREWSTER AVE REDWOOD CITY CA <input checked="" type="checkbox"/> DELETE	3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY - ST - ZIP	T/EVP/CFO GREGORY S. SAUNDERS 12 SHELL ROAD MILL VALLEY, CA 94941 <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP	D SPEIZER, MARK A. 514 ROEHAMPTON ROAD HILLSBOROUGH CA <input type="checkbox"/> DELETE	4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY - ST - ZIP	D/CEO SPEIZER, MARK A. 514 ROEHAMPTON ROAD HILLSBOROUGH, CA 94010 <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP	D ROSS, KENNETH 435 HOMER AVE. PALO ALTO CA <input checked="" type="checkbox"/> DELETE	5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY - ST - ZIP	D NUNO BRANDOLINI D'ADDA 167 EAST 80TH STREET NEW YORK, NY 10021 <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP	D HERMAN, HOWARD L. 3282 JACKSON ST SAN FRANCISCO CA <input checked="" type="checkbox"/> DELETE	6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY - ST - ZIP	D SAUL B. JODEL 3010 CANYON ROAD BURLINGAME, CA 94010 <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition

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 to this address.

SIGNATURE: _____

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

5/16/97

(415) 872-6676

Date Daytime Phone #

CR2E034 (9/96)

GREAT PACIFIC INSURANCE COMPANY
(This corporation 100% owned by National Insurance Group)
LIST OF OFFICERS AND DIRECTORS
as of March 10, 1997

Officers and Directors located at 395 Oyster Point Blvd., Suite 500, South San Francisco, CA 94080

Mark A. Spelzer, Chief Executive Officer, Chairman of the Board & Director

Bruce A. Cole, President & Director

Robert P. Barbarowicz, Executive Vice President, General Counsel & Secretary

Gregory S. Saunders, Chief Financial Officer, Executive Vice President & Treasurer

Tyron Yun, Chief Information Officer & Executive Vice President

Charles Alan Paylor, Executive Vice President

Robert J. Lelleur, Vice President & Controller

Paul J. Bongfeldt, Vice President

James R. Chamberlin, Vice President

Donald S. Grant, Vice President

John P. Petino, Vice President

Timothy J. Dixon, Assistant Vice President & Assistant Secretary

Director located at 599 Lexington Avenue, Suite 2700, New York, NY 10022

Nuno Brandolini d'Adda

Director located at 360 Oyster Point Blvd., Suite 110, South San Francisco, CA 94080

Saul B. Jodel

Director located at 599 Lexington Avenue, Suite 2700, New York, NY 10022

Kevin R. McCarthy