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CAPITAL TRUST INC  
Form SC 13D/A  
July 13, 2007

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D/A  
(Amendment No. 3)

Under the Securities Exchange Act of 1934\*

Capital Trust, Inc.

-----  
(Name of Issuer)

Class A Common Stock, Par Value \$0.01 Per Share

-----  
(Title of Class of Securities)

14052H100

-----  
(CUSIP Number)

Ira S. Lederman  
Senior Vice President - General Counsel and Corporate Secretary  
W. R. Berkley Corporation  
475 Steamboat Road  
Greenwich, Connecticut 06830  
(203) 629-3000

-----  
(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

Copies to:

Jeffrey S. Hochman, Esq.  
Willkie Farr & Gallagher LLP  
787 Seventh Avenue  
New York, New York 10019-6099  
(212) 728-8000

July 10, 2007

-----  
(Date of Event which Requires  
Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of ss.ss. 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box: [ ]

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 240.13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

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The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

-----  
CUSIP No. 14052H100  
-----

1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION  W. R. Berkley Corporation
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  <p style="text-align: right;">(a) [ ] (b) [ ]</p>
3	SEC USE ONLY
4	SOURCE OF FUNDS (See Instructions)  WC
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) [ ]
6	CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware
	7 SOLE VOTING POWER  2,472,100*
	8 SHARED VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	0
	9 SOLE DISPOSITIVE POWER  2,472,100*
	10 SHARED DISPOSITIVE POWER  0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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2,472,100\*

-----  
12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  
(See Instructions) [ ]  
-----  
13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
  
14.2%\*  
-----  
14 TYPE OF REPORTING PERSON (See Instructions)  
  
CO  
-----

\* See Items 4 through 6.

SCHEDULE 13D

-----  
CUSIP No. 14052H100  
-----

-----  
1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION  
  
Admiral Insurance Company  
-----  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  
  
(a) [ ]  
(b) [ ]  
-----  
3 SEC USE ONLY  
-----  
4 SOURCE OF FUNDS (See Instructions)  
  
WC  
-----  
5 CHECK IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO  
ITEMS 2(d) or 2(e) [ ]  
-----  
6 CITIZENSHIP OR PLACE OF ORGANIZATION  
  
Delaware  
-----  
7 SOLE VOTING POWER  
  
500,000\*  
-----  
8 SHARED VOTING POWER  
  
NUMBER OF SHARES  
BENEFICIALLY OWNED 0

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BY EACH REPORTING PERSON WITH -----  
9 SOLE DISPOSITIVE POWER  
500,000\*  
-----  
10 SHARED DISPOSITIVE POWER  
0  
-----  
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
500,000\*  
-----  
12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  
(See Instructions) [ ]  
-----  
13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
2.9%\*  
-----  
14 TYPE OF REPORTING PERSON (See Instructions)  
IC, CO  
-----

\* See Items 4 through 6.

SCHEDULE 13D

-----  
CUSIP No. 14052H100  
-----

-----  
1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION  
Berkley Insurance Company  
-----  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  
(a) [ ]  
(b) [ ]  
-----  
3 SEC USE ONLY  
-----  
4 SOURCE OF FUNDS (See Instructions)  
WC  
-----  
5 CHECK IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO  
ITEMS 2(d) or 2(e) [ ]  
-----  
6 CITIZENSHIP OR PLACE OF ORGANIZATION

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Delaware	
	7 SOLE VOTING POWER
	793,400*
	8 SHARED VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	0
	9 SOLE DISPOSITIVE POWER
	793,400*
	10 SHARED DISPOSITIVE POWER
	0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	793,400*
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) [ ]
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
	4.5%*
14	TYPE OF REPORTING PERSON (See Instructions)
	IC, CO

\* See Items 4 through 6.

SCHEDULE 13D

CUSIP No. 14052H100

1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION
	Berkley Regional Insurance Company
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
	(a) [ ]
	(b) [ ]
3	SEC USE ONLY

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4	SOURCE OF FUNDS (See Instructions)
	WC
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) [ ]
6	CITIZENSHIP OR PLACE OF ORGANIZATION
	Delaware
	7 SOLE VOTING POWER
	678,700*
	8 SHARED VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	0
	9 SOLE DISPOSITIVE POWER
	678,700*
	10 SHARED DISPOSITIVE POWER
	0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	678,700*
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) [ ]
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
	3.9%*
14	TYPE OF REPORTING PERSON (See Instructions)
	IC, CO

\* See Items 4 through 6.

SCHEDULE 13D

CUSIP No. 14052H100

1 NAMES OF REPORTING PERSONS

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I.R.S. IDENTIFICATION

Nautilus Insurance Company

-----  
 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) [ ]

(b) [ ]

-----  
 3 SEC USE ONLY

-----  
 4 SOURCE OF FUNDS (See Instructions)

WC

-----  
 5 CHECK IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO  
 ITEMS 2(d) or 2(e) [ ]

-----  
 6 CITIZENSHIP OR PLACE OF ORGANIZATION

Arizona

-----  
 7 SOLE VOTING POWER

500,000\*

-----  
 8 SHARED VOTING POWER

NUMBER OF SHARES  
 BENEFICIALLY OWNED  
 BY EACH REPORTING  
 PERSON WITH

0

-----  
 9 SOLE DISPOSITIVE POWER

500,000

\*

-----  
 10 SHARED DISPOSITIVE POWER

0

-----  
 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

500,000\*

-----  
 12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  
 (See Instructions) [ ]

-----  
 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

2.9%\*

-----  
 14 TYPE OF REPORTING PERSON (See Instructions)

IC, CO

-----  
 \* See Items 4 through 6.

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This Amendment No. 3 to Schedule 13D ("Amendment No. 3") is being filed on behalf of W. R. Berkley Corporation, a Delaware corporation ("Berkley"), Admiral Insurance Company, a Delaware corporation ("Admiral"), Berkley Insurance Company, a Delaware corporation ("BIC"), Berkley Regional Insurance Company, a Delaware corporation ("BRIC"), and Nautilus Insurance Company, an Arizona corporation ("Nautilus" and, together with Berkley, Admiral, BIC and BRIC, the "Reporting Persons"). Amendment No. 3 relates to shares of Class A Common Stock, par value \$0.01 per share (the "Common Stock"), of Capital Trust, Inc., a Maryland corporation (the "Issuer"). Amendment No. 3 amends and supplements the Schedule 13D, dated May 11, 2004 ("Original Schedule 13D"), as filed with the Securities and Exchange Commission (the "Commission") on May 21, 2004, as amended by Amendment No. 1 to Schedule 13D, dated June 17, 2004, as filed with the Commission on June 21, 2004, and Amendment No. 2 to the Schedule 13D, dated September 13, 2004, as filed with the Commission on September 13, 2004 (together with the Original Schedule 13D, the "Schedule 13D"), in connection with the purchase of an additional 472,100 shares of Common Stock of the Issuer.

### Item 3. Source and Amount of Funds or Other Consideration.

Item 3 of Schedule 13D is hereby amended by the addition of the following information:

The total amount of funds used by the Reporting Persons to purchase the additional 472,100 securities of the Issuer as described herein was furnished from the working capital of BRIC and BIC. The total amount of funds used by the Reporting Persons to purchase the securities of the Issuer as described herein was \$16,375,031.41. BIC contributed \$10,166,093.19, or 62.1%, of the total amount funds. BRIC contributed \$6,208,938.22, or 37.9%, of the total amount of funds.

### Item 5. Interest in Securities of the Issuer.

Item 5 of Schedule 13D is hereby amended and restated in its entirety as follows:

(a) Berkley may be deemed to beneficially own, in the aggregate, 2,472,100 shares of Common Stock, which represents 14.2% of the outstanding Common Stock of the Issuer.

(b) Since each of the Subsidiaries is either directly or indirectly owned by Berkley, Berkley has the sole power to vote or to direct the vote and the sole power to dispose or to direct the disposition of the 2,472,100 shares of Common Stock it may be deemed to beneficially own.

(c) Information concerning transactions in the securities of the Issuer effected by the Reporting Persons in the last sixty days is set forth on Schedule I to this Schedule 13D and is incorporated by reference. The transactions were effected in open market transactions on the New York Stock Exchange. Except as set forth on Schedule I, during the last sixty days there have been no other transactions in the Common Stock effected by

the Reporting Persons, nor, to the best of their knowledge, any of the persons set forth on Schedule II to this Schedule 13D.



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(d) Except as set forth in this Item 5, no person other than each respective record owner of securities referred to herein is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the securities discussed herein.

(e) Not applicable.

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SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: July 13, 2007

W.R. BERKLEY CORPORATION

By: /s/ William R. Berkley

-----  
Name: William R. Berkley  
Title: Chairman of the Board and  
Chief Executive Officer

Dated: July 13, 2007

ADMIRAL INSURANCE COMPANY

By: /s/ Scott R. Barraclough

-----  
Name: Scott R. Barraclough  
Title: Senior Vice President

Dated: July 13, 2007

BERKLEY INSURANCE COMPANY

By: /s/ Eugene G. Ballard

-----  
Name: Eugene G. Ballard  
Title: Senior Vice President

Dated: July 13, 2007

BERKLEY REGIONAL INSURANCE  
COMPANY

By: /s/ Eugene G. Ballard

-----  
Name: Eugene G. Ballard  
Title: Senior Vice President

Dated: July 13, 2007

NAUTILUS INSURANCE COMPANY

By: /s/ John M. Runberg

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Name: John M. Runberg  
 Title: Senior Vice President

SCHEDULE I

Sixty Day Trading History

Trade Date	Quantity Purchased	Price Per Share (\$)
7/6/2007	1,000	34.28
7/6/2007	5,800	34.30
7/6/2007	100	34.34
7/6/2007	400	34.39
7/6/2007	68,620	34.40
7/6/2007	680	34.44
7/6/2007	3,400	34.45
7/9/2007	9,600	34.80
7/9/2007	2,500	34.90
7/10/2007	300	34.55
7/10/2007	1,100	34.57
7/10/2007	600	34.58
7/10/2007	700	34.59
7/10/2007	6,100	34.60
7/10/2007	1,900	34.70
7/10/2007	4,800	34.72
7/10/2007	1,900	34.73
7/10/2007	2,100	34.74
7/10/2007	76,800	34.75
7/10/2007	4,800	34.76
7/10/2007	15,600	34.77

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7/10/2007	4,900	34.78
7/10/2007	9,800	34.79
7/10/2007	37,500	34.80
7/11/2007	300	34.65
7/11/2007	3,400	34.66
7/11/2007	300	34.67
7/11/2007	2,700	34.68
7/11/2007	2,200	34.69
7/11/2007	31,800	34.70
7/11/2007	2,500	34.71
7/11/2007	1,300	34.72
7/11/2007	100,000	34.73
7/11/2007	600	34.74
7/11/2007	17,700	34.75
7/11/2007	1,100	34.76
7/11/2007	100	34.77
7/11/2007	1,400	34.78
7/11/2007	1,200	34.79
7/11/2007	2,100	34.80
7/11/2007	6,800	34.82
7/11/2007	2,400	34.83
7/11/2007	400	34.84
7/11/2007	400	34.85
7/12/2007	1,700	34.72
7/12/2007	8,100	34.73
7/12/2007	11,200	34.74
7/12/2007	11,200	34.75
7/12/2007	200	35.00

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SCHEDULE II

Set forth below is the name, business address, and present principal occupation of each of the executive officers and directors of the Reporting Persons. Except as otherwise indicated, each person is a citizen of the United States.

W. R. Berkley Corporation

Name	Present Business Address	Present Principal Occupation
Directors:		
William R. Berkley	475 Steamboat Road Greenwich, Connecticut 06830	Chairman of the Board and Executive Officer
Phillip J. Ablove	475 Steamboat Road Greenwich, Connecticut 06830	Retired Executive Vice Chief Financial Officer Companies, Inc.
W. Robert Berkley, Jr.	475 Steamboat Road Greenwich, Connecticut 06830	Executive Vice President
Ronald E. Blaylock	475 Steamboat Road Greenwich, Connecticut 06830	Founder, Chairman and Executive Officer, Blaylock Company, Inc. (investment firm)
Mark E. Brockbank	475 Steamboat Road Greenwich, Connecticut 06830	Retired Chief Executive Brockbank LTD
George G. Daly	475 Steamboat Road Greenwich, Connecticut 06830	Dean, McDonough School Georgetown University
Mary C. Farrell	475 Steamboat Road Greenwich, Connecticut 06830	Consultant to the financial industry
Rodney A. Hawes, Jr.	475 Steamboat Road Greenwich, Connecticut 06830	Founder Insurance Investment Associates (investment firm)
Jack H. Nusbaum	787 Seventh Avenue New York, New York 10019	Chairman, Willkie Farr LLP (attorneys at law)
Mark L. Shapiro	475 Steamboat Road Greenwich, Connecticut 06830	Private Investor

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Executive Officers Not Otherwise Listed Above:

Eugene G. Ballard	475 Steamboat Road Greenwich, Connecticut 06830	Senior Vice President - Financial Officer and T
Robert P. Cole	475 Steamboat Road Greenwich, Connecticut 06830	Senior Vice President Operations
Paul J. Hancock	475 Steamboat Road Greenwich, Connecticut 06830	Senior Vice President - Corporate Actuary
Robert W. Gosselink	475 Steamboat Road Greenwich, Connecticut 06830	Senior Vice President - Risk Management
Robert C. Hewitt	475 Steamboat Road Greenwich, Connecticut 06830	Senior Vice President - Surplus Lines
P Peter L. Kamford	475 Steamboat Road Greenwich, Connecticut 06830	Senior Vice President - Specialty Lines
Ira S. Lederman	475 Steamboat Road Greenwich, Connecticut 06830	Senior Vice President - Counsel and Corporate S
C. Fred Madsen	475 Steamboat Road Greenwich, Connecticut 06830	Senior Vice President - Operations
James W. McCleary	475 Steamboat Road Greenwich, Connecticut 06830	Senior Vice President -
James G. Shiel	475 Steamboat Road Greenwich, Connecticut 06830	Senior Vice President -
Robert D. Stone	475 Steamboat Road Greenwich, Connecticut 06830	Senior Vice President - Markets Operations
Clement P. Patafio	475 Steamboat Road Greenwich, Connecticut 06830	Vice President - Corpor

Admiral Insurance Company

Name	Present Business Address	Present Principal Occup
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Directors:

W. Robert Berkley, Jr.	475 Steamboat Road Greenwich, Connecticut 06830	Executive Vice Presiden Berkley Corporation
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Eugene G. Ballard	475 Steamboat Road Greenwich, Connecticut 06830	Senior Vice President - Financial Officer and T W. R.
Berkley Corporation		
Scott R. Barraclough	1255 Caldwell Road Cherry Hill, New Jersey 08034	Senior Vice President a
James S. Carey	1255 Caldwell Road Cherry Hill, New Jersey 08034	President and Chief Exe
Robert C. Hewitt	475 Steamboat Road Greenwich, Connecticut 06830	Senior Vice President - Surplus Lines, W. R. Be Corporation
Ira S. Lederman	475 Steamboat Road Greenwich, Connecticut 06830	Senior Vice President - Counsel and Secretary, Corporation
Martin M. Michell	1255 Caldwell Road Cherry Hill, New Jersey 08034	Regional Vice President
Executive Officers Not Otherwise Listed Above:		
Daniel A. MacDonald	1255 Caldwell Road Cherry Hill, New Jersey 08034	Senior Vice President a
Curtis E. Fletcher	1255 Caldwell Road Cherry Hill, New Jersey 08034	Regional Vice President
John E. Goodloe	1255 Caldwell Road Cherry Hill, New Jersey 08034	President, Excess Divis
William E. Haines	1255 Caldwell Road Cherry Hill, New Jersey 08034	Regional Vice President
Raymond H. McDowell	1255 Caldwell Road Cherry Hill, New Jersey 08034	Regional Vice President

Berkley Insurance Company

Name	Present Business Address	Present Principal Occup
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Directors:

William R. Berkley	475 Steamboat Road Greenwich, Connecticut 06830	Chairman of the Board a Executive Officer, W. R Corporation
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W. Robert Berkley, Jr.	475 Steamboat Road Greenwich, Connecticut 06830	Executive Vice President Berkley Corporation
Eugene G. Ballard	475 Steamboat Road Greenwich, Connecticut 06830	Senior Vice President - Financial Officer and T W. R. Berkley Corporati
Craig N. Johnson	475 Steamboat Road Greenwich, Connecticut 06830	President and Chief Exe Officer, Signet Star Re LLC
Carol J. LaPunzina	475 Steamboat Road Greenwich, Connecticut 06830	Senior Vice President, Counsel and Secretary
Ira S. Lederman	475 Steamboat Road Greenwich, Connecticut 06830	Senior Vice President - Counsel and Corporate S W. R. Berkley Corporati
C. Fred Madsen	475 Steamboat Road Greenwich, Connecticut 06830	Senior Vice President - Operations, W. R. Berkl Corporation.

Executive Officers Not Otherwise Listed Above:

Roger J. Bassi	475 Steamboat Road Greenwich, Connecticut 06830	Executive Vice President
Mark G. Davidowitz	475 Steamboat Road Greenwich, Connecticut 06830	Treasurer
Kevin J. Shea	475 Steamboat Road Greenwich, Connecticut 06830	Senior Vice President

Berkley Regional Insurance Company

Name	Present Business Address	Present Principal Occup
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Directors:

William R. Berkley	475 Steamboat Road Greenwich, Connecticut 06830	Chairman of the Board a Executive Officer, W. R. Corporation
W. Robert Berkley, Jr.	475 Steamboat Road Greenwich, Connecticut 06830	Executive Vice President Berkley Corporation

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James G. Shiel	475 Steamboat Road Greenwich, Connecticut 06830	Senior Vice President - W. R. Berkley Corporati
Eugene G. Ballard	475 Steamboat Road Greenwich, Connecticut 06830	Senior Vice President - Financial Officer and T W. R. Berkley Corporati
Ira S. Lederman	475 Steamboat Road Greenwich, Connecticut 06830	Senior Vice President Counsel and Corporate S W. R. Berkley Corporati
Robert P. Cole	475 Steamboat Road Greenwich, Connecticut 06830	Senior Vice President - Operations, W. R. Berkl
Robert C. Hewitt	475 Steamboat Road Greenwich, Connecticut 06830	Senior Vice President - Surplus Lines, W. R. Be Corporation
Paul J. Hancock	475 Steamboat Road Greenwich, Connecticut 06830	Senior Vice President a Corporate Actuary, W. R Corporation
Clement P. Patafio	475 Steamboat Road Greenwich, Connecticut 06830	Vice President - Corpor Controller, W. R. Berkl
Executive Officers Not Otherwise Listed Above:		
None		

Nautilus Insurance Company

Name	Present Business Address	Present Principal Occup
Directors:		
W. Robert Berkley, Jr.	475 Steamboat Road Greenwich, Connecticut 06830	Executive Vice Presiden Berkley Corporation
Eugene G. Ballard	475 Steamboat Road Greenwich, Connecticut 06830	Senior Vice President - Financial Officer and T W. R. Berkley Corporat
Robert C. Hewitt	475 Steamboat Road Greenwich, Connecticut 06830	Senior Vice President - Surplus Lines, W. R. Be Corporation
Thomas M. Kuzma	7273 East Butherus Drive, Scottsdale, Arizona 85260	President and Chief Exe



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Ira S. Lederman

475 Steamboat Road  
Greenwich, Connecticut 06830

Senior Vice President -  
Counsel and Corporate S  
R.

Berkley Corporation

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-----  
Executive Officers Not Otherwise Listed Above:  
-----

John M. Runberg

7273 East Butherus Drive,  
Scottsdale, Arizona 85260

Senior Vice President,  
Financial Officer and T  
-----