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**Jan 29 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 # 834438 (4)

1. Corporation Name
USAA GENERAL INDEMNITY COMPANY



Principal Place of Business: **9800 FREDERICKSBURG RD SAN ANTONIO TX 78288 US**
Mailing Address: **9800 FREDERICKSBURG RD. SAN ANTONIO TX 78288-0001 US**

3. Date Incorporated or Qualified 05/28/1975	3a. Date of Last Report 02/27/1996
4. FEI Number 74-1718283	Applied For Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

2. Principal Place of Business	2a. Mailing Address
21. Suite, Apt. #, etc.	26. Suite, Apt. #, etc.
22. City & State	27. City & State
23. Zip	28. Zip
24. Country	30. Country

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

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	D <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	HACKER, BENJAMIN T	1.2 NAME	
STREET ADDRESS	9800 FREDICKSBURG ROAD	1.3 STREET ADDRESS	
CITY-ST-ZIP	SAN ANTONIO TX	1.4 CITY-ST-ZIP	
TITLE	CD <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	HERRES, ROBERT T.	2.2 NAME	
STREET ADDRESS	9800 FREDERICKSBURG RD.	2.3 STREET ADDRESS	
CITY-ST-ZIP	SAN ANTONIO, TX 00000	2.4 CITY-ST-ZIP	
TITLE	VD <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	LEWIS, JEFFREY A	3.2 NAME	
STREET ADDRESS	9800 FREDERICKSBURG ROAD	3.3 STREET ADDRESS	
CITY-ST-ZIP	SAN ANTONIO TX	3.4 CITY-ST-ZIP	
TITLE	PD <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	COONEY, WILSON C	4.2 NAME	
STREET ADDRESS	9800 FREDERICKSBURG RD	4.3 STREET ADDRESS	
CITY-ST-ZIP	SAN ANTONIO, TX 00000	4.4 CITY-ST-ZIP	
TITLE	SVD <input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BRADFORD, RICH W	5.2 NAME	
STREET ADDRESS	9800 FREDERICKSBURG ROAD	5.3 STREET ADDRESS	
CITY-ST-ZIP	SAN ANTONIO TX	5.4 CITY-ST-ZIP	
TITLE	VDT <input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	ROBLES, JOSUE JR.	6.2 NAME	
STREET ADDRESS	9800 FREDERICKSBURG RD	6.3 STREET ADDRESS	
CITY-ST-ZIP	SAN ANTONIO, TX 00000	6.4 CITY-ST-ZIP	

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 included 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: *Bradford W. Rich* **Bradford W. Rich** **1-13-97** **(210) 498-1888**

CR2E034 (9/96)

USAA GENERAL INDEMNITY COMPANY

12. (Continued)

Directors

John E. Ryan, Jr.
9800 Fredericksburg Rd.
San Antonio, TX 78288

Edward L. Schrenk
9800 Fredericksburg Rd.
San Antonio, TX 78288

Robert G. Davis
9800 Fredericksburg Rd.
San Antonio, TX 78288

Steven F. Goldberg
9800 Fredericksburg Rd.
San Antonio, TX 78288

Vice Presidents

John E. Ryan, Jr.
9800 Fredericksburg Rd.
San Antonio, TX 78288

Edward L. Schrenk
9800 Fredericksburg Rd.
San Antonio, TX 78288

Ronald W. Holtkamp
9800 Fredericksburg Rd.
San Antonio, TX 78288

Richard B. Fowler
2241 Harvard St.
Sacramento, CA 95815

John Earl King
9800 Fredericksburg Rd.
San Antonio, TX 78288

Michael J. Quinlan
1855 Telstar Dr.
Colorado Springs, CO 80920-9936

John J. Wolcott
5800 Northampton Blvd.
Norfolk, VA 23502-5514

Steven F. Goldberg
9800 Fredericksburg Rd.
San Antonio, TX 78288

Thomas V. Draude
17200 Commerce Park Blvd.
Tampa, FL 33647

Rudolph Ostovich, III
9800 Fredericksburg Rd.
San Antonio, TX 78288