

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

FILED  
May 18 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 # P20157 (4)  
1. Corporation Name  
NATIONAL GROUP LIFE INSURANCE COMPANY

Principal Place of Business 1750 EAST GOLF ROAD, SUITE 1000 SCHAUMBURG IL 60173	Mailing Address 1750 EAST GOLF ROAD, SUITE 1000 SCHAUMBURG IL 60173
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 222 Merchandise Mart Plaza Suite, Apt. #, etc. 22 City & State 23 Chicago, IL 24 Zip 60654 25 Country US		2a. Mailing Address 26 11825 N. Pennsylvania Suite, Apt. #, etc. 27 Dept. A2A City & State 28 Carmel, IN 29 Zip 46032 30 Country US		3. Date Incorporated or Qualified 07/21/1988 4. FEI Number 36-2544862 Applied For 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 checked="" type="checkbox"/> No	
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9. Name and Address of Current Registered Agent INSURANCE COMMISSIONER 200 EAST GAINES STREET LARSON BUILDING TALLAHASSEE FL 32399		10. Name and Address of New Registered Agent 81 Name 82 Street Address (P.O. Box Number is Not Acceptable) 83 84 City FL 85 Zip Code	
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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	PD BROPHY, THOMAS J 1750 EAST GOLF ROAD, SUITE 1000 SCHAUMBURG IL 60173	1.1 TITLE	SVP
NAME		1.2 NAME	
STREET ADDRESS		1.3 STREET ADDRESS	222 Merchandise Mart Plaza
CITY-ST-ZIP		1.4 CITY-ST-ZIP	Chicago, IL 60654
TITLE	S WAID, ADDISON C. 1750 EAST GOLF ROAD, SUITE 1000 SCHAUMBURG IL	2.1 TITLE	PD
NAME		2.2 NAME	Kilian, Thomas J.
STREET ADDRESS		2.3 STREET ADDRESS	11825 N. Pennsylvania St.
CITY-ST-ZIP		2.4 CITY-ST-ZIP	Carmel, IN 46032
TITLE	TD VICKERS, DAVID I 1750 EAST GOLF ROAD, SUITE 1000 SCHAUMBURG IL 60173	3.1 TITLE	EVDP
NAME		3.2 NAME	Dick, Rollin M.
STREET ADDRESS		3.3 STREET ADDRESS	11825 N. Pennsylvania St.
CITY-ST-ZIP		3.4 CITY-ST-ZIP	Carmel, IN 46032
TITLE	D FISCHER MARK S 1750 EAST GOLF RD STE 1000 SCHAUMBURG IL	4.1 TITLE	EVPSD
NAME		4.2 NAME	Sabl, John J.
STREET ADDRESS		4.3 STREET ADDRESS	11825 N. Pennsylvania St.
CITY-ST-ZIP		4.4 CITY-ST-ZIP	Carmel, IN 46032
TITLE	V WOLFRAM, BRADLEY A. 1750 EAST GOLF ROAD, SUITE 1000 SCHAUMBURG IL	5.1 TITLE	SVP
NAME		5.2 NAME	Colliflower, Michael A.
STREET ADDRESS		5.3 STREET ADDRESS	11825 N. Pennsylvania St.
CITY-ST-ZIP		5.4 CITY-ST-ZIP	Carmel, IN 46032
TITLE	D FISKOW, PHILIP J 1750 EAST GOLF ROAD, SUITE 1000 SCHAUMBURG IL 60173	6.1 TITLE	SVPT
NAME		6.2 NAME	Adams, James S.
STREET ADDRESS		6.3 STREET ADDRESS	11825 N. Pennsylvania St.
CITY-ST-ZIP		6.4 CITY-ST-ZIP	Carmel, IN 46032

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

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
Charles W. Harris, Jr.	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 and Assistant Secretary
Ann Collins	Assistant Vice President, Compliance

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