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Mar 24 1998 8:00am
Secretary of State

NONPROFIT CORPORATION ANNUAL REPORT 1998		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: **30 SOUTH MERIDIAN ST. INDIANAPOLIS IN 46204 US**

Mailing Address: **30 SOUTH MERIDIAN ST INDIANAPOLIS IN 46204 US**

2. Principal Place of Business	2a. Mailing Address
21. Suite, Apt. #, etc.	26. Suite, Apt. #, etc.
22. City & State	27. Attn: Legal Dept., H773
23. Zip	28. City & State
24. 46204-3503	29. Zip
25. Country	30. Country
	29. 46204-3503

3. Date Incorporated or Qualified	03/08/1996
4. FEI Number	35-1853518
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
7. Is this nonprofit corporation a homeowners association?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
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

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

10. Name and Address of New Registered Agent

81. Name	
82. Street Address (P.O. Box Number is Not Acceptable)	
83. City	
84. State	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 _____ 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	EVPD	1.1 TITLE	C/P/CEO/D <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	LINTZENICH, JAMES C	1.2 NAME	LINTZENICH, JAMES C.
STREET ADDRESS	30 SOUTH MERIDIAN ST	1.3 STREET ADDRESS	30 South Meridian Street
CITY-ST-ZIP	INDIANAPOLIS IN	1.4 CITY-ST-ZIP	Indianapolis, IN 46204-3503
TITLE	D <input checked="" type="checkbox"/> DELETE	2.1 TITLE	
NAME	LINTZENICH, JAMES C	2.2 NAME	
STREET ADDRESS	30 SOUTH MERIDIAN ST	2.3 STREET ADDRESS	
CITY-ST-ZIP	INDIANAPOLIS IN	2.4 CITY-ST-ZIP	
TITLE	AS <input type="checkbox"/> DELETE	3.1 TITLE	
NAME	BROWN, STEVEN M	3.2 NAME	
STREET ADDRESS	30 SOUTH MERIDIAN ST	3.3 STREET ADDRESS	
CITY-ST-ZIP	INDIANAPOLIS IN	3.4 CITY-ST-ZIP	
TITLE	PCED <input type="checkbox"/> DELETE	4.1 TITLE	D <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	POLLACK, EDWARD E	4.2 NAME	POLLACK, EDWARD E.
STREET ADDRESS	30 SOUTH MERIDIAN ST	4.3 STREET ADDRESS	30 South Meridian Street
CITY-ST-ZIP	INDIANAPOLIS IN	4.4 CITY-ST-ZIP	Indianapolis, IN 46204-3503
TITLE	SDPV <input type="checkbox"/> DELETE	5.1 TITLE	S/EVP/D/GenCns1 <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SCHMIDT, EDWARD R	5.2 NAME	SCHMIDT, EDWARD R.
STREET ADDRESS	30 SOUTH MERIDIAN ST	5.3 STREET ADDRESS	30 South Meridian Street
CITY-ST-ZIP	INDIANAPOLIS IN	5.4 CITY-ST-ZIP	Indianapolis, IN 46204-3503
TITLE	SVPT <input type="checkbox"/> DELETE	6.1 TITLE	
NAME	MAAS, J. DAVID	6.2 NAME	
STREET ADDRESS	30 SOUTH MERIDIAN ST	6.3 STREET ADDRESS	
CITY-ST-ZIP	INDIANAPOLIS IN	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)(l), 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 or on an attachment with an address. Please see attached list.

SIGNATURE: _____ **3-10-98** 317/849-6510

CR2E037 (10/97)

USA Group Guarantee Services, Inc.

Board of Directors

	<u>Date First Elected</u>	<u>Date Elected to Current Term</u>	<u>Date Term Expires</u>
Carl C. Dalstrom	01/30/98	01/30/98	01/01
Robert J. Grennes, Jr.	07/14/97	01/30/98*	01/01
James C. Lintzenich	04/21/92	01/23/96	01/99
June M. McCormack	01/30/98	01/30/98	01/01
Vincent J. Otto	01/30/98	01/30/98	01/01
Edward E. Pollack	04/21/92	01/23/96	01/99
Edward R. Schmidt	04/21/92	01/23/96	01/99

*Elected to first full term

Officers of the Corporation (elected on 02/24/98 for a one-year term):

James C. Lintzenich, Chairman, President and Chief Executive Officer	Gregory A. Ayers, VP
Carl C. Dalstrom, EVP and Chief Operating Officer	John F. Crowe, VP
June M. McCormack, EVP	Stephen C. Ham, VP
Vincent J. Otto, EVP and Chief Financial Officer	Mark S. Jacobs, VP
Edward R. Schmidt, EVP, General Counsel and Secretary	Jonathan E. Kroehler, VP
Robert J. Grennes, Jr., SVP	Barbara A. McCarty, VP
Cheryl S. Lanza, SVP	Deborah L. McCloud, VP
J. David Maas, SVP and Treasurer	Mark P. Nondorf, VP & Controller
Robert L. Zier, SVP	John D. Pittman, VP
	Cheryl L. Pearson, VP
	Edward F. Strack, VP
	Steven M. Brown, Asst. Secretary

Address for Directors & Officers Listed Above: 30 South Meridian Street
Indianapolis, IN 46204-3503