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May 10, 1999 8:00 am
Secretary of State

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PROFIT CORPORATION ANNUAL REPORT 1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # 807069

1. Corporation Name
BANKERS LIFE AND CASUALTY COMPANY

Principal Place of Business
 222 MERCHANDISE MART PLAZA
 CHICAGO IL 60654-2014

Mailing Address
 11825 N. PENNSYLVANIA STREET
 DEPT. A2A
 CARMEL IN 46032
 US



DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified	
21		26	11815 N. Pennsylvania St.	07/06/1946	
Suite, Apt. #, etc.		Suite, Apt. #, etc.		4. FEI Number	
22		27	Dept. A2A	36-0770740	Applied For
City & State		City & State		5. Certificate of Status Desired <input type="checkbox"/>	
23		28	Carmel, IN	\$8.75 Additional Fee Required	
Zip	Country	Zip	Country	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	
24		29	46032	8. This corporation owes the current year Intangible Personal Property Tax. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
25		30			

9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent			
FLORIDA STATE INSURANCE COMMISSIONER AND TREASURER CAPITOL BUILDING TALLAHASSEE FL 32301				81	Name		
				82	Street Address (P.O. Box Number is Not Acceptable)		
				83			
				84	City	FL	85

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE _____ DATE _____
Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	D <input type="checkbox"/> DELETE	1.1 TITLE	COBD <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	HILBERT, STEPHEN C.	1.2 NAME	11815 N. Pennsylvania St.
STREET ADDRESS	11825 N. PENNSYLVANIA STREET	1.3 STREET ADDRESS	
CITY-ST-ZIP	CARMEL IN 46032	1.4 CITY-ST-ZIP	
TITLE	D <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	GOOD, LAURENCE	2.2 NAME	
STREET ADDRESS	222MERCHANDISE MART	2.3 STREET ADDRESS	Chicago, IL 60654
CITY-ST-ZIP	CHICAGO IL	2.4 CITY-ST-ZIP	
TITLE	EVPD <input type="checkbox"/> DELETE	3.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	DICK, ROLLIN M.	3.2 NAME	
STREET ADDRESS	11825 N. PENNSYLVANIA STREET	3.3 STREET ADDRESS	11815 N. Pennsylvania St.
CITY-ST-ZIP	CARMEL IN 46032	3.4 CITY-ST-ZIP	
TITLE	PD <input type="checkbox"/> DELETE	4.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	KILIAN, THOMAS J.	4.2 NAME	
STREET ADDRESS	11825 NORTH PENNSYLVANIA STREET	4.3 STREET ADDRESS	11815 N. Pennsylvania St.
CITY-ST-ZIP	CARMEL IN 46032	4.4 CITY-ST-ZIP	
TITLE	EVPS <input type="checkbox"/> DELETE	5.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SABL, JOHN J.	5.2 NAME	
STREET ADDRESS	11825 N. PENNSYLVANIA STREET	5.3 STREET ADDRESS	11815 N. Pennsylvania St.
CITY-ST-ZIP	CARMEL IN 46032	5.4 CITY-ST-ZIP	
TITLE	SVPT <input type="checkbox"/> DELETE	6.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	ADAMS, JAMES S.	6.2 NAME	
STREET ADDRESS	11825 N. PENNSYLVANIA STREET	6.3 STREET ADDRESS	11815 N. Pennsylvania St.
CITY-ST-ZIP	CARMEL IN 46032	6.4 CITY-ST-ZIP	

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address, with all other like empowered.

SIGNATURE: *Michael A. Colliflower* **MICHAEL A. COLLIFLOWER** 4/26/99 (317)817-6000
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (11/98)

807064
532111.90126.29

BANKERS LIFE AND CASUALTY COMPANY
OFFICERS AND DIRECTORS

<u>Name</u>	<u>Office</u>
Stephen C. Hilbert	Chairman of the Board, Director
Ngairé E. Cuneo	Director
Thomas J. Kilian	President, Director
* Robert G. Clancy	Director
Rollin M. Dick	Executive Vice President and Chief Financial Officer, Director
John J. Sabl	Executive Vice President, General Counsel and Secretary, Director
* Laurence Good	Director
* Robert J. Hughes	Senior Vice President, Finance
James S. Adams	Senior Vice President and Treasurer
David J. Barra	Senior Vice President, Finance
Robert E. Burkett, Jr.	Senior Vice President, Legal and Assistant Secretary
Michael A. Colliflower	Senior Vice President, Legal, Chief Compliance Officer and Assistant Secretary
Jon F. Davis	Senior Vice President, Actuarial
William T. Devanney, Jr.	Senior Vice President, Corporate Taxes
James S. Hawke	Senior Vice President, Actuarial
Ronald F. Ruhl	Senior Vice President, Chief Actuary
Mark Shaw	Senior Vice President, Actuarial
K. Lowell Short, Jr.	Senior Vice President, Controller
* Susan C. Morisato	Senior Vice President, Actuarial, Director
James M. Crafton	Vice President, Financial Reporting
James C. Crampton	Vice President, Corporate Taxes
Marcus A. Dallas	Vice President, Investment Accounting
* Helen L. Hoffman	Vice President, Actuarial
David D. Humm	Vice President, Corporate Taxes
Louis S. Kanowsky	Vice President, Statutory Reporting
Daniel M. Kiefer	Vice President, Accounting
Joseph L. Maverick	Vice President, Investment Officer
Dennis A. Taylor	Vice President, Financial Reporting
David A. White	Vice President, Marketing
Steven E. Willeke	Vice President, Financial Reporting
* Eugene J. Volk	Vice President and Assistant Secretary
Beth A. Eischeid	Second Vice President, Legal
Allan J. Heindl	Second Vice President, Product Approval and Compliance
Jill A. Kirk	Second Vice President, Actuarial
Ty V. Nguyen	Second Vice President, Accounting
* Edward J. King	Second Vice President, Product Approval and Compliance

The address for the Directors and Officers marked with * is 222 Merchandise Mart Plaza, Chicago, IL 60654.

The address for the remaining Directors and Officers is 11815 N. Pennsylvania Street, Carmel, IN 46032.