

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

FILED
Apr 22, 1999 8:00 am
Secretary of State

04-22-1999 90158 024 ***150.00

PROFIT CORPORATION
 ANNUAL REPORT
 1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # 800831

1. Corporation Name
SHENANDOAH LIFE INSURANCE COMPANY



DO NOT WRITE IN THIS SPACE

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

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

3. Date Incorporated or Qualified
03/31/1915

4. FEI Number
54-0377280

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 owes the current year Intangible Personal Property Tax. Yes No

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

2a. Mailing Address
 26 Suite, Apt. #, etc.
 27 City & State
 28 Zip Country
 29 30

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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS

TITLE	VS	<input checked="" type="checkbox"/> DELETE
NAME	PEACE, JOHN C.	
STREET ADDRESS	7320 MERRIMAN RD	
CITY-ST-ZIP	BOONES MILL VA	
TITLE	V	<input type="checkbox"/> DELETE
NAME	BERRY, GENE P.	
STREET ADDRESS	5976 SCOTFORD COURT	
CITY-ST-ZIP	ROANOKE VA	
TITLE	VP	<input type="checkbox"/> DELETE
NAME	HENSON, JIM L.	
STREET ADDRESS	1628 STRAWBERRY MOUNTAIN DR	
CITY-ST-ZIP	ROANOKE VA 24018	
TITLE	P	<input type="checkbox"/> DELETE
NAME	CLARK, ROBERT W.	
STREET ADDRESS	5458 PERGRINE CREST CIRCLE	
CITY-ST-ZIP	ROANOKE VA	
TITLE	VP	<input type="checkbox"/> DELETE
NAME	MACHADO, EDWARD J.	
STREET ADDRESS	3631 WELLINGTON DR, SE	
CITY-ST-ZIP	ROANOKE VA 24014	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	VS	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	KRONAU, KATHLEEN M.	
1.3 STREET ADDRESS	6042 FLAMINGO DR.	
1.4 CITY-ST-ZIP	ROANOKE, VA 24018	
2.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME		
2.3 STREET ADDRESS		
2.4 CITY-ST-ZIP		
3.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME		
3.3 STREET ADDRESS		
3.4 CITY-ST-ZIP		
4.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME		
4.3 STREET ADDRESS		
4.4 CITY-ST-ZIP		
5.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME		
5.3 STREET ADDRESS		
5.4 CITY-ST-ZIP		
6.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME		
6.3 STREET ADDRESS		
6.4 CITY-ST-ZIP		

SEE ATTACHED LISTING FOR ADDITIONAL OFFICERS & DIRECTORS

14. I 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, with all other like empowered.

SIGNATURE: *Kathleen M. Kronau* **Kathleen M. Kronau** 4/15/99 540-985-4226

CR2E034 (11/98)

800831
389799-90158-24

SHENANDOAH LIFE INSURANCE COMPANY
Street Address: 2301 Brambleton Avenue, SW, Roanoke, VA 24015
Mailing Address: PO Box 12847, Roanoke, VA 24029-2847

OFFICERS

Robert W. Clark	President and Chief Executive Officer	5458 Peregrine Crest Circle, Roanoke, VA 24014
Jim L. Henson	Senior Vice President and Chief Marketing Officer, Individual	1628 Strawberry Mountain Drive, Roanoke, VA 24018
Edward J. Machado	Senior Vice President and Chief Financial Officer	3631 Wellington Drive, SE, Roanoke, VA 24014
Gene P. Berry	Vice President -- Individual Insurance Services and Chief Information Officer	5976 Scottford Court, Roanoke, VA 24018
Michael W. Coffman	Vice President and Controller	6625 Circleview Drive, SW, Roanoke, VA 24014
Donald M. Kinzer	Vice President and Chief Investment Officer	8242 Loman Drive, NW, Roanoke, VA 24019
Kathleen M. Kronau	Vice President, General Counsel and Secretary	6042 Flamingo Drive, SW, Roanoke, VA 24018
Richard J. Lorenz	Vice President -- Group Operations	5104 Carter Grove Circle, Roanoke, VA 24012
Mary Ann H. Peltier	Vice President and Chief Actuary	6710 Hidden Woods Drive, Roanoke, VA 24018
Todd A. Putney	Vice President -- Human Resources	2301 Avenham Avenue, SW, Roanoke, VA 24014

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

(Residence Address)

DIRECTORS

(Business Mailing Address)

Robert W. Clark	P.O. Box 12847, Roanoke, VA 24029-2847
Warner Dalhouse	460 Tranquility Road, Moneta, VA 24121
Gordon K. Davies	1024 Capital Center Drive, Suite 320, Frankfort, KY 40601-8204
Ralph B. Everett	1299 Pennsylvania Avenue, 10th Floor, Washington, DC 20004-2400
Elizabeth G. Helm	311 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	1 Riverside Plaza, 30th Floor, Columbus, OH 43215-2373
Henry C. Wolf	Three Commercial Place, 19th Floor, Norfolk, VA 23510-2191