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FILED
May 02 1997 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1997



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

DOCUMENT # P14401 (4)
1. Corporation Name

AAL CAPITAL MANAGEMENT CORPORATION

Principal Place of Business
222 WEST COLLEGE AVENUE
APPLETON WI 54919

Mailing Address
222 WEST COLLEGE AVENUE
APPLETON WI 54911-5827



3. Date Incorporated or Qualified 05/11/1987
3a. Date of Last Report 04/16/1996

2. Principal Place of Business	2a. Mailing Address	4. FEI Number	Applied For
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.	39-1559375	Not Applicable
22 City & State	27 City & State	5. Certificate of Status Desired	\$8.75 Additional Fee Required
23 Zip	28 Zip	6. Election Campaign Financing Trust Fund Contribution	\$5.00 May Be Added to Fees
24 Country	29 Country	8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes	Yes No

9. Name and Address of Current Registered Agent

CT CORPORATION SYSTEM
1200 S. 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
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 _____ (NOTE: Registered Agent signature required when reinstating) _____ DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	VP	1.1 TITLE	Change Addition
NAME	ROTH, ROBERT M.	1.2 NAME	
STREET ADDRESS	940 EAST CAPITAL DRIVE	1.3 STREET ADDRESS	
CITY-ST-ZIP	APPLETON WI	1.4 CITY-ST-ZIP	See Attached
TITLE	VSD	2.1 TITLE	Change Addition
NAME	SAME, ROBERT G.	2.2 NAME	
STREET ADDRESS	1125 BRIARCLIFF DRIVE	2.3 STREET ADDRESS	
CITY-ST-ZIP	APPLETON WI	2.4 CITY-ST-ZIP	
TITLE	VT	3.1 TITLE	Change Addition
NAME	GALLAGHER, TERRANCE P.	3.2 NAME	
STREET ADDRESS	1115 SUNSET AVENUE	3.3 STREET ADDRESS	
CITY-ST-ZIP	APPLETON WI	3.4 CITY-ST-ZIP	
TITLE	V	4.1 TITLE	Change Addition
NAME	THOMAS, JOSEPH A.	4.2 NAME	
STREET ADDRESS	1112 E MOORPARK AVE	4.3 STREET ADDRESS	
CITY-ST-ZIP	APPLETON WI	4.4 CITY-ST-ZIP	
TITLE	S	5.1 TITLE	Change Addition
NAME	PODELL, KENNETH E. (AST)	5.2 NAME	
STREET ADDRESS	RT. 1, BOX 135	5.3 STREET ADDRESS	
CITY-ST-ZIP	SHIOCTON WI	5.4 CITY-ST-ZIP	
TITLE	PD	6.1 TITLE	Change Addition
NAME	SPENCE, H. MICHAEL	6.2 NAME	
STREET ADDRESS	1520 OAKCREST COURT	6.3 STREET ADDRESS	
CITY-ST-ZIP	APPLETON WI	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 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 _____ DATE 4-24-97 (414) 324-5704

CR2E034 (9/96)

AAL Capital Management Corporation
(A Delaware Corporation)

OFFICERS AND DIRECTORS*

Effective as of Decembr 1, 1996

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
H. Michael Spence 519-38-2243	Director, President	1520 Oakcrest Court Appleton, WI 54914
Robert G. Same 055-36-4055	Director, Senior Vice President and Secretary	1125 Briarcliff Drive Appleton, WI 54915
Terrance P. Gallagher 354-56-4262	Director, Sr. Vice President and Chief Financial Officer	316 Peppercorn Drive Appleton, WI 54915
Robert M. Roth 521-66-6896	Senior Vice President	940 East Capital Drive Appleton, WI 54911
Stanley H. Herman 500-48-3632	Senior Vice President	1427 Hidden Oaks Cir. Corinth, TX 76205
Joseph A. Thomas 572-64-2915	Vice President	1823 Silvercrest Drive Appleton, WI 54911
Anthony A. De Angelis 397-34-3880	Vice President	15 Springbrook Cercle Dr. Appleton, WI 54915
Lori T. Richardson 481-92-2688	Vice President	W6017 Pearl Street Appleton, WI 54915
William M. Ruffell 521-62-5489	Vice President	1193 Salt Marsh Circle Pointe Vedra Beach, FL 32082
Paul M. Stadler 392-62-1466	Assistant Vice President	W5856 Royal Troon Drive Menasha, WI 54952-9740
Byron C. Vielehr 259-88-1578	Assistant Vice President	510 Plummers Harbor Rd. Neenah, WI 54956

AAL Capital Management Corporation--continued
(A Delaware Corporation)

OFFICERS AND DIRECTORS*

Effective as of December 1, 1996

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
Joseph F. Wreschnig 399-54-4524	Assistant Vice President and Assistant Secretary	803 W. Summer Street Appleton, WI 54914
Charles A. Friedman 054-38-1470	Assistant Vice President	1150 West Cecil Street Neenah, WI 54956
Charles D. Gariboldi, Jr. 031-52-5909	Assistant Vice President	1427 W. Seneca Drive Appleton, WI 54915
Wendy S. Schmidt 392-72-5833	Assistant Vice President	215 Crescent Drive Neenah, WI 54956
Kenneth E. Podell 317-48-2207	Assistant Secretary	N8073 State Rd. 187 Shiocton, WI 54170
James H. Abitz 389-42-3371	Director	4124 Wedgewood Drive Appleton, WI 54915
Ronald G. Anderson 392-48-3886	Chairman/Director	3611 N. Rankin Street Appleton, WI 54911
Woodrow E. Eno 506-58-2497	Director	109 Pine Court Appleton, WI 54915
Jerome H. Laubenstein 391-30-3892	Director	3514 E. Lexington Drive Appleton, WI 54915
Kevin J. Van Eron 215-72-5902	Director	1511 Briarcliff Drive Appleton, WI 54915
Steven A. Weber 388-48-2836	Director	6 Brentwood Lane Appleton, WI 54915

*Terms expire when Successors are named or as of earlier resignation or removal.