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Mar 20 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 # **800831** (0)
 1. Corporation Name
SHENANDOAH LIFE INSURANCE COMPANY



Principal Place of Business
**2301 BRAMBLETON AVE., S.W.
 ROANOKE VA 24015**

Mailing Address
**2301 BRAMBLETON AVE., S.W.
 ROANOKE VA 24015-4701**

2. Principal Place of Business
 21 State, Apt. #, etc.
 22 City & State
 23 Zip Country
 24

2a. Mailing Address
 26 State, Apt. #, etc.
 27 City & State
 28 Zip Country
 29

3. Date Incorporated or Qualified **03/31/1915** 3a. Date of Last Report **03/18/1996**
 4. FEI Number **54-0377280** 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
 THE CAPITOL BLDG.
 TALLAHASSEE FL**

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 (433) Registered Agent's signature required when re-registering. DATE

12. OFFICERS AND DIRECTORS
 12.1 TITLE VS DELETE
 NAME PEACE, JOHN C.
 STREET ADDRESS 6224 MERRIMAN RD SW
 CITY-STATE-ZIP ROANOKE-VA-
 TITLE V DELETE
 NAME BELL, MICHAEL G.
 STREET ADDRESS 6700 MASON KNOB TRAIL
 CITY-STATE-ZIP ROANOKE VA
 TITLE V DELETE
 NAME BERRY, GENE P.
 STREET ADDRESS 5976 SCOTFOR COURT
 CITY-STATE-ZIP ROANOKE VA
 TITLE V DELETE
 NAME HARSHAW, JAMES E.
 STREET ADDRESS 5107 HUNTING HILLS DRIVE, SW
 CITY-STATE-ZIP ROANOKE VA
 TITLE P DELETE
 NAME CLARK, ROBERT W.
 STREET ADDRESS 5458 PERGRINE CREST CIRCLE
 CITY-STATE-ZIP ROANOKE VA
 TITLE DELETE

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12
 13.1 TITLE Change Addition
 13.2 NAME
 13.3 STREET ADDRESS 7320 Merriman Road
 13.4 CITY-STATE-ZIP Boones Mill, VA 24065
 21 TITLE Change Addition
 22 NAME
 23 STREET ADDRESS
 24 CITY-STATE-ZIP
 31 TITLE Change Addition
 32 NAME
 33 STREET ADDRESS
 34 CITY-STATE-ZIP
 41 TITLE Change Addition
 42 NAME
 43 STREET ADDRESS
 44 CITY-STATE-ZIP
 51 TITLE Change Addition
 52 NAME
 53 STREET ADDRESS
 54 CITY-STATE-ZIP
 61 TITLE Change Addition
 62 NAME
 63 STREET ADDRESS **SEE ATTACHED LISTING**
 64 CITY-STATE-ZIP

14. I 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, unchanged, or in an attachment with an address.

SIGNATURE: *John C. Peace* JOHN C. PEACE, SECRETARY 3/12/97 (540) 985-4237
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Telephone Number

CR2E034 (9/96)

SHENANDOAH LIFE INSURANCE COMPANY

Street Address: 2301 Brambleton Avenue, SW, Roanoke, VA 24015

Mailing Address: PO Box 12847, Roanoke, VA 24029-2847

OFFICERS

(Residence Address)

Robert W. Clark	President and Chief Executive Officer	5458 Peregrine Crest Circle, Roanoke, VA 24014
Edward I. Machado	Senior Vice President and Chief Financial Officer	3631 Wellington Drive, SE, Roanoke, VA 24014
Michael G. Bell	Vice President -- Individual Insurance Services	6700 Mason Knob Trail, Roanoke, VA 24018
Gene P. Berry	Vice President -- Information Systems and Services	5976 Scottford Court, Roanoke, VA 24018
Michael W. Coffman	Vice President and Controller	6625 Circleview Drive, SW, Roanoke, VA 24014
Pearl H. Gearhart	Vice President -- Human Resources	116 Heatherwood Lane, Salem, VA 24153
James E. Harshaw	Vice President -- Group Marketing and Sales	5107 Hunting Hills Drive, SW, Roanoke, VA 24014
Donald M. Kinzer	Vice President and Chief Investment Officer	8242 Loman Drive, NW, Roanoke, VA 24019
John C. Peace	Vice President, General Counsel and Secretary	7320 Merriman Road, Boones Mill, VA 24065
Mary Ann H. Peltier	Vice President and Chief Actuary	6710 Hidden Woods Drive, Roanoke, VA 24018
James D. Smith	Vice President -- Group Operations	4459 Brentwood Court, Roanoke, VA 24018

Business Address for All Officers: P. O. Box 12847, Roanoke, VA 24029-2847

DIRECTORS

(Business Mailing Address)

Robert W. Clark	P. O. Box 12847, Roanoke, VA 24029-2847
Warner Dalhouse	Route 3, Box 447, Moneta, VA 24121
Gordon K. Davies	101 N. 14th Street, 9th Floor, Richmond, VA 23219
Ralph B. Everett	1299 Pennsylvania Avenue, 10th Floor, Washington, DC 20004-2400
Elizabeth G. Helm	3111 Fairmont Avenue, Winchester, VA 22601
William E. Lavery	509 Preston Avenue, Blacksburg, VA 24060
Thomas L. Robertson	P. O. Box 13727, Roanoke, VA 24036-3727
William C. Stott, Jr.	P. O. Box 259, Point Harbor, NC 27964
Nicholas F. Taubman	P. O. Box 2710, Roanoke, VA 24001
Joseph H. Vipperman	215 North Front Street, Columbus, OH 43215
Henry C. Wolf	Three Commercial Place, 19th Floor, Norfolk, VA 23510-2191