

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

**FILED**  
**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 \_\_\_\_\_ (403) Registered Agent's signature required when re-registering. DATE \_\_\_\_\_

12. OFFICERS AND DIRECTORS

TITLE	VS	<input type="checkbox"/> DELETE
NAME	PEACE, JOHN C.	
STREET ADDRESS	6224 MERRIMAN RD SW	
CITY-STATE-ZIP	ROANOKE-VA-	
TITLE	V	<input type="checkbox"/> DELETE
NAME	BELL, MICHAEL G.	
STREET ADDRESS	6700 MASON KNOB TRAIL	
CITY-STATE-ZIP	ROANOKE VA	
TITLE	V	<input type="checkbox"/> DELETE
NAME	BERRY, GENE P.	
STREET ADDRESS	5976 SCOTFOR COURT	
CITY-STATE-ZIP	ROANOKE VA	
TITLE	V	<input type="checkbox"/> DELETE
NAME	HARSHAW, JAMES E.	
STREET ADDRESS	5107 HUNTING HILLS DRIVE, SW	
CITY-STATE-ZIP	ROANOKE VA	
TITLE	P	<input type="checkbox"/> DELETE
NAME	CLARK, ROBERT W.	
STREET ADDRESS	5458 PERGRINE CREST CIRCLE	
CITY-STATE-ZIP	ROANOKE VA	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	7320 Merriman Road
1.4 CITY-STATE-ZIP	Boones Mill, VA 24065
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-STATE-ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-STATE-ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-STATE-ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-STATE-ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	SEE ATTACHED LISTING
6.4 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 Prefix #

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