

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

FILED
May 13 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # **818349** (3)
1. Corporation Name
FIRST COLONY LIFE INSURANCE COMPANY

Principal Place of Business 700 MAIN STREET LYNCHBURG VA 24504	Mailing Address 700 MAIN STREET LYNCHBURG VA 24504
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country		2a. Mailing Address 25 Suite, Apt. #, etc. 26 City & State 27 Zip 28 Country		3. Date Incorporated or Qualified 12/10/1964	
4. FEI Number 54-0596414		5. Certificate of Status Desired <input type="checkbox"/>		Applied For Not Applicable	
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>		7. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No		\$8.75 Additional Fee Required	
8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No		9. Name and Address of Current Registered Agent CT CORPORATION SYSTEM 1200 S. PINE ISLAND ROAD PLANTATION FL 33324		10. Name and Address of New Registered Agent	

81 Name		82 Street Address (P.O. Box Number is Not Acceptable)		83	
84 City		85 Zip Code		FL	

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 _____
Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	AS	1.1 TITLE	VPS
NAME	MILLER, DIANE M.	1.2 NAME	McMahon, David H.
STREET ADDRESS	700 MAIN STREET	1.3 STREET ADDRESS	700 Main Street
CITY-ST-ZIP	LYNCHBURG VA	1.4 CITY-ST-ZIP	Lynchburg VA 24504
TITLE	PD	2.1 TITLE	D
NAME	DOLAN, RONALD V.	2.2 NAME	Dolan, Ronald V.
STREET ADDRESS	700 MAIN STREET	2.3 STREET ADDRESS	700 Main Street
CITY-ST-ZIP	LYNCHBURG VA	2.4 CITY-ST-ZIP	Lynchburg VA 24504
TITLE	DVP	3.1 TITLE	VP
NAME	KARRAS, PETER W.	3.2 NAME	Blanks, Timothy A.
STREET ADDRESS	700 MAIN STREET	3.3 STREET ADDRESS	700 Main Street
CITY-ST-ZIP	LYNCHBURG VA	3.4 CITY-ST-ZIP	Lynchburg VA 24504
TITLE	DVP	4.1 TITLE	
NAME	STIFF, GEOFFREY S	4.2 NAME	
STREET ADDRESS	700 MAIN ST	4.3 STREET ADDRESS	
CITY-ST-ZIP	LYNCHBURG VA	4.4 CITY-ST-ZIP	
TITLE	DVP	5.1 TITLE	PD
NAME	BRITTON, DONALD W.	5.2 NAME	Britton, Donald W.
STREET ADDRESS	700 MAIN STREET	5.3 STREET ADDRESS	700 Main Street
CITY-ST-ZIP	LYNCHBURG VA	5.4 CITY-ST-ZIP	Lynchburg VA 24504
TITLE	VP	6.1 TITLE	VPD
NAME	LARSEN, ANDREW J.	6.2 NAME	Larsen, Andrew J.
STREET ADDRESS	700 MAIN STREET	6.3 STREET ADDRESS	700 Main Street
CITY-ST-ZIP	LYNCHBURG VA	6.4 CITY-ST-ZIP	Lynchburg VA 24504

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:  Timothy A. Blanks April 30, 1998 (804) 845-0911

CR2E034 (10/97)

First Colony Life Insurance Company**As of December 31, 1997****DIRECTORS**

Donald W. Britton	1-01-91	223-62-6219	#Andrew J. Larsen	10-01-97	137-38-3188
#Thomas W. Casey	10-01-97	106-54-3627	Victor C. Moses	12-01-96	541-54-6698
Ronald V. Dolan	6-09-82	187-34-3094	Leon E. Roday	12-01-96	088-46-3338
#Michael D. Fraizer	3-01-97	508-60-2739	Geoffrey S. Stiff	12-01-96	017-44-5254

OFFICERS

#Ronald V. Dolan	Chairman of the Board	9-15-97	187-34-3094
#Donald W. Britton	President	9-15-97	223-62-6219
Andrew J. Larsen	Executive Vice President	10-26-95	137-38-3188
Carlos C. Whaley	Executive Vice President	2-01-92	414-64-2182
James D. Atkins	Senior Vice President & Illustration Actuary	1-01-93 11-25-96	240-13-1233
Frank T. Gencarelli	Senior Vice President	1-01-93	228-76-9417
Edward A. Hunt, Jr.	Senior Vice President	3-12-79	020-26-9095
Walter J. Jones	Senior Vice President	11-28-94	345-34-8457
Charles A. Kaminski	Senior Vice President & # Investment Officer	12-02-96 8-25-97	046-36-1689
William E. McRorie	Senior Vice President, Counsel & Assistant Secretary	9-24-85 9-11-72	244-64-5062
Paul L. Mistretta	Senior Vice President	1-01-93	152-50-7489
Leon E. Roday	Senior Vice President	12-02-96	088-46-3338
Steven A. Smith	Senior Vice President & Chief Actuary	1-10-77	113-34-4519
Geoffrey S. Stiff	Senior Vice President	12-02-96	017-44-5254
Deborah C. Towner	Senior Vice President & Mortgage Investment Officer	8-25-97	539-58-0034
Robert W. Vick	Senior Vice President	11-28-94	224-60-7785
James J. Welshan	Senior Vice President	2-13-95	390-60-6557

Clifford W. Angstman	Vice President	1-25-88	475-58-5629
John W. Attey	Vice President & Assistant Secretary	12-02-96	529-04-0235
#Timothy A. Blanks	Vice President	11-01-97	231-08-9226
Thomas L. Booker	Vice President	2-16-96	225-88-1065
Robert J. Bowen	Vice President	12-21-92	021-36-4492
David G. Brown	Vice President	1-25-88	226-48-8408
#Vickie L. Campbell	Vice President	11-01-97	223-80-5425
Robert E. Conrad	Vice President	9-24-85	264-84-3982
Robert E. Embrey	Vice President	11-25-96	105-32-1825
Peter C. Florstedt	Vice President	9-21-92	293-44-7091
#S. Douglas Israel	Vice President	11-01-97	300-46-4699
#April A. Keesee	Vice President	11-01-97	240-96-6695
#William D. Koski	Vice President & Investment Officer	8-25-97	149-38-0373
#Jeffery D. Kraber	Vice President	11-01-97	482-76-5073
Stephen M. Kramen	Vice President	1-28-91	192-32-3564
#Frank G. Land	Vice President	11-01-97	409-54-4377
Jeffrey C. Long	Vice President	11-28-94	188-44-2854
Linda S. Mayhew	Vice President	9-19-79	231-46-0378
John J. McFadden	Vice President	2-16-96	082-38-9046
David H. McMahon	Vice President, Assistant Counsel & Secretary	9-24-85 7-22-93	288-38-4144
Walter A. Neeves	Vice President	11-28-94	110-56-5484
#Mark L. Patenaude	Vice President	11-01-97	031-32-0419
Jan Lee Pollnow	Vice President	9-22-94	388-44-7379
Shirley B. Smith	Vice President	9-19-79	227-52-9541
Richard J. Tomasheski	Vice President	5-22-89	102-28-0754
Sandra W. Tucker	Vice President & Treasurer	9-24-85 7-24-89	241-72-1723
#Brenda A. Van Fossen	Vice President	11-01-97	230-70-8223
David A. Vaughan, M.D.	Vice President & Annuity Medical Director	1-25-88 9-24-90	229-62-7736
#Thomas L. Virkler	Vice President	11-01-97	127-38-9902
#Barry C. Wilhelm	Vice President & Assistant Controller	11-01-97	230-64-8608
Lynn E. Williams	Vice President	11-28-94	273-46-2278
David B. Wood	Vice President	11-28-94	226-78-7809
George M. Young	Vice President	5-22-89	556-80-9077