



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. 121722		2. Name of Corporation Esurance Insurance Company	
3. Street Address Principal Business Office 747 Front Street, 4th Floor		City San Francisco	State Ca
4. Business Phone No (415) 875-4500		5. State of Incorporation OKLAHOMA	6. SIC Code 5744
7. Brief Description of the Character of Business Conducted in Rhode Island PROPERTY AND CASUALTY INSURANCE			
8. NAMES AND ADDRESSES OF THE OFFICERS: ("X" BOX FOR ATTACHMENT) <input checked="" type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS			
President Name Gary C. Tolman		Vice President Name Christopher M. Henn	
Street Address 747 Front St., 4th Floor		Street Address 747 Front St., 4th Floor	
City San Francisco	State Ca	City San Francisco	State Ca
Zip 94111		Zip 94111	
Secretary Name Charles L. Wallace, Jr.		Treasurer Name Jonathan D. Adkisson	
Street Address 747 Front St., 4th Floor		Street Address 747 Front St., 4th Floor	
City San Francisco	State Ca	City San Francisco	State Ca
Zip 94111		Zip 94111	
9. NAMES AND ADDRESSES OF THE DIRECTORS: ("X" BOX FOR ATTACHMENT) <input checked="" type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS			
Director Name Gary C. Tolman		Director Name Christopher M. Henn	
Street Address 747 Front St., 4th Floor		Street Address 747 Front St., 4th Floor	
City San Francisco	State Ca	City San Francisco	State Ca
Zip 94111		Zip 94111	
Director Name Charles L. Wallace, Jr.		Director Name Jonathan D. Adkisson	
Street Address 747 Front St., 4th Floor		Street Address 747 Front St., 4th Floor	
City San Francisco	State Ca	City San Francisco	State Ca
Zip 94111		Zip 94111	
10. SHARES AUTHORIZED ("X" BOX FOR ATTACHMENT) <input type="checkbox"/>		11. SHARES ISSUED ("X" BOX FOR ATTACHMENT) <input type="checkbox"/>	
AUTHORIZED SHARES		ISSUED SHARES	
Number of Shares	Class Series	Par Value	
100,000 COMM \$10.00 PAR VALUE, 100,000 PREF \$5.00 PAR VALUE			
		100,000	Common 10.00
		100,000	Preferred 5.00

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



121722

File Date	MAR 10 2005
Check No.	31858
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
Scott A. McCrae
Date
3/8/05
Print or Type Name of Officer
Vice President
Title of Officer

Esurance Insurance Company
2005 Annual Report

8. Additional Officers

Name:	Title(s):		
John C. Swigart	Vice President		
Address:	City	St	Zip
747 Front Street, 4 th Floor	San Francisco	CA	94111

Name:	Title(s):		
Philip J. Swift	Vice President		
Address:	City	St	Zip
747 Front Street, 4 th Floor	San Francisco	CA	94111

Name:	Title(s):		
Eric Chamberlain	Assistant Secretary		
Address:	City	St	Zip
747 Front Street, 4 th Floor	San Francisco	CA	94111

Name:	Title(s):		
Scott A. McCrae	Vice President		
Address:	City	St	Zip
3785 Placer Corporate Drive, Suite 550	Rocklin	CA	95765

9. Additional Directors

Name:	Title(s):		
John C. Swigart	Vice President		
Address:	City	St	Zip
747 Front Street, 4 th Floor	San Francisco	CA	94111

Name:	Title(s):		
Philip J. Swift	Vice President		
Address:	City	St	Zip
747 Front Street, 4 th Floor	San Francisco	CA	94111

MAR 10, 2005
CAG



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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 2004

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

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. 121722		2. Name of Corporation TRI-STATE INSURANCE COMPANY	
3. Street Address Principal Business Office 8282 SOUTH MEMORIAL DRIVE		City TULSA	State OK
		Zip 74102-3269	
4. Business Phone No. 6177256000	5. State of Incorporation OKLAHOMA		6. SIC Code 5744

7. Brief Description of the Character of Business Conducted in Rhode Island
PROPERTY AND CASUALTY INSURANCE

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

President Name Gary C. Tolman			Vice President Name Christopher M. Henn		
Street Address 747 Front Street, 4th Floor			Street Address 747 Front Street, 4th Floor		
City San Francisco	State CA	Zip 94111	City San Francisco	State CA	Zip 94111
Secretary Name Charles L. Wallace			Treasurer Name Jonathan Adkisson		
Street Address 747 Front Street, 4th Floor			Street Address 747 Front Street, 4th Floor		
City San Francisco	State CA	Zip 94111	City San Francisco	State CA	Zip 94111

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

Director Name Steven E. Fass			Director Name Kernan V. Oberting		
Street Address One Liberty Plaza, 19th Floor			Street Address 80 South Main Street		
City New York	State NY	Zip 10006	City Hanover	State NH	Zip 03755
Director Name Gary C. Tolman			Director Name Morgan W. Davis		
Street Address 747 Front Street, 4th Floor			Street Address One Beacon Street		
City San Francisco	State CA	Zip 94111	City Boston	State MA	Zip 02108

10. SHARES AUTHORIZED ("X" BOX FOR ATTACHMENT) ☐

Number of Shares	Class/Series	Par Value
100,000 COMM \$30.00 PAR VALUE,		

11. SHARES ISSUED ("X" BOX FOR ATTACHMENT) ☐

Number of Shares	Class/Series	Par Value
NONE		
100,000 32,500,000 35.00		

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



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121722 FBC 01/13/04 01:43:48 PM

File Date 3/19/04

Check No. 23682

By SC

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.

Scott M. C. 1/15/04
Signature of Officer Date

SCOTT M. C. BAE
Print or Type Name of Officer

Vice President
Title of Officer

Form 630 12/01

Tri-State Insurance Company
State of Rhode Island and Providence Plantations
Profit Corporation Annual Report for the Year 2004

8. Names and Addresses of the Officers

Chairman Name

Steven E. Fass
One Liberty Plaza, 19th Floor
New York, NY 10006

Vice President Name

John C. Swigart
747 Front Street, 4th Floor
San Francisco, CA 94111

Vice President Name

Philip J. Swift
747 Front Street, 4th Floor
San Francisco, CA 94111

Vice President Name

Scott A. McCrae
3785 Placer Corporate Drive, Suite 550
Rocklin, CA 95765

9. Names and Addresses of the Directors

Director Name

Donald A. Emeigh, Jr.
One Liberty Plaza, 19th Floor
New York, NY 10006

Director Name

Carey D. Benson
201 Old Country Road
Melville, NY 11747

Director Name

Charles B. Chokel
One Beacon Street
Boston, MA 02108



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AND PROVIDENCE PLANTATIONS
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3. Street Address Principal Business Office 8282 SOUTH MEMORIAL DRIVE		City TULSA	State OK	Zip 74102-3269	
4. Business Phone No. 6177256000		5. State of Incorporation OKLAHOMA			6. SIC Code 5744
7. Brief Description of the Character of Business Conducted in Rhode Island PROPERTY AND CASUALTY INSURANCE					
8. NAMES AND ADDRESSES OF THE OFFICERS ("X" BOX FOR ATTACHMENT) <input checked="" type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS					
President Name John P. Cavoore		Vice President Name none			
Street Address One Beacon Street		Street Address			
City Boston	State MA	Zip 02108	City	State	Zip
Secretary Name Dennis R. Smith		Treasurer Name Richard C. Hirtle			
Street Address One Beacon Street		Street Address One Beacon Street			
City Boston	State MA	Zip 02108	City Boston	State MA	Zip 02108
9. NAMES AND ADDRESSES OF THE DIRECTORS ("X" BOX FOR ATTACHMENT) <input checked="" type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS					
Director Name John P. Cavoore		Director Name Charles B. Chokel			
Street Address One Beacon Street		Street Address One Beacon Street			
City Boston	State MA	Zip 02108	City Boston	State MA	Zip 02108
Director Name Alex C. Archimedes		Director Name Andrew C. Carnase			
Street Address 131 Morristown Road		Street Address One Beacon Street			
City Basking Ridge	State NJ	Zip 07920	City Boston	State MA	Zip 02108
10. SHARES AUTHORIZED ("X" BOX FOR ATTACHMENT) <input checked="" type="checkbox"/> 11. SHARES ISSUED ("X" BOX FOR ATTACHMENT) <input type="checkbox"/>					
AUTHORIZED SHARES			ISSUED SHARES		
Number of Shares	Class/Series	Par Value	Number of Shares	Class/Series	Par Value
100,000 COMM \$10.00 PAR VALUE, 100,000 PREF \$5.00 PAR VALUE			100,000	Common	\$30.00
			100,000	Preferred	\$5.00

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



* 1 2 1 7 2 2 *

**121722* 3/6/03 4:47:35 PM*

File Date 3-17-03

Check No. 256721

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]
Signature of Officer
Dennis R. Smith
Print or Type Name of Officer
Secretary
Title of Officer

Date

PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2003

TRI-STATE INSURANCE COMPANY

ID NO. 121722

8. Attachment for Names and Addresses of the Officers

Chairman of the Board and Chief Administrative Officer

Charles B. Chokel
One Beacon Street
Boston, MA 02108

9. Attachment for Names and Addresses of the Directors

Director Name

Morgan W. Davis
One Beacon Street
Boston, MA 02108

Director Name

Richard P. Howard
370 Church Street
Guilford, CT 06437

Director Name

Stuart N. Lerwick
One Beacon Street
Boston, MA 02108

Director Name

James J. Ritchie
One Beacon Street
Boston, MA 02108

Director Name

Roger M. Singer
One Beacon Street
Boston, MA 02108

10. Shares Authorized
200,000 COMM \$30.00 PAR VALUE
100,000 PREF \$5.00 PAR VALUE

Page 2
ID #121722

See attached RESTATED CERTIFICATE OF INCORPORATION dated August 27, 2002.
Name Change to Esurance Insurance Company
Shares Authorized

OFFICE OF THE SECRETARY OF STATE



RESTATED
CERTIFICATE OF INCORPORATION

WHEREAS, the Restated Certificate of Incorporation of

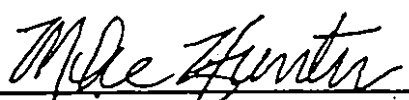
TRI-STATE INSURANCE COMPANY


has been filed in the office of the Secretary of State as provided by the laws of the State of Oklahoma.

NOW THEREFORE, I, the undersigned, Secretary of State of the State of Oklahoma, by virtue of the powers vested in me by law, do hereby issue this certificate evidencing such filing.

IN TESTIMONY WHEREOF, I have hereunto set my hand and caused to be affixed the Great Seal of the State of Oklahoma.

Filed in the City of Oklahoma City this 27th
day of August, 2002.



Secretary of State
By: 

FINANCIAL DIVISION
APPROVED AS TO FORM

AUG 20 2002
CARROLL FISHER
INSURANCE COMMISSIONER
OKLAHOMA

**RESTATEMENT AND AMENDMENT OF
ARTICLES OF INCORPORATION
OF
TRI-STATE INSURANCE COMPANY**

RECEIVED BY
AUG 15 2002
OKLAHOMA
INSURANCE DEPARTMENT
FINANCIAL DIVISION

This is to certify that on June 24, 2002, by vote of the sole shareholder of Tri-State Insurance Company, an Oklahoma corporation formerly known as Tri-State Casualty Insurance Company, which was incorporated on December 1, 1933, the Articles of Incorporation of Tri-State Insurance Company were amended and restated in accordance with the provisions of Sections 1077 and 1080 of the Oklahoma General Corporation Act to read in full as follows:

FIRST:

The name of the Company is Esurance Insurance Company.

SECOND:

The purpose for which the Company is formed is to: Make and write insurance against loss or damage to property by fire, hail, lightning, or tempest on land, or explosion of natural gas; upon vessels, freights, goods, effects, bottomry and respondentia interests and every insurance appertaining to or connected with marine and inland risks of transportation and navigation; against bodily injury or death by accident and upon the health of persons and against loss and damage resulting from accident to or injury suffered by any person for which loss or damage the insured is liable, and loss, expense and liability resulting from the ownership, maintenance or use of any automobile or other vehicle; against damage to the property of the insured or loss of life or damage to persons or property of others for which the insured is liable caused by the explosion of steamboilers, pipes, engines, motors and machinery connected therewith or operated thereby; against loss from defaults of persons in positions of trust, public or private, or against loss or damage on account of negligence or breaches of duty or obligations guaranteed by the insurer; against loss by burglary and theft; against the breakage of glass; against loss or damage by water to any goods or premises arising from the breakage or leakage of sprinklers, pumps or other apparatus erected for extinguishing fires and of water pipes, and against accidental injury to said sprinklers and other apparatus; against loss or damage of property by any other casualty which may lawfully be the subject of insurance, and to issue policies of insurance thereon and to do any and all acts and things incident to the conducting of such business, including the writing of participating policies where permitted by state law.

THIRD:

The Company's principal place of business is to be located in Tulsa, Oklahoma, with branch and administrative offices at such other places within or without the State of Oklahoma as the Directors may from time to time determine, and meetings of the shareholders may be held at any such branch or administrative office thus established.

FILED
AUG 27 2002
OKLAHOMA SECRETARY
OF STATE

FOURTH:

The term for which the Company is to exist is in perpetuity.

FIFTH:

The number of directors shall be fixed in the manner provided in the By-Laws of the Company, but in no event shall the number be less than five nor more than fifty.

SIXTH:

The amount of the total authorized capital stock of the Company is \$6,500,000 (Six Million Five Hundred Thousand Dollars) divided into:

1 - 200,000 shares of common stock with a par value of \$30.00 per share. Each holder of common capital stock shall be entitled to one vote for each share held.

2 - 100,000 shares of preferred stock with a par value of \$5.00 per share which stock shall be non-cumulative as to dividends and non-voting. The call or redemption price of such stock shall be \$22.00 per share and callable in the sole discretion of the Directors. Any dividends the Directors in their sole discretion declare upon such preferred stock shall be in an amount not to exceed 6 per cent on the call or redemption price of \$22.00 per share. Such dividends shall be payable only out of surplus profits. Dividends in common stock of the Company shall be declared and paid as provided for in the By-Laws and amendments thereof. The preferred stock shall, in case of liquidation or dissolution of the Company before any amount shall be paid to the holders of common stock, be entitled to be paid \$22.00 per share together with any authorized dividends then unpaid thereon, but shall not participate in any further distribution of the assets of the Company.

AUG 20 2002

SEVENTH:

CARROLL FISHER
INSURANCE COMMISSIONER
OKLAHOMA

Authority to adopt, alter or repeal the By-Laws of the Company is hereby vested in the Board of Directors subject to the power of shareholders to alter or repeal such By-Laws, provided, however, that the Board of Directors shall not adopt, alter or repeal any By-Law fixing the number, qualification, classification or term of office of the Directors.

EIGHTH:

The address of the Company's registered office in the State of Oklahoma is 8282 South Memorial, Tulsa, Tulsa County, Oklahoma 74133, and the name of the Company's registered agent at such address is Robert L. Enochs.

IN WITNESS WHEREOF, we, the undersigned officers of the Company, have hereunto subscribed our names this 13th day of August, 2002.

Todd J. Bernard.
Todd J. Bernard
Assistant Secretary

Roger M. Singer
Roger M. Singer
Senior Vice President



March 13, 2003

State of Rhode Island and Providence Plantations
Office of the Secretary of State
State House Room 217
Providence, RI 02903

Re: Tri-State Insurance Company
ID #121722

Dear Sir/Madam:

Enclosed is our PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2003 with our check in the amount of \$50.00 to cover the filing fee for the period January 1 – March 1, 2003.

I have attached Restated Certificate of Incorporation dated August 27, 2002. Tri-State Insurance Company has had a name change to Esurance Insurance Company and a change to 200,000 shares of common stock with a par value of \$30.00 per share.

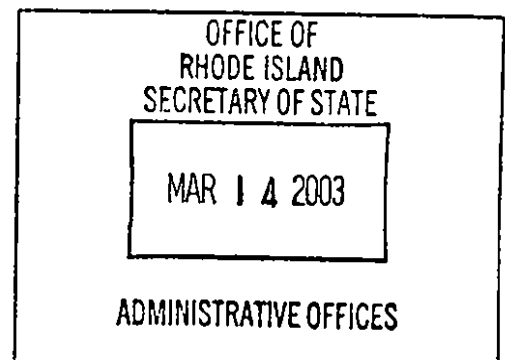
Please do not hesitate to contact me if you have any questions or need additional information at (617) 725-7671.

Sincerely,

Susan B. Holland

Susan B. Holland
Paralegal

Enclosures





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. *121722*		2. Name of Corporation TRI-STATE INSURANCE COMPANY			
3. Street Address Principal Business Office 8282 SOUTH MEMORIAL DRIVE			City TULSA	State OK	Zip 74102-3269
4. Business Phone No. 617-725-6000		5. State of Incorporation OKLAHOMA			6. SIC Code 5744
7. Brief Description of the Character of Business Conducted in Rhode Island PROPERTY AND CASUALTY INSURANCE					
8. NAMES AND ADDRESSES OF THE OFFICERS ("X" BOX FOR ATTACHMENT) <input checked="" type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS					
President Name John P. Cavoores		Vice President Name none			
Street Address One Beacon Street		Street Address			
City Boston	State MA	Zip 02108	City	State	Zip
Secretary Name Dennis R. Smith		Treasurer Name Richard C. Hirtle			
Street Address One Beacon Street		Street Address One Beacon Street			
City Boston	State MA	Zip 02108	City Boston	State MA	Zip 02108
9. NAMES AND ADDRESSES OF THE DIRECTORS ("X" BOX FOR ATTACHMENT) <input checked="" type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS					
Director Name Raymond Barrette		Director Name John P. Cavoores			
Street Address One Beacon Street		Street Address One Beacon Street			
City Boston	State MA	Zip 02108	City Boston	State MA	Zip 02108
Director Name Charles B. Chokel		Director Name Morgan W. Davis			
Street Address One Beacon Street		Street Address One Beacon Street			
City Boston	State MA	Zip 02108	City Boston	State MA	Zip 02108
10. SHARES AUTHORIZED ("X" BOX FOR ATTACHMENT) <input type="checkbox"/> AUTHORIZED SHARES					
11. SHARES ISSUED ("X" BOX FOR ATTACHMENT) <input type="checkbox"/> ISSUED SHARES					
Number of Shares		Class/Series	Par Value	Number of Shares	
100,000 COMM \$10.00 PAR VALUE, 100,000 PREF \$5.00 PAR VALUE				100,000	
				100,000	
				\$10.00	
				\$5.00	

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



* 1 2 1 7 2 2 *

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
Dennis R. Smith
Date
Print or Type Name of Officer
Secretary
Title of Officer

121722 FBC10/31/0212:57:36 PM

File Date

FILED

Check No.

JAN 17 2003

By

By CMA 310382

FOR SECRETARY OF STATE USE ONLY

PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2002

TRI-STATE INSURANCE COMPANY

8. Attachment for Names and Addresses of the Officers

Chairman of the Board and Chief Executive Officer

Raymond Barrette
One Beacon Street
Boston, MA 02108

9. Attachment for Names and Addresses of the Directors

Director Name

Richard P. Howard
370 Church Street
Guilford, CT 06437

Director Name

Stuart N. Lerwick
One Beacon Street
Boston, MA 02108

Director Name

James J. Ritchie
One Beacon Street
Boston, MA 02108

Director Name

Roger M. Singer
One Beacon Street
Boston, MA 02108