

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

FILED

May 19 1998 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1998



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # 815180 (5)
1. Corporation Name
ROYAL MACCABEES LIFE INSURANCE COMPANY

Principal Place of Business
25800 NORTHWESTERN HIGHWAY
PO BOX 2165
SOUTHFIELD MI 48037-2165
US

Mailing Address
25800 NORTHWESTERN HIGHWAY
PO BOX 2165
SOUTHFIELD MI 48037-2165
US



DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified	
21 Suite, Apt. #, etc.		26 Suite, Apt. #, etc.		04/03/1961	
22 City & State		27 City & State		4. FEI Number	
23 Zip		28 Zip		38-0779740	
24 Country		29 Country		Applied For	
				Not Applicable	
				5. Certificate of Status Desired	
				<input type="checkbox"/> \$8.75 Additional Fee Required	
				6. Election Campaign Financing	
				<input type="checkbox"/> \$5.00 May Be Added to Fees	
				7. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30.	
				<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent	
INSURANCE COMMISSIONER 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	V	1.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	KELLAR, STEPHEN H	1.2 NAME	
STREET ADDRESS	541 MORGAN CIR	1.3 STREET ADDRESS	
CITY-ST-ZIP	NORTHVILLE MI	1.4 CITY-ST-ZIP	48167
TITLE	VSD	2.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	MCGRATH, MICHAEL A	2.2 NAME	
STREET ADDRESS	7270 KINGSWOOD	2.3 STREET ADDRESS	
CITY-ST-ZIP	BLOOMFIELD HILLS MI	2.4 CITY-ST-ZIP	48301
TITLE	SVP	3.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	DELIZIA, MICHAEL A.	3.2 NAME	
STREET ADDRESS	4410 HARDWOODS DRIVE	3.3 STREET ADDRESS	
CITY-ST-ZIP	WEST BLOOMFIELD MI	3.4 CITY-ST-ZIP	48323
TITLE	VP	4.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	JUIP, LEO N.	4.2 NAME	
STREET ADDRESS	4391 RAVINEWOOD	4.3 STREET ADDRESS	
CITY-ST-ZIP	COMMERCE TWP MI	4.4 CITY-ST-ZIP	48382
TITLE	DP	5.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	LEE, JAMES T.	5.2 NAME	
STREET ADDRESS	875 POND ISLAND COURT	5.3 STREET ADDRESS	
CITY-ST-ZIP	NORTHVILLE MI	5.4 CITY-ST-ZIP	48167
TITLE		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 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: *Michael A. McGrath* 4/30/98 (248) 357-4800

CR2E034 (10/97)

ROYAL MACCABEES LIFE INSURANCE COMPANY
LIST OF DIRECTORS AND OFFICERS
AS OF 12/31/97

01/30/98

DIRECTORS/OFFICERS	TITLE	APPOINTED ELECTED
Laurie Baxter Baker 4178 Glen Eagles Lane Harrisburg, NC 28075 SS: 242-19-6346 DOB: 02/11/62	Assistant - Secretary	3/96
Rex Laird Critzer 30026 Oakleaf Lane Franklin, MI 48025 SS: 512-48-2158 DOB: 9/10/47	Director Senior Vice President - Administration	11/94
Michael Anthony Delizia 4410 Hardwoods Drive West Bloomfield, MI 48323 SS: 028-32-3085 DOB: 9/16/42	Second Vice President Disability Underwriting	2/86
Leo Norman Juip 4391 Ravinewood Commerce Twp, MI 48382 SS: 366-48-3817 DOB: 11/4/47	Vice President Management Information Services Director & Senior Vice President - Techonology	7/85 7/84 11/94
Stephen Howard Kellar 541 Morgan Circle Northville, MI 48167 SS: 485-60-6275 DOB: 9/1/55	Vice President - Group Actuary Vice President - Product Managment	7/83 12/94
Jeffrey Paul Lammers 3062 Beach Lake Drive East Milford, MI 48380 SS: 386-52-1797 DOB: 7/10/49	Senior Vice President - Chief Marketing Officer	9/97

James Tyler Lee 875 Pond Island Court Northville, MI 48167 SS: 224-68-7734 DOB: 7/2/51	Senior Vice President Chief Financial Officer Director President & CEO	11/89 7/91
Sean Henry Maloney 69 Willow Tree Place Grosse Pointe Shores, MI 48236 SS: 375-58-8482 DOB: 7/29/57	Vice President - Financial Performance	3/95
Thomas John Marr 889 Lakepointe Grosse Pointe Park, MI 48230 SS: 149-36-3763 DOB: 8/29/46	Second Vice President - New Business and Administration Vice President - Administration	12/93 7/94
Michael Anthony McGrath 7270 Kingswood Bloomfield Hills, MI 48301 SS: 377-44-9023 DOB: 10/9/44	Vice President - Corporate Counsel and Secretary Director Senior Vice President Secretary & General Counsel	7/86 7/84 4/93 11/94
Gerald Herman Moser 28819 W. Kalono, Circle Southfield, MI 48034 SS: 291-34-7060 DOB: 9/24/40	Second Vice President Group Administration Vice President - Claims	7/84 12/94
James Francis Noonan 4301 Shepherdleas Lane Charlotte, NC 28277 SS: 118-26-9158 DOB: 3/2/36	Senior Vice President Chief Investment Officer Director	11/89 7/91
Thomas Joseph Ores 9038 Hillcrest Livonia, MI 48150 SS: 360-26-5522 DOB: 6/1/35	Second Vice President - Life Underwriting Second Vice President - Life Risk Management Second Vice President - Individual Underwriting	2/86 12/92 12/94

Paul James Rodeheffer
4424 Elderberry Drive
Brighton, MI 48116
SS: 304-60-7087
DOB: 9/22/52

Second Vice President - Internal Auditor

7/91

Christopher Gerard Ronayne
12177 Wildwing
Plymouth, MI 48170
SS: 386-72-6752
DOB: 10/31/57

Vice President & Controller

11/94

Daniel William Russie
573 Langley
Clawson, MI 48017
SS: 534-36-1312
DOB: 9/1/40

Second Vice President - Annuity Operations

7/91

Second Vice President - Employee Relations

3/92

Richard Jay Slavens
38 Ginger Terrace
Clifton Park, NY 12065
SS: 102-40-8581
DOB: 5/18/49

Assistant Treasurer

9/95

James Ronald Sopha
22042 Picadilly Circle
Novi, MI 48375
SS: 373-78-6088
DOB: 1/24/62

Director & Senior Vice President & CFO

11/94

Robert Allan Ward
1772 Earlmont
Berkley, MI 48072
SS: 375-54-1072
DOB: 3/8/50

Appointed Actuary
Vice President
Corporate Actuary

4/93

11/94

John Edward Winterbauer
6686 Westridge Drive
Washington, MI 48094
SS: 143-28-8850
DOB: 9/3/38

Vice President - Human Resources

2/89

John Adam Zelinske
5571 Abington
West Bloomfield, MI 48322
SS: 386-58-7017
DOB: 7/21/62

Vice President & Treasurer

11/94

o:diane\annualst's-1&s-20.sam