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**Apr 04 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 # 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**

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

2. Principal Place of Business: **21** State, Apt. #, etc.: **26** Mailing Address: Suite, Apt. #, etc.: **27**

City & State: **22** City & State: **27**

Zip: **23** Country: **24** Zip: **29** Country: **30**

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 _____ (NOTE: Registered Agent's signature required when resigning) DATE _____

12. OFFICERS AND DIRECTORS

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

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	751 VICTORIA SQUARE
1.4 CITY-ST-ZIP	MONTREAL QUEBEC CANADA H2Y 2J3
2.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	8515 E. ORCHARD ROAD
2.4 CITY-ST-ZIP	ENGLEWOOD CO 80111
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 checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	100 OSBORNE STREET NORTH
4.4 CITY-ST-ZIP	WINNIPEG MANITOBA CANADA R3C 3A5
5.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	8515 E. ORCHARD ROAD
5.4 CITY-ST-ZIP	ENGLEWOOD CO 80111
6.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	100 OSBORNE STREET NORTH
6.4 CITY-ST-ZIP	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* **D.C. LENNOX** 3-27-97 (303) 689-5201

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)