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May 20 1997 8:00am  
Secretary of State

NONPROFIT  
CORPORATION  
ANNUAL REPORT  
1997



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

DOCUMENT # F96000001205 (1)

1. Corporation Name

USA GROUP GUARANTEE SERVICES, INC.



Principal Place of Business

Mailing Address

11100 USA PKWY  
FISHERS IN 48038

11100 USA PKWY  
FISHERS IN 48038-9203

3. Date Incorporated or Qualified  
03/08/1996

3a. Date of Last Report

2. Principal Place of Business

2a. Mailing Address

21 30 South Meridian Street

26 30 South Meridian ST.

4. FEI Number  
35-1853518

Applied For  
Not Applicable

22 Suite, Apt. #, etc.

27 Suite, Apt. #, etc.

5. Certificate of Status Desired

\$8.75 Additional  
Fee Required

23 City & State

28 City & State

Indianapolis, IN

INDIANAPOLIS, IN

6. Election Campaign Financing  
Trust Fund Contribution

\$5.00 May Be  
Added to Fees

24 Zip

25 Country

29 Zip

30 Country

46204

46204

8. This corporation has liability for intangible tax under s. 199.032,  
Florida Statutes  Yes  No

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

C T CORPORATION SYSTEM  
1200 SOUTH PINE ISLAND ROAD  
PLANTATION FL 33324

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 617.0502 and 617.1508, 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 617.0503, 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 VCFO  DELETE  
NAME LINTZENICH, JAMES C  
STREET ADDRESS 11100 USA PKWY  
CITY-ST-ZIP FISHERS IN 48038

1.1 TITLE EVP/D  Change  Addition  
1.2 NAME  
1.3 STREET ADDRESS 30 SOUTH MERIDIAN ST.  
1.4 CITY-ST-ZIP INDIANAPOLIS, IN 46204

TITLE D  DELETE  
NAME MOORE, ROBERT D  
STREET ADDRESS 11100 USA PKWY  
CITY-ST-ZIP FISHERS IN 48038

2.1 TITLE  Change  Addition  
2.2 NAME SEE ATTACHED LIST  
2.3 STREET ADDRESS FOR ADDITIONAL DIRECTORS/OFFICERS  
2.4 CITY-ST-ZIP

TITLE CD  DELETE  
NAME NICHOLSON, ROY A  
STREET ADDRESS 11100 USA PKWY  
CITY-ST-ZIP FISHERS IN 48038

3.1 TITLE AS  Change  Addition  
3.2 NAME STEVEN M. BROWN  
3.3 STREET ADDRESS 30 SOUTH MERIDIAN ST.  
3.4 CITY-ST-ZIP INDIANAPOLIS, IN 46204

TITLE PCEO  DELETE  
NAME POLLACK, EDWARD E  
STREET ADDRESS 11100 USA PKWY  
CITY-ST-ZIP FISHERS IN 48038

4.1 TITLE PICEO/D  Change  Addition  
4.2 NAME  
4.3 STREET ADDRESS 30 SOUTH MERIDIAN ST  
4.4 CITY-ST-ZIP INDIANAPOLIS, IN 46204

TITLE VD  DELETE  
NAME SCHMIDT, EDWARD R  
STREET ADDRESS 11100 USA PKWY  
CITY-ST-ZIP FISHERS IN 48038

5.1 TITLE EVP/GEN. COUNSEL/S/D  Change  Addition  
5.2 NAME  
5.3 STREET ADDRESS 30 SOUTH MERIDIAN ST.  
5.4 CITY-ST-ZIP INDIANAPOLIS, IN 46204

TITLE VT  DELETE  
NAME MAAS, J. DAVID  
STREET ADDRESS 11100 USA PKWY  
CITY-ST-ZIP FISHERS IN 48038

6.1 TITLE SVP/IT  Change  Addition  
6.2 NAME  
6.3 STREET ADDRESS 30 SOUTH MERIDIAN ST.  
6.4 CITY-ST-ZIP INDIANAPOLIS, IN 46204

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 617, Florida Statutes, and that my name appears in Block 12 or Block 13 if changed, on an attachment with an address.

SIGNATURE:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR  
ASST. SECRETARY 4/29/97 (87)849-6510

CR2E037 (9/96)

Revised 3/97

USA Group Guarantee Services, Inc.

Board of Directors

	<u>Date Term Expires</u>
James C. Lintzenich	01/99
Edward E. Pollack	01/99
Edward R. Schmidt	01/99

Officers of the Corporation (elected on 02/04/97 for a one-year term):

Edward E. Pollack, President and Chief Executive Officer  
James C. Lintzenich, EVP  
Edward R. Schmidt, EVP, General Counsel and Secretary  
J. David Maas, SVP and Treasurer  
Carl C. Dalstrom, SVP  
Robert J. Grennes, Jr., SVP  
Cheryl S. Lanza, SVP  
Robert R. Meck, SVP  
Vincent J. Otto, SVP and Chief Financial Officer  
M. Lynn Ross, SVP  
Robert L. Zier, SVP  
Gregory A. Ayres, VP  
John F. Crowe, VP

Denise B. Feser, VP  
Jeffrey E. Good, VP  
Deborah S. Gossman, VP  
Stephen C. Ham, VP  
Mark S. Jacobs, VP  
Jonathan E. Kroehler, VP  
Barbara A. McCarty, VP  
Deborah L. McCloud, VP  
John D. Pittman, VP  
Cheryl L. Pearson, VP  
Thomas A. Quinn, VP  
Gary R. Rohmann, VP  
Larry L. Viterna, VP  
Dennis K. Wentworth, VP  
Steven M. Brown, Asst. Secretary

Address for above officers is: 30 South Meridian Street  
Indianapolis, IN 46204-3503