


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 # 839341 (5) 1. Corporation Name PIONEER LIFE INSURANCE COMPANY			
Principal Place of Business 304 NORTH MAIN ST ROCKFORD IL 61101		Mailing Address 1750 E. GOLF RD SCHAUMBURG IL 60173 US	
2. Principal Place of Business 21 222 Merchandise Mart Plaza Suite, Apt. #, etc. 22 City & State 23 Chicago, IL Zip 24 60654		2a. Mailing Address 26 11825 N. Pennsylvania St. Suite, Apt. #, etc. 27 Dept. A2A City & State 28 Carmel, IN Zip 29 46032 Country 30 US	
3. Date Incorporated or Qualified 10/19/1977		4. FEI Number 37-0844470	
5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required		6. Election Campaign Financing Trust Fund Contribution <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		8. Name and Address of Current Registered Agent INSURANCE COMMISSIONER CAPITOL BUILDING TALLAHASSEE FL 32399	
9. 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		10. 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	NAME	STREET ADDRESS	CITY-STATE-ZIP
<input checked="" type="checkbox"/> DELETE	COO NAUERT, PETER W	913 N MAIN ST ROCKFORD, IL 00000	
<input type="checkbox"/> DELETE	P BROPHY, THOMAS J	461 W ROSILAND RD PALATINE IL	
<input checked="" type="checkbox"/> DELETE	SV FISKOW, PHILIP J	1136 GREENBRIAR LANE NORTH BROOK IL	
<input type="checkbox"/> DELETE	BV KEHOE, JOHN J	5420 PONDEROSA DRIVE ROCKFORD IL	
<input checked="" type="checkbox"/> DELETE	V VICKERS, DAVID I	409 WASHINGTON ELMHURST IL	
<input checked="" type="checkbox"/> DELETE	S WAID, A C	830 OAK HILL ROAD LAKE BARRINGTON SHORES IL	
13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12			
1.1 TITLE	1.2 NAME	1.3 STREET ADDRESS	1.4 CITY-STATE-ZIP
PD	Kilian, Thomas J.	11825 N. Pennsylvania St.	Carmel, IN 46032
<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition			
2.1 TITLE	2.2 NAME	2.3 STREET ADDRESS	2.4 CITY-STATE-ZIP
SVP		222 Merchandise Mart Plaza	Chicago, IL 60654
<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition			
3.1 TITLE	3.2 NAME	3.3 STREET ADDRESS	3.4 CITY-STATE-ZIP
BVPD	Dick, Rollin M.	11825 N. Pennsylvania St.	Carmel, IN 46032
<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition			
4.1 TITLE	4.2 NAME	4.3 STREET ADDRESS	4.4 CITY-STATE-ZIP
	Kehoe, John R., Jr.		
<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition			
5.1 TITLE	5.2 NAME	5.3 STREET ADDRESS	5.4 CITY-STATE-ZIP
COBD	Hilbert, Stephen C.	11825 N. Pennsylvania St.	Carmel, IN 46032
<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition			
6.1 TITLE	6.2 NAME	6.3 STREET ADDRESS	6.4 CITY-STATE-ZIP
EVPSD	Sabl, John J.	11825 N. Pennsylvania St.	Carmel, IN 46032
<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition			

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.

CR2E034 (10/97)

OFFICERS AND DIRECTORS

<u>Name</u>	<u>Office</u>
Stephen C. Hilbert	Chairman of the Board, Director
Thomas J. Kilian	President, Director
Rollin M. Dick	Executive Vice President and Chief Financial Officer, Director
John J. Sabl	Executive Vice President, General Counsel and Secretary, Director
James S. Adams	Senior Vice President and Treasurer
David J. Barra	Senior Vice President, Finance
Robert E. Burkett, Jr.	Senior Vice President, Legal and Assistant Secretary
Michael A. Colliflower	Senior Vice President, Legal, Chief Compliance Officer and Assistant Secretary
Jon F. Davis	Senior Vice President, Actuarial
William T. Devanney, Jr.	Senior Vice President, Corporate Taxes
James S. Hawke	Senior Vice President, Actuarial
Ronald F. Ruhl	Senior Vice President, Chief Actuary
Mark Shaw	Senior Vice President, Actuarial
K. Lowell Short, Jr.	Senior Vice President, Controller
James M. Crafton	Vice President, Financial Reporting
James C. Crampton	Vice President, Corporate Taxes
Marcus A. Dallas	Vice President, Investment Accounting
Louis S. Kanowsky	Vice President, Statutory Reporting
Daniel M. Kiefer	Vice President, Accounting
Christopher J. Krisch	Vice President, Marketing
Joseph L. Maverick	Vice President, Investment Officer
David A. White	Vice President, Marketing
Steven E. Willeke	Vice President, Financial Reporting
Beth A. Eischeid	Second Vice President, Legal
David D. Humm	Second Vice President, Corporate Taxes
Jill A. Kirk	Second Vice President, Actuarial
Ty V. Nguyen	Second Vice President, Accounting
Ngairé E. Cuneo	Director
Robert G. Clancy	Director
Laurence Good	Director
Susan C. Morisato	Senior Vice President, Actuarial, Director
Thomas J. Brophy	Senior Vice President
Cindy Luther	Senior Vice President
John R. Kehoe, Jr.	Senior Vice President, Policy Owner Service
Bradley A. Wolfram	Senior Vice President, Claims
Brian D. Camling	Vice President, Compliance
Ann Collins	Assistant Vice President, Compliance

The address for Robert E. Burkett, Jr. is 11825 N. Pennsylvania St.,
Carmel, IN 46032.