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May 01 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # 808874 (2)
 1. Corporation Name
USLIFE CREDIT LIFE INSURANCE COMPANY



Principal Place of Business 1000 WOODFIELD RD SCHAUMBURG IL 60173 US	Mailing Address 1000 WOODFIELD RD SCHAUMBURG IL 60173 US
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 03/20/1952	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number 36-1677770	Applied For <input type="checkbox"/> Not Applicable
22	City & State	27	City & State	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
23	Zip	28	Country	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
24	Country	29	Zip	30	Country
9. Name and Address of Current Registered Agent				8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

9. Name and Address of Current Registered Agent THE INSURANCE COMMISSIONER OF FLORIDA THE CAPITOL BUILDING TALLAHASSEE FL 32304				10. Name and Address of New Registered Agent	
				81	Name
				82	Street Address (P.O. Box Number is Not Acceptable)
				83	
				84	City
				FL	85 Zip Code

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

12. OFFICERS AND DIRECTORS			13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12		
TITLE	DP	<input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME	KEELER, W.M.		1.2 NAME		
STREET ADDRESS	1000 WOODFIELD ROAD		1.3 STREET ADDRESS		
CITY-ST-ZIP	SCHAUMBURG IL		1.4 CITY-ST-ZIP		
TITLE	D	<input checked="" type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition	
NAME	CROSBY, G.E., JR.		2.2 NAME	D'Agostino, James S, Jr.	
STREET ADDRESS	125 MAIDEN LANE		2.3 STREET ADDRESS	2929 Allen Parkway	
CITY-ST-ZIP	NEW YORK NY		2.4 CITY-ST-ZIP	Houston, TX 77019-2155	
TITLE	D	<input checked="" type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition	
NAME	HENDERSON, G. F.		3.2 NAME	Newton, Jon P.	
STREET ADDRESS	125 MAIDEN LANE		3.3 STREET ADDRESS	2929 Allen Parkway	
CITY-ST-ZIP	NEW YORK NY		3.4 CITY-ST-ZIP	Houston, TX 77019-2155	
TITLE	DV	<input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition	
NAME	STANKO, R. E.		4.2 NAME		
STREET ADDRESS	1000 WOODFIELD RD		4.3 STREET ADDRESS		
CITY-ST-ZIP	SCHAUMBURG IL		4.4 CITY-ST-ZIP		
TITLE	DV	<input checked="" type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition	
NAME	VALENTINE, J.S.		5.2 NAME	Devlin, Robert M.	
STREET ADDRESS	1000 WOODFIELD RD		5.3 STREET ADDRESS	2929 Allen Parkway	
CITY-ST-ZIP	SCHAUMBURG IL		5.4 CITY-ST-ZIP	Houston, TX 77019-2155	
TITLE	VS	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME	SANDERS, J.M.		6.2 NAME		
STREET ADDRESS	1000 WOODFIELD RD		6.3 STREET ADDRESS		
CITY-ST-ZIP	SCHAUMBURG IL		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

SIGNATURE: J.M. Sanders J. M. Sanders 4/23/98 847-517-6000

CR2E034 (10/97)

Attachment to Corporation Annual Report 1998

Block 12. Officers and Directors

D

Santillo, Carl J.
2929 Allen Parkway
Houston, TX 77019-2155

V

Compton, Larry A.
1000 Woodfield Road
Schaumburg, IL 60173-4793

V

Fagan, Joseph D.
1000 Woodfield Road
Schaumburg, IL 60173-4793

V

Thome, Alfred N.
1000 Woodfield Road
Schaumburg, IL 60173-4793

V

Carpenter, Henry A.
1000 Woodfield Road
Schaumburg, IL 60173-4793

V

Gass, Reed C.
1000 Woodfield Road
Schaumburg, IL 60173-4793