

FILE NOW: FILING FEE AFTER MAY 1 IS \$550.00

PROFIT
CORPORATION
ANNUAL REPORT
1997



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

FILED
Apr 04 1997 8:00am
Secretary of State

DOCUMENT # 808565 (6)

1. Corporation Name

THE GREAT-WEST LIFE ASSURANCE COMPANY

Principal Place of Business

8515 E. ORCHARD ROAD
ENGLEWOOD CO 80111

Mailing Address

8515 E. ORCHARD ROAD
ENGLEWOOD CO 80111-5097



2. Principal Place of Business

21 State, Apt. #, etc.

22 City & State

23 Zip Country

24

2a. Mailing Address

26 Suite, Apt. #, etc.

27 City & State

28 Zip Country

29 30

3. Date Incorporated or Qualified

05/14/1951

3a. Date of Last Report

03/05/1996

4. FEI Number

98-0000673

Applied For

Not Applicable

5. Certificate of Status Desired

\$8.75 Additional
Fee Required

6. Election Campaign Financing
Trust Fund Contribution

\$5.00 May Be
Added to Fees

8. This corporation has liability for intangible tax under s. 199.032,
Florida Statutes

Yes No

9. Name and Address of Current Registered Agent

INSURANCE COMMISSIONER
CAPITOL BUILDING
TALLAHASSEE FL 32399-0300

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 of officer or director of corporation or registered agent, if applicable

(NOTE: Registered Agent signature required when registering)

DATE

12. OFFICERS AND DIRECTORS

TITLE	NAME	STREET ADDRESS	CITY-ST-ZIP	TITLE	NAME	STREET ADDRESS	CITY-ST-ZIP
	C	BURNS, J. W.	70 RIDGEDALE CRESCENT WINNIPEG, MAN. CANADA R3R0B1	<input type="checkbox"/> DELETE			
	D	DACKOW, O.T.	65 INDIGO WAY CASTLE ROCK CO	<input type="checkbox"/> DELETE			
	D	HART, N.B.	2552 E ALAMEDA AVE DENVER CO 80209	<input type="checkbox"/> DELETE			
	PD	MCFEETERS, R.S.L.	22 DUMBARTON BLVD WINNEPEG MA	<input type="checkbox"/> DELETE			
	PD	MCCALLUM, W. T.	8001 S YOSEMITE E102 ENGLEWOOD CA	<input type="checkbox"/> DELETE			
	V	MORRISON, D.E.	176 HARVARD AVE. WINNIPEG, MAN. CANADA R3N0K6	<input type="checkbox"/> DELETE			

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	1.2 NAME	1.3 STREET ADDRESS	1.4 CITY-ST-ZIP	2.1 TITLE	2.2 NAME	2.3 STREET ADDRESS	2.4 CITY-ST-ZIP
<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition		751 VICTORIA SQUARE MONTREAL QUEBEC CANADA H2Y 2J3		<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition		8515 E. ORCHARD ROAD ENGLEWOOD CO 80111	
<input type="checkbox"/> Change <input type="checkbox"/> Addition				<input type="checkbox"/> Change <input type="checkbox"/> Addition			
<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition		100 OSBORNE STREET NORTH WINNIPEG MANITOBA CANADA R3C 3A5		<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition		8515 E. ORCHARD ROAD ENGLEWOOD CO 80111	
<input type="checkbox"/> Change <input type="checkbox"/> Addition				<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition		100 OSBORNE STREET NORTH WINNIPEG MANITOBA CANADA R3C 3A5	

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: *D.C. Lennox*

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

D.C. LENNOX

3-27-97 (303) 689-5201

Date

Daytime Phone #

CR2E034 (9/96)