

No. C 71996	Annual Report Form 1998 <i>Due No Later Than November 30,</i>		2. Registered Agent and Office NOT A P.O. BOX	
Return to: SECRETARY OF STATE 700 WEST JEFFERSON PO BOX 83720 BOISE, ID 83720-0080 NO FEE REQUIRED * FIRST NOTICE *	1. Mailing Address - Please Correct. If <input type="checkbox"/> Correct ALLSTATE MOTOR CLUB, INC. FINANCE MGR. 1500 WEST SHORE DRIVE ARLINGTON HTS. IL 60004		C T CORPORATION SYSTEM 300 NORTH 6TH STREET BOISE ID 83701 3. Organized Under the Laws of: ID C 71996	
4. Corporations: Enter Names and Business Addresses of President, Secretary and Directors Limited Liability Companies: Enter Names and Addresses of <input type="checkbox"/> Managers or <input type="checkbox"/> Members (check one)				
5. Signature of New Registered Agent	6. Signature <u>Allen W. Dyon</u> Date _____ Name <small>(Typed or Printed)</small> <u>ALLEN W. DYON</u> Title <u>PRESIDENT</u>			

ISSUED: 07-03-1993

DO NOT TAPE OR STAPLE

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ALLSTATE MOTOR CLUB, INC.

OFFICERS

<u>NAME</u>	<u>BUSINESS ADDRESS</u>	<u>RESIDENCE ADDRESS</u>
Robert W. Gary Chairman of the Board	2775 Sanders Rd., Suite F9 Northbrook, IL 60062-6127	1111 Evergreen Drive Lake Forest, IL 60045
Samuel H. Pilch Vice-President and Controller	2775 Sanders Rd., Suite H1A Northbrook, IL 60062-6127	4519 Hickory Court Long Grove, IL 60047
James P. Zils V. P. & Treasurer	2775 Sanders Rd., Suite A3 Northbrook, IL 60062-6127	832 Paddock Lane Libertyville, IL 60048
Casey J. Sylla Chief Investment Officer	2775 Sanders Rd., Suite G6C Northbrook, IL 60062-6127	1785 Manchester Granton, WI 54436
Emma M. Kalaidjian Vice-President and Secretary	2775 Sanders Rd., Suite A8 Northbrook, IL 60062-6127	21677 Rainbow Rd. Barrington, IL 60010
Allen W. Dyon President	1500 West Shure Drive Arlington Hts., IL 60004	130 Colony Drive Barrington, IL 60010
Garry J. Ballek Vice President	1500 West Shure Drive Arlington Heights, IL 60004	4448 Wildwood.Crt: Hoffman Estates, IL 60179
Karen C. Gardner Vice President	2775 Sanders Rd., Suite G2B Northbrook, IL 60062-6127	1434 Baffin Road Glenview, IL 60025
Robert L. Simmons Vice President and General Counsel	1500 West Shure Drive Arlington Heights, IL 60004	3739 Crain St. Skokie, IL 60076

ALLSTATE MOTOR CLUB, INC.

DIRECTORS

<u>NAME</u>	<u>BUSINESS ADDRESS</u>	<u>RESIDENCE ADDRESS</u>
Jerry D. Choate	2775 Sanders Rd., Suite F9 Northbrook, IL 60062-62127	440 Valley View Road Barrington, IL 60010
Robert W. Gary	2775 Sanders Rd., Suite F9 Northbrook, IL 60062-6127	1111 Evergreen Drive Lake Forest, IL 60045
Edward M. Liddy	2775 Sanders Rd., Suite F9 Northbrook, IL 60062-6127	1331 N. Green Bay Rd. Lake Forest, IL 60045
Thomas J. Wilson, II	2775 Sanders Rd., Suite F8 Northbrook, IL 60062-6127	2024 N. Mohawk Chicago, IL 60614
Casey J. Sylla	2775 Sanders Rd., Suite G6C Northbrook, IL 60062-6127	1785 Manchester, Granton, WI 54436