



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
Office of the Secretary of State
Matthew A. Brown, Secretary of State

Corporations Division
100 North Main Street
Providence, RI 02903-1335
401.222.3040

PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2005

Filing Period: January 1 - March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED OR PRINTED IN BLACK)

1. Corporate ID No. 80805		2. Name of Corporation ZENITH ADMINISTRATORS, INC.			
3. Street Address Principal Business Office 1100 Wayzata Blvd # 790			City Minnetonka	State MN	Zip 55305
4. Business Phone No. 952-838-3780		5. State of Incorporation MARYLAND			6. SIC Code 7880
7. Brief Description of the Character of Business Conducted in Rhode Island THIRD PARTY ADMINISTRATOR SERVICING JOINTLY MANAGED TRUSTS.					
8. NAMES AND ADDRESSES OF THE OFFICERS: ("X" BOX FOR ATTACHMENT) ☒ FILL IN SPACES BEFORE USING ATTACHMENTS					
President Name Jerome P. Pollock			Vice President Name John M. Arminski		
Street Address 1100 Wayzata Blvd # 790			Street Address 341 N. Fairbanks Ct # 2680		
City Minnetonka	State MN	Zip 55305	City Chicago	State IL	Zip 60611
Secretary Name Theodore T. Green			Treasurer Name Mark E. Singleton		
Street Address 1625 I Street, NW			Street Address 1625 I Street, NW		
City Washington	State DC	Zip 20006	City Washington	State DC	Zip 20006
9. NAMES AND ADDRESSES OF THE DIRECTORS: ("X" BOX FOR ATTACHMENT) ☒ FILL IN SPACES BEFORE USING ATTACHMENTS					
Director Name Terence M. O'Sullivan			Director Name Edward Grebow		
Street Address 1625 I Street, NW			Street Address 1625 I Street, NW		
City Washington	State DC	Zip 20006	City Washington	State DC	Zip 20006
Director Name Jerome P. Pollock			Director Name James J. Kennedy		
Street Address 1100 Wayzata Blvd # 790			Street Address 1625 I Street, NW		
City Minnetonka	State MN	Zip 55305	City Washington	State DC	Zip 20006
10. SHARES AUTHORIZED ("X" BOX FOR ATTACHMENT) ☐			11. SHARES ISSUED ("X" BOX FOR ATTACHMENT) ☐		
AUTHORIZED SHARES			ISSUED SHARES		
Number of Shares	Class/Series	Par Value	Number of Shares	Class/Series	Par Value
1,150 NO PAR VALUE			1,000	Common	NONE
			150	Preferred	NONE

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



80805

File Date 02-17-05
Check No. 155629
By: [Signature]
FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

John M. Arminski, 2-7-05
Signature of Officer Date
John M. Arminski
Print or Type Name of Officer
VP/Controller
Title of Officer

Zenith Administrators, Inc.
Officers and Directors

Title	Name	SS#	Business Address	Home Address
Chairman, Chief Executive Officer & Director	Terence O' Sullivan	230-86-5931	1625 Eye Street, NW Washington, DC 20006	6416 Woodland Run Ct. Clifton, VA 20124
President & Director	Jerome P. Pollock	473-52-2732	11100 Wayzata Blvd. #790 Minnetonka, MN 55305	11649 Laktowne View Alvertville, MN 55301
Senior Vice President	John P. Locke	083-38-7003	221 Main Street, 2nd Floor San Francisco, CA 94105	30 Mount Alpine Place Clayton, CA 94517
Vice President & Corporate Controller	Joann M. Kaminski	347-60-3590	541 N Fairbanks Ct., Suite 2600 Chicago, IL 60611	32 Horseshoe Lane Lemont, IL 60439
Secretary	Theodore T. Green	223-70-0753	1625 Eye Street, NW Washington, DC 20006	10707 Weymouth Street Garrett Park, MD 20896
Treasurer	Mark E. Singleton	218-44-1559	1625 Eye Street, NW Washington, DC 20006	15430 Maple Ridge Drive Woodbine, MD 21797
Assistant Vice President, Tax	Adam M. Fried	131-50-3283	1625 Eye Street, NW Washington, DC 20006	8 Fieldstead Court Owings Mills, MD 21117
Director	Edward Grebow	138-42-2978	1625 Eye Street, NW Washington, DC 20006	1136 Fifth Avenue New York, NY 10128
Director	James J. Kennedy	129-26-2987	1625 Eye Street, NW Washington, DC 20006	12020 Floating Clouds Path Clarksville, MD 21029



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Office of the Secretary of State
Matthew A. Brown, Secretary of State

Corporations Division
100 North Main Street
Providence, RI 02903-1335
401.222.3040

PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2004

Filing Period: January 1 - March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED OR PRINTED IN BLACK)

1. Corporate ID No. 80805		2. Name of Corporation ZENITH ADMINISTRATORS, INC.			
3. Street Address Principal Business Office 1100 Wayzata Blvd # 790			City Minnetonka	State MN	Zip 55305
4. Business Phone No. 952.838.3780		5. State of Incorporation MARYLAND		6. SIC Code 7880	
7. Brief Description of the Character of Business Conducted in Rhode Island THIRD PARTY ADMINISTRATOR SERVICING JOINTLY MANAGED TRUSTS.					
8. NAMES AND ADDRESSES OF THE OFFICERS: ("X" BOX FOR ATTACHMENT) ☒ FILL IN SPACES BEFORE USING ATTACHMENTS					
President Name Jerome P. Pollock			Vice President Name Joann M. Kaminski		
Street Address 1100 Wayzata Blvd # 790			Street Address 541 N. Fairbanks Ct # 2600		
City Minnetonka	State MN	Zip 55305	City Chicago	State IL	Zip 60611
Secretary Name Theodore T. Green			Treasurer Name Patrick M. Montgomery		
Street Address 111 Massachusetts Ave NW			Street Address 111 Massachusetts Ave NW		
City Washington	State DC	Zip 20001	City Washington	State DC	Zip 20001
9. NAMES AND ADDRESSES OF THE DIRECTORS: ("X" BOX FOR ATTACHMENT) ☒ FILL IN SPACES BEFORE USING ATTACHMENTS					
Director Name Terence M. O'Sullivan			Director Name Edward Brebow		
Street Address 111 Massachusetts Ave NW			Street Address 111 Massachusetts Ave NW		
City Washington	State DC	Zip 20001	City Washington	State DC	Zip 20001
Director Name Jerome P. Pollock			Director Name James J. Kennedy		
Street Address 1100 Wayzata Blvd # 790			Street Address 111 Massachusetts Ave NW		
City Minnetonka	State MN	Zip 55305	City Washington	State DC	Zip 20001
10. SHARES AUTHORIZED ("X" BOX FOR ATTACHMENT) ☐			11. SHARES ISSUED ("X" BOX FOR ATTACHMENT) ☐		
AUTHORIZED SHARES			ISSUED SHARES		
Number of Shares	Class/Series	Par Value	Number of Shares	Class/Series	Par Value
1,150 NO PAR VALUE			1,000	COMMON	NONE

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



* 8 0 8 0 5 *

File Date 2-27-09
Check No. 1617988
By: ITP
FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Signature of Officer Joann M. Kaminski Date 2/16/09
Print or Type Name of Officer Joann M. Kaminski
Title of Officer Vp/Corporate Controller

Zenith Administrators, Inc.

FEIN: 52-1590516

Listing of Officers & Directors

OFFICERS:

Chairman & Chief Executive Officer

Terence M. O'Sullivan
111 Massachusetts Ave. NW
Washington, DC. 20001

President

Jerome P. Pollock
11100 Wayzata Blvd, Suite 790
Minnetonka, MN. 55305

Vice President, Treasurer

Patrick Montgomery
111 Massachusetts Ave. NW
Washington, DC 20001

Vice President, Secretary

Theodore T. Green
111 Massachusetts Ave. NW
Washington, DC 20001

Sr. Vice President &
General Manager - Western

John P. Locke
221 Main Street, 2nd Floor
San Francisco, CA 94105

Vice President, Controllor

Joann M. Kaminski
541 N Fairbanks Ct.
Chicago, IL. 60611

Assistant Vice President – Tax

Adam M. Fried
111 Massachusetts Ave. NW
Washington, DC 20001

Zenith Administrators, Inc.

FEIN: 52-1590516

Listing of Officers & Directors

BOARD OF DIRECTORS:

Terence M. O'Sullivan
111 Massachusetts Ave. NW
Washington, DC. 20001

Jerome P. Pollock
11100 Wayzata Blvd, Suite 790
Minnetonka, MN. 55305

Edward Grebow
111 Massachusetts Ave. NW
Washington, DC. 20001

James J. Kennedy
111 Massachusetts Ave. NW
Washington, DC 20001



STATE OF RHODE ISLAND
AND PROVIDENCE PLANTATIONS
Office of the Secretary of State

Edward S. Inman, III, Secretary of State
Corporations Division
100 North Main Street, Providence, RI 02903-1335
401-222-3040



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2003

Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED OR PRINTED IN BLACK)

1. Corporate ID No. **80805**
2. Name of Corporation **ZENITH ADMINISTRATORS, INC.**
3. Street Address Principal Business Office
11100 Wayzata Blvd # 790
4. Business Phone No. **952 838-3780**
5. State of Incorporation **MARYLAND**
6. SIC Code **7880**
7. Brief Description of the Character of Business Conducted in Rhode Island
NONE

City **MINNETONKA** State **MN** Zip **55305**
City **COLUMBIA** State **MD** Zip **21044**

8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT) ☒ FILL IN SPACES BEFORE USING ATTACHMENTS

President Name **Jerome P. Pollock**
Street Address **11100 Wayzata Blvd #790**
City **Minnetonka** State **MN** Zip **55305**
Secretary Name **Asst. Secy Joseph A. Caraballo**
Street Address **111 Massachusetts Ave. NW**
City **Washington** State **DC** Zip **20001**

Vice President Name **Gary L Eng**
Street Address **5565 Sterrett Place #210**
City **COLUMBIA** State **MD** Zip **21044**
Treasurer Name **VACANT**
Street Address
City State Zip

9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT) ☒ FILL IN SPACES BEFORE USING ATTACHMENTS

Director Name **Robert A. Georgine**
Street Address **111 Massachusetts Ave. NW**
City **Washington** State **DC** Zip **20001**
Director Name **Jerome P. Pollock**
Street Address **11100 Wayzata Blvd #790**
City **Minnetonka** State **MN** Zip **55305**

Director Name **JAMES W. LUCE**
Street Address **111 Massachusetts Ave NW**
City **Washington** State **DC** Zip **20001**
Director Name **Gary L Eng**
Street Address **5565 Sterrett Place #210**
City **Columbia** State **MD** Zip **21044**

10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT)

AUTHORIZED SHARES
Number of Shares **1,000**
1,450 NO PAR VALUE
Class/Series **Common** Par Value **No par**
150 Preferred No par

11. SHARES ISSUED (*X* BOX FOR ATTACHMENT)

ISSUED SHARES
Number of Shares **1,000**
85
Class/Series **Common** Par Value **No Par**
Preferred No Par

*NOTE: same total amount, but broken by class

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



* 8 0 8 0 5 *

File Date: **3-3-03**
Check No.: **139262**
By: **[Signature]**

FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct

John M. Kaminski **2/19/03**
Signature of Officer Date

John M. Kaminski
Print or Type Name of Officer

VP / Corporate Controller
Title of Officer

Zenith Administrators, Inc.

Listing of Officers & Directors

OFFICERS:

Chairman & Chief Executive Officer

Robert A. Georgine
(353-22-5739)
111 Massachusetts Ave. NW
Washington, DC. 20001

President

Jerome P. Pollock
(473-52-2732)
11100 Wayzata Blvd, Suite 790
Minnetonka, MN. 55305

Vice President, Counsel &
Asst. Secretary

Joseph A. Carabillo
(153-36-9848)
111 Massachusetts Ave. NW
Washington, DC. 20001

Sr. Vice President &
General Manager –East & Central

Gary L. Eng
(223-58-8349)
5565 Sterrett Place, Suite 210
Columbia, MD 21044

Sr. Vice President &
General Manager - Western

John P. Locke
(083-38-7003)
221 Main Street, 2nd Floor
San Francisco, CA 94105

Vice President, Controller

Joann M. Kaminski
(347-60-3590)
541 N Fairbanks Ct.
Chicago, IL. 60611

Zenith Administrators, Inc.

Listing of Officers & Directors

BOARD OF DIRECTORS:

Chairman & Chief Executive Officer

Robert A. Georgine
(353-22-5739)
111 Massachusetts Ave. NW
Washington, DC. 20001

President

Jerome P. Pollock
(473-52-2732)
11100 Wayzata Blvd, Suite 790
Minnetonka, MN. 55305

Vice President, Counsel &
Asst. Secretary

Joseph A. Carabillo
(153-36-9848)
111 Massachusetts Ave. NW
Washington, DC. 20001

Director

James F. M. McNulty
(104-14-9448)
111 Massachusetts Ave. NW
Washington, DC. 20001

Director

James W. Luce
(002-34-8533)
111 Massachusetts Ave. NW
Washington, DC. 20001



STATE OF RHODE ISLAND
AND PROVIDENCE PLANTATIONS
Office of the Secretary of State

Edward S. Inman, III, Secretary of State
Corporations Division
100 North Main Street, Providence, RI 02903-1335
401-222-3040



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2002

Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No.

80805

2. Name of Corporation

ZENITH ADMINISTRATORS, INC.

3. Street Address Principal Business Office

11100 Wayzata Boulevard, Ste 790

City

Minnetonka

State

MN

Zip

55305

4. Business Phone No.

(952) 838-3780

5. State of Incorporation

MARYLAND

6. SIC Code

7880

7. Brief Description of the Character of Business Conducted in Rhode Island

NONE

8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT)

FILL IN SPACES BEFORE USING ATTACHMENTS

President Name

Jerome P. Pollock

Street Address

11100 Wayzata Blvd, Ste 790

City

State

MN

Zip

55305

Secretary Name

Joseph A. Caraballo

Street Address

111 Massachusetts Ave NW

City

State

DC

Zip

20001

9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT)

FILL IN SPACES BEFORE USING ATTACHMENTS

Director Name

Robert A. Georgine

Street Address

111 Massachusetts Ave NW

City

State

DC

Zip

20001

Director Name

James W. Luce

Street Address

111 Massachusetts Ave NW

City

State

DC

Zip

20001

10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT)

AUTHORIZED SHARES

Number of Shares

Class/Series

Par Value

1,150 NO PAR VALUE

Director Name

Jerome P. Pollock

Street Address

11100 Wayzata Blvd #790

City

Minnetonka

State

MN

Zip

55305

Director Name

Joseph A. Caraballo

Street Address

111 Massachusetts Ave NW

City

Washington DC

State

DC

Zip

20001

11. SHARES ISSUED (*X* BOX FOR ATTACHMENT)

ISSUED SHARES

Number of Shares

Class/Series

Par Value

1085 NO PAR VALUE

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



* 8 0 8 0 5 *

File Date:

3-4-02

Check No.:

131213

By:

[Signature]

FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

[Signature] 2/14/02

Signature of Officer

Date

[Signature]

Print or Type Name of Officer

Vice President/Corporate Controller

Title of Officer

5

Form K20 12/01

Zenith Administrators, Inc.

Listing of Officers & Directors

BOARD OF DIRECTORS:

Chairman & Chief Executive Officer

Robert A. Georgine
(353-22-5739)
111 Massachusetts Ave. NW
Washington, DC. 20001

President

Jerome P. Pollock
(473-52-2732)
11100 Wayzata Blvd, Suite 790
Minnetonka, MN. 55305

Vice President, Counsel &
Asst. Secretary

Joseph A. Carabillo
(153-36-9848)
111 Massachusetts Ave. NW
Washington, DC. 20001

Director

James F. M. McNulty
(104-14-9448)
111 Massachusetts Ave. NW
Washington, DC. 20001

Director

James W. Luce
(002-34-8533)
111 Massachusetts Ave. NW
Washington, DC. 20001

Zenith Administrators, Inc.

Listing of Officers & Directors

OFFICERS:

Chairman & Chief Executive Officer

Robert A. Georgine
(353-22-5739)
111 Massachusetts Ave. NW
Washington, DC. 20001

President

Jerome P. Pollock
(473-52-2732)
11100 Wayzata Blvd, Suite 790
Minnetonka, MN. 55305

Vice President, Counsel &
Asst. Secretary

Joseph A. Carabillo
(153-36-9848)
111 Massachusetts Ave. NW
Washington, DC. 20001

Sr. Vice President &
General Manager --East & Central

Gary L. Eng
(223-58-8349)
10320 Little Patuxent Parkway
Columbia, MD 21044

Sr. Vice President &
General Manager - Western

John P. Locke
(083-38-7003)
221 Main Street, 2nd Floor
San Francisco, CA 94105

Vice President, Controller

Joann M. Kaminski
(347-60-3590)
541 N Fairbanks Ct.
Chicago, IL. 60611



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2001

Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. **80805** 2. Name of Corporation **ZENITH ADMINISTRATORS, INC.**

3. Street Address Principal Business Office

7645 Metro Blvd.

City

Minneapolis

State

MN

Zip

55439

4. Business Phone No.

612-835-7035

5. State of Incorporation

MARYLAND

6. **7880**

7. Brief Description of the Character of Business Conducted in Rhode Island

NONE

8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT) **FILL IN SPACES BEFORE USING ATTACHMENTS**

President Name

Jerome P. Pollock

Street Address

7645 Metro Blvd

City

Minneapolis

State

MN

Zip

55439

Secretary Name (Asst. Secy)

Joseph A. Caraballo

Street Address

111 Massachusetts Ave NW

City

Washington

State

DC

Zip

20001

Vice President Name

Gary L. Eng

Street Address

10320 Little Patuxent Parkway

City

Columbia

State

MD

Zip

21044

Treasurer Name

OPEN

Street Address

City

State

Zip

9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT) **FILL IN SPACES BEFORE USING ATTACHMENTS**

Director Name

Robert A. Georgine

Street Address

111 Massachusetts Ave NW

City

Washington

State

DC

Zip

20001

Director Name

Joseph A. Caraballo

Street Address

111 Massachusetts Ave NW

City

Washington

State

DC

Zip

20001

Director Name

Jerome P. Pollock

Street Address

7645 Metro Blvd

City

Minneapolis

State

MN

Zip

55439

Director Name

James F. M. McNulty

Street Address

111 Massachusetts Ave NW

City

Washington

State

DC

Zip

20001

10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT)

AUTHORIZED SHARES

Number of Shares

Class/Series

Par Value

1,000

Capital

NO PAR

150

Preferred

NO PAR

11. SHARES ISSUED (*X* BOX FOR ATTACHMENT)

ISSUED SHARES

Number of Shares

Class/Series

Par Value

1,000

Capital

NO PAR

85

Preferred

NO PAR

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



* 8 0 8 0 5 *

File Date: **3/1**

Check No.: **122521**

By: **C.H.**

FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

James M. Kaminiski **2-19-01**

Signature of Officer

Date

James M. Kaminiski

Print or Type Name of Officer

VP/Controller

Title of Officer

Zenith Administrators, Inc.

Listing of Officers & Directors

OFFICERS:

Chairman & Chief Executive Officer

Robert A. Georgine
(353-22-5739)
111 Massachusetts Ave. NW
Washington, DC. 20001

President

Jerome P. Pollock
(473-52-2732)
7645 Metro Blvd.
Minneapolis, MN. 55435

Vice President, Council &
Asst. Secretary

Joseph A. Carabillo
(153-36-9848)
111 Massachusetts Ave. NW
Washington, DC. 20001

Sr. Vice President &
General Manager –East & Central

Gary L. Eng
(223-58-8349)
10320 Little Patuxent Parkway
Columbia, MD 21044

Sr. Vice President &
General Manager - Western

John P. Locke
(083-38-7003)
301 Mission Street, Suite 600
San Francisco, CA 94105

Vice President, Controller

Joann M. Kaminski
(347-60-3590)
541 N Fairbanks Ct.
Chicago, IL. 60611

Zenith Administrators, Inc.

Listing of Officers & Directors

BOARD OF DIRECTORS:

Chairman & Chief Executive Officer

Robert A. Georgine
(353-22-5739)
111 Massachusetts Ave. NW
Washington, DC. 20001

President

Jerome P. Pollock
(473-52-2732)
7645 Metro Blvd.
Minneapolis, MN. 55435

Vice President, Council &
Asst. Secretary

Joseph A. Carabillo
(153-36-9848)
111 Massachusetts Ave. NW
Washington, DC. 20001

Director

James F. M. McNulty
(104-14-9448)
111 Massachusetts Ave. NW
Washington, DC. 20001

Director

James W. Luce
(002-34-8533)
111 Massachusetts Ave. NW
Washington, DC. 20001



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Office of the Secretary of State

James R. Langevin, Secretary of State
Corporations Division
100 North Main Street, Providence, RI 02903-1335
401-222-3040



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR **2000**

Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. 2. Name of Corporation

80805 ZENITH ADMINISTRATORS, INC.
3. Street Address Principal Business Office 541 N. Fairbanks, Ste 2600 Chicago IL 60611
4. Business Phone No. 312) 649-1200 5. State of Incorporation MARYLAND
6. SIC Code 7880
7. Brief Description of the Character of Business Conducted in Rhode Island NONE

8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT) ☒ FILL IN SPACES BEFORE USING ATTACHMENTS

President Name JAMES W. LUCE Street Address 111 Massachusetts Ave NW City Washington State DC Zip 20001 Secretary Name (Assistant) Joseph A. Caraballo Street Address 111 Massachusetts Ave NW City Washington State DC Zip 20001	Vice President Name JEROME P. POLLOCK Street Address 7645 Metro Blvd City Minneapolis State MN Zip 55439 Treasurer Name (Assistant) Joseph A. Caraballo Street Address 111 Massachusetts Ave NW City Washington State DC Zip 20001
--	---

9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT) ☒ FILL IN SPACES BEFORE USING ATTACHMENTS

Director Name Robert A. Georgine Street Address 111 Massachusetts Ave NW City Washington State DC Zip 20001	Director Name James W. LUCE Street Address 111 Massachusetts Ave NW City Washington State DC Zip 20001
Director Name Jerome P. Pollock Street Address 7645 Metro Blvd. City Minneapolis State MN Zip 55439	Director Name Joseph A. Caraballo Street Address 111 Massachusetts Ave NW City Washington State DC Zip 20001

10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT)

Number of Shares	Class/Series	Par Value
1,000	Capital	NO PAR
150	Preferred	NO PAR

11. SHARES ISSUED (*X* BOX FOR ATTACHMENT)

Number of Shares	Class/Series	Par Value
1,000	Capital	No Par
85	Preferred	No Par

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



* 8 0 8 0 5 *

File Date: 2/22/00

Check No.: 73885

By: _____

FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Signature of Officer: James M. Kaminiski Date: 2-10-00
Print or Type Name of Officer: James M. Kaminiski
Title of Officer: VP/Controller

Zenith Administrators, Inc.

Listing of Officers & Directors

OFFICERS:

Chairman & Chief Executive Officer

Robert A. Georgine
(353-22-5739)
111 Massachusetts Ave. NW
Washington, DC. 20001

President

James W. Luce
(002-34-8533)
111 Massachusetts Ave. NW
Washington, DC. 20001

Executive Vice President

Jerome P. Pollock
(473-52-2732)
7645 Metro Blvd.
Minneapolis, MN. 55435

Vice President, Council &
Asst. Secretary

Joseph A. Carabillo
153-36-9848)
111 Massachusetts Ave. NW
Washington, DC. 20001

Sr. Vice President &
General Manager - Central

Gary L. Eng
(223-58-8349)
303 East Ohio Street
Chicago, IL. 60611

Sr. Vice President &
General Manager - Western

Dean Kalahar
(537-36-6367)
201 Queen Anne Ave. N
Seattle, WA. 98109

Vice President, Controller

Joann M. Kaminski
(347-60-3590)
303 East Ohio Street
Chicago, IL. 60611

Zenith Administrators, Inc.

Listing of Officers & Directors

BOARD OF DIRECTORS:

Chairman & Chief Executive Officer

Robert A. Georgine
(353-22-5739)
111 Massachusetts Ave. NW
Washington, DC. 20001

President

James W. Luce
(002-34-8533)
111 Massachusetts Ave. NW
Washington, DC. 20001

Executive Vice President

Jerome P. Pollock
(473-52-2732)
7645 Metro Blvd.
Minneapolis, MN. 55435

Vice President, Council &
Asst. Secretary

Joseph A. Carabillo
(153-36-9848)
111 Massachusetts Ave. NW
Washington, DC. 20001

Director

Michael R. Steed
111 Massachusetts Ave. NW
Washington, DC 20001

Director

James F. M. McNulty
(104-14-9448)
111 Massachusetts Ave. NW
Washington, DC. 20001



STATE OF RHODE ISLAND
AND PROVIDENCE PLANTATIONS
Office of the Secretary of State

James R. Langevin, Secretary of State
Corporations Division
100 North Main Street, Providence, RI 02903-1335
401-222-3040



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 1999

Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. 80805		2. Name of Corporation ZENITH ADMINISTRATORS, INC.			
3. Street Address Principal Business Office 303 East Ohio Street, Ste 2600		City Chicago	State IL		
4. Business Phone No. 312 649-1200		5. State of Incorporation MARYLAND	6. SIC Code 7880		
7. Brief Description of the Character of Business Conducted in Rhode Island third party administrators of employee benefit plans					
8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT) ☒ FILL IN SPACES BEFORE USING ATTACHMENTS					
President Name JAMES W LUCE		Vice President Name Jerome P. Pollock			
Street Address 111 Massachusetts Ave NW		Street Address 7645 Metro Blvd			
City Washington	State DC	City Minneapolis	State MN		
Zip 20001		Zip 55439			
Secretary Name Joseph A. Caraballo		Treasurer Name Joseph A. Caraballo			
Street Address 111 Massachusetts Ave. NW		Street Address 111 Massachusetts Ave. NW			
City Washington	State DC	City Washington	State DC		
Zip 20001		Zip 20001			
9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT) ☒ FILL IN SPACES BEFORE USING ATTACHMENTS					
Director Name Robert A. Georgine		Director Name JAMES W LUCE			
Street Address 111 Massachusetts Ave NW		Street Address 111 Massachusetts Ave NW			
City Washington	State DC	City Washington	State DC		
Zip 20001		Zip 20001			
Director Name Jerome P. Pollock		Director Name Joseph A. Caraballo			
Street Address 7645 Metro Blvd		Street Address 111 Massachusetts Ave. NW			
City Minneapolis	State MN	City Washington	State DC		
Zip 55439		Zip 20001			
10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT) ☒		11. SHARES ISSUED (*X* BOX FOR ATTACHMENT) ☒			
AUTHORIZED SHARES			ISSUED SHARES		
Number of Shares	Class/Series	Par Value	Number of Shares	Class/Series	Par Value
1,000	Capital	No Par	1,000	Capital	No Par
150	Preferred	No Par	85	Preferred	No Par

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



* 8 0 8 0 5 *

File Date: **Feb 19, 99**

Check No.: **103301**

By: **[Signature]**

FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

[Signature] **2999**
Signature of Officer Date

Joann M. Kaminski
Print or Type Name of Officer

Vice President/Controller
Title of Officer

Zenith Administrators, Inc.

Listing of Officers & Directors

OFFICERS:

Chairman & Chief Executive Officer

Robert A. Georgine
(353-22-5739)
111 Massachusetts Ave. NW
Washington, DC. 20001

President

James W. Luce
(002-34-8533)
111 Massachusetts Ave. NW
Washington, DC. 20001

Executive Vice President

Jerome P. Pollock
(473-52-2732)
7645 Metro Blvd.
Minneapolis, MN. 55435

Vice President, Council &
Secretary & Treasurer

Joseph A. Carabillo
(153-36-9848)
111 Massachusetts Ave. NW
Washington, DC. 20001

Vice President

Donald Meyers
(549-42-8626)
6221 Geary Blvd.
San Francisco, CA. 94121

Sr. Vice President &
General Manager - Central

Gary L. Eng
(223-58-8349)
303 East Ohio Street
Chicago, IL. 60611

Sr. Vice President &
General Manager - Western

Dean Kalahar
(537-36-6367)
201 Queen Anne Ave. N
Seattle, WA. 98109

Vice President, Controller

Joann M. Kaminski ✓
(347-60-3590)
303 East Ohio Street
Chicago, IL. 60611

Zenith Administrators, Inc.

Listing of Officers & Directors

BOARD OF DIRECTORS:

Chairman & Chief Executive Officer	Robert A. Georgine (353-22-5739) 111 Massachusetts Ave. NW Washington, DC. 20001
President	James W. Luce (002-34-8533) 111 Massachusetts Ave. NW Washington, DC. 20001
Executive Vice President	Jerome P. Pollock (473-52-2732) 7645 Metro Blvd. Minneapolis, MN. 55435
Vice President, Council & Secretary & Treasurer	Joseph A. Carabillo (153-36-9848) 111 Massachusetts Ave. NW Washington, DC. 20001
Vice President	Donald E. Meyers (549-42-8626) 6221 Geary Blvd. San Francisco, CA. 94121
Director	Charles R. Sormani 111 Massachusetts Ave. NW Washington, DC 20001
Director	Michael R. Steed 111 Massachusetts Ave. NW Washington, DC 20001
Director	James F. M. McNulty (104-14-9448) 111 Massachusetts Ave. NW Washington, DC. 20001

PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR **1998**

Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. **80805** 2. Name of Corporation **ZENITH ADMINISTRATORS, INC.**

3. Street Address Principal Business Office **303 E. Ohio Street Suite 2600** City **Chicago** State **IL** Zip **60611**

4. Business Phone No. **312) 644-1200** 5. State of Incorporation **MARYLAND** 6. SIC Code **7880**

7. Brief Description of the Character of Business Conducted in Rhode Island
Third party administrator of employee benefit plans

8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT) ☒

President Name **JAMES W. LUCE**

Street Address **111 Massachusetts Ave NW**

City **Washington** State **DC** Zip **20001**

Secretary Name **Lester H. Null**

Street Address **111 Massachusetts Ave NW**

City **Washington** State **DC** Zip **20001**

Vice President Name **Jerome Pollock**

Street Address **7645 Metro Blvd.**

City **Minneapolis** State **MN** Zip **55439**

Treasurer Name **Joe Caraballo**

Street Address **111 Massachusetts Ave NW**

City **Washington** State **DC** Zip **20001**

9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT) ☒

Director Name **Robert A. Blongine**

Street Address **111 Massachusetts Ave. NW**

City **Washington** State **DC** Zip **20001**

Director Name **Lester H. Null**

Street Address **111 Massachusetts Ave NW**

City **Washington** State **DC** Zip **20001**

Director Name **JAMES LUCE**

Street Address **111 Massachusetts Ave NW**

City **Washington** State **DC** Zip **20001**

Director Name **Jerome P. Pollock**

Street Address **7645 Metro Blvd.**

City **Minneapolis** State **MN** Zip **55439**

10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT)

AUTHORIZED SHARES

Number of Shares	Class/Series	Par Value
1,000	Capital	No Par
150	Preferred	No Par

11. SHARES ISSUED (*X* BOX FOR ATTACHMENT)

ISSUED SHARES

Number of Shares	Class/Series	Par Value
1,000	Capital	No Par
85	Preferred	No Par

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



* 8 0 8 0 5 *

File Date: **2-6-98**

Check No.: **93634**

By: **ICP**

FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Signature of Officer **Joann M. Haminski** Date **1-28-98**

Print or Type Name of Officer **Joann M. Haminski**

Title of Officer **VICE President/Controller**

Zenith Administrators, Inc.

Listing of Officers & Directors

OFFICERS:

Chairman & Chief Executive Officer

Robert A. Georgine
(353-22-5739)
111 Massachusetts Ave. NW
Washington, DC. 20001

President

James W. Luce
(002-34-8533)
111 Massachusetts Ave. NW
Washington, DC. 20001

Secretary-Treasurer

Lester H. Null, Sr.
(435-40-4218)
111 Massachusetts Ave. NW
Washington, DC. 20001

Executive Vice President

Jerome P. Pollock
(473-52-2732)
7645 Metro Blvd.
Minneapolis, MN. 55435

Vice President, Council &
Assistant Secretary

Joseph A. Carabillo
(153-36-9848)
111 Massachusetts Ave. NW
Washington, DC. 20001

Vice President

Donald Meyers
(549-42-8626)
6221 Geary Blvd.
San Francisco, CA. 94121

Sr. Vice President &
General Manager - Central

Gary L. Eng
(223-58-8349)
303 East Ohio Street
Chicago, IL. 60611

Sr. Vice President &
General Manager - Western

Dean Kalahar
(537-36-6367)
201 Queen Anne Ave. N
Seattle, WA. 98109

Vice President, Controller

Joann M. Kaminski
(347-60-3590)
303 East Ohio Street
Chicago, IL. 60611

Zenith Administrators, Inc.

Listing of Officers & Directors

BOARD OF DIRECTORS:

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111 Massachusetts Ave. NW
Washington, DC 20001

Director

Michael R. Steed
111 Massachusetts Ave. NW
Washington, DC 20001

Director

James F. M. McNulty
(104-14-9448)
111 Massachusetts Ave. NW
Washington, DC. 20001



PROFIT CORPORATION ANNUAL REPORT 1997

Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. **80805** 2. Name of Corporation **ZENITH ADMINISTRATORS, INC.**

3. Street Address Principal Business Office City State Zip
303 East Ohio Street Suite 2600 Chicago Illinois 60611

4. Business Phone No. (312) 649-1200 5. State of Incorporation **MARYLAND** 6. SIC Code **7880**

7. Brief Description of the Character of Business Conducted in Rhode Island

Third Party Administrator of employee benefit plans

8. NAMES AND ADDRESSES OF THE OFFICERS ("X" BOX FOR ATTACHMENT) ☒

President Name James W. Luce Street Address 111 Massachusetts Ave. NW City State Zip Washington DC 20001	Vice President Name Jerome Pollock Street Address 7645 Metro Blvd. City State Zip Minneapolis MN 55435
Secretary Name Lester H. Null Street Address 111 Massachusetts Ave NW City State Zip Washington DC 20001	Treasurer Name Lester H. Null Street Address 111 Massachusetts Ave. NW City State Zip Washington DC 20001

9. NAMES AND ADDRESSES OF THE DIRECTORS ("X" BOX FOR ATTACHMENT) ☒

Director Name Robert A. Georgine Street Address 111 Massachusetts Ave. NW City State Zip Washington DC 20001	Director Name James Luce Street Address 111 Massachusetts Ave. NW City State Zip Washington DC 20002
Director Name Lester H. Null Street Address 111 Massachusetts Ave. NW City State Zip Washington, DC 20001	Director Name Jerome P. Pollock Street Address 7645 Metro Blvd City State Zip Minneapolis MN 55435

10. SHARES AUTHORIZED AND ISSUED ("X" BOX FOR ATTACHMENT)

AUTHORIZED SHARES			ISSUED SHARES		
Number of Shares	Class/Series	Par Value	Number of Shares	Class/Series	Par Value
1,000	Capital	No Par	1,000	Capital	No Par
150	Preferred	No Par	85	Preferred	No Par

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



File Date: **3.14.97**
Check No.: **84911**
By: **VP**
FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Signature of Officer: **Joann M. Kaminski** Date: **2-12-97**
Print or Type Name of Officer: **Joann M. Kaminski**
Title of Officer: **Vice President/Controller**

Zenith Administrators, Inc.

Listing of Officers & Directors

BOARD OF DIRECTORS:

Chairman & Chief Executive Officer

Robert A. Georgine
(353-22-5739)
111 Massachusetts Ave. NW
Washington, DC. 20001

President

James W. Luce
(002-34-8533)
111 Massachusetts Ave. NW
Washington, DC. 20001

Secretary-Treasurer

Lester H. Null, Sr.
(435-40-4218)
111 Massachusetts Ave. NW
Washington, DC. 20001

Executive Vice President

Jerome P. Pollock
(473-52-2732)
7645 Metro Blvd.
Minneapolis, MN. 55435

Vice President

Donald Meyers
(549-42-8626)
6221 Geary Blvd.
San Francisco, CA. 94121

Director

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(104-14-9448)
111 Massachusetts Ave. NW
Washington, DC. 20001

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Sr. Vice President &
General Manager - Central

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Chicago, IL. 60611

Sr. Vice President &
General Manager - Western

Dean Kalahar
(537-36-6367)
201 Queen Anne Ave. N
Seattle, WA. 98109

Vice President, Council &
Assistant Secretary

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San Francisco, CA. 94121

Vice President, Controller

Joann M. Kaminski
(347-60-3590)
303 East Ohio Street
Chicago, IL. 60611

PROFIT CORPORATON ANNUAL REPORT

1996

Filing Period: January 1-March 1
Filing Fee: \$50.00



State of Rhode Island and Providence Plantations
James R. Langevin, *Secretary of State*
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335 • (401) 277-3040

PLEASE TYPE OR PRINT IN BLACK INK.

1. CORPORATE ID NO. 0080805		2. NAME OF CORPORATION ZENITH ADMINISTRATORS, INC.			
3. STREET ADDRESS PRINCIPAL BUSINESS OFFICE 303 East Ohio Street Suite 2600			CITY CHICAGO	STATE IL.	ZIP CODE 60611
4. BUSINESS PHONE NO. 312 649-1200		5. STATE OF INCORPORATION MARYLAND			6. SIC CODE 7880
7. BRIEF DESCRIPTION OF THE CHARACTER OF BUSINESS CONDUCTED IN RHODE ISLAND Third Party Administration of Employee Benefit Plans					
8. NAMES AND ADDRESSES OF THE OFFICERS					
PRESIDENT NAME see attached			VICE PRESIDENT NAME		
STREET ADDRESS			STREET ADDRESS		
CITY	STATE	ZIP CODE	CITY	STATE	ZIP CODE
SECRETARY NAME			TREASURER NAME		
STREET ADDRESS			STREET ADDRESS		
CITY	STATE	ZIP CODE	CITY	STATE	ZIP CODE
9. NAMES AND ADDRESSES OF THE DIRECTORS					
DIRECTOR NAME see attached			DIRECTOR NAME		
STREET ADDRESS			STREET ADDRESS		
CITY	STATE	ZIP CODE	CITY	STATE	ZIP CODE
DIRECTOR NAME			DIRECTOR NAME		
STREET ADDRESS			STREET ADDRESS		
CITY	STATE	ZIP CODE	CITY	STATE	ZIP CODE
10. SHARES AUTHORIZED AND ISSUED					
AUTHORIZED SHARES			ISSUED SHARES		
NUMBER OF SHARES	CLASS / SERIES	PAR VALUE	NUMBER OF SHARES	CLASS / SERIES	PAR VALUE
1,000	CAPITAL	NO PAR	1,000	CAPITAL	NO PAR
150	PREFERRED	NO PAR	85	PREFERRED	NO PAR

This report must be **SIGNED IN INK** by either the
President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

File Date: 3/22/96
Check No: 073836
By: [Signature]
For Secretary of State Use Only

Signature of Officer

Joann K. Zurzolo
Print or Type Name of Officer

VP, Controller
Title of Officer

Date
FORM 31 12/95

Zenith Administrators, Inc.

Listing of Officers & Directors

OFFICERS:

Chairman & Chief Executive Officer

Robert A. Georgine
(353-22-5739)
111 Massachusetts Ave. NW
Washington, DC. 20001

President

James W. Luce
(002-34-8533)
111 Massachusetts Ave. NW
Washington, DC. 20001

Secretary-Treasurer

Lester H. Null, Sr.
(435-40-4218)
111 Massachusetts Ave. NW
Washington, DC. 20001

Executive Vice President

Jerome P. Pollock
(473-52-2732)
7645 Metro Blvd.
Minneapolis, MN. 55435

Sr. Vice President &
General Manager - Central

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Chicago, IL. 60611

Sr. Vice President &
General Manager - Western

Dean Kalahar
(537-36-6367)
201 Queen Anne Ave. N
Seattle, WA. 98109

Vice President, Council &
Assistant Secretary

Joseph A. Carabillo
(153-36-9848)
111 Massachusetts Ave. NW
Washington, DC. 20001

Vice President

Donald Meyers
(549-42-8626)
6221 Geary Blvd.
San Francisco, CA. 94121

Vice President, Controller

Joann K. Zurzolo
(347-60-3590)
303 East Ohio Street
Chicago, IL. 60611

Zenith Administrators, Inc.

Listing of Officers & Directors

BOARD OF DIRECTORS:

Chairman & Chief Executive Officer	Robert A. Georgine (353-22-5739) 111 Massachusetts Ave. NW Washington, DC. 20001
President	James W. Luce (002-34-8533) 111 Massachusetts Ave. NW Washington, DC. 20001
Secretary-Treasurer	Lester H. Null, Sr. (435-40-4218) 111 Massachusetts Ave. NW Washington, DC. 20001
Executive Vice President	Jerome P. Pollock (473-52-2732) 7645 Metro Blvd. Minneapolis, MN. 55435
Vice President	Donald Meyers (549-42-8626) 6221 Geary Blvd. San Francisco, CA. 94121
Director	Dan V. Maroney, Jr. (284-20-7734) 111 Massachusetts Ave. NW Washington, DC. 20001
Director	James F. M. McNulty (104-14-9448) 111 Massachusetts Ave. NW Washington, DC. 20001
Director	William E. Panitz (055-07-6890) 111 Massachusetts Ave. NW Washington, DC. 20001

State of Rhode Island and Providence Plantations



Office of The Secretary of State

100 North Main Street

Providence, Rhode Island 02903-1335

401-277-3040

ANNUAL REPORT

Please Type or Print

File Annually - Jan. 1 - March 1

Filing Fee \$50.00

Make Checks Payable to: Secretary of State

ALL ENTRIES MUST BE COMPLETED IN FULL OR THE FORM WILL BE RETURNED.

0050805

1995

Corporate ID: _____ Annual Report for the year: _____

Name of Corporation: ZENITH ADMINISTRATORS, INC.Business entity organized under the laws of the State of: Maryland

For foreign entity, address and telephone number of principal office:

303 East Ohio StreetSuite 2600Chicago, IL 60611Phone: (312) 649-1200

Address and telephone of the principal office of business entity in Rhode Island (Provide street address - Not P.O. Box):

NONE

Phone: () _____

Business Entity is (check one):

☒ Business Corporation (See RIGL Chapter 7-1.1)☐ Professional Service Corporation (See RIGL Chapter 7-5.1)

Brief statement of the character of business conducted in Rhode Island:

Third Party administrator
Servicing jointly managed
Trusts.

THE NAMES OF THE OFFICERS ARE:

PRESIDENT STREET ADDRESS CITY/STATE ZIP CODE

See Attached

VICE PRESIDENT STREET ADDRESS CITY/STATE ZIP CODE

SECRETARY STREET ADDRESS CITY/STATE ZIP CODE

TREASURER STREET ADDRESS CITY/STATE ZIP CODE

THE NAMES OF THE DIRECTORS ARE:

NAME STREET ADDRESS CITY/STATE ZIP CODE

See Attached

NAME STREET ADDRESS CITY/STATE ZIP CODE

NAME STREET ADDRESS CITY/STATE ZIP CODE

NUMBER OF SHARES AUTHORIZED (Rider may be attached)

Number of Shares

Class / Series

1,000COMMON STOCK
NO PAR

NUMBER OF SHARES ISSUED AND OUTSTANDING (Rider may be attached)

Number of Shares

Class / Series

1,000COMMON STOCK
NO PARDate 2/15, 19 95By: Jerome P. Pollock

PRINT OR TYPE NAME OF OFFICER SIGNING

TITLE OF OFFICER SIGNING

EXECUTIVE VICE PRESIDENT

Form 31 1/95

DESIGNATED REGISTERED AGENT FOR SERVICE OF PROCESS:

PLEASE NOTE: If the registered office and/or registered agent indicated below is incorrect, Form 9 must be filed.

CT CORPORATION SYSTEM
123 DYER STREET
PROVIDENCE RI 02903

FILED

APR 20 1995

By ce 064087

Zenith Administrators, Inc.

BOARD OF DIRECTORS

Robert A. Georgine
111 Massachusetts Avenue, N.W.
Washington, D.C. 20001

James W. Luce
111 Massachusetts Avenue, N.W.
Washington, D.C. 20001

Dan V. Maroney
111 Massachusetts Avenue, N.W.
Washington, D.C. 20001

Donald E. Meyers
111 Massachusetts Avenue, N.W.
Washington, D.C. 20001

James F.M. McNulty
111 Massachusetts Avenue, N.W.
Washington, D.C. 20001

Lester H. Null, Sr.
111 Massachusetts Avenue, N.W.
Washington, D.C. 20001

William E. Panitz
111 Massachusetts Avenue, N.W.
Washington, D.C. 20001

Jerome P. Pollock
111 Massachusetts Avenue, N.W.
Washington, D.C. 20001

**OFFICERS OF
ZENITH ADMINISTRATORS, INC.**

1. Robert A. Georgine
111 Massachusetts Avenue, N.W.
Washington, D.C. 20001
2. James W. Luce
111 Massachusetts Avenue, N.W.
Washington, D.C. 20001
3. Lester H. Null, Sr.
111 Massachusetts Avenue, N.W.
Washington, D.C. 20001
4. Jerome P. Pollock
111 Massachusetts Avenue, N.W.
Washington, D.C. 20001
5. Gary Eng, Sr. V.P. & Gen. Mgr, West. Div.
111 Massachusetts Avenue, N.W.
Washington, D.C. 20001
6. Dean Kalahar, Sr. V.P. & Gen. Mgr., West Div.
111 Massachusetts Avenue, N.W.
Washington, D.C. 20001
7. Joseph A. Carabillo, V.P., Counsel & Asst. Sec.
111 Massachusetts Avenue, N.W.
Washington, D.C. 20001
8. William L. Cross
111 Massachusetts Avenue, N.W.
Washington, D.C. 20001
9. Donald E. Meyers
111 Massachusetts Avenue, N.W.
Washington, D.C. 20001

ZEN OFF LISTHL