

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

FILED
May 04 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 # 848341 (4)

1. Corporation Name
SOUTHWESTERN LIFE INSURANCE COMPANY

Principal Place of Business 500 NORTH AKARD DALLAS TX 75201	Mailing Address 500 NORTH AKARD DALLAS TX 75201
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 717 North Harwood Dallas, Texas		2a. Mailing Address 26 P. O. Box 2699 Dallas, Texas	
22 City & State 75201 USA		27 City & State 75221 USA	
24 Zip	25 Country	29 Zip	30 Country

3. Date Incorporated or Qualified 02/26/1981	
4. FEI Number 74-2088326	Applied For <input type="checkbox"/> Not Applicable
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	
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

**STATE INSURANCE COMMISSIONER OF FLORIDA
 STATE CAPITOL BUILDING
 TALLAHASSEE FL 32301**

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

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

12. OFFICERS AND DIRECTORS

TITLE	PD	<input checked="" type="checkbox"/> DELETE
NAME	GETTIER, GLENN H JR.	
STREET ADDRESS	500 NO AKARD	
CITY-ST-ZIP	DALLAS TX	
TITLE	VS	<input checked="" type="checkbox"/> DELETE
NAME	GAIL, DANIEL B	
STREET ADDRESS	500 NO AKARD	
CITY-ST-ZIP	DALLAS TX	
TITLE	VD	<input type="checkbox"/> DELETE
NAME	HULL, JOHN T	
STREET ADDRESS	500 NORTH AKARD	
CITY-ST-ZIP	DALLAS TX	
TITLE	V	<input type="checkbox"/> DELETE
NAME	PIMSNER, RICHARD P	
STREET ADDRESS	500 NORTH AKARD	
CITY-ST-ZIP	DALLAS TX 75201	
TITLE	VD	<input checked="" type="checkbox"/> DELETE
NAME	BRUCE, ROBERT J	
STREET ADDRESS	500 NO AKARD	
CITY-ST-ZIP	DALLAS TX	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	PD	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	Steve R. Johnson	
1.3 STREET ADDRESS	717 North Harwood	
1.4 CITY-ST-ZIP	Dallas, Texas 75201	
2.1 TITLE	VS	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	David A. Leonard	
2.3 STREET ADDRESS	717 North Harwood	
2.4 CITY-ST-ZIP	Dallas, Texas 75201	
3.1 TITLE		<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME		
3.3 STREET ADDRESS	717 North Harwood	
3.4 CITY-ST-ZIP		
4.1 TITLE		<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME		
4.3 STREET ADDRESS	717 North Harwood	
4.4 CITY-ST-ZIP		
5.1 TITLE	VD	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	David B. Montgomery	
5.3 STREET ADDRESS	717 North Harwood	
5.4 CITY-ST-ZIP	Dallas, Texas 75201	
6.1 TITLE	V	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
6.2 NAME	John C. Bower	
6.3 STREET ADDRESS	717 North Harwood	
6.4 CITY-ST-ZIP	Dallas, Texas 75201	

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 _____ DATE April 21, 1998 214-954-7111
 Richard P. Pimsner

CFR2E034 (10/97)