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CAPITAL TRUST INC
Form SC 13D/A
August 06, 2007

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D/A
(Amendment No. 5)

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

August 3, 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

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disclosures provided in a prior cover page.

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 (a) []
(See Instructions) (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

3,133,300*

NUMBER OF 8 SHARED VOTING POWER
SHARES 0
BENEFICIALLY
OWNED BY EACH
REPORTING 9 SOLE DISPOSITIVE POWER
PERSON WITH 3,133,300*

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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3,133,300*

12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 17.9%*
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 520,000*
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH	8 SHARED VOTING POWER 0

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REPORTING PERSON WITH	9	SOLE DISPOSITIVE POWER
		520,000*
	10	SHARED DISPOSITIVE POWER
		0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	520,000*	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
	3.0%*	
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	
			1,113,900*
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER	0
	9	SOLE DISPOSITIVE POWER	1,113,900*
	10	SHARED DISPOSITIVE POWER	0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
			1,113,900*
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)		
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		
			6.4%*
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
		839,700*
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER
		0
	9	SOLE DISPOSITIVE POWER
		839,700*
	10	SHARED DISPOSITIVE POWER
		0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 839,700*

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 4.8%*

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

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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 659,700*	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER 0	
	9	SOLE DISPOSITIVE POWER 659,700*	
	10	SHARED DISPOSITIVE POWER 0	
11		AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 659,700*	
12		CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)	
13		PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 3.8%*	
14		TYPE OF REPORTING PERSON (See Instructions) IC, CO	

* See Items 4 through 6.

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This Amendment No. 5 to Schedule 13D ("Amendment No. 5") 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. 5 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. 5 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, Amendment No. 2 to the Schedule 13D, dated September 13, 2004, as filed with the Commission on September 13, 2004, Amendment No. 3 to the Schedule 13D, dated July 10, 2007, as filed with the Commission on July 13, 2007 and Amendment No. 4 to the Schedule 13D, dated July 30, 2007, as filed with the Commission on August 1, 2007 (together with the Original Schedule 13D, the "Schedule 13D"), in connection with the purchase of an additional 248,100 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 248,100 securities of the Issuer as described herein was furnished from the working capital of BIC, BRIC and Admiral. The total amount of funds used by the Reporting Persons to purchase the securities of the Issuer as described herein was approximately \$7,639,464.10. BIC contributed approximately \$6,090,560.10, or 79.7%, of the total amount funds. BRIC contributed approximately \$898,104.00, or 11.8%, of the total amount of funds. Admiral contributed approximately \$650,800.00, or 8.5% 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, 3,133,300 shares of Common Stock, which represents 17.9% 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 3,133,300 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 since the most recent Schedule 13D filing 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, since the most recent Schedule 13D filing 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

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forth on Schedule II to this Schedule 13D.

(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: August 6, 2007

W.R. BERKLEY CORPORATION

By: /s/ William R. Berkley

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

Dated: August 6, 2007

ADMIRAL INSURANCE COMPANY

By: /s/ Scott R. Barraclough

Name: Scott R. Barraclough
Title: Senior Vice President

Dated: August 6, 2007

BERKLEY INSURANCE COMPANY

By: /s/ Eugene G. Ballard

Name: Eugene G. Ballard
Title: Senior Vice President

Dated: August 6, 2007

BERKLEY REGIONAL INSURANCE
COMPANY

By: /s/ Eugene G. Ballard

Name: Eugene G. Ballard
Title: Senior Vice President

Dated: August 6, 2007

NAUTILUS INSURANCE COMPANY

By: /s/ John M. Runberg

Name: John M. Runberg
Title: Senior Vice President

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SCHEDULE I

Trading History

Trade Date	Quantity Purchased	Price Per Share (\$)
8/1/07	4400	28.75
8/1/07	200	28.76
8/1/07	200	28.80
8/1/07	1000	28.82
8/1/07	3400	28.85
8/1/07	100	28.86
8/1/07	200	28.92
8/1/07	400	28.94
8/1/07	1600	28.95
8/1/07	3600	28.98
8/1/07	4400	29.00
8/1/07	200	29.09
8/1/07	300	29.10
8/1/07	100	29.84
8/1/07	300	29.85
8/1/07	600	29.89
8/1/07	14344	29.90
8/1/07	5000	29.93
8/1/07	10991	30.00
8/1/07	4000	30.25
8/1/07	700	30.27
8/1/07	1500	30.28
8/1/07	200	30.29
8/1/07	4065	30.30
8/1/07	2600	30.31
8/1/07	2200	30.32
8/1/07	600	30.33

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8/1/07	200	30.34
8/1/07	9000	30.35
8/1/07	100	30.36
8/1/07	100	30.38
8/1/07	900	30.39
8/1/07	5400	30.40
8/1/07	100	30.45
8/1/07	700	30.47
8/1/07	600	30.48
8/1/07	2300	30.49
8/1/07	2800	30.50
8/1/07	700	30.60
8/1/07	200	30.65
8/1/07	200	30.70
8/1/07	100	30.80
8/1/07	4400	28.75
8/2/07	47,600	32.54
8/3/07	300	30.55
8/3/07	700	30.59
8/3/07	600	30.60
8/3/07	8300	30.65
8/3/07	3000	30.70
8/3/07	200	30.72
8/3/07	2300	30.74
Trade Date	Quantity Purchased	Price Per Share (\$)
8/3/07	40500	30.75
8/3/07	300	30.77
8/3/07	300	30.78

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8/3/07	800	30.79
8/3/07	26200	30.80
8/3/07	200	30.82
8/3/07	5400	30.83
8/3/07	100	30.84
8/3/07	18200	30.85
8/3/07	200	30.86
8/3/07	100	30.88
8/3/07	100	30.89
8/3/07	2000	30.90
8/3/07	100	30.91

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

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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 finan industry
Rodney A. Hawes, Jr.	475 Steamboat Road Greenwich, Connecticut 06830	Founder Insurance Inves Associates (investment
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

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

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Admiral Insurance Company

Name	Present Business Address	Present Principal Occup
Directors:		
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
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

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 Name Present Business Address Present Principal Occup

 Directors:

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

 W. Robert Berkley, Jr. 475 Steamboat Road Executive Vice President
 Greenwich, Connecticut 06830 Berkley Corporation

 Eugene G. Ballard 475 Steamboat Road Senior Vice President -
 Greenwich, Connecticut 06830 Financial Officer and T
 R. Berkley Corporation

 Craig N. Johnson 475 Steamboat Road President and Chief Exe
 Greenwich, Connecticut 06830 Officer, Signet Star Re
 LLC

 Carol J. LaPunzina 475 Steamboat Road Senior Vice President,
 Greenwich, Connecticut 06830 Counsel and Secretary

 Ira S. Lederman 475 Steamboat Road Senior Vice President -
 Greenwich, Connecticut 06830 Counsel and Corporate S
 R. Berkley Corporation

 C. Fred Madsen 475 Steamboat Road Senior Vice President -
 Greenwich, Connecticut 06830 Operations, W. R. Berkl
 Corporation.

 Executive Officers Not Otherwise Listed Above:

 Roger J. Bassi 475 Steamboat Road Executive Vice President
 Greenwich, Connecticut 06830

 Mark G. Davidowitz 475 Steamboat Road Treasurer
 Greenwich, Connecticut 06830

 Kevin J. Shea 475 Steamboat Road Senior Vice President
 Greenwich, Connecticut 06830

 Berkley Regional Insurance Company

 Name Present Business Address Present Principal Occup

 Directors:

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William R. Berkley	475 Steamboat Road Greenwich, Connecticut 06830	Chairman of the Board and Executive Officer, W. R. Berkley Corporation
W. Robert Berkley, Jr.	475 Steamboat Road Greenwich, Connecticut 06830	Executive Vice President Berkley Corporation
James G. Shiel	475 Steamboat Road Greenwich, Connecticut 06830	Senior Vice President W. R. Berkley Corporation
Eugene G. Ballard	475 Steamboat Road Greenwich, Connecticut 06830	Senior Vice President - Financial Officer and Treasurer W. R. Berkley Corporation
Ira S. Lederman	475 Steamboat Road Greenwich, Connecticut 06830	Senior Vice President - Counsel and Corporate Secretary W. R. Berkley Corporation
Robert P. Cole	475 Steamboat Road Greenwich, Connecticut 06830	Senior Vice President - Operations, W. R. Berkley Corporation
Robert C. Hewitt	475 Steamboat Road Greenwich, Connecticut 06830	Senior Vice President - Surplus Lines, W. R. Berkley Corporation
Paul J. Hancock	475 Steamboat Road Greenwich, Connecticut 06830	Senior Vice President and Corporate Actuary, W. R. Berkley Corporation
Clement P. Patafio	475 Steamboat Road Greenwich, Connecticut 06830	Vice President - Corporate Controller, W. R. Berkley Corporation

Executive Officers Not Otherwise Listed Above:

None

Nautilus Insurance Company

Name	Present Business Address	Present Principal Occupation
Directors:		
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 Treasurer W. R. Berkley Corporation
Robert C. Hewitt	475 Steamboat Road Greenwich, Connecticut 06830	Senior Vice President - Surplus Lines, W. R. Berkley Corporation

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Thomas M. Kuzma	7273 East Butherus Drive, Scottsdale, Arizona 85260	President and Chief Executive Officer
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Ira S. Lederman	475 Steamboat Road Greenwich, Connecticut 06830	Senior Vice President - Counsel and Corporate Secretary 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 Treasurer
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