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**Apr 10 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 # **808874** (2)
1. Corporation Name
USLIFE CREDIT LIFE INSURANCE COMPANY



Principal Place of Business: 1000 WOODFIELD RD, SCHAUMBURG IL 60173 US
Mailing Address: 1000 WOODFIELD RD, SCHAUMBURG IL 60173-4728 US

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified	3a. Date of Last Report
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	03/20/1952	04/09/1996
22	City & State	27	City & State	4. FEI Number	Applied For
23	Zip	28	Zip	36-1677770	Not Applicable
24	Country	29	Country	5. Certificate of Status Desired	\$8.75 Additional Fee Required
25		30		<input type="checkbox"/>	\$5.00 May Be Added to Fees
9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent	

THE INSURANCE COMMISSIONER OF FLORIDA THE CAPITOL BUILDING TALLAHASSEE FL 32304				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	DP KEELER, W.M. 1000 WOODFIELD ROAD SCHAUMBURG IL	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		1.2 NAME	
STREET ADDRESS		1.3 STREET ADDRESS	
CITY - ST - ZIP		1.4 CITY - ST - ZIP	
TITLE	D CROSBY, G.E., JR. 125 MAIDEN LANE NEW YORK NY	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		2.2 NAME	
STREET ADDRESS		2.3 STREET ADDRESS	
CITY - ST - ZIP		2.4 CITY - ST - ZIP	
TITLE	D HENDERSON, G. F. 125 MAIDEN LANE NEW YORK NY	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY - ST - ZIP		3.4 CITY - ST - ZIP	
TITLE	DV STANKO, R. E. 1000 WOODFIELD RD SCHAUMBURG IL	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY - ST - ZIP		4.4 CITY - ST - ZIP	
TITLE	DV VALENTINE, J.S. 1000 WOODFIELD RD SCHAUMBURG IL	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY - ST - ZIP		5.4 CITY - ST - ZIP	
TITLE	VS SANDERS, J.M. 1000 WOODFIELD RD SCHAUMBURG IL	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY - ST - ZIP		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: *J.M. Sanders* J. M. Sanders 4/2/97 847-517-6000
DATE DAYTIME PHONE #

CR2E034 (9/96)

Attachment to Corporation Annual Report 1997

Block 12. Officers and Directors

V
Carpenter, H. A.
1000 Woodfield Road
Schaumburg, IL 60173-4793

V
Compton, L. A.
1000 Woodfield Road
Schaumburg, IL 60173-4793

V
Davis, R. E.
1000 Woodfield Road
Schaumburg, IL 60173-4793

V
Eller, R. W.
1000 Woodfield Road
Schaumburg, IL 60173-4793

V
Extrom, D. A.
1000 Woodfield Road
Schaumburg, IL 60173-4793

V
Gass, R. C.
1000 Woodfield Road
Schaumburg, IL 60173-4793

V
Hagedorn, J. G.
1000 Woodfield Road
Schaumburg, IL 60173-4793

V
Strickland, D. W.
1000 Woodfield Road
Schaumburg, IL 60173-4793

V
Arnold, D. W.
1000 Woodfield Road
Schaumburg, IL 60173-4793