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Feb 10 1997 8:00am
Secretary of State

PROFIT CORPORATION
ANNUAL REPORT
1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # 822680 (5)
1. Corporation Name
INTERCONTINENTAL LIFE INSURANCE COMPANY



Principal Place of Business
701 BRAZOS ST., SUITE 1200
AUSTIN TX 78701

Mailing Address
701 BRAZOS ST., SUITE 1200
AUSTIN TX 78701-3232

3. Date Incorporated or Qualified: 04/21/1969
3a. Date of Last Report: 03/08/1996
4. FEI Number: 22-1769184
5. Certificate of Status Desired: Applied For, Not Applicable
6. Election Campaign Financing Trust Fund Contribution: \$8.75 Additional Fee Required, \$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes: Yes, No

2. Principal Place of Business
21 Suite, Apt. #, etc.
22 City & State
23 Zip
24 Country

2a. Mailing Address
26 Suite, Apt. #, etc.
27 City & State
28 Zip
29 Country

9. Name and Address of Current Registered Agent
THE INSURANCE COMMISSIONER
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
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 _____ DATE _____
(NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS

TITLE	NAME	STREET ADDRESS	CITY - ST - ZIP	DELETE
SVC	HOPKINS, DAVID CLARK	701 BRAZOS ST SUITE 1200	AUSTIN TX	<input checked="" type="checkbox"/>
EV	GRACE, JAMES M.	701 BRAZOS ST SUITE 1200	AUSTIN TX	<input type="checkbox"/>
EV	PAYNE, EUGENE	701 BRAZOS ST SUITE 1200	AUSTIN TX	<input type="checkbox"/>
SVAS	SCHMITT, STEVEN P.	701 BRAZOS ST SUITE 1200	AUSTIN TX	<input type="checkbox"/>
SV	FLERON, THEODORE A.	701 BRAZOS ST SUITE 1200	AUSTIN TX	<input type="checkbox"/>
				<input type="checkbox"/>

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE	NAME	STREET ADDRESS	CITY - ST - ZIP	Change	Addition
C/D/P	Mitte, Roy F.	701 Brazos Street, Suite 1200	Austin, Texas 78701	<input type="checkbox"/>	<input checked="" type="checkbox"/>
D/T/VP	Grace, James M.	701 Brazos Street, Suite 1200	Austin, Texas 78701	<input checked="" type="checkbox"/>	<input type="checkbox"/>
D/S/VP	Payne, Euginen E.	701 Brazos Street, Suite 1200	Austin, Texas 78701	<input checked="" type="checkbox"/>	<input type="checkbox"/>
D/VP	Schmitt, Steven P.	701 Brazos Street, Suite 1200	Austin, Texas 78701	<input checked="" type="checkbox"/>	<input type="checkbox"/>
VP	Fleron, Theodore A.	701 Brazos Street, Suite 1200	Austin, Texas 78701	<input checked="" type="checkbox"/>	<input type="checkbox"/>
D	Crowe, Joseph F.	701 Brazos Street, Suite 1200	Austin, Texas 78701	<input checked="" type="checkbox"/>	<input type="checkbox"/>

14. I do 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: 1-27-97 512-404-5040
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)

INTERCONTINENTAL LIFE INSURANCE COMPANY

Officers of the Company
as of
January 24, 1997

<u>Name</u>	<u>Title</u>
Roy F. Mitte	Chairman of the Board, President and Chief Executive Officer
James M. Grace	Executive Vice President, Chief Financial Officer, Treasurer and Assistant Secretary
Eugene E. Payne	Executive Vice President, Chief Operations Officer and Secretary
Jeffrey H. Demgen	Executive Vice President and Chief Sales and Marketing Officer
Dale E. Mitte	Senior Vice President and Chief Underwriter
Theodore A. Fleron	Senior Vice President, General Counsel and Assistant Secretary
Steven P. Schmitt	Senior Vice President and Assistant Secretary
David C. Hopkins	Senior Vice President and Controller
Thomas Richmond	Senior Vice President
Karl Baker	Senior Vice President and Chief Actuary
Paul Vandevere	Senior Vice President
John M. Welliver	Senior Vice President
Roberta A. Mitchell	Senior Vice President
John Peasley	Senior Vice President
Bradley A. Groff	Senior Vice President
Ricardo Cruz	Vice President
Peter Tritz	Vice President

Cindy Gunderson	Vice President
Robert Rue	Vice President
Richard Getter	Vice President
Cindy Hall-Davis	Vice President
Laurie Cleveland	Vice President
Sherry Jennings	Vice President

All share the following business address:

**701 Brazos Street, Suite 1200
Austin, Texas 78701**

INTERCONTINENTAL LIFE INSURANCE COMPANY

**Board of Directors
as of
January 24, 1997**

**Roy F. Mitte
Eugene E. Payne
Steven P. Schmitt**

**James M. Grace
Joseph F. Crowe
Dale E. Mitte**

All share the following business address:

**701 Brazos Street, 12th Floor
Austin, Texas 78701**

Richard Kosson

**Manheim, Kosson & Novick
90 Millburn Avenue
Millburn, New Jersey 07041**

Don Shuman

**Don Shuman Associates
130 Main Street
Flemington, New Jersey 08822**

W. Lewis Gilcrease

**119 W. San Antonio
San Marcos, Texas 78666**